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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change

Use the IRS label. Name of foundation: THE HOLMES FOUNDATION. Address: 5804 BABCOCK RD No 100, SAN ANTONIO, TX 78240. Employer ID: 20-2672938. Telephone: (210) 541-4642.

H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$45,995. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| Part II Balance Sheets | | Beginning of year | | | End of year | | |
|------------------------------------|---|--|----------------|-----------------------|----------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 200 | 101 | 101 | | |
| | 2 | Savings and temporary cash investments | 73,288 | 38,684 | 38,684 | | |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) | | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 8 | Inventories for sale or use | 500 | 500 | | | |
| | 9 | Prepaid expenses and deferred charges | | | | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | | | | | |
| | b | Investments—corporate stock (attach schedule) | | | | | |
| | c | Investments—corporate bonds (attach schedule) | | | | | |
| | 11 | Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | | |
| | 12 | Investments—mortgage loans | | | | | |
| | 13 | Investments—other (attach schedule) | | | | | |
| | 14 | Land, buildings, and equipment basis ▶ _____ 8,022 Less accumulated depreciation (attach schedule) ▶ 812 | 4,759 | 7,210 | 7,210 | | |
| 15 | Other assets (describe ▶ _____) | | | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 78,747 | 46,495 | 45,995 | | | |
| Liabilities | 17 | Accounts payable and accrued expenses | 4,872 | 1,467 | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | 110,047 | 110,047 | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| 22 | Other liabilities (describe ▶ _____) | | | | | | |
| 23 | Total liabilities (add lines 17 through 22) | 114,919 | 111,514 | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> | | | | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> | | | | | | |
| | and complete lines 27 through 31. | | | | | | |
| 27 | Capital stock, trust principal, or current funds | 0 | 0 | | | | |
| 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | 0 | 0 | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | -36,172 | -65,019 | | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | -36,172 | -65,019 | | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 78,747 | 46,495 | | | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|----------|--|----------|---------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | -36,172 |
| 2 | Enter amount from Part I, line 27a | 2 | -28,847 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | -65,019 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | -65,019 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|--|--|------------------------------------|--------------------------------|
| 1a | | | |
| | | | |
| | | | |
| | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | | |
|----------|---|---|----------|--|
| 2 | Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 | | 3 | |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---------------------------------------|---|--|
| 2008 | 230,130 | 64,390 | 3.574002 |
| 2007 | 0 | 0 | 0.0 |
| 2006 | 0 | 0 | 0.0 |
| 2005 | 0 | 0 | 0.0 |
| 2004 | | | |

| | | | |
|----------|---|----------|----------|
| 2 | Total of line 1, column (d). | 2 | 3.574002 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years. | 3 | 0.893501 |
| 4 | Enter the net value of noncharitable-use assets for 2009 from Part X, line 5. | 4 | 61,688 |
| 5 | Multiply line 4 by line 3. | 5 | 55,118 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 0 |
| 7 | Add lines 5 and 6. | 7 | 55,118 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 93,402 |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due and overpayment amounts are shown in rows 9 and 10.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' responses. Questions cover political activities, tax returns, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

| | | | |
|---|-----------|------------|-----------|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions). | 11 | | No |
| 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | No |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.priestholmesfoundation.org</u> | 13 | Yes | |
| 14 The books are in care of ▶ <u>The Foundation</u> Telephone no ▶ <u>(210) 541-4642</u> Located at ▶ <u>5804 BABCOCK RD No 100 SAN ANTONIO TX</u> ZIP+4 ▶ <u>78240</u> | | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | | Yes | No |
|--|-----------|-----|-----------|
| 1a During the year did the foundation (either directly or indirectly) | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 1b | | No |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | 1c | | No |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions). | 2b | | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>) | 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | 4b | | No |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

| | | |
|---|-----------|-----------|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | 5b | |
| | 6b | No |
| | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| PRIEST HOLMES 5804 BABCOCK RD STE 100 SAN ANTONIO, TX 78240 | PRESIDENT 0 25 | 0 | 0 | 0 |
| MARSHA CRUTCHFIELD 5804 BABCOCK RD STE 100 SAN ANTONIO, TX 78240 | VICE PRESIDENT 0 50 | 0 | 0 | 0 |
| JEFF GUESS 5804 BABCOCK RD STE 100 SAN ANTONIO, TX 78240 | SECRETARY 0 50 | 0 | 0 | 0 |

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000. 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. | | 0 |

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

| | Expenses |
|---|----------|
| <p>1 THE PHF STUDENT INCENTIVE PROGRAM IS DESIGNED TO ENCOURAGE STUDENTS TO INCREASE ATTENDANCE, IMPROVE ACADEMICALLY AND PARTICIPATE IN EXTRACURRICULAR ACTIVITIES THE FOUNDATION PARTNERS WITH COMMUNITIES IN SCHOOLS OF SAN ANTONIO AND COMMUNITIES IN SCHOOLS OF KANSAS CITY KANSAS, WYANDOTTE COUNTY ON OUR COMPREHENSIVE INCENTIVE PROGRAM THE FOUNDATION PROVIDES CIS OF SAN ANTONIO WITH 20 TICKETS TO EVERY SPURS' HOME GAME A TOTAL OF 900 TICKETS HAVE BEEN DISTRIBUTED FOR THE 2009-2010 SEASON ADDITIONAL INCENTIVES FOR THE PARTICIPANTS OF THE CIS OF SAN ANTONIO PROGRAM INCLUDE AN END OF SEASON EVENT TO HIGHLIGHT EXCEPTIONAL STUDENTS AND AN EXCLUSIVE SPURS LOCKER ROOM MEET AND GREET THE FOUNDATION ALSO PARTNERS WITH CIS OF KANSAS CITY KANSAS/WYANDOTTE COUNTY TO RECOGNIZE STUDENTS WHO MEET AND EXCEED THE SET REQUIREMENTS FOR ATTENDANCE, EFFORT, BEHAVIOR, AND SCHOOL PERFORMANCE THROUGH THE "BREAKFAST WITH THE PRINCIPAL" INCENTIVE WHICH WILL PROVIDE ME PEARSON ELEM SCHOOL WITH A GRANT IN 2010</p> | 28,382 |
| <p>2 AS PART OF THE FOUNDATION'S MISSION TO HELP YOUTH ACHIEVE THEIR GOALS AND DREAMS THROUGH ENCOURAGEMENT, ENHANCEMENT, AND EMPOWERMENT, THE PRIEST HOLMES FOUNDATION SUPPORTS "CAMP WITH THE PROS", A FOOTBALL CAMP FOR KIDS AGES 5 THROUGH 18 PUT ON ANNUALLY BY ALL SPORTS SPEED & CONDITIONING THE TWO DAY CAMP INCLUDES SEVERAL ACTIVE AND RETIRED NFL PLAYERS WHO VOLUNTEER THEIR TIME TO ASSIST THE CAMPER'S IN DEVELOPING FOOTBALL SKILLS AND SPEED THROUGH ONE-ON-ONE TRAINING OVER THE PAST TWO YEARS MORE THAN 250 CHILDREN WERE ABLE TO ATTEND, MANY FREE OF CHARGE</p> | 30,609 |
| <p>3 THE PHF SCHOLARSHIP & STANDARD PROGRAM SEEKS TO GIVE STUDENTS THE TOOLS THEY NEED TO SUCCEED BY OFFERING FINANCIAL SUPPORT TO STUDENTS WHO HAVE SHOWN COMMITMENT TOWARDS CONTINUING THEIR EDUCATION THE SCHOLARSHIPS ALL RECOGNIZE EXTRAORDINARY ACHIEVEMENT, LEADERSHIP, AND TALENT THE REQUIREMENTS FOR AWARDS VARY FROM FINANCIAL NEED TO ACADEMIC/COMMUNITY ACHIEVEMENTS IN MAY 2009, THE FOUNDATION AWARDED 19 SCHOLARSHIPS RANGING FROM \$1,000 TO \$1,500</p> | 13,541 |
| <p>4</p> | |

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount | |
|--|--------|----------|
| <p>1</p> | | |
| <p>2</p> | | |
| <p>All other program-related investments See page 24 of the instructions</p> | | |
| <p>3</p> | | |
| Total. Add lines 1 through 3. | | 0 |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

| | | | |
|----------|--|-----------|--------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities. | 1a | 0 |
| b | Average of monthly cash balances. | 1b | 62,627 |
| c | Fair market value of all other assets (see page 24 of the instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 62,627 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 62,627 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). | 4 | 939 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 61,688 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 3,084 |

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

| | | | |
|-----------|--|-----------|--|
| 1 | Minimum investment return from Part X, line 6. | 1 | |
| 2a | Tax on investment income for 2009 from Part VI, line 5. | 2a | |
| b | Income tax for 2009 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | |
| 6 | Deduction from distributable amount (see page 25 of the instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | |

Part XII Qualifying Distributions (see page 25 of the instructions)

| | | | |
|----------|---|-----------|--------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes | | |
| a | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. | 1a | 93,402 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | |
| b | Cash distribution test (attach the required schedule). | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 93,402 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 93,402 |

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 0 |
| 2 Undistributed income, if any, as of the end of 2008 | | | | |
| a Enter amount for 2008 only. | | | 0 | |
| b Total for prior years 20___, 20___, 20___ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004. | | | | |
| b From 2005. | | | | |
| c From 2006. | | | | |
| d From 2007. | | | | |
| e From 2008. | | | | |
| f Total of lines 3a through e. | 0 | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ _____ | | | | |
| a Applied to 2008, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | 0 | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions). | 0 | | | |
| d Applied to 2009 distributable amount. | | | | 0 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b. | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. | | 0 | | |
| d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions | | 0 | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions | | | 0 | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). | 0 | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions). | 0 | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005. | | | | |
| b Excess from 2006. | | | | |
| c Excess from 2007. | | | | |
| d Excess from 2008. | | | | |
| e Excess from 2009. | | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. 2006-01-25

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | | | | (e) Total |
|--|----------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 0 | 3,220 | 0 | 0 | 3,220 |
| b 85% of line 2a | 0 | 2,737 | 0 | 0 | 2,737 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 93,402 | 230,130 | 0 | 0 | 323,532 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | 0 | 0 | 0 | 0 | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | 93,402 | 230,130 | 0 | 0 | 323,532 |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | 2,056 | 2,147 | 0 | 0 | 4,203 |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | | 0 |
| (4) Gross investment income | | | | | 0 |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

PRIEST HOLMES

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

LINDA GANN
5804 BABCOCK RD
SAN ANTONIO, TX 78240
(210) 541-4642

b The form in which applications should be submitted and information and materials they should include

THERE ARE 10 SCHOLARSHIP CATEGORIES FOR INTERESTED STUDENTS TO APPLY, STUDENTS CAN VISIT THE HOLMES FOUNDATION WEBSITE OR OBTAIN SCHOLARSHIP INFORMATION FROM THEIR SCHOOL ALL STUDENTS IN THEIR SENIOR YEAR WHO ARE US CITIZENS OR LEGAL PERMANENT RESIDENTS CAN APPLY THE STUDENT SHOULD HAVE A MINIMUM CUMULATIVE GRADE POINT AVERAGE OF 2.8 ON 4.0 SCALE AND PLAN TO ENROLL FULL TIME AT A REGIONALLY ACCREDITED TWO/THREE/FOUR YEAR INSTITUTION STUDENTS SHOULD COMPLETE THE APPLICATION FORM INCLUDING INFORMATION REGARDING FREE APPLCIATION OF FEDERAL STUDENT AID(FAFSA), AND INCLUDE A COPY OF THE TRANSCRIPT, ESSAY, AND TWO LETTERS OF RECOMMENDATION

c Any submission deadlines

THE SCHOLARSHIP APPLICATION PERIOD OPENS DECEMBER 15 EACH YEAR AND ENDS ON MARCH 1

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE SELECTION OF RECIPIENTS IS UNBIASED POTENTIAL CANDIDATES WILL BE RANKED BASED ON FAMILY INCOME, EXTRA-CURRICULAR ACTIVITIES, LEADERSHIP POSITIONS BOTH IN AND OUTSIDE OF SCHOOL, VOLUNTEER/COMMUNITY INVOLVEMENT, GPA, SAT OR ACT SCORES AND ESSAYS SCHOLARSHIP FUNDS RANGE FROM \$1,000 TO \$1,500 AND CAN ONLY BE USED FOR QUALIFIED COLLEGE EXPENSES CHECKS ARE WRITTEN TO BOTH THE RECIPIENT AND THEIR DESIGNATED COLLEGE OR UNIVERSITY THERE IS NO RESTRICTION AS TO THE LOCATION OR AFFILIATION OF THE INSTITUTION THE INSTITUTION SHOULD BE A REGIONALLY ACCREDITED TWO/THREE/FOUR YEAR COLLEGE OR UNIVERSITY NO RECIPIENT CAN RENEW HIS/HER SCHOLARSHIP AND EACH RECIPIENT CAN ONLY BE AWARDED ONE SCHOLARSHIP SCHOLARSHIP AND EACH RECIPIENT CAN ONLY BE AWARDED ONE SCHOLARSHIP

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | | 20,870 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | 0 |

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of organization THE HOLMES FOUNDATION

Employer identification number 20-2672938

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year \$

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE HOLMES FOUNDATION

Employer identification number

20-2672938

Part I **Contributors** (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|---|
| 1 | RED AND BLUE LTD 85 NE LOOP 410 STE 205 _____ SAN ANTONIO, TX 78216 _____ | \$ 46,990 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | PEPSI CORPORATION 9010 WALL STREET _____ AUTSIN, TX 787544536 _____ | \$ 11,520 | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 3 | PRIEST HOLMES 85 NE LOOP 410 STE 205 _____ SAN ANTONIO, TX 78216 _____ | \$ 19,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| — | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| — | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| — | _____ _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization
THE HOLMES FOUNDATION

Employer identification number

20-2672938

Part II Noncash Property (see Instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| <u>2</u> | SUPPLY OF BEVERAGES AND COOLER BINS | \$ <u>11,520</u> | <u>2009-07-13</u> |
| — | _____ _____ _____ | \$ _____ | _____ |
| — | _____ _____ _____ | \$ _____ | _____ |
| — | _____ _____ _____ | \$ _____ | _____ |
| — | _____ _____ _____ | \$ _____ | _____ |
| — | _____ _____ _____ | \$ _____ | _____ |

| | |
|--|---|
| Name of organization THE HOLMES FOUNDATION | Employer identification number 20-2672938 |
|--|---|

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.* (Complete columns (a) through (e) and the following line entry.)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------------------------|-------------------------|--|-------------------------------------|
| — | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| _____ _____ | | _____ _____ _____ | |
| — | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| _____ _____ | | _____ _____ _____ | |
| — | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| _____ _____ | | _____ _____ _____ | |
| — | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP 4 | | Relationship of transferor to transferee | |
| _____ _____ | | _____ _____ _____ | |

Additional Data

Software ID: 09000028
Software Version: 2009.04010
EIN: 20-2672938
Name: THE HOLMES FOUNDATION

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|---------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| YMCA OF GREATER SAN ANTONIO 1213 IOWA SAN ANTONIO, TX 78203 | N/A | PUBLIC CHARITY | TO ASSIST THE ORGANIZATION WITH THE FULFILLMENT OF ITS MISSION | 1,000 |
| COMMUNITIES IN SCHOOLS - SA 1616 E COMMERCE BLDG 1 SAN ANTONIO, TX 78205 | N/A | PUBLIC CHARITY | TO ASSIST THE ORGANIZATION WITH THE FULFILLMENT OF ITS MISSION | 250 |
| GEORGE GERVIN YOUTH CENTER 6903 S SUNBELT DR SAN ANTONIO, TX 78218 | N/A | PUBLIC CHARITY | TO ASSIST THE ORGANIZATION WITH THE FULFILLMENT OF ITS MISSION | 500 |
| UT ATHLETICS FOUNDATION PO BOX 7399 AUSTIN, TX 78713 | N/A | PUBLIC CHARITY | TO ASSIST THE ORGANIZATION WITH THE FULFILLMENT OF ITS MISSION | 120 |
| BAYLOR UNIVERSITY 55 BAYLOR AVENUE WACO, TX 76798 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| CARLETON COLLEGE ONE NORTH COLLEGE STREET NORTHFIELD, MN 55057 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| OUR LADY OF THE LAKE UNIVERSITY 411 SW 24TH STREET SAN ANTONIO, TX 78217 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| SUL ROSS STATE UNIVERSITY PO BOX C-114 ALPINE, TX 79832 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| TEXAS A & M UNIVERSITY PO BOX 30014 COLLEGE STATION, TX 77842 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 5,000 |
| TEXAS LUTHERAN UNIVERSITY 1000 WEST COURT STREET SEGUIN, TX 78155 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| TEXAS TECH UNIVERSITY 2500 BROADWAY LUBBOCK, TX 79409 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 2,000 |
| UNIVERSITY OF MIAMI UNIVERSITY OF MIAMI - ADMISSIONS CORAL GABLES, FL 33124 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| UNIVERSITY OF PITTSBURGH UNIVERSITY OF PITTSBURGH - ADMISSIONS PITTSBURGH, PA 15260 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 500 |
| UNIVERSITY OF ROCHESTER PO BOX 270251 ROCHESTER, NY 14627 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STATION AUSTIN, TX 78712 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,500 |
| Total | | | | 20,870 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|--|---------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| UNIVERSITY OF TEXAS AT ARLINGTON 701 SOUTH NEDDERMAN DRIVE ARLINGTON, TX 76019 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 1,000 |
| UNIVERISTY OF TEXAS AT SAN ANTONIO ONE UTSA CIRCLE SAN ANTONIO, TX 78249 | N/A | PUBLIC CHARITY | SCHOLARSHIP FOR QUALIFIED STUDENT/STUDENTS | 2,000 |
| Total | | | | 20,870 |

3a

TY 2009 Accounting Fees Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|--------------------------|------------------------|---|
| ACCOUNTING FEES | 4,168 | 21 | 2,063 | 2,084 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| LEASEHOLD IMPROVEMENTS | 2008-12-15 | 2,920 | 16 | SL | 15 000000000000 | 195 | 0 | 195 | |
| ELECTRONICS | 2008-12-02 | 145 | 2 | SL | 5 000000000000 | 29 | 0 | 29 | |
| OFFICE FURNITURE | 2008-12-09 | 488 | 6 | SL | 7 000000000000 | 70 | 0 | 70 | |
| CONFERENCE TABLE | 2008-12-11 | 781 | 9 | SL | 7 000000000000 | 112 | 0 | 112 | |
| SIDE CHAIRS | 2008-12-16 | 260 | | SL | 7 000000000000 | 37 | 0 | 37 | |
| MONROE CHAIR | 2008-12-26 | 198 | | SL | 7 000000000000 | 28 | 0 | 28 | |
| CREDENZA | 2009-02-04 | 175 | | SL | 7 000000000000 | 23 | 0 | 23 | |
| LAPTOP | 2009-09-04 | 428 | | SL | 5 000000000000 | 29 | 0 | 29 | |
| MONITOR | 2009-09-21 | 127 | | SL | 5 000000000000 | 6 | 0 | 6 | |
| TEXT PLATFORM | 2009-07-08 | 2,500 | | SL | 5 000000000000 | 250 | 0 | 250 | |

TY 2009 Land, Etc. Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Category / Item | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|------------------------|---------------------------|---------------------------------|-------------------|--------------------------------------|
| LEASEHOLD IMPROVEMENTS | 2,920 | 211 | 2,709 | 0 |
| ELECTRONICS | 145 | 31 | 114 | 0 |
| OFFICE FURNITURE | 488 | 76 | 412 | 0 |
| CONFERENCE TABLE | 781 | 121 | 660 | 0 |
| SIDE CHAIRS | 260 | 37 | 223 | 0 |
| MONROE CHAIR | 198 | 28 | 170 | 0 |
| CREDENZA | 175 | 23 | 152 | 0 |
| LAPTOP | 428 | 29 | 399 | 0 |
| MONITOR | 127 | 6 | 121 | 0 |
| TEXT PLATFORM | 2,500 | 250 | 2,250 | 0 |

TY 2009 Legal Fees Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| legal | 960 | 0 | 960 | 0 |

TY 2009 Loans from Officers Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| | |
|--|---|
| Item No. | 1 |
| Lender's Name | PRIEST HOLMES |
| Lender's Title | |
| Original Amount of Loan | 110047 |
| Balance Due | 110047 |
| Date of Note | 2008-04 |
| Maturity Date | |
| Repayment Terms | THE LOAN HAS AN INDEFINITE MATURITY DATE WITH NO INTEREST |
| Interest Rate | 0.000000000000 |
| Security Provided by Borrower | N/A |
| Purpose of Loan | FUNDING PROVIDED FOR FIRST YEAR OF OPERATIONS |
| Description of Lender Consideration | |
| Consideration FMV | |

TY 2009 Other Expenses Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|--------------------------------|-----------------------|---------------------|---------------------------------------|
| ADVERTISING AND PROMOTION | 9,488 | 0 | 744 | 8,744 |
| AUTOMOBILE EXPENSE | 2,010 | 0 | 1,005 | 1,005 |
| CONTRACT SERVICES | 3,767 | 0 | 1,884 | 1,883 |
| LICENSE AND FEES | 100 | 0 | 100 | 0 |
| BANK CHARGES | 173 | 1 | 92 | 80 |
| INSURANCE | 740 | 0 | 370 | 370 |
| TELEPHONE | 4,300 | 11 | 2,139 | 2,150 |
| INTERNET, FAX AND CABLE | 2,080 | 11 | 1,029 | 1,040 |
| POSTAGE | 204 | 1 | 54 | 149 |
| OFFICE SUPPLIES | 1,870 | 9 | 923 | 938 |
| MISCELLANEOUS EXPENSE | 171 | 0 | 125 | 46 |
| STORAGE | 140 | 1 | 69 | 70 |
| MEALS AND ENTERTAINMENT | 1,109 | 0 | 0 | 1,109 |
| CAMP WITH THE PROS | 17,234 | 0 | 0 | 17,234 |
| STUDENT INCENTIVE PROGRAM | 15,008 | 0 | 0 | 15,008 |
| NSIDE GALA AND OTHER FUNDRAISING EVENT EXPENSES | 15,921 | 0 | 15,921 | 0 |

TY 2009 Other Income Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|--|--------------------------------|-----------------------|---------------------|
| Gross Income from Special Fundraising Events | 21,319 | | 21,319 |

TY 2009 Other Professional Fees Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|------------------|--------|--------------------------|------------------------|---|
| PUBLIC RELATIONS | 5,600 | 0 | 0 | 5,600 |

TY 2009 Taxes Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------|--------|--------------------------|------------------------|---|
| payroll taxes | 694 | 0 | 347 | 347 |
| property taxes | 141 | 0 | 70 | 71 |