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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 NOV 1, 2009, and ending OCT 31, 2010

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. Otherwise, print or type. See Specific Instructions.	Name of foundation JAMES AND LYNELLE HOLDEN FUND		A Employer identification number 38-6052154
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 802 EAST BIG BEAVER ROAD		B Telephone number 248-689-5252
	City or town, state, and ZIP code TROY, MI 48083		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,276,529.		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		14,538.	14,538.		STATEMENT 1
4 Dividends and interest from securities		26,452.	26,452.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-4,403.			
b Gross sales price for all assets on line 6a 635,741.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		170.	170.		STATEMENT 3
12 Total. Add lines 1 through 11		36,757.	41,160.		
13 Compensation of officers, directors, trustees, etc.		57,600.	40,320.		17,280.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		1,945.	973.		972.
c Other professional fees STMT 5		47,412.	35,892.		11,520.
17 Interest					
18 Taxes STMT 6		4,426.	3,104.		1,322.
19 Depreciation and depletion					
20 Occupancy		8,400.	4,200.		4,200.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		3,543.	1,697.		1,696.
24 Total operating and administrative expenses. Add lines 13 through 23		123,326.	86,186.		36,990.
25 Contributions, gifts, grants paid		153,000.			153,000.
26 Total expenses and disbursements. Add lines 24 and 25		276,326.	86,186.		189,990.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-239,569.			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED DEC 21 2010

Revenue

Operating and Administrative Expenses

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NOV 17 2010

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	213,491.	120,941.	120,941.
	3 Accounts receivable ▶ 4,175.			
	Less: allowance for doubtful accounts ▶		4,175.	4,175.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	617,363.	429,538.	614,906.
	c Investments - corporate bonds STMT 9	199,006.	340,545.	374,091.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	1,238,760.	1,133,852.	1,162,416.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,268,620.	2,029,051.	2,276,529.
	17 Accounts payable and accrued expenses	1,272.	1,272.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	1,272.	1,272.	
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	2,267,348.	2,027,779.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2,267,348.	2,027,779.	
	31 Total liabilities and net assets/fund balances	2,268,620.	2,029,051.	

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	2,267,348.
2 Enter amount from Part I, line 27a	2	-239,569.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,027,779.
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	2,027,779.

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 VARIOUS PUBLICLY TRADED SECURITIES	P		
b			
c			
d			
e			

(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 635,741.		640,144.	-4,403.
b			
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-4,403.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	-4,403.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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 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	161,769.	2,066,563.	.078279
2007	188,990.	3,221,001.	.058674
2006	199,049.	3,704,371.	.053734
2005	186,911.	3,549,530.	.052658
2004	196,461.	3,547,196.	.055385

2 Total of line 1, column (d)	2	.298730
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	.059746
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,192,605.
5 Multiply line 4 by line 3	5	130,999.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	130,999.
8 Enter qualifying distributions from Part XII, line 4	8	189,990.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,389.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,389.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,389.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 1,389. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ HERBERT E WESTON Located at ▶ 802 EAST BIG BEAVER ROAD, TROY, MI Telephone no ▶ 248-689-5252 ZIP+4 ▶ 48083			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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 type="checkbox"/> Yes <input checked="" 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 checked="" type="checkbox"/> Yes <input 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	X
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	X
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 ▶		
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 instructions.) N/A	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. ▶		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

Form 990-PF (2009)

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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 instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
DONALD J MILLER 802 EAST BIG BEAVER ROAD TROY, MI 48083	PRESIDENT, TRUSTEE 11.00	39,000.	0.	0.
HERBERT E WESTON 802 EAST BIG BEAVER ROAD TROY, MI 48083	VICE PRESIDENT, TREASURER, 16.00	24,600.	0.	0.
INGRID O VERNIER 802 EAST BIG BEAVER ROAD TROY, MI 48083	SECRETARY 12.00	13,800.	0.	0.
DANIEL T LIS 802 EAST BIG BEAVER ROAD TROY, MI 48083	TRUSTEE 6.00	18,600.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,918,161.
b	Average of monthly cash balances	1b	307,834.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,225,995.
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	2,225,995.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,390.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,192,605.
6	Minimum investment return. Enter 5% of line 5	6	109,630.

Part XI Distributable Amount (see 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	109,630.
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	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109,630.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109,630.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109,630.

Part XII Qualifying Distributions (see 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	189,990.
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	189,990.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	189,990.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				109,630.
2 Undistributed Income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	23,447.			
b From 2005	11,588.			
c From 2006	15,334.			
d From 2007	28,734.			
e From 2008	58,441.			
f Total of lines 3a through e	137,544.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	189,990.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				109,630.
e Remaining amount distributed out of corpus	80,360.			
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	217,904.			
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 instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	23,447.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	194,457.			
10 Analysis of line 9:				
a Excess from 2005	11,588.			
b Excess from 2006	15,334.			
c Excess from 2007	28,734.			
d Excess from 2008	58,441.			
e Excess from 2009	80,360.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a Paid during the year SEE SCHEDULE ATTACHED	NONE	PUBLIC	GENERAL OPERATIONS	153,000.
Total			3a	153,000.
b Approved for future payment				
Total SEE STATEMENT 12			3b	145,000.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|--------------|------------|-----------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <i>Donald J. Miller</i>		Date 12/13/10		Title PRESIDENT	
	Preparer's signature <i>Michael J. Reddon</i>		Date 11/30/10		Check if self-employed <input type="checkbox"/>	
Paid Preparer's Use Only	Firm's name (or yours) PREDHOMME & CO.				EIN <input type="checkbox"/>	
	If self-employed, address, and ZIP code 260 E. BROWN STREET, SUITE 320 BIRMINGHAM, MICHIGAN 48009				Phone no (248) 540-1040	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	14,538.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,538.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	26,452.	0.	26,452.
TOTAL TO FM 990-PF, PART I, LN 4	26,452.	0.	26,452.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION AWARD	170.	170.	
TOTAL TO FORM 990-PF, PART I, LINE 11	170.	170.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,945.	973.		972.
TO FORM 990-PF, PG 1, LN 16B	1,945.	973.		972.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,012.	9,012.		0.
TRUSTEE FEES	9,000.	6,300.		2,700.
PROFESSIONAL FEES	29,400.	20,580.		8,820.
TO FORM 990-PF, PG 1, LN 16C	47,412.	35,892.		11,520.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-MICHIGAN ANNUAL REPORT	20.	20.		0.
TAXES-PAYROLL	4,406.	3,084.		1,322.
TO FORM 990-PF, PG 1, LN 18	4,426.	3,104.		1,322.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,985.	993.		992.
OFFICE SUPPLIES	768.	384.		384.
TELEPHONE	490.	245.		245.
TRUSTEE MEETINGS	300.	75.		75.
TO FORM 990-PF, PG 1, LN 23	3,543.	1,697.		1,696.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	429,538.	614,906.
TOTAL TO FORM 990-PF, PART II, LINE 10B	429,538.	614,906.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	340,545.	374,091.
TOTAL TO FORM 990-PF, PART II, LINE 10C	340,545.	374,091.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	COST	1,133,852.	1,162,416.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,133,852.	1,162,416.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD J MILLER, PRESIDENT
802 EAST BIG BEAVER ROAD
TROY, MI 48083

TELEPHONE NUMBER

248-689-5252

FORM AND CONTENT OF APPLICATIONS

APPLICANTS FOR GRANTS SHOULD SUBMIT REQUESTS IN LETTER OR PROPOSAL FORM
SPECIFYING THE PROPOSED USE OF GRANT FUNDS AND THE BENEFIT TO BE DERIVED

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
DETROIT ZOOLOGICAL SOCIETY-REPTILE HOUSE P O BOX 8237 ROYAL OAK, MI 48088	NONE GENERAL OPERATIONS	PUBLIC	50,000.
MICHIGAN STATE UNIVERSITY 300 SPARTAN WAY EAST LANSING, MI 48824	NONE GENERAL OPERATIONS	PUBLIC	75,000.
BOYS AND GIRLS CLUBS OF SOUTHEAST MICHIGAN 26777 HALSTED RD FARMINGTON HILLS, MI 48331	NONE GENERAL OPERATIONS	PUBLIC	10,000.
U OF D MERCY 4001 W MCNICHOLS DETROIT, MI 48221	NONE GENERAL OPERATIONS	PUBLIC	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			145,000.

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2010
FORM 990-PF 38-6052154

BALANCE SHEET - ASSETS PART II

	<u>Cost</u>	<u>Market Value</u>
Investments - Corporate Stock		
1,340 sh Accenture Ltd Cl A	40,846	59,911
650 sh Anadarko Petroleum Corp	34,625	40,021
200 sh Apple, Inc.	18,006	60,196
892 sh Colgate Palmolive	58,826	68,791
530 sh Fluor Cop	24,745	25,541
310 sh Freeport McMoran Copper & Gold	24,916	29,386
1,440 sh Intel Corp	18,689	28,872
1,090 sh Johnson & Johnson	53,657	69,477
1,020 sh Joy Global	44,739	72,369
895 sh McDonalds	49,775	69,604
2,185 sh Oracle Corp	45,126	64,195
355 sh United Technologies	15,588	26,543
	<u>\$ 429,538</u>	<u>\$ 614,906</u>

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2010
FORM 990-PF 38-6052154

Investments - Corporate Bonds

			Cost	Mkt. Value
5,000 A T & T	5.800%	02/15/19	\$ 4,954	\$ 5,966
5,000 Abbott Labs	5.875%	05/15/16	5,463	6,028
5,000 Abbott Labs	4.125%	05/27/20	4,998	5,383
10,000 Alabama Power	5.125%	02/15/19	10,452	11,263
15,000 American Airlines	7.858%	10/01/11	15,600	15,693
10,000 America West	8.057%	07/07/20	10,095	11,001
5,000 Anheuser Busch	5.500%	01/15/18	4,730	5,674
5,000 Anheuser Busch	4.500%	04/01/18	4,829	5,392
5,000 Apache Corp.	5.625%	01/15/17	5,313	5,822
5,000 Bank of NY	5.500%	12/01/17	4,923	5,594
10,000 Bank of NY	4.600%	01/15/20	10,137	10,850
5,000 Bear Stearns	6.400%	10/02/17	5,179	5,831
5,000 Boeing	6.000%	03/15/19	5,010	5,996
15,000 Boeing	4.875%	02/15/20	16,135	17,003
10,000 Bottling Group	5.125%	01/15/19	10,552	11,394
5,000 Caterpillar Finl	5.450%	04/15/18	4,848	5,740
5,000 Citigroup	6.125%	11/21/17	4,528	5,565
5,000 Comcast	6.300%	11/15/17	5,314	5,930
5,000 Comcast	5.700%	05/15/18	5,305	5,718
5,000 Conoco Phillips	5.750%	02/01/19	5,053	5,989
5,000 Consolidated Edison NY	5.850%	04/01/18	5,300	5,881
10,000 Danaher Corp.	5.400%	03/01/19	10,357	11,708
5,000 DuPont De Nemours	5.750%	03/15/19	4,912	5,917
5,000 DuPont De Nemours	4.625%	01/15/20	4,988	5,522
10,000 Emerson Electric	5.250%	10/15/18	10,585	11,616
5,000 EOG Resources	6.875%	10/01/18	5,553	6,289
10,000 General Electric	5.250%	12/06/17	10,019	11,259
5,000 Georgia Power	4.250%	12/01/19	5,196	5,344
5,000 Lubrizol Corp	8.875%	02/01/19	5,082	6,464
10,000 Martin Marietta	6.600%	04/15/18	10,454	11,205
20,000 Medtronic	4.450%	03/15/20	21,381	21,840
5,000 Merrill Lynch	6.875%	04/25/18	5,122	5,612
15,000 Morgan Stanley	6.625%	04/01/18	15,405	16,848
5,000 Morgan Stanley	5.950%	12/28/17	5,201	5,412
5,000 Nucor Corp.	5.850%	06/01/18	5,257	5,881
5,000 PNC Funding	4.375%	08/11/20	5,137	5,066
15,000 UAL, Inc.	10.400%	11/01/16	15,495	16,518
20,000 U. S. Airways	8.360%	01/20/19	6,242	6,336
5,000 United Tech	6.125%	02/01/19	5,380	6,130
5,000 Verizon Comm.	5.500%	04/01/17	4,920	5,764
5,000 Wachovia	5.750%	06/15/17	4,454	5,721
15,000 WalMart Stores	3.625%	07/08/20	15,011	15,328
5,000 Weatherford Intl	9.625%	03/01/19	5,367	6,603
5,000 Wells Fargo	5.625%	12/11/17	5,247	5,652
5,000 XTO Energy	6.500%	12/15/18	5,062	6,343
Line 10c			\$ 340,545	\$ 374,091

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2010
FORM 990-PF 38-6052154

Other Investments

	<u>Cost</u>	<u>Market Value</u>
5,596 sh Vanguard Windsor II Admiral	\$ 281,576	\$ 242,102
16,685 sh American Century Equity Income	103,238	115,462
6,436 sh Am Fund Growth Fd of Am	189,529	185,475
1,473 sh Columbia Acorn Fund	40,787	39,927
7,348 sh Columbia Marsico Growth Fund	130,553	139,988
5,144 sh Gabelli AC Advisor	50,000	51,029
916 sh Harbor International Fund	50,000	53,556
3,328 sh Janus Overseas	147,470	164,281
4,814 sh Sun America Focused Div. Strat	<u>50,950</u>	<u>52,520</u>
	<u>\$ 1,044,103</u>	<u>\$ 1,044,340</u>

Other Equities

1,195 sh ISHARES MSCI BRIC	\$ 44,905	\$ 58,812
1,285 sh ISHARES MSCI Emerging Mkt Index	<u>44,844</u>	<u>59,264</u>
	<u>\$ 89,749</u>	<u>\$ 118,076</u>

<u><u>\$1,133,852</u></u>	<u><u>\$1,162,416</u></u>
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JAMES AND LYNELLE HOLDEN FUND

FORM 990PF 38-6052154

October 31, 2010

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	STATUS	PURPOSE	RELATIONSHIP	AMOUNT
American Red Cross Southeastern Michigan Chapter P O Box 44110 Detroit, MI 48244-0110	Public	General Operations	NONE	\$1,500 00
American Red Cross/Haiti Relief Southeastern Michigan Chapter P. O. Box 44110 Detroit, MI 48244-0110	Public	General Operations	NONE	1,000 00
Boys & Girls Clubs S/E Michigan 26777 Halsted Road, Ste 100 Farmington Hills, MI 48331-3560	Public	General Operations	None	10,000 00
Capuchin Soup Kitchen 1820 Mt. Elliott St Detroit, MI 48207-3485	Public	General Operations	NONE	1,500 00
Children First Free Press Charities, Inc 600 W Fort Street Detroit, MI 48226	Public	General Operations	NONE	9,000 00
COTS 26 Peterboro Detroit, MI 48201-2757	Public	General Operations	NONE	1,500 00
Covenant House - Michigan 2959 Martin Luther King, Jr. Blvd. Detroit, MI 48208	Public	General Operations	NONE	1,500 00
Detroit Area Council Boy Scouts of Am 1776 West Warren Avenue Detroit, MI 48208-2291	Public	General Operations	NONE	1,500 00
Detroit Historical Society 5401 Woodward Avenue Detroit, MI 48202	Public	General Operations	NONE	2,500 00
Detroit Institute for Children 5447 Woodward Avenue Detroit, MI 48202-4099	Public	General Operations	NONE	1,500 00
Detroit Institute of Arts 5200 Woodward Avenue Detroit, MI 48202	Public	General Operations	NONE	2,500 00
Detroit Public TV 1 Clover Court Wixom, MI 48393	Public	General Operations	NONE	1,000 00

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2010
Part 1, Line 25 - Contributions Paid
PART XV, Line 3a

JAMES AND LYNELLE HOLDEN FUND**38-6052154**

Detroit Symphony Orchestra Max M Fisher Music Center 3711 Woodward Avenue Detroit, MI 48203	Public	General Operations	NONE	2,500 00
Detroit Zoological Society P O Box 8237 Royal Oak, MI 48088	Public	General Operations	NONE	50,000 00
Forgotten Harvest 21800 Greenfield Rd. Oak Park, MI 48237	Public	General Operations	NONE	2,000 00
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	Public	General Operations	NONE	2,000 00
Goodwill Industries Foundation 3111 Grand River Ave. Detroit, MI 48208-9700	Public	General Operations	NONE	1,500 00
Lutheran Child & Family Service 6019 West Side Saginaw Road P O Box 48 Bay City, MI 48707-0048	Public	General Operations	NONE	1,500 00
Marygrove College 8425 West McNichols Road Detroit, MI 48221-2599	Public	General Operations	NONE	1,500 00
Michigan Opera Theatre 1526 Broadway Detroit, MI 48226	Public	General Operations	NONE	2,500 00
Michigan State University 300 Spartan Way East Lansing, MI 48824-1005	Public	General Operations	NONE	25,000 00
Music Hall 350 Madison Avenue Detroit, MI 48226	Public	General Operations	NONE	1,500 00
North Woodward Community Foundation P. O. Box 364 Royal Oak, MI 48068	Public	General Operations	NONE	1,000 00
Old Newsboys' Goodfellow Fund P O Box 44444 Detroit, MI 48244-0444	Public	General Operations	NONE	1,500 00
Penrickton Center for Blind Children 26530 Eureka Road Taylor, MI 48180	Public	General Operations	NONE	1,500 00

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2010
Part I, Line 25 - Contributions Paid
PART IV, 32

JAMES AND LYNELLE HOLDEN FUND

38-6052154

Spaulding for Children 16250 Northland Drive, Suite 120 Southfield, MI 48075	Public	General Operations	NONE	1,500 00
Special Olympics - Michigan Central Michigan University Mt Pleasant, MI 48859	Public	General Operations	NONE	1,500 00
T H.A.W 1212 Griswold Street Detroit, MI 48226	Public	General Operations	NONE	1,000 00
The Fowler Center 2315 Harmon Lake Road Mayville, MI 48744-9737	Public	General Operations	NONE	1,500 00
The Greening of Detroit 1418 Michigan Avenue Detroit, MI 48216	Public	General Operations	NONE	1,500 00
The Henry Ford 20900 Oakwood Blvd. Dearborn, MI 48124-4088	Public	General Operations	NONE	2,500 00
The New Detroit Science Center 5020 John R Street Detroit, MI 48202	Public	General Operations	NONE	1,500 00
The Salvation Army 16130 Northland Drive Southfield, MI 48075	Public	General Operations	NONE	1,500.00
University of Detroit-Mercy 4001 W McNichols Rd. Detroit, MI 48221-3038	Public	General Operations	NONE	10,000 00
YMCA Camping Services 7300 Hickory Ridge Road Holly, MI 48442	Public	General Operations	NONE	<u>1,500 00</u>

TOTAL CONTRIBUTIONS

\$153,000 00

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2010
Part I, line 25 - Contributions Paid
PART XV - 3a