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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

2010

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 2010, or tax year beginning , and ending

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

Name of foundation
THE HOLMES FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
5804 BABCOCK ROAD, # 100

City or town, state, and ZIP code
SAN ANTONIO TX 78240

A Employer identification number
20-2672938

B Telephone number (see page 10 of the instructions)
210-541-4642

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

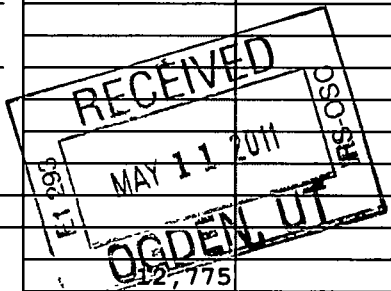
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 17,565** (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual
 Other (specify)

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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	56,740			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 1	12,775		12,775		
12 Total. Add lines 1 through 11	69,515	0	12,775		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	10,180		5,090	5,090
	c Other professional fees (attach schedule) STMT 3	3,305		3,305	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion STMT 4	1,107			
	20 Occupancy	6,370		3,185	3,185
	21 Travel, conferences, and meetings	3,882		3,882	
	22 Printing and publications	51		51	
	23 Other expenses (att sch) STMT 5	46,119	6	9,067	37,046
	24 Total operating and administrative expenses. Add lines 13 through 23	71,014	6	24,580	45,321
	25 Contributions, gifts, grants paid	20,175			20,175
26 Total expenses and disbursements. Add lines 24 and 25	91,189	6	24,580	65,496	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-21,674				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED MAY 12 2011
Operating and Administrative Expenses

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	101	101	101
	2 Savings and temporary cash investments	38,684	17,464	17,464
	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 (att. schedule) ▶ Less allowance for doubtful accounts ▶	0		
	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 sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶ STMT 6	8,022 1,919	7,210	6,103
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		46,495	24,168	17,565
Liabilities	17 Accounts payable and accrued expenses	1,467	814	
	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)		111,514	110,861	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds		-65,019	-86,693	
30 Total net assets or fund balances (see page 17 of the instructions)		-65,019	-86,693	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		46,495	24,168	

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	-65,019
2 Enter amount from Part I, line 27a	2	-21,674
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	-86,693
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	-86,693

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 N/A			
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			
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
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))
2009	93,402	61,688	1.514103
2008	230,130	64,390	3.574002
2007			
2006			
2005			

2 Total of line 1, column (d)	2	5.088105
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	1.017621
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	32,565
5 Multiply line 4 by line 3	5	33,139
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	33,139
8 Enter qualifying distributions from Part XII, line 4 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.	8	65,496

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. Values include 0, 0, 0, 0, 0, 0, 0, 0, 0, 0, 0.

Part VII-A Statements Regarding Activities

Table with 11 rows for activity statements. Includes sub-rows 4a-4b, 8b, 9. Values include X, X, X, X, X, X, X, X, X, X, N/A.

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		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 ► WWW.PRIESTHOLMESFOUNDATION.ORG	13	X	
14	The books are in care of ► THE FOUNDATION 5804 BABCOCK RD, # 100 Located at ► SAN ANTONIO TX ZIP+4 ► 78240	Telephone no ► 210-541-4642		
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		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 22 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 2010? N/A	1c	
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 22 of the 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 ► 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 2010 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 2010) 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 2010?	4b	X

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)? (see page 22 of the instructions) 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here **N/A** **5b**

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** Yes No **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? **7b** Yes No **N/A**

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 ROAD, #100 SAN ANTONIO TX 78240	PRESIDENT 0.25	0	0	0
MARSHA CRUTCHFIELD 5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240	VICE PRESIDE 0.50	0	0	0
JEFF GUESS 5804 BABCOCK ROAD, #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 ▶

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
1 SEE STATEMENT 7	
2 SEE STATEMENT 8	13,835
3 SEE STATEMENT 9	27,301
4	4,185

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	

Total. Add lines 1 through 3 ▶

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	33,061
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	33,061
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	33,061
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	496
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,565
6	Minimum investment return. Enter 5% of line 5	6	1,628

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 2010 from Part VI, line 5	2a	
b	Income tax for 2010 (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	65,496
b	Program-related investments—total from Part IX-B	1b	
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	65,496
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	65,496

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 _____, 20 _____, 20 _____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, enter the date of the ruling ▶ 01/25/06

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

	Tax year				(e) Total
	(a) 2010	(b) 2009	Prior 3 years		
			(c) 2008	(d) 2007	
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		3,220
b 85% of line 2a			2,737		2,737
c Qualifying distributions from Part XII, line 4 for each year listed	65,496	93,402	230,130		389,028
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	65,496	93,402	230,130		389,028
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	1,085	2,056	2,147		5,288
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 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))
N/A

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
N/A

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 210-541-4642
5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 10

c Any submission deadlines
SEE STATEMENT 11

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 12

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 Paid during the year SEE STATEMENT 13				20,175
Total			▶ 3a	20,175
b Approved for future payment N/A				
Total			▶ 3b	

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

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A

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... Yes No [X]

2b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1: N/A

Sign Here 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. Signature of officer or trustee: [Signature] Date: 3/29/11 Title: PRESIDENT

Paid Preparer Use Only Print/Type preparer's name: THIS TAX RETURN PREPARED BY A NON-PAID PREPARER. Preparer's signature: [Signature] Date: [Blank] Check [] if self-employed. Firm's name: THIS TAX RETURN PTIN: [Blank] Firm's address: PREPARED BY A NON-PAID PREPARER. Firm's EIN: [Blank] Phone no: [Blank]

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2010

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

Name of the organization

Employer identification number

THE HOLMES FOUNDATION

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 on line H 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 5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240	\$ 39,000	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 AUSTIN TX 78754	\$ 11,520	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)
		\$	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
2	SUPPLY OF BEVERAGES AND COOLERS	\$ 11,520	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return **THE HOLMES FOUNDATION** Identifying number **20-2672938**

Business or activity to which this form relates
INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179
Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,107

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ <input type="checkbox"/>		

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	1,107
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Forms 990 / 990-PF	Loans from Officers, Directors, Trustees, and Key Employees or Other Disqualified Persons	2010
For calendar year 2010, or tax year beginning		, and ending

Name THE HOLMES FOUNDATION	Employer Identification Number 20-2672938
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FORM 990-PF, PART II, LINE 20 - ADDITIONAL INFORMATION

Name of lender	Title
(1) PRIEST HOLMES	PRESIDENT OF FOUNDATION
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 110,047	04/01/08		INDEFINITE MAT/NO INTEREST	0.000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1) N/A	FUNDING FOR FIRST YEAR OPERATIONS
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	110,047	110,047
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	110,047	110,047

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
GOLF TOURNAMENT	\$ 12,295	\$	\$ 12,295
PROPERTY TAX REFUND	66		66
PAYROLL TAX REFUND	414		414
TOTAL	\$ 12,775	\$ 0	\$ 12,775

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 10,180	\$	\$ 5,090	\$ 5,090
TOTAL	\$ 10,180	\$ 0	\$ 5,090	\$ 5,090

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
GOLF TOURNAMENT	\$ 3,305	\$	\$ 3,305	\$
TOTAL	\$ 3,305	\$ 0	\$ 3,305	\$ 0

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
LEASEHOLD IMPROVEMENTS	12/15/08	\$ 2,920	\$ 211	S/L	15	\$ 195	\$	\$
ELECTRONIC	12/02/08	145	31	S/L	5	29		
OFFICE FURNITURE	12/09/08	488	76	S/L	7	70		

HOLMES THE HOLMES FOUNDATION
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Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Date Acquired		Description		Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
12/11/08		CONFERENCE TABLE		781 \$	121	S/L	7	112 \$		\$
12/26/08		SIDE CHAIRS		260	37	S/L	7	37		
12/26/08		MONROE CHAIR		198	28	S/L	7	28		
2/04/09		CREDENZA		175	23	S/L	7	25		
9/04/09		LAPTOP		428	29	S/L	5	86		
9/21/09		MONITOR		127	6	S/L	5	25		
7/08/09		TXT PLATFORM		2,500	250	S/L	5	500		
TOTAL				8,022 \$	812			1,107 \$	0	0

HOLMES THE HOLMES FOUNDATION
 20-2672938
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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
GOLF TOURNAMENT	4,070		4,070	
FSCILITY AND EQUIPMENT	90		90	
BANK CHARGES				
EXPENSES		6		
BANK CHARGES	119		113	
TELEPHONE	1,260		630	
FAX, CABLE AND INTERNET	2,378		1,189	
LIABILITY INSURANCE	936		468	
CELL PHONE	2,537		1,269	
POSTAGE AND MAILING SERVICE	169		85	
OFFICE EXPENSE	1,854		927	
AUTOMOBILE EXPENSE	674		169	
MISCELLANEOUS EXPENSES	114		57	
CAMP WITH THE PROS	21,345		21,345	
STUDENT INCENTIVE PROGRAM	10,573		10,573	
TOTAL	46,119	6	9,067	37,046

HOLMES THE HOLMES FOUNDATION
 20-2672938
 FYE: 12/31/2010

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Statement 6 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 7,210	\$ 8,022	\$ 1,919	\$
TOTAL	\$ 7,210	\$ 8,022	\$ 1,919	\$ 0

Statement 7 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

THE PHF STUDENT INCENTIVE PROGRAM IS DESIGNED TO ENCOURAGE STUDENTS TO INCREASE ATTENDANCE, IMPROVE ACADEMICALLY AND TO PARTICIPATE IN EXTRA-CURRICULAR ACTIVITIES. THE FOUNDATION PARTNERS WITH COMMUNITIES IN SCHOOLS OF SAN ANTONIO AND COMMUNITIES IN SCHOOLS OF KANSAS CITY, KANSAS/WYANDOTTE COUNTY ON A COMPREHENSIVE INCENTIVE PROGRAM. THE FOUNDATION PROVIDES CIS OF SAN ANTONIO SEASONAL EVENTS TO HIGHLIGHT MOST IMPROVED AND EXCEPTIONAL STUDENTS NOMINATED BY CIS COUNSELORS. 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. GRANTS WERE AWARDED TO M.E. PEARSON ELEMENTARY IN 2009 AND 2010. FUTURE GRANTS WILL BE AWARDED TO M.E. PEARSON ELEMENTARY, WHITTIER ELEMENTARY AND THE DERRICK THOMAS/NEIL SMITH THIRD & LONG FOUNDATION IN 2011.

Statement 8 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities

Description

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 FORMER NFL PLAYERS WHO VOLUNTEER THEIR TIME TO ASSIST THE YOUTH IN DEVELOPING FOOTBALL SKILLS AND AGILITY THROUGH ONE-ON-ONE TRAINING. OVER THE PAST THREE YEARS MORE THAN 750 CHILDREN WERE ABLE TO ATTEND, MANY DISADVANTAGED YOUTH PARTICIPATED FREE OF CHARGE.

Statement 9 - Form 990-PF, Part IX-A, Line 3 - Summary of Direct Charitable Activities

Description

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 AND COMMUNITY ACHIEVEMENTS. IN MAY 2010, THE FOUNDATION AWARDED 15 SCHOLARSHIPS RANGING FROM \$1,000 TO \$2,500.

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

THERE ARE FIVE (5) SCHOLARSHIP CATEGORIES FOR INTERESTED STUDENTS. TO APPLY, STUDENTS CAN VISIT THE PRIEST HOLMES FOUNDATION WEBSITE OR OBTAIN SCHOLARSHIP INFORMATION FROM THEIR SCHOOL. ALL STUDENTS IN THEIR SENIOR YEAR WHO ARE U.S. 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 APPLICATION FEDERAL STUDENT AID (FAFSA), AND TO INCLUDE A COPY OF THE THEIR TRANSCRIPT, ESSAY AND TWO (2) LETTERS OF RECOMMENDATION.

Statement 11 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

THE SCHOLARSHIP APPLICATION PERIOD OPENS DECEMBER 15TH EACH YEAR AND ENDS ON MARCH 1ST OF THE FOLLOWING YEAR. THE COMMITTEE SELECTS THE SCHOLARSHIP RECIPIENTS EACH MAY.

Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

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 \$2,500 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 RESTRICTIONS 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 OR HER SCHOLARSHIP AND EACH RECIPIENT CAN ONLY BE AWARDED ONE SCHOLARSHIP.

HOLMES THE HOLMES FOUNDATION

Federal Statements

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FYE: 12/31/2010

Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
JUNIOR ACHIEVEMENT OF					
SOUTHEAST TEXAS, INC	2115 E. GOVERNORS CIRCLE		PUB.	CHARITY ASSIST ORGANIZATION WITH MISSION	50
HOUSTON TX 77092	N/A				
FURMAN UNIVERSITY	3300 POINTSETT HWY		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENT	1,000
GREENVILLE SC 29613	N/A				
OUR LADY OF THE LAKE UNIV	411 SW 24TH STREET		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENT	1,000
SAN ANTONIO TX 78217	N/A				
RICE UNIVERSITY	6100 MAIN		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENT	1,000
HOUSTON TX 77005	N/A				
TEXAS LUTHERAN UNIVERSITY	1000 WEST COURT STREET		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENT	1,000
SEGUIN TX 78155	N/A				
UNIVERSITY OF DELEWARE	210 SOUTH COLLEGE AVENUE		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENT	1,000
NEWARK DE 19716	N/A				
UNIV OF TX AT SAN ANTONIO	ONE UTSA CIRCLE		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENT	1,000
SAN ANTONIO TX 78249	N/A				
MASS INSTIT OF TECHNOLOGY	77 MASSACHUSETTS AVE		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENTS	2,000
CAMBRIDGE MA 02139	N/A				
TEXAS A&M UNIVERSITY	P.O. BOX 30014		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENTS	3,000
COLLEGE STATION TX 77842	N/A				
UNIV OF TX AT AUSTIN	ONE UNIVERSITY STATION		PUB.	CHARITY SCHOLARSHIP FOR QUALIFIED STUDENTS	4,000
AUSTIN TX 78712	N/A				
CIS KYK/WYANDOTTE CTY	650 MINNESOATA AVE 2ND FL		PUB.	CHARITY TO ASSIST ORGANIZATION WITH MISSION	1,125
KANSAS CITY KS 66101	N/A				
GRID IRON HEROS	P.O. BOX 507		PUB.	CHARITY TO ASSIST ORGANIZATION WITH MISSION	3,000
SCHERTZ TX 78154	N/A				
YMCA OF GREATER SA	1213 IOWA		PUB.	CHARITY TO ASSIST ORGANIZATION WITH MISSION	1,000
SAN ANTONIO TX 78203	N/A				
TOTAL					20,175