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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2010

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 11/1/2010, and ending 12/31/2010

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

HOLLEMAN, ROY &amp; MARIAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

A Employer identification number

27-3867635

Wells Fargo Bank - PO BOX 63954 MAC A0348-012

B Telephone number (see page 10 of the instructions)

(888) 730-4933

City or town, state, and ZIP code

SAN FRANCISCO

CA 94163

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) ► \$ 4,161,714 (Part I, column (d) must be on cash basis)

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 ►

## 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)
1	Contributions, gifts, grants, etc., received (attach schedule)	4,138,177			
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	0	0		
4	Dividends and interest from securities	40,176	16,515		
5 a	Gross rents			0	
b	Net rental income or (loss)	0			
6 a	Net gain or (loss) from sale of assets not on line 10	1,863			
b	Gross sales price for all assets on line 6a	1,567,593			
7	Capital gain net income (from Part IV, line 2)		1,863		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances	0			
b	Less Cost of goods sold	0			
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	Total. Add lines 1 through 11	4,180,216	18,378	0	

13	Compensation of officers, directors, trustees, etc	2,890	2,168	723
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16 a	Legal fees (attach schedule)	25	0	0
b	Accounting fees (attach schedule)	0	0	0
c	Other professional fees (attach schedule)	0	0	0
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	947	947	0
19	Depreciation (attach schedule) and depletion	0	0	0
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	94	94	0
24	Total operating and administrative expenses.			
	Add lines 13 through 23	3,956	3,209	748
25	Contributions, gifts, grants paid	0		0
26	Total expenses and disbursements. Add lines 24 and 25	3,956	3,209	748
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	4,176,260		
b	Net investment income (if negative, enter -0-)		15,169	
c	Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2010)



P2NE

<b>Part II Balance Sheets</b>		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
	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	0	321,694	321,694
	3	Accounts receivable ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	4	Pledges receivable ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ►	0	0	0
		Less allowance for doubtful accounts ►	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10	a Investments—U S and state government obligations (attach schedule)	0	0	0
		b Investments—corporate stock (attach schedule)	0	0	0
		c Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ►	0	0	0
		Less accumulated depreciation (attach schedule) ►	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	3,808,725	3,840,020
	14	Land, buildings, and equipment basis ►	0	0	0
		Less accumulated depreciation (attach schedule) ►	0	0	0
	15	Other assets (describe ►)	0	0	0
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	0	4,130,419	4,161,714
	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ►)	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ► <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	0	4,130,419	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	0	4,130,419	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	0	4,130,419	

**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	0
2	Enter amount from Part I, line 27a	2	4,176,260
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	4,176,260
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	45,841
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,130,419

**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.)
<b>1a See Attached Statement</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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))
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
<b>2 Capital gain net income or (net capital loss)</b>	<b>{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</b>		<b>2</b>	<b>1,863</b>
<b>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</b>			<b>3</b>	<b>0</b>

**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			0 000000
2008			0 000000
2007			0 000000
2006			0 000000
2005			0.000000

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.000000</b>
<b>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</b>	<b>3</b>	<b>0.000000</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>	<b>4</b>	<b>0</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>0</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>0</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>0</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b>	<b>8</b>	<b>0</b>

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)**1 a Exempt operating foundations described in section 4940(d)(2), check here ►  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 ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2010 estimated tax payments and 2009 overpayment credited to 2010

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 0

6b

6c 2,500

6d

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here  if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**11 Enter the amount of line 10 to be **Credited to 2011 estimated tax**

► 303

Refunded ►

7 2,500

8 0

9 0

10 2,197

11 1,894

**Part VII-A Statements Regarding Activities**

1 a 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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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*c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

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*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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

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?

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*

8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CA

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 explanation9 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

**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 ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► PO BOX 63954 MAC A0348-012 SAN FRANCISCO CA	Telephone no ► 888-730-4933	ZIP+4 ► 94163
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
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
<b>1a</b>	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(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>b</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 ►	1b	X
<b>c</b>	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?	1c	X
<b>2</b>	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))		
<b>a</b>	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____		
<b>b</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)	2b	N/A
<b>c</b>	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_____		
<b>3a</b>	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>b</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)	3b	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>			5b	N/A
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b	X
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		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	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
Wells Fargo Bank, N.A. PO BOX 63954 MAC A0348-012 SAN FRANCIS	Trustee	4 00	2,890	0
		00	0	0
		00	0	0
		00	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				
<b>Total number of other employees paid over \$50,000</b>				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		0
		0
		0
		0
		0
		0
<b>Total number of others receiving over \$50,000 for professional services</b>		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

1	NONE	
2		
3		
4		

**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	NONE	
2		
3	NONE	
<b>Total. Add lines 1 through 3</b>		0

All other program-related investments. See page 24 of the instructions

**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	3,150,280
b	Average of monthly cash balances	1b	978,963
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,129,243
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,129,243
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	61,939
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,067,304
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	33,987

**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	33,987
2a	Tax on investment income for 2010 from Part VI, line 5	2a	303
b	Income tax for 2010 (This does not include the tax from Part VI )	2b	0
c	Add lines 2a and 2b	2c	303
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33,684
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,684
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	33,684

**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	748
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	0
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	748
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	748

**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				33,684
2 Undistributed income, if any, as of the end of 2010			0	
a Enter amount for 2009 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 748			0	
a Applied to 2009, 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 2010 distributable amount			748	
e Remaining amount distributed out of corpus	0			0
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011			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)				32,936
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)			0	
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
e Excess from 2010	0			

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

N/A

**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))

NONE

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.

**NONE**

**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:

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

### c Any submission deadlines

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

**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)				
<i>a Paid during the year</i>				
NONE				
<b>Total</b>			► 3a	0
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

**1 Program service revenue**a  
b  
c  
d  
e  
f

g Fees and contracts from government agencies

**2 Membership dues and assessments****3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5 Net rental income or (loss) from real estate**a Debt-financed property  
b Not debt-financed property**6 Net rental income or (loss) from personal property****7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue**a  
b  
c  
d  
e**12 Subtotal Add columns (b), (d), and (e)****13 Total Add line 12, columns (b), (d), and (e)**

(See worksheet in line 13 instructions on page 29 to verify calculations)

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue		0		0	0
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		42,039	0
13 Total Add line 12, columns (b), (d), and (e)				13	42,039

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

Not Applicable

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

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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.		

**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

**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.

under penalties of perjury. I do believe, it is true, correct, and complete.

7/7/201

► VP & TRUST OFFICER

Date \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Donald J. Roman		7/7/2011		P00364310
	Firm's name ► PricewaterhouseCoopers, LLP	Firm's EIN ► 13-4008324			
	Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777	Phone no 412-355-6000			

## Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

**Line 16a (990-PF) - Legal Fees**

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	25			25
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	189	189	0	0
2	REAL ESTATE - NON RENTAL	758	758	0	0
3					
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	TRUSTEE FEES				
3	TRUST PROPERTY EXPENSE	94	94		
4					
5					
6					
7					
8					
9					
10					

**Part II, Line 13 (990-PF) - Investments - Other**

Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1 OTHER INVESTMENTS		0	3,808,725	3,840,020
2				
3				
4				
5				
6				
7				
8				
9				
10				

**Part III (990-PF) - Changes in Net Assets or Fund Balances****Line 5 - Decreases not included in Part III, Line 2**

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	6,974
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	37,999
3	COST BASIS ADJUSTMENT	3	868
4	Total . . . . .	4	45,841

**Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income**

Amount		Long Term CG Distributions						Short Term CG Distributions								
		Kind(s) of Property Sold			How Acquired			Totals			1,567,593			0		
		CUSIP #			Date Acquired			Date Sold			Gross Sales Price			Cost or Other Basis Plus Depreciation Allowed		
1	CALIFORNIA ST DEPT	5,000% 12/01/22	130666ERH8	8/24/2005	11/12/2010			188,912			188,313			599		
2	CALIFORNIA ST ECONOM	5,250% 7/01/	13067JLR0	5/17/2006	11/12/2010			94,186			95,742			-1,556		
3	CALIFORNIA ST ECONOM	5,250% 7/01/	13067JLV1	5/17/2006	11/12/2010			98,633			98,382			-259		
4	LOS GATOS CALIF JT	5,000% 12/01/18	545505PU7	12/16/2005	11/12/2010			182,425			183,936			4,489		
5	METROPOLITAN WTR DIS	5,250% 3/01/	5822659F84	12/6/2005	11/10/2010			184,165			187,229			-3,064		
6	NORTH ORANGE CNTY CA	5,000% 8/01/	661334CV2	3/16/2005	11/10/2010			187,400			190,291			-2,891		
7	OAKLAND CALIF JT	PVNR 5,000% 6/15/1	67227RAL0	10/6/2005	11/10/2010			164,980			164,750			230		
8	SAN DIEGO CALIF	5,000% 8/01/13	797306BC7	3/16/2006	11/10/2010			163,841			168,316			-4,475		
9	SAN FRANCISCO CALIF	5,000% 6/15/22	797633BQ1	11/30/2005	11/10/2010			220,261			224,276			4,015		
10	WF ADV ULTRA SH-TRM MUNI INC-#31		949917702	12/23/2009	11/18/2010			70,000			70,000			0		
11	WT CAPITAL GAIN DIVIDENDS							2,775			0			2,775		
12								0			0			0		
13								0			0			0		
14								0			0			0		

**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

Part	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

**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

HOLLEMAN, ROY & MARIAN FOUNDATION

27-3867635

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 HOLLEMAN, ROY & MARIAN FOUNDATION	Employer identification number 27-3867635
---	--

**Part I** **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOLLEMAN FAMILY ADMIN TRUST WELLS FARGO BANK PO BOX 63954 MAC A0348- SAN FRANCISCO CA 94163 Foreign State or Province _____ Foreign Country _____	\$ 4,138,177	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	_____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
3	_____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
5	_____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
6	_____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization

HOLLEMAN, ROY &amp; MARIAN FOUNDATION

Employer identification number

27-3867635

**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
1	VARIOUS STOCK ----- ----- -----	\$ 3,961,061	11/3/2010
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ 0	-----

## Name of organization

HOLLEMAN, ROY &amp; MARIAN FOUNDATION

## Employer identification number

27-3867635

**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.) ► \$ 0

(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	
-----		-----	
-----		-----	
For Prov. Country		-----	
(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	
-----		-----	
-----		-----	
For Prov. Country		-----	
(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	
-----		-----	
-----		-----	
For Prov. Country		-----	

Statement B

**Holleman, Roy & Marian Foundation**

**EIN: 27-3867635**

**Substantial Contributors**

<b>1. Holleman Family Admin Trust</b>	<b><u>Amount Contributed</u></b>
C/O Wells Fargo Bank	
PO BOX 63954 MAC A0348-012	Cash: \$177,116
San Francisco, CA 94163	Securities: \$3,961,061

Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION

Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

WELLS  
FARGO

### ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH			\$1,952.17	\$1,952.17	\$0.00		
INCOME			<b>\$1,952.17</b>	<b>\$1,952.17</b>	<b>\$0.00</b>		
<b>Total Cash</b>							
MONEY MARKET							
FEDERATED PRIME OBLIGATION #10 <i>Asset held in Invested Income Portfolio</i>	121,781.490		\$121,781.49	\$121,781.49	\$0.00	\$202.96	0.17%
FEDERATED PRIME OBLIGATION #10	197,960.000		197,960.00	197,960.00	0.00	329.92	0.17
<b>Total Money Market</b>			<b>\$319,741.49</b>	<b>\$319,741.49</b>	<b>\$0.00</b>	<b>\$532.88</b>	<b>0.17%</b>
<b>Total CASH &amp; EQUIVALENTS</b>							

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>DOMESTIC MUTUAL FUNDS</b>							
ARTIO GLOBAL HIGH INCOME-I #1525 CUSIP: 043151860	9,433.962	\$10.190	\$96,132.07	\$100,000.00	-\$3,867.93	\$7,679.25	7.99%
LOOMIS SAYLES BOND FUND INSTITUTIONAL SHARES #1162 CUSIP: 543495840	14,184.397	14.270	202,411.35	200,000.00	2,411.35	11,787.23	5.82
PIMCO EMERGING LOCAL BOND FUND INST #332 CUSIP: 72201F516	9,115.770	10.650	97,082.95	100,000.00	-2,917.05	5,241.57	5.40
VANGUARD SHORT-TERM BOND INDEX SIGNAL #1349 CUSIP: 921937850	65,989.577	10.550	696,190.04	699,714.29	-3,524.25	16,101.46	2.31
<b>Total Domestic Mutual Funds</b>			<b>\$1,091,816.41</b>	<b>\$1,099,714.29</b>	<b>-\$7,897.88</b>	<b>\$40,809.51</b>	<b>3.74%</b>

**WELL'S  
FARGO**

Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION

Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

**ASSET DETAIL (continued)**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
OTHER							
MUNICIPAL SERIES 430 CALIFORNIA INSURED MUNICIPAL INCOME TRUST SERIES 205 I-CA 205 CUSIP: 13033Q650 STANDARD & POOR'S RATING: N/A	40.000	\$397.063	\$15,882.52	\$27,300.64	-\$11,418.12	\$736.40	4.64%
<b>Total Other</b>			<b>\$15,882.52</b>	<b>\$27,300.64</b>	<b>-\$11,418.12</b>	<b>\$736.40</b>	<b>4.64%</b>
<b>Total FIXED INCOME</b>			<b>\$1,107,698.93</b>	<b>\$1,127,014.93</b>	<b>-\$19,316.00</b>	<b>\$41,545.91</b>	<b>0.00%</b>

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER DISCRETIONARY							
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	300.000	\$35.060	\$10,518.00	\$9,368.19	\$1,149.81	\$283.50	2.69%
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	100.000	85.420	8,542.00	8,682.73	-140.73	124.00	1.45
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	200.000	60.130	12,026.00	11,393.46	632.54	200.00	1.66
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	300.000	37.510	11,253.00	11,051.19	201.81	120.00	1.07
<b>Total Consumer Discretionary</b>			<b>\$42,339.00</b>	<b>\$40,495.57</b>	<b>\$1,843.43</b>	<b>\$727.50</b>	<b>1.72%</b>
CONSUMER STAPLES							
KRAFT FOODS INC CL A SYMBOL: KFT CUSIP: 50075N104	300.000	\$31.510	\$9,453.00	\$9,137.67	\$315.33	\$348.00	3.68%
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	150.000	65.330	9,799.50	9,814.10	-14.60	288.00	2.94
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	200.000	64.330	12,866.00	12,503.46	362.54	385.40	2.99
<b>Total Consumer Staples</b>			<b>\$32,118.50</b>	<b>\$31,455.23</b>	<b>\$663.27</b>	<b>\$1,021.40</b>	<b>3.18%</b>

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**WELL'S  
FARGO**

Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION

Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

**ASSET DETAIL (continued)**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>ENERGY</b>							
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	150.000	\$91.250	\$13,687.50	\$12,422.87	\$1,264.63	\$432.00	3.16%
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104	180.000	68.100	12,258.00	11,008.66	1,249.34	396.00	3.23
<b>Total Energy</b>			<b>\$25,945.50</b>	<b>\$23,431.53</b>	<b>\$2,513.97</b>	<b>\$828.00</b>	<b>3.19%</b>
<b>FINANCIALS</b>							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	200.000	\$56.430	\$11,286.00	\$10,745.46	\$540.54	\$240.00	2.13%
BERKSHIRE HATHAWAY INC. SYMBOL: BRK-B CUSIP: 084670702	150.000	80.110	12,016.50	12,010.01	6.49	0.00	0.00
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	300.000	42.420	12,726.00	11,444.19	1,281.81	60.00	0.47
<b>Total Financials</b>			<b>\$36,028.50</b>	<b>\$34,199.66</b>	<b>\$1,828.84</b>	<b>\$300.00</b>	<b>0.83%</b>
<b>HEALTH CARE</b>							
ABBOTT LABS SYMBOL: ABT CUSIP: 002824100	200.000	\$47.910	\$9,582.00	\$9,406.00	\$176.00	\$352.00	3.67%
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	200.000	61.850	12,370.00	12,663.74	-293.74	432.00	3.49
<b>Total Health Care</b>			<b>\$21,952.00</b>	<b>\$22,069.74</b>	<b>-\$117.74</b>	<b>\$784.00</b>	<b>3.57%</b>

WELL'S  
FARGO  
Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION

Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

**ASSET DETAIL (continued)**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>INDUSTRIALS</b>							
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	700.000	\$18.290	\$12,803.00	\$11,164.86	\$1,638.14	\$392.00	3.06%
L-3 COMMUNICATIONS CORP COM SYMBOL: LLL CUSIP: 502424104	125.000	70.490	8,811.25	9,038.41	-227.16	200.00	2.27
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108	100.000	92.660	9,266.00	9,025.91	240.09	152.00	1.64
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	150.000	72.580	10,887.00	10,464.69	422.31	282.00	2.59
3M CO COM SYMBOL: MMM CUSIP: 885779Y101	125.000	86.300	10,787.50	10,818.74	-31.24	262.50	2.43
<b>Total Industrials</b>			<b>\$52,554.75</b>	<b>\$50,512.61</b>	<b>\$2,042.14</b>	<b>\$1,288.50</b>	<b>2.45%</b>
<b>INFORMATION TECHNOLOGY</b>							
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	600.000	\$20.230	\$12,138.00	\$11,710.92	\$427.08	\$0.00	0.00%
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	250.000	42.100	10,525.00	10,420.00	105.00	80.00	0.76
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	500.000	21.030	10,515.00	10,669.10	-154.10	315.00	3.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	400.000	27.910	11,164.00	10,179.40	984.60	256.00	2.29
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	300.000	31.300	9,390.00	9,521.19	-131.19	60.00	0.64
PAYCHEX INC SYMBOL: PAYX CUSIP: 704326107	300.000	30.910	9,273.00	9,306.00	-33.00	372.00	4.01
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839	150.000	70.380	10,557.00	11,320.10	-763.10	90.00	0.85
<b>Total Information Technology</b>			<b>\$73,562.00</b>	<b>\$73,126.71</b>	<b>\$435.29</b>	<b>\$1,173.00</b>	<b>1.59%</b>

**ASSET DETAIL** *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>MATERIALS</b>							
ECOLAB INC SYMBOL: ECL CUSIP: 278865100	200.000	\$50.420	\$10,084.00	\$9,757.82	\$326.18	\$140.00	1.39%
<b>Total Materials</b>		<b>\$10,084.00</b>		<b>\$9,757.82</b>	<b>\$326.18</b>	<b>\$140.00</b>	<b>1.39%</b>
<b>TELECOMMUNICATION SERVICES</b>							
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	300.000	\$35.780	\$10,734.00	\$9,716.61	\$1,017.39	\$585.00	5.45%
<b>Total Telecommunication Services</b>		<b>\$10,734.00</b>		<b>\$9,716.61</b>	<b>\$1,017.39</b>	<b>\$585.00</b>	<b>5.45%</b>
<b>INTERNATIONAL EQUITIES</b>							
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	200.000	\$74.330	\$14,866.00	\$14,888.44	-\$22.44	\$472.80	3.18%
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	200.000	58.820	11,764.00	11,158.00	606.00	179.40	1.52
NOVARTIS AG - ADR SPONSORED ADR CUSIP: 66987V109	200.000	58.950	11,790.00	11,030.00	760.00	330.60	2.80
POTASH CORP SASK CUSIP: 73755L107	100.000	154.830	15,483.00	14,011.71	1,471.29	0.00	0.00
SCHLUMBERGER LTD CUSIP: 806857108	150.000	83.500	12,525.00	11,552.60	972.40	126.00	1.01
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP: 881624209	200.000	52.130	10,426.00	10,099.46	326.54	133.40	1.28
VODAFONE GROUP PLC NEW CUSIP: 92857W209	400.000	26.440	10,576.00	10,459.56	116.44	521.60	4.93
<b>Total International Equities</b>		<b>\$87,430.00</b>		<b>\$83,199.77</b>	<b>\$4,230.23</b>	<b>\$1,763.80</b>	<b>2.02%</b>



Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION

Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

### ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>DOMESTIC MUTUAL FUNDS</b>							
DODGE & COX STOCK FUND #145 SYMBOL: DODGX CUSIP: 256219106	288.317	\$107.760	\$31,069.04	\$27,759.16	\$3,309.88	\$354.63	1.14%
FEDERATED STRATEGIC VALUE DIVIDEND FUND CLASS IS #662 SYMBOL: SVAIX CUSIP: 314172560	6,250.000	4.400	27,500.00	25,000.00	2,500.00	1,025.00	3.73
ROYCE PENNSYLVANIA MUTUAL FUND INVESTOR CLASS SYMBOL: PENNX CUSIP: 780905840	2,299.908	11.650	26,793.93	25,000.00	1,793.93	124.20	0.46
T ROWE PRICE INSTITUTIONAL EMERGING MARKETS EQUITY FUND #146 SYMBOL: IEMFX CUSIP: 74144Q203	1,582.547	32.180	50,926.36	50,000.00	926.36	189.91	0.37
VANGUARD MIDCAP VIPER SYMBOL: VO CUSIP: 922908629	1,000.000	74.460	74,460.00	71,710.00	2,750.00	886.00	1.19
<b>Total Domestic Mutual Funds</b>			<b>\$210,749.33</b>	<b>\$199,469.16</b>	<b>\$11,280.17</b>	<b>\$2,579.74</b>	<b>1.22%</b>
<b>INTERNATIONAL MUTUAL FUNDS</b>							
DODGE & COX INTERNATIONAL STOCK FUND SYMBOL: DODFX CUSIP: 256206103	1,419.902	\$35.710	\$50,704.70	\$46,475.29	\$4,229.41	\$702.85	1.39%
<b>Total International Mutual Funds</b>			<b>\$50,704.70</b>	<b>\$46,475.29</b>	<b>\$4,229.41</b>	<b>\$702.85</b>	<b>1.39%</b>
<b>Total EQUITIES</b>			<b>\$654,202.28</b>	<b>\$623,909.70</b>	<b>\$30,292.58</b>	<b>\$11,893.79</b>	<b>1.82%</b>

**WELLIS  
FARGO**

Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION  
Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

**ASSET DETAIL (continued)**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>OTHER</b>							
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP: 367829884	2,657.267	\$26.060	\$69,248.38	\$67,869.31	\$1,379.07	\$1,217.03	1.76%
HIGHBRIDGE STAT MKT NEUT-SEL SYMBOL: HSKSX CUSIP: 4812A2439	4,953.765	15.160	75,099.08	75,000.00	99.08	0.00	0.00
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	5,867.489	12.290	72,111.44	75,000.00	-2,888.56	99.75	0.14
MERGER FD SH BEN INT SYMBOL: MERFX CUSIP: 389509108	4,682.632	15.780	73,891.93	75,000.00	-1,108.07	0.00	0.00
<b>Total Other</b>			<b>\$290,350.83</b>	<b>\$292,869.31</b>	<b>-\$2,518.48</b>	<b>\$1,316.78</b>	<b>0.45%</b>
<b>Total COMPLEMENTARY STRATEGIES</b>			<b>\$290,350.83</b>	<b>\$292,869.31</b>	<b>-\$2,518.48</b>	<b>\$1,316.78</b>	<b>0.45%</b>

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>REAL ESTATE INVESTMENT TRUSTS (REITS)</b>							
HCP INC SYMBOL: HCP CUSIP: 40414L109	500,000	\$36.790	\$18,395.00	\$16,630.00	\$1,765.00	\$930.00	5.06%
PLUM CREEK TIMBER CO INC COM SYMBOL: PCL CUSIP: 729251108	500,000	37.450	18,725.00	18,320.00	405.00	840.00	4.49
<b>Total Real Estate Investment Trusts (Reits)</b>			<b>\$37,120.00</b>	<b>\$34,950.00</b>	<b>\$2,170.00</b>	<b>\$1,770.00</b>	<b>4.77%</b>

Account Statement For:  
HOLLEMAN, ROY & MARIAN FOUNDATION

Period Covered: December 1, 2010 - December 31, 2010  
Account Number 82940700

WELLS  
FARGO

**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>REAL ASSET FUNDS</b>							
IPATH DOW JONES-UBS COMMODITY INDEX TOTAL RETURN ETN DUE JUNE 12, 2036 SYMBOL: DJP CUSIP: 06738C778	3,500.000	\$49.120	\$171,920.00	\$160,302.75	\$11,617.25	\$0.00	0.00%
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	600.000	38.930	23,358.00	21,704.05	1,653.95	1,411.80	6.04
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553	1,000.000	55.370	55,370.00	47,974.00	7,396.00	1,891.00	3.41
<b>Total Real Asset Funds</b>			<b>\$250,648.00</b>	<b>\$229,980.80</b>	<b>\$20,667.20</b>	<b>\$3,302.80</b>	<b>1.32%</b>

ASSET DESCRIPTION	QUANTITY	PRICE	VALUE CARRIED AS OF 12/31/10	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>REAL PROPERTY</b>							
2069 SEAVIEW AVE, DEL MAR, CA RESIDENTIAL PROPERTY DEL MAR, CA 92014 SAN DIEGO COUNTY APN#299-072-05-00 ASSET MANAGER: SCOTT KAPIN PHONE#: 619-688-2825 Valued as of 06/08/10	1.000	\$1,500,000.00	\$1,500,000.00	\$1,500,000.00	\$0.00	\$0.00	0.00%
<b>Total Real Property</b>			<b>\$1,500,000.00</b>	<b>\$1,500,000.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Real Assets \$</b>			<b>\$1,787,768.00</b>	<b>\$1,764,930.80</b>	<b>\$22,837.20</b>	<b>\$5,072.80</b>	<b>0.28%</b>

Account Value As of 12/31/10	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
<b>\$4,161,713.70</b>	<b>\$4,130,418.40</b>	<b>\$31,295.30</b>	<b>\$60,362.16</b>
<b>TOTAL ASSETS \$</b>			

Form **8868**

(Rev. January 2011)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ►

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Type or print	Name of exempt organization <b>HOLLEMAN, ROY &amp; MARIAN FOUNDATION</b>	Employer identification number <b>27-3867635</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions <b>Wells Fargo Bank - PO BOX 63954 MAC A0348-012</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>SAN FRANCISCO</b>	<b>CA 94163</b>

Enter the Return code for the return that this application is for (file a separate application for each return). ► **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **WELLS FARGO BANK N A**

Telephone No ► **(888) 730-4933** FAX No ► **N/A** ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **8/15/2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year **2010** or
- tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b>	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$ <b>2,500</b>
<b>b</b>	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$ <b>      </b>
<b>c</b>	<b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>3c</b>	\$ <b>2,500</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions