Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

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

POSTMARK DATE NOV 15 2011

ENVELOPE

Name of foundation HOLMES FAMILY FOUNDATION INC	**A Employer identification number** 38-3709254
Number and street (or P O box number if mail is not delivered to street address) P.O Box 1501, NJ2-130-03-31 — Room/suite	**B** Telephone number (see page 10 of the instructions) 609-274-6968
City or town, state, and ZIP code PENNINGTON NJ 08534-1501	**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 ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,359,219 — **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**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))*

	Line	Description	(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)	1,794,800			
	2	Check ▶ ☐ 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	33,958	32,735		
	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	1,616,694			
	b	Gross sales price for all assets on line 6a 2,393,635				
	7	Capital gain net income (from Part IV, line 2)		1,616,694		
	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	3,445,452	1,649,429	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	1,500	0	0	1,500
	c	Other professional fees (attach schedule)	11,623	6,974	0	4,649
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	189	168	0	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)	4	4	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,316	7,146	0	6,149
	25	Contributions, gifts, grants paid	547,364			547,364
	26	**Total expenses and disbursements** Add lines 24 and 25	560,680	7,146	0	553,513
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,884,772			
	b	**Net investment income** (if negative, enter -0-)		1,642,283		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

2

Form **990-PF** (2010)

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	294	266	266
	2	Savings and temporary cash investments	21,417	69,667	69,667
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	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			
		Less allowance for doubtful accounts ▶ 0	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)	112,377	548,912	551,578
	b	Investments—corporate stock (attach schedule)	786,403	1,325,628	1,378,250
	c	Investments—corporate bonds (attach schedule)	63,931	355,513	359,458
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	984,422	2,299,986	2,359,219
Liabilities	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	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	984,422	2,299,986	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	984,422	2,299,986	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	984,422	2,299,986	

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	984,422
2	Enter amount from Part I, line 27a	2	2,884,772
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	706
4	Add lines 1, 2, and 3	4	3,869,900
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,569,914
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,299,986

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	See Attached Statement			
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	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

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

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	1,616,694
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	0

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	264,574	848,992	0 311633
2008	221,187	1,329,052	0.166425
2007	279,691	2,030,231	0 137763
2006	178,563	2,069,550	0.086281
2005	132,351	2,706,590	0 048900

2	**Total** of line 1, column (d)	2	0.751002
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.150200
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,341,750
5	Multiply line 4 by line 3	5	201,531
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,423
7	Add lines 5 and 6	7	217,954
8	Enter qualifying distributions from Part XII, line 4	8	553,513

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	1	16,423
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	16,423
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	16,423
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a — 157		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 10,158		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,315
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	6,108
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
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)?	1b		X
	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?	1c		X
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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A. Telephone no ▶ 609-274-6968

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

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

			Yes	No
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?	16		X
	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 ▶			

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	2b	N/A	
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? ☐ Yes ☒ 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)*	3b	N/A	
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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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** 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
STEPHEN P HOLMES 18 KEECH-BRIAR LANE POMPTON LAKE NJ	PRESIDENT 1 00	0	0	0
BONNIEL L HOLMES 18 KEECH-BRIAR LANE POMPTON LAKE NJ	VP & SEC 1.00	0	0	0
	.00	0	0	0
	.00	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		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
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	
All other program-related investments See page 24 of the instructions 3 NONE	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,143,383
b	Average of monthly cash balances	1b	218,800
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,362,183
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	1,362,183
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	20,433
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,341,750
6	**Minimum investment return.** Enter 5% of line 5	6	67,088

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	67,088
2a	Tax on investment income for 2010 from Part VI, line 5	2a	16,423		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	16,423
3	Distributable amount before adjustments Subtract line 2c from line 1			3	50,665
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	50,665
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	50,665

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	553,513
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	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	553,513
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	16,423
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	537,090

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				50,665
2 Undistributed income, if any, as of the end of 2010				
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 66,782				
c From 2007 187,775				
d From 2008 155,320				
e From 2009 222,438				
f **Total** of lines 3a through e	632,315			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 553,513				
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				50,665
e Remaining amount distributed out of corpus	502,848			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,135,163			
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)				
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	1,135,163			
10 Analysis of line 9				
a Excess from 2006 66,782				
b Excess from 2007 187,775				
c Excess from 2008 155,320				
d Excess from 2009 222,438				
e Excess from 2010 502,848				

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

1 a 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 ▶

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 (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	547,364
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
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			14	33,958	
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			18	1,616,694	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a INC DISTRIB FROM CLEARWO(		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		1,650,652	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,650,652

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

▶ Signature of officer or trustee — Date 11/12/11 — ▶ Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Donald J Roman		10/18/2011		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

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

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

HOLMES FAMILY FOUNDATION INC

Employer identification number

38-3709254

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	Employer identification number
HOLMES FAMILY FOUNDATION INC	38-3709254

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MR AND MRS STEPHEN P HOLMES 18 KEECH BRIAR LN POMPTON PLAINS NJ 07444 Foreign State or Province Foreign Country	$ 1,794,800	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
HOLMES FAMILY FOUNDATION INC	38-3709254

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	40000 SHARES WYNDHAM WORLDWIDE CORP	$ 1,034,800	5/12/2010
1	25000 SHARES WYNDHAM WORLDWIDE CORP	$ 760,000	12/17/2010
		$ 0	
		$ 0	
		$ 0	
		$ 0	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
GIRL SCOUTS OF NORTHERN NEW JERSEY					
Street					
City: RIVERDALE		State: NJ	Zip Code: 07457	Foreign Country	
Relationship: NONE	Foundation Status: 501 (C)(3)				
Purpose of grant/contribution: GENERAL OPERATING					Amount: 20,000

Name					
NEW BRIDGE SERVICES INC					
Street					
City: POMPTON PLAINS		State: NJ	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: 501 (C)(3)				
Purpose of grant/contribution: GENERAL OPERATING					Amount: 50,000

Name					
BUCKNELL UNIVERSITY					
Street					
City: LEWISBURG		State: PA	Zip Code	Foreign Country	
Relationship: NONE	Foundation Status: 501 (C)(3)				
Purpose of grant/contribution: GENERAL OPERATING					Amount: 477,364

Name					
Street					
City		State	Zip Code	Foreign Country	
Relationship	Foundation Status				
Purpose of grant/contribution					Amount: 0

Name					
Street					
City		State	Zip Code	Foreign Country	
Relationship	Foundation Status				
Purpose of grant/contribution					Amount: 0

Name					
Street					
City		State	Zip Code	Foreign Country	
Relationship	Foundation Status				
Purpose of grant/contribution					Amount: 0

TOTAL MERRILL

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N.A.
AGENT FOR THE
HOLMES FAMILY FOUNDATION INC
UAD 10/1/04
STEPHEN & BONNIE HOLMES TTEES

Net Portfolio Value: **$2,368,108.01**

Your Financial Advisor:
THE WALDELE GROUP
2 WORLD FINANCIAL CENTER 40TH
NEW YORK NY 10281-6100
(800) 338-2814

Trust Officer:
L. ZANGARA-BOGLE
973-245-4505

TRUST MANAGEMENT ACCOUNT

Your Investment Manager - Private Investors/ N Blackrock Eqty Div Balanced

December 01, 2010 - December 31, 2010

ASSETS

	December 31	*November 30*
Cash/Money Accounts	**69,932.78**	411,195 97
Fixed Income	**911,035.70**	192,357.37
Equities	**1,378,250.03**	922,547.61
Mutual Funds	-	-
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	***2,359,218.51***	*1,526,100.95*
Estimated Accrued Interest	**8,889.50**	1,630.28
TOTAL ASSETS	**$2,368,108.01**	$1,527,731.23

LIABILITIES

Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	**$2,368,108.01**	$1,527,731.23

CASH FLOW

	This Statement	*Year to Date*
Opening Cash/Money Accounts	**$411,195.97**	
CREDITS		
Funds Received	-	2,040.45
Electronic Transfers	-	-
Other Credits	-	3,364 44
Subtotal	-	5,404.89
DEBITS		
Electronic Transfers	-	-
Other Debits	**(1,576.42)**	(553,959.40)
ML Trust Fees	**(1,474.82)**	(15,675.29)
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	***($3,051.24)***	*($569,634.69)*
Net Cash Flow	**($3,051.24)**	($564,229.80)
Dividends/Interest Income	**(1,294.67)**	27,894.46
Security Purchases/Debits	**(1,763,619.75)**	(1,809,027.76)
Security Sales/Credits	**1,426,702.47**	2,393,585.34
Closing Cash/Money Accounts	**$69,932.78**	
Securities You Transferred In/Out	**764,500.00**	1,813,300.00

HOLMES FAMILY FOUNDATION INC

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	0 78	0.78		.78		
BIF MONEY FUND	40,751 00	40.751 00	1 0000	**40,751.00**	**24**	06
TOTAL		40 751 78		**40,751.78**	**24**	.06

GOVERNMENT AND AGENCY SECURITIES [1] Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE	05/09/07	4,000	4,011 35	102 9380	4.117 52	106 17	75 00	200	4 85
05 000% AUG 15 2011 CUSIP: 912827 7B2									
ORIGINAL UNIT/TOTAL COST. 101 8400/4,073 60									
Δ U S. TREASURY NOTE	12/01/10	8,000	8.235 67	102 9380	8 235 04	(0.63)	150.00	400	4 85
ORIGINAL UNIT/TOTAL COST. 103.2660/8,261 28									
Δ U S TREASURY NOTE	12/21/10	6.000	6.178 33	102.9380	6.176.28	(2 05)	112.50	300	4.85
ORIGINAL UNIT/TOTAL COST: 103 0238/6.181.43									
Subtotal		*18,000*	*18,425.35*		***18,528.84***	*103.49*	*337.50*	**900**	*4.85*
Δ FEDERAL HOME LN MTG CORP	06/24/10	3.000	3.050 66	101.9930	3.059.79	9 13	17.35	64	2.08
NOTES 02 125% MAR 23 2012									
CUSIP: 3137EABY4									
ORIGINAL UNIT/TOTAL COST 102.3840/3,071 52									
Δ FEDERAL HOME LN MTG CORP	12/01/10	6,000	6.117.56	101 9930	6.119.58	2 02	34.71	128	2.08
ORIGINAL UNIT/TOTAL COST. 102.0693/6.121 16									
Δ FEDERAL HOME LN MTG CORP	12/21/10	5,000	5.103 16	101.9930	5,099 65	(3 51)	28.92	107	2.08
ORIGINAL UNIT/TOTAL COST: 102.0818/5,104.09									
Subtotal		*14,000*	*14,271.38*		***14,279.02***	*7 64*	*80.98*	**299**	*2.08*
Δ FED NAT'L MORTGAGE ASSOC	01/28/09	11,000	11.436.43	106.3520	11.698 72	262 29	141.70	482	4 11
GLOBAL NOTES 04 375% SEP 15 2012									
CUSIP. 31359MPF4									
ORIGINAL UNIT/TOTAL COST 108 2727/11,910 00									
Δ FED NAT'L MORTGAGE ASSOC	12/01/10	22,000	23.385.67	106 3520	23.397 44	11.77	283 40	963	4 11
ORIGINAL UNIT/TOTAL COST 106 5523/23 441 52									

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

GOVERNMENT AND AGENCY SECURITIES[1] (continued)

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ FED NAT'L MORTGAGE ASSOC	12/21/10	18,000	19,120.29	106 3520	19,143 36	23.07	231 87	788	4.11
ORIGINAL UNIT/TOTAL COST 106.2640/19,127 52									
Subtotal		*51,000*	*53,942 39*		***54,239.52***	*297 13*	*656 97*	***2,233***	*4.11*
Δ U.S. TREASURY NOTE	11/17/09	6,000	6,010 97	101 4920	6,089 52	78.55	10.48	83	1.35
1.375% NOV 15 2012 CUSIP. 912828LX6									
ORIGINAL UNIT/TOTAL COST 100.2895/6,017 37									
Δ U.S. TREASURY NOTE	12/01/10	12,000	12,183.61	101 4920	12,179 04	(4.57)	20.97	165	1.35
ORIGINAL UNIT/TOTAL COST: 101 5862/12,190 35									
Δ U S. TREASURY NOTE	12/21/10	10,000	10,137 11	101 4920	10,149.20	12.09	17 47	138	1 35
ORIGINAL UNIT/TOTAL COST· 101.3792/10,137.92									
Subtotal		*28,000*	*28,331.69*		***28,417.76***	*86.07*	*48.92*	***386***	*1.35*
U.S. TREASURY NOTE	12/18/07	5,000	4,967 40	105.3980	5,269.90	302.50	14.37	169	3.20
3.375% NOV 30 2012 CUSIP. 912828HK9									
Δ U.S. TREASURY NOTE	12/01/10	12,000	12,656.29	105 3980	12,647.76	(8.53)	34 49	405	3 20
ORIGINAL UNIT/TOTAL COST. 105.6644/12,679 73									
Δ U.S. TREASURY NOTE	12/21/10	10,000	10,530.60	105.3980	10,539.80	9.20	28 74	338	3.20
ORIGINAL UNIT/TOTAL COST· 105 3363/10,533 63									
Subtotal		*27,000*	*28,154.29*		***28,457.46***	*303.17*	*77 60*	***912***	*3 20*
Δ FEDERAL HOME LN MTG CORP	06/05/08	10,000	10,182.71	110 8450	11,084.50	901.79	62 29	488	4.39
NOTES 04 875% NOV 15 2013									
CUSIP: 3134A4UK8									
ORIGINAL UNIT/TOTAL COST 103 2836/10,328.36									
Δ FEDERAL HOME LN MTG CORP	12/01/10	18,000	19,981.09	110.8450	19,952.10	(28.99)	112.12	878	4.39
ORIGINAL UNIT/TOTAL COST: 111.2675/20,028.15									
Δ FEDERAL HOME LN MTG CORP	12/21/10	15,000	16,576.31	110 8450	16,626.75	50 44	93.44	732	4 39
ORIGINAL UNIT/TOTAL COST: 110 5486/16,582 29									
Subtotal		*43,000*	*46,740 11*		***47,663.35***	*923.24*	*267.85*	***2,098***	*4.39*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

Decembei 01, 2010 - December 31, 2010

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
U.S. TREASURY NOTE	07/30/09	6,000	5,981.75	104.6480	6,278.88	297 13		158	2 50
2 625% JUN 30 2014 CUSIP 912828KY5									
Δ U.S. TREASURY NOTE	12/01/10	11,000	11,585.21	104 6480	11,511 28	(73 93)		289	2 50
ORIGINAL UNIT/TOTAL COST 105 4221/11,596 44									
Δ U.S. TREASURY NOTE	12/21/10	10,000	10,457 23	104 6480	10,464 80	7.57		263	2.50
ORIGINAL UNIT/TOTAL COST· 104 5863/10,458 63									
Subtotal		*27,000*	*28,024.19*		***28,254.96***	*230.77*		***710***	2 50
Δ U S. TREASURY NOTE	10/28/10	7,000	7,005.05	97 0230	6,791 61	(213.44)	22 12	88	1 28
1.250% SEP 30 2015 CUSIP. 912828NZ9									
ORIGINAL UNIT/TOTAL COST· 100 0745/7,005.22									
U.S. TREASURY NOTE	12/01/10	13 000	12,810 63	97 0230	12,612.99	(197.64)	41 07	163	1 28
U.S. TREASURY NOTE	12/21/10	11,000	10,668 75	97.0230	10,672 53	3 78	34 75	138	1.28
Subtotal		*31,000*	*30,484.43*		***30,077.13***	*(407.30)*	*97 94*	***389***	*1.28*
FEDERAL NATL MTG ASSOC	06/26/07	4,000	3 953 21	115.1380	4,605 52	652 31	11.35	215	4 66
NOTES 05 375% JUN 12 2017									
CUSIP 31398ADM1									
Δ FEDERAL NATL MTG ASSOC	12/01/10	21,000	24,554 24	115 1380	24,178.98	(375 26)	59 57	1,129	4 66
ORIGINAL UNIT/TOTAL COST. 117 0917/24,589 26									
Δ FEDERAL NATL MTG ASSOC	12/21/10	16,000	18,321 23	115 1380	18,422 08	100 85	45 39	860	4 66
ORIGINAL UNIT/TOTAL COST 114.5303/18,324 90									
Subtotal		*41,000*	*46,828 68*		***47,206.58***	*377 90*	*116.31*	***2,204***	4 66
Δ U.S. TREASURY NOTE	12/18/07	5,000	5,037 14	110.2420	5 512.10	474.96	27.00	213	3 85
4 250% NOV 15 2017 CUSIP 912828HH6									
ORIGINAL UNIT/TOTAL COST 101 0120/5,050 60									
Δ U.S. TREASURY NOTE	12/01/10	12,000	13,499.65	110.2420	13,229 04	(270.61)	64 81	510	3 85
ORIGINAL UNIT/TOTAL COST 112 6136/13 513 64									

HOLMES FAMILY FOUNDATION INC

TOTAL MERRILL®

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S. TREASURY NOTE	12/21/10	9,000	9,897.31	110.2420	9,921 78	24 47	48.60	383	3.85
ORIGINAL UNIT/TOTAL COST 109 9847/9,898.63									
Subtotal		*26,000*	*28,434.10*		**28,662.92**	228.82	*140.41*	**1,106**	3.85
U.S TREASURY NOTE	03/16/10	4,000	3,982 98	103.7810	4,151.24	168.26	54 38	145	3.49
3 625% FEB 15 2020 CUSIP 912828MP2									
Δ U.S. TREASURY NOTE	12/01/10	8,000	8,526.26	103.7810	8,302.48	(223.78)	108 75	290	3.49
ORIGINAL UNIT/TOTAL COST: 106 6215/8,529.72									
Δ U.S. TREASURY NOTE	12/21/10	7,000	7,231 12	103 7810	7,264.67	33.55	95.16	254	3.49
ORIGINAL UNIT/TOTAL COST· 103.3051/7,231.36									
Subtotal		*19,000*	*19,740.36*		**19,718.39**	*(21 97)*	*258.29*	**689**	*3.49*
Δ U.S TREASURY NOTE	06/24/10	6,000	6,197.82	102 4380	6,146.28	(51 54)	26.69	210	3.41
3 500% MAY 15 2020 CUSIP. 912828ND8									
ORIGINAL UNIT/TOTAL COST 103.4496/6,206.98									
Δ U.S. TREASURY NOTE	12/01/10	11,000	11,577.67	102.4380	11,268 18	(309.49)	48.92	385	3.41
ORIGINAL UNIT/TOTAL COST 105 2855/11,581 41									
Δ U S TREASURY NOTE	12/21/10	11,000	11,217 25	102 4380	11,268.18	50.93	48 92	385	3.41
ORIGINAL UNIT/TOTAL COST 101 9770/11,217 47									
Subtotal		*28,000*	*28,992.74*		**28,682.64**	*(310 10)*	*124 53*	**980**	*3.41*
U S. TREASURY NOTE	10/28/10	6,000	5,969.32	94.8050	5,688.30	(281 02)	59.06	158	2.76
2 625% AUG 15 2020 CUSIP. 912828NT3									
U.S. TREASURY NOTE	12/01/10	13,000	12,675.56	94.8050	12,324 65	(350 91)	127.97	342	2 76
U.S. TREASURY NOTE	12/21/10	11,000	10,377 43	94 8050	10,428 55	51.12	108.28	289	2.76
Subtotal		*30,000*	*29,022.31*		**28,441.50**	*(580 81)*	*295 31*	**789**	*2 76*
θ U.S. TRSY INFLATION NOTE	02/03/09	10,000	10,370.17	106.1800	11,699.97	1,329 80	91 85	221	1 88
2 0% JAN 15 2026 INFL ADJ PRIN 11,019									
CUSIP 912810FS2									
ORIGINAL UNIT/TOTAL COST. 100 3369/10,033 69									

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 December 31, 2010

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ U.S TRSY INFLATION NOTE *INFL ADJ PRIN 22,038* *ORIGINAL UNIT/TOTAL COST 119 8231/23,964 63*	12/01/10	20,000	23 979.39	106 1800	23,399.95	(579 44)	183 70	441	1 88
Δ U S TRSY INFLATION NOTE *INFL ADJ PRIN 18 732* *ORIGINAL UNIT/TOTAL COST: 116 8515/19,864 77*	12/21/10	17 000	19,867 63	106.1800	19,889.96	22.33	156.14	375	1.88
Subtotal		*47,000*	*54,217.19*		***54,989.88***	*772 69*	*431.69*	***1,037***	*1.88*
Δ U.S. TREASURY BOND *5 25% NOV 15 2028 CUSIP 912810FF0* *ORIGINAL UNIT/TOTAL COST· 104 3595/6,261 57*	04/17/07	6,000	6,233 59	114.6090	6,876 54	642 95	40 03	315	4 58
Δ U S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST. 117 8050/14,136 61*	12/01/10	12,000	14,130.84	114.6090	13,753 08	(377 76)	80 06	630	4 58
Δ U.S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST· 113 1331/12 444.65*	12/21/10	11,000	12,444 04	114.6090	12,606.99	162 95	73 38	578	4 58
Subtotal		*29,000*	*32,808.47*		***33,236.61***	*428 14*	*193 47*	***1,523***	*4.58*
U.S. TREASURY BOND *4.750% FEB 15 2037 04 750% FEB 15 2037* *CUSIP. 912810PT9*	04/17/07	4,000	3,938 92	107.4690	4,298.76	359.84	71 25	190	4 41
Δ U.S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST· 109.9184/7,694 29*	12/01/10	7,000	7,693.27	107 4690	7,522 83	(170.44)	124.69	333	4 41
Δ U.S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST· 105 5004/7,385.03*	12/21/10	7,000	7,384.94	107.4690	7,522 83	137.89	124.69	333	4.41
Subtotal		*18,000*	*19,017.13*		***19,344.42***	*327.29*	*320 63*	***856***	*4.41*
U.S. TREASURY BOND *4 250% MAY 15 2039 CUSIP 912810QB7*	06/24/09	2,000	1,943.76	98.5160	1,970.32	26 56	10.80	85	4 31
U.S. TREASURY BOND	11/17/09	6,000	5,981 04	98.5160	5,910.96	(70 08)	32.40	255	4 31
Δ U.S. TREASURY BOND *ORIGINAL UNIT/TOTAL COST· 100.5355/18,096 40*	12/01/10	18,000	18,096.27	98 5160	17,732 88	(363.39)	97 21	765	4.31

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31 2010

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
U.S. TREASURY BOND	12/21/10	16,000	15,456.31	98.5160	15,762 56	306 25	86 41	680	4 31
Subtotal		*42,000*	*41,477.38*		***41,376.72***	*(100.66)*	*226.82*	***1,785***	*4.31*
TOTAL		519 000	548,912 19		**551,577.70**	2,665 51	3,675.22	**18,896**	3 43

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ CITIGROUP FUNDING INC	08/10/09	6,000	6,001.60	102 8610	6,171.66	170 06	7.88	135	2.18
FDIC TLGP GUARANTEED 02 250% DEC 10 2012									
MOODY'S AAA S&P· AAA CUSIP 17313YAJ0									
ORIGINAL UNIT/TOTAL COST: 100 0461/6.002.77									
Δ CITIGROUP FUNDING INC	12/01/10	12,000	12,359.37	102.8610	12,343.32	(16.05)	15.75	270	2.18
ORIGINAL UNIT/TOTAL COST: 103.1000/12.372 00									
Δ CITIGROUP FUNDING INC	12/21/10	10,000	10,289.17	102.8610	10,286.10	(3.07)	13.13	225	2.18
ORIGINAL UNIT/TOTAL COST: 102 9080/10,290.80									
Subtotal		*28,000*	*28,650.14*		***28,801.08***	*150.94*	*36 76*	***630***	*2.18*
GENERAL ELECTRIC COMPANY	04/17/07	8,000	7,935.29	106.8970	8,551.76	616.47	166 67	400	4.67
GLB 05 000% FEB 01 2013									
MOODY'S· AA2 S&P. AA+ CUSIP· 369604AY9									
Δ GENERAL ELECTRIC COMPANY	12/01/10	16,000	17,132.84	106.8970	17,103.52	(29 32)	333.33	800	4.67
ORIGINAL UNIT/TOTAL COST: 107 3080/17,169.28									
Δ GENERAL ELECTRIC COMPANY	12/21/10	13,000	13,897.84	106.8970	13,896.61	(1.23)	270.83	650	4.67
ORIGINAL UNIT/TOTAL COST· 106.9420/13 902 46									
Subtotal		*37,000*	*38,965.97*		***39,551.89***	*585.92*	*770.83*	***1,850***	*4.67*
JPMORGAN CHASE & CO	06/26/07	8,000	7,648.88	106 4070	8,512 56	863 68	120 72	410	4.81
SUBORDINATED GLB 05.125% SEP 15 2014									
MOODY'S: A1 S&P. A CUSIP 46625HBV1									
Δ JPMORGAN CHASE & CO	12/01/10	19,000	20,272 35	106.4070	20,217 33	(55 02)	286.72	974	4 81
ORIGINAL UNIT/TOTAL COST 106 8150/20,294 85									

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 December 31, 2010

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ JPMORGAN CHASE & CO	12/21/10	14,000	14,831 49	106.4070	14,896.98	65 49	211 26	718	4 81
ORIGINAL UNIT/TOTAL COST 105 9560/14,833 84									
Subtotal		*41,000*	*42,752 72*		***43,626.87***	*874 15*	*618 70*	**2,102**	4 81
BP CAPITAL MARKETS PLC	03/10/09	7 000	6,922 31	103 1490	7,220.43	298 12	82 88	272	3.75
COMPANY GUARNT GLB 03 875% MAR 10 2015									
MOODY'S A2 S&P A< CUSIP 05565QBH0									
Δ BP CAPITAL MARKETS PLC	12/01/10	12,000	12,450.06	103.1490	12,377 88	(72 18)	142 08	465	3 75
ORIGINAL UNIT/TOTAL COST 103 8090/12 457 08									
Δ BP CAPITAL MARKETS PLC	12/21/10	10,000	10,305 64	103.1490	10,314 90	9 26	118 40	388	3 75
ORIGINAL UNIT/TOTAL COST 103 0640/10 306 40									
Subtotal		*29,000*	*29,678.01*		***29,913.21***	*235.20*	*343 36*	***1,125***	*3 75*
Δ WAL-MART STORES INC	03/31/10	8 000	8 002.55	102.5810	8,206 48	203 93	57 50	230	2 80
02.875% APR 01 2015									
MOODY'S AA2 S&P AA CUSIP 931142CR2									
ORIGINAL UNIT/TOTAL COST 100 0370/8,002 96									
Δ WAL-MART STORES INC	12/01/10	16,000	16,635 85	102.5810	16,412 96	(222.89)	115.00	460	2 80
ORIGINAL UNIT/TOTAL COST 104 0360/16,645 76									
Δ WAL-MART STORES INC	12/21/10	13,000	13 342 74	102.5810	13,335.53	(7.21)	93 44	374	2.80
ORIGINAL UNIT/TOTAL COST 102 6430/13,343 59									
Subtotal		*37,000*	*37,981.14*		***37,954.97***	*(26 17)*	*265 94*	***1,064***	2 80
GOLDMAN SACHS GROUP INC	04/17/07	9,000	8,878 96	107.4400	9,669.60	790 64	222 02	482	4.97
GLB 05 350% JAN 15 2016									
MOODY'S A1 S&P A CUSIP 38141GEF0									
Δ GOLDMAN SACHS GROUP INC	12/01/10	18,000	19,398 04	107 4400	19,339 20	(58 84)	444 05	963	4 97
ORIGINAL UNIT TOTAL COST 107 8630/19 415 34									
Δ GOLDMAN SACHS GROUP INC	12/21/10	14,000	15,050.16	107 4400	15,041 60	(8.56)	345 37	749	4.97
ORIGINAL UNIT/TOTAL COST 107 5160/15,052 24									
Subtotal		*41,000*	*43,327 16*		***44,050.40***	*723 24*	*1,011 44*	***2,194***	*4 97*

HOLMES FAMILY FOUNDATION INC

TOTAL MERRILL®

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

CORPORATE BONDS (continued)

Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
AT&T INC GLB 05.500% FEB 01 2018 MOODY'S. A2 S&P: A- CUSIP. 00206RAJ1	02/20/08	7,000	6,890.46	111.0880	7,776.16	885.70	160.42	385	4.95
Δ AT&T INC ORIGINAL UNIT/TOTAL COST: 112.6890/18,030.24	12/01/10	16,000	18,013.08	111.0880	17,774.08	(239.00)	366.67	880	4.95
Δ AT&T INC ORIGINAL UNIT/TOTAL COST 110.6840/14,388.92	12/21/10	13,000	14,387.04	111.0880	14,441 44	54.40	297.92	715	4 95
Subtotal		36,000	39,290 58		**39,991.68**	701.10	825.01	**1,980**	4.95
PEPSICO INC SENIOR NOTES 05.000% JUN 01 2018 MOODY'S: AA3 S&P. A- CUSIP. 713448BH0	11/21/08	4,000	3,816.28	110.3900	4,415.60	599.32	16.67	200	4.52
Δ PEPSICO INC ORIGINAL UNIT/TOTAL COST: 112.3230/7,862 61	12/01/10	7,000	7,855.53	110.3900	7,727.30	(128.23)	29.17	350	4 52
Δ PEPSICO INC ORIGINAL UNIT/TOTAL COST: 109.8160/7,687.12	12/21/10	7,000	7,686.22	110.3900	7,727.30	41 08	29.17	350	4 52
Subtotal		18,000	19,358 03		**19,870.20**	512.17	75.01	**900**	4 52
Δ VERIZON COMMUNICATIONS 6 35% DUE 4/1/2019 MOODY'S: A3 S&P. A- CUSIP 92343VAV6 ORIGINAL UNIT/TOTAL COST. 111 3200/7,792 40	07/30/09	7,000	7,698.17	115.4150	8,079.05	380 88	111.13	445	5.50
Δ VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 117.9580/16,514 12	12/01/10	14,000	16,496.28	115.4150	16,158.10	(338.18)	222.25	889	5.50
Δ VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST. 114.9520/12,644 72	12/21/10	11,000	12,642.86	115.4150	12,695.65	52.79	174.63	699	5.50
Subtotal		32,000	36,837 31		**36,932.80**	95 49	508.01	**2,033**	5.50

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 December 31, 2010

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ CISCO SYSTEMS INC	11/17/09	8.000	8 064.94	104 7700	8,381.60	316.66	164.16	356	4 24
04 450% JAN 15 2020									
MOODY'S: A1 S&P A+ CUSIP 17275RAH5									
ORIGINAL UNIT/TOTAL COST 100 8921/8,071 37									
Δ CISCO SYSTEMS INC	12/01/10	16.000	17,041 00	104 7700	16,763 20	(277 80)	328 31	712	4.24
ORIGINAL UNIT/TOTAL COST: 106 5480/17,047 08									
Δ CISCO SYSTEMS INC	12/21/10	13,000	13.566 22	104 7700	13,620.10	53.88	266 75	579	4.24
ORIGINAL UNIT/TOTAL COST 104.3600/13.566 80									
Subtotal		*37,000*	*38 672.16*		***38,764.90***	*92 74*	*759 22*	***1,647***	*4 24*
TOTAL		336,000	355.513.22		**359,458.00**	3 944 78	5.214.28	**15,525**	4.32

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBOTT LABS	ABT	04/17/07	48	59.1802	2,840 65	47 9100	2,299.68	(540 97)	85	3.67
		12/17/08	20	52 4345	1.048 69	47 9100	958 20	(90.49)	36	3.67
		12/01/10	140	46.9845	6,577 84	47 9100	6,707.40	129.56	247	3.67
		12/21/10	90	48 1100	4,329.90	47.9100	4,311.90	(18 00)	159	3 67
Subtotal			*298*		*14.797 08*		***14,277.18***	*(519.90)*	***527***	*3.67*
AMER EXPRESS COMPANY	AXP	12/15/10	152	46.5598	7,077.10	42 9200	6 523 84	(553.26)	110	1.67
		12/21/10	70	43 3800	3,036.60	42 9200	3,004.40	(32 20)	51	1 67
Subtotal			*222*		*10,113 70*		***9.528.24***	*(585.46)*	***161***	*1 67*
AT& T INC	T	07/29/08	124	30.7105	3,808 11	29 3800	3 643.12	(164.99)	214	5.85
		12/17/08	60	28.4095	1,704.57	29 3800	1,762.80	58.23	104	5.85
		12/01/10	370	28.3352	10,484.06	29.3800	10,870.60	386.54	637	5.85
		12/21/10	260	29 1953	7,590.78	29 3800	7,638 80	48 02	448	5.85
Subtotal			*814*		*23,587.52*		***23,915.32***	*327.80*	***1,403***	*5.85*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
BANK OF NOVA SCOTIA	BNS	07/30/08	60	48.5875	2,915.25	57.2000	3,432.00	516 75	118	3.41
		12/17/08	20	24.9400	498.80	57.2000	1,144.00	645.20	40	3 41
		12/01/10	160	53.2500	8,520 00	57.2000	9,152 00	632.00	313	3 41
		12/21/10	110	55 3420	6.087.62	57.2000	6,292.00	204 38	215	3 41
Subtotal			*350*		*18,021.67*		***20,020.00***	*1,998.33*	**686**	*3.41*
BHP BILLITON LTD ADR	BHP	07/29/08	111	73.8771	8,200 36	92.9200	10,314.12	2,113.76	194	1 87
		12/17/08	20	45.0800	901.60	92 9200	1.858.40	956.80	35	1.87
		12/01/10	260	85 3600	22.193 60	92 9200	24,159.20	1,965.60	453	1 87
		12/21/10	180	91.3043	16,434 79	92 9200	16,725.60	290 81	314	1.87
Subtotal			*571*		*47,730.35*		***53,057.32***	*5,326.97*	**996**	*1.87*
BRISTOL-MYERS SQUIBB CO	BMY	04/17/07	78	28 4301	2,217.55	26 4800	2,065 44	(152.11)	103	4.98
		12/17/08	35	22.6800	793.80	26.4800	926 80	133.00	47	4.98
		04/07/09	83	20.4680	1,698.85	26.4800	2,197.84	498.99	110	4.98
		12/01/10	400	25.5900	10,236.00	26.4800	10,592 00	356.00	528	4.98
		12/21/10	280	26.4452	7,404.68	26.4800	7,414.40	9 72	370	4 98
Subtotal			*876*		*22,350.88*		***23,196.48***	*845.60*	***1,158***	*4.98*
CAMECO CORP COM	CCJ	07/29/08	80	35.5383	2,843.07	40.3800	3,230.40	387 33	23	.69
		12/17/08	30	17.8700	536.10	40.3800	1,211 40	675.30	9	.69
		12/01/10	220	37.5399	8,258.78	40.3800	8,883.60	624.82	62	.69
		12/21/10	160	39.3960	6,303 36	40.3800	6,460.80	157.44	45	.69
Subtotal			*490*		*17,941.31*		***19,786.20***	*1,844.89*	**139**	*.69*
CANADIAN NATL RAILWAY CO	CNI	08/27/09	57	49.3059	2,810 44	66.4700	3.788 79	978 35	62	1.63
		12/01/10	110	65.7691	7,234.61	66.4700	7,311 70	77 09	120	1.63
		12/21/10	70	66.5600	4,659.20	66.4700	4,652 90	(6.30)	76	1.63
Subtotal			*237*		*14,704.25*		***15,753.39***	*1,049.14*	**258**	*1 63*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01. 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CATERPILLAR INC DEL	CAT 07/29/08	47	71.1459	3,343.86	93.6600	4,402 02	1.058.16	83	1.87
	12/17/08	10	45.0600	450.60	93.6600	936.60	486.00	18	1.87
	10/15/09	28	54.0407	1,513.14	93.6600	2,622.48	1.109 34	50	1.87
	12/01/10	170	87.5100	14,876.70	93 6600	15,922.20	1.045 50	300	1 87
	12/21/10	120	94.4505	11,334.07	93.6600	11,239.20	(94.87)	212	1.87
Subtotal		*375*		*31,518 37*		***35,122.50***	*3,604 13*	***663***	*1.87*
CHEVRON CORP	CVX 04/17/07	63	77.8801	4,906.45	91.2500	5,748.75	842.30	182	3.15
	12/17/08	25	77.7200	1,943.00	91.2500	2,281.25	338.25	72	3.15
	12/01/10	170	83.0145	14,112.48	91 2500	15 512.50	1.400 02	490	3.15
	12/21/10	130	89.8146	11,675 90	91.2500	11,862.50	186.60	375	3.15
Subtotal		*388*		*32,637 83*		***35,405.00***	*2.767.17*	***1,119***	*3 15*
CHUBB CORP	CB 07/29/08	43	46.9888	2,020.52	59 6400	2,564.52	544.00	64	2.48
	12/17/08	25	49 8792	1,246.98	59.6400	1.491.00	244 02	37	2.48
	12/01/10	140	57.9245	8,109 44	59.6400	8,349 60	240 16	208	2.48
	12/21/10	100	59.0946	5,909 46	59 6400	5,964.00	54.54	148	2 48
Subtotal		*308*		*17,286 40*		***18,369.12***	*1.082.72*	***457***	*2 48*
CLOROX CO DEL COM	CLX 07/29/08	39	54.6687	2,132.08	63.2800	2 467.92	335.84	86	3 47
	12/17/08	20	52 8120	1,056.24	63 2800	1.265 60	209 36	44	3.47
	12/01/10	120	62.4000	7,488.00	63 2800	7.593.60	105.60	264	3.47
	12/21/10	80	63.2900	5,063 20	63.2800	5,062 40	(0 80)	176	3 47
Subtotal		*259*		*15,739.52*		***16,389.52***	*650.00*	***570***	*3 47*
COCA COLA COM	KO 02/24/09	26	43.1446	1,121.76	65 7700	1,710 02	588 26	46	2 67
	03/23/09	37	43.2016	1,598 46	65.7700	2,433 49	835 03	66	2 67
	12/01/10	130	64 5246	8,388 20	65.7700	8,550 10	161 90	229	2 67
	12/21/10	90	65.3900	5 885 10	65.7700	5,919 30	34 20	159	2 67
Subtotal		*283*		*16,993.52*		***18,612.91***	*1.619 39*	***500***	*2 67*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CONOCOPHILLIPS	COP	04/17/07	44	70.2002	3,088.81	68.1000	2,996 40	(92.41)	97	3.23
		12/17/08	15	54.0500	810.75	68.1000	1,021.50	210.75	33	3.23
		12/01/10	120	62.1345	7,456.15	68.1000	8,172.00	715 85	264	3 23
		12/21/10	80	66.9000	5,352.00	68.1000	5,448.00	96.00	176	3.23
Subtotal			*259*		*16,707 71*		***17,637.90***	*930.19*	***570***	*3.23*
CONSOL ENERGY INC COM	CNX	07/29/08	45	80.8024	3,636.11	48.7400	2,193.30	(1,442.81)	18	.82
		12/17/08	10	32.7000	327.00	48.7400	487 40	160 40	4	.82
		12/01/10	100	44.0353	4,403.53	48.7400	4,874.00	470.47	40	82
		12/21/10	80	45.2800	3,622.40	48.7400	3,899.20	276.80	32	.82
Subtotal			*235*		*11,989.04*		***11,453.90***	*(535.14)*	***94***	*.82*
DEERE CO	DE	07/29/08	67	70 5929	4,729.73	83.0500	5,564.35	834.62	94	1.68
		12/17/08	10	40 9390	409.39	83.0500	830.50	421 11	14	1.68
		12/01/10	150	76 0600	11,409.00	83.0500	12,457.50	1,048.50	210	1.68
		12/21/10	110	84 0341	9,243.76	83.0500	9,135.50	(108.26)	154	1.68
Subtotal			*337*		*25,791.88*		***27,987.85***	*2,195.97*	***472***	*1.68*
DIAGEO PLC SPSD ADR NEW	DEO	07/29/08	46	70.2758	3.232.69	74.3300	3,419.18	186.49	109	3 17
		12/17/08	20	58.3770	1,167.54	74.3300	1,486.60	319.06	48	3 17
		12/01/10	140	72.0100	10,081.40	74.3300	10,406.20	324.80	331	3.17
		12/21/10	90	74.3400	6,690.60	74.3300	6,689.70	(0.90)	213	3.17
Subtotal			*296*		*21,172.23*		***22,001.68***	*829.45*	***701***	*3.17*
DOMINION RES INC NEW VA	D	07/29/08	30	43 4903	1.304 71	42.7200	1,281.60	(23 11)	55	4.28
		12/17/08	15	34.6300	519 45	42.7200	640 80	121.35	28	4 28
		07/09/09	69	32.9030	2.270.31	42 7200	2,947 68	677.37	127	4.28
		12/01/10	240	41 9452	10,066 87	42.7200	10,252.80	185 93	440	4.28
		12/21/10	150	43.0346	6,455 19	42.7200	6,408 00	(47 19)	275	4 28
Subtotal			*504*		*20,616.53*		***21,530.88***	*914.35*	***925***	*4 28*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DU PONT E I DE NEMOURS	DD	04/17/07	5	49.9020	249.51	49.8800	249 40	(0 11)	9	3.28
		01/23/08	95	44.1078	4,190.25	49.8800	4,738.60	548 35	156	3.28
		12/17/08	45	27.2200	1,224 90	49.8800	2,244 60	1,019 70	74	3.28
		12/01/10	290	48.3845	14,031.53	49.8800	14,465.20	433.67	476	3.28
		12/21/10	200	49 9646	9,992 92	49 8800	9,976 00	(16.92)	328	3 28
Subtotal			*635*		*29,689 11*		***31,673.80***	*1,984 69*	***1,043***	*3 28*
ENBRIDGE INC COM	ENB	07/30/08	51	42.6456	2,174.93	56 4000	2,876 40	701 47	99	3.41
		12/17/08	10	32.7600	327.60	56 4000	564 00	236.40	20	3 41
		12/01/10	120	57.0840	6,850.08	56.4000	6 768 00	(82 08)	231	3 41
		12/21/10	90	54.9800	4,948.20	56 4000	5,076.00	127.80	174	3.41
Subtotal			*271*		*14,300.81*		***15,284.40***	983.59	***524***	*3 41*
EQT CORP	EQT	07/29/08	43	52 1806	2,243.77	44.8400	1,928 12	(315.65)	38	1.96
		12/17/08	10	32.2180	322.18	44.8400	448.40	126.22	9	1.96
		12/01/10	110	41.3506	4,548.57	44.8400	4,932.40	383.83	97	1.96
		12/21/10	70	44.9600	3,147.20	44.8400	3,138.80	(8.40)	62	1 96
Subtotal			*233*		*10,261.72*		***10,447.72***	*186 00*	***206***	*1.96*
EXELON CORPORATION	EXC	07/29/08	45	79.7953	3,590.79	41.6400	1,873.80	(1,716.99)	95	5.04
		12/17/08	20	53.6140	1,072.28	41.6400	832 80	(239.48)	42	5.04
		12/01/10	130	39.4300	5,125.90	41 6400	5,413.20	287 30	273	5.04
		12/21/10	90	41.6000	3,744 00	41.6400	3,747.60	3.60	189	5.04
Subtotal			*285*		*13,532.97*		***11,867.40***	*(1,665.57)*	***599***	*5.04*
EXXON MOBIL CORP COM	XOM	04/17/07	82	78.2551	6,416.92	73 1200	5 995.84	(421 08)	145	2 40
		12/17/08	35	82.0400	2,871.40	73.1200	2,559 20	(312.20)	62	2.40
		12/01/10	230	71.4600	16,435.80	73.1200	16,817.60	381.80	405	2 40
		12/21/10	170	72.4945	12,324 08	73.1200	12,430 40	106 32	300	2.40
Subtotal			*517*		*38,048 20*		***37,803.04***	*(245.16)*	***912***	*2.40*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued)

Description	Symbol Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
FIRSTENERGY CORP	FE 07/29/08	40	72.9775	2,919.10	37.0200	1.480 80	(1,438.30)	88	5.94
	12/17/08	20	52.6490	1.052.98	37.0200	740 40	(312.58)	44	5 94
	12/01/10	120	35.3645	4,243.75	37.0200	4,442 40	198 65	264	5.94
	12/21/10	90	36.7800	3 310 20	37.0200	3.331 80	21.60	198	5.94
Subtotal		*270*		*11,526.03*		***9,995.40***	*(1,530.63)*	***594***	5.94
GENERAL ELECTRIC	GE 04/17/07	149	35.1700	5,240.34	18 2900	2,725 21	(2,515 13)	84	3.06
	12/17/08	90	17.4900	1,574.10	18.2900	1.646.10	72.00	51	3.06
	12/01/10	490	16.2645	7,969 65	18.2900	8.962.10	992 45	275	3.06
	12/14/10	170	17.8008	3,026.14	18.2900	3.109.30	83.16	96	3.06
	12/21/10	430	18.0400	7,757 20	18.2900	7.864 70	107.50	241	3.06
Subtotal		*1,329*		*25,567.43*		***24,307.41***	*(1,260.02)*	***747***	*3.06*
GENERAL MILLS	GIS 03/31/09	66	25.1671	1,661.03	35.5900	2.348.94	687.91	74	3.14
	12/01/10	130	35.6953	4,640.39	35.5900	4,626.70	(13 69)	146	3.14
	12/21/10	100	35.9346	3,593.46	35.5900	3.559.00	(34 46)	112	3.14
Subtotal		*296*		*9,894.88*		***10,534.64***	*639.76*	***332***	*3.14*
GENL DYNAMICS CORP COM	GD 07/29/08	28	90.2053	2,525.75	70.9600	1.986.88	(538.87)	48	2.36
	12/17/08	20	56.0385	1,120.77	70.9600	1,419.20	298.43	34	2.36
	12/01/10	100	67.4559	6,745.59	70.9600	7.096.00	350 41	168	2.36
	12/21/10	70	70.6100	4,942.70	70.9600	4,967.20	24.50	118	2.36
Subtotal		*218*		*15,334.81*		***15,469.28***	*134.47*	***368***	*2.36*
HEWLETT PACKARD CO DEL	HPQ 07/29/08	63	44 4925	2,803 03	42.1000	2,652.30	(150.73)	21	.76
	12/17/08	20	36.8395	736.79	42.1000	842 00	105.21	7	.76
	12/01/10	170	42 9500	7.301.50	42.1000	7.157.00	(144.50)	55	76
	12/21/10	110	42.0741	4,628.16	42 1000	4.631.00	2.84	36	.76
Subtotal		*363*		*15,469.48*		***15,282.30***	*(187.18)*	***119***	.76
HOME DEPOT INC	HD 04/09/10	90	33.1884	2,986 96	35.0600	3,155.40	168 44	86	2 69
	12/01/10	180	31.6900	5,704.20	35 0600	6,310.80	606.60	171	2.69
	12/21/10	130	35 3150	4,590.95	35.0600	4,557 80	(33.15)	123	2 69
Subtotal		*400*		*13,282.11*		***14,024.00***	*741.89*	***380***	2 69

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
INTEL CORP	INTC	09/16/09	143	19.7070	2,818.11	21.0300	3,007.29	189.18	91	2.99
		12/01/10	280	21.6100	6,050.80	21 0300	5,888 40	(162 40)	177	2.99
		12/21/10	200	21.2850	4,257.00	21 0300	4,206 00	(51.00)	126	2.99
Subtotal			*623*		*13,125.91*		***13,101.69***	*(24.22)*	**394**	*2.99*
INTL BUSINESS MACHINES CORP IBM	IBM	07/29/08	26	127.5857	3,317 23	146 7600	3,815.76	498 53	68	1.77
		12/17/08	10	86.6700	866 70	146.7600	1,467 60	600.90	26	1.77
		12/01/10	70	144.6400	10,124.80	146 7600	10,273 20	148 40	182	1.77
		12/21/10	50	145.5300	7,276 50	146.7600	7,338.00	61.50	130	1.77
Subtotal			*156*		*21,585.23*		***22,894.56***	*1,309 33*	**406**	*1.77*
JOHNSON AND JOHNSON COM	JNJ	10/29/08	7	61 9957	433.97	61 8500	432 95	(1 02)	16	3.49
		02/24/09	32	54.6843	1,749.90	61.8500	1,979 20	229 30	70	3 49
		12/01/10	80	62.1600	4,972 80	61.8500	4,948 00	(24 80)	173	3.49
		12/21/10	50	62 5800	3,129.00	61 8500	3,092 50	(36.50)	108	3 49
Subtotal			*169*		*10,285.67*		***10,452.65***	*166 98*	**367**	*3 49*
JPMORGAN CHASE & CO	JPM	11/09/07	27	42 5118	1,147 82	42 4200	1,145.34	(2.48)	6	47
		12/06/07	80	45.8512	3,668 10	42 4200	3,393 60	(274.50)	16	.47
		10/10/08	105	37.2465	3,910.89	42.4200	4,454 10	543.21	21	47
		05/05/09	42	35.0314	1,471.32	42.4200	1,781.64	310 32	9	47
		12/01/10	510	38 1762	19,469.91	42 4200	21 634 20	2,164.29	103	.47
		12/21/10	320	40.9445	13,102.27	42 4200	13,574.40	472.13	64	47
Subtotal			*1,084*		*42,770 31*		***45,983.28***	*3,212 97*	**219**	*47*
KIMBERLY CLARK	KMB	07/29/08	40	57 3782	2,295 13	63 0400	2,521 60	226 47	106	4 18
		12/17/08	15	51 1493	767 24	63 0400	945 60	178 36	40	4 18
		12/01/10	110	62.8952	6,918 48	63 0400	6 934 40	15 92	291	4 18
		12/21/10	80	63.0300	5,042 40	63 0400	5 043.20	80	212	4 18
Subtotal			*245*		*15,023 25*		***15,444.80***	*421.55*	**649**	*4 18*

HOLMES FAMILY FOUNDATION INC

TOTAL MERRILL®

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LORILLARD INC	LO	03/05/09	36	57.1763	2,058.35	82.0600	2,954.16	895.81	162	5.48
		12/01/10	70	82.2200	5,755 40	82.0600	5,744.20	(11.20)	315	5 48
		12/21/10	50	82.1700	4,108 50	82 0600	4,103.00	(5.50)	225	5.48
Subtotal			*156*		*11,922.25*		***12,801.36***	*879.11*	***702***	*5.48*
MARATHON OIL CORP	MRO	02/28/08	77	54.2231	4,175.18	37.0300	2,851.31	(1,323.87)	77	2 70
		12/17/08	15	27.1793	407.69	37.0300	555 45	147.76	15	2.70
		12/01/10	180	34.2452	6,164.15	37.0300	6,665.40	501.25	180	2.70
		12/21/10	130	36.3953	4,731.39	37.0300	4 813.90	82 51	130	2 70
Subtotal			*402*		*15,478.41*		***14,886.06***	*(592.35)*	***402***	*2.70*
MCDONALDS CORP COM	MCD	07/29/08	21	59.8804	1,257.49	76.7600	1,611.96	354.47	52	3.17
		10/29/08	50	58.9954	2,949.77	76 7600	3,838.00	888.23	122	3 17
		12/17/08	10	63.2090	632.09	76.7600	767.60	135.51	25	3.17
		12/01/10	170	79.4852	13,512.50	76.7600	13,049.20	(463 30)	415	3 17
		12/21/10	110	76.6846	8,435.31	76.7600	8,443.60	8 29	269	3.17
Subtotal			*361*		*26,787.16*		***27,710.36***	*923.20*	***883***	*3 17*
↓ MEADWESTVACO CORP	MWV	07/30/08	83	27.5765	2,288.85	26 1600	2,171 28	(117.57)	83	3.82
		12/17/08	25	12.5796	314.49	26.1600	654.00	339.51	25	3 82
		12/01/10	210	25.6900	5,394.90	26.1600	5,493.60	98.70	210	3.82
		12/21/10	150	25.7750	3,866.25	26.1600	3,924 00	57.75	150	3.82
Subtotal			*468*		*11,864.49*		***12,242.88***	*378.39*	***468***	*3 82*
MERCK AND CO INC SHS	MRK	07/29/08	54	32.4637	1,753 04	36.0400	1,946.16	193.12	83	4.21
		12/17/08	20	27 4095	548.19	36.0400	720 80	172.61	31	4 21
		01/05/10	36	37 2536	1,341.13	36.0400	1,297 44	(43.69)	55	4.21
		12/01/10	230	34 9900	8,047.70	36 0400	8,289.20	241 50	350	4.21
		12/21/10	160	36.3646	5,818.34	36.0400	5,766 40	(51 94)	244	4 21
Subtotal			*500*		*17,508 40*		***18,020.00***	*511 60*	***763***	*4 21*

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HOLMES FAMILY FOUNDATION INC

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MICROSOFT CORP	MSFT	07/15/10	86	25.6316	2,204.32	27 9100	2,400 26	195.94	56	2 29
		12/01/10	160	26.1200	4 179.20	27.9100	4,465 60	286 40	103	2 29
		12/21/10	120	28 0650	3,367 80	27.9100	3,349 20	(18 60)	77	2 29
Subtotal			*366*		*9,751.32*		***10,215.06***	*463.74*	***236***	*2 29*
NEXTERA ENERGY INC SHS	NEE	04/17/07	54	61 9401	3,344.77	51.9900	2,807 46	(537.31)	108	3 84
		12/17/08	25	47 6796	1,191 99	51.9900	1,299.75	107.76	50	3 84
		12/01/10	160	51 0191	8,163.07	51.9900	8,318.40	155.33	320	3.84
		12/21/10	120	51.3541	6,162.50	51.9900	6,238 80	76 30	240	3.84
Subtotal			*359*		*18,862 33*		***18,664.41***	*(197 92)*	***718***	*3.84*
NORTHEAST UTILITIES COM	NU	07/29/08	3	25.0500	75 15	31 8800	95.64	20.49	4	3.21
		07/30/08	48	25 4250	1,220 40	31 8800	1,530.24	309.84	50	3.21
		12/17/08	25	22.5900	564.75	31.8800	797.00	232 25	26	3 21
		12/01/10	160	31.5900	5,054.40	31.8800	5,100.80	46.40	164	3 21
		12/21/10	110	31.9441	3,513 86	31.8800	3,506.80	(7.06)	113	3 21
Subtotal			*346*		*10,428.56*		***11,030.48***	*601.92*	***357***	*3 21*
NORTHROP GRUMMAN CORP	NOC	07/17/08	32	65.2128	2,086.81	64.7800	2,072.96	(13 85)	61	2.90
		12/17/08	15	42.0080	630.12	64 7800	971 70	341.58	29	2.90
		12/01/10	100	63.1186	6,311.86	64.7800	6,478.00	166 14	188	2 90
		12/21/10	60	64.6800	3,880.80	64.7800	3,886.80	6.00	113	2 90
Subtotal			*207*		*12,909.59*		***13,409.46***	*499.87*	***391***	*2.90*
OCCIDENTAL PETE CORP CAL	OXY	07/29/08	49	74 9538	3,672 74	98 1000	4,806.90	1,134.16	75	1 54
		12/17/08	15	58.1100	871.65	98 1000	1,471.50	599.85	23	1.54
		12/01/10	130	90 7100	11,792 30	98 1000	12,753.00	960.70	198	1.54
		12/21/10	80	97.0900	7,767.20	98 1000	7,848 00	80.80	122	1.54
Subtotal			*274*		*24,103.89*		***26,879.40***	*2,775.51*	***418***	*1.54*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
PEABODY ENERGY CORP COM	BTU	07/29/08	45	65.9306	2,966.88	63.9800	2.879.10	(87.78)	16	53
		12/17/08	10	25 8650	258 65	63.9800	639.80	381.15	4	.53
		12/01/10	110	61.0790	6,718 69	63.9800	7,037.80	319 11	38	.53
		12/21/10	70	63 7600	4,463.20	63 9800	4.478.60	15 40	24	.53
Subtotal			*235*		*14,407.42*		***15,035.30***	627.88	**82**	.53
PFIZER INC	PFE	04/23/08	89	19.9498	1,775 54	17.5100	1,558.39	(217.15)	72	4 56
		12/17/08	40	17.4600	698 40	17.5100	700.40	2.00	32	4.56
		10/19/09	70	17 5150	1,226.05	17.5100	1.225 70	(0 35)	56	4 56
		12/01/10	400	16 6746	6,669 84	17.5100	7,004.00	334 16	320	4 56
		12/21/10	270	17.3600	4,687.20	17.5100	4,727.70	40.50	216	4.56
Subtotal			*869*		*15,057.03*		***15,216.19***	*159.16*	**696**	*4.56*
PHILIP MORRIS INTL INC	PM	07/29/08	33	53.3006	1,758.92	58 5300	1.931.49	172.57	85	4.37
		10/29/08	67	43.2183	2,895.63	58.5300	3,921.51	1,025.88	172	4.37
		12/01/10	200	57.6100	11,522.00	58.5300	11,706.00	184.00	512	4.37
		12/21/10	150	58.5142	8,777.13	58.5300	8,779.50	2.37	384	4.37
Subtotal			*450*		*24,953.68*		***26,338.50***	*1,384.82*	***1,153***	*4 37*
PRAXAIR INC	PX	07/29/08	41	93.9807	3,853.21	95.4700	3,914.27	61.06	74	1.88
		12/17/08	10	58.9600	589.60	95.4700	954.70	365.10	18	1.88
		12/01/10	100	93.2576	9,325.76	95.4700	9.547.00	221.24	180	1.88
		12/21/10	70	95.9600	6,717.20	95.4700	6,682.90	(34 30)	126	1.88
Subtotal			*221*		*20,485.77*		***21,098.87***	613.10	**398**	1.88
PROCTER & GAMBLE CO	PG	07/29/08	56	65 0651	3,643 65	64.3300	3.602 48	(41 17)	108	2.99
		12/17/08	30	61.3646	1.840.94	64.3300	1.929 90	88 96	58	2.99
		12/01/10	170	62.2445	10,581.58	64.3300	10.936.10	354.52	328	2.99
		12/21/10	130	65.0300	8,453.90	64.3300	8,362 90	(91.00)	251	2.99
Subtotal			*386*		*24,520.07*		***24,831.38***	*311 31*	**745**	*2 99*

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
PRUDENTIAL FINANCIAL INC	PRU 06/10/10	41	57.1414	2,342.80	58.7100	2,407.11	64.31	48	1.95
	12/01/10	70	51.9700	3,637.90	58.7100	4,109 70	471.80	81	1.95
	12/21/10	50	59.4700	2,973.50	58.7100	2,935.50	(38.00)	58	1.95
Subtotal		*161*		*8,954.20*		***9,452.31***	*498.11*	***187***	*1 95*
PUB SVC ENTERPRISE GRP	PEG 03/06/09	77	25.1301	1,935 02	31 8100	2,449.37	514 35	106	4.30
	12/01/10	160	31 2146	4,994.34	31 8100	5,089 60	95.26	220	4 30
	12/21/10	110	31 2600	3,438.60	31.8100	3,499.10	60.50	151	4.30
Subtotal		*347*		*10,367.96*		***11,038.07***	*670.11*	***477***	*4.30*
QWEST COMM INTL INC COM	Q 01/05/10	516	4.5348	2,339.96	7 6100	3,926 76	1,586 80	166	4.20
	12/01/10	1,030	7.0263	7,237 09	7.6100	7,838.30	601.21	330	4.20
	12/21/10	670	7.6750	5,142.25	7.6100	5,098.70	(43.55)	215	4.20
Subtotal		*2,216*		*14,719.30*		***16,863.76***	*2,144.46*	***711***	*4.20*
RAYTHEON CO DELAWARE NEW	RTN 07/29/08	78	57.9497	4,520.08	46.3400	3,614.52	(905.56)	117	3.23
	12/17/08	25	50.6500	1,266.25	46.3400	1,158.50	(107.75)	38	3.23
	12/01/10	210	47 1346	9,898.27	46 3400	9,731 40	(166.87)	315	3.23
	12/21/10	140	44 9452	6,292 34	46 3400	6,487 60	195.26	210	3.23
Subtotal		*453*		*21,976.94*		***20,992.02***	*(984 92)*	***680***	*3.23*
RIO TINTO PLC SPNSRD ADR	RIO 07/30/08	40	99 4105	3,976.42	71 6600	2,866 40	(1 110.02)	36	1.23
	12/17/08	20	18.8045	376 09	71 6600	1,433.20	1,057 11	18	1.23
	12/01/10	120	66.4038	7,968 46	71.6600	8,599.20	630.74	107	1.23
	12/21/10	90	70 8800	6,379 20	71 6600	6,449.40	70 20	80	1 23
Subtotal		*270*		*18,700 17*		***19,348.20***	*648.03*	***241***	*1.23*
ROYAL BANK CANADA PV$1	RY 07/23/09	43	46 0548	1,980.36	52 3600	2 251 48	271 12	86	3.80
	12/01/10	80	55.5100	4,440 80	52 3600	4 188 80	(252 00)	160	3 80
	12/21/10	60	50 5200	3,031 20	52.3600	3,141 60	110 40	120	3 80
Subtotal		*183*		*9,452 36*		***9,581.88***	*129 52*	***366***	*3 80*

HOLMES FAMILY FOUNDATION INC

TOTAL MERRILL®

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
SCHLUMBERGER LTD	SLB	02/19/08	37	87.1424	3,224.27	83.5000	3,089 50	(134 77)	32	1.00
		12/17/08	10	42.8490	428.49	83.5000	835.00	406.51	9	1.00
		12/01/10	90	80.9400	7,284.60	83.5000	7,515.00	230.40	76	1.00
		12/21/10	70	82.3900	5,767.30	83.5000	5,845.00	77.70	59	1.00
Subtotal			*207*		*16,704.66*		***17,284.50***	*579.84*	***176***	*1.00*
SEMPRA ENERGY	SRE	10/06/09	40	50.9952	2,039.81	52.4800	2,099.20	59.39	63	2.97
		12/01/10	80	50.5100	4,040.80	52.4800	4,198 40	157.60	125	2.97
		12/21/10	60	52.0800	3,124.80	52.4800	3,148.80	24.00	94	2.97
Subtotal			*180*		*9,205.41*		***9,446.40***	*240.99*	***282***	*2.97*
SOUTHERN COMPANY	SO	07/29/08	70	35.7304	2,501.13	38.2300	2,676 10	174.97	128	4.76
		12/17/08	30	36.5596	1,096.79	38 2300	1.146.90	50.11	55	4.76
		12/01/10	210	38 3552	8,054.61	38 2300	8,028.30	(26.31)	383	4.76
		12/21/10	140	38.3952	5,375.34	38.2300	5,352.20	(23.14)	255	4.76
Subtotal			*450*		*17,027.87*		***17,203.50***	*175.63*	***821***	*4.76*
TOTAL S.A. SP ADR	TOT	07/30/08	76	75.6573	5,749.96	53.4800	4,064 48	(1,685 48)	189	4.64
		12/17/08	20	59.9900	1,199.80	53.4800	1,069.60	(130.20)	50	4.64
		12/01/10	190	49.7600	9,454.40	53.4800	10,161 20	706 80	472	4.64
		12/21/10	130	53.4342	6,946.45	53.4800	6,952.40	5.95	323	4.64
Subtotal			*416*		*23,350.61*		***22,247.68***	*(1,102 93)*	***1,034***	*4.64*
TRAVELERS COS INC	TRV	03/11/08	116	47.7824	5,542.76	55.7100	6,462.36	919.60	168	2.58
		12/01/10	230	55.0600	12.663 80	55.7100	12.813 30	149.50	332	2.58
		12/21/10	160	55.5046	8.880.74	55.7100	8.913.60	32.86	231	2.58
Subtotal			506		*27,087.30*		***28,189.26***	*1,101.96*	***731***	2.58
UNILEVER NV NY REG SHS	UN	07/30/08	138	30 1605	4,162.16	31.4000	4.333.20	171.04	131	3.01
		12/17/08	40	25.3300	1,013.20	31.4000	1.256 00	242 80	38	3 01
		12/01/10	360	29.1846	10 506 46	31.4000	11.304 00	797 54	341	3.01
		12/21/10	250	31 3800	7,845.00	31 4000	7.850 00	5 00	237	3 01
Subtotal			788		*23,526.82*		***24,743.20***	*1,216.38*	***747***	*3 01*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
UNITED TECHS CORP COM	UTX	07/29/08	38	64.9439	2,467 87	78 7200	2,991.36	523.49	65	2 15
		12/17/08	20	51.0700	1,021 40	78.7200	1,574 40	553.00	34	2 15
		05/05/09	29	51.6003	1,496 41	78.7200	2,282 88	786 47	50	2 15
		12/01/10	180	77 6546	13,977 83	78 7200	14,169 60	191.77	307	2.15
		12/21/10	120	79.1890	9,502.69	78 7200	9,446.40	(56 29)	204	2 15
Subtotal			*387*		*28,466.20*		***30,464.64***	*1,998.44*	**660**	2 15
US BANCORP (NEW)	USB	04/17/07	38	34.6902	1,318.23	26 9700	1,024.86	(293.37)	8	.74
		10/29/08	106	30.2433	3,205.79	26 9700	2 858.82	(346 97)	22	.74
		12/17/08	10	25 6500	256.50	26.9700	269.70	13.20	2	74
		12/01/10	310	24.2646	7,522.03	26.9700	8,360 70	838.67	62	.74
		12/21/10	200	26 7446	5,348 92	26 9700	5,394.00	45 08	40	74
Subtotal			*664*		*17,651 47*		***17,908.08***	*256.61*	**134**	.74
V F CORPORATION	VFC	03/05/09	42	48.1711	2,023.19	86 1800	3,619.56	1 596 37	106	2 92
		12/01/10	80	84.7000	6,776.00	86 1800	6,894 40	118.40	202	2.92
		12/21/10	60	89.4800	5,368 80	86 1800	5,170 80	(198.00)	152	2.92
Subtotal			*182*		*14,167.99*		***15,684.76***	*1,516.77*	**460**	2 92
VERIZON COMMUNICATNS COM	VZ	04/17/07	185	35.1611	6,504 82	35.7800	6,619.30	114.48	361	5.45
		12/17/08	55	32.2505	1,773.78	35 7800	1,967.90	194 12	108	5.45
		12/01/10	480	32.5275	15,613.20	35.7800	17,174.40	1,561.20	936	5.45
		12/21/10	340	34.8562	11,851.11	35.7800	12,165.20	314.09	663	5.45
Subtotal			*1,060*		*35,742 91*		***37,926.80***	*2,183.89*	**2,068**	5 45
VODAFONE GROP PLC SP ADR	VOD	07/29/08	76	26.6955	2,028 86	26 4400	2,009 44	(19.42)	100	4 93
		12/17/08	35	20.2200	707.70	26 4400	925.40	217.70	46	4 93
		12/01/10	220	25.9063	5,699 39	26.4400	5 816.80	117.41	287	4.93
		12/21/10	160	26.5363	4,245.81	26.4400	4,230 40	(15 41)	209	4.93
Subtotal			*491*		*12,681 76*		***12,982.04***	*300.28*	**642**	4 93

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01. 2010 - December 31. 2010

EQUITIES (continued)

Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
WAL-MART STORES INC	WMT	04/17/07	47	47.9902	2,255.54	53 9300	2.534 71	279.17	57	2.24
		12/17/08	15	55 9793	839.69	53.9300	808 95	(30 74)	19	2.24
		12/01/10	120	54.8100	6,577.20	53 9300	6.471.60	(105.60)	146	2 24
		12/21/10	90	53.8000	4,842.00	53.9300	4,853 70	11 70	109	2 24
Subtotal			*272*		*14,514.43*		***14,668.96***	*154.53*	***331***	*2 24*
WELLS FARGO & CO NEW DEL	WFC	07/29/08	194	29.7250	5,766.65	30.9900	6,012.06	245.41	39	.64
		12/17/08	70	30.4600	2,132.20	30 9900	2,169 30	37 10	14	.64
		12/01/10	540	27 4699	14,833 75	30.9900	16.734.60	1.900.85	108	64
		12/21/10	340	30.7345	10,449 76	30.9900	10.536.60	86.84	68	.64
Subtotal			*1,144*		*33,182.36*		***35,452.56***	*2,270 20*	***229***	*.64*
WEYERHAEUSER CO	WY	07/29/08	49	50.9459	2,496.35	18 9300	927.57	(1,568.78)	10	1.05
		12/17/08	20	40.5600	811.20	18.9300	378.60	(432.60)	4	1 05
		09/02/10	99	15 5400	1,538.46	18.9300	1.874.07	335.61	20	1 05
		12/01/10	340	17.1252	5,822.60	18 9300	6,436.20	613.60	68	1.05
		12/21/10	240	18.5745	4,457.90	18.9300	4.543 20	85.30	48	1 05
Subtotal			*748*		*15,126.51*		***14,159.64***	*(966.87)*	***150***	*1 05*
3M COMPANY	MMM	06/30/09	41	59.9841	2,459.35	86.3000	3.538 30	1,078.95	87	2 43
		12/01/10	80	86.6100	6,928.80	86.3000	6 904.00	(24.80)	168	2.43
		12/21/10	60	86.5800	5,194.80	86.3000	5,178.00	(16.80)	126	2.43
Subtotal			*181*		*14,582.95*		***15,620.30***	*1,037.35*	***381***	*2.43*
TOTAL					1,325.628 26		**1,378,250.03**	52.621 77	**39,178**	2.84
TOTAL PRINCIPAL INVESTMENTS					2.270,805.45		**2,330,037.51**	59,232 06	**73,623**	3 16

Notes

Δ Debt Instruments purchased at a premium show amortization θ Debt Instruments purchased at a discount show accretion

[1] Some agency securities are not backed by the full faith and credit of the United States government.

< Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor.

For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on

YOUR TRUST MANAGEMENT ACCOUNTSTATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2010 - December 31, 2010

the underlying security.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	265.00	265.00		**265.00**		
BIF MONEY FUND	28.916.00	28 916.00	1.0000	**28,916.00**	**17**	06
TOTAL		29.181.00		**29,181.00**	**17**	06
TOTAL INCOME INVESTMENTS		29,181 00		**29,181.00**	**17**	06

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	2,299.986 45	**2,359,218.51**	59 232 06	8 889 50	**73,641**	3 12

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/01	Interest Credit		PEPSICO INC SENIOR NOTES 05.000% JUN 01 2018 INTEREST CREDIT PAY DATE 12/01/2010	100 00		
12/06	Accrd Int Paid		AT&T INC GLB 05 500% FEB 01 2018 BUY ACCRUED INT	(305 56)		

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

	Amount
Long Term CG Distributions	51
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,393,635	776,941	1,616,694
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	BP PLC SPON ADR	055622104			7/29/2008		6/9/2010	1,262	2,548				-1,286
2	X	BP PLC SPON ADR	055622104			12/17/2008		6/9/2010	300	500				-200
3	X	DIAMOND OFFSHORE DRLNG	25271C102			7/29/2008		4/28/2010	2,380	3,320				-940
4	X	DIAMOND OFFSHORE DRLNG	25271C102			12/17/2008		4/28/2010	425	341				84
5	X	FEDERAL NATL MTG ASSOC	31398ATL6			9/26/2008		6/24/2010	2,068	2,006				62
6	X	FEDERAL NATL MTG ASSOC	31398ATL6			10/7/2008		6/24/2010	2,068	2,017				51
7	X	FRONTIER COMMUNICATION	35906A108			4/17/2007		7/13/2010	317	429				-112
8	X	FRONTIER COMMUNICATION	35906A108			12/17/2008		7/13/2010	94	116				-22
9	X	HALLIBURTON COMPANY	406216101			2/28/2008		11/2/2010	1,617	2,032				-415
10	X	HALLIBURTON COMPANY	406216101			12/17/2008		11/2/2010	466	280				186
11	X	NUCOR CORPORATION	670346105			1/21/2009		10/21/2010	1,623	1,698				-75
12	X	PPL CORPORATION	69351T106			7/29/2008		4/29/2010	922	1,705				-783
13	X	PPL CORPORATION	69351T106			12/17/2008		4/29/2010	498	592				-94
14	X	U S TREASURY NOTE	9128277B2			5/9/2007		10/28/2010	5,187	5,018				169
15	X	U S TREASURY NOTE	912828ED8			4/16/2008		6/24/2010	8,041	8,022				19
16	X	U S TREASURY NOTE	912828EQ9			5/9/2007		10/28/2010	8,040	7,956				84
17	X	U S TREASURY NOTE	912828KY5			7/30/2009		3/31/2010	7,104	6,979				125
18	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		6/3/2010	388,300	59,013				329,287
19	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		6/3/2010	508,458	77,275				431,183
20	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		6/3/2010	27,711	4,211				23,500
21	X	WYNDHAM WORLDWIDE COR	98310W108			9/27/2001		12/1/2010	143,129	109,965				33,164
22	X	WYNDHAM WORLDWIDE COR	98310W108			11/2/2001		12/1/2010	798	613				185
23	X	WYNDHAM WORLDWIDE COR	98310W108			1/2/2002		12/1/2010	178,571	137,195				41,376
24	X	WYNDHAM WORLDWIDE COR	98310W108			5/12/2010		12/1/2010	327,818	251,862				75,956
25	X	WYNDHAM WORLDWIDE COR	98310W108			2/27/2009		12/21/2010	776,387	91,248				685,139
26														0
27														0
28														0
29														0
30														0
31														0
32														0
33														0
34														0
35														0
36														0
37														0
38														0
39														0
40														0
41														0
42														0
43														0
44														0
45														0
46														0
47														0
48														0
49														0
50														0

Line 16b (990-PF) - Accounting 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)
		1,500	0	0	1,500
1	TAX PREPARATION FEES	1,500			1,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other 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)
		11,623	6,974	0	4,649
1	MERRILL LYNCH FEES AS AGENT	11,623	6,974		4,649
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		189	168	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE TAX PAID	21			
2	FOREIGN TAX WITHHELD	168	168		
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		4	4	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		0	0	0	0
2	ADR FEES	4	4		
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	2
2	COST BASIS ADJUSTMENT	2	704
3	Total	3	706

Line 5 - Decreases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	1	5,990
2	BOND AMORTIZATION	2	871
3	EXCESS FMV OVER COST OF ASSETTS CONTRIBUTED	3	1,563,053
4	Total	4	1,569,914

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

	Amount
Long Term CG Distributions	51
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	2,393,584	0	776,941	1,616,643	0	0	0	1,616,643
1	BP PLC SPON ADR	055622104		7/29/2008	6/9/2010	1,262	0	2,548	-1,286			0	-1,286
2	BP PLC SPON ADR	055622104		12/17/2008	6/9/2010	300	0	500	-200			0	-200
3	DIAMOND OFFSHORE DRLNG	25271C102		7/29/2008	4/28/2010	2,380	0	3,320	-940			0	-940
4	DIAMOND OFFSHORE DRLNG	25271C102		12/17/2008	4/28/2010	425	0	341	84			0	84
5	FEDERAL NATL MTG ASSOC	31398ATL6		9/26/2008	6/24/2010	2,068	0	2,006	62			0	62
6	FEDERAL NATL MTG ASSOC	31398ATL6		10/7/2008	6/24/2010	2,068	0	2,017	51			0	51
7	FRONTIER COMMUNICATIONS	35906A108		4/17/2007	7/13/2010	317	0	429	-112			0	-112
8	FRONTIER COMMUNICATIONS	35906A108		12/17/2008	7/13/2010	94	0	116	-22			0	-22
9	HALLIBURTON COMPANY	406216101		2/28/2008	11/2/2010	1,617	0	2,032	-415			0	-415
10	HALLIBURTON COMPANY	406216101		12/17/2008	11/2/2010	466	0	280	186			0	186
11	NUCOR CORPORATION	670346105		1/21/2009	10/21/2010	1,623	0	1,698	-75			0	-75
12	PPL CORPORATION	69351T106		7/29/2008	4/29/2010	922	0	1,705	-783			0	-783
13	PPL CORPORATION	69351T106		12/17/2008	4/29/2010	498	0	592	-94			0	-94
14	U S TREASURY NOTE	9128277B2		5/9/2007	10/28/2010	5,187	0	5,018	169			0	169
15	U S TREASURY NOTE	912828ED8		4/16/2008	6/24/2010	8,041	0	8,022	19			0	19
16	U S TREASURY NOTE	912828EQ9		5/9/2007	10/28/2010	8,040	0	7,956	84			0	84
17	U S TREASURY NOTE	912828KY5		7/30/2009	3/31/2010	7,104	0	6,979	125			0	125
18	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	6/3/2010	388,300	0	59,013	329,287			0	329,287
19	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	6/3/2010	508,458	0	77,275	431,183			0	431,183
20	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	6/3/2010	27,711	0	4,211	23,500			0	23,500
21	WYNDHAM WORLDWIDE CORP W	98310W108		9/27/2001	12/1/2010	143,129	0	109,965	33,164			0	33,164
22	WYNDHAM WORLDWIDE CORP W	98310W108		11/2/2001	12/1/2010	798	0	613	185			0	185
23	WYNDHAM WORLDWIDE CORP W	98310W108		1/2/2002	12/1/2010	178,571	0	137,195	41,376			0	41,376
24	WYNDHAM WORLDWIDE CORP W	98310W108		5/12/2010	12/1/2010	327,818	0	251,862	75,956			0	75,956
25	WYNDHAM WORLDWIDE CORP W	98310W108		2/27/2009	12/21/2010	776,387	0	91,248	685,139			0	685,139
26						0	0	0	0			0	0
27						0	0	0	0			0	0
28						0	0	0	0			0	0
29						0	0	0	0			0	0
30						0	0	0	0			0	0
31						0	0	0	0			0	0
32						0	0	0	0			0	0
33						0	0	0	0			0	0
34						0	0	0	0			0	0
35						0	0	0	0			0	0
36						0	0	0	0			0	0
37						0	0	0	0			0	0
38						0	0	0	0			0	0
39						0	0	0	0			0	0
40						0	0	0	0			0	0
41						0	0	0	0			0	0
42						0	0	0	0			0	0
43						0	0	0	0			0	0
44						0	0	0	0			0	0
45						0	0	0	0			0	0
46						0	0	0	0			0	0
47						0	0	0	0			0	0
48						0	0	0	0			0	0
49						0	0	0	0			0	0
50						0	0	0	0			0	0
51						0	0	0	0			0	0
52						0	0	0	0			0	0
53						0	0	0	0			0	0
54						0	0	0	0			0	0
55						0	0	0	0			0	0
56						0	0	0	0			0	0
57						0	0	0	0			0	0

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

0

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	STEPHEN P. HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKE	NJ			PRESIDENT	1	
2	BONNIEL L HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKE	NJ			VP & SEC	1	
3										
4										
5										
6										
7										
8										
9										
10										

Part

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

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	136
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment	12/10/2010	5	21
6	Other payments		6	21
7	Total		7	157

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization HOLMES FAMILY FOUNDATION INC		**Employer identification number** 38-3709254
File by the extended due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P.O Box 1501, NJ2-130-03-31		
	City, town or post office, state, and ZIP code For a foreign address, see instructions PENNINGTON	NJ	08534-1501

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-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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A

Telephone No ▶ 609-274-6968 FAX No ▶

• 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

4 I request an additional 3-month extension of time until 11/15/2011

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension An attempt to obtain information necessary for filing a return was requested in a timely fashion, but the information was not furnished in sufficient time to permit the timely filing of the return, or the taxpayer personally visited an IRS office for the purpose of securing information or advice and was unable to meet with an IRS representative

8a	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	8a	$ 16,423
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 and any amount paid previously with Form 8868	8b	$ 10,315
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 6,108

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶