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 , 2010, and ending , 20

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

Name of foundation HOLT FOUNDATION		**A Employer identification number** 74-2728633
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 207916	Room/suite	**B** Telephone number (see page 10 of the instructions) (210) 648-0000
City or town, state, and ZIP code SAN ANTONIO, TX 78220-7916		**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)* ▶ $ 1,083,638.	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))

			(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)	245,304.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	21,719.	21,719.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,760.			
	b	Gross sales price for all assets on line 6a 124,929.				
	7	Capital gain net income (from Part IV, line 2)		7,760.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	61.	61.		ATCH 2
	12	**Total.** Add lines 1 through 11	274,844.	29,540.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) *	5,121.	5,121.		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	697.	269.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	246.	246.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,064.	5,636.		
	25	Contributions, gifts, grants paid	315,587.			315,587.
	26	**Total expenses and disbursements** Add lines 24 and 25	321,651.	5,636.		315,587.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-46,807.			
	b	**Net investment income** (if negative, enter -0-)		23,904.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 3 JSA **ATCH 4 Form **990-PF** (2010)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	30,293.	28,444.	28,444.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	1,121,201.	1,074,732.	1,055,194.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,151,494.	1,103,176.	1,083,638.
Liabilities	17	Accounts payable and accrued expenses	0.	0.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	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	1,151,494.	1,103,176.	
	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)	1,151,494.	1,103,176.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,151,494.	1,103,176.	

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	1,151,494.
2	Enter amount from Part I, line 27a	2	-46,807.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,104,687.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7	5	1,511.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,103,176.

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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 ATTACHMENTS 10 & 11			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	7,760.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	384,648.	869,528.	0.442364
2008	1,105,063.	1,101,472.	1.003260
2007	1,171,779.	1,326,094.	0.883632
2006	667,772.	1,177,049.	0.567327
2005	375,617.	1,088,400.	0.345109

2	Total of line 1, column (d)	2	3.241692
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	0.648338
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	995,713.
5	Multiply line 4 by line 3	5	645,559.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	239.
7	Add lines 5 and 6	7	645,798.
8	Enter qualifying distributions from Part XII, line 4	8	315,587.

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)

1a	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 ruling 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	478.
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	
3	Add lines 1 and 2			3	478.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	478.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	400.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	78.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	478.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX,			
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)*

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 ▶ CHARLES STRICKLAND Telephone no ▶ 210-648-0000

Located at ▶ P.O. BOX 207916 SAN ANTONIO, TX ZIP + 4 ▶ 78220-7916

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

			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		
	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 ▶ ______, ______, ______, ______			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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		
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**

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? ☐ 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**

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
ATTACHMENT 8		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		0.	0.	0.

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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 N/A	
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 N/A	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	983,793.
b	Average of monthly cash balances	1b	27,083.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,010,876.
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	0.
3	Subtract line 2 from line 1d	3	1,010,876.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	15,163.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	995,713.
6	**Minimum investment return.** Enter 5% of line 5	6	49,786.

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	49,786.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	478.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	478.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	49,308.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	49,308.
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	49,308.

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	315,587.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
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	315,587.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	315,587.

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

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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				49,308.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . . . 322,679.				
b From 2006 . . . . . . 610,228.				
c From 2007 . . . . . . 1,107,730.				
d From 2008 . . . . . . 1,050,633.				
e From 2009 . . . . . . 341,560.				
f **Total** of lines 3a through e	3,432,830.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 315,587.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				49,308.
e Remaining amount distributed out of corpus	266,279.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,699,109.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	322,679.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	3,376,430.			
10 Analysis of line 9				
a Excess from 2006 . . . 610,228.				
b Excess from 2007 . . . 1,107,730.				
c Excess from 2008 . . . 1,050,633.				
d Excess from 2009 . . . 341,560.				
e Excess from 2010 . . . 266,279.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

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* ATTACHMENT 9				
Total . . . . . ▶ 3a				315,587.
b *Approved for future payment*				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	21,719.	
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	7,760.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME			01	61.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				29,540.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 29,540.

(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)

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
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

▶ Charles C Strickland 16/2011 ▶ VP - CFO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEWART GOODSON	Stewart Goodson CPA	18 May 2011		

Firm's name ▶ ERNST & YOUNG U.S. LLP | Firm's EIN ▶ 34-6565596

Firm's address ▶ P.O. BOX 2938
SAN ANTONIO, TX 78299-2938 | Phone no 210-228-9696

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
HOLT FOUNDATION

Employer identification number
74-2728633

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 HOLT FOUNDATION

Employer identification number 74-2728633

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HOLT COMPANIES P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	$ 245,304.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS - STRATEGIC PORTFOLIO	3,765.	3,765.
DIVIDENDS - AMERIPRISE	9,564.	9,564.
DIVIDENDS - 18022	7.	7.
DIVIDENDS - 18023	44.	44.
DIVIDENDS - 1938C	8,339.	8,339.
TOTAL	21,719.	21,719.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	61.	61.
TOTALS	61.	61.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMITH BARNEY INVESTMENT FEES	4,113.	4,113.
AMERIPRISE INVESTMENT FEES	1,008.	1,008.
TOTALS	5,121.	5,121.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		269.	269.
TAXES		428.	0.
	TOTALS	697.	269.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS EXPENSES	246.	246.
TOTALS	246.	246.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERIPRISE MUTUAL FUNDS	759,914.	678,802.
SMITH BARNEY FUNDS	314,818.	376,392.
TOTALS	1,074,732.	1,055,194.

ATTACHMENT 7

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
BOOK/TAX DIFFERENCES		1,511.
	TOTAL	1,511.

HOLT FOUNDATION 74-2728633

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PETER M. HOLT P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	PRESIDENT 1.00	0.	0.	0.
CHARLES C. STRICKLAND P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	VICE-PRESIDENT/SEC. 1.00	0.	0.	0.
PAUL HENSLEY P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	TREASURER 1.00	0.	0.	0.
BENJAMIN D. HOLT, JR. P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	DIRECTOR 1.00	0.	0.	0.
BENJAMIN D. HOLT, III P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	DIRECTOR 1.00	0.	0.	0.
ANNE HOLT P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, TX 78212	NONE EXEMPT	CHARITABLE	142,857
CANCER THERAPY RESEARCH CENTER 8122 DATAPOINT DRIVE SAN ANTONIO, TX 78229	NONE EXEMPT	CHARITABLE	6,000
GUADALUPE BLANCO RIVER TRUST 933 EAST COURT STREET SEGUIN, TX 78155	NONE EXEMPT	CHARITABLE	10,000
KLRN 501 BROADWAY SAN ANTONIO, TX 78215	NONE EXEMPT	CHARITABLE	2,500
LIFE TIME RECOVERY 10290 SOUTHTON RD SAN ANTONIO, TX 78223	NONE EXEMPT	CHARITABLE	30,000
SOUTHWEST FOUNDATION FOR BIOMEDICAL RESEARCH 7620 NW LOOP 410 SAN ANTONIO, TX 78245	NONE EXEMPT	CHARITABLE	17,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST FRANCIS HIGH SCHOOL 233 W BROADWAY LOUISVILLE, KY 40202	NONE EXEMPT	CHARITABLE	90,685
TEXAS PUBLIC RADIO 8401 DATAPOINT DRIVE, SUITE 800 SAN ANTONIO, TX 78229	NONE EXEMPT	CHARITABLE	1,200
KOMEN RACE FOR THE CURE 527 N LEONA STREET SAN ANTONIO, TX 78207	NONE EXEMPT	CHARITABLE	500
CHILDREN'S ASSOCIATION FOR MAXIMUM POTENTIAL PO BOX 27086 SAN ANTONIO, TX 78227	NONE EXEMPT	CHARITABLE	5,000
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON STREET SAN ANTONIO, TX 78205	NONE EXEMPT	CHARITABLE	2,595
CITY KIDS ADVENTURES PO BOX 830655 SAN ANTONIO, TX 78283	NONE EXEMPT	CHARITABLE	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MULTIPLE SCLEROSIS BIKE MS 150 PO BOX 4125 HOUSTON, TX 77210	NONE EXEMPT	CHARITABLE	1,000
SAN ANTONIO LIVESTOCK EXPO PO BOX 200230 SAN ANTONIO, TX 78220	NONE EXEMPT	CHARITABLE	750
		TOTAL CONTRIBUTIONS PAID	315,587.

HOLT FOUNDATION

74-2728633

Schedule D Detail of Short-term Capital Gains and Losses

ATTACHMENT 1

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
ST SALES THRU SMITH BARNEY 1938C - SEE ATTACHED	VARIOUS	VARIOUS	103,877	101,146	2,731
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			103,877	101,146	2,731.
Totals			103,877	101,146	2,731

JSA
0F0971 2 000

ATTACHMENT 10

HOLT FOUNDATION 74-2728633 74-2728633

Schedule D Detail of Long-term Capital Gains and Losses

ATTACHMENT 2

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
LT SALES THRU SMITH BARNEY 1938C - SEE ATTACHED	VARIOUS	VARIOUS	20,120	16,023	4,097
LT CAPITAL GAIN DISTRIBUTIONS THRU SB 1938C	VARIOUS	VARIOUS	932		932
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			21,052	16,023	5,029
			21,052		
Totals				16,023	5,029

JSA
0F0970 2 000

ATTACHMENT 11

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition although cash in lieu less than $20 is not included on Form 1099-B (if applicable) it is included in this section Please note this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	17	ACCENTURE PLC	11/11/09	01/13/10	$ 724 53	$ 564 16		$ 60 37
125000020	4	ALCON INC	11/11/09	01/13/10	613 95	589 52		24 43
125000030	4	ALCON INC	11/11/09	03/25/10	646 27	589 52		56 75
125000040	18	ALCON INC	11/11/09	09/15/10	2 986 51	2 652 84		333 67
125000050	12	WEATHERFORD INTERNATIONAL LTD -CHF	11/11/09	05/19/10	179 39	224 01	(44 62)	
125000060	5	AFLAC INC	11/11/09	01/13/10	255 14	224 30		30 84
125000070	23	AFLAC INC	11/11/09	02/11/10	1,089 33	1 031 78		57 55
125000080	10	ABBOTT LABORATORIES	11/11/09	01/13/10	554 19	532 56		21 63
125000090	1	ABBOTT LABORATORIES	11/11/09	06/04/10	46 72	53 26	(6 54)	
125000100	22	ABBOTT LABORATORIES	11/11/09	10/21/10	1 161 13	1 171 63	(10 50)	
125000110	38	ABBOTT LABORATORIES	11/11/09	11/10/10	1 894 75	2 023 73	(128 98)	
125000120	4	ADOBE SYSTEMS INC (DE) CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	144 99	142 19		2 80
125000130	25	ADOBE SYSTEMS INC (DE) CGMI AND/OR ITS AFFILIATES	11/11/09	02/22/10	842 06	888 60	(46 54)	
125000140	24	ADOBE SYSTEMS INC (DE) CGMI AND/OR ITS AFFILIATES	11/11/09	06/25/10	722 02	853 15	(131 13)	
125000150	3	AIR PRODUCTS & CHEMICALS INC	11/11/09	01/13/10	249 02	248 22		80

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	21	AIR PRODUCTS & CHEMICALS INC	11/11/09	07/01/10	$ 1,369 54	$ 1 737 54	($ 368 00)	
125000200	11	AMGEN INC CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	623 69	602 89		20 80
125000210	26	AMGEN INC CGMI AND/OR ITS AFFILIATES	11/11/09	10/26/10	1,484 78	1 425 01		59 77
125000260	140 952	ARTISAN MID CAP VALUE FUND	11/11/09	01/13/10	2,573 78	2 461 02		112 76
125000270	23 898	ARTISAN MID CAP VALUE FUND CONFIRM #500001551632212	11/11/09	06/04/10	419 17	417 26		1 91
125000280	10	BANCO SANTANDER S A	11/11/09	01/13/10	170 39	172 38	(1 99)	
125000290	19	BANK OF AMERICA CORP	11/11/09	01/13/10	317 10	311 94		5 16
125000300	8	C R BARD INC NEW JERSEY	11/11/09	01/13/10	660 07	646.56		13 51
125000310	114 98	BARON SMALL CAP FD	11/11/09	01/13/10	2,274 30	2 109 88		164 42
125000320	36 149	BARON SMALL CAP FD CONFIRM #500001550858750	11/11/09	06/04/10	706 35	663 33		43 02
125000330	6	BAXTER INTL INC	11/11/09	01/13/10	362 39	342 17		20 22
125000340	9	BOEING CO	01/30/09	01/13/10	550 97	373 97		177 00
125000350	8	C H. ROBINSON WORLDWIDE INC CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	458 71	463 49	(4 78)	
125000360	30	CISCO SYS INC CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	739 19	718 50		20 69
125000370	6	CISCO SYS INC CGMI AND/OR ITS AFFILIATES	06/04/10	11/16/10	116 35	137.36	(21 01)	
125000380	17	CONAGRA FOODS INC	11/11/09	01/13/10	404 25	374 34		29 91
125000390	4	CONAGRA FOODS INC	11/11/09	06/04/10	97 46	88 08		9 38
125000420	7	DEERE & CO	11/11/09	01/13/10	405 92	337 68		68 24
125000430	1	DEERE & CO	11/11/09	06/04/10	57.84	48 24		9 60
125000440	4	DIAGEO PLC SPON ADR-NEW	11/11/09	01/13/10	277 03	270 28		6 75
125000450	11	DOMINION RESOURCES INC VA NEW	11/11/09	01/13/10	430.31	403 15		27 16
125000460	2	DOMINION RESOURCES INC VA NEW	11/11/09	06/04/10	79 13	73 30		5 83
125000470	40	DOMINION RESOURCES INC VA NEW	11/11/09	10/20/10	1 786 80	1,466 00		320 80
125000480	19	EMC CORP-MASS	11/11/09	01/13/10	335 15	322 96		12 19
125000490	11	EMC CORP-MASS	11/11/09	06/04/10	202 12	186 98		15 14
125000500	1	EAST WEST BANCORP INC CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	15 98	13 33		2 65

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000510	3	EAST WEST BANCORP INC CGMI AND/OR ITS AFFILIATES	11/11/09	06/04/10	$ 47 25	$ 39 99		$ 7 26
125000520	6	FPL GROUP INC	11/11/09	01/13/10	308 21	308 04		17
125000530	1	FPL GROUP INC	11/11/09	01/25/10	48 15	51 34	(3 19)	
125000540	3	GENTEX CORP CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	55.25	52 05		3 20
125000550	61	GENTEX CORP CGMI AND/OR ITS AFFILIATES	11/11/09	09/28/10	1 175 03	1 058 35		116 68
125000560	14	GILEAD SCIENCES INC CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	640 91	657 94	(17 03)	
125000570	27	GILEAD SCIENCES INC CGMI AND/OR ITS AFFILIATES	11/11/09	07/12/10	932 78	1 268 90	(336 12)	
125000580	24	GILEAD SCIENCES INC CGMI AND/OR ITS AFFILIATES	11/11/09	07/19/10	790 28	1 127 90	(337 62)	
125000590	21 2	GILEAD SCIENCES INC CGMI AND/OR ITS AFFILIATES	11/11/09 06/04/10	07/21/10	695 39 66 23	986 92 69 36	(291 53) (3 13)	
125000610	9	HERSHEY COMPANY	11/11/09	01/13/10	330 83	341 91	(11 08)	
125000620	1	HERSHEY COMPANY	11/11/09	01/25/10	36 51	37 99	(1 48)	
125000630	7	HERSHEY COMPANY	11/11/09	06/04/10	341 72	265 93		75 79
125000660	6	HOSPIRA INC	11/11/09	01/13/10	311 27	287 70		23 57
125000670	3	INTL BUSINESS MACHINES CORP	04/02/09	01/13/10	391 58	297 56		94 02
125000680	8	INTUIT INC CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	252 79	240 00		12 79
125000690	3	INTUIT INC CGMI AND/OR ITS AFFILIATES	11/11/09	06/04/10	107.13	90 00		17 13
125000700	10	JPMORGAN CHASE & CO	11/11/09	01/13/10	443 99	441 48		2 51
125000710	5	KELLOGG CO	11/11/09	01/13/10	268 69	263 10		5 59
125000720	2	KELLOGG CO	11/11/09	01/25/10	108 43	105 24		3 19
125000730	31	KELLOGG CO	11/11/09	05/06/10	1 667 88	1 631 22		36 66
125000740	11	L OREAL CO ADR -USD- CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	251 89	237 71		14 18
125000750	70 8	L OREAL CO ADR -USD- CGMI AND/OR ITS AFFILIATES	11/11/09 06/04/10	08/19/10	1,404 85 160 55	1 512 70 145 39	(107 85)	 15 16
125000760	228	LAZARD EMERGING MARKETS PORT FUND	11/11/09	01/13/10	4 215 72	4 190 64		25 08

2010 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000770	6	ELI LILLY & CO	11/11/09	01/13/10	$ 215 63	$ 210.48		$ 5 15
125000780	5	M & T BK CORP	11/11/09	01/13/10	368 34	320 30		48 04
125000790	5	M & T BK CORP	11/11/09	05/24/10	413 93	320 30		93 63
125000800	4	MASTERCARD INC	11/11/09	01/13/10	1,019.62	950 76		68 86
125000820	67	MITSUBISHI UFJ FINANCIAL GROUP INC ADR	11/11/09	01/13/10	353 08	381 69	(28 61)	
125000830	4	MOLEX INC CL A	12/17/09	01/13/10	79 60	72.32		7 28
	6	CGMI AND/OR ITS AFFILIATES	12/18/09		119 39	110 19		9 20
125000840	1	NEXTERRA ENERGY INC	11/11/09	06/04/10	49 31	51 34	(2.03)	
125000850	8	NORTHROP GRUMMAN CORP	10/26/09	01/13/10	476 07	405 78		70 29
125000860	1	NORTHROP GRUMMAN CORP	10/26/09	06/04/10	59 00	50 72		8 28
125000870	355 964	NUVEEN TRADEWINDS INTL VALUE FUND CLASS I CONFIRM #500000130213320	11/11/09	01/13/10	8,699 76	8 461 26		238 50
125000880	48	ORACLE CORP CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	1,195 66	1,050 14		145 52
125000890	4	J C PENNEY CO INC	11/11/09	01/13/10	104 07	119 99	(15 92)	
125000900	9	J C PENNEY CO INC	11/11/09	01/25/10	226 60	269 99	(43 39)	
125000910	5	POLO RALPH LAUREN CORP CL A	11/11/09	01/13/10	428 79	408 15		20 64
125000930	3	QUESTAR CORP	11/11/09	01/13/10	132 62	128 25		4.37
125000940	55 985	T ROWE PRICE MID CAP GROWTH FUND CONFIRM #002122420	11/11/09	01/13/10	2,737 11	2 591 55		145 56
125000950	20 819	T ROWE PRICE MID CAP GROWTH FUND CONFIRM #500001550736717	11/11/09	06/04/10	1,016 38	963 71		52 67
125000960	122 999	ROYCE PREMIER FUND	11/11/09	01/13/10	2,079 91	1,964.29		115 62
125000970	30 099	ROYCE PREMIER FUND INV CLASS CONFIRM #500001550992435	11/11/09	06/04/10	495 73	480 68		15 05
125000980	8	SAFEWAY INC NEW	11/11/09	01/13/10	173 51	186 24	(12 73)	
125000990	12	SCHWAB CHARLES CORP CGMI AND/OR ITS AFFILIATES	10/02/09	01/13/10	228 47	224 64		3 83
125001000	223 941	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CONFIRM #500000130213254	11/11/09	01/13/10	2,913 47	2 848 53		64 94

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001010	561 443	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CONFIRM #500001551028858	11/11/09	06/04/10	$ 7 214 54	$ 7 141 55		$ 72 99
125001020	8	TEXAS INSTRUMENTS INC	11/11/09	01/13/10	200 72	202 80	(2.08)	
125001030	1	TEXAS INSTRUMENTS INC	11/11/09	01/25/10	23 65	25 35	(1 70)	
125001040	2	TEXAS INSTRUMENTS INC	11/11/09	06/04/10	49 23	50 70	(1 47)	
125001050	4	TIME WARNER INC	02/11/10	06/04/10	121 75	110 93		10 82
125001060	8	UNILEVER NV NY SHS-NEW	11/11/09	01/13/10	257 60	251 90		5 70
125001100	2	VISA INC COM CL A	06/04/10	06/25/10	154 07	144 82		9 25
125001110	10	VODAFONE GROUP PLC SPONS ADR NEW CGMI AND/OR ITS AFFILIATES	11/11/09	01/13/10	226 09	223 87		2 22
125001120	2	VODAFONE GROUP PLC SPONS ADR NEW CGMI AND/OR ITS AFFILIATES	11/11/09	01/25/10	43 60	44 77	(1 17)	
125001130	1.010 939	WESTERN ASSET CORE PLUS PORTFOLIO INSTL CLASS	11/11/09	01/13/10	10 432 89	10 230 70		202 19
125001140	1 569 924	WESTERN ASSET CORE PLUS BOND FUND CL I CONFIRM #500001550756541	11/11/09	06/04/10	16 656 89	15 887 63		769 26
125001150	37	ZIONS BANCORP CGMI AND/OR ITS AFFILIATES	11/11/09	06/04/10	828 11	493 68		334 23
Total					$ 103,877.27	$ 101 146 77	($ 1,982 32)	$ 4,712 82

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition although cash in lieu less than $20 is not included on Form 1099-B (if applicable) it is included in this section Please note this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000170	13	ALLERGAN INC	01/11/05	01/13/10	$ 779 21	$ 519 02		$ 260 19
125000180	4	AMAZON COM INC CGMI AND/OR ITS AFFILIATES	03/14/08	01/13/10	516 31	270 24		246 07

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000190	3	AMAZON COM INC CGMI AND/OR ITS AFFILIATES	03/14/08	09/07/10	$ 413 49	$ 202 68		$ 210 81
	4		04/11/08		551 32	289 23		262 09
125000220	3	APPLE INC CGMI AND/OR ITS AFFILIATES	05/03/06	01/13/10	630 44	212 34		418 10
	4		08/25/06		840 59	273 60		566 99
125000230	1	APPLE INC CGMI AND/OR ITS AFFILIATES	08/25/06	04/30/10	261 59	68 40		193 19
125000240	1	APPLE INC CGMI AND/OR ITS AFFILIATES	08/25/06	06/04/10	259 33	68 40		190 93
125000250	4	APPLE INC CGMI AND/OR ITS AFFILIATES	08/25/06	11/12/10	1,226 58	273 61		952 97
125000340	1	BOEING CO	08/14/08	01/13/10	61 22	65 14	(3 92)	
125000370	167	CISCO SYS INC CGMI AND/OR ITS AFFILIATES	11/11/09	11/16/10	3,238 48	3,999 65	(761 17)	
125000400	71	CONAGRA FOODS INC	11/11/09	12/31/10	1,600 91	1 563 42		37 49
125000410	4	CONOCOPHILLIPS	02/16/06	01/13/10	211 55	238 66	(27.11)	
125000600	2	GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	01/11/05	01/13/10	1,169 54	391 21		778 33
125000640	3	HOME DEPOT INC	12/18/07	01/13/10	84 48	77 64		6 84
	5		01/15/08		140 80	126 92		13 88
	4		01/16/08		112 63	103 75		8 88
125000650	6	HOME DEPOT INC	01/16/08	06/04/10	193 85	155 62		38 23
125000810	11	MASTERCARD INC	11/11/09	12/20/10	2,451 22	2 614 59	(163 37)	
125000920	17	QUALCOMM INC CGMI AND/OR ITS AFFILIATES	12/31/08	01/13/10	830 77	610 17		220 60
125001070	11	VARIAN MEDICAL SYSTEMS INC	02/17/06	01/13/10	538 11	658 08	(119 97)	
	1		02/21/06		46 92	59 53	(10 61)	
	5		02/22/06		244 59	298 07	(53 48)	
125001080	9	VISA INC COM CL A	03/20/08	01/13/10	782 72	550 89		231 83
125001090	9	VISA INC COM CL A	03/20/08	06/24/10	697 48	550 89		146 59
125001100	28	VISA INC COM CL A	03/20/08	06/25/10	2,156 97	1 713 90		443 07
	1		04/08/08		77 03	67 00		10 03
Total					$ 20,120 13	$ 16,022 65	($ 1,139 63)	$ 5,237 11

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization HOLT FOUNDATION	**Employer identification number** 74-2728633
	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 207916	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SAN ANTONIO, TX 78220-7916	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ CHARLES STRICKLAND

Telephone No ▶ 210 648-0000 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ ☒ calendar year 20 10 or
▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___.

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

3a	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	**3a**	$ 478.
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	**3b**	$ 400.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**3c**	$ 78.

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

For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)

JSA
0F8054 4 000