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Form **990-PF**

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

OMB No 1545-0052

Department of the Treasury Internal Revenue Service Note The foundation may be able to use a copy of this return to satisfy state reporting requirements For calendar year 2011 or tax year beginning and ending Name of foundation A Employer identification number HOLMAN FOUNDATION, INC. 22-3127387 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number DANSER, BALAAM & FRANK, 5 INDEPENDENCE WA 320 (609)987-0300 City or town, state, and ZIP code C If exemption application is pending, check here PRINCETON, NJ 08540 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, 2, check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J Accounting method: X Cash Accrual If the foundation is in a 60-month termination (from Part II, col (c), line 16) Other (specify) under section 507(b)(1)(B), check here 5,678,283. (Part I, column (d) must be on cash basis) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements for charitable purposes (cash basis only) (b) Net investment (a) Revenue and (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) expenses per books income income 300,000 N/A Contributions, gifts, grants, etc., received Check X If the foundation is not required to attach Sch. 8 Interest on savings and temporary cash investments Dividends and interest from securities 119,722. 155,706. STATEMENT 5a Gross rents b Net rental income or (loss) 77,105 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 791,499. 164,813 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications RECEIVED 10a Gross sales less returns and allowances S b Less Cost of goods sold 18 2017 Q c Gross profit or (loss) ⋈ STATEMENT <u>8,25i</u>7 11 Other income 496,827 328,776. 12 Total. Add lines 1 through 11 **OCDEN** 0. 0 0. Compensation of officers, directors, trustees, etc. Other employee salaries and wages 15 Pension plans, employee benefits STMT 3 14,016 0. 14,016. 16a Legal fees 13,575 STMT 4 0. 13,575. **b** Accounting fees 29,823. STMT 5 29,823 c Other professional fees 11,940. 17 Interest STMT 6 4,590 4.342 0. 18 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications STMT 7 151 6,505 0. 23 Other expenses 24 Total operating and administrative <u>62,</u>155 52,610 27,591. expenses Add lines 13 through 23 25 Contributions, gifts, grants paid 272,500 272,500. 26 Total expenses and disbursements. 334,655 52,610 Add lines 24 and 25 300,091. 27 Subtract line 26 from line 12: 162,172 a Excess of revenue over expenses and disbursements 276,1<u>6</u>6 b Net investment income (if negative, enter -0-)

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF**

C Adjusted net income (if negative, enter -0-)

N/A

Pearl II Balance Sheets Annex Accesses as resource to december by Gine of year End of year (e) Float Matter Value (e) Float Value (e) Float Matter Value (e) Float Value (e) Flo	<u>Fo</u>	rm 99	00-PF (2011) HOLMAN FOUNDATION, INC.			3127387 Page 2
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31 Total liabilities and net assets/fund balances 5,060,385. 5,222,557. 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Occreases not included in line 2 (itemize) ▶ 5 Occreases	As	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
31 Total liabilities and net assets/fund balances 5,060,385. 5,222,557. 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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Occreases not included in line 2 (itemize) ▶ 5 Occreases	Š	30	Total net assets or fund balances	5,060,385.	5,222,557.	
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Oc.						
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 0.	_	31	Total liabilities and net assets/fund balances	5,060,385.	5,222,557.	
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) 2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 0.	P	art	Analysis of Changes in Net Assets or Fund E	Balances		
(must agree with end-of-year figure reported on prior year's return)15,060,385.2Enter amount from Part I, line 27a2162,172.3Other increases not included in line 2 (itemize) ▶30.4Add lines 1, 2, and 345,222,557.5Decreases not included in line 2 (itemize) ▶50.	_					
2 Enter amount from Part I, line 27a 3 Other increases not included in line 2 (itemize) ▶ 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ▶ 5 Decreases not included in line 2 (itemize) ▶ 6 162,172. 1 3 0. 1 4 5,222,557. 2 162,172. 3 0.				e 30		F 060 00F
3 Other increases not included in line 2 (itemize) ► 4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 Oc.		-			 	
4 Add lines 1, 2, and 3 5 Decreases not included in line 2 (itemize) ► 5 0.						
5 Decreases not included in line 2 (itemize) ►						
						
5 Octat not assets of futio balances at end of year time 4 minus line 3) - Part II, Columnit (b), line 30				column (h) line 20	-	
Form 990-PF (2011)	<u>-</u>	<u>i Uldi</u>	nor assers or runo varances at enu or year time 4 minus line 3) - Part II, t	Solution (D), illie 30	6	

	pe the kind(s) of property sold (e. shouse; or common stock, 200 sh) P -	ow acquired Purchase Donation) Date a (mo., da		(d) Date sold (mo., day, yr.)
1a RBC					P				
b ACACIA						4_			
C									
<u>d</u>									
<u>e</u>		1		L					
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale			((h) Ga (e) plus	ın or (loss) (f) mınus ((g)
a 792,754.			714,35	8.					78,396.
b									86,417.
<u> </u>				+					
<u>d</u>		-							
Complete only for exacts showing	and an anti-man /h\ and an inad hi	t the foundation	2 2 10/01/00						
Complete only for assets showing								ol. (h) gaın ot less thar	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (i) col. (j), if any					from col. (
			001. ()), 11 ally						70 206
<u>a</u>	 	 							78,396. 86,417.
<u>b</u>		 		-					86,41/.
<u>C</u>				+					
d				+					
<u>e</u>	<i>C</i> .			$\overline{}$	1				
2 Capital gain net income or (net cap	If gain, also enter-lital loss)	er in Part I, line	7		2				164,813.
	•		. 7	가	-			-	104,013.
Net short-term capital gain or (loss		nd (6):		٦					
If gain, also enter in Part I, line 8, could fell (loss), enter -0- in Part I, line 8	olumn (c).			•				N/A	
Part V Qualification Un	der Section 4940(e) fo	r Reduced	Tax on Net	Inve	stment	Incor	me	и/л	
Nas the foundation liable for the section for the section for the foundation does not qualify	under section 4940(e). Do not c	omplete this pa	art.						Yes X No
1 Enter the appropriate amount in ea	ch column for each year; see inst	ructions before	making any entrie	s.					733
(a) Base period years Calendar year (or tax year beginning	(b) Adjusted qualifying di	stributions	Net value of no	(c) ncharit	able-use ass	sets	(Dıstrıb col. (b) dıv	(d) oution ratio ided by col. (c))
2010	15	50,260.		5,	243,8	63.			.028654
2009		70,156.		4,	162,6	71.			.088923
2008		31,131.		5,	260,1	23.			.062951
2007		50,348.			040,4				.043101
2006	2!	59,694.		4,	<u>912,4</u>	10.			.052865
2 Total of line 1, column (d)							2		.276494
3 Average distribution ratio for the 5-	year base period - divide the total	on line 2 by 5,	or by the number	of year	rs				
the foundation has been in existence	e if less than 5 years						3		.055299
4 Enter the net value of noncharitable	-use assets for 2011 from Part X	, line 5					4		5,697,934.
5 Multiply line 4 by line 3							5		315,090
6 Enter 1% of net investment income	(1% of Part I, line 27b)						6	-	2,762.
7 Add lines 5 and 6							7		317,852
8 Enter qualifying distributions from	Part XII. line 4						8		300,091
If line 8 is equal to or greater than See the Part VI instructions.		e 1b, and comp	plete that part using	g a 1%	tax rate.	,	<u> L</u>		

12460427 763954 HOLMFDN

	990-PF (2011) HOLMAN FOUNDATION, INC. rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4940(c)	<u>22-</u> 948 ·	312738' - see instr	7 uctio	Page 4 ns)
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 letter if necessary-see instructions)				
	Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1%	1		5,5	23.
	of Part I, line 27b		-		
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			0.
	Add lines 1 and 2	3		5,5	23.
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		5,5	23.
6	Credits/Payments:				
	2011 estimated tax payments and 2010 overpayment credited to 2011 [6a] 1,900.				
b	Exempt foreign organizations - tax withheld at source				
C	Tax paid with application for extension of time to file (Form 8868)				
	Backup withholding erroneously withheld 6d				
	Total credits and payments. Add lines 6a through 6d	7		1,9	00.
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		3,6	23.
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10			
	Enter the amount of line 10 to be: Credited to 2012 estimated tax	11			
	rt VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene	ın		Yes	No
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	d or			
	distributed by the foundation in connection with the activities				
C	Did the foundation file Form 1120-POL for this year?		1c		Х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. \triangleright \$ 0 . (2) On foundation managers. \triangleright \$ 0 .				
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		İ		
	managers. ▶ \$ 0.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities.				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	ſ			
	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	X	
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?				X
	If "Yes," attach the statement required by General Instruction T.				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			1	
	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?		7	X	
	If "Yes," complete Part II, col. (c), and Part XV				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	NJ			1	
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)			1	
	of each state as required by General Instruction G? If "No," attach explanation		8b	X	<u> </u>
9	Is the foundation claiming status as a private operating foundation within the meaning of section $4942(j)(3)$ or $4942(j)(5)$ for caler	ıdar			
	year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	 -	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	1	X

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	1990-PF (2011) HOLMAN FOUNDATION, INC. 22-312	7387		Page 5
Pa	art VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	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 ▶ DANSER, BALAAM & FRANK Telephone no. ▶ (609)			00
	Located at ► 5 INDEPENDENCE WAY, PRINCETON, NJ ZIP+4 ►0	<u>8540</u>	_	
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	N	/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16	<u> </u>	X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
- Da	country ► art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
Га		$\overline{}$	Yes	No
4.	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		162	INO
ıa	a 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 X No			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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)?			
	(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.)			
b	o 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 instructions)?	1b		X
	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 2011?	10		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)):			
а	a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2011?			
	If "Yes," list the years , , , , , , , , , , , , , , , , , , ,			
D	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	ا مد		
	statement - see instructions.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b		
32	▶,,,,,,, a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			·
-	during the year?			
h	b if "Yes," did it have excess business holdings in 2011 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 2011) N/A	3b	<u> </u>	
4a	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			
	had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	<u> </u>	<u>x</u>
	F	orm 990	-PF ((2011)

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orm 990-PF (2011) HOLMAN FOUNDATION, INC.			<u> 22-3127:</u>	<u> 387</u>	Page 6
Part VII-B Statements Regarding Activities for Which F	Form 4720 May Be I	Required (contin	ued)		,
5a During the year did the foundation pay or incur any amount to:					
(1)' Carry on propaganda, or otherwise attempt to influence legislation (section	* **		es 🛣 No 📗		
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indir				
any voter registration drive?			es X No		ľ
(3) Provide a grant to an individual for travel, study, or other similar purposes		Y	es 🗶 No		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section	_			
509(a)(1), (2), or (3), or section 4940(d)(2)?			es X No	}	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or		_		
the prevention of cruelty to children or animals?			es X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unc	•	ın Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	5b	
Organizations relying on a current notice regarding disaster assistance check h					Ì
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr					
expenditure responsibility for the grant?		I/A	s L No		
If "Yes," attach the statement required by Regulations section 53 4945			İ		•
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	pay premiums on				
a personal benefit contract?		Ye	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		-	6b	X_
If "Yes" to 6b, file Form 8870.					
7a At any time during the tax year, was the foundation a party to a prohibited tax s		Ye	8 X No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attribu			N/A	7b	
Part VIII Information About Officers, Directors, Truste Paid Employees, and Contractors	ees, roundation Ma	inagers, Higniy	y		
List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(е) Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	acc	ount, other llowances
SEE STATEMENT 11		0.	0.	,	0.
					-
				1	
				ĺ	
Compensation of five highest-paid employees (other than those inc		enter "NONE."		,	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	(e	Expense ount, other
(4)	hours per week devoted to position	(c) compensation	and deferred compensation		lowances
NONE					
				<u> </u>	
				<u> </u>	
*A-Laurehan of other ampleures and our -050 000		<u> </u>			
otal number of other employees paid over \$50 000					ი

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)	
3 Five highest-paid independent contractors for professional services. 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	▶ 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 N/A	
1 N/A	-
· · · · · · · · · · · · · · · · · · ·	7
2	
]
3	_
	_
4	_
	-
Part IX-B Summary of Program-Related Investments	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
	7
2	
	⊣
All other program-related investments. See instructions.	
3	-
	-
Total. Add lines 1 through 3	0.
Total, And lines 1 dillough 5	Form 990-PF (2011)

P	art X Minimum Investment Return (All domestic foundations mus	t complete this part. Foreign foun	dations, s	ee instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, e	tc. nurnoses	1-	
а	Average monthly fair market value of securities	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1a	5.709.377.
b	Average of monthly cash balances		1b	5,709,377. 75,328.
C	Fair market value of all other assets	Ī	1c	
d	Total (add lines 1a, b, and c)	ſ	1d	5,784,705.
е	Reduction claimed for blockage or other factors reported on lines 1a and			
	1c (attach detailed explanation)	0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,784,705.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, se	e instructions)	4	86,771.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Pa	art V, line 4	5	5,697,934.
6	Minimum investment return Enter 5% of line 5		6	284,897.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (foreign organizations check here ■ and do not complete this part.)	j)(5) private operating foundations and	d certain	
1	Minimum investment return from Part X, line 6		1	284,897.
2a	Tax on investment income for 2011 from Part VI, line 5	5,523.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	b		
C	Add lines 2a and 2b		2c	5,523.
3	Distributable amount before adjustments. Subtract line 2c from line 1	<u> </u>	3	279,374.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4	1	5	279,374.
6	Deduction from distributable amount (see instructions)		6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII	l, line 1	7	279,374.
P	art XII Qualifying Distributions (see instructions)			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purpos	es:		
a	Expenses, contributions, gifts, etc total from Part I, column (d), line 26		1a	300,091.
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			
3	Amounts set aside for specific charitable projects that satisfy the:			
а	Suitability test (prior IRS approval required)	Į	3a	
b	Cash distribution test (attach the required schedule)		3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and 8	Part XIII, line 4	4	300,091.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	nent		
	income. Enter 1% of Part I, line 27b		5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	į	6	300,091.
	Note: The amount on line 6 will be used in Part V. column (b), in subsequent years when	n calculation whether the foundation o	ualifies for t	the section

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI,		102.0 p.10.10 2010		
line 7				279,374.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:				
,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,, ,,, ,		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 438.				
b From 2007 c From 2008 70,061.				
d From 2009 164, 236.				
e From 2010				
f Total of lines 3a through e	234,735.			
4 Qualifying distributions for 2011 from	234/1334			
Part XII, line 4: ►\$ 300,091.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior			7	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2011 distributable amount				279,374.
e Remaining amount distributed out of corpus	20,717.			
5 Excess distributions carryover applied to 2011 (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	255,452.			
b Prior years' undistributed income. Subtract	233, 432.			
line 4b from line 2b		0.		
c Enter the amount of prior years'			-	
undistributed income for which a notice of				
deficiency has been issued, or on which the section 4942(a) tax has been previously				
assessed		0.		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.		
e Undistributed income for 2010. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2012		. <u>-</u>		0,
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006	120			
not applied on line 5 or line 7	438.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	255,014.			
10 Analysis of line 9:	233,014.			
a Excess from 2007				
b Excess from 2008 70,061.				
c Excess from 2009 164, 236.				
d Excess from 2010				
e Excess from 2011 20,717.				
				Form 000-DE (2011)

Form **990-PF** (2011

Part XIV Private Operating F	oundations (see in:	structions and Part VI	I-A, question 9)	N/A	2/38/ Tugo 10
1 a If the foundation has received a ruling o					
foundation, and the ruling is effective for		· · · · · · · · · · · · · · · · · · ·			
b Check box to indicate whether the found	·	-	in section	4942(j)(3) or 49	42(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years	, 10 12())(0) 01 10	
income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
investment return from Part X for	<u>``</u>	<u> </u>		<u> </u>	
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	<u> </u>				
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			ŀ		
an exempt organization					
(4) Gross investment income Part XV Supplementary Info	rmation (Comple	te this nart only	if the foundation	had \$5 000 or mo	re in assets
at any time during t					
1 Information Regarding Foundation				<u> </u>	
a List any managers of the foundation wh		than 2% of the total con	tributions received by the	foundation before the clos	e of any tax
year (but only if they have contributed n					•
WAYNE J HOLMAN III					
b List any managers of the foundation wh other entity) of which the foundation ha	o own 10% or more of th	e stock of a corporation	(or an equally large porti	on of the ownership of a pa	irtnership or
• •	s a 10% of greater filteres	5 1.			
NONE 2 Information Regarding Contribution	ion Grant Gift Loon	Scholarchin etc. D	rogramo:		
2 Information Regarding Contribute Check here ► X if the foundation of				not accept unsolicited requ	acts for funds If
the foundation makes gifts, grants, etc.					
a The name, address, and telephone num	`		• •		
a The name, address, and telephone num	bei of the person to who	ii applications should be	addiossed.		
b The form in which applications should be	e submitted and informa	tion and materials they s	should include:		
c Any submission deadlines:				· ·	-
				- Al Z A	<u>-</u>
d Any restrictions or limitations on award	s, such as by geographic	aı areas, charıtable fields	, kinds of institutions, or	otner factors:	
122801 12 02 11					Form QQ0_DF (2011)

Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual. Recipient show any relationship to Foundation Purpose of grant or any foundation manager or substantial contributor Amount status of contribution Name and address (home or business) recipient a Paid during the year AMERICAN FAMILY BUSINESS FOUNDATION NONE PUBLIC CHARITY GENERAL PURPOSE 722 12TH STREET NW, 4TH FLOOR WASHINGTON DC 20005 20,000. BILL OF RIGHTS INSTITUTE NONE PUBLIC CHARITY GENERAL PURPOSE 200 NORTH GLEBE ROAD SUITE 200 ARLINGTON . VA 22203 10,000. CENTER FOR EQUAL OPPORTUNITY NONE PUBLIC CHARITY GENERAL PURPOSE 7.700 LEESBURG PIKE SUITE 231 FALLS CHURCH, VA 22043 22,500. COUNCIL FOR NATIONAL POLICY NONE PUBLIC CHARITY GENERAL PURPOSE 1411 K ST, NW STE 601 WASHINGTON, DC 20005 10,000. DONORS TRUST NONE PUBLIC CHARITY GENERAL PURPOSE 109 NORTH HENRY ST ALEXANDRIA VA 22314 20,000. SEE CONTINUATION SHEET(S) Total ➤ 3a 272 500 b Approved for future payment NONE Total

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

Enter gross amounts unless otherwise indicated.	Unrelated t	ousiness income	Excluded	by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
	code		Code	7,1100111	
a	- 	_	+		
	_				
c				** "	
	1 1		-		· -
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	119,722.	
 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	77,105.	
9 Net income or (loss) from special events					
O Gross profit or (loss) from sales of inventory					
1 Other revenue:					
a					
b					
C					
d					
e					
2 Subtotal. Add columns (b), (d), and (e)		0		196,827.	0.
3 Total Add line 12, columns (b), (d), and (e)				13	196,827.
See worksheet in line 13 instructions 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).

123621 12-02-11

Form **990-PF** (2011)

nalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this return with the preparer shown below (see instr)? Sign Presiden Here X Yes Signature of officer d frustee Print/Type preparer's name Preparer's signature Date Check | If self- employed **Paid** DOROTHY J. FRANK P01245123 Preparer Firm's name ► DANSER, BALAAM & Firm's EIN $\triangleright 22 - 2020671$ **Use Only** Firm's address ▶ 5 INDEPENDENCE WAY, SUITE 320 PRINCETON, NJ 08540 609-987-0300 Phone no. Form **990-PF** (2011)

123622 12-02-11

Schedule B

or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No 1545-0047

Employer identification number

HOLMAN FOUNDATION, INC 22-3127387 Organization type (check one): Filers of: Section: 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization X 501(c)(3) exempt private foundation Form 990-PF 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, total 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 total 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 Part I, 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)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

<u>HOLMAN</u>	FOUNDATION FOUNDATION	N,	INC

22-3127387

Part I	Contributors (see instructions). Use duplicate copies of Part I if a	dditional space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1			Person X Payroll
(a) No.	(b) Name, address, and ZiP + 4	(c) Total contributions	(d) Type of contribution
2	WAYNE J HOLMAN III 615 RIFORD ROAD GLEN ELLYN, IL 60137	s	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total 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) Total 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) Total contributions	(d) Type of contribution
		\$	Person Payroli Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Moncash (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

HOLMAN FOUNDATION, INC.

22-3127387

(a) No. Obscription of noncash property given S. (c) FMV (or estimate) (see instructions) (d) Date receiver (e) FMV (or estimate) (see instructions) (see instructions) (see instructions) (d) Date receiver (e) FMV (or estimate) (see instructions) (see instructions) (see instructions) (d) Date receiver (e) FMV (or estimate) (see instructions) (see instructions) (see instructions) (d) Date receiver (e) FMV (or estimate) (see instructions) (see instr	art II	Noncash Property (see instructions). Use duplicate copies of P	Part II if additional space is needed	
(a) No. from Part I (a) No. from Description of noncash property given S Co (b) FMV (or estimate) (see instructions) Date receiver (c) FMV (or estimate) (see instructions) Date receiver (d) Date receiver S Co (e) No. from Description of noncash property given S (a) No. from Description of noncash property given S (a) No. from Description of noncash property given S (a) No. from Description of noncash property given S (b) TMV (or estimate) (see instructions) Date receiver (c) FMV (or estimate) (see instructions) Date receiver (d) Date receiver S (e) No. from Description of noncash property given S (e) No. from Description of noncash property given S (e) No. from Description of noncash property given S (e) No. from Description of noncash property given S (e) No. from Description of noncash property given S (f) Date receiver G (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Description of noncash property given S (g) No. from Descr			FMV (or estimate)	(d) Date received
No. from Description of noncash property given (a) No. (b) (c) (c) (d) (d) (d) (d) (d) (d) (d) (d) (d) (d			 	
(a) No. from Part I (a) No. (b) Description of noncash property given	No. from		(c) FMV (or estimate)	(d) Date received
No. from Description of noncash property given (a) No. from Description of noncash property given (b) FMV (or estimate) (see instructions) (c) FMV (or estimate) (d) Date received (see instructions) (d) Date received (see instructions) (e) FMV (or estimate) (see instructions) (a) No. from Description of noncash property given (b) FMV (or estimate) (see instructions) (c) FMV (or estimate) (see instructions) (d) Date received (see instructions) (d) Date received (see instructions) (e) FMV (or estimate) (see instructions) (f) Date received (see instructions) (g) FMV (or estimate) (see instructions) (g) FMV (or estimate) (see instructions) (g) FMV (or estimate) (see instructions) (g) FMV (or estimate) (see instructions)			\$	
(a) No. from Part I (b) FMV (or estimate) (see instructions) (c) FMV (or estimate) (see instructions) (d) Date received (see instructions) (a) No. from Part I (b) Description of noncash property given (c) FMV (or estimate) (see instructions) (d) Date received (see instructions) (a) No. from Part I (a) No. from Description of noncash property given (b) Description of noncash property given (see instructions) (b) Description of noncash property given (see instructions)	No. from		FMV (or estimate)	(d) Date received
No. from Part I (a) No. from Description of noncash property given (b) FMV (or estimate) (see instructions) (b) FMV (or estimate) (see instructions) (c) FMV (or estimate) (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (d) Date received (see instructions)			\$	
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No. from Description of noncash property given (a) No. from Description of noncash property given (b) FMV (or estimate) (see instructions) (c) FMV (or estimate) (see instructions) (d) Date received (a) (c) FMV (or estimate) (see instructions) (d) Date received (e) FMV (or estimate) (see instructions)			\$	
(a) No. (b) from Part I (c) FMV (or estimate) (see instructions) Date received	No. from		FMV (or estimate)	(d) Date received
No. (b) from Description of noncash property given Part I			\$	
	No. from		FMV (or estimate)	(d) Date received
l œ			\$ _	

Name of orga	nization		Employer identification number					
HOLMAN Part III	FOUNDATION, INC. Exclusively religious, charitable, etc., indiv year. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc. Use duplicate copies of Part III if additional	ne following line entry. For organizati c., contributions of \$1,000 or less fo	(c)(7), (8), or (10) organizations that total more than \$1,000 for the tions completing Part III, enter or the year. (Enter this information once)					
(a) No. from Part I	(b) Purpose of gift							
		(e) Transfer of gi	ift					
-	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee					
(a) No.								
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held					
.		-						
	(e) Transfer of gift							
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee					
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held					
		(e) Transfer of gi	ift					
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee					
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held					
-	(e) Transfer of gift							
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee					

HOLMAN FOUNDATION, INC.

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of any foundation manager contribution Name and address (home or business) or substantial contributor recipient ETHICS AND PUBLIC POLICY CENTER NONE PUBLIC CHARITY GENERAL PURPOSE 1730 M STREET NW, SUITE 910 WASHINGTON, DC 20046 25,000. FOUNDATION FOR ECONOMIC EDUCATION NONE PUBLIC CHARITY GENERAL PURPOSE 260 PEACHTREE ST NW, SUITE 2200 20,000. ATLANTA GA 30303 INTERCOLLEGIATE STUDIES INSTITUTE NONE PUBLIC CHARITY GENERAL PURPOSE 3901 CENTERVILLE RD WILMINGTON DE 19807 20,000. PUBLIC CHARITY GENERAL PURPOSE THE CATO INSTITUTE NONE 1000 MASSACHUSETTS AVENUE WASHINGTON DC 20001 50,000. PUBLIC CHARITY GENERAL PURPOSE THE HERITAGE FOUNDATION NONE 214 MASSACHUSETTS AVE WASHINGTON, DC 20002 50,000. THE NATIONAL CENTER FOR POLICY NONE PUBLIC CHARITY GENERAL PURPOSE 12770 COIT ROAD DALLAS TX 75251 25,000. Total from continuation sheets 190,000,

FORM 990-PF DIVIDEN	DC AND	TNIMED	EST FROM	CECI	TDTMTEC	STATEMENT	1
FORM 950 FF DIVIDEN.	DS AND	INTER	EST FROM	<u>560</u>	OKIIIES	STATEMENT	
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT	.)
RBC DAIN RAUSCHER	•		119,722.		0.	119,7	22.
TOTAL TO FM 990-PF, PART I,	LN 4		119,722.		0.	119,7	22.
FORM 990-PF	0	THER I	NCOME			STATEMENT	2
DESCRIPTION			(A) REVENUE PER BOOKS		(B) NET INVEST- MENT INCOME		
ACACIA PARTNERS, LP				0.	8,257	•	-
TOTAL TO FORM 990-PF, PART I	, LINE	11		0.	8,257	•	
FORM 990-PF		LEGAL	FEES			STATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INVI MENT IN		(C) ADJUSTED NET INCOM		
SAUL EWING LLP	1	4,016.		0	•	14,0	16.
TO FM 990-PF, PG 1, LN 16A	1	4,016.		0	•	14,0	16.
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN		(C) ADJUSTED NET INCOM		
DANSER, BALAAM & FRANK	1	3,575.		0	•	13,5	75.
TO FORM 990-PF, PG 1, LN 16B	1	3,575.		0	•	13,5	75.

FORM 990-PF (OTHER PROFES	SIONAL FEES	S	PATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RBC DAIN RAUSCHER	29,823.	29,823.		0.
TO FORM 990-PF, PG 1, LN 16C	29,823.	29,823.		0.
FORM 990-PF	TAX	ES	S'	FATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FED TAX ON INVESTMENT INCOME FOREIGN TAX WITHHELD TAX ON UBTI	2,197. 2,393. 0.	0. 4,342. 0.		0. 0. 0.
TO FORM 990-PF, PG 1, LN 18	4,590.	4,342.		0.
FORM 990-PF	OTHER E	XPENSES	S	ratement 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REPORT FILING FEE PORTFOLIO DEDUCTIONS-ACACIA OTHER DEDUCTIONS-ACACIA INVESTMENT EXPENSE	0. 0. 0. 151.	0. 6,354. 0. 151.		0. 0. 0.
TO FORM 990-PF, PG 1, LN 23	151.	6,505.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK		2,699,012.	3,051,929.
TOTAL TO FORM 990-PF, PART	II, LINE 10B	2,699,012.	3,051,929.
FORM 990-PF	CORPORATE BONDS		STATEMENT 9
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		192,286.	227,012.
TOTAL TO FORM 990-PF, PART	II, LINE 10C	192,286.	227,012.
FORM 990-PF	OTHER INVESTMENTS	3	STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACACIA PARTNERS, L.P.	COST	2,000,000.	2,068,083.
TOTAL TO FORM 990-PF, PART	II, LINE 13	2,000,000.	2,068,083.

	T OF OFFICERS, D FOUNDATION MANA		STATI	EMENT 11
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	
WAYNE J HOLMAN III GLEN ELLYN, IL	PRESIDENT/TRUS	TEE 0.	0.	0.
EUGENE MEYER	TRUSTEE	0.	0.	0.
WASHINGTON, DC		0.	0.	0.
LEE LIBERMAN OTIS FALLS CHURCH, VA	TRUSTEE 1.00	0.	0.	0.
STEPHEN MOORE FALLS CHURCH, VA	TRUSTEE 1.00	0.	0.	0.
JOHN VONKANNON	SECRETARY/TREA	SURER/TRUSTI	E 0.	0.
WASHINGTON, DC	1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	0.	0.	0.