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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
The Holt Family Foundation Ltd

% WAYNE G HOLT

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 88

City or town, state, and ZIP code
Elm Grove, WI 53122

A Employer identification number
39-1714992

B Telephone number (see page 10 of the instructions)
(262) 567-7002

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 1,461,518






J Accounting method

☐ Cash

☒ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	38,392	38,392		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	43,128			
	b Gross sales price for all assets on line 6a _____ 190,188				
	7 Capital gain net income (from Part IV, line 2)		43,128		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	81,520	81,520		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	50	30	0	20
	b Accounting fees (attach schedule).	10,460	4,184	0	6,276
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,195			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	29,419	17,576		11,843
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	41,124	21,790	0	18,139
	25 Contributions, gifts, grants paid.	69,500			69,500
	26 Total expenses and disbursements. Add lines 24 and 25	110,624	21,790	0	87,639
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-29,104			
	b Net investment income (if negative, enter -0-)		59,730		
	c Adjusted net income (if negative, enter -0-)				

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	9,069	9,261	9,261
	2	Savings and temporary cash investments	45,750	43,013	43,013
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	723,335 	735,878	835,318
	c	Investments—corporate bonds (attach schedule).	593,304 	555,397	573,635
	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) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	 1,486	 291	 291
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,372,944	1,343,840	1,461,518
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,372,944	1,343,840	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,372,944	1,343,840	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,372,944	1,343,840	

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	1,372,944
2	Enter amount from Part I, line 27a	2	-29,104
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,343,840
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,343,840

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)
1 a	BAIRD STATEMENT #1514-6707	P		
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 190,188		152,716	37,472
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			37,472
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	43,128
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))
2010	92,600	1,518,674	0 060974
2009	80,171	1,363,046	0 058818
2008	99,508	1,641,308	0 060627
2007	116,530	1,918,481	0 060741
2006	115,151	1,814,934	0 063446

2 Total of line 1, column (d).	2	0 304606
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 060921
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,558,872
5 Multiply line 4 by line 3.	5	94,968
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	597
7 Add lines 5 and 6.	7	95,565
8 Enter qualifying distributions from Part XII, line 4.	8	87,639

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 VIExcise 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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,195
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	1,195
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,195
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,486	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	1,486
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	291
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 291	Refunded	11	

Part VII-AStatements 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 in any political campaign? <input checked="" type="checkbox"/>		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
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		No
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 <input checked="" type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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. <input checked="" type="checkbox"/>	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> WI _____			
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of WAYNE G HOLT Telephone no (941) 925-7686 Located at 7686 CALLE FACIL Sarasota FL ZIP+4 34238			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, 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	Yes	No
See 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? (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? (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	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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
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?	1c		No
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 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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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
See Additional Data Table				
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
Total number of other employees paid over \$50,000.				

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
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,533,645
b	Average of monthly cash balances.	1b	47,572
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,394
d	Total (add lines 1a, b, and c).	1d	1,582,611
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	1,582,611
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	23,739
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,558,872
6	Minimum investment return. Enter 5% of line 5.	6	77,944

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	77,944
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,195
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,195
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	76,749
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	76,749
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	76,749

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	87,639
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	87,639
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	87,639
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				76,749
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.				
b	Total for prior years 2009 , 2008 , 2007				
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				24,877
b	From 2007.				23,260
c	From 2008.				17,868
d	From 2009.				12,353
e	From 2010.				17,101
f	Total of lines 3a through e.	95,459			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 87,639				
a	Applied to 2010, 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 2011 distributable amount.				76,749
e	Remaining amount distributed out of corpus	10,890			
5	Excess distributions carryover applied to 2011 (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	106,349			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	24,877			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	81,472			
10	Analysis of line 9				
a	Excess from 2007. . . .				23,260
b	Excess from 2008. . . .				17,868
c	Excess from 2009. . . .				12,353
d	Excess from 2010. . . .				17,101
e	Excess from 2011. . . .				10,890

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

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

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

WAYNE G HOLT

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

WAYNE G HOLT THE HOLT FAMILY FD LTD
PO BOX 88
ELM GROVE, WI 53122
(262) 567-7002

b

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

WRITTEN REQUEST PROVIDING INFORMATION ON ORGANIZATION AND USE OF FUNDS

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	69,500
b Approved for future payment				
Total			3b	

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	38,392	
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	43,128	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				81,520	
13 Total. Add line 12, columns (b), (d), and (e).			13		81,520

[illegible]





Part XVII

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

[illegible]

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				
	*****			2012-05-11	*****
	Signature of officer or trustee			Date	Title
	Paid Preparer's Use Only	Preparer's Signature  Neal R Tyson		Date	Check if self-employed <input checked="" type="checkbox"/>
		Firm's name  Mowery & Schoenfeld LLC		Firm's EIN 	
Firm's address  475 Half Day Road Suite 250 Lincolnshire, IL 60069		Phone no (847) 247-8959			

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 39-1714992
Name: The Holt Family Foundation Ltd

Form 990PF - Special Condition Description:

Special Condition Description


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
WAYNE G HOLT	PRES,TRES,DIR 1 0	0	0	0
7686 CALLE FACIL SARASOTA,FL 34238				
LYNN ANN HAWKINS	VICE PRES, DIR 1 0	0	0	0
940 SAN JOSE DRIVE ELM GROVE,WI 53122				
PATRICIA ANN HOLT	DIRECTOR 1 0	0	0	0
504 W PRINCETON CIRCLE GLENWOOD SPRINGS,CO 81601				
MARY BETH JANSEN	DIRECTOR 1 0	0	0	0
1330 MANASSAS TRAIL MADISON,WI 53718				
SUSAN MARY BELLO	DIRECTOR 1 0	0	0	0
1356 KIRKWOOD LANE SARASOTA,FL 34232				
ANN MARGARET BANNISTER	DIRECTOR 1 0	0	0	0
W240N3277 COUNTY ROAD J PEWAUKEE, WI 53072				
PAUL CHRISTOPHER HOLT	DIRECTOR 1 0	0	0	0
1025 S SPRINGDALE ROAD WAUKESHA, WI 53186				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sherman Park Community Ministries Inc3302 N Sherman Blvd Milwaukee, WI 53216	None	501C-3	Food Pantry	500
Hope House of Milwaukee Inc209 West Orchard - PO Box 04095 Milwaukee, WI 53204	None	501C-3	Help the Homeless	500
Community Mobile Meals of Sarasota County IncPO Box 178 Sarasota, FL 342300178	None	501C-3	General Purpose	500
Teen Challenge International-WisconsinPO Box 250771 Milwaukee, WI 53225	None	501C-3	Expansion of Dormitory and Chapel	500
Make a Wish Foundation of Wisconsin13195 W Hampton Avenue Butler, WI 53007	None	501C-3	Help children with medical issues	500
Food Pantry of Waukesha County 1301 Sentry Drive Waukesha, WI 53186	None	501C-3	Food Pantry for low income families	500
Next Door Foundation2545 N 29th Street Milwaukee, WI 53210	None	501C-3	Head start for education	500
The Women's Center505 N East Avenue Waukesha, WI 53186	None	501C-3	Help women in crisis	500
Safe and Sound801 West Michigan Street Milwaukee, WI 53233	None	501C-3	Reduce crime in the inner city	500
Metropolitan State University Foundation700 East Seventh Street Saint Paul, MN 551065000	None	501C-3	Annual Fund	3,000
Neighborhood House of Milwaukee 2819 West Richardson Place Milwaukee, WI 532083546	None	501C-3	Teach to be positive	500
Faith in our Future TrustPO Box 070504 Milwaukee, WI 532070504	None	501C-3	Campaign for catholic education and faith	10,000
Big Brothers - Big Sisters of Metro Milwaukee Inc788 N Jefferson St Suite 600 Milwaukee, WI 532023739	None	501C-3	Mentoring program	500
Bethany Apartments806 Wisconsin avenue Racine, WI 53403	None	501C-3	Supportive service program	500
Nia Imani Family Inc1353 North 25th street Milwaukee, WI 53205	None	501C-3	Housing facilities for women and children	500
Center for Blind & Visually Impaired Children5600 W Brown deer Road Suite 4 Milwaukee, WI 53223	None	501C-3	Vision rehabilitation programming	500
St Stephen's Catholic School414 So Hyland Park drive Glenwood Springs, CO 81601	None	501C-3	New textbooks replacements	7,000
Child Development of St Joseph 1600 W Oklahoma Avenue Milwaukee, WI 53215	None	501C-3	Early childhood development	500
Milwaukee Public Museum800 W Wells street Milwaukee, WI 532331478	None	501C-3	Annual campaign	500
Catholic Stewardship Appeal3501 S Lake Drive Milwaukee, WI 532070504	None	501C-3	General purpose	500
All Faiths Food Bank8171 Blaikie Court Sarasota, FL 34240	None	501C-3	Help hungry people	500
Church of the Palms3224 Bee Ridge Road Sarasota, FL 34239	None	501C-3	Annual Pledge	3,000
College of Charleston66 George Street Charleston, SC 29424	None	501C-3	General purpose	3,000
St Martha's School4380 Fruitville Road Sarasota, FL 34232	None	501C-3	General purpose	1,500
Cardinal Mooney Catholic High School4171 Fruitville Road Sarasota, FL 34232	None	501C-3	Annual Fund	1,750
Ave Maria University Preparatory School6289 Verna Road Myakka City, FL 34251	None	501C-3	General purpose	250
Church of the Incarnation2929 Bee Ridge Road Sarasota, FL 34239	None	501C-3	Roof repairs	500
A Place of Refuge Ministries of So WiscPOBox 240695 Milwaukee, WI 532249020	None	501C-3	General purpose	1,000
Elmbrook Church - James Place777 South Barker Road Brookfield, WI 53045	None	501C-3	General purpose	1,000
Caring Bridgeorg1715 Yankee Doodle Road Suite 301 Eagan, MN 551211616	None	501C-3	General purpose	750

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Strong LinksN47 W22107 Weyer Road Pewaukee, WI 53072	None	501C-3	General purpose	500
Shepherd of the Hills Lutheran Church N36 W24130 Pewaukee Road Highway 164 Pewaukee, WI 53072	None	501C-3	General purpose	2,000
Community Projects for Seniors3200 S Lake Drive Street St Francis, WI 53235	None	501C-3	General purpose	750
Brookfield Academy3460 North Brookfield Road PO Box 907 Brookfield, WI 530080907	None	501C-3	Annual Fund	1,000
Catholic Memorial School - Crusader Fund601 E College Avenue Waukesha, WI 53186	None	501C-3	General purpose	1,000
Waukesha Catholic School System 221 S Hartwell Avenue Waukesha, WI 53186	None	501C-3	General purpose	1,000
Marquette School of Dentistry1250 West Wisconsin Avenue PO Box 1881 Milwaukee, WI 532011881	None	501C-3	Educational needs	5,000
Sinsinawa Dominicans585 County Road Z Sinsinawa, WI 538249701	None	501C-3	For arts project	1,500
Luke House Inc310 S Ingersoll Street Madison, WI 53703	None	501C-3	Community Meal program - Madison	2,000
Adult Learning Center1916 North 4th Street Milwaukee, WI 53212	None	501C-3	Educational opportunities	2,000
St Dennis School409 Dempsey Road Madison, WI 53714	None	501C-3	Religious books	1,500
Milwaukee Rescue Mission830 North 19th Street Milwaukee, WI 53233	None	501C-3	Family shelter	3,000
Heart Fire MinistriesPO Box 14031 Milwaukee, WI 53214	None	501C-3	General purpose	2,000
Fort Wilderness MinistriesPO Box 715 McNaughton, WI 54543	None	501C-3	General ministry fund	2,000
Wisconsin Dental Association Foundation6767 W Washington Street Suite 2360 West Allis, WI 53214	None	501C-3	General purpose	1,000
Dyslexia Correction Foundation4083 Eagle Rock Court Grandville, MI 49418	None	501C-3	Help children to correct dyslexia	1,000
St Josephat Basilica620 W Lincoln Avenue Milwaukee, WI 53125	None	501C-3	General purpose	500
Total  3a				69,500

TY 2011 Accounting Fees Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,460	4,184		6,276

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

**TY 2011 Investments Corporate
Bonds Schedule**

Name: The Holt Family Foundation Ltd
EIN: 39-1714992

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE BONDS	555,397	573,635

**TY 2011 Investments Corporate
Stock Schedule**

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE STOCKS	735,878	835,318

TY 2011 Land, Etc. Schedule**Name:** The Holt Family Foundation Ltd**EIN:** 39-1714992

TY 2011 Legal Fees Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	50	30		20

TY 2011 Other Assets Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAXES	1,486	291	291

TY 2011 Other Expenses Schedule**Name:** The Holt Family Foundation Ltd**EIN:** 39-1714992

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARIAL SERVICES	19,500	7,800		11,700
BANK CHARGES	142	142		
LICENSES & FEES	143			143
OFFICE EXPENSE	406	406		
INVESTMENT MANAGEMENT FEE	9,228	9,228		

TY 2011 Taxes Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940(E) TAX	1,195			

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3

Statement Period: **JANUARY 1 - DECEMBER 31, 2011**
Account Number: **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes. To calculate gains or losses, the position with the highest purchase price has been liquidated first unless you have instructed us otherwise. We suggest you review this information for accuracy and contact your Baird Financial Advisor with any questions.

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds								
AIM GLOBAL REAL ESTATE Y	09/20/10 n	07/19/11	11.850	10.0200	10.9500	118.74	129.75	11.01 (ST)
	12/07/10 n	07/19/11	111.058	10.2000	10.9500	1,132.79	1,216.08	83.29 (ST)
	03/21/11 n	07/19/11	12.988	10.1000	10.9500	131.18	142.21	11.03 (ST)
	06/20/11 n	07/19/11	16.855	10.5600	10.9500	177.99	184.56	6.57 (ST)
	01/21/09 n	07/19/11	154.739	6.4100	10.9500	991.88	1,694.42	702.54 (LT)
			307.490			2,552.58	3,367.02	814.44
ALNCBRNSTN INTL GRWT ADV	11/14/08 n	05/19/11	4,303.950	9.6200	15.8700	41,404.00	68,303.68	26,899.68 (LT)
	01/21/09 n	05/19/11	521.793	9.6300	15.8700	5,024.86	8,280.86	3,256.00 (LT)
			4,825.743			46,428.86	76,584.54	30,155.68
EV INVT TR LRG CAP VAL I	01/31/07 n	07/19/11	125.079	21.4900	18.5600	2,687.95	2,321.46	-366.49 (LT)
EV INVT TR LRG CAP VAL I	01/31/07 n	12/06/11	90.843	21.4900	17.1500	1,952.22	1,557.96	-394.26 (LT)
FMI FDS INC LARGE CAP FD	12/31/10 n	07/19/11	9.022	15.6000	16.5400	140.74	149.22	8.48 (ST)
	11/14/08 n	07/19/11	273.757	10.5200	16.5400	2,879.93	4,527.94	1,648.01 (LT)
			282.779			3,020.67	4,677.16	1,656.49
FMI FDS INC LARGE CAP FD	11/01/11 n	12/06/11	99.987	15.4100	15.4300	1,540.80	1,542.80	2.00 (ST)
	11/01/11 n	12/06/11	35.714	15.4100	15.4300	550.35	551.06	0.71 (ST)
	11/14/08 n	12/06/11	116.429	10.5200	15.4300	1,224.84	1,796.51	571.67 (LT)
			252.130			3,315.99	3,890.37	574.38
HANCOCK CLASSIC VAL FD A	01/12/05 n	07/19/11	138.341	22.5800	17.1500	3,123.74	2,372.54	-751.20 (LT)
HARBOR FD SMALL CAP VALU	12/20/10 n	07/19/11	3.852	19.4700	21.6400	74.99	83.35	8.36 (ST)
	01/12/05 n	07/19/11	116.295	17.7400	21.6400	2,063.08	2,516.64	453.56 (LT)
			120.147			2,138.07	2,599.99	461.92
HARBOR INTL FD INSTL CL	12/20/10 n	07/19/11	18.131	59.1500	62.1800	1,072.43	1,127.38	54.95 (ST)
	01/12/05 n	07/19/11	22.178	41.9100	62.1800	929.48	1,379.03	449.55 (LT)
			40.309			2,001.91	2,506.41	504.50
KEELEY SMALL CAP VALUE I	05/14/10 n	07/19/11	55.389	21.7200	27.2100	1,203.05	1,507.13	304.08 (LT)
MUNDER MID CP CORE GRW Y	12/27/07 n	07/19/11	118.575	30.5200	31.2500	3,618.91	3,705.47	86.56 (LT)
MUNDER MID CP CORE GRW Y	12/27/07 n	12/06/11	41.885	30.5200	28.7900	1,278.33	1,205.86	-72.47 (LT)
NUBRGR LRG CAP DIS INSTL	12/20/10 n	07/19/11	18.898	7.5500	8.0900	142.68	152.88	10.20 (ST)
	02/16/10 n	07/19/11	340.308	6.5900	8.0900	2,242.63	2,753.10	510.47 (LT)
			359.206			2,385.31	2,905.98	520.67
NUBRGR LRG CAP DIS INSTL	02/16/10 n	12/06/11	113.838	6.5900	7.4100	750.20	843.54	93.34 (LT)
PIMCO CMMDTY RLRTN STRT	01/03/11 n	07/19/11	74.619	9.2900	9.2400	693.21	689.48	-3.73 (ST)
	03/18/11 n	07/19/11	96.618	9.3400	9.2400	902.41	892.74	-9.67 (ST)
	06/17/11 n	07/19/11	175.323	8.8700	9.2400	1,555.12	1,619.99	64.87 (ST)
			346.560			3,150.74	3,202.21	51.47
ROWE PRICE GROWTH STOCK	12/15/10 n	07/19/11	1.041	32.0800	34.5700	33.41	35.98	2.57 (ST)
	01/12/05 n	07/19/11	89.034	26.1100	34.5700	2,324.68	3,077.92	753.24 (LT)
			90.075			2,358.09	3,113.90	755.81
ROWE PRICE GROWTH STOCK	01/12/05 n	12/06/11	77.404	26.1100	32.4200	2,021.02	2,509.43	488.41 (LT)
STERLING MID VALUE INSTL	12/31/10 n	07/19/11	7.256	13.5000	14.2700	97.95	103.54	5.59 (ST)
	06/30/11 n	07/19/11	6.767	14.3400	14.2700	97.04	96.56	-0.48 (ST)

**HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3**

Statement Period: **JANUARY 1 - DECEMBER 31, 2011**
Account Number: **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds continued								
	05/14/10 n	07/19/11	176.940	11.7700	14.2700	2,082.60	2,524.96	442.36 (LT)
			190.964			2,277.59	2,725.06	447.47
STRATTON FDS SML CAP VAL	12/19/07 n	07/19/11	36.999	45.7600	55.0300	1,693.08	2,036.05	342.97 (LT)
TOUCHSTN SANDS CP SLCT Y	01/12/05 n	07/22/11	422.664	7.5770	11.4900	3,202.51	4,856.41	1,653.90 (LT)
TOUCHSTN SANDS CP SLCT Y	01/12/05 n	12/06/11	167.166	7.5770	10.5400	1,266.61	1,761.93	495.32 (LT)
Total Stock Funds						\$92,427.43	\$130,250.42	\$37,822.99
Taxable Bond Funds								
BAIRD SHRT TERM INSTL CL	01/12/05 n	07/19/11	107.742	9.9200	9.7600	1,068.81	1,051.56	-17.25 (LT)
BAIRD SHRT TERM INSTL CL	01/12/05 n	12/06/11	1,563.148	9.9200	9.6500	15,506.43	15,084.38	-422.05 (LT)
BLACKROCK CORE BD INSTL	12/07/10 n	12/06/11	742.794	9.4574	9.3800	7,024.96	6,967.42	-57.54 (ST)
	01/12/05 n	12/06/11	1,023.135	9.4274	9.3800	9,645.59	9,597.03	-48.56 (LT)
	08/02/10 n	12/06/11	66.795	9.5274	9.3800	636.39	626.54	-9.85 (LT)
	09/01/10 n	12/06/11	57.758	9.6374	9.3800	556.64	541.77	-14.87 (LT)
	10/01/10 n	12/06/11	52.179	9.6474	9.3800	503.40	489.44	-13.96 (LT)
	11/01/10 n	12/06/11	43.628	9.6574	9.3800	421.34	409.23	-12.11 (LT)
	12/01/10 n	12/06/11	39.754	9.5674	9.3800	380.35	372.89	-7.46 (LT)
			2,026.047			19,168.67	19,004.32	-164.35
BLACKROCK HIGH YLD INSTL	08/02/10 n	07/19/11	2.534	7.3700	7.7700	18.68	19.70	1.02 (ST)
	10/01/10 n	07/19/11	25.244	7.4700	7.7700	188.57	196.15	7.58 (ST)
	11/01/10 n	07/19/11	25.372	7.6400	7.7700	193.84	197.14	3.30 (ST)
	12/01/10 n	07/19/11	23.784	7.5400	7.7700	179.33	184.81	5.48 (ST)
	12/23/10 n	07/19/11	8.851	7.6300	7.7700	67.53	68.77	1.24 (ST)
	01/03/11 n	07/19/11	24.960	7.6600	7.7700	191.19	193.94	2.75 (ST)
	02/01/11 n	07/19/11	23.663	7.8000	7.7700	184.57	183.86	-0.71 (ST)
	03/01/11 n	07/19/11	22.346	7.8500	7.7700	175.42	173.62	-1.80 (ST)
	04/01/11 n	07/19/11	24.556	7.8200	7.7700	192.03	190.80	-1.23 (ST)
	05/02/11 n	07/19/11	22.220	7.9200	7.7700	175.98	172.64	-3.34 (ST)
	06/01/11 n	07/19/11	22.430	7.9000	7.7700	177.20	174.28	-2.92 (ST)
	07/01/11 n	07/19/11	22.252	7.7400	7.7700	172.23	172.90	0.67 (ST)
			248.212			1,916.57	1,928.61	12.04
BLACKROCK HIGH YLD INSTL	08/01/11 n	12/06/11	21.848	7.7800	7.3700	169.98	161.01	-8.97 (ST)
	09/01/11 n	12/06/11	22.761	7.4000	7.3700	168.43	167.75	-0.68 (ST)
	10/03/11 n	12/06/11	23.703	7.1400	7.3700	169.24	174.69	5.45 (ST)
	11/01/11 n	12/06/11	22.788	7.4500	7.3700	169.77	167.94	-1.83 (ST)
	12/01/11 n	12/06/11	21.931	7.2900	7.3700	159.88	161.63	1.75 (ST)
	01/21/09 n	12/06/11	67.522	5.1800	7.3700	348.42	497.66	149.24 (LT)
	08/02/10 n	12/06/11	25.762	7.3700	7.3700	189.86	189.86	0.00 (LT)
	09/01/10 n	12/06/11	25.932	7.3000	7.3700	189.30	191.12	1.82 (LT)
			232.247			1,564.88	1,711.66	146.78
DODGE & COX INC FD	09/28/10 n	07/19/11	167.277	13.3600	13.4600	2,234.82	2,251.55	16.73 (ST)
	12/07/10 n	07/19/11	47.109	13.3300	13.4600	627.97	634.09	6.12 (ST)
	06/28/11 n	07/19/11	151.175	13.4000	13.4600	2,025.75	2,034.81	9.06 (ST)
			365.561			4,888.54	4,920.45	31.91
DODGE & COX INC FD	12/07/10 n	12/06/11	483.261	13.3300	13.3100	6,441.86	6,432.20	-9.66 (ST)

**HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3**

Statement Period: **JANUARY 1 - DECEMBER 31, 2011**
Account Number: **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	<i>Date Acquired</i>	<i>Date Sold</i>	<i>Quantity</i>	<i>Purchase Price</i>	<i>Sale Price</i>	<i>Cost Basis</i>	<i>Sale Proceeds</i>	<i>Realized Gain/(-)Loss*</i>
Taxable Bond Funds continued								
	03/29/11 n	12/06/11	156.774	13.2600	13.3100	2,078.82	2,086.66	7.84 (ST)
	09/28/11 n	12/06/11	150.930	13.2300	13.3100	1,996.80	2,008.87	12.07 (ST)
	05/14/10 n	12/06/11	428.897	13.1900	13.3100	5,657.15	5,708.63	51.48 (LT)
			1,219.862			16,174.63	16,236.36	61.73
Total Taxable Bond Funds						\$60,288.53	\$59,937.34	-\$351.19
Total Realized Gains/(-)Losses						\$152,715.96	\$190,187.76	\$37,471.80
Total Net Short-Term (ST)						\$33,646.88	\$33,894.81	\$248.13
Total Net Long-Term Subject to 15% Maximum Tax Rate (LT)						\$119,069.28	\$156,292.95	\$37,223.67

- * Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing.
- n Noncovered Tax Lot - The cost basis and holding period on this tax lot will not be reported by Baird to the IRS. The sale proceeds will be reported to the IRS for taxable (reportable) accounts. Cost information is being supplied for informational purposes only.

INTERESTED PARTIES AND/OR SUPPORTING REPRESENTATIVE(S)

For the account of:

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3
7686 CALLE FACIL
SARASOTA FL 34238-4554

Your Supporting Representative(s) is (are):

ROBERT W BAIRD & CO INC
ADVISORY SERVICES

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