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 , 2011, and ending , 20

Name of foundation: HOLT FOUNDATION

A Employer identification number: 74-2728633

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 207916

Room/suite

B Telephone number (see instructions): (210) 648-0000

City or town, state, and ZIP code: SAN ANTONIO, TX 78220-7916

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,052,948.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	150,548.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11.	11.		ATCH 1
	4 Dividends and interest from securities	22,568.	22,568.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,772.			
	b Gross sales price for all assets on line 6a 459,141.				
	7 Capital gain net income (from Part IV, line 2)		6,772.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	38.	38.		ATCH 3
	12 **Total.** Add lines 1 through 11	179,937.	29,389.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	5,229.	5,229.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	1,090.	532.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,319.	5,761.		
	25 Contributions, gifts, grants paid	153,048.			153,048.
	26 **Total expenses and disbursements** Add lines 24 and 25	159,367.	5,761.		153,048.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	20,570.			
	b **Net investment income** (if negative, enter -0-)		23,628.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 29 2012 OGDEN, UT 013 IRS-OSC

SCANNED MAY 29 2012

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	28,444.	33,966.	33,966.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	1,074,732.	1,091,442.	1,018,982.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,103,176.	1,125,408.	1,052,948.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	1,103,176.	1,125,408.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,103,176.	1,125,408.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,103,176.	1,125,408.	

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	1,103,176.
2	Enter amount from Part I, line 27a	2	20,570.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	1,662.
4	Add lines 1, 2, and 3	4	1,125,408.
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	1,125,408.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHMENTS 10 & 11			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	6,772.
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 instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	315,587.	995,713.	0.316946
2009	384,648.	869,528.	0.442364
2008	1,105,063.	1,101,472.	1.003260
2007	1,171,779.	1,326,094.	0.883632
2006	667,772.	1,177,049.	0.567327

2	**Total** of line 1, column (d)	2	3.213529
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	0.642706
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,079,504.
5	Multiply line 4 by line 3	5	693,804.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	236.
7	Add lines 5 and 6	7	694,040.
8	Enter qualifying distributions from Part XII, line 4	8	153,048.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	473.
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	473.
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	473.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 480.		
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	480.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	7.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 7. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ CHARLES STRICKLAND Telephone no ▶ 210-648-0000
Located at ▶ P.O. BOX 207916 SAN ANTONIO, TX ZIP + 4 ▶ 78220-7916

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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		X
	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see 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	1,086,011.
b	Average of monthly cash balances		1b	9,932.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,095,943.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	1,095,943.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	16,439.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,079,504.
6	**Minimum investment return.** Enter 5% of line 5		6	53,975.

Part XI Distributable Amount (see 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	53,975.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	473.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	473.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	53,502.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	53,502.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	53,502.

Part XII Qualifying Distributions (see 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	153,048.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	153,048.
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	153,048.

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 instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					53,502.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 09 ,20 08 ,20 07					
3 Excess distributions carryover, if any, to 2011					
a From 2006	610,228.				
b From 2007	1,107,730.				
c From 2008	1,050,633.				
d From 2009	341,560.				
e From 2010	266,279.				
f Total of lines 3a through e		3,376,430.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 153,048.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2011 distributable amount					53,502.
e Remaining amount distributed out of corpus		99,546.			
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		3,475,976.			
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 instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		610,228.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		2,865,748.			
10 Analysis of line 9					
a Excess from 2007	1,107,730.				
b Excess from 2008	1,050,633.				
c Excess from 2009	341,560.				
d Excess from 2010	266,279.				
e Excess from 2011	99,546.				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 9				
Total . . . . ▶ **3a**				153,048.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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			14	11.	
4 Dividends and interest from securities			14	22,568.	
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	6,772.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME			01	38.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				29,389.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 29,389.

(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) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 5/15/12 CFO

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEWART GOODSON	Stewart Goodson, CPA	05/10/2012		P00084462
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ P.O. BOX 2938 SAN ANTONIO, TX 78299-2938			Phone no 210-228-9696	

Form 990-PF (2011)

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
HOLT FOUNDATION	74-2728633

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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)

Name of organization HOLT FOUNDATION

Employer identification number 74-2728633

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOLT COMPANIES P.O. BOX 207916 SAN ANTONIO, TX 78220-7916	$ 150,548.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization HOLT FOUNDATION

Employer identification number 74-2728633

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization HOLT FOUNDATION

Employer identification number 74-2728633

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS	11.	11.
TOTAL	11.	11.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS - STRATEGIC PORTFOLIO	3,244.	3,244.
DIVIDENDS - AMERIPRISE	10,770.	10,770.
DIVIDENDS - 18022	1.	1.
DIVIDENDS - 1938C	8,553.	8,553.
TOTAL	22,568.	22,568.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	38.	38.
TOTALS	38.	38.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMITH BARNEY INVESTMENT FEES	4,870.	4,870.
AMERIPRISE INVESTMENT FEES	359.	359.
TOTALS	5,229.	5,229.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	532.	532.
ESTIMATED TAX PAYMENTS	480.	
BALANCE DUE ON PY RETURN	78.	
TOTALS	1,090.	532.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERIPRISE MUTUAL FUNDS	751,001.	654,318.
SMITH BARNEY FUNDS	340,441.	364,664.
TOTALS	1,091,442.	1,018,982.

ATTACHMENT 7

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

DESCRIPTION		AMOUNT
BOOK/TAX DIFFERENCES		1,662.
	TOTAL	1,662.

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

ATTACHMENT 8

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

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

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CANCER THERAPY RESEARCH CENTER 7703 FLOYD CURL DRIVE SAN ANTONIO, TX 78229	NONE EXEMPT	CHARITABLE	1,000
KLRN 501 BROADWAY SAN ANTONIO, TX 78215	NONE EXEMPT	CHARITABLE	2,500.
LIFE TIME RECOVERY 10290 SOUTHTON RD SAN ANTONIO, TX 78223	NONE EXEMPT	CHARITABLE	50,000
SAN ANTONIO CHILDREN'S MUSEUM 305 E HOUSTON STREET SAN ANTONIO, TX 78205	NONE EXEMPT	CHARITABLE	4,048
TEXAS STATE AQUARIUM 2710 NORTH SHORELINE CORPUS CHRISTI, TX 78402	NONE EXEMPT	CHARITABLE	5,000.
TEXAS BIOMEDICAL RESEARCH 7620 NW LOOP 410 SAN ANTONIO, TX 78227	NONE EXEMPT	CHARITABLE	55,000

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

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ALPHA HOME 300 E MULBERRY AVE SAN ANTONIO, TX 78212	NONE EXEMPT	CHARITABLE	10,000
BEXAR COUNTY DETENTION MINISTRIES 503 SAN PEDRO SAN ANTONIO, TX 78212	NONE EXEMPT	CHARITABLE	500
WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209	NONE EXEMPT	CHARITABLE	25,000.
		TOTAL CONTRIBUTIONS PAID	153,048.

HOLT FOUNDATION 74-2728633

Schedule D Detail of Short-term Capital Gains and Losses

ATTACHMENT 1d

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
ST SALES THRU SMITH BARNEY 1938C	VAR	VAR	79,061.	79,306	-245.
ST - CONTRARIAN CORE - LCCAX	VAR	VAR	1,000.	1,004	-4
ST SALES THRU STRATEGIC ALLOCATION	VAR	VAR	10,730	11,702	-972
ST SALES THRU AMEX #1739	VAR	VAR	1,875	1,904.	-29
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			92,666	93,916	-1,250.
Totals			92,666	93,916	-1,250

JSA
1F0971 2 000

Schedule D Detail of Long-term Capital Gains and Losses

ATTACHMENT 11

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
LT SALES THRU SMITH BARNEY 1938C	VAR	VAR	80,102	61,852	18,250
CAPITAL GAIN DISTRIBUTION (SMITH BARNEY)	VAR	VAR	4,042		4,042
LT - CONTRARIAN CORE - LCCAX	VAR	VAR	60,806	61,061	-255
LT SALES THRU STRATEGIC ALLOCATION	VAR	VAR	62,493	68,692	-6,199
CAPITAL GAIN DISTRIBUTIONS (AMEX)	VAR	VAR	4,274		4,274
LT SALES THRU AMEX #1739	VAR	VAR	154,758	166,848	-12,090
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			366,475	358,453	8,022
			366,475		
Totals				358,453	8,022

JSA
1F0970 2 000

MorganStanley
SmithBarney

Ref. 00000956 00028197

2011 Year End Summary

HOLT FOUNDATON
Account Number 620-1938C-11 046

2011 YEAR END SUMMARY

Details of Short Term Gain (Loss) 2011

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1	COVIDIEN PLC	03/18/11	05/27/11	$ 54.53	$ 51.49		$ 3.04
125000020	7	COVIDIEN PLC	03/18/11	06/29/11	374.22	360.40		13.82
125000030	15	INGERSOLL-RAND PUBLIC LTD CO	03/18/11	04/15/11	700.78	697 11		3 67
125000040	4	WILLIS GROUP HLDGS PLC IRELAND	06/03/11	10/28/11	147.60	167.75	(20.15)	
125000050	6	WILLIS GROUP HLDGS PLC IRELAND	06/03/11	10/28/11	218.57	251.62	(33 05)	
125000060	18	WILLIS GROUP HLDGS PLC IRELAND	06/03/11	11/30/11	633.13	754.85	(121.72)	
	2		06/29/11		70.35	80.96	(10.61)	
	2		06/30/11		70.35	82.09	(11.74)	
	5		07/12/11		175.87	207.59	(31.72)	
	2		07/22/11		70.35	79.16	(8.81)	
	1		10/24/11		35 16	40.49	(5 33)	
125000070	9	XL GROUP PLC	03/18/11	04/08/11	227.04	197.22		29 82
125000080	18	XL GROUP PLC	03/18/11	08/11/11	347 75	394 44	(46 69)	
125000090	9	XL GROUP PLC	03/18/11	10/26/11	195.76	197 22	(1 46)	
125000130	10	WEATHERFORD INTERNATIONAL LTD.-CHF	04/29/11	10/04/11	111.98	215.30	(103.32)	
	3		06/30/11		33.59	56.16	(22 57)	
	12		07/07/11		134.37	227.40	(93.03)	
	9		09/13/11		100 78	144.59	(43.81)	

MorganStanley SmithBarney

Ref. 00000956 00028198

2011 Year End Summary

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000140	7	TYCO INTL LTD CHF	03/18/11	04/12/11	$ 340.91	$ 307.65		$ 33.26
125000150	2	TYCO INTL LTD CHF	03/18/11	04/18/11	103 01	87.90		15 11
125000160	35	ABBOTT LABORATORIES	05/17/10	03/18/11	1,671.58	1,688 10	(16.52)	
	4		02/04/11		191.04	183 35		7 69
125000190	4	AMAZON COM INC	07/08/10	04/27/11	768.05	463.29		304.76
	3	CGMI AND/OR ITS AFFILIATES	07/23/10		576.05	350.60		225.45
125000200	13	AMERICAN ELECTRIC POWER CO INC	03/18/11	03/21/11	442.07	438.60		3 47
125000210	3	AMERICAN EXPRESS CO	03/18/11	05/10/11	149.81	132.47		17 34
125000220	7	AMERICAN TOWER CORP-CLASS A	06/03/11	12/06/11	413.35	361.20		52.15
125000230	2	AMGEN INC CGMI AND/OR ITS AFFILIATES	06/04/10	01/27/11	113 07	108.96		4.11
125000240	3	ANHEUSER-BUSCH INBEV SPONS ADR	03/18/11	05/04/11	187.94	165 10		22.84
125000250	5	ANHEUSER-BUSCH INBEV SPONS ADR	03/18/11	07/21/11	288.69	275.18		13.51
125000260	3	ANHEUSER-BUSCH INBEV SPONS ADR	03/18/11	07/28/11	176.10	165.11		10.99
125000270	4	ANHEUSER-BUSCH INBEV SPONS ADR	03/18/11	07/29/11	230 75	220 14		10 61
125000280	6	ANHEUSER-BUSCH INBEV SPONS ADR	03/18/11	11/02/11	324.08	330.21	(6.13)	
125000320	1	AVERY DENNISON CORP	03/18/11	03/25/11	41.22	41.10		.12
125000330	8	AVERY DENNISON CORP	03/18/11	04/21/11	333 41	328 77		4.64
125000340	12	AVERY DENNISON CORP	03/18/11	07/19/11	395.42	493.16	(97.74)	
125000350	1	AVERY DENNISON CORP	03/18/11	10/20/11	25.38	41.10	(15.72)	
125000360	5	AVERY DENNISON CORP	03/18/11	10/21/11	129.14	205.48	(76.34)	
125000370	20	AVERY DENNISON CORP	03/18/11	11/30/11	516.67	821.94	(305 27)	
	3		04/28/11		77.50	129.24	(51 74)	
	2		05/05/11		51.67	84.02	(32.35)	
	1		05/16/11		25.83	42.22	(16.39)	
	4		06/27/11		103 33	149.20	(45.87)	
125000380	7	BMC SOFTWARE INC CGMI AND/OR ITS AFFILIATES	01/20/11	05/09/11	355.34	339.39		15.95
125000390	24	BMC SOFTWARE INC	01/20/11	08/03/11	1,034.99	1,163.62	(128 63)	
	18	CGMI AND/OR ITS AFFILIATES	03/18/11		776 24	857.84	(81.60)	

2011 YEAR END SUMMARY

MorganStanley SmithBarney

Ref: 00000956 00028199

2011 Year End Summary

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000400	13	BMC SOFTWARE INC	03/18/11	12/21/11	$ 428 56	$ 619.55	($ 190 99)	
		CGMI AND/OR ITS AFFILIATES						
125000410	4	BAKER HUGHES INC	03/18/11	03/21/11	279.03	273.98		5.05
125000420	3	BAKER HUGHES INC	03/18/11	04/28/11	231.59	205.49		26.10
125000430	3	BAKER HUGHES INC	03/18/11	05/04/11	219.50	205.49		14.01
125000440	13	BAKER HUGHES INC	03/18/11	05/05/11	918.59	890.43		28 16
125000450	66	BANCO SANTANDER S.A	05/26/10	03/18/11	769 29	662 59		106.70
	12		06/04/10		139.87	108.48		31.39
	2		10/14/10		23.31	23.32	(01)	
	24		01/07/11		279.74	238 08		41.66
	2		01/14/11		23.31	23.78	(.47)	
125000460	17	BANK OF AMERICA CORP	03/18/11	06/10/11	180.20	240.04	(59.84)	
125000520	5	BAXTER INTL INC	06/04/10	03/18/11	257.70	209.31		48.39
125000530	3	BLACKROCK INC	03/18/11	03/31/11	594.28	553.23		41.05
125000540	2	BLACKROCK INC	03/18/11	04/04/11	401.95	368.82		33.13
	2		03/28/11		401.95	378.60		23.35
125000560	41	CAREFUSION CORP	03/18/11	05/27/11	1,175.30	1,103.96		71.34
125000570	9	CARNIVAL CORP	03/18/11	06/14/11	316 04	356.89	(40.85)	
		(PAIRED STOCK)						
125000580	21	CARNIVAL CORP	03/18/11	06/15/11	730.50	832.75	(102.25)	
	1	(PAIRED STOCK)	05/05/11		34 79	38 62	(3.83)	
125000590	3	CHEVRON CORP	06/24/11	11/16/11	307.07	298.78		8.29
125000600	3	CHEVRON CORP	06/24/11	12/09/11	311 96	298.79		13.17
125000610	.5261	CITIGROUP INC	03/18/11	05/06/11	23.25	23.46	(.21)	
	.158	REVSPLT 05/06/11 172967101000	03/28/11		6 98	6.94		.04
	.0159		05/05/11		.71	1.20	(49)	
125000620	.2307	CITIGROUP INC	03/18/11	05/06/11	10.20	10.45	(.25)	
	0593	REVSPLT 05/06/11 172967101000	03/28/11		3.06	3.09	(.03)	
125000630	19	CITIGROUP INC	03/18/11	07/14/11	742.39	847.20	(104.81)	
		THE ISSUER MAY BE DEEMED TO						
		CONTROL, BE CONTROLLED BY, OR						
		BE UNDER COMMON CONTROL WITH						
125000640	14.0693	CITIGROUP INC	03/18/11	07/15/11	552.26	627.35	(75.09)	
	9.9307	THE ISSUER MAY BE DEEMED TO	03/28/11		389.81	435.97	(46.16)	
	1	CONTROL, BE CONTROLLED BY, OR	05/05/11		39.25	75.13	(35.88)	
		BE UNDER COMMON CONTROL WITH						

2011 YEAR END SUMMARY

MorganStanley
SmithBarney

Ref 00000956 00028200

2011 Year End Summary

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000650	5	COCA-COLA ENTERPRISES INC	03/18/11	04/29/11	$ 139.84	$ 128.64		$ 11 20
125000660	2	COCA-COLA ENTERPRISES INC	03/18/11	07/29/11	56.60	51.45		5.15
125000670	15	COCA-COLA ENTERPRISES INC	03/18/11	08/25/11	396.85	385.91		10 94
125000680	22	COCA-COLA ENTERPRISES INC	03/18/11	09/13/11	567.43	565.99		1.44
	5		07/15/11		128.96	140.75	(11.79)	
125000700	8	CYTEC INDUSTRIES INC	03/18/11	11/03/11	362.59	409.44	(46.85)	
125000710	19	CYTEC INDUSTRIES INC	03/18/11	12/21/11	848.33	972.43	(124 10)	
	2		04/15/11		89.30	106.98	(17.68)	
	2		05/05/11		89.30	112.63	(23.33)	
	1		10/24/11		44.65	45 27	(62)	
125000740	1	DOVER CORP	05/05/11	08/09/11	51.29	66.12	(14.83)	
125000750	5	DOVER CORP	05/05/11	10/24/11	267.52	330 61	(63 09)	
125000760	4	DOW CHEMICAL CO	06/04/10	03/18/11	143 97	99.84		44.13
125000770	7	DOW CHEMICAL CO	03/22/11	04/29/11	287.13	259.35		27.78
125000780	11	DOW CHEMICAL CO	03/22/11	05/18/11	402.61	407.54	(4.93)	
125000790	2	DOW CHEMICAL CO	03/22/11	07/11/11	70.00	74.10	(4.10)	
	8		03/28/11		280.00	298.09	(18.09)	
125000800	3	DOW CHEMICAL CO	03/28/11	07/12/11	101.90	111.78	(9 88)	
	9		04/04/11		305.69	343.19	(37.50)	
	11		04/15/11		373.61	411.95	(38.34)	
125000830	73	EBAY INC CGMI AND/OR ITS AFFILIATES	08/19/10	03/18/11	2,224.12	1,672.85		551.27
125000840	1	EDISON INTERNATIONAL	03/18/11	07/29/11	38 35	35 62		2.73
125000850	9	EDISON INTERNATIONAL	03/18/11	10/12/11	341.62	320 58		21.04
125000860	6	EDISON INTERNATIONAL	03/18/11	12/08/11	234.34	213.72		20.62
125000870	29	FIFTH THIRD BANCORP CGMI AND/OR ITS AFFILIATES	05/18/11	06/02/11	358 21	370.91	(12.70)	
125000880	37	FIFTH THIRD BANCORP CGMI AND/OR ITS AFFILIATES	05/18/11	06/03/11	457 68	473 22	(15.54)	
125000890	22	FREEPORT MCMORAN COPPER & GOLD CL B	06/29/11	08/03/11	1,107.54	1,140.34	(32.80)	
125000900	18	GENERAL ELECTRIC CO	03/18/11	05/18/11	352 25	348 48		3.77
125000910	10	GENERAL MILLS INC	07/15/11	09/19/11	371.93	372.40	(.47)	
125000920	2	GENERAL MOTORS COMPANY	03/18/11	08/22/11	43.25	63.45	(20.20)	
125000930	17	GENERAL MOTORS COMPANY	03/18/11	08/25/11	377 61	539.36	(161 75)	

2011 YEAR END SUMMARY

MorganStanley
SmithBarney

Ref· 00000956 00028201

2011 Year End Summary

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000940	14	GENERAL MOTORS COMPANY	03/18/11	09/22/11	$ 287 14	$ 444.18	($ 157 04)	
125000960	3	HANSEN NATURAL CORP CGMI AND/OR ITS AFFILIATES	03/18/11	05/03/11	194.69	165.69		29.00
125000970	2	HANSEN NATURAL CORP CGMI AND/OR ITS AFFILIATES	03/18/11	06/27/11	156.51	110 46		46.05
125000980	3	HANSEN NATURAL CORP CGMI AND/OR ITS AFFILIATES	03/18/11	07/01/11	248.34	165.69		82.65
125000990	1	HANSEN NATURAL CORP CGMI AND/OR ITS AFFILIATES	03/18/11	07/07/11	82.26	55.23		27.03
125001000	2	HANSEN NATURAL CORP CGMI AND/OR ITS AFFILIATES	03/18/11	07/08/11	161 39	110 46		50.93
125001010	2	HANSEN NATURAL CORP CGMI AND/OR ITS AFFILIATES	03/18/11	09/20/11	186.02	110.46		75.56
125001020	7	HANSEN NATURAL CORP	03/18/11	10/26/11	581.45	386.63		194 82
	1	CGMI AND/OR ITS AFFILIATES	04/21/11		83 06	63.97		19.09
125001030	6	HARMAN INTL INDS INC NEW	03/18/11	07/28/11	259.00	276 81	(17.81)	
125001040	3	HARMAN INTL INDS INC NEW	03/18/11	07/28/11	127.66	138 40	(10.74)	
125001050	4	HARMAN INTL INDS INC NEW	03/18/11	09/01/11	144.39	184 54	(40 15)	
125001060	9	HARMAN INTL INDS INC NEW	03/18/11	09/26/11	276.78	415.21	(138.43)	
125001070	34	H J HEINZ CO	05/06/10	03/18/11	1,657.05	1,534 23		122.82
125001090	30	HESS CORP	07/01/10	03/18/11	2,398.98	1,512.07		886.91
125001100	8	HEWLETT PACKARD CO	03/18/11	05/16/11	320.58	331.42	(10.84)	
125001110	27	HEWLETT PACKARD CO	03/18/11	05/19/11	984.66	1,118.53	(133.87)	
	3		04/15/11		109 41	121.05	(11.64)	
125001140	5	IAC/INTERACTIVECORP CGMI AND/OR ITS AFFILIATES	04/19/11	06/24/11	182.44	159.60		22.84
125001150	12	IAC/INTERACTIVECORP CGMI AND/OR ITS AFFILIATES	04/19/11	06/28/11	440.85	383 04		57.81
125001160	5	IAC/INTERACTIVECORP CGMI AND/OR ITS AFFILIATES	04/19/11	07/07/11	193.53	159.60		33.93
125001170	4	IAC/INTERACTIVECORP CGMI AND/OR ITS AFFILIATES	04/19/11	07/28/11	167.97	127.68		40 29
125001180	6	IAC/INTERACTIVECORP CGMI AND/OR ITS AFFILIATES	04/19/11	10/13/11	243.22	191 52		51.70
125001210	3	JPMORGAN CHASE & CO	06/04/10	03/18/11	137.52	115.11		22.41

2011 YEAR END SUMMARY

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001220	4	JPMORGAN CHASE & CO	06/10/11	08/22/11	$ 134.59	$ 162 36	($ 27.77)	
125001230	6	JPMORGAN CHASE & CO	06/10/11	08/23/11	207.05	243 54	(36.49)	
125001240	11	JPMORGAN CHASE & CO	06/10/11	09/22/11	322.18	446.48	(124.30)	
125001250	7	JPMORGAN CHASE & CO	06/10/11	11/28/11	208.31	284.13	(75.82)	
	1		06/29/11		29.76	40 35	(10.59)	
	4		07/07/11		119.04	165.76	(46.72)	
125001260	1	ELI LILLY & CO	06/04/10	03/18/11	34.31	32.40		1 91
125001270	7	M & T BK CORP	10/06/10	03/18/11	609.79	550 06		59.73
125001280	4	MARATHON OIL CORP	03/28/11	06/03/11	206.82	208 11	(1.29)	
125001290	7	MARATHON OIL CORP	03/28/11	06/22/11	363.18	364 20	(1.02)	
125001300	3	MARATHON OIL CORP	03/28/11	06/24/11	154.53	156.09	(1.56)	
	8		03/29/11		412.08	410.40		1 68
	7		03/31/11		360.57	372.40	(11.83)	
	2		04/15/11		103.02	102.59		.43
	3		05/10/11		154.53	156.97	(2.44)	
125001330	1	MASTERCARD INC	02/14/11	11/29/11	358.26	256.57		101.69
125001340	2	MCDONALDS CORP	03/18/11	06/08/11	162.33	145.96		16.37
125001350	2	MCDONALDS CORP	03/18/11	07/01/11	170.36	145.95		24 41
125001360	2	MCDONALDS CORP	03/18/11	12/28/11	201.09	145 95		55 14
125001370	2	MCKESSON CORPORATION	03/18/11	05/27/11	169 99	155.98		14.01
125001380	2	MCKESSON CORPORATION	03/18/11	06/29/11	165.79	155.98		9 81
125001390	7	MCKESSON CORPORATION	03/18/11	11/07/11	559.25	545.93		13.32
125001400	25	METLIFE INC	03/18/11	06/03/11	1,044.55	1,108 68	(64.13)	
125001410	25	MITSUBISHI UFJ FINANCIAL GROUP INC ADR THE ISSUER MAY BE DEEMED TO CONTROL, BE CONTROLLED BY, OR	06/04/10	03/03/11	137.96	117.28		20.68
125001420	6	MOLEX INC CL A CGMI AND/OR ITS AFFILIATES	01/25/10	01/24/11	125.36	109 35		16 01
125001430	4	MOTOROLA SOLUTIONS INC	03/18/11	07/11/11	176.86	166.28		10.58
125001440	2	MOTOROLA SOLUTIONS INC	03/18/11	07/29/11	89.99	83.14		6.85
125001450	7	MOTOROLA SOLUTIONS INC	03/18/11	08/01/11	307.64	290.98		16 66
125001460	20	NYSE EURONEXT	03/18/11	03/28/11	696.87	695.96		.91
125001470	1	NATIONAL OILWELL VARCO INC	05/27/11	08/09/11	63.41	72.55	(9 14)	
125001480	5	NATIONAL OILWELL VARCO INC	05/27/11	10/04/11	247 15	362.73	(115.58)	

MorganStanley SmithBarney

Ref. 00000956 00028203

2011 Year End Summary

HOLT FOUNDATON

Account Number 620-1938C-11 045

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001490	5	NETAPP INC CGMI AND/OR ITS AFFILIATES	07/01/11	11/10/11	$ 208.56	$ 269.50	($ 60.94)	
125001500	9	NETAPP INC CGMI AND/OR ITS AFFILIATES	07/01/11	11/14/11	377.65	485.09	(107.44)	
125001510	1	NETAPP INC	07/07/11	12/21/11	35.18	53.90	(18.72)	
	2	CGMI AND/OR ITS AFFILIATES	07/07/11		70.37	107 80	(37.43)	
	5		07/12/11		175.91	262.24	(86.33)	
	1		07/14/11		35.18	51.49	(16.31)	
125001520	11	NEWS CORP CLASS A NEW CGMI AND/OR ITS AFFILIATES	07/28/11	08/17/11	188.60	179.26		9 34
125001530	27	NEWS CORP CLASS A NEW CGMI AND/OR ITS AFFILIATES	07/28/11	08/23/11	440.10	440 00		.10
125001540	9	NEWS CORP CLASS A NEW	07/28/11	09/14/11	144.41	146.67	(2.26)	
	13	CGMI AND/OR ITS AFFILIATES	07/29/11		208.59	208.26		.33
	13		08/03/11		208 59	202 14		6.45
	13		08/04/11		208.59	196.73		11 86
	6		08/09/11		96.27	82.92		13.35
	5		08/09/11		80.23	70 39		9.84
	7		08/11/11		112.33	113.40	(1.07)	
125001560	44	NORDSTROM INC	10/20/10	03/18/11	1,811.88	1,627.91		183.97
125001570	34	NORTHERN TRUST CORP CGMI AND/OR ITS AFFILIATES	12/17/10	03/18/11	1,698.43	1,845.11	(146.68)	
125001590	1	OCCIDENTAL PETROLEUM CORP-DEL	03/18/11	05/04/11	111.00	97.93		13.07
125001600	8	OCCIDENTAL PETROLEUM CORP-DEL	03/18/11	12/19/11	715.26	783.41	(68.15)	
125001640	1	PNC FINANCIAL SERVICES GROUP	03/18/11	08/09/11	47.33	62.97	(15 64)	
125001650	2	PNC FINANCIAL SERVICES GROUP	03/18/11	08/11/11	91.49	125 94	(34.45)	
125001660	7	PALL CORP	07/22/11	11/17/11	370.43	385.30	(14 87)	
125001670	3	PALL CORP	07/22/11	12/06/11	163.37	165 12	(1.75)	
125001680	3	PALL CORP	07/22/11	12/09/11	173.82	165 13		8 69
125001690	3	J C PENNEY CO INC	06/04/10	03/18/11	108.07	75 94		32.13
125001700	3	PEPSICO INC	03/18/11	07/07/11	211.95	189 12		22.83
125001710	2	PEPSICO INC	03/18/11	08/17/11	128.98	126 08		2.90
125001720	6	PEPSICO INC	03/18/11	10/10/11	369.89	378.24	(8.35)	
125001730	31	PLAINS EXPLORATION& PRODUCTION COMPANY	03/18/11	03/28/11	1,127.66	1,079 72		47.94
125001750	2	PRECISION CASTPARTS CORP	03/18/11	05/10/11	316.62	280 24		36.38

2011 YEAR END SUMMARY

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001760	1	PRECISION CASTPARTS CORP	03/18/11	07/01/11	$ 164.55	$ 140.12		$ 24 43
125001770	2	PRECISION CASTPARTS CORP	03/18/11	09/01/11	327.11	280 24		46.87
125001780	1	PRECISION CASTPARTS CORP	03/18/11	09/19/11	168.43	140.12		28.31
125001790	5	PRUDENTIAL FINANCIAL INC	03/18/11	07/07/11	323.43	305 59		17.84
125001800	5	PRUDENTIAL FINANCIAL INC	03/18/11	07/14/11	305.84	305.59		25
125001810	3	PRUDENTIAL FINANCIAL INC	03/18/11	08/09/11	151.06	183.36	(32.30)	
125001820	1	PRUDENTIAL FINANCIAL INC	03/18/11	08/11/11	48.17	61.12	(12.95)	
125001830	10	PRUDENTIAL FINANCIAL INC	03/18/11	09/22/11	432.84	611.18	(178.34)	
	3		04/15/11		129 85	182.03	(52.18)	
	3		06/03/11		129.85	182.10	(52 25)	
125001840	6	PRUDENTIAL FINANCIAL INC	03/18/11	09/22/11	263 99	366.71	(102.72)	
125001850	1	QEP RESOURCES INC	05/19/10	03/18/11	38.63	30.17		8.46
125001870	1	QUESTAR CORP	05/19/10	03/18/11	16 96	15.48		1.48
	29		11/01/10		491.82	497.25	(5.43)	
125001880	10	RED HAT INC	03/18/11	03/25/11	474.44	392.49		81.95
125001890	8	RED HAT INC	03/18/11	06/24/11	362.19	314.00		48.19
125001900	9	RED HAT INC	03/18/11	06/27/11	404.43	353.24		51.19
	1		06/16/11		44.94	41.38		3.56
125001910	16	ROCHE HLDG LTD SPON ADR CGMI AND/OR ITS AFFILIATES	03/18/11	08/11/11	638.38	557.98		80.40
125001930	1	SAFEWAY INC NEW	06/04/10	03/18/11	22.10	21.50		.60
125001940	6	ST JUDE MEDICAL INC	03/18/11	04/15/11	317.78	289.76		28.02
125001950	2	SCHWAB CHARLES CORP	06/04/10	03/18/11	35.12	32.76		2.36
125001960	2	STANLEY BLACK & DECKER INC	03/18/11	07/14/11	141.46	148.43	(6.97)	
125001970	2	STARWOOD HOTELS & RESORTS WORLDWIDE INC -NEW	07/01/11	11/21/11	94.74	116.28	(21.54)	
125001980	3	STARWOOD HOTELS & RESORTS WORLDWIDE INC -NEW	07/01/11	11/22/11	140 52	174.42	(33.90)	
125001990	7	STRYKER CORP	03/18/11	08/11/11	330.90	429 99	(99.09)	
125002000	7	TALISMAN ENERGY INC	03/18/11	05/04/11	155.92	167.78	(11.86)	
125002010	10	TALISMAN ENERGY INC	03/18/11	07/29/11	183 79	239.69	(55.90)	
125002020	58	TALISMAN ENERGY INC	03/18/11	09/13/11	844.99	1,390.21	(545.22)	
	4		06/22/11		58.28	78.12	(19.84)	
125002030	4	TARGET CORP	03/18/11	07/21/11	204.79	199 76		5 03

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125002050	11	THERMO FISHER SCIENTIFIC INC	05/27/11	06/29/11	$ 703.46	$ 715 39	($ 11.93)	
	3		06/16/11		191.85	183.99		7.86
	4		06/20/11		255.81	247.56		8.25
125002120	3	VIACOM INC NEW CLASS B	03/18/11	04/06/11	142.79	132 13		10.66
125002130	7	VIACOM INC NEW CLASS B	03/18/11	04/21/11	335.60	308.31		27.29
125002140	5	VIACOM INC NEW CLASS B	03/18/11	05/05/11	251.32	220.22		31.10
125002150	5	VIACOM INC NEW CLASS B	03/18/11	05/16/11	248 39	220.22		28.17
125002160	7	VIACOM INC NEW CLASS B	03/18/11	06/20/11	329.79	308.31		21.48
125002170	5	VIACOM INC NEW CLASS B	03/18/11	07/01/11	258.08	220 22		37.86
125002180	4	VIACOM INC NEW CLASS B	03/18/11	07/08/11	207.55	176 17		31.38
125002190	16	VIACOM INC NEW CLASS B	03/18/11	08/03/11	745.38	704.70		40 68
125002200	4	VISA INC COM CL A	03/18/11	06/30/11	344.79	284.54		60 25
125002210	4	VISA INC COM CL A	03/18/11	07/05/11	353.80	284 54		69.26
125002220	4	VISA INC COM CL A	03/18/11	10/28/11	378.96	284.54		94.42
125002230	1	VISA INC COM CL A	03/18/11	12/05/11	97.75	71.13		26 62
	1		05/09/11		97.74	79.40		18.34
125002240	1	VISA INC COM CL A	05/09/11	12/06/11	95.60	79.40		16 20
	1		05/12/11		95 60	79.50		16.10
125002250	3	VISA INC COM CL A	06/14/11	12/28/11	305.06	224.99		80.07
125002260	1	VISA INC COM CL A	06/14/11	12/29/11	100 99	74.99		26.00
125002270	4	VODAFONE GROUP PLC SPONS ADR NEW CGMI AND/OR ITS AFFILIATES	06/04/10	03/18/11	110.92	80.70		30.22
125002280	26	WELLS FARGO & CO NEW	10/13/11	10/17/11	643.00	686.70	(43 70)	
125002290	35	WESTERN UNION COMPANY (THE)	03/18/11	03/28/11	761.17	738.50		22.67
125002300	12	YAHOO INC CGMI AND/OR ITS AFFILIATES	03/18/11	05/09/11	223.19	193.05		30.14
125002310	14	YAHOO INC CGMI AND/OR ITS AFFILIATES	03/18/11	05/12/11	239.67	225.22		14.45
125002320	73	YAHOO INC CGMI AND/OR ITS AFFILIATES	03/18/11	07/29/11	958.87	1,174.39	(215.52)	
	8		04/15/11		105.08	133.75	(28.67)	
	7		04/19/11		91.95	113.61	(21.66)	
	11		07/07/11		144.49	174.46	(29.97)	

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125002330	34	ZIONS BANCORP CGMI AND/OR ITS AFFILIATES	12/07/10	03/18/11	$ 785.27	$ 726.48		$ 58.79
Total					$ 78,061.21	$ 79,306.14	($ 5,899.59)	$ 5,754.66

Details of Long Term Gain (Loss) 2011

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

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	26	WEATHERFORD INTERNATIONAL LTD.-CHF	11/11/09	03/18/11	$ 535.99	$ 485 36		$ 50.63
125000110	26	WEATHERFORD INTERNATIONAL LTD.-CHF	11/11/09	08/03/11	530.49	485.36		45.13
125000120	17	WEATHERFORD INTERNATIONAL LTD.-CHF	11/11/09	09/23/11	222.69	317.34	(94.65)	
125000130	9 6	WEATHERFORD INTERNATIONAL LTD-CHF	11/11/09 06/04/10	10/04/11	100 78 67.19	168 01 79 97	(67.23) (12.78)	
125000170	12	ALLERGAN INC	01/11/05	05/23/11	1,000.31	479 09		521.22
125000180	12 1	AMAZON COM INC CGMI AND/OR ITS AFFILIATES	04/11/08 01/26/10	01/28/11	2,038.99 169.92	867 70 120.77		1,171 29 49 15
125000190	7	AMAZON COM INC CGMI AND/OR ITS AFFILIATES	01/26/10	04/27/11	1,344.09	845.40		498.69
125000230	28 8	AMGEN INC CGMI AND/OR ITS AFFILIATES	11/11/09 12/02/09	01/27/11	1,583.07 452.31	1,534.62 460.00	 (7.69)	48 45
125000290	6	APPLE INC CGMI AND/OR ITS AFFILIATES	08/25/06	03/18/11	1,986.09	410.41		1,575 68
125000300	3	APPLE INC CGMI AND/OR ITS AFFILIATES	08/25/06	09/07/11	1,151.69	205.20		946.49
125000310	1	APPLE INC CGMI AND/OR ITS AFFILIATES	08/25/06	10/05/11	378 40	68.40		310.00
125000450	82	BANCO SANTANDER S A.	11/11/09	03/18/11	955.78	1,413 54	(457.76)	

Ref. 0000095b 00028207

2011 Year End Summary

HOLT FOUNDATON
Account Number 620-1938C-11 046

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000460	68	BANK OF AMERICA CORP	11/11/09	06/10/11	$ 720.78	$ 1,116 43	($ 395.65)	
	28		12/04/09		296.79	451.23	(154.44)	
	3		06/04/10		31 80	46.74	(14.94)	
125000470	17	C R BARD INC NEW JERSEY	11/11/09	08/22/11	1,486.70	1,373.94		112 76
125000480	3	C R BARD INC NEW JERSEY	11/11/09	08/23/11	262.30	242.46		19 84
125000490	5	C R BARD INC NEW JERSEY	11/11/09	11/14/11	439 69	404.10		35.59
125000500	10	C R BARD INC NEW JERSEY	11/11/09	11/15/11	881 06	808.20		72.86
125000510	7	C R BARD INC NEW JERSEY	11/11/09	11/16/11	611 31	565.74		45 57
	1		04/28/10		87.33	86.48		.85
	1		06/04/10		87 33	79.53		7 80
125000520	32	BAXTER INTL INC	11/11/09	03/18/11	1,649.31	1,824 89	(175.58)	
125000550	1	BOEING CO	01/30/09	03/18/11	68.80	41 55		27.25
	18		02/03/09		1,238.48	748.90		489.58
	6		02/06/09		412 83	257.74		155.09
	1		01/25/10		68 81	57.95		10.86
125000690	1	CONOCOPHILLIPS	02/16/06	03/18/11	75.92	59 66		16.26
	10		02/23/06		759.19	614.46		144.73
	10		02/27/06		759.19	621.63		137.56
	10		03/02/06		759.20	626.42		132.78
125000720	26	DEERE & CO	11/11/09	03/18/11	2,334.84	1,254.24		1,080.60
125000730	23	DIAGEO PLC SPON ADR-NEW	11/11/09	03/18/11	1,695.71	1,554.11		141 60
125000760	57	DOW CHEMICAL CO	02/25/10	03/18/11	2,051.57	1,600.07		451.50
125000810	98	EMC CORP-MASS	11/11/09	03/18/11	2,512 11	1,665.80		846.31
	4		01/25/10		102.53	68.00		34 53
125000820	68	EAST WEST BANCORP INC CGMI AND/OR ITS AFFILIATES	11/11/09	03/18/11	1,505.90	911.27		594.63
125000950	2	GOOGLE INC CLASS A CGMI AND/OR ITS AFFILIATES	01/31/05	04/15/11	1,082.55	391.80		690.75
125001080	31	HERSHEY COMPANY	11/11/09	03/18/11	1,663.74	1,177.69		486.05
125001120	20	HOME DEPOT INC	01/16/08	03/18/11	723.16	518.75		204.41
	15		01/18/08		542.37	406.92		135.45
	5		01/23/08		180.79	138.43		42.36
	15		01/24/08		542.37	441 14		101.23
125001130	11	HOSPIRA INC	11/11/09	12/21/11	318 65	527 45	(208 80)	

2011 YEAR END SUMMARY

MorganStanley SmithBarney

Ref: 00000956 00028208

2011 Year End Summary

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001190	1	INTL BUSINESS MACHINES CORP	04/02/09	03/18/11	$ 155 48	$ 99.18		$ 56.30
	3		04/07/09		466.44	297.41		169.03
	8		04/27/09		1,243.85	800.10		443.75
	5		11/11/09		777.41	635 48		141.93
125001200	39	INTUIT INC CGMI AND/OR ITS AFFILIATES	11/11/09	03/18/11	1,952.40	1,170 00		782.40
125001210	43	JPMORGAN CHASE & CO	11/11/09	03/18/11	1,971.07	1,898.36		72 71
125001260	37	ELI LILLY & CO	11/11/09	03/18/11	1,269.44	1,297.96	(28 52)	
125001270	14	M & T BK CORP	11/11/09	03/18/11	1,219 57	896.84		322.73
125001310	4	MASTERCARD INC	11/11/09	11/22/11	1,419.68	950.76		468.92
125001320	4	MASTERCARD INC	11/11/09	11/28/11	1,427.99	950.76		477.23
125001330	2	MASTERCARD INC	11/11/09	11/29/11	716.54	475 38		241.16
	1		06/04/10		358.27	199 43		158.84
125001410	226	MITSUBISHI UFJ FINANCIAL	11/11/09	03/03/11	1,247 13	1,287.50	(40.37)	
	16	GROUP INC ADR THE ISSUER MAY BE DEEMED TO CONTROL, BE CONTROLLED BY, OR	12/16/09		88.29	83.65		4.64
125001420	7	MOLEX INC CL A	12/18/09	01/24/11	146.26	128.55		17.71
	27	CGMI AND/OR ITS AFFILIATES	12/21/09		564.13	505.51		58.62
	15		12/22/09		313.40	285.20		28.20
125001550	30	NEXTERA ENERGY INC	11/11/09	03/18/11	1,580.11	1,540.20		39.91
125001580	29	NORTHROP GRUMMAN CORP	10/26/09	03/18/11	1,927.04	1,470.94		456.10
125001610	52	ORACLE CORP CGMI AND/OR ITS AFFILIATES	11/11/09	03/18/11	1,598 45	1,137 66		460.79
125001620	16	ORACLE CORP CGMI AND/OR ITS AFFILIATES	11/11/09	12/06/11	512.31	350 05		162.26
125001630	16	ORACLE CORP CGMI AND/OR ITS AFFILIATES	11/11/09	12/21/11	410.71	350.05		60 66
125001690	34	J C PENNEY CO INC	11/11/09	03/18/11	1,224.81	1,019.96		204.85
125001740	19	POLO RALPH LAUREN CORP CL A	11/11/09	03/18/11	2,222.54	1,550.97		671.57
125001850	28	QEP RESOURCES INC	11/11/09	03/18/11	1,081.69	791.22		290.47
125001860	4	QUALCOMM INC CGMI AND/OR ITS AFFILIATES	12/31/08	11/15/11	227.11	143.57		83.54
125001870	28	QUESTAR CORP	11/11/09	03/18/11	474.87	405.78		69 09
125001920	25	SPX CORP	01/25/10	03/18/11	1,889.63	1,406.17		483.46

2011 YEAR END SUMMARY

2011 Year End Summary

HOLT FOUNDATON

Account Number 620-1938C-11 046

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001930	57	SAFEWAY INC NEW	11/11/09	03/18/11	$ 1,259.81	$ 1,326 96	($ 67.15)	
125001950	53	SCHWAB CHARLES CORP	10/02/09	03/18/11	930 66	992 16	(61.50)	
125002040	58	TEXAS INSTRUMENTS INC	11/11/09	03/18/11	1,938 90	1,470 30		468.60
125002060	52	TIME WARNER INC	02/11/10	03/18/11	1,822 03	1,442 13		379.90
125002070	47	UNILEVER NV NY SHS-NEW	11/11/09	03/18/11	1,406.62	1,479.91	(73 29)	
125002080	1	VARIAN MEDICAL SYSTEMS INC	02/22/06	04/05/11	69.01	59.61		9.40
	6		02/22/06		414.05	357 68		56 37
	2		02/23/06		138.01	119.28		18.73
125002090	5	VARIAN MEDICAL SYSTEMS INC	02/23/06	04/06/11	346.62	298.20		48.42
	3		02/23/06		207.97	178.92		29.05
125002100	2	VARIAN MEDICAL SYSTEMS INC	02/23/06	07/08/11	141.50	119.28		22 22
	2		02/23/06		141.50	119 28		22 22
	7		08/21/06		495.24	364 78		130 46
	1		08/22/06		70.74	52.12		18 62
125002110	11	VARIAN MEDICAL SYSTEMS INC	08/22/06	07/11/11	777 02	573.26		203.76
125002270	66	VODAFONE GROUP PLC SPONS ADR NEW CGMI AND/OR ITS AFFILIATES	11/11/09	03/18/11	1,830.15	1,477.51		352.64
125002330	50	ZIONS BANCORP CGMI AND/OR ITS AFFILIATES	11/11/09	03/18/11	1,154.82	667.40		487 42
Total					$ 80,102.17	$ 61,852.31	($ 1,860.35)	$ 20,110.21

2011 YEAR END SUMMARY

AMERICAN ENTERPRISE INVESTMENT SERVICES INC.

2011 1099-B*

Proceeds from Broker and Barter Exchange Transactions

Account 47191739

OMB No 1545-0715

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part I, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Gain or loss (These columns are not reported to the IRS)	Additional Information
TEM GROWTH - A FRANKLIN GROUP OF FUNDS / CUSIP: 880199104						
02/08/11	99.482	1,875.24	VARIOUS	1,903.58	-28.34	Sale[AB]

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

Report on Form 8949, Part II, with Box B checked

6 - Tax lots: NONCOVERED**

9 - Description / CUSIP/ Symbol 1a - Date of Sale or exchange	Quantity	2 - Proceeds of# stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Gain or loss (These columns are not reported to the IRS)	Additional Information
ISHARES MORNINGSTAR LARGE VALUE INDEX FUND / CUSIP: 464288109						
06/28/11	625.000	38,386.82	09/01/06	48,718.75	-10,331.93	Sale
TEM GROWTH - A FRANKLIN GROUP OF FUNDS / CUSIP: 880199104						
02/08/11	6,173.520	116,370.85	VARIOUS	118,129.36	-1,758.51	Sale[AB]
	Totals:	154,757.67		166,848.11	-12,090.44	

* **This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.**

**For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS

Net of commissions In some cases no commissions were charged. Please see your trade confirmation.

I# 7S#3-6 #021472 MRDF# BM2AK

AMERICAN ENTERPRISE INVESTMENT SERVICES INC.
10 AMERIPRISE FINANCIAL CENTER
MINNEAPOLIS , MN 55474 -9900
PAYER'S Federal ID No: 41-1667086
Ameriprise Financial Services, Inc. 1 800 862.7919

Statement Date: 01/25/12
RECIPIENT'S ID No: 74-2728633

2011 Tax Information Statement for:
HOLT FOUNDATION
ATTENTION CHARLES STRICKLAND
PO BOX 207916
SAN ANTONIO, TX 78220-7916

2011 1099-B* — **Proceeds from Broker and Barter Exchange Transactions** — OMB No. 1545-0715

8 - SHORT-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

6 - Tax lots: NONCOVERED**

Report on Form 8949, Part I, with Box B checked

9 - Description / CUSIP / Symbol / Account Number — These columns are not reported to the IRS

1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or -loss	Additional Information
STRATEGIC ALLOC / CUSIP: 19766H221 / Symbol: IMRFX / Account Number: 0101 3680920 002						
02/08/11	944.985	9,156 90	VARIOUS	10,076.66	913.04	Sale DL
06/28/11	161.864	1,573.32	VARIOUS	1,632.14	-58.82	Sale
	Security total:	10,730.22		11,708.80	-971.86	
CONTRARIAN CORE / CUSIP: 19765P109 / Symbol: LCCAX / Account Number: 0201 4594294 002						
06/28/11	67.907	1,000.27	VARIOUS	1,004.46	-4.19	Sale
	Totals:	11,730.49		12,713.26	-976.05	

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS

6 - Tax lots: NONCOVERED**

Report on Form 8949, Part II, with Box B checked

9 - Description / CUSIP / Symbol / Account Number — These columns are not reported to the IRS

1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or -loss	Additional Information
STRATEGIC ALLOC / CUSIP: 19766H221 / Symbol. IMRFX / Account Number: 0101 3680920 002						
02/08/11	6,395.504	61,972.44	VARIOUS	68,197.18	-6,179.33	Sale DL
06/28/11	53.555	520.55	VARIOUS	540.02	-19.47	Sale
	Security total:	62,492.99		68,737.20	-6,198.80	

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.**

** For NONCOVERED lots, values for *Date of acquisition, Cost or other basis* and *Wash sale loss disallowed* are provided for your reference and are NOT reported to the IRS

Net of commissions In some cases no commissions were charged Please see your trade confirmation.

Use the transaction detail to complete Form 8949. You will need to use the mutual fund Description and Quantity to fill out column (a) Description of property, on Form 8949

18 3 7583-5 #007379 MRDF# UL1QR

2011 1099-B*	Proceeds from Broker and Barter Exchange Transactions	OMB No. 1545-0715

8 - LONG-TERM GAINS AND LOSSES - Cost basis is NOT reported to the IRS **6 - Tax lots:** NONCOVERED**

Report on Form 8949, Part II, with **Box B** checked.

9 - Description / CUSIP / Symbol / Account Number			These columns are not reported to the IRS			
1a - Date of Sale or exchange	Quantity	2 - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or -loss	Additional Information
CONTRARIAN CORE / CUSIP: 19765P109 / Symbol: LCCAX / Account Number: 0201 4594294 002						
06/28/11	4,128.051	60,806.19	VARIOUS	61,060.89	-254.70	Sale
	Totals:	123,299.18		129,798.09	-6,453.50	

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.**

** For NONCOVERED lots, values for *Date of acquisition, Cost or other basis* and *Wash sale loss disallowed* are provided for your reference and are NOT reported to the IRS.

Net of commissions. In some cases no commissions were charged. Please see your trade confirmation.

Use the transaction detail to complete Form 8949. You will need to use the mutual fund Description and Quantity to fill out column (a) Description of property on Form 8949

007379