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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 10-01-2011, and ending 09-30-2012

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
HOLLOMON-PRICE FOUNDATION

% GLORIA ARECCHI CPA

Number and street (or P O box number if mail is not delivered to street address) C/O GLORIA ARECCHI
130 CROFTON AVE

City or town, state, and ZIP code
SAN ANTONIO, TX 782101127

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) **\$ 14,460,072** **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)
1	Contributions, gifts, grants, etc., received (attach schedule)	8,260,184			
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.	180,088	180,088		
5a	Gross rents	14,790	14,790		
b	Net rental income or (loss) 2,522				
6a	Net gain or (loss) from sale of assets not on line 10	1,910,784			
b	Gross sales price for all assets on line 6a 12,690,544				
7	Capital gain net income (from Part IV, line 2) . . .		1,910,784		
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)	14,854	14,854		
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	10,380,700	2,120,516		

Revenue	13 Compensation of officers, directors, trustees, etc	25,000		25,000
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	14,296	14,296	
	c Other professional fees (attach schedule)	35,519	35,519	
	17 Interest	23	23	
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,195	1,282	1,913
	19 Depreciation (attach schedule) and depletion . . .	4,228	4,228	
	20 Occupancy			
	21 Travel, conferences, and meetings	17,306	17,306	
	22 Printing and publications			
	23 Other expenses (attach schedule)	10,282	9,126	1,130
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	109,849	81,780	28,043
	25 Contributions, gifts, grants paid.	214,500		214,500
	26 Total expenses and disbursements. Add lines 24 and 25	324,349	81,780	242,543
Operating and Administrative Expenses	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	10,056,351		
	b Net investment income (if negative, enter -0-) . . .		2,038,736	
	c Adjusted net income (if negative, enter -0-) . . .			

Part III 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
1	Cash—non-interest-bearing	5,154	18,818	18,818
2	Savings and temporary cash investments	1,187,085	2,345,804	2,345,804
3	Accounts receivable ► <u>11,442</u> Less allowance for doubtful accounts ► <u> </u>	0	11,442	11,442
4	Pledges receivable ► <u> </u> Less allowance for doubtful accounts ► <u> </u>			
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) ► <u> </u> Less allowance for doubtful accounts ► <u> </u>			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	0	11,600	11,600
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,555,334	3,182,378	3,327,382
c	Investments—corporate bonds (attach schedule)	0	2,666,158	2,703,476
11	Investments—land, buildings, and equipment basis ► <u> </u> Less accumulated depreciation (attach schedule) ► <u> </u>			
12	Investments—mortgage loans	0	440,265	459,421
13	Investments—other (attach schedule)	268,337	5,069,214	5,262,129
14	Land, buildings, and equipment basis ► <u>320,979</u> Less accumulated depreciation (attach schedule) ► <u>4,914</u>	294	316,065	320,000
15	Other assets (describe ► <u> </u>)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,016,204	14,061,744	14,460,072
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 ► <u> </u>)	2,066		
23	Total liabilities (add lines 17 through 22)	2,066	0	
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds	3,628,320	11,888,504	
30	Paid-in or capital surplus, or land, bldg., and equipment fund	385,818	2,173,240	
31	Total net assets or fund balances (see page 17 of the instructions)	4,014,138	14,061,744	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,016,204	14,061,744	

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	4,014,138
2	Enter amount from Part I, line 27a	2	10,056,351
3	Other increases not included in line 2 (itemize) ► <u> </u>	3	
4	Add lines 1, 2, and 3	4	14,070,489
5	Decreases not included in line 2 (itemize) ► <u> </u>	5	8,745
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,061,744

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	PUBLICLY TRADED SECURITIES		P	
b	PARTNERSHIP GAINS/LOSSES			
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	12,690,544		10,767,979	1,922,565
b			11,781	-11,781
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a				1,922,565
b				-11,781
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 1,910,784
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	239,148	4,923,168	0.048576
2009	195,148	3,973,428	0.049113
2008	157,808	2,842,547	0.055516
2007	333,612	4,033,616	0.082708
2006	250,250	3,749,110	0.066749

2	Total of line 1, column (d).	2 0.302662
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 0.060532
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4 11,328,891
5	Multiply line 4 by line 3.	5 685,760
6	Enter 1% of net investment income (1% of Part I, line 27b).	6 20,387
7	Add lines 5 and 6.	7 706,147
8	Enter qualifying distributions from Part XII, line 4.	8 242,543

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	40,775	
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			
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-)			
3	Add lines 1 and 2.	3 40,775		
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 40,775		
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 11,600		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 42,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7 53,600		
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 12,825		
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 12,825	Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
	<i>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.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	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? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	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?	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	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"/> 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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	

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 ► N/A				
14	The books are in care of ► GLORIA ARECCHI CPA	Telephone no ► (210) 223-3030		
	Located at ► 130 CROFTON SAN ANTONIO TX	ZIP +4 ► 782101127		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
	and enter the amount of tax-exempt interest received or accrued during the year ►			
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?	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	□ Yes	✓ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	✓ Yes	□ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	□ Yes	✓ No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	□ Yes	✓ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	No
	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	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?	2a	
	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?	3a	
	If "Yes," ► 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	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 type="checkbox"/> Yes	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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
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	6b	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>		
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	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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"

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.

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

1	
2	
All other program-related investments See page 24 of the instructions	
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	7,537,405
b Average of monthly cash balances.	1b	3,737,340
c Fair market value of all other assets (see page 24 of the instructions).	1c	226,667
d Total (add lines 1a, b, and c).	1d	11,501,412
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	11,501,412
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	172,521
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,328,891
6 Minimum investment return. Enter 5% of line 5.	6	566,445

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	566,445
2a Tax on investment income for 2011 from Part VI, line 5.	2a	40,775
b Income tax for 2011 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	40,775
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	525,670
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	525,670
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	525,670

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	242,543
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	242,543
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	242,543

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				525,670
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.	64,754			
b From 2007.	136,340			
c From 2008.	17,334			
d From 2009.				
e From 2010.	4,589			
f Total of lines 3a through e.	223,017			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 242,543				
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.				242,543
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	223,017			223,017
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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.				60,110
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).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private 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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 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))

See Additional Data Table

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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	214,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI. B. Relationship of Activities

Part XVI-B Relationship of Activities

Explain below how each activity for which income is reported in column (e) of Part XVI-A continues

the accomplishment of the organization's exempt purposes (other

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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		
<p>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.</p>				
<p>*****</p>	<p>2013-08-14</p>	<p>*****</p>		
<p>Signature of officer or trustee</p>	<p>Date</p>	<p>Title</p>		
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's Signature</p> <p>Joy Reiner</p>	<p>Date</p>	<p>Check if self-employed</p> <input checked="" type="checkbox"/>	<p>PTIN</p>
	<p>Firm's name</p>	<p>BDO USA LLP</p> <p>40 NE Loop 410 Suite 200</p>		
	<p>Firm's address</p>	<p>San Antonio, TX 78216</p>		
		<p>Firm's EIN</p> <p>Phone no (210) 342-8000</p>		

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

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
THADDEUS HOLLOWAN	DIRECTOR/VICE PRESIDENT 5 0	0	0	0
30 ST LAURENT PLACE DALLAS, TX 75225				
JOHN BELLETT	EXECUTIVE DIRECTOR 10 0	25,000	0	0
18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258				
RITA BRAEUTIGAM	DIRECTOR 2 0	0	0	0
18126 LISCUM HILL SAN ANTONIO, TX 78258				
JOHN R BAUER	DIRECTOR/SECRETARY 2 0	0	0	0
3333 LEE PARKWAY TENTH FLOOR DALLAS, TX 75219				
NANCY BELLETT	DIRECTOR 2 0	0	0	0
18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258				
MICHAEL CASEY	DIRECTOR/PRESIDENT 2 0	0	0	0
1202 SOUTH ALAMO SAN ANTONIO, TX 78210				
ANN EDWARDS	DIRECTOR 2 0	0	0	0
7051 HELSEM WAY DALLAS, TX 75230				
JACK MURRAY	DIRECTOR 2 0	0	0	0
C/O NRDC 40 WEST 20TH STREET NEW YORK, NY 10011				
GLORIA P ARECCHI	DIRECTOR/TREASURER 2 0	0	0	0
130 CROFTON AVENUE SAN ANTONIO, TX 78210				
MICHAEL JON DEPPE	DIRECTOR 2 0	0	0	0
1202 RICHARDSON DRIVE STE 203 RICHARDSON, TX 75080				
WAYNE BELLETT	DIRECTOR 2 0	0	0	0
18007 SUMMER KNOLL DRIVE SAN ANTONIO, TX 78258				
ROBERT WERNER	DIRECTOR 2 0	0	0	0
310 FAWN DRIVE SAN ANTONIO, TX 78231				
JACOB SCHERR	DIRECTOR 2 0	0	0	0
C/O NRDC 1200 NEW YORK AVE NW WASHINGTON, DC 20005				

Form 990PF Part XV Line 1a - 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).

WAYNE HOLLOWMON PRICE

ESTATE OF WAYNE HOLLOWMON PRICE

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				
NATURAL RESOURCE DEFENSE COUNCIL40 WEST 20TH ST NEW YORK, NY 10011		PUBLIC CHARITY	HARVESTING 10,000 SEED, PLANTING 8,000 TREES, MAINTENANCE OF TREE NURSERY, AND CATALOGUING OF PLANT AND ANIMAL BIODIVERSITY ON THE LAND	24,500
NATURAL RESOURCE DEFENSE COUNCIL40 WEST 20 ST NEW YORK, NY 10011		PUBLIC CHARITY	TO HELP ECOSYSTEMS AND CARV AND ASSESSMENTS OF DAMS AND A MORE SUSTAINABLE FUTURE FOR PATAGONIA	25,000
NATURAL RESOURCE DEFENSE COUNCIL40TH WEST 20TH ST NEW YORK, NY 10011		PUBLIC CHARITY	HELP THE FIRST NATIONS TO HELP THE COMMUNITIES TO CONDUCT ASSESSMENTS AND PROVIDE EDUCATION AND OUTREACH WITHIN THEIR COMMUNITIES	20,000
OCEAN CONSERVANCY1300 19TH STREET NW 8TH FL WASHINGTON, DC 20036		PUBLIC CHARITY	SUPPORT THE 2012 INAUGURAL SPRING MEETING OF THE TRASH FREE SEAS ALLIANCE AS WELL AS ITS FALL VIRTUAL MEETING	20,000
GALVESTON ISLAND TREE CONSERVANCY PO BOX 2123 GALVESTON, TX 77553		PUBLIC CHARITY	PURCHASING AND PLANTING TREES IN GALVESTON'S PUBLIC PARKS, WHICH WERE HIT HARD BY HURRICANE IKE	20,000
EARTH ISLAND INSTITUTE2150 ALLSTON WAY STE 460 BERKELEY, CA 94704		PUBLIC CHARITY	SUPPORT FOR THE PLASTIC FREE CAMPUSES PROJECT, IDENTIFY HOTSPOTS OF WILDLIFE AFFECTED BY PLASTIC POLLUTION, AND WORK TO REDUCE THE PROBLEM	20,000
TEXAS CONSERVATION ALLIANCE PO BOX 822554 DALLAS, TX 75382		PUBLIC CHARITY	INCREASE SUPPORT FOR DESIGNATING THE NECHES RIVER AS A NATIONAL WILD AND SCENIC RIVER	25,000
SAN ANTONIO BOTANICAL SOCIETY PO BOX 6569 SAN ANTONIO, TX 78209		PUBLIC CHARITY	CONTINUE FUNDING FOR A PLANT RESEARCH INTERN POSITION	20,000
ANIMAL LUV416 RICHCREST DRIVE RICHARDSON, TX 75080		PUBLIC CHARITY	EXPANDING THE ANIMAL SHELTER BUILDING SO THAT IS CAN HOUSE/SAVE MORE ANIMALS	20,000
COASTAL BEND BAYS & ESTUARIES PROGRAM1305 N SHORELINE BLVD STE 205 CORPUS CHRISTI, TX 78401		PUBLIC CHARITY	PURCHASE SPARTINA ALTERNIFLORA AND PROVIDE LABOR FOR PLANTING	20,000
Total			► 3a	214,500

2011

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

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

Name of organization
HOLLOMON-PRICE FOUNDATION**Employer identification number**

75-2850527

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
HOLLOMON-PRICE FOUNDATION

Employer identification number

75-2850527

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) Aggregate contributions	(d) Type of contribution
1	ESTATE OF WAYNE PRICE 130 CROFTON AVE SAN ANTONIO, TX 78210	\$ 6,830,307	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
2	ESTATE OF WAYNE PRICE 130 CROFTON AVE SAN ANTONIO, TX 78210	\$ 1,109,877	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
3	ESTATE OF WAYNE PRICE 130 CROFTON AVE SAN ANTONIO, TX 78210	\$ 320,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)
—		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/>
			(Complete Part II if there is a noncash contribution)

Name of organization HOLLOMON-PRICE FOUNDATION			Employer identification number 75-2850527
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
1	PUBLICLY TRADED SECURITIES	\$ 6,830,307	2012-03-30
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	RESIDENTIAL REAL ESTATE - 220 GROVE	\$ 320,000	2012-01-30
(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 HOLLOMON-PRICE FOUNDATION			Employer identification number 75-2850527
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> 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	
—	—	—	—

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Attachment
Sequence No 179Name(s) shown on return
HOLLOMON-PRICE FOUNDATIONBusiness or activity to which this form relates
GENERAL DEPRECIATIONIdentifying number
75-2850527**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	\$ 500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 11 ►	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	196

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	196
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

	%							
	%							
	%							

	%				S/L -			
	%				S/L -			
	%				S/L -			

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?													Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners														
39 Do you treat all use of vehicles by employees as personal use?														
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?														
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)														

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2011

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions. ► Attach to your tax return.

Attachment
Sequence No 179Name(s) shown on return
HOLLOMON-PRICE FOUNDATIONBusiness or activity to which this form relates
220 GROVEIdentifying number
75-2850527**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions)	1	\$ 500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7			
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8			
9 Tentative deduction Enter the smaller of line 5 or line 8	9			
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10			
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11			
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12			
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 11 ►	13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	4,033
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?													Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners														
39 Do you treat all use of vehicles by employees as personal use?														
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?														
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)														

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

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

TY 2011 Depreciation Schedule

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
PROJECTOR	2008-04-02	979	685	SL	5	196			
HOUSE	2011-10-01	115,713		M27		4,033			
LAND	2011-10-01	204,288		L					

**TY 2011 Investments Corporate
Bonds Schedule**

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALCOA INC 5.400% 100,000	102,935	104,919
AMERICAN INTL 4.875% 100,000	101,579	112,638
AMGEN INC 3.625% 100,000	100,526	105,841
ARCELORMITTAL 5.500% 100,000	95,472	94,984
BANK OF AMERICA 5.000% 100,000	108,810	110,256
HEWLETT PACKARD 4.050% 100,000	98,307	101,361
MORGAN STANLEY 5.550% 100,000	99,444	109,394
PITNEY BOWES 5.600% 100,000	103,822	109,012
CHICAGO ILL 6.050% 100,000	113,487	112,368
MARYLAND ST CMNTY 4.0% 100,000	104,766	104,525
YPSILANTI MICH 6.200% 100,000	109,291	106,840
GEN ELEC CAP 1.625% 100,000	101,744	101,786
DALLAS TEX WTRW 1.414% 75,000	75,015	75,924
ENERGY NORTHWES 2.147% 75,000	75,015	76,831
GEORGIA MUN ELEC 4.030% 75,000	81,445	81,430
GEORGIA MUN GAS 4.767% 80,000	89,234	85,617
LOUISIANA ST 1.654% 75,000	75,015	76,085
MAINE MUN BD BK 2.925% 100,000	107,043	106,714
MERCER CNTY NJ .940% 100,000	100,711	100,193
MISSISSIPPI ST 1.151% 100,000	100,015	101,180
NEW YORK ST ENV 2.745% 85,000	85,015	85,613
OHIO ST UNIV GE 1.663% 75,000	75,015	74,950
OREGON ST DEPT 2.106% 50,000	50,015	50,392
RICHMOND VA 1.810% 75,000	75,015	76,364
SOUTH DAKOTA CO 2.533% 75,000	75,015	75,969
TENNESSEE ST SCH .900% 100,000	100,015	100,145
TEXAS A&M UNI 1.239% 100,000	100,015	100,142
TRAVIS CNTY TEX 3.18% 80,000	87,362	86,832
VIRGINIA PORT 1.042% 75,000	75,015	75,171

**TY 2011 Investments Corporate
Stock Schedule**

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AT&T INC NEW 240	8,024	9,048
AMERICAN EXPRESS COMPANY 290	16,570	16,489
ANADARKO PETROLEUM CORP 145	10,144	10,138
APPLE INC 55	34,847	36,691
ARES CAPITAL CORP 6,500	110,112	111,410
BANK OF NY MELLON CP NEW 340	7,556	7,691
BRISTOL-MYERS SQUIBB CO 765	24,696	25,819
CVS CAREMARK CORP 340	15,043	16,463
CISCO SYSTEMS INC 885	16,645	16,899
COCA COLA COMPANY 380	15,038	14,413
COGNIZANT TECH SOL CL A 190	12,171	13,279
CONOCOPHILLIPS 155	8,935	8,863
DOMINION RES INC VA NEW 335	18,061	17,735
DUPONT E I DE NEMOUR&CO 215	10,561	10,808
EMC CORP MASS 635	16,721	17,316
EMERSON ELECTRIC CO 320	16,664	15,446
EXXON MOBIL CORPORATION 205	18,133	18,747
FAMILY DOLLAR STORES INC 140	8,907	9,282
FLUOR CORPORATION NEW 165	8,951	9,286
FREEPORT MCMORAN COPPER 260	9,150	10,291
GOOGLE INC CLASS A 20	13,409	15,090
HEINZ H J CO 185	10,143	10,351
HOME DEPOT INC 325	18,069	19,620
JOHNSON & JOHNSON 310	21,147	21,362
JPMORGAN CHASE & CO 610	22,633	24,693
KAYNE ANDERSON MLP INV	109,180	117,931
KIMBERLY-CLARK CORP 125	9,914	10,723
METLIFE INC 520	18,167	17,919
MICHAEL KORS HLDGS 185	8,935	9,838
MICROSOFT CORP 690	21,149	20,534

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONSANTO CO NEW DEL 170	14,999	15,473
NIKE INC CLASS B 160	15,052	15,186
OCCIDENTAL PETE CORP 125	11,139	10,758
ORACLE CORPORATION 660	21,029	20,764
PARKER-HANNIFIN CORP 130	10,741	10,865
PAYCHEX INC 745	23,657	24,801
PEABODY ENERGY CORP 550	12,030	12,260
PEPSICO INCORPORATED 270	19,702	19,108
PFIZER INCORPORATED 1,325	31,236	32,926
PROCTER & GAMBLE 225	15,059	15,606
QUALCOMM INC 265	16,666	16,555
SCHLUMBERGER LTD 245	18,253	17,721
TARGET CORPORATION 235	15,018	14,915
TORTOISE EGY INFRASTRUCT 2,800	106,378	113,344
UNITED TECHNOLOGIES CORP 230	18,080	18,007
WINDSTREAM CORPORATION 720	6,777	7,265
ALLIANCE DATA SYSTEMS 507	67,238	71,969
BAZAARVOICE INC 1,861	33,092	28,194
BED BATH & BEYOND 1,061	67,467	66,843
BRISTOL-MYERS SQUIBB CO 1,905	63,891	64,294
CATERPILLAR INC 782	67,462	67,283
CHEVRON CORPORATION	66,387	68,304
CONOCOPHILLIPS 1,265	67,917	72,333
E M C CORP MASS 1,807	47,609	49,277
ENSCO PLC CLASS A 1,519	71,776	82,877
FEDEX CORPORATION 756	65,676	63,973
FMC TECHNOLOGIES 1,614	65,510	74,728
FORD MOTOR COMPANY NEW 3,107	33,549	30,635
FRESH MARKET INC 1,290	65,343	77,309
GAP INC 2,444	64,996	87,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL MOTORS CO 1,483	33,394	33,738
HANCOCK HOLDING CO 2,265	70,538	70,170
INTEL CORP 2,455	66,793	55,618
KRAFT FOODS INC 1,695	66,164	70,088
LOWES COMPANIES INC 2,349	64,198	71,034
MACYS INC 1,859	69,258	69,936
ORACLE CORPORATION 2,412	65,024	75,882
QUALCOMM INC 1,106	67,225	69,092
ROCKWELL AUTOMATION INC 950	66,157	66,073
S A P AG ADR SPONSORED ADR 794	49,235	56,636
SANOFI ADR 1,638	67,366	70,532
STANLEY BLACK & DECKER 1,043	70,878	79,529
STAPLES INC 4,992	71,428	57,508
TEXAS INSTRUMENTS INC 2,342	69,964	64,534
TIME WARNER INC NEW 1,385	49,870	62,789
TORONTO DOMINION BANK 850	67,278	70,839
UNITEDHEALTH GROUP INC 1,124	63,034	62,281
WELLS FARGO & CO NEW 2,002	66,275	69,129
AT&T INC NEW 764	21,564	28,803
AXA SPONSORED ADR 160	2,008	2,384
APACHE CORP 82	7,949	7,091
BAYER A G SPONSORED ADR 48	2,938	4,123
BP PLC ADR 105	4,422	4,448
BUSINESS DEVELOPMENT CO 12,874	125,000	134,411
INDUSTRIAL & COML ADR 70	774	816
NINTENDO LTD ADR 86	1,613	1,365
REED ELSEVIER NEW ADR 121	2,754	3,221
ROYAL DUTCH SHELL A 101	6,937	7,010
TEVA PHARM INDS LTD ADR 100	3,866	4,141
TRAVELERS COMPANIES INC 207	11,512	14,130

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WPP PLC ADR 71	3,558	4,837

TY 2011 Investments - Other Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARBITRAGE FUND CLASS R 5,352	AT COST	69,000	68,518
CHAMPLAIN MID CAP FD 12,900	AT COST	150,000	155,317
EATON VANCE FLOATING 14,547	AT COST	135,000	136,600
FIDELITY ADV FLOATING 13,826	AT COST	135,000	137,301
FIDELITY FOCUSED HIGH 16,532	AT COST	150,000	155,075
FRANKLIN TEMPLETON 8,392	AT COST	100,000	107,755
GATEWAY FUND CL Y 2,989	AT COST	82,000	82,249
JPMORGAN RESEARCH MARKET 4,788	AT COST	69,000	69,096
MANAGERS AMG FQ GLOBAL 12,222	AT COST	110,000	111,711
MERGER FUND 4,334	AT COST	69,000	69,087
TOCQUEVILLE GOLD FUND 1,659	AT COST	100,000	124,112
FEDERAL RLTY INV TR SBI 60	AT COST	5,848	6,318
ISHARES FTSE NAREIT RES 2,350	AT COST	107,653	110,638
ISHARES MSCI ALL COUNTRY 2,500	AT COST	135,881	140,650
ISHARES MSCI CDA IDX FD 4,000	AT COST	109,885	113,960
MARKET VECTORS ETF TR 1,375	AT COST	69,411	71,211
MARKET VECTORS ETF TR 2,500	AT COST	104,280	134,225
POWERSHARES EXCH TRADE 2,900	AT COST	55,135	56,521
SPDR S&P 500 ETF TR 1,250	AT COST	173,287	179,963
SPDR GOLD TRUST 350	AT COST	53,489	60,162
SPDR S&P MIDCAP 400 ETF 875	AT COST	150,398	157,430
UNITED STS 12 MO OIL FD 2,000	AT COST	68,601	80,648
VANGUARD MSCI EMERGING 2,300	AT COST	95,112	95,956
WISDOMTREE EMERGING MKTS 1,800	AT COST	96,826	96,606
ISHARES MSCI AUS IDX FD 2,802	AT COST	65,956	66,660
ISHARES TR S&P SMALL CAP 2,346	AT COST	170,547	180,806
LAZARD LTD 2,671	AT COST	66,662	78,073
S P D R S&P 500 ETF TR 3,541	AT COST	498,180	509,798
SECTOR SPDR UTIL SELECT 4,423	AT COST	160,085	160,953
SIMON PPTY GROUP NEW 442	AT COST	67,797	67,100

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGAURD REIT 1,565	AT COST	101,310	101,677
ALLIANCEBERNSTEIN GLOBL 19,629	AT COST	166,277	169,600
ALLIANCEBERNSTEIN HIGH 18,702	AT COST	168,747	174,497
PIMCO TOTAL RETURN FUND 14,788	AT COST	166,401	171,256
TEMPLETON GLOBAL BOND 13,026	AT COST	167,792	174,428
WESTCORE PLUS BOND FUND 14,955	AT COST	167,218	169,148
ALLIANZ NFJ DIV VALUE 787	AT COST	10,052	10,130
BLACKROCK EQTY DIVIDEND 3,021	AT COST	60,000	60,695
STEELPATH MLP SLCT 12,780	AT COST	138,800	138,544
AMER RLTY CAP TRUST III 13,440	AT COST	125,000	134,409
ISHARES RUSSELL MIDCAP 620	AT COST	69,509	68,665
VANGUARD BOND INDEX FUND 1,286	AT COST	104,398	104,789
VANGUARD WHITEHALL FUNDS 1,980	AT COST	99,677	99,792
FLOWBELOW AERO INC	AT COST	100,000	100,000

TY 2011 Land, Etc. Schedule**Name:** HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

TY 2011 Other Decreases Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Description	Amount
ADJUSTMENT FOR PRIOR YEAR	8,745

TY 2011 Other Expenses Schedule

Name: HOLLOWMON-PRICE FOUNDATION

EIN: 75-2850527

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	72	72		
MAIL AND DELIVERY CHARGES	242	242		
PO BOX RENTAL	193	193		
WEBSITE	372			372
MISCELLANEOUS	132	132		
OTHER INVESTMENT EXPENSE	250	250		
PAYROLL PROCESSING FEES	758			758
PENALTIES	28			
Rent and Royalty Expense	8,235			

TY 2011 Other Income Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
HUGOTON ROYALTY TRUST	1,432	1,432	
PARTNERSHIP INCOME	11,199	11,199	
PARTNERSHIP INTEREST INCOME	24	24	
PARTNERSHIP DIVIDENDS	2,199	2,199	

TY 2011 Other Liabilities Schedule**Name:** HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYABLE TO INTERNAL REVENUE SERVICE	2,066	

TY 2011 Taxes Schedule

Name: HOLLOWMON-PRICE FOUNDATION**EIN:** 75-2850527

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,282	1,282		
PAYROLL TAXES	1,913			1,913