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**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 **NOV 1, 2011**, and ending **OCT 31, 2012**

Name of foundation JAMES AND LYNELLE HOLDEN FUND		A Employer identification number 38-6052154
Number and street (or P O box number if mail is not delivered to street address) 802 EAST BIG BEAVER ROAD	Room/suite	B Telephone number 248-689-5252
City or town, state, and ZIP code TROY, MI 48083		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,011,250.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (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 <input type="checkbox"/>

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))		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,132.	19,132.		STATEMENT 1
	4 Dividends and interest from securities	37,360.	37,360.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-10,286.			
	b Gross sales price for all assets on line 6a 478,678.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	46,206.	56,492.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	57,600.	40,320.		17,280.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	1,705.	853.		853.
	c Other professional fees STMT 4	46,162.	34,567.		11,595.
	17 Interest				
	18 Taxes RECEIVED STMT 5	4,795.	3,473.		1,322.
	19 Depreciation and depletion				
	20 Repairs DEC 20 2012	8,400.	4,200.		4,200.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses HOLDEN, UT STMT 6	3,868.	1,878.		1,878.
	24 Total operating and administrative expenses. Add lines 13 through 23	122,530.	85,291.		37,128.
	25 Contributions, gifts, grants paid	151,000.			151,000.
26 Total expenses and disbursements. Add lines 24 and 25	273,530.	85,291.		188,128.	
27 Subtract line 26 from line 12	-227,324.				
a Excess of revenue over expenses and disbursements		0.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		47,009.	64,898.	64,898.
	3	Accounts receivable	4,337.			
		Less: allowance for doubtful accounts		3,520.	4,337.	4,337.
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 7	412,560.	435,703.	713,161.
	c	Investments - corporate bonds	STMT 8	326,803.	344,582.	391,698.
11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 9	1,038,321.	751,369.	837,156.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		1,828,213.	1,600,889.	2,011,250.	
Liabilities	17	Accounts payable and accrued expenses		1,175.	1,175.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		1,175.	1,175.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		1,827,038.	1,599,714.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		1,827,038.	1,599,714.		
31	Total liabilities and net assets/fund balances		1,828,213.	1,600,889.		

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	1,827,038.
2	Enter amount from Part I, line 27a	2	-227,324.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,599,714.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,599,714.

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 PUBLICLY TRADED STOCKS & BONDS	P		
b CLASS ACTION PROCEEDS	P		
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 478,641.		488,964.	-10,323.
b 37.			37.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-10,323.
b			37.
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	-10,286.
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). If (loss), enter -0- in Part I, line 8 }	3	N/A

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 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	184,333.	2,255,642.	.081721
2009	189,990.	2,192,605.	.086650
2008	161,769.	2,066,563.	.078279
2007	188,990.	3,221,001.	.058674
2006	199,049.	3,704,371.	.053734

2 Total of line 1, column (d)	2	.359058
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	.071812
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,038,312.
5 Multiply line 4 by line 3	5	146,375.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	146,375.
8 Enter qualifying distributions from Part XII, line 4	8	188,128.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,389.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,389.
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	1,389.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,389. Refunded <input type="checkbox"/> 0.		11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MI		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 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? Website address ► N/A	13	X	
14	The books are in care of ► HERBERT E WESTON Telephone no. ► 248-689-5252 Located at ► 802 EAST BIG BEAVER ROAD, TROY, MI ZIP+4 ► 48083			
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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? ☐ Yes ☒ NoOrganizations 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). N/A

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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.

(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
DONALD J MILLER	PRESIDENT, TRUSTEE			
802 EAST BIG BEAVER ROAD				
TROY, MI 48083	11.00	39,000.	0.	0.
HERBERT E WESTON	VICE PRESIDENT, TREASURER,			
802 EAST BIG BEAVER ROAD				
TROY, MI 48083	16.00	24,600.	0.	0.
INGRID O VERNIER	SECRETARY			
802 EAST BIG BEAVER ROAD				
TROY, MI 48083	12.00	14,050.	0.	0.
DANIEL T LIS	TRUSTEE			
802 EAST BIG BEAVER ROAD				
TROY, MI 48083	6.00	18,600.	0.	0.

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

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

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
All other program-related investments See instructions		
3		

Total. Add lines 1 through 3

0.

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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	1,985,512.
b	Average of monthly cash balances	1b	83,840.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,069,352.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,069,352.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,040.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,038,312.
6	Minimum investment return. Enter 5% of line 5	6	101,916.

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	101,916.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	101,916.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	101,916.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	101,916.

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	188,128.
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	
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	188,128.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	188,128.

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				101,916.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	15,334.			
b From 2007	28,734.			
c From 2008	58,441.			
d From 2009	80,360.			
e From 2010	71,551.			
f Total of lines 3a through e	254,420.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 188,128.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				101,916.
e Remaining amount distributed out of corpus	86,212.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	340,632.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	15,334.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	325,298.			
10 Analysis of line 9.				
a Excess from 2007	28,734.			
b Excess from 2008	58,441.			
c Excess from 2009	80,360.			
d Excess from 2010	71,551.			
e Excess from 2011	86,212.			

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

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

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 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

SEE STATEMENT 10

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				
SEE SCHEDULE ATTACHED	NONE	PUBLIC	GENERAL OPERATIONS	151,000.
Total			3a	151,000.
b Approved for future payment				
DETROIT ZOOLOGICAL SOCIETY-REPTILE HOUSE P. O. BOX 8237 ROYAL OAK, MI 48088	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
MICHIGAN STATE UNIVERSITY 300 SPARTAN WAY EAST LANSING, MI 48824	NONE	PUBLIC	GENERAL OPERATIONS	25,000.
WAYNE STATE UNIVERSITY MEDICAL SCHOOL 5475 WOODWARD AVENUE DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	75,000.
Total			3b	131,000.
SEE CONTINUATION SHEET(S)				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
AMERICAN RED CROSS SE MICHIGAN CHAPTER/HURRICANE SANDY P. O. BOX 44110 DETROIT, MI 48244-0110	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
COTS 26 PETERBORO DETROIT, MI 48201-2757	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
OLD NEWSBOYS GOODFELLOW FUND P.O. BOX 44444 DETROIT, MI 48244-0444	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total from continuation sheets .				6,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	19,132.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19,132.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	37,360.	0.	37,360.
TOTAL TO FM 990-PF, PART I, LN 4	37,360.	0.	37,360.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,705.	853.		853.
TO FORM 990-PF, PG 1, LN 16B	1,705.	853.		853.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,512.	7,512.		0.
TRUSTEE FEES	9,000.	6,300.		2,700.
PROFESSIONAL FEES	29,650.	20,755.		8,895.
TO FORM 990-PF, PG 1, LN 16C	46,162.	34,567.		11,595.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-MICHIGAN ANNUAL REPORT	20.	20.		0.
TAXES-PAYROLL	4,406.	3,084.		1,322.
TAXES - FOREIGN	369.	369.		0.
TO FORM 990-PF, PG 1, LN 18	4,795.	3,473.		1,322.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,869.	935.		935.
OFFICE SUPPLIES	1,156.	578.		578.
TELEPHONE	613.	307.		307.
TRUSTEE MEETINGS	230.	58.		58.
TO FORM 990-PF, PG 1, LN 23	3,868.	1,878.		1,878.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	435,703.	713,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	435,703.	713,161.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	344,582.	391,698.
TOTAL TO FORM 990-PF, PART II, LINE 10C	344,582.	391,698.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	COST	751,369.	837,156.
TOTAL TO FORM 990-PF, PART II, LINE 13		751,369.	837,156.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDDONALD J MILLER, PRESIDENT
802 EAST BIG BEAVER ROAD
TROY, MI 48083TELEPHONE NUMBER

248-689-5252

FORM AND CONTENT OF APPLICATIONSAPPLICANTS FOR GRANTS SHOULD SUBMIT REQUESTS IN LETTER OR PROPOSAL FORM
SPECIFYING THE PROPOSED USE OF GRANT FUNDS AND THE BENEFIT TO BE DERIVEDANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2012
FORM 990-PF 38-6052154

BALANCE SHEET - ASSETS PART II

Investments - Corporate Stock

945 sh Accenture Ltd Cl A	\$ 28,806	\$ 63,702
650 sh Anadarko Petroleum Corp	34,624	44,727
170 sh Apple, Inc.	15,305	101,204
892 sh Colgate Palmolive	58,826	93,624
133 sh Deere and Co.	9,889	11,364
1,200 sh Intel Corp.	15,574	25,956
1,000 sh Iridium Comm	8,470	7,361
1,090 sh Johnson & Johnson	53,657	77,194
900 sh Joy Global	39,476	56,205
690 sh McDonalds	38,374	59,892
530 sh Nestle SA Spon. ADR	29,971	33,570
540 sh Novartis AG Spon. ADR	29,937	32,648
1,800 sh Oracle Corp	37,175	55,944
252 sh Potash Corp. Sask Canada	10,009	10,173
152 sh Syngenta AG Spon. ADR	10,022	11,850
355 sh United Technologies	<u>15,588</u>	<u>27,747</u>

Line 10b

\$ 435,703 **\$ 713,161**

YEAR ENDED OCTOBER 31, 2012
FORM 990-PF 38-6052154

Investments - Corporate Bonds

			Cost	Mkt. Value
5,000 A T & T	5.800%	02/15/19	\$ 4,954	\$ 6,278
10,000 Abbott Labs	4.125%	05/27/20	10,085	11,671
10,000 Alabama Power	5.125%	02/15/19	10,452	11,811
20,000 America West	8.057%	07/07/20	8,510	9,665
5,000 Anheuser Busch	5.500%	01/15/18	4,730	5,992
5,000 Anheuser Busch	4.500%	04/01/18	4,829	5,702
5,000 Bank of NY	5.500%	12/01/17	4,923	5,849
10,000 Bank of NY	4.600%	01/15/20	10,137	11,657
5,000 Boeing	6.000%	03/15/19	5,010	6,334
15,000 Boeing	4.875%	02/15/20	16,135	18,263
10,000 Bottling Group	5.125%	01/15/19	10,552	11,891
5,000 Caterpillar Finl	5.450%	04/15/18	4,848	6,053
15,000 Citigroup	4.500%	11/04/22	15,717	16,559
5,000 Comcast	6.300%	11/15/17	5,314	6,209
5,000 Comcast	5.700%	05/15/18	5,305	6,088
5,000 Conoco Phillips	5.750%	02/01/19	5,053	6,259
5,000 Consolidated Edison NY	5.850%	04/01/18	5,300	6,165
10,000 Danaher Corp.	5.400%	03/01/19	10,357	12,052
5,000 DuPont De Nemours	5.750%	03/15/19	4,912	6,136
5,000 DuPont De Nemours	4.625%	01/15/20	4,988	5,862
10,000 Emerson Electric	5.250%	10/15/18	10,585	12,147
5,000 EOG Resources	6.875%	10/01/18	5,553	6,411
5,000 Ford Motor Credit	4.250%	09/20/22	5,179	5,181
10,000 General Electric	5.250%	12/06/17	10,019	11,848
5,000 Georgia Power	4.250%	12/01/19	5,196	5,673
15,000 Intl. Lease Fincl.	5.875%	08/15/12	15,000	15,582
10,000 J.P. Morgan Chase	4.400%	07/22/20	9,814	11,113
5,000 Lubrizol Corp	8.875%	02/01/19	5,082	7,051
10,000 Martin Marietta	6.600%	04/15/18	10,454	11,265
20,000 Medtronic	4.450%	03/15/20	21,381	23,285
5,000 Merrill Lynch	6.875%	04/25/18	5,122	6,037
15,000 Morgan Stanley	6.625%	04/01/18	15,405	17,446
5,000 Morgan Stanley	5.950%	12/28/17	5,200	5,674
5,000 Nucor Corp.	5.850%	06/01/18	5,257	6,118
5,000 PNC Funding	4.375%	08/11/20	5,137	5,778
15,000 UAL, Inc.	10.400%	11/01/16	11,798	12,546
20,000 U. S. Airways	8.360%	01/20/19	5,067	5,563
5,000 United Tech	6.125%	02/01/19	5,379	6,292
15,000 WalMart Stores	3.625%	07/08/20	15,011	16,936
5,000 Weatherford Intl	9.625%	03/01/19	5,367	6,624
10,000 Weatherford Intl	4.500%	04/15/22	10,218	10,646
5,000 Wells Fargo	5.625%	12/11/17	5,247	5,986

Line 10c

\$ 344,582 \$ 391,698

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2012
FORM 990-PF 38-6052154

Other Investments

	<u>Cost</u>	<u>Market Value</u>
2,016 sh Vanguard Windsor II Admiral	\$ 101,138	\$ 104,956
18,869 sh American Century Equity Income	119,604	149,442
1,797 sh Am Fund Growth Fd of Am	52,922	59,757
7,353 sh Columbia Marsico Growth Fund	130,650	160,659
3,846 sh Gabelli AC Advisor	37,379	38,342
947 sh Harbor International Fund	51,627	55,318
1,288 sh J.P.M. Highbridge Dy Comm	26,084	19,481
3,040 sh JanusTriton	51,766	54,363
2,830 sh Sun America Alt. Strat	31,254	24,682
5,078 sh Sun America Focused	54,101	66,932
1,440 sh T Rowe Price Horizons	<u>50,000</u>	<u>50,346</u>
	<u>\$ 706,525</u>	<u>\$ 784,278</u>

Other Equities

1,285 sh ISHARES MSCI Emerging Mkt Indes	<u>44,844</u>	<u>52,878</u>
	<u>\$ 44,844</u>	<u>\$ 52,878</u>

Line 13

751,369 837,156

JAMES AND LYNELLE HOLDEN FUND**GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR****FORM 990PF 38-6052154****October 31, 2012**

RECIPIENT NAME AND ADDRESS	STATUS	PURPOSE	RELATIONSHIP	AMOUNT
Alternatives for Girls 903 W. Grand Boulevard Detroit, MI 48208-2365	Public	General Operations	NONE	\$ 2,000.00
Campfire USA SE Michigan Council 16250 Northland Drive, # 301 Southfield, MI 48075	Public	General Operations	NONE	2,000.00
Capuchin Soup Kitchen 1820 Mt. Elliott St. Detroit, MI 48207-3485	Public	General Operations	NONE	2,000.00
Childrens Center of Detroit 79 West Alexandrine Detroit, MI 48201	Public	General Operations	NONE	2,000 00
Christ Child House 15751 Joy Road Detroit, MI 48228	Public	General Operations	NONE	3,000 00
COTS 26 Peterboro Detroit, MI 48201-2757	Public	General Operations	NONE	2,000.00
Covenant House - Michigan 2959 Martin Luther King, Jr. Blvd. Detroit, MI 48208	Public	General Operations	NONE	2,000 00
Crossroads for Youth P.O. Box 9 930 E. Drahner Road Oxford, MI 48371	Public	General Operations	NONE	2,500.00
Detroit Area Council Boy Scouts of Am. 1776 West Warren Avenue Detroit, MI 48208-2291	Public	General Operations	None	2,000.00
Detroit Historical Society 5401 Woodward Avenue Detroit, MI 48202	Public	General Operations	NONE	3,000 00
Detroit Institute for Children 5447 Woodward Avenue Detroit, MI 48202-4099	Public	General Operations	NONE	2,000.00
Detroit Institute of Arts 5200 Woodward Avenue Detroit, MI 48202	Public	General Operations	NONE	2,500.00
Detroit Public TV 1 Clover Court Wixom, MI 48393	Public	General Operations	NONE	1,000.00

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2012
Part 1, Line 25 - Contributions Paid

JAMES AND LYNELLE HOLDEN FUND**38-6052154**

Detroit Symphony Orchestra Max M. Fisher Music Center 3711 Woodward Avenue Detroit, MI 48201	Public	General Operations	NONE	2,500 00
Detroit Zoological Society P O Box 8237 Royal Oak, MI 48088	Public	General Operations	NONE	25,000 00
Ennis Center for Children 129 E. Third Street Flint, MI 48502	Public	General Operations	NONE	2,000.00
Forgotten Harvest 21800 Greenfield Rd Oak Park, MI 48237	Public	General Operations	NONE	2,000.00
Furniture Bank of S. E. Michigan 333 North Perry Pontiac, MI 48342	Public	General Operations	NONE	2,000.00
Girl Scouts of Southeastern Michigan 3011 W. Grand Boulevard, Ste 500 Detroit, MI 48202-3012	Public	General Operations	NONE	2,000.00
Gleaners Community Food Bank 2131 Beaufait Detroit, MI 48207	Public	General Operations	NONE	2,000.00
Goodwill Industries Foundation 3111 Grand River Ave. Detroit, MI 48208-9700	Public	General Operations	NONE	2,000.00
Martin Luther King Sr. High Band 3200 E. Lafayette Detroit, MI 48207	Public	General Operations	NONE	500.00
Lutheran Child & Family Service 6019 West Side Saginaw Road P.O. Box 48 Bay City, MI 48707-0048	Public	General Operations	NONE	2,000 00
Marygrove College 8425 West McNichols Road Detroit, MI 48221-2599	Public	General Operations	NONE	2,000.00
Michigan Opera Theatre 1526 Broadway Detroit, MI 48226	Public	General Operations	NONE	3,000 00
Michigan State University 300 Spartan Way East Lansing, MI 48824-1005	Public	General Operations	NONE	25,000 00

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2012
Part I, Line 25 - Contributions Paid

JAMES AND LYNELLE HOLDEN FUND**38-6052154**

Music Hall 350 Madison Avenue Detroit, MI 48226	Public	General Operations	NONE	2,000.00
Penrickton Center for Blind Children 26530 Eureka Road Taylor, MI 48180	Public	General Operations	NONE	2,000.00
Spaulding for Children 16250 Northland Drive, Suite 120 Southfield, MI 48075	Public	General Operations	NONE	2,000.00
Special Olympics - Michigan Central Michigan University Mt. Pleasant, MI 48859	Public	General Operations	NONE	2,000.00
Starfish Family Services 30000 Hiveley Road Inkster, MI 48141-1089	Public	General Operations	NONE	2,000.00
THAW 607 Shelby, Suite 400 Detroit, MI 48226	Public	General Operations	NONE	1,000.00
The Fowler Center 2315 Harmon Lake Road Mayville, MI 48744-9737	Public	General Operations	NONE	2,000.00
The Greening of Detroit 1418 Michigan Avenue Detroit, MI 48216	Public	General Operations	NONE	2,000.00
The Henry Ford 20900 Oakwood Blvd. Dearborn, MI 48124-4088	Public	General Operations	NONE	2,500.00
The Salvation Army 16130 Northland Drive Southfield, MI 48075	Public	General Operations	NONE	2,000.00
Wayne State University Medical School Beecher House 5475 Woodward Detroit, MI 48202	Public	General Operations	NONE	25,000.00
YMCA Camping Services 7300 Hickory Ridge Road Holly, MI 48442	Public	General Operations	NONE	2,000.00

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2012
Part I, line 25 - Contributions Paid

JAMES AND LYNELLE HOLDEN FUND**38-6052154**

Urban Neighborhood Initiatives 8300 Longworth Detroit, MI 48209	Public	General Operations	NONE	2,500.00
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Vista Maria 20651 West Warren Ave Dearborn Heights, MI 48127-2698	Public	General Operations	NONE	<u>2,000.00</u>
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TOTAL CONTRIBUTIONS**\$ 151,000.00**

Statement attached to form 990-PF
James and Lynelle Holden Fund
Year ended October 31, 2012
Part I, line 25 - Contributions Paid