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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The Holt Family Foundation Ltd		A Employer identification number 39-1714992	
% WAYNE G HOLT		B Telephone number (see instructions) (262) 567-7002	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 88 Suite		C If exemption application is pending, check here <input type="checkbox"/>	
Room/suite			
City or town, state, and ZIP code Elm Grove, WI 53122			
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"/> 2. Foreign organizations meeting the 85% test, 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) <input checked="" type="checkbox"/> \$ 1,554,298		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	31,660	31,660		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	33,386			
	b Gross sales price for all assets on line 6a _____ 283,519				
	7 Capital gain net income (from Part IV , line 2)		33,386		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	65,046	65,046		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	50	20	0	30
	b Accounting fees (attach schedule)	11,000	4,400	0	6,600
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	873			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	28,223	16,973		11,250
	24 Total operating and administrative expenses. Add lines 13 through 23	40,146	21,393	0	17,880
	25 Contributions, gifts, grants paid	56,000			56,000
	26 Total expenses and disbursements. Add lines 24 and 25	96,146	21,393	0	73,880
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-31,100			
	b Net investment income (if negative, enter -0-)		43,653		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,261	25,099	25,099
	2	Savings and temporary cash investments	43,013	7,368	7,368
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	735,878	711,227	914,211
	c	Investments—corporate bonds (attach schedule).	555,397	566,628	605,202
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	291	2,418	2,418
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,343,840	1,312,740	1,554,298

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,343,840	1,312,740	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,343,840	1,312,740	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,343,840	1,312,740	

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	1,343,840
2	Enter amount from Part I, line 27a	2	-31,100
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,312,740
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,312,740

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	BAIRD STATEMENT #1514-6707	P		
b	BAIRD STATEMENT #1514-6707	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 29,732		27,856	1,876
b 253,787		228,313	25,474
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,876
b			25,474
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	33,386
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2011	87,639	1,558,872	0 056219
2010	92,600	1,518,674	0 060974
2009	80,171	1,363,046	0 058818
2008	99,508	1,641,308	0 060627
2007	116,530	1,918,481	0 060741

2 Total of line 1, column (d).	2	0 297379
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 059476
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,519,745
5 Multiply line 4 by line 3.	5	90,388
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	437
7 Add lines 5 and 6.	7	90,825
8 Enter qualifying distributions from Part XII, line 4.	8	73,880

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	873
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	873
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	873
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,291	
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	3,291
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	2,418
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 2,418	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes <input checked="" type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WI _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	WAYNE G HOLT	Telephone no	(941) 925-7686
	Located at	7686 CALLE FACIL Sarasota FL	ZIP +4	34238
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, 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		No
See 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		
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?		Yes	No
	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 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?		Yes	No
b	If "Yes," did it have excess business holdings in 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	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 2012?	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))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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 instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,495,920
b	Average of monthly cash balances.	1b	45,590
c	Fair market value of all other assets (see instructions).	1c	1,378
d	Total (add lines 1a, b, and c).	1d	1,542,888
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,542,888
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	23,143
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,519,745
6	Minimum investment return. Enter 5% of line 5.	6	75,987

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	75,987
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	873
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	873
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	75,114
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	75,114
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	75,114

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	73,880
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	73,880
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	73,880
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				75,114
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	23,260			
b From 2008.	17,868			
c From 2009.	12,353			
d From 2010.	17,101			
e From 2011.	10,890			
f Total of lines 3a through e.	81,472			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 73,880				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				73,880
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,234			1,234
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	80,238			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	22,026			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	58,212			
10 Analysis of line 9				
a Excess from 2008. . . .	17,868			
b Excess from 2009. . . .	12,353			
c Excess from 2010. . . .	17,101			
d Excess from 2011. . . .	10,890			
e Excess from 2012. . . .				

Part XIVPrivate Operating Foundations (see 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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

WAYNE G HOLT

b

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

NONE

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

b

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

WRITTEN REQUEST PROVIDING INFORMATION ON ORGANIZATION AND USE OF FUNDS

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2012)

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	56,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	31,660	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	33,386	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				65,046	
13 Total. Add line 12, columns (b), (d), and (e).					65,046

[illegible]

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?

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

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

2013-05-10

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Kenneth J McGrath	Kenneth J McGrath			
	Firm's name	Mowery & Schoenfeld LLC			Firm's EIN
		475 Half Day Road Suite 250			
Firm's address	Lincolnshire, IL 60069			Phone no (847) 247-8959	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WAYNE G HOLT	PRES,TRES,DIR 1 0	0	0	0
7686 CALLE FACIL SARASOTA,FL 34238				
LYNN ANN HAWKINS	VICE PRES, DIR 1 0	0	0	0
940 SAN JOSE DRIVE ELM GROVE,WI 53122				
PATRICIA ANN HOLT	DIRECTOR 1 0	0	0	0
504 W PRINCETON CIRCLE GLENWOOD SPRINGS,CO 81601				
MARY BETH JANSEN	DIRECTOR 1 0	0	0	0
1330 MANASSAS TRAIL MADISON,WI 53718				
SUSAN MARY BELLO	DIRECTOR 1 0	0	0	0
1356 KIRKWOOD LANE SARASOTA,FL 34232				
ANN MARGARET BANNISTER	DIRECTOR 1 0	0	0	0
W240N3277 COUNTY ROAD J PEWAUKEE, WI 53072				
PAUL CHRISTOPHER HOLT	DIRECTOR 1 0	0	0	0
1025 S SPRINGDALE ROAD WAUKESHA, WI 53186				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Hope House of Milwaukee Inc 209 West Orchard - PO Box 04095 Milwaukee, WI 53204	None	501C-3	Help the Homeless	500
Next Door Foundation 2545 N 29th Street Milwaukee, WI 53210	None	501C-3	For Pre-school education	500
The Women's Center 505 N East Avenue Waukesha, WI 53186	None	501C-3	Help women in crisis	500
Metropolitan State University Foundation 700 East Seventh Street Saint Paul, MN 551065000	None	501C-3	Annual Fund	3,000
Center for Deaf and Blind Persons Inc 3195 So Superior Street Milwaukee, WI 53207	None	501C-3	Teaching skills for blind and deaf	500
St Stephen's Catholic School 414 So Hyland Park drive Glenwood Springs, CO 81601	None	501C-3	School needs	7,000
Milwaukee Public Museum 800 W Wells street Milwaukee, WI 532331478	None	501C-3	Annual campaign	500
Catholic Stewardship Appeal PO Box 78709 Milwaukee, WI 532780709	None	501C-3	Senior assistance	500
All Faiths Food Bank 8171 Blaikie Court Sarasota, FL 34240	None	501C-3	Help hungry people	500
Church of the Palms 3224 Bee Ridge Road Sarasota, FL 34239	None	501C-3	Annual Pledge	3,000
College of Charleston 96 Wentworth Street Charleston, SC 29403	None	501C-3	Scoreboard for Cougar Club	3,000
St Martha's School 4380 Fruitville Road Sarasota, FL 34212	None	501C-3	Soccer and other sports expenses	1,500
Cardinal Mooney Catholic High School 4171 Fruitville Road Sarasota, FL 34232	None	501C-3	Annual Fund	2,000
Ave Maria University Preparatory School 6289 Verna Road Myakka City, FL 34251	None	501C-3	General purpose	250
Church of the Incarnation 2929 Bee Ridge Road Sarasota, FL 342397118	None	501C-3	General purpose	250

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Shepherd of the Hills Lutheran Church N36 W24130 Pewaukee Road PO Box 802 Highway 164 Pewaukee, WI 53072	None	501C-3	Further the ministries of church	2,000
Catholic Memorial School 601 E College Avenue Waukesha, WI 53186	None	501C-3	Crusader Fund	1,000
Waukesha Catholic School System 221 S Hartwell Avenue Waukesha, WI 53186	None	501C-3	Quality catholic education for student	1,000
Marquette School of Dentistry 1250 West Wisconsin Avenue PO Box 1881 Milwaukee, WI 532011881	None	501C-3	Building expansion	8,000
Sinsinawa Dominicans 585 County Road Z Sinsinawa, WI 538249701	None	501C-3	For arts project	1,500
Community Meal Program Luke House Inc 310 S Ingersoll Street Madison, WI 53703	None	501C-3	Daily meals at Luke House	2,000
Adult Learning Center 1916 North 4th Street Milwaukee, WI 53214	None	501C-3	Educational opportunities	2,000
St Dennis School 409 Dempsey Road Madison, WI 53714	None	501C-3	School tuition	1,500
Milwaukee Rescue Mission 830 North 19th Street Milwaukee, WI 53233	None	501C-3	Enjoy family shelter	3,000
Heart Fire Ministries PO Box 14031 Milwaukee, WI 53214	None	501C-3	Help the homeless people	2,000
Fort Wilderness Ministries PO Box 715 6180 Wilderness Trail McNaughton, WI 54543	None	501C-3	For camp needs	2,000
Racine Dominican 5635 Erie Street Racine, WI 53402	None	501C-3	Form a catholic school system	500
Make -a- Wish PO Box 97104 Washington, DC 200202104	None	501C-3	Gift for children with life threaten	500
YMCA 1915 N Martin Luther King Drive Milwaukee, WI 53212	None	501C-3	Empowering Women	500
Milwaukee Homeless Veterans PO Box 80699 Milwaukee, WI 53208	NONE	501C-3	Support with foods and shelter	500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Pius XI High School 135 N 76th Street Milwaukee, WI 53213	None	501C-3	Tuition assistance	500
Life's Connection 307 S Rochester Street Mukwonago, WI 53139	None	501C-3	For Baby's clothes	500
Vision Forward 912 n Hawley Road Milwaukee, WI 53213	None	501C-3	Help for those who lost vision	500
Hebron House 111 E Main Street Waukesha, WI 53186	None	501C-3	For food and shelter	500
Salvation Army 11315 W Watertown Plank Road PO Box 26019 Wauwatosa, WI 532260019	None	501C-3	For red kettle Christmas campaign	1,000
Feeding America Eastern Wisconsin 1700 W Fond Du Lac Avenue Milwaukee, WI 53205	None	501C-3	Alleviate Hunger in East Milwaukee	500
Wisconsin Right to Life 9730 W Bluemound Road 200 Milwaukee, WI 53226	None	501C-3	For Veritas society	1,000
Total			3a	56,000

TY 2012 Accounting Fees Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,000	4,400		6,600

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

TY 2012 Depreciation Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

**TY 2012 Investments Corporate
Bonds Schedule**

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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE BONDS	566,628	605,202

**TY 2012 Investments Corporate
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE STOCKS	711,227	914,211

TY 2012 Land, Etc. Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

TY 2012 Legal Fees Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

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

TY 2012 Other Assets Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAXES	291	2,418	2,418

TY 2012 Other Expenses Schedule**Name:** The Holt Family Foundation Ltd**EIN:** 39-1714992

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARIAL SERVICES	18,750	7,500		11,250
BANK CHARGES	144	144		
OFFICE EXPENSE	218	218		
INVESTMENT MANAGEMENT FEE	9,111	9,111		

TY 2012 Taxes Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940(E) TAX	873			

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

Statement Period: **JANUARY 1 - DECEMBER 31, 2012**
Account Number: **1514-6707 AA3F**

BAIRD

ACTIVITY DETAILS continued					SUBACCOUNT ACTIVITY continued			
Date	Activity	Quantity	Price	Description	Total	Cash	Money Market	Margin
12/31/12	Dividend			DREYFUS CASH MANAGEMENT	0.78	0.78		
12/31/12	Mny Mkt Deposit			DREYFUS CASH MANAGEMENT		-0.78	0.78	
Closing Balance					Total Closing Balance	\$7,367.40	\$0.00	\$7,367.40
								\$0.00

REALIZED GAINS(-)LOSSES

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

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds								
INVESCO GLB RL EST Y	09/19/11 n	09/12/12	15.577	9.7000	11.4700	151.10	178.66	27.56(ST)
	12/06/11 n	09/12/12	88.350	9.5600	11.4700	844.63	1,013.37	168.74(ST)
	12/13/11 n	09/12/12	15.215	9.4800	11.4700	144.24	174.51	30.27(ST)
	03/19/12 c	09/12/12	9.099	10.7100	11.4700	97.45	104.36	6.91(ST)
	06/18/12 c	09/12/12	18.395	10.3100	11.4700	189.65	210.99	21.34(ST)
	01/21/09 n	09/12/12	263.092	6.4100	11.4700	1,686.42	3,017.69	1,331.27(LT)
			409.728			3,113.49	4,699.58	1,586.09
ASTON MONTG CLDWL GRW I	05/17/12 c	09/12/12	143.946	24.0100	26.2500	3,456.15	3,778.58	322.43(ST)
CULLEN HI DIV EQ I	05/17/12 c	09/12/12	223.572	13.0600	13.9500	2,919.86	3,118.83	198.97(ST)
	06/29/12 c	09/12/12	14.051	13.5000	13.9500	189.69	196.01	6.32(ST)
	07/31/12 c	09/12/12	7.375	13.9600	13.9500	102.95	102.88	-0.07(ST)
	08/31/12 c	09/12/12	13.520	13.8100	13.9500	186.71	188.60	1.89(ST)
			258.518			3,399.21	3,606.32	207.11
EVLGCP VAL I	06/10/11 n	05/17/12	13.529	18.2400	17.6300	246.77	238.51	-8.26(ST)
	09/12/11 n	05/17/12	20.046	15.9000	17.6300	318.73	353.41	34.68(ST)
	12/29/11 n	05/17/12	29.225	17.0600	17.6300	498.58	515.23	16.65(ST)
	03/12/12 c	05/17/12	13.158	18.4600	17.6300	242.90	232.08	-10.82(ST)
	01/31/07 n	05/17/12	3,404.420	21.4900	17.6300	73,160.95	60,019.92	-13,141.03(LT)
	03/12/07 n	05/17/12	16.610	21.2000	17.6300	352.13	292.83	-59.30(LT)
	03/14/07 n	05/17/12	41.004	20.6700	17.6300	847.56	722.90	-124.66(LT)
	03/12/08 n	05/17/12	20.461	21.0400	17.6300	430.49	360.72	-69.77(LT)
	09/10/08 n	05/17/12	19.868	19.2600	17.6300	382.66	350.27	-32.39(LT)
	12/31/08 n	05/17/12	26.575	14.4000	17.6300	382.68	468.51	85.83(LT)
	03/11/09 n	05/17/12	30.391	11.2900	17.6300	343.12	535.79	192.67(LT)
	06/10/09 n	05/17/12	24.246	14.2500	17.6300	345.51	427.45	81.94(LT)
	07/13/09 n	05/17/12	191.997	13.6200	17.6300	2,615.00	3,384.90	769.90(LT)
	09/10/09 n	05/17/12	14.368	15.6400	17.6300	224.71	253.30	28.59(LT)
	12/31/09 n	05/17/12	13.109	16.9300	17.6300	221.94	231.11	9.17(LT)
	03/10/10 n	05/17/12	12.572	17.1900	17.6300	216.11	221.64	5.53(LT)
	06/10/10 n	05/17/12	15.799	15.6400	17.6300	247.10	278.53	31.43(LT)
	07/29/10 n	05/17/12	73.550	16.3200	17.6300	1,296.34	1,296.68	96.34(LT)
	09/10/10 n	05/17/12	14.375	16.2900	17.6300	234.17	253.43	19.26(LT)
	12/30/10 n	05/17/12	13.950	18.2900	17.6300	255.15	245.93	-9.22(LT)
	03/10/11 n	05/17/12	12.211	18.7900	17.6300	229.45	215.27	-14.18(LT)

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3

Statement Period: **JANUARY 1 - DECEMBER 31, 2012**
Account Number: **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

Stock Funds continued	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
			4,021.464			82,996.05	70,898.41	-12,097.64
FMI FDS INC LARGE CAP FD	12/30/11 n	09/12/12	20.822	15.3100	17.3800	318.78	361.88	43.10 (ST)
	12/30/11 n	09/12/12	15.999	15.3100	17.3800	244.95	278.06	33.11 (ST)
	12/30/11 n	09/12/12	2.196	15.3100	17.3800	33.62	38.16	4.54 (ST)
	11/14/08 n	09/12/12	316.669	10.5200	17.3800	3,331.36	5,503.72	2,172.36 (LT)
			355.686			3,928.71	6,181.82	2,253.11
JH CLASSIC VAL I	01/12/05 n	09/12/12	315.010	22.6574	17.4300	7,137.29	5,490.63	-1,646.66 (LT)
HARBOR SMCP VAL I	12/19/11 n	09/12/12	2.456	19.1200	22.1100	46.96	54.30	7.34 (ST)
	01/12/05 n	09/12/12	61.284	17.7400	22.1100	1,087.18	1,355.00	267.82 (LT)
			63.740			1,134.14	1,409.30	275.16
HARBOR INTL I	12/06/11 n	09/12/12	32.245	55.1600	59.2700	1,778.61	1,911.17	132.56 (ST)
	12/19/11 n	09/12/12	31.703	50.6600	59.2700	1,606.07	1,879.05	272.98 (ST)
			63.948			3,384.68	3,790.22	405.54
OAKMARK INTL I	01/12/05 n	09/12/12	284.940	20.7600	19.3100	5,915.36	5,502.20	-413.16 (LT)
KEELEY SMCP VAL I	05/14/10 n	09/12/12	42.610	21.7200	27.4000	925.49	1,167.51	242.02 (LT)
MFS INST INTL EQ	05/19/11 n	09/12/12	179.004	19.2100	18.1700	3,438.67	3,252.51	-186.16 (LT)
MUNDER MDCP CORE GRW Y	12/27/07 n	09/12/12	97.785	30.5200	32.4800	2,984.40	3,176.06	191.66 (LT)
NUBRGR LG CAP DISCP INST	12/19/11 n	05/17/12	381.754	6.7600	7.3200	2,580.66	2,794.45	213.79 (ST)
	12/19/11 n	05/17/12	15.756	6.7600	7.3200	106.51	115.33	8.82 (ST)
	02/16/10 n	05/17/12	7,626.210	6.5900	7.3200	50,256.71	55,823.85	5,567.14 (LT)
	07/29/10 n	05/17/12	263.291	6.4300	7.3200	1,692.96	1,927.29	234.33 (LT)
			8,287.011			54,636.84	60,660.92	6,024.08
ROWE T GRW STK	12/15/11 n	09/12/12	0.409	30.8200	38.1200	12.59	15.59	3.00 (ST)
	01/12/05 n	09/12/12	185.327	26.1100	38.1200	4,838.89	7,064.66	2,225.77 (LT)
			185.736			4,851.48	7,080.25	2,228.77
PRIN INTL EMG MKT I	12/28/11 n	12/14/12	18.232	21.9300	25.7400	399.82	469.29	69.47 (ST)
	01/21/09 n	12/14/12	1,193.535	12.5700	25.7400	15,002.72	30,721.60	15,718.88 (LT)
	01/03/11 n	12/14/12	6.929	26.7700	25.7400	185.48	178.35	-7.13 (LT)
	12/06/11 n	12/14/12	52.111	23.1000	25.7400	1,203.77	1,341.33	137.56 (LT)
			1,270.807			16,791.79	32,710.57	15,918.78
PRINCIPAL MIDCAP BLEND I	08/22/12 c	09/12/12	85.592	15.2200	15.5500	1,302.72	1,330.95	28.23 (ST)
RS VAL Y	10/14/05 n	08/22/12	1,253.041	23.2558	24.6800	29,140.38	30,925.05	1,784.67 (LT)
	10/23/08 n	08/22/12	135.490	15.0862	24.6800	2,044.00	3,343.89	1,299.89 (LT)
	11/14/08 n	08/22/12	46.850	14.3644	24.6800	673.00	1,156.26	483.26 (LT)
	12/22/08 n	08/22/12	44.030	14.3644	24.6800	632.45	1,086.67	454.22 (LT)
	01/21/09 n	08/22/12	258.260	14.5850	24.6800	3,766.74	6,373.86	2,607.12 (LT)
	12/21/09 n	08/22/12	3.960	20.1784	24.6800	79.95	97.73	17.78 (LT)
	07/29/10 n	08/22/12	35.570	22.1431	24.6800	787.61	877.86	90.25 (LT)
			1,777.201			37,124.13	43,861.32	6,737.19
STERLING MID VAL I	12/30/11 n	09/12/12	13.445	12.9300	14.4300	173.84	194.01	20.17 (ST)
	03/30/12 c	09/12/12	4.933	14.5300	14.4300	71.68	71.18	-0.50 (ST)
	06/29/12 c	09/12/12	9.102	13.4500	14.4300	122.42	131.34	8.92 (ST)
	05/14/10 n	09/12/12	204.626	11.7700	14.4300	2,408.45	2,952.76	544.31 (LT)
			232.106			2,776.39	3,349.29	572.90
STRATTON SMCP VAL	12/19/07 n	09/12/12	25.665	45.7600	56.1800	1,174.43	1,441.84	267.41 (LT)

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

Statement Period: **JANUARY 1 - DECEMBER 31, 2012**
Account Number **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds continued								
TOUCH SANDS CAP SEL GR Y	01/12/05 n	09/12/12	730.916	7.5770	12.8300	5,538.11	9,377.65	3,839.54 (LT)
Total Stock Funds						\$246,009.53	\$272,765.93	\$26,756.40
Taxable Bond Funds								
BLKRCK CORE BD I	02/01/12 c	09/12/12	7.593	9.5200	9.7200	72.29	73.81	1.52 (ST)
	03/01/12 c	09/12/12	54.440	9.5300	9.7200	518.81	529.16	10.35 (ST)
	05/01/12 c	09/12/12	51.634	9.5500	9.7200	493.10	501.89	8.79 (ST)
	06/01/12 c	09/12/12	55.566	9.6000	9.7200	533.43	540.10	6.67 (ST)
	07/02/12 c	09/12/12	54.835	9.5900	9.7200	525.87	532.99	7.12 (ST)
	08/01/12 c	09/12/12	54.445	9.7400	9.7200	530.29	529.20	-1.09 (ST)
	09/04/12 c	09/12/12	54.038	9.7500	9.7200	526.87	525.25	-1.62 (ST)
			332.551			3,200.66	3,232.40	31.74
BLKRCK HI YLD BD I	12/22/11 n	09/12/12	11.703	7.3400	7.9900	85.90	93.50	7.60 (ST)
	01/03/12 c	09/12/12	22.070	7.3900	7.9900	163.10	176.34	13.24 (ST)
	02/01/12 c	09/12/12	21.482	7.6300	7.9900	163.91	171.64	7.73 (ST)
	03/01/12 c	09/12/12	19.452	7.7900	7.9900	151.53	155.42	3.89 (ST)
	04/02/12 c	09/12/12	21.281	7.7300	7.9900	164.50	170.03	5.53 (ST)
	05/01/12 c	09/12/12	21.840	7.7600	7.9900	169.48	174.50	5.02 (ST)
	06/01/12 c	09/12/12	23.603	7.6100	7.9900	179.62	188.59	8.97 (ST)
	07/02/12 c	09/12/12	22.601	7.7100	7.9900	174.25	180.58	6.33 (ST)
	08/01/12 c	09/12/12	22.172	7.8100	7.9900	173.16	177.15	3.99 (ST)
	09/04/12 c	09/12/12	23.027	7.8800	7.9900	181.45	183.98	2.53 (ST)
	01/21/09 n	09/12/12	134.138	5.1600	7.9900	692.16	1,071.79	379.63 (LT)
			343.369			2,299.06	2,743.52	444.46
DODGE & COX INCM	12/21/11 n	09/12/12	78.216	13.2500	13.8500	1,036.37	1,083.30	46.93 (ST)
	03/28/12 c	09/12/12	137.967	13.5700	13.8500	1,872.21	1,910.84	38.63 (ST)
	06/27/12 c	09/12/12	128.733	13.6000	13.8500	1,750.77	1,782.94	32.17 (ST)
			344.916			4,659.35	4,777.08	117.73
Total Taxable Bond Funds						\$10,159.07	\$10,753.00	\$593.93

Total Realized Gains/(-)Losses	\$256,168.60	\$283,518.93	\$27,350.33
Total Net Short-Term (ST)	\$27,855.55	\$29,731.99	\$1,876.44
Total Net Long-Term Subject to 15% Maximum Tax Rate (LT)	\$228,313.05	\$253,786.94	\$25,473.89

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