Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: HOLMAN FOUNDATION, INC.

A Employer identification number: 22-3127387

Number and street (or P O box number if mail is not delivered to street address): DANSER & ASSOC LLC,5 INDEPENDENCE WAY — Room/suite: 320

B Telephone number: (609)987-0300

City or town, state or province, country, and ZIP or foreign postal code: PRINCETON, NJ 08540

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 13,061,776.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(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	310,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	246,394.	268,105.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	625,667.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 6,623,737.				
	7	Capital gain net income (from Part IV, line 2)		4,468,906.		
	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		<23,978.>		STATEMENT 3
	12	Total. Add lines 1 through 11	1,182,061.	4,713,033.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	29,398.	0.		29,398.
	b	Accounting fees STMT 5	13,650.	0.		13,650.
	c	Other professional fees STMT 6	55,257.	55,257.		0.
	17	Interest		2,776.		
	18	Taxes STMT 7	861.	2,395.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	228.	4,879.		0.
	24	Total operating and administrative expenses Add lines 13 through 23	99,394.	65,307.		43,048.
	25	Contributions, gifts, grants paid	444,500.			444,500.
	26	Total expenses and disbursements. Add lines 24 and 25	543,894.	65,307.		487,548.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	638,167.			
	b	Net investment income (if negative, enter -0-)		4,647,726.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED OCT 22 2014

RECEIVED OCT 17 2014 893 IRS-OSC OGDEN, UT

323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

3

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	44,851.	5,588.	5,588.
	3 Accounts receivable ▶ 618.			
	Less: allowance for doubtful accounts ▶		618.	618.
	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 9	7,942,196.	8,692,161.	10,155,906.
	c Investments - corporate bonds STMT 10	73,153.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	2,000,000.	2,000,000.	2,899,664.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,060,200.	10,698,367.	13,061,776.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,060,200.	10,698,367.	
	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**	10,060,200.	10,698,367.	
	31 **Total liabilities and net assets/fund balances**	10,060,200.	10,698,367.	

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	10,060,200.
2	Enter amount from Part I, line 27a	2	638,167.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,698,367.
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	10,698,367.

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	ACACIA PARTNERS LP	P		
b	RBC CAPITAL MARKETS	P		
c	CAPITAL GAINS DIVIDENDS			
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	178,320.			178,320.
b	6,621,038.		2,333,151.	4,287,887.
c	2,699.			2,699.
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				178,320.
b				4,287,887.
c				2,699.
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 | 4,468,906.

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 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))
2012	451,482.	6,391,429.	.070639
2011	300,091.	5,697,934.	.052667
2010	150,260.	5,243,863.	.028654
2009	370,156.	4,162,671.	.088923
2008	331,131.	5,260,123.	.062951

2	Total of line 1, column (d)	2	.303834
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	.060767
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,562,485.
5	Multiply line 4 by line 3	5	763,385.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	46,477.
7	Add lines 5 and 6	7	809,862.
8	Enter qualifying distributions from Part XII, line 4	8	487,548.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	92,955.
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	0.
3	Add lines 1 and 2	3	92,955.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	92,955.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 3,056.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 114,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	117,056.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	24,101.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 24,101. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2013)

323531
10-10-13

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DANSER & ASSOCIATES LLC Telephone no. ▶ (609) 987-0300

Located at ▶ 5 INDEPENDENCE WAY, PRINCETON, NJ ZIP+4 ▶ 08540

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		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)? N/A | 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? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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 STATEMENT 12		0.	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.

Form **990-PF** (2013)

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	12,023,467.
b	Average of monthly cash balances	1b	730,325.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,753,792.
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	12,753,792.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	191,307.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,562,485.
6	**Minimum investment return.** Enter 5% of line 5	6	628,124.

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	628,124.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 92,955.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	92,955.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	535,169.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	535,169.
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	535,169.

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	487,548.
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	487,548.
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	487,548.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					535,169.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	70,061.				
b From 2009	164,236.				
c From 2010					
d From 2011	20,717.				
e From 2012	138,019.				
f **Total** of lines 3a through e		393,033.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	487,548.				
a Applied to 2012, 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 2013 distributable amount					487,548.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		47,621.			47,621.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		345,412.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7		22,440.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		322,972.			
10 Analysis of line 9:					
a Excess from 2009	164,236.				
b Excess from 2010					
c Excess from 2011	20,717.				
d Excess from 2012	138,019.				
e Excess from 2013					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

WAYNE J HOLMAN III

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN SPECTOR FOUNDATION 1611 NORTH KENT ST ARLINGTON, VA 22209	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE RD ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
CENTER FOR EQUAL OPPORTUNITY 7700 LEESBURG PIKE SUITE 231 FALLS CHURCH, VA 22043	NONE	PUBLIC CHARITY	GENERAL PURPOSE	49,500.
COMPETITIVE ENTERPRISE INST. 1899 L ST NW 12TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
COUNCIL FOR NATIONAL POLICY 1411 K ST, NW STE 601 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	444,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	246,394.	
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	625,667.	
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)		0.		872,061.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 872,061.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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
N/A		

Sign Here

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

Wayne J. Holman III — 10/10/14 — President

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	PTIN
GORDON O. DANSER		9/19/14		P01779188
Firm's name ▶ DANSER & ASSOCIATES, LLC			Firm's EIN ▶ 46-5270235	
Firm's address ▶ 5 INDEPENDENCE WAY, SUITE 320 PRINCETON, NJ 08540			Phone no. 609-987-0300	

Form **990-PF** (2013)

323622
10-10-13

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
HOLMAN FOUNDATION, INC.	22-3127387

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: HOLMAN FOUNDATION, INC.

Employer identification number: 22-3127387

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WAYNE J HOLMAN III 615 RIFORD ROAD GLEN ELLYN, IL 60137	$ 310,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
HOLMAN FOUNDATION, INC.	22-3127387

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

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

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

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

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

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

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

Name of organization	Employer identification number
HOLMAN FOUNDATION, INC.	22-3127387

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (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
DONORS TRUST 109 NORTH HENRY ST ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
ETHICS AND PUBLIC POLICY CENTER 1730 M STREET NW, SUITE 910 WASHINGTON, DC 20046	NONE	PUBLIC CHARITY	GENERAL PURPOSE	25,000.
FOUNDATION FOR ECONOMIC EDUCATION 260 PEACHTREE ST NW, SUITE 2200 ATLANTA, GA 30303	NONE	PUBLIC CHARITY	GENERAL PURPOSE	25,000.
FOUNDATION FOR RESEARCH 662 FERGUSON RD SUITE 2 BOZEMAN, MT 59718	NONE	PUBLIC CHARITY	GENERAL PURPOSE	30,000.
INDEPENDENT WOMEN'S FORUM 1875 I ST NW SUITE 500 WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL PURPOSE	10,000.
INSTITUTE FOR JUSTICE 901 N GLEBE RD ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	GENERAL PURPOSE	15,000.
INTERCOLLEGIATE STUDIES INSTITUTE 3901 CENTERVILLE RD WILMINGTON, DE 19807	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
NATIONAL RIGHT TO WORK 8001 BRADDOCK RD SUITE 600 SPRINGFIELD, VA 22160	NONE	PUBLIC CHARITY	GENERAL PURPOSE	25,000.
PACIFIC RESEARCH INSTITUTE ONCE EMBARCADERO CTR SUITE 350 SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
THE CATO INSTITUTE 1000 MASSACHUSETTS AVENUE WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	GENERAL PURPOSE	50,000.
Total from continuation sheets				345,000.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (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
THE CONSTITUTIONAL SOURCES 1700 K STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	GENERAL PURPOSE	50,000.
THE LEADERSHIP INSTITUTE 1101 N HIGHLAND ST ARLINGTON , VA 22201	NONE	PUBLIC CHARITY	GENERAL PURPOSE	15,000.
THE NATIONAL CENTER FOR POLICY 12770 COIT ROAD DALLAS, TX 75251	NONE	PUBLIC CHARITY	GENERAL PURPOSE	20,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RBC CAPITAL MARKETS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,621,038.	5,998,070.	0.	0.	622,968.

CAPITAL GAINS DIVIDENDS FROM PART IV	2,699.
TOTAL TO FORM 990-PF, PART I, LINE 6A	625,667.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
RBC CAPITAL MARKETS	246,394.	0.	246,394.	237,599.	
RBC CAPITAL MARKETS	2,699.	2,699.	0.	<1,137.>	
TO PART I, LINE 4	249,093.	2,699.	246,394.	236,462.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACACIA PARTNERS LP	0.	<23,978.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	<23,978.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAUL EWING LLP	29,398.	0.		29,398.
TO FM 990-PF, PG 1, LN 16A	29,398.	0.		29,398.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DANSER BALAAM & FRANK	13,650.	0.		13,650.
TO FORM 990-PF, PG 1, LN 16B	13,650.	0.		13,650.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RBC WEALTH MANAGEMENT	55,257.	55,257.		0.
TO FORM 990-PF, PG 1, LN 16C	55,257.	55,257.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	510.	0.		0.
FOREIGN TAX WITHHELD - RBC	351.	351.		0.
TAX ON UBTI	0.	0.		0.
FOREIGN TAX WITHHELD - ACACIA	0.	2,044.		0.
TO FORM 990-PF, PG 1, LN 18	861.	2,395.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS-ACACIA	0.	4,651.		0.
	0.	0.		0.
INVESTMENT EXPENSE	228.	228.		0.
TO FORM 990-PF, PG 1, LN 23	228.	4,879.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	8,692,161.	10,155,906.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,692,161.	10,155,906.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACACIA PARTNERS, L.P.	COST	2,000,000.	2,899,664.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,000,000.	2,899,664.

THE HOLMAN FOUNDATION, INC.

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2013

SHARES OR PAR	STOCK	BOOK VALUE	MARKET VALUE
Common Stock			
1,400	Abbott Laboratories	42,335 78	53,662 00
500	Abbvie Inc	12,629 04	26,405 00
675	Accenture Plc Ireland Shs Cl A	50,118 75	55,498 50
550	Aflac Inc.	24,773 75	36,740 00
1,100	Alps Etf Tr Alerian	15,957 91	19,569 00
1,600	Altera Corp	50,719 68	52,017 60
150	Apple Inc	71,160 50	84,153 00
1,300	At&T Inc.	43,160.00	45,708 00
900	Bae Systems Plc	17,955 00	25,937 10
0 02	Banco Santander Sa	0 17	0 18
1,350	Bar Harbor Bankshares	46,575 00	53,986 50
725	Baxter Intl Inc	48,248 75	50,423 75
225	Becton Dickinson & Co	14,985 00	24,860 25
350	Bhp Billiton Ltd	19,670 00	23,870 00
650	Bhp Billiton Plc	37,564 75	40,378 00
1,150	Bp Plc Spons Adr	46,816 50	55,901 50
4,250	Broadcom Corp	127,793 00	125,991 25
1,850	Ca Inc	43,431.25	62,252 50
1,375	Campbell Soup Co	49,577 75	59,510 00
1,050	Cardinal Health Inc	43,090 00	70,150 50
950	Caterpillar Inc	84,105 00	86,269 50
2,400	Centrica Plc	49,125 00	55,284 00
825	Ch Robinson Worldwide Inc	47,618 75	48,138 75
250	Chevron Corp	16,187 50	31,227.50
2,400	Cisco Systems Inc	45,590 78	53,832 00
1,375	Coach Inc	70,615 25	77,178 75
2,150	Coca Cola Co.	65,915 50	88,816 50
1,625	Conagra, Inc.	45,037 50	54,762 50
800	Consolidated Edison Inc	45,200 00	44,224 00
3,450	Corning Inc	42,816 49	61,479 00
2,000	Csx Corp	40,350 00	57,540 00
300	Cummins Inc	26,770.00	42,291 00
1,275	Darden Restaurants Inc	62,475 00	69,321 75
550	Deere & Co	43,460 00	50,231 50
375	Diageo Plc Spons Adr New	23,055 25	49,657 50
1,575	Digital Realty Trust Inc	79,411 23	77,364 00
1,000	Dr Pepper Snapple Group	45,750 00	48,720 00
500	Eaton Vance Corp	15,787.50	21,395 00
2,150	Emc Corp Mass	50,740 00	54,072 50

THE HOLMAN FOUNDATION, INC.

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2013

SHARES OR PAR	STOCK	BOOK VALUE	MARKET VALUE
1,598	Enbridge Energy Mmgt	43,229 74	45,830 64
1,275	Ensco Plc New	71,931.25	72,904 50
550	Exxon Mobil Corp	37,847 50	55,660 00
500	Factset Research Systems Inc	46,750 00	54,290 00
775	Famly Dollar Stores Inc	47,081 25	50,351 75
1,912	Flowers Foods Inc	24,941 20	41,050 64
11,737	Fpa New Income Inc	123,810.38	120,535 36
12,618	Franklin Invs Secs Tr	111,398 79	109,906 12
2,450	Freeport Mcmoran Copper & Gold Inc.	78,906 30	92,463 00
675	General Dynamics Corp	44,853 75	64,496 25
500	General Mills Inc.	14,000 00	24,955 00
1,050	Glaxosmithkline Plc Spons Adr	52,797.50	56,059 50
1,675	Golar Lng Partners Lp	50,795 00	50,668 75
1,500	Healthcare Reit Inc	91,049 99	80,355 00
300	Honeywell Intl Inc	8,805 00	27,411 00
900	Hsbc Holdings Plc Spons Adr	39,395 36	49,617 00
350	Illinois Tool Works Nc	16,012.50	29,428 00
750	Ingredion Inc	50,437 50	51,345 00
3,000	Intel Corp	61,329 95	77,865 00
450	International Business Machines	76,053.75	84,406 50
3,550	Ishares Barclays Mbs Etf	379,268 12	371,223 50
1,975	Ishares Silver Tr	30,236 80	36,952 25
425	J P. Morgan Chase & Co	17,276 25	24,854 00
19,400	Johnson & Johnson	1,342,868 00	1,776,846 00
825	Kellogg Company	44,687 50	50,382 75
500	Kimberly Clark Corp	33,650.00	52,230.00
925	Kla-Tencor Corp	46,805 00	59,625 50
200	L-3 Communications	15,051.30	21,372 00
750	Linear Technology Corp	17,614 63	34,162 50
2,400	Linn Co Llc	77,970 00	73,944 00
500	Lockheed Martin Corp	40,197 50	74,330 00
11,477	Loomis Sayles Strategic Income Fd	177,080.17	187,652 78
725	Marathan Pete Corp	50,750 00	66,504 25
2,475	Maxim Inegrated Products Inc	68,425.50	69,052 50
700	Mccormick & Co Inc	47,075 00	48,244 00
500	Mcdonalds Corp	45,196 25	48,515 00
2,300	Microsoft Corp	59,972.50	86,043 00
750	Molson Coors Brewing Co	31,850 00	42,112.50
850	National Grid Plc New	41,612.50	55,522 00
2,100	National Retail Properties Inc	70,000 00	63,693 00
13,000	Natixis Fds Tr Ii Loomis Sayles	131,168 64	130,648 83
1,000	New Jersey Resources Corp	38,670.00	46,240 00

THE HOLMAN FOUNDATION, INC

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2013

SHARES OR PAR	STOCK	BOOK VALUE	MARKET VALUE
3,500	Newmont Mining Corp	88,585 00	80,605 00
275	Nextera Energy Inc	13,102 50	23,545 50
875	Nordstrom Inc	48,956 25	54,075.00
675	Norfolk Southern Corp.	42,518.34	62,660 25
524	Northeast Utilities	12,735 56	22,212 36
1,500	Northwest Natural Gas Co	66,650 00	64,230 00
1,500	Oracle Corporation	47,925 00	57,390 00
400	Pepsico Inc	26,160.00	33,176 00
200	Phillips 66	4,841 28	15,426 00
42,567	Pimco All Asset All Authority P	446,432.54	421,410 86
4,000	Pimco Enhanced Short Maturity	405,850 00	405,280 00
21,313	Pimco Fds Unconstrained Cl P	238,526 16	236,356 05
4,899	Pimco Fds Cr Absolute Return	51,151 40	51,394.89
12,626	Pimco Mtg Bkd Secs	132,521 67	128,529 02
1,125	Plum Creek Timber Co Inc	50,062.50	52,323 75
250	Ppg Industries Inc.	17,306 25	47,415.00
675	Price T Rowe Group Inc	47,418 75	56,544 75
300	Procter & Gamble Co	18,375 00	24,423 00
775	Qualcomm Inc	46,228 75	57,543 75
1,500	Quest Diagnostics	84,206 25	80,310 00
850	Raytheon Co	43,031 25	77,095 00
850	Royal Dutch Shell Plc Spns Adr	58,635 00	63,843 50
950	Scana Corporation New	37,558.75	44,583 50
1,600	Southern Co	69,698 75	65,776 00
870	Spdr Gold Tr	82,398 99	101,024 40
850	Sse Plc	16,787 50	19,287.35
675	Stanley Black & Decker Inc	50,287.50	54,465 75
1,075	Statoil Asa Spons Adr	21,831.25	25,939 75
875	Stepan Co	47,118 75	57,426 25
1,550	Sysco Corp.	42,427 50	55,955 00
750	Target Corp	47,625.00	47,452 50
3,000	Tesco Plc	48,400.00	49,839 00
875	Tesoro Corp	42,000 00	51,187 50
1,725	Textainer Group Holdings	57,500 00	69,379 50
500	Time Warner Cable Inc	43,850.00	67,750.00
1,325	Unilever Nv	47,341.75	54,590 00
400	United Parcel Service Inc. Cl B	26,242 50	42,032 00
375	United Technologies Corp	23,481.25	42,675 00
900	Unitedhealth Group Inc	48,771 00	67,770 00
600	Vale Sa	13,110.00	9,150 00
775	Valspar Corp	49,018.75	55,249 75
1,200	Vf Corp	44,325 00	74,808 00

THE HOLMAN FOUNDATION, INC

SCHEDULE OF INVESTMENTS
DECEMBER 31, 2013

SHARES OR PAR	STOCK	BOOK VALUE	MARKET VALUE
750	Walgreen Co	22,050 00	43,080 00
600	Walmart Stores Inc	43,590 00	47,214 00
2,250	Xcel Energy	54,442 50	62,865 00
525	Xilinx Inc	17,209 50	24,108 00
725	Yum Brands Inc	47,668 75	54,817 25
1,625	Zoetis Inc Cl A	50,781 25	53,121 25
		8,692,161.39	10,155,906 18
Alternative Investments			
	Acacia Partners, LP	2,000,000 00	2,899,663 53
	Total Investments (Exhibit A)	$ 10,692,161 39	$ 13,055,569 71

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WAYNE J HOLMAN III GLEN ELLYN, IL	PRESIDENT/TRUSTEE 1.00	0.	0.	0.
EUGENE MEYER WASHINGTON, DC	TRUSTEE 1.00	0.	0.	0.
LEE LIBERMAN OTIS FALLS CHURCH, VA	TRUSTEE 1.00	0.	0.	0.
STEPHEN MOORE FALLS CHURCH, VA	TRUSTEE 1.00	0.	0.	0.
JOHN VONKANNON WASHINGTON, DC	SECRETARY/TREASURER/TRUSTE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE HOLMAN FOUNDATION, INC
SCHEDULE OF GAINS (LOSSES)
ID #22-3127387
2013

DATE SOLD		PROCEEDS	TAX BASIS	GAIN(LOSS)
01/02/13	SOLD ON 1/2/13 500 SHARES ABB LTD - ACQUIRED 9/11/2008	10,609 76	10,300 00	309 76
01/02/13	SOLD ON 1/2/13 500 SHARES ABB LTD - ACQUIRED 10/29/08	10,609 76	6,101 00	4,508 76
01/07/13	SOLD ON 1/7/13 400 SHARES ISHARES TRUST BARCLAYS - ACQUIRED 10/2/08-6/5/09	48,316 11	39,007 90	9,308 21
01/10/13	SOLD ON 1/10/13 700 SHARES ISHARES TR INTL INFLATION - ACQUIRED 6/15/11, TAX BASIS $34948 43	35,713 20	34,948 43	764 77
01/10/13	SOLD ON 1/10/13 560 SHARES ISHARES TR INTL INFLATION - ACQUIRED 7/12/11-9/26/11	28,570 56	26,504 35	2,066 21
01/11/13	SOLD ON 1/11/13 450 SHARES KAYDON CORP - ACQUIRED 4/18/11	10,912 05	16,987 50	(6,075 45)
01/11/13	SOLD ON 1/11/13 34 SHARES KAYDON CORP - ACQUIRED 6/8/11	824 68	1,156 00	(331 32)
01/14/13	SOLD ON 1/14/13 100 SHARES ETFS PLATINUM TR - ACQUIRED 1/15/10	16,289 60	15,975 00	314 60
01/14/13	SOLD ON 1/14/13 60 SHARES ETFS PLATINUM TR - ACQUIRED 1/28/10	9,773 81	8,998 40	775 41
01/15/13	SOLD ON 1/15/13 32 SHARES BANCO SANTANDER SA ACQUIRED 11/14/12	274 23	233 18	41 05
01/16/13	SOLD ON 1/16/13 895 SHARES BANCO SANTANDER S - ACQUIRED 11/14/12	7 66	6 52	1 14
01/17/13	SOLD ON 1/17/13 191 SHARES KAYDON CORP - ACQUIRED 6/8/11	4,631 64	6,494 00	(1,862 36)
01/17/13	SOLD ON 1/17/13 225 SHARES KAYDON CORP - ACQUIRED 4/13/12	5,456 13	5,411 25	44 88
02/15/13	SOLD ON 2/15/13 3259 SHARES ENBRIDGE ENERGY MMGT - ACQUIRED 2/14/13	9 44	8 74	0 70
03/01/13	SOLD ON 3/1/13 1000 SHARES TORTOISE ENERGY CA - ACQUIRED 6/15/12	32,999 26	25,150 00	7,849 26
03/13/13	SOLD ON 3/13/13 33 SHARES ENGILITY HOLDINGS IN ACQUIRED 2/23/11	706 18	618 02	88 16
05/03/13	SOLD ON 5/3/13 19 SHARES TELEFONICA SA - ACQUIRED 6/18/12	282 52	215 81	66 71
05/06/13	SOLD ON 5/6/13 737 SHARES TELEFONICA SA - ACQUIRED 3/29/10	10 95	8 37	2 58
05/08/13	SOLD ON 5/8/13 200 SHARES REPSOL SA - ACQUIREI 12/17/09	4,799 80	5,240 00	(440 20)
05/08/13	SOLD ON 5/8/13 400 SHARES REPSOL SA - ACQUIREI 5/6/10	9,599 87	8,380 00	1,219 87
05/16/13	SOLD ON 5/16/13 9308 SHARES ENBRIDGE ENERGY MMGT - ACQUIRED 5/15/13	28 12	24 49	3 63
05/28/13	SOLD ON 5/28/13 250 SHARES SASOL LTD - ACQUIRE 9/15/08	11,537 30	10,550 00	987 30
05/28/13	SOLD ON 5/28/13 250 SHARES SASOL LTD - ACQUIRE 6/11/10	11,537 29	8,912 50	2,624 79
06/10/13	RECEIVED CASH FOR MERGED SHARES ON HJ HEIN CO @ 72 50 PER SHARE ON 250 SHARES HELD - ACQUIRED 11/26/08	18,125 00	9,342 50	8,782 50
06/10/13	RECEIVED CASH FOR MERGED SHARES ON HJ HEIN CO @ 72 50 PER SHARE ON 250 SHARES HELD - ACQUIRED 1/23/09	18,125 00	8,687 50	9,437 50
06/12/13	SOLD ON 6/12/13 450 SHARES ASTRAZENECA PLC - ACQUIRED 10/19/07	23,314 09	22,612 50	701 59

THE HOLMAN FOUNDATION, INC
SCHEDULE OF GAINS (LOSSES)
ID #22-3127387
2013

DATE SOLD		PROCEEDS	TAX BASIS	GAIN(LOSS)
06/12/13	SOLD ON 6/12/13 1400 SHARES APPLIED MATERIALS INC - ACQUIRED 4/20/12	21,888 61	16,590 00	5,298 61
06/12/13	SOLD ON 6/12/13 700 SHARES APPLIED MATERIALS II - ACQUIRED 11/20/12	10,944 31	7,175 00	3,769 31
06/12/13	SOLD ON 6/12/13 550 SHARES BRISTOL MYERS SQUI CO - ACQUIRED 8/17/12	26,157 54	17,325 00	8,832 54
06/12/13	SOLD ON 6/12/13 12699 809 SHARES PIMCO FDS FUNDAMENTAL ADV TOTAL RETURN - ACQUIRED 8/8/11-3/22/13	56,260 15	56,478 61	(218 46)
06/18/13	SOLD ON 6/18/13 1175 SHARES PEOPLES UTD FINL - ACQUIRED 8/31/10	16,614 20	14,863 75	1,750 45
06/18/13	SOLD ON 6/18/13 575 SHARES PEOPLES UTD FINL IN(ACQUIRED 8/28/12	8,130 36	6,900 00	1,230 36
06/25/13	SOLD ON 6/25/13 375 SHARES CME GROUP INC - ACQUIRED 5/3/12	29,061 99	19,717 50	9,344 49
06/26/13	SOLD ON 6/26/13 50 SHARES FLOWERS FOODS INC ACQUIRED 6/25/13	10 86	6 64	4 22
07/01/13	SOLD ON 7/1/13 350 SHARES CONCOPHILIPS - ACQUIRED 12/15/09	21,541 80	13,625 61	7,916 19
07/01/13	SOLD ON 7/1/13 50 SHARES CONCOPHILIPS - ACQUIRED 12/17/09	3,077 77	1,942 72	1,135 05
07/09/13	SOLD ON 7/9/13 625 SHARES KINDER MORGAN INC - ACQUIRED 8/17/11	24,624 38	16,406 25	8,218 13
07/09/13	SOLD ON 7/9/13 300 SHARES KINDER MORGAN INC - ACQUIRED 8/23/11	11,819 98	7,095 00	4,724 98
07/10/13	SOLD ON 7/10/13 525 SHARES MICROCHIP TECHNOLOGY INC - ACQUIRED 7/12/11	19,949 65	16,360 36	3,589 29
07/10/13	SOLD ON 7/10/13 550 SHARES MICROCHIP TECHNOLOGY INC - ACQUIRED 1/23/13	20,899 63	17,331 92	3,567 71
07/10/13	SOLD ON 7/10/13 250 SHARES MICROCHIP TECHNOLOGY INC - ACQUIRED 11/20/12	9,499 84	6,990 65	2,509 19
07/18/13	SOLD ON 7/18/13 50 SHARES NUCOR CORP - ACQUIRED 7/24/07	2,307 45	2,874 00	(566 55)
07/18/13	SOLD ON 7/18/13 650 SHARES NUCOR CORP - ACQUIRED 7/24/07	29,996 98	37,368 50	(7,371 52)
07/30/13	SOLD ON 7/30/13 100 SHARES PITNEY BOWES INC - ACQUIRED 10/16/08	1,560 00	2,344 00	(784 00)
07/30/13	SOLD ON 7/30/13 200 SHARES PITNEY BOWES INC - ACQUIRED 5/11/09	3,120 00	4,450 00	(1,330 00)
07/30/13	SOLD ON 7/30/13 150 SHARES PITNEY BOWES INC - ACQUIRED 7/31/09	2,339 87	3,112 50	(772 63)
08/15/13	SOLD ON 8/15/13 327 SHARES ENBRIDGE ENERGY MMGT - ACQUIRED 8/14/13	9 54	8 45	1 09
08/16/13	SOLD ON 8/16/13 1000 SHARES ARCHER-DANIELS-MIDLAND-CO - ACQUIRED 9/5/12	36,919 00	28,350 00	8,569 00
08/16/13	SOLD ON 8/16/13 1500 SHARES BB&T CORP - ACQUIRED 1/16/13	53,624 06	45,375 00	8,249 06
08/16/13	SOLD ON 8/16/13 575 SHARES BEMIS CO INC - ACQUIRED 8/8/12	23,430.84	17,307 50	6,123 34
08/16/13	SOLD ON 8/16/13 650 SHARES ARCHER-DANIELS-MIDLAND-CO - ACQUIRED 1/16/13	23,997 94	17,290 00	6,707 94
08/20/13	SOLD ON 8/20/13 150 SHARES AGL RESOURCES INC ACQUIRED 6/12/08	6,749 88	5,182 50	1,567 38
08/20/13	SOLD ON 8/20/13 250 SHARES AGL RESOURCES INC	11,249 80	6,750 00	4,499 80

THE HOLMAN FOUNDATION, INC
SCHEDULE OF GAINS (LOSSES)
ID #22-3127387
2013

DATE SOLD		PROCEEDS	TAX BASIS	GAIN(LOSS)
	ACQUIRED 4/3/09			
08/20/13	SOLD ON 8/20/13 600 SHARES AGL RESOURCES INC ACQUIRED 2/6/13	26,999 53	23,700 00	3,299 53
08/20/13	SOLD ON 8/20/13 1953 125 SHARES ARBITRAGE FUNI CLASS I - ACQUIRED 6/28/10	25,019 54	25,000 00	19 54
08/20/13	SOLD ON 8/20/13 575 SHARES BEST BUY COMPANY INC - ACQUIRED 5/5/11	19,693 40	17,825 00	1,868 40
08/20/13	SOLD ON 8/20/13 1000 SHARES ISHARES S&P CITIGROUP - ACQUIRED 3/4/13	94,500 21	94,250 00	250 21
08/20/13	SOLD ON 8/20/13 152 667 SHARES ARBITRAGE FUND CLASS I - ACQUIRED 6/28/10-12/20/12	1,955 66	1,957 06	(1 40)
08/21/13	SOLD ON 8/21/13 250 SHARES CULLEN FROST BANKERS - ACQUIRED 1/12/09	18,374 68	10,862 50	7,512 18
08/21/13	SOLD ON 8/21/13 1400 SHARES DOW CHEMICAL CO - ACQUIRED 2/21/13	52,359 08	43,680 00	8,679 08
08/21/13	SOLD ON 8/21/13 1000 SHARES VODAFONE GROUP PLC - ACQUIRED 12/17/09	30,049 48	22,800 00	7,249 48
08/21/13	SOLD ON 8/21/13 1650 SHARES VODAFONE GROUP PLC - ACQUIRED 1/14/13	49,581 63	43,560 00	6,021 63
08/21/13	SOLD ON 8/21/13 250 SHARES CULLEN FROST BANKERS - ACQUIRED 1/23/09	18,374 68	10,046 50	8,328 18
08/22/13	SOLD ON 8/22/13 125 SHARES EMERSON ELECTRIC (- ACQUIRED 3/5/07	7,749 75	5,237 50	2,512 25
08/22/13	SOLD ON 8/22/13 625 SHARES JOHNSON CONTROLS INC - ACQUIRED 9/4/12	25,749 55	16,875 00	8,874 55
08/22/13	SOLD ON 8/22/13 13440 386 SHARES PIMCO FDS TOT RETURN - ACQUIRED 7/22/11-8/1/13	142,468 09	150,481 51	(8,013 42)
08/22/13	SOLD ON 8/22/13 200 SHARES STANLEY BLACK & DECKER INC - ACQUIRED 10/18/12	17,529 69	13,644 00	3,885 69
08/22/13	SOLD ON 8/22/13 1000 SHARES SCOTTS MIRACLE GF CO - ACQUIRED 1/16/13	54,749 00	44,550 00	10,199 00
08/22/13	SOLD ON 8/22/13 250 SHARES WASTE MANAGEMENT INC - ACQUIRED 11/9/07	10,499 81	6,624 98	3,874 83
08/22/13	SOLD ON 8/22/13 375 SHARES EMERSON ELECTRIC (- ACQUIRED 5/28/09	23,249 71	12,056 25	11,193 46
08/22/13	SOLD ON 8/22/13 500 SHARES SCOTTS MIRACLE GR(CO - ACQUIRED 4/15/13	27,374 57	21,125 00	6,249 57
08/22/13	SOLD ON 8/22/13 250 SHARES WASTE MANAGEMENT INC - ACQUIRED 4/3/09	10,499 82	8,562 50	1,937 32
08/23/13	SOLD ON 8/23/13 100 SHARES DOMINION RESOURCE INC - ACQUIRED 3/19/09	5,873 77	3,100 00	2,773 77
08/23/13	SOLD ON 8/23/13 250 SHARES DOMINION RESOURCE INC - ACQUIRED 4/21/09	14,687 50	7,325 00	7,362 50
08/23/13	SOLD ON 8/23/13 850 SHARES DOMINION RESOURCE INC - ACQUIRED 1/10/13	49,937 50	44,285 00	5,652 50
08/23/13	SOLD ON 8/23/13 1000 SHARES HARRIS CORP-DEL - ACQUIRED 3/11/13	56,749 00	44,850 00	11,899 00
08/23/13	SOLD ON 8/23/13 39 SHARES SOUTH JERSEY INDUSTRIES INC - ACQUIRED 8/22/12	2,306.80	1,990.95	315 85
08/23/13	SOLD ON 8/23/13 600 SHARES TEXAS INSTRUMENTS ACQUIRED 9/10/12	23,399 40	17,400 00	5,999 40
08/23/13	SOLD ON 8/23/13 500 SHARES HARRIS CORP-DEL - ACQUIRED 4/18/13	28,374 51	20,650 00	7,724 51
08/23/13	SOLD ON 8/23/13 300 SHARES TEXAS INSTRUMENTS	11,699 98	8,265 00	3,434 98

THE HOLMAN FOUNDATION, INC
SCHEDULE OF GAINS (LOSSES)
ID #22-3127387
2013

DATE SOLD		PROCEEDS	TAX BASIS	GAIN(LOSS)
	ACQUIRED 9/28/12			
08/26/13	SOLD ON 8/26/13 311 SHARES SOUTH JERSEY INDUSTRIES INC - ACQUIRED 8/22/12	18,395 32	15,876 55	2,518 77
09/05/13	SOLD ON 9/5/13 6601 32 SHARES LOOMIS SAYLES IN' TR - ACQUIRED 5/10/13-5/28/13	97,501 50	76,170 47	21,331 03
09/12/13	SOLD ON 9/12/13 300 SHARES AIR PRODUCTS & CHEMICALS INC - ACQUIRED 4/24/12 & 5/17/12	31,949 44	25,090 00	6,859 44
09/16/13	SOLD ON 9/16/13 1500 SHARES ALTERA CORP - ACQUIRED 611/13	58,498 98	48,375 00	10,123 98
09/18/13	SOLD ON 9/18/13 900 SHARES CENTERPOINT ENERG INC - ACQUIRED 1/31/12	21,914 61	16,425 00	5,489 61
09/18/13	SOLD ON 9/18/13 1000 SHARES FASTENAL CO - ACQUIRED 6/24/13	50,699 11	44,500 00	6,199 11
09/19/13	SOLD ON 9/19/13 375 SHARES EATON CORP PLC - ACQUIRED 1/1/13	26,249 54	19,296 64	6,952 90
10/01/13	SOLD ON 10/1/13 1000 SHARES MERCK & CO INC - ACQUIRED 2/1/13	48,909 14	42,430 00	6,479 14
10/08/13	SOLD ON 10/18/13 1100 SHARES BADGER METER INC ACQUIRED 6/20/13	56,704 01	47,300 00	9,404 01
10/09/13	SOLD ON 10/9/13 4158 442 SHARES PIMCO FDS INCOME FD - ACQUIRED 7/25/12-10/1/13	50,899 33	48,747 83	2,151 50
10/09/13	SOLD ON 10/9/13 1425 SHARES OWENS & MINOR INC ACQUIRED 3/2/12-8/31/12	49,304 14	41,297 50	8,006 64
10/14/13	SOLD ON 10/14/13 800 SHARES APACHE CORP - ACQUIRED 5/17/13	70,798 76	64,800 00	5,998 76
10/14/13	SOLD ON 10/14/13 700 SHARES NATIONAL-OILWELL VARCO INC - ACQUIRED 5/16/13	56,174 02	46,900 00	9,274 02
10/17/13	SOLD ON 10/17/13 826 SHARES BANCO SANTANDER ACQUIRED 2/8/13 & 5/13/13	7 51	6 95	0 56
10/18/13	SOLD ON 10/18/13 1300 SHARES PIMCO AUSTRALIA BOND INDEX - ACQUIRED 5/29/13-7/11/13	123,497 85	123,455.21	42 64
10/18/13	SOLD ON 10/18/13 425 SHARES RYDER SYSTEM INC - ACQUIRED 8/23/12	26,349 54	17,255 00	9,094 54
10/18/13	SOLD ON 10/18/13 650 SHARES SCHLUMBERGER LTD ACQUIRED 4/18/13	61,098.93	45,857 50	15,241 43
10/21/13	SOLD ON 10/21/13 775 SHARES ATMOS ENERGY COR - ACQUIRED 2/10/12 & 3/22/12	33,518 16	24,400 00	9,118 16
11/06/13	SOLD ON 11/1/13 3,950 SHARES STAPLES INC - ACQUIRED 8/10/12-3/6/13	64,976 36	50,788 75	14,187 61
11/15/13	SOLD ON 11/14/13 1583 SHARES ENBRIDGE ENERGY MMGT - ACQUIRED 10/21/11	4 44	4 02	0 42
11/21/13	SOLD ON 11/18/13 PNC FINANCIALSVCS GROUP - ACQUIRED 11/5-11/19/12	34,199 40	25,717 50	8,481 90
12/12/13	SOLD ON 12/9/13 500 SHARES MARKET VECTORS ET TRUST GOLD MINER - ACQUIRED 3/26/10	10,549 81	21,550 00	(11,000 19)
12/13/13	SOLD ON 12/13/13 250 SHARES ISHARES BARCLAYS MBS ETF - ACQUIRED 1/29/13	26,249 54	26,925 00	(675 46)
12/13/13	SOLD ON 12/13/13 100 SHARES ISHARES BARCLAYS MBS ETF - ACQUIRED 1/29/13	10,499 81	10,770 00	(270 19)
12/18/13	SOLD ON 12/13/13 500 SHARES ISHARES BARCLAYS MBS ETF - ACQUIRED 1/29/13	52,499 08	53,850 00	(1,350 92)
12/24/13	SOLD ON 12/19/13 100 SHARES ISHARES BARCLAYS MBS ETF - ACQUIRED 1/29/13	10,474 81	10,770 00	(295 19)
01/10/13	SOLD ON 1/10/13 2500 SHARES JOHNSON & JOHNSO	180,465 95	131 75	180,334 20

THE HOLMAN FOUNDATION, INC
SCHEDULE OF GAINS (LOSSES)
ID #22-3127387
2013

DATE SOLD		PROCEEDS	TAX BASIS	GAIN(LOSS)
	ACQUIRED 1967, TAX BASIS $131 75			
01/11/13	SOLD ON 1/11/13 2000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $105 40	144,906 72	105 40	144,801 32
01/15/13	SOLD ON 1/15/13 1000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $52 70	72,073 38	52 70	72,020 68
01/16/13	SOLD ON 1/16/13 4048 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $213 33	293,736 11	213 33	293,522 78
01/17/13	SOLD ON 1/17/13 3952 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $208 27	287,876 60	208 27	287,668 33
01/18/13	SOLD ON 1/18/13 2000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $105 40	146,246 72	105 40	146,141 32
01/22/13	SOLD ON 1/22/13 5000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $263 50	363,366 80	263 50	363,103 30
01/23/13	SOLD ON 1/23/13 1500 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $79 05	109,272 54	79 05	109,193 49
01/24/13	SOLD ON 1/24/13 3500 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $184 45	255,669 38	184 45	255,484 93
01/25/13	SOLD ON 1/25/13 7000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $368 90	515,013 38	368 90	514,644 48
01/28/13	SOLD ON 1/28/13 4000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $210 80	294,433 36	210 80	294,222 56
01/29/13	SOLD ON 1/29/13 8500 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $447 95	630,410 80	447 95	629,962 85
01/30/13	SOLD ON 1/30/13 5000 SHARES JOHNSON & JOHNSO ACQUIRED 1967, TAX BASIS $263 50	372,466 60	263 50	372,203 10
02/05/13	SOLD ON 2/5/13 1000 SHARES JOHNSON & JOHNSON ACQUIRED 1967, TAX BASIS $52 70	74,673 32	52 70	74,620 62
02/06/13	SOLD ON 2/6/13 2000 SHARES JOHNSON & JOHNSON ACQUIRED 1967, TAX BASIS $105 40	149,846 64	105 40	149,741 24
		6,621,038 22	2,333,151 19	4,287,887 03

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HOLMAN FOUNDATION, INC.	Employer identification number (EIN) or 22-3127387
	Number, street, and room or suite no If a P O. box, see instructions. DANSER & ASSOC LLC,5 INDEPENDENCE WAY, NO. 320	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. PRINCETON, NJ 08540	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

• The books are in the care of ▶ DANSER & ASSOCIATES LLC 5 INDEPENDENCE WAY - PRINCETON, NJ 08540

Telephone No. ▶ (609) 987-0300 Fax No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION IS NOT AVAILABLE AT THIS TIME TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 92,955.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 117,056.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ preparer Date ▶ 8/12/14

323842
12-31-13