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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation JOHN & MILDRED HOLMES FAMILY FOUNDATION C/O LEGACY TRUST CO.		A Employer identification number 31-1645204
Number and street (or P O box number if mail is not delivered to street address) 600 JEFFERSON	Room/suite 350	B Telephone number 713-651-8800
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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: ☒ 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) \$ 4,765,655. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

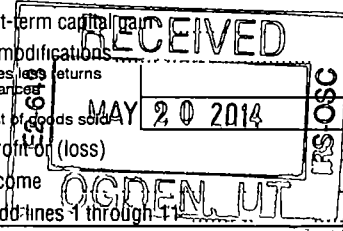
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	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	137,965.	137,965.		STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	<13,389.>				
	b Gross sales price for all assets on line 6a	461,951.				
	7 Capital gain net income (from Part IV, line 2)		0.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income						
12 Total. Add lines 1 through 11	124,576.	137,965.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 2	2,750.	1,375.	0.	1,375.
	c Other professional fees	STMT 3	7,576.	7,576.	0.	0.
	17 Interest					
	18 Taxes	STMT 4	4,811.	268.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		5,659.	2,830.	0.	2,829.
	22 Printing and publications		193.	193.	0.	0.
	23 Other expenses	STMT 5	1,500.	1,500.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		22,489.	13,742.	0.	4,204.
	25 Contributions, gifts, grants paid		225,000.			225,000.
26 Total expenses and disbursements. Add lines 24 and 25		247,489.	13,742.	0.	229,204.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<122,913.>				
b Net investment income (if negative, enter -0-)			124,223.			
c Adjusted net income (if negative, enter -0-)				0.		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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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	1,669.	3,153.	3,153.
	2 Savings and temporary cash investments	128,860.	145,526.	145,526.
	3 Accounts receivable ▶ 2,087.			
	Less: allowance for doubtful accounts ▶	806.	2,087.	2,087.
	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 6	1,707,961.	1,565,617.	4,273,998.
	c Investments - corporate bonds STMT 7	330,000.	330,000.	340,891.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
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 1)	2,169,296.	2,046,383.	4,765,655.	
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	1,848,417.	1,848,417.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	320,879.	197,966.		
30 Total net assets or fund balances	2,169,296.	2,046,383.		
31 Total liabilities and net assets/fund balances	2,169,296.	2,046,383.		

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	2,169,296.
2 Enter amount from Part I, line 27a	2	<122,913.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,046,383.
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	2,046,383.

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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 MARKETABLE SECURITIES	P		
b CAPITAL GAIN DISTRIBUTIONS	P		
c LITIGATION SETTLEMENT	P		
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 460,000.		475,340.	<15,340.>
b 1,912.			1,912.
c 39.			39.
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			<15,340.>
b			1,912.
c			39.
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	<13,389.>
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	210,959.	4,007,543.	.052640
2011	216,011.	3,898,014.	.055416
2010	208,909.	3,655,615.	.057147
2009	213,034.	3,395,101.	.062747
2008	226,304.	4,064,458.	.055679

2 Total of line 1, column (d)	2	.283629
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	.056726
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,409,641.
5 Multiply line 4 by line 3	5	250,141.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,242.
7 Add lines 5 and 6	7	251,383.
8 Enter qualifying distributions from Part XII, line 4	8	229,204.

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.

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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	2,484.
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	2,484.
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	2,484.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,960.	
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	2,960.	
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	476.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 476. 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?		X
1b 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	☐	☒
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	☐	☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	☒	☐
14 The books are in care of ► <u>JOE UNTERMEYER</u> Telephone no. ► <u>713-651-8800</u> Located at ► <u>600 JEFFERSON SUITE 350, HOUSTON, TX</u> ZIP+4 ► <u>77002</u>			
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	<u>N/A</u>	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes ☐	No ☒

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b		☒
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		☒
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? If "Yes," list the years ► _____, _____, _____, _____		☐ Yes ☒ No	
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	<u>N/A</u>	
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)	3b	<u>N/A</u>	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		☒
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		☒

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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 8		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

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Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,358,590.
b	Average of monthly cash balances	1b	116,116.
c	Fair market value of all other assets	1c	2,087.
d	Total (add lines 1a, b, and c)	1d	4,476,793.
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	4,476,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,152.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,409,641.
6	Minimum investment return Enter 5% of line 5	6	220,482.

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	220,482.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,484.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,484.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	217,998.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	217,998.
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	217,998.

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	229,204.
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	229,204.
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	229,204.

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.

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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				217,998.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			54,918.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 229,204.				
a Applied to 2012, but not more than line 2a			54,918.	
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				174,286.
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).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				43,712.
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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N/A

Form **990-PF** (2013)

JOHN & MILDRED HOLMES FAMILY FOUNDATION

Form 990-PF (2013)

C/O LEGACY TRUST CO.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT A				225,000.
Total			3a	225,000.
b Approved for future payment				
NONE				
Total			3b	0.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	137,965.	
		18	<13,389.>	
	0.		124,576.	0.

13 124,576.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LEGACY TRUST COMPANY	137,965.	0.	137,965.	137,965.	137,965.
TO PART I, LINE 4	137,965.	0.	137,965.	137,965.	137,965.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEE	2,750.	1,375.	0.	1,375.
TO FORM 990-PF, PG 1, LN 16B	2,750.	1,375.	0.	1,375.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEE	7,470.	7,470.	0.	0.
INVESTMENT ADVISOR FEE	106.	106.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	7,576.	7,576.	0.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	268.	268.	0.	0.
EXCISE TAX	4,543.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	4,811.	268.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE/COMPUTER SUPPLIES	1,500.	1,500.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	1,500.	1,500.	0.	0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE STATEMENT B	1,565,617.		4,273,998.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,565,617.		4,273,998.	

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
SEE STATEMENT B	330,000.		340,891.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	330,000.		340,891.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 8
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELEANOR JOHNSON C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	DIRECTOR 1.00	 0.	 0.	 0.
LUCY H. ORENS C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	DIRECTOR 1.00	 0.	 0.	 0.
JOE D. UNTERMEYER C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	SECRETARY / TREASURER 1.00	 0.	 0.	 0.
CARTER CRITES C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	DIRECTOR 1.00	 0.	 0.	 0.
BETTY HOLMES C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	VICE PRESIDENT / DIRECTOR 1.00	 0.	 0.	 0.
JOHN B. HOLMES, III C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	DIRECTOR 1.00	 0.	 0.	 0.
MILDRED H. BRIDGES C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	PRESIDENT / DIRECTOR 1.00	 0.	 0.	 0.
JENNIFER G. HOLMES C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	DIRECTOR 1.00	 0.	 0.	 0.
KATHERINE CRITES C/O LEGACY TRUST 600 JEFFERSON #350 HOUSTON, TX 77002	DIRECTOR 1.00	 0.	 0.	 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

PART XV - GRANTS PAID DURING THE YEAR

<u>Organization Name</u>	<u>Relationship</u>	<u>Status</u>	<u>Grant Description</u>	<u>Grant Amount</u>
Youth and Family Alliance 3700 South Ist St. Austin, TX 78704	None	509(a)(1)	General Use	\$ 12,500
The Bellville Volunteer Fire Dept. P.O. Box 1109 Bellville, TX 77418	None	509(a)(1)	Kenney Station	4,500
Ronald McDonald House Austin 1315 Barbara Jordan Blvd. Austin, TX 78723	None	509(a)(1)	General Use	8,000
Mono Council for the Arts P.O. Box 56 Mammoth Lakes, CA 93546	None	509(a)(1)	General Use	15,000
Mammoth Lakes Swim Team P.O. Box 9241 Mammoth Lakes, CA 93546-9241	None	509(a)(1)	General Use	5,000
Mammoth Lakes Repertory Theatre 100 College Parkway Mammoth Lakes, CA 93546	None	509(a)(1)	General Use	5,000
NOLS 284 Lincoln Street Lander, NY 82520	None	509(a)(1)	General Use	5,000
The Murie Center P.O. Box 399 Moose, WY 77210	None	509(a)(1)	General Use	15,000
DUMB Friends League 2080 S. Quebec St. Denver, CO 80231-3298	None	509(a)(2)	General Use	2,500
Colorado Public Radio 7409 S. Alton Court Centennial, CO 80112	None	509(a)(1)	General Use	2,500
ASPCA 520 8th Avenue, 7th Floor New York, NY 10018	None	509(a)(1)	General Use	5,000

UNICEF 125 Maiden Lane New York, NY 10038	None	509(a)(1)	General Use	5,000
Good Shepherd Episcopal School 2006 Exposition Blvd. Austin, TX 78703	None	509(a)(1)	General Use	30,000
Developing Families Center 801 17th Street NE Washington, DC 20002-7200	None	509(a)(1)	General Use	7,000
Center Modern Psychoanalytic Studies 16 West 10th St. New York, NY 10011	None	509(a)(1)	General Operating	5,000
The Center for the Advancement of Group Studies 1841 Broadway Suite 1118 New York, NY 10023	None	509(a)(1)	General Use	5,000
Group Foundation For Advancing Mental Health 25 East 21st Street New York, NY 10010	None	509(a)(1)	General Use	1,000
Houston Zen Center 1605 Heights Blvd. Houston, TX 77008	None	509(a)(1)	General Use	5,000
The Natural Dharma Fellowship 123 Weston Rd. Lincoln, MA 01773	None	509(a)(1)	Wonderwall Mountain Refuge	10,000
Epic Experience P.O. Box 753 Arvada, CO 80001-0753	None	509(a)(1)	General Use	12,500
The Nature Conservancy 2424 Spruce St. Boulder, CO 80302	None	509(a)(1)	General use	5,000
Foundation for Active Compassion RFD #1 Box 92 7 Small Meadow lane Putney, VT 05346	None	509(a)(1)	General use	5,000
Anders-Larson Torch Fund P.O. Box 839 Woodstock, NY 12498	None	509(a)(2)	General Use	5,000
Developing Families Center	None	509(a)(1)	General Use	7,500

1507 Benning Rd
Washington, DC 20002

Island Academy International School P.O. Box W 1884 St. John's , Antigua W.I.	None	509(a)(1)	General Use	1,000
The Old Road Fund P.O. Box 494 St. Johns Antigua, W.I.	None	509(a)(1)	General Use	10,000
Lynn Cutrer Angel Scholarship Award Attn: Guiseppe Wasurdo, MD U.T. Health School Ctr 6431 Fannin St. MSBG 150 Houston, TX 77030	None	509(a)(1)	General Use	23,500
Riverside Park Conservancy 475 Riverside Drive #455 New York, NY 10015	None	509(a)(1)	General Use	2,500
American Cancer Society P.O. Box 22718 Oklahoma City, OK 73123	None	509(a)(1)	Research	5,000
				<u>\$ 225,000</u>

LEGACY TRUST

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

56-0441-00	JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	AS OF 12/31/13	3			
PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT	
	FIXED INCOME - TAXABLE					
	U.S. INCOME MUTUAL FUNDS-TAX					
31888.733	PIMCO TOTAL RETURN FUND	340,890.56	330,000.00	8,801.29	2.58	
	TOTAL	340,890.56	330,000.00	8,801.29	2.58	
	TOTAL FIXED INCOME - TAXABLE	340,890.56	330,000.00	8,801.29	2.58	
	U. S. EQUITIES					
	U.S. PREFERRED STOCK					
10000	CULLEN/FROST BANKERS INC 5.375% PREFERRED SERIES A CALLABLE	197,900.00	232,587.40	13,440.00	6.79	
	TOTAL	197,900.00	232,587.40	13,440.00	6.79	

LEGACY TRUST

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

56-0441-00	JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	AS OF 12/31/13	4		
PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
	U.S. COMMON STOCK				
5000	AT & T INC	175,800.00	23,672.52	9,200.00	5.23
2000	AUTOMATIC DATA PROCESSING INC	161,598.00	42,603.65	3,840.00	2.38
500	BANK AMER CORP	7,785.00	24,470.00	20.00	0.26
1000	BERKSHIRE HATHAWAY INC-CL B	118,560.00	55,560.00	0.00	0.00
400	BROADRIDGE FINL SOLUTIONS INC COM	15,808.00	2,320.35	336.00	2.13
500	CATERPILLAR INC	45,405.00	40,693.00	1,200.00	2.64
500	CHEVRON CORPORATION	62,455.00	29,360.00	2,000.00	3.20
2000	COCA COLA CO	82,620.00	4,640.00	2,240.00	2.71
1000	CONOCOPHILLIPS	70,650.00	29,563.22	2,760.00	3.91
1000	EMERSON ELEC CO	70,180.00	30,245.00	1,720.00	2.45
3500	EXXON MOBIL CORP	354,200.00	39,557.91	8,820.00	2.49
6000	GENERAL ELEC CO	168,180.00	12,245.00	5,280.00	3.14

LEGACY TRUST

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PRINCIPAL PORTFOLIO

56-0441-00		JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN		AS OF 12/31/13		5
PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT	
500	HOME DEPOT INC	41,170.00	19,814.00	780.00	1.89	
2000	J.P. MORGAN CHASE & CO	116,960.00	37,922.59	3,040.00	2.60	
3500	JOHNSON & JOHNSON	320,565.00	38,456.25	9,240.00	2.88	
1000	MARSH & MCLENNAN COS INC	48,360.00	48,630.00	1,000.00	2.07	
2500	MCDONALDS CORP	242,575.00	18,364.96	8,100.00	3.34	
1000	MCGRAW HILL FINANCIAL INC	78,200.00	26,487.50	1,120.00	1.43	
1000	MICROSOFT CORP	37,410.00	42,643.75	1,120.00	2.99	
1500	PEPSICO INC	124,410.00	16,567.52	3,405.00	2.74	
1000	PFIZER INC	30,630.00	36,270.00	1,040.00	3.40	
500	PHILLIPS 66	38,565.00	9,321.78	780.00	2.02	
1000	PROCTER & GAMBLE CO	81,410.00	18,838.87	2,406.00	2.96	
3000	SYSCO CORP	108,300.00	9,920.98	3,480.00	3.21	
1500	THE HERSHEY COMPANY	145,845.00	11,138.12	2,910.00	2.00	
500	UNITED PARCEL SERVICE INC	52,540.00	28,625.00	1,240.00	2.36	

LEGACY TRUST

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PRINCIPAL PORTFOLIO

56-0441-00	JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	AS OF 12/31/13	6			
PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT	
500	UNITED TECHNOLOGIES CORP	56,900.00	36,719.95	1,180.00	2.07	
4500	WAL MART STORES INC	354,105.00	13,283.43	8,460.00	2.39	
5500	WALGREEN CO	315,920.00	15,522.09	6,930.00	2.19	
	TOTAL	3,527,106.00	763,457.44	93,647.00	2.66	
	CLOSED END MUTUAL FUNDS					
2650	ISHARES S&P PREF STK ETF	97,599.50	100,408.24	6,444.80	6.60	
	TOTAL	97,599.50	100,408.24	6,444.80	6.60	
	TOTAL U. S. EQUITIES	3,822,605.50	1,096,453.08	113,531.80	2.97	

LEGACY TRUST

A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST	EST. ANNUAL INCOME	YLD AT MKT
56-0441-00	JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN		AS OF 12/31/13		7
	FOREIGN EQUITIES				
	FOREIGN PREFERRED STOCK				
4000	BARCLAYS BK PLC SPONSORED ADR PREF SHS SER 5 8.125	101,480.00	100,000.00	8,124.00	8.01
	TOTAL	101,480.00	100,000.00	8,124.00	8.01
	FOREIGN COMMON STOCK				
708	HSBC HLDGS PLC SPONSORED ADR NEW	39,032.04	43,055.41	1,699.20	4.35
	TOTAL	39,032.04	43,055.41	1,699.20	4.35
	FOREIGN MUTUAL FUNDS				
18308.604	MORGAN STANLEY INSTITUTIONAL FUND INTERNATIONAL EQUITY PORTFOLIO	310,880.10	326,108.17	5,529.20	1.78
	TOTAL	310,880.10	326,108.17	5,529.20	1.78



A PRIVATE TRUST COMPANY

PRINCIPAL PORTFOLIO

56-0441-00	JOHN & MILDRED HOLMES FAMILY FOUNDATION UNDER AGREEMENT DATED 3/19/99, LEGACY TRUST COMPANY, CUSTODIAN	AS OF 12/31/13	8
PAR VALUE/ SHARES	DESCRIPTION	MARKET	COST
		EST. ANNUAL INCOME	YLD AT MKT
		451,392.14	469,163.58
		15,352.40	3.40
	TOTAL FOREIGN EQUITIES		