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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Holt Family Foundation Ltd		A Employer identification number 39-1714992	
% WAYNE G HOLT			
Number and street (or P O box number if mail is not delivered to street address) PO BOX 88 Suite		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code Elm Grove, WI 53122		B Telephone number (see instructions) (262) 567-7002	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,691,266		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> 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 <input type="checkbox"/>	
<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	28,847	28,847		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	63,217			
	b Gross sales price for all assets on line 6a 199,378				
	7 Capital gain net income (from Part IV , line 2)		63,217		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	92,064	92,064		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	50	20	0	30
	b Accounting fees (attach schedule)	12,100	4,840	0	7,260
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,401			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,932	17,132		10,800
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	41,483	21,992	0	18,090
	25 Contributions, gifts, grants paid	56,800			56,800
	26 Total expenses and disbursements. Add lines 24 and 25	98,283	21,992	0	74,890
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-6,219			
	b Net investment income (if negative, enter -0-)		70,072		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	25,099	17,710	17,710
	2	Savings and temporary cash investments	7,368	49,495	49,495
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	711,227	618,303	978,211
	c	Investments—corporate bonds (attach schedule).	566,628	619,996	644,833
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	2,418	1,017	1,017	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,312,740	1,306,521	1,691,266	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,312,740	1,306,521	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,312,740	1,306,521	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,312,740	1,306,521		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,312,740
2	Enter amount from Part I, line 27a	2	-6,219
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,306,521
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,306,521

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SHORT TERM- SEE ATTACHED		2013-01-01	2013-12-31
b	LONG TERM- SEE ATTACHED		2012-01-01	2013-12-31
c	CAPITAL GAIN DIVIDENDS	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 21,082		18,840	2,242
b 159,979		117,321	42,658
c			18,317
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			2,242
b			42,658
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	63,217
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part




1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	73,880	1,519,745	0 048613
2011	87,639	1,558,872	0 056219
2010	92,600	1,518,674	0 060974
2009	80,171	1,363,046	0 058818
2008	99,508	1,641,308	0 060627

2	Total of line 1, column (d).	2	0 285251
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05705
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,620,247
5	Multiply line 4 by line 3.	5	92,435
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	701
7	Add lines 5 and 6.	7	93,136
8	Enter qualifying distributions from Part XII, line 4.	8	74,890

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 page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,401
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2.	3	1,401
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,401
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,418
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	2,418
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,017
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 1,017 Refunded	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> 	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> 	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> WI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of WAYNE G HOLT Telephone no (941) 925-7686 Located at 7686 CALLE FACIL Sarasota FL ZIP +4 34238			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

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

Yes

No

(3)

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

Yes

No

(4)

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

Yes

No

(5)

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

Yes

No

b

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

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

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

Total number of other employees paid over \$50,000.

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,578,710
b	Average of monthly cash balances.	1b	64,117
c	Fair market value of all other assets (see instructions).	1c	2,094
d	Total (add lines 1a, b, and c).	1d	1,644,921
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,644,921
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	24,674
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,620,247
6	Minimum investment return. Enter 5% of line 5.	6	81,012

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	81,012
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,401
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,401
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	79,611
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	79,611
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	79,611

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	74,890
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	74,890
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	74,890
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				79,611
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	17,868			
b From 2009.	12,353			
c From 2010.	17,101			
d From 2011.	10,890			
e From 2012.				
f Total of lines 3a through e.	58,212			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 74,890				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				74,890
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).)	4,721			4,721
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,491			
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.				
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 instructions			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) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	13,147			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	40,344			
10 Analysis of line 9				
a Excess from 2009. . . .	12,353			
b Excess from 2010. . . .	17,101			
c Excess from 2011. . . .	10,890			
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

WAYNE G HOLT

b

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

NONE

2

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

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

a

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

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

b

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

WRITTEN REQUEST PROVIDING INFORMATION ON ORGANIZATION AND USE OF FUNDS

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	56,800
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated


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

[illegible]


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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Hope House of Milwaukee Inc 209 West Orchard - PO Box 04095 Milwaukee, WI 53204	None	501C-3	Help the Homeless	500
American Red Cross 2600 W Wisconsin Ave Milwaukee, WI 78678	None	501C-3	For Pre-school education	500
The Women's Center 505 N East Avenue Waukesha, WI 53186	None	501C-3	Help women in crisis	500
Metropolitan State University Foundation 700 East Seventh Street Saint Paul, MN 551065000	None	501C-3	Annual Fund	3,000
Center for Deaf and Blind Persons Inc 3195 So Superior Street Milwaukee, WI 53207	None	501C-3	Teaching skills for blind and deaf	500
St Colletta's W4637 Country Rd Jefferson, WI 53540	None	501C-3	School needs	500
Medical College of WI 8701 Watertown Blank Rd Milwaukee, WI 532260509	None	501C-3	Annual campaign	600
Catholic Stewardship Appeal PO Box 78709 Milwaukee, WI 532780709	None	501C-3	Senior assistance	500
All Faiths Food Bank 8171 Blaikie Court Sarasota, FL 34240	None	501C-3	Help hungry people	500
Church of the Palms 3224 Bee Ridge Road Sarasota, FL 34239	None	501C-3	Annual Pledge	3,000
College of Charleston 96 Wentworth Street Charleston, SC 29403	None	501C-3	Scoreboard for Cougar Club	3,000
St Martha's School 4380 Fruitville Road Sarasota, FL 34212	None	501C-3	Soccer and other sports expenses	1,500
Cardinal Mooney Catholic High School 4171 Fruitville Road Sarasota, FL 34232	None	501C-3	Annual Fund	2,000
Ave Maria University Preparatory School 6289 Verna Road Myakka City, FL 34251	None	501C-3	General purpose	500
Church of the Incarnation 2929 Bee Ridge Road Sarasota, FL 342397118	None	501C-3	General purpose	500
Total  3a				56,800

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Shepherd of the Hills Lutheran Church N36 W24130 Pewaukee Road PO Box 802 Highway 164 Pewaukee, WI 53072	None	501C-3	Further the ministries of church	500
Catholic Memorial School 601 E College Avenue Waukesha, WI 53186	None	501C-3	Crusader Fund	5,000
Waukesha Catholic School System 221 S Hartwell Avenue Waukesha, WI 53186	None	501C-3	Quality catholic education for student	500
Marquette School of Dentistry 1250 West Wisconsin Avenue PO Box 1881 Milwaukee, WI 532011881	None	501C-3	Building expansion	8,000
Sinsinawa Dominicans 585 County Road Z Sinsinawa, WI 538249701	None	501C-3	For arts project	3,000
Community Meal Program Luke House Inc 310 S Ingersoll Street Madison, WI 53703	None	501C-3	Daily meals at Luke House	2,000
Adult Learning Center 1916 North 4th Street Milwaukee, WI 53214	None	501C-3	Educational opportunities	2,000
St Dennis School 409 Dempsey Road Madison, WI 53714	None	501C-3	School tuition	2,000
Milwaukee Rescue Mission 830 North 19th Street Milwaukee, WI 53233	None	501C-3	Enjoy family shelter	3,000
Heart Fire Ministries PO Box 14031 Milwaukee, WI 53214	None	501C-3	Help the homeless people	2,000
Fort Wilderness Ministries PO Box 715 6180 Wilderness Trail McNaughton, WI 54543	None	501C-3	For camp needs	2,500
Waukesha Co Community Dental 210 NW Barstow St 305 Waukesha, WI 53188	None	501C-3	Form a catholic school system	1,000
Make -a- Wish PO Box 97104 Washington, DC 200202104	None	501C-3	Gift for children with life threaten	500
Franciscan Peacemakers 128 W Burleigh St Milwaukee, WI 53212	None	501C-3	Empowering Women	500
Milwaukee Homeless Veterans PO Box 80699 Milwaukee, WI 53208	NONE	501C-3	Support with foods and shelter	500
Total  3a				56,800

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Brookfield Academy 3460 N Brookfield Rd Brookfield, WI 53008	None	501C-3	Tuition assistance	1,000
Wisconsin Dental Assoc 5737 W Washington St West Allis, WI 52143	None	501C-3	General Purpose	1,000
Vision Forward 912 n Hawley Road Milwaukee, WI 53213	None	501C-3	Help for those who lost vision	500
Hebron House 111 E Main Street Waukesha, WI 53186	None	501C-3	For food and shelter	2,000
Salvation Army 11315 W Watertown Plank Road PO Box 26019 Wauwatosa, WI 532260019	None	501C-3	For red kettle Christmas campaign	200
Community Projects for Seniors 3073 So Chase Ave 210 Milwaukee, WI 53207	None	501C-3	General Purpose	1,000
Wisconsin Right to Life 9730 W Bluemound Road 200 Milwaukee, WI 53226	None	501C-3	For Veritas society	500
Total			3a	56,800

TY 2013 Accounting Fees Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,100	4,840		7,260

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

TY 2013 Depreciation Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Bonds Schedule**

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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE BONDS	619,996	644,833

**TY 2013 Investments Corporate
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS - CORPORATE STOCKS	618,303	978,211

TY 2013 Investments - Land Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

TY 2013 Land, Etc. Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

TY 2013 Legal Fees Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

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

TY 2013 Other Assets Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL EXCISE TAXES	2,418	1,017	1,017

TY 2013 Other Expenses Schedule**Name:** The Holt Family Foundation Ltd**EIN:** 39-1714992

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARIAL SERVICES	18,000	7,200		10,800
BANK CHARGES	164	164		
OFFICE EXPENSE	266	266		
INVESTMENT MANAGEMENT FEE	9,492	9,492		
LICENSES AND FEES	10	10		

TY 2013 Taxes Schedule

Name: The Holt Family Foundation Ltd

EIN: 39-1714992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940(E) TAX	1,401			

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3

Statement Period **JANUARY 1 - DECEMBER 31, 2013**
 Account Number. 1514-6707 AA3F

BAIRD

ACTIVITY DETAILS continued

SUBACCOUNT ACTIVITY continued

Date	Activity	Quantity	Price	Description	Total	Cash	Money Market	Margin
12/31/13	Asset Bought-Reinv	3 9130		ASTON MONTAG & CALDWELL GROWTH CL I REINVEST AT 28 250	-110 53	-110 53		
12/31/13	Dividend			CULLEN HIGH DIVIDEND EQUITY CL I	155 85	155 85		
12/31/13	Asset Bought-Reinv	9 3490		CULLEN HIGH DIVIDEND EQUITY CL I REINVEST AT 16 670	-155 85	-155 85		
12/31/13	Dividend			STERLING CAPITAL MID VALUE INSTL CL	191 37	191 37		
12/31/13	Asset Bought-Reinv	9 8700		STERLING CAPITAL MID VALUE INSTL CL REINVEST AT 19 390	-191 37	-191 37		
12/31/13	Dividend			WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY INSTL CL	131 70	131 70		
12/31/13	Asset Bought-Reinv	5 9920		WELLS FARGO ADVANTAGE EMERGING MARKETS EQUITY INSTL CL REINVEST AT 21 980	-131 70	-131 70		
12/31/13	Dividend			DREYFUS CASH MANAGEMENT	1 65	1 65		
12/31/13	Mny Mkt Deposit			DREYFUS CASH MANAGEMENT		-1 65	1 65	
Closing Balance				Total Closing Balance	\$49,495.30	\$0.00	\$49,495.30	\$0.00

REALIZED GAINS/(-)LOSSES

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

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds								
INVESCO GLB RL EST Y	09/24/12 c	01/14/13	14 578	11 3900	11 8700	166 04	173 04	7 00(ST)
	12/11/12 c	01/14/13	75 106	11 3400	11 8700	851 70	891 50	39 80(ST)
	01/21/09 n	01/14/13	52 283	6 4100	11 8700	335 14	620 61	285 47 (LT)
			141 967			1 352 88	1 685 15	332 27
ASTON MONTG CLDWL GRW I	05/17/12 c	07/12/13	191 598	24 0100	27 5300	4 600 27	5 274 69	674 42 (LT)
ASTON MONTG CLDWL GRW I	05/17/12 c	12/02/13	133 398	24 0100	29 9000	3 202 89	3 988 61	785 72 (LT)
CULLEN HI DIV EQ I	09/28/12 c	07/12/13	10 926	14 1000	15 8800	154 05	173 50	19 45(ST)

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3

Statement Period **JANUARY 1 - DECEMBER 31, 2013**
Account Number **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds continued								
	11/02/12 c	07/12/13	7 815	13 9700	15 8800	109 18	124 10	14 92(ST)
	11/30/12 c	07/12/13	12 158	13 8600	15 8800	168 51	193.06	24.55(ST)
	12/31/12 c	07/12/13	13 726	13 7400	15 8800	188 59	217 96	29 37(ST)
	01/31/13 c	07/12/13	0 469	14 5100	15 8800	6 80	7 44	0 64(ST)
	02/28/13 c	07/12/13	18 776	14 6300	15 8800	274.70	298 16	23 46(ST)
	03/28/13 c	07/12/13	14 751	15 0200	15 8800	221 56	234 24	12.68(ST)
	04/30/13 c	07/12/13	4 475	15 5200	15 8800	69 45	71 06	1.61(ST)
	05/31/13 c	07/12/13	17 061	15 7300	15 8800	268.37	270.92	2 55(ST)
	06/28/13 c	07/12/13	14 383	15 3200	15 8800	220 35	228 40	8 05(ST)
	05/17/12 c	07/12/13	384 905	13 0600	15 8800	5,026 86	6,112 34	1,085.48 (LT)
			499 445			6,708 42	7,931 18	1,222 76
CULLEN HI DIV EQ I	07/31/13 c	12/02/13	3 588	15 8200	16 3700	56 77	58.73	1 96(ST)
	08/30/13 c	12/02/13	18 551	15 3400	16 3700	284 58	303 67	19 09(ST)
	09/30/13 c	12/02/13	9 112	15 7800	16 3700	143 78	149 16	5.38(ST)
	10/31/13 c	12/02/13	5 145	16 2900	16 3700	83 82	84 22	0.40(ST)
	11/27/13 c	12/02/13	15 057	16 4400	16 3700	247 53	246 48	-1.05(ST)
	05/17/12 c	12/02/13	39 875	13 0600	16 3700	520 77	652 78	132 01 (LT)
			91 328			1,337 25	1,495 04	157 79
FMI LGCP	11/02/12 c	01/14/13	31 896	16 8000	17 6600	535.85	563 28	27 43(ST)
	11/02/12 c	01/14/13	29 099	16 8000	17 6600	488 87	513 88	25.01 (ST)
	11/02/12 c	01/14/13	20 876	16 8000	17 6600	350 72	368 69	17.97 (ST)
	12/31/12 c	01/14/13	16 281	16 8900	17 6600	274 99	287 52	12.53 (ST)
	01/02/13 c	01/14/13	1 945	16 8900	17 6600	32 85	34 34	1.49 (ST)
			100 097			1 683 28	1 767 71	84 43
FMI LGCP	11/02/12 c	07/12/13	0 292	16 8000	20 5000	4.90	5 98	1 08 (ST)
	11/14/08 n	07/12/13	442 443	10 5200	20 5000	4,654 50	9,070 08	4,415.58 (LT)
			442 735			4,659 40	9,076 06	4,416.66
FMI LGCP	11/14/08 n	12/02/13	112 948	10 5200	21 5800	1 188.22	2 437 41	1 249.19 (LT)
JH CLASSIC VAL I	01/12/05 n	01/14/13	212 535	22 6574	18 3900	4 815 48	3 908 51	-906 97 (LT)
JH CLASSIC VAL I	01/12/05 n	07/12/13	579 299	22 6574	22 3100	13 125 37	12 924 16	-201 21 (LT)
JH CLASSIC VAL I	01/12/05 n	12/02/13	177 249	22 6574	24 0500	4 015 99	4 262 85	246 86 (LT)
HARBOR SMCP VAL I	12/18/12 c	01/14/13	9 935	21 9900	23 1100	218 46	229 60	11.14 (ST)
	12/18/12 c	01/14/13	8 010	21 9900	23 1100	176 14	185 11	8 97 (ST)
	01/12/05 n	01/14/13	27 534	17 7400	23 1100	488 46	636 32	147 86 (LT)
			45 479			883 06	1 051 03	167 97
HARBOR SMCP VAL I	01/12/05 n	07/12/13	92 147	17 7400	27 1700	1 634 69	2 503 63	868 94 (LT)
HARBOR SMCP VAL I	01/12/05 n	12/02/13	42 208	17 7400	29 4700	748 77	1 243 87	495 10 (LT)
HARBOR INTL I	12/18/12 c	01/14/13	24 785	61 2700	63 2500	1 518 58	1 567 64	49 06 (ST)
	01/12/05 n	01/14/13	56 544	41 9100	63 2500	2 369 76	3 576 41	1 206 65 (LT)
	12/19/11 n	01/14/13	0 509	50 6600	63 2500	25 78	32 19	6 41 (LT)
			81 838			3 914 12	5 176 24	1 262 12
HARBOR INTL I	01/12/05 n	12/02/13	63 902	41 9100	70 4900	2 678 14	4 504 42	1 826 28 (LT)
OAKMARK INTL I	01/12/05 n	01/14/13	469 763	20 7600	21 7900	9 752.27	10 236 13	483 86 (LT)
OAKMARK INTL I	01/12/05 n	07/12/13	223 850	20 7600	24 1100	4 647 12	5 397 02	749 90 (LT)
OAKMARK INTL I	12/14/12 c	12/02/13	81 128	20 1700	26 7500	1 636 36	2 170.17	533 81 (ST)

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3

Statement Period **JANUARY 1 - DECEMBER 31, 2013**
Account Number **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds continued								
	01/12/05 n	12/02/13	21.532	20.7600	26.7500	447.00	575.98	128.98 (LT)
	12/18/09 n	12/02/13	24.902	16.5800	26.7500	412.88	666.15	253.27 (LT)
	12/17/10 n	12/02/13	32.047	19.2600	26.7500	617.23	857.25	240.02 (LT)
	12/06/11 n	12/02/13	82.554	17.0700	26.7500	1,409.20	2,208.31	799.11 (LT)
			242.163			4,522.67	6,477.86	1,955.19
KEELEY SMCP VAL I	01/03/13 c	01/14/13	3.687	28.8100	29.9800	106.23	110.53	4.30 (ST)
	05/14/10 n	01/14/13	49.175	21.7200	29.9800	1,068.09	1,474.26	406.17 (LT)
			52.862			1,174.32	1,584.79	410.47
KEELEY SMCP VAL I	05/14/10 n	07/12/13	67.543	21.7200	35.0200	1,467.04	2,365.36	898.32 (LT)
KEELEY SMCP VAL I	05/14/10 n	12/02/13	38.003	21.7200	38.1300	825.43	1,449.06	623.63 (LT)
MFS INST INTL EQ	05/19/11 n	01/14/13	292.895	19.2100	19.5600	5,626.52	5,729.03	102.51 (LT)
MFS INST INTL EQ	05/19/11 n	12/02/13	274.934	19.2100	22.3700	5,281.49	6,150.27	868.78 (LT)
MUNDER MDCP CORE GRW Y	12/27/07 n	01/14/13	30.790	30.5200	33.8900	939.71	1,043.47	103.76 (LT)
MUNDER MDCP CORE GRW Y	12/27/07 n	07/12/13	143.043	30.5200	39.4000	4,365.67	5,635.91	1,270.24 (LT)
MUNDER MDCP CORE GRW Y	12/27/07 n	12/02/13	59.778	30.5200	42.5100	1,824.43	2,541.15	716.72 (LT)
ROWE T GRW STK	12/17/12 c	07/12/13	3.041	37.1400	44.5600	112.94	135.50	22.56 (ST)
	01/12/05 n	07/12/13	157.813	26.1100	44.5600	4,120.50	7,032.16	2,911.66 (LT)
			160.854			4,233.44	7,167.66	2,934.22
T ROWE GRW STK	01/12/05 n	12/02/13	151.675	26.1100	50.6900	3,960.24	7,688.42	3,728.18 (LT)
PRIN MDCP BLEND I	08/22/12 c	01/14/13	72.798	15.2200	16.2000	1,107.99	1,179.34	71.35 (ST)
	12/20/12 c	01/14/13	38.587	15.9200	16.2000	614.31	625.11	10.80 (ST)
	12/20/12 c	01/14/13	2.413	15.9200	16.2000	38.41	39.09	0.68 (ST)
	12/24/12 c	01/14/13	34.282	15.7000	16.2000	538.23	555.36	17.13 (ST)
			148.080			2,298.94	2,398.90	99.96
PRIN MDCP I	08/22/12 c	07/12/13	263.313	15.2200	18.7300	4,312.03	5,306.45	994.42 (ST)
PRIN MDCP I	08/22/12 c	12/02/13	146.839	15.2200	20.3900	2,234.89	2,994.04	759.15 (LT)
STERLING MID VAL I	09/28/12 c	01/14/13	4.845	14.4500	15.0600	70.01	72.96	2.95 (ST)
	12/31/12 c	01/14/13	13.192	14.0900	15.0600	185.88	198.67	12.79 (ST)
	05/14/10 n	01/14/13	80.781	11.7700	15.0600	950.80	1,216.57	265.77 (LT)
			98.818			1,206.69	1,488.20	281.51
STERLING MID VAL I	06/28/13 c	07/12/13	10.616	17.5700	18.2800	186.53	194.06	7.53 (ST)
	05/14/10 n	07/12/13	431.800	11.7700	18.2800	5,082.29	7,893.31	2,811.02 (LT)
			442.416			5,268.82	8,087.37	2,818.55
STERLING MID VAL I	05/14/10 n	12/02/13	183.229	11.7700	20.1800	2,156.61	3,697.56	1,540.95 (LT)
STRATTON SMCP VAL	12/17/12 c	07/12/13	10.647	53.7600	67.0600	572.37	713.98	141.61 (ST)
	12/17/12 c	07/12/13	0.494	53.7600	67.0600	26.54	33.12	6.58 (ST)
	06/25/13 c	07/12/13	5.963	62.0800	67.0600	370.16	399.87	29.71 (ST)
	12/19/07 n	07/12/13	38.340	45.7600	67.0600	1,754.44	2,571.08	816.64 (LT)
			75.444			2,723.51	3,718.05	994.54
STRATTON SMCP VAL	12/19/07 n	12/02/13	17.540	45.7600	72.9700	802.63	1,279.91	477.28 (LT)
TOUCH SANDS CP SEL GRW Y	01/12/05 n	01/14/13	151.470	7.5770	13.3500	1,147.68	2,022.12	874.44 (LT)
TOUCH SANDS CP SEL GRW Y	01/12/05 n	07/12/13	233.710	7.5770	14.8400	1,770.81	3,468.25	1,697.44 (LT)
TOUCH SANDS CP SEL GRW Y	01/12/05 n	12/02/13	664.602	7.5770	17.6600	5,035.65	11,736.87	6,701.22 (LT)
WF EMG MKT EQ I	12/14/12 c	12/02/13	48.333	22.1300	22.2000	1,069.61	1,072.99	3.38 (ST)

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

Statement Period **JANUARY 1 - DECEMBER 31, 2013**
Account Number **1514-6707 AA3F**

BAIRD

REALIZED GAINS/(-)LOSSES continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
Stock Funds continued								
Total Stock Funds						\$135,196.45	\$179,967.40	\$44,770.95
Taxable Bond Funds								
BLKRCK HI YLD BD I	10/01/12 c	01/14/13	20.573	7.9400	8.1900	163.35	168.49	5.14 (ST)
	11/01/12 c	01/14/13	20.125	7.9800	8.1900	160.60	164.82	4.22 (ST)
	12/03/12 c	01/14/13	20.751	8.0000	8.1900	166.01	169.95	3.94 (ST)
	12/24/12 c	01/14/13	14.698	8.0800	8.1900	118.76	120.37	1.61 (ST)
	01/02/13 c	01/14/13	20.639	8.0900	8.1900	166.97	169.03	2.06 (ST)
	01/21/09 n	01/14/13	36.645	5.1600	8.1900	189.09	300.14	111.05 (LT)
			133.431			964.78	1,092.80	128.02
Total Taxable Bond Funds						\$964.78	\$1,092.80	\$128.02
Total Realized Gains/(-)Losses						\$136,161.23	\$181,060.20	\$44,898.97
Total Net Short-Term (ST)						\$18,840.43	\$21,081.54	\$2,241.11
Total Net Long-Term (LT)						\$117,320.80	\$159,978.66	\$42,657.86

* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

c Covered Tax Lot - The cost basis, holding period and sale proceeds on this tax lot will be reported by Baird to the IRS for taxable (reportable) accounts
n Noncovered Tax Lot - The cost basis and holding period on this tax lot will not be reported by Baird to the IRS. The sale proceeds will be reported to the IRS for taxable (reportable) accounts. Cost information is being supplied for informational purposes only.

INTERESTED PARTIES AND/OR SUPPORTING REPRESENTATIVE(S)

For the account of

HOLT FAMILY FOUNDATION
C/O WAYNE G HOLT
ALIGN SPSA3
7686 CALLE FACIL
SARASOTA FL 34238-4554

Covered and noncovered are all mixed in- listed as covered on return.

Your Supporting Representative(s) is (are)

ROBERT W BAIRD & CO INC
ADVISORY SERVICES