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

2013

Department of the Treasury  
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning 4/09, 2013, and ending 12/31, 2013

BILL HOLMES CHARITABLE TRUST  
DATED 4/9/13  
6555 EAST CIRCULO DALI  
ANAHEIM, CA 92807

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
\$ 14,410,079. (Part I, column (d) must be on cash basis)

A Employer identification number  
46-6717868  
B Telephone number (see the instructions)  
951-924-0022  
C If exemption application is pending, check here ☒  
D 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐  
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐  
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) (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 (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	96,129.	96,129.	N/A	
	4 Dividends and interest from securities	133,568.	133,568.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,331,680.			
	b Gross sales price for all assets on line 6a	15,634,813.			
	7 Capital gain net income (from Part IV, line 2)		1,331,680.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1	9,223.	9,223.			
12 Total. Add lines 1 through 11	1,570,600.	1,570,600.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest	6,856.	6,856.		
	18 Taxes (attach schedule)(see instrs)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	SEE STATEMENT 2	4,370.	4,370.		
	24 Total operating and administrative expenses. Add lines 13 through 23	11,226.	11,226.		
25 Contributions, gifts, grants paid PART XV	1,311,500.			1,311,500.	
26 Total expenses and disbursements. Add lines 24 and 25	1,322,726.	11,226.		1,311,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	247,874.				
b Net investment income (if negative, enter -0-)		1,559,374.			
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				3,410.
	2	Savings and temporary cash investments		62,611.	62,611.	
	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 sch)				
		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)				
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans		2,785,000.	2,785,000.		
13	Investments – other (attach schedule) <b>STATEMENT 3</b>	9,379,987.	9,636,355.	11,559,058.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I)	9,379,987.	12,483,966.	14,410,079.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons		1,298,289.		
	21	Mortgages and other notes payable (attach schedule) <b>STMT 4</b>		1,557,816.		
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	2,856,105.		
NET ASSET BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	9,379,987.	9,627,861.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	<b>Total net assets or fund balances</b> (see instructions)	9,379,987.	9,627,861.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	9,379,987.	12,483,966.		

## 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	9,379,987.
2	Enter amount from Part I, line 27a	2	247,874.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	9,627,861.
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	9,627,861.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
<b>1 a SEE STATEMENT 5</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7</div><div>If (loss), enter -0- in Part I, line 7</div></div>	2	1,331,680.
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	303,838.

**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)

N/A

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 (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

<b>2</b> Total of line 1, column (d)	<b>2</b>	
<b>3</b> 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	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	
<b>5</b> Multiply line 4 by line 3	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	
<b>7</b> Add lines 5 and 6	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	

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)

1 a 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 instrs)			
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	31,187.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	31,187.
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	31,187.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	33,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	33,000.	
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	0.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,813.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.	
		1,813.	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>		X
c 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>KATHY S LEUNG, CPA</u> Telephone no. <u>949-752-0383</u> Located at <u>4675 MACARTHUR COURT, STE 670 NEWPORT BEACH</u> ZIP + 4 <u>92660</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 <u>N/A</u>	15		N/A
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 <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? <b>Exception.</b> Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	X
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?	1 c	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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5 a** 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)?

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)

**6 a** 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?

If 'Yes' to 6b, file Form 8870

**7 a** 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

**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
WILBUR R HOLMES 6555 EAST CIRCULO DALI ANAHEIM, CA 92807	TRUSTEE 10.00	0.	0.	0.

**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
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 (see instructions). 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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1 a	9,317,392.
b	Average of monthly cash balances	1 b	50,499.
c	Fair market value of all other assets (see instructions)	1 c	
d	<b>Total</b> (add lines 1a, b, and c)	1 d	9,367,891.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,367,891.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	140,518.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,227,373.
6	<b>Minimum investment return</b> Enter 5% of line 5 <span style="float: right;">SHORT YEAR MODIFIED PERCENTAGE 3.6575 %</span>	6	337,491.

**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	337,491.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	31,187.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	31,187.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	306,304.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	306,304.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	306,304.

**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	1 a	1,311,500.
b	Program-related investments— total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,311,500.
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	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	1,311,500.

**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				306,304.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years 20__, 20__, 20__		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: \$ 1,311,500.				
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				306,304.
e Remaining amount distributed out of corpus	1,005,196.			
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	1,005,196.			
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 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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,005,196.			
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	1,005,196.			

BAA

Form 990-PF (2013)

N/A

7

4942(1)(3) o

4942(1)(5)

**(4) Gross investment income**

[illegible]

### 1 Information Regarding Foundation Managers:

NONE

NONE

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

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

SEE STATEMENT 6

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

**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
<b>a</b> Paid during the year SEE STATEMENT 7				
<b>Total</b>			<b>3 a</b>	1,311,500.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3 b</b>	





**Application for Extension of Time To File an  
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension— check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BILL HOLMES CHARITABLE TRUST DATED 4/9/13	46-6717868
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	6555 EAST CIRCULO DALI	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ANAHEIM, CA 92807	

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

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► KATHY S LEUNG, CPA

Telephone No. ► 949-752-0383 Fax No. ► 949-752-8862

- 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for

- ☐ calendar year 20 \_\_\_\_ or  
► ☒ tax year beginning 4/09, 20 13, and ending 12/31, 20 13.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☒ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> 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.	<b>3a</b>	\$ 33,000.
<b>b</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.	<b>3b</b>	\$ 33,000.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ 0.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

**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 extended due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BILL HOLMES CHARITABLE TRUST DATED 4/9/13	46-6717868
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	6555 EAST CIRCULO DALI	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ANAHEIM, CA 92807	

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

04

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 (section 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 care of KATHY S. LEUNG, CPA  
Telephone No 949-752-0383 Fax No 949-752-8862
- 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 11/15, 20 14
- 5 For calendar year           , or other tax year beginning 4/09, 20 13, and ending 12/31, 20 13
- 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 TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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 \$	33,000.
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 \$	33,000.
c <b>Balance due.</b> 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

William Holmes

Title TRUSTEE

Date

7/25/14

BAA

FIF20502L 12/31/13

Form 8868 (Rev 1-2014)



**FEDERAL STATEMENTS**  
**BILL HOLMES CHARITABLE TRUST**  
**DATED 4/9/13**

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 9,223.	\$ 9,223.	
<b>TOTAL</b>	<b>\$ 9,223.</b>	<b>\$ 9,223.</b>	<b>\$ 0.</b>

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SERVICE FEE	\$ 1,388.	\$ 1,388.		
SERVICE FEE	2,982.	2,982.		
<b>TOTAL</b>	<b>\$ 4,370.</b>	<b>\$ 4,370.</b>		<b>\$ 0.</b>

**STATEMENT 3**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<b>OTHER PUBLICLY TRADED SECURITIES</b>			
4000 SHS ENERGY TRANSFER EQUITY (ETE)	COST	\$ 195,965.	\$ 326,960.
3000 SHS SPDR SER TR S&P (XBI)	COST	292,026.	390,600.
6000 SHSSCTOR SPDR (XLF)	COST	101,078.	131,160.
3962.773 SHS FIDELITY CAP APPRECIATION	COST	113,069.	143,373.
3768.209 SHS FIDELITY DIV GROWTH	COST	103,525.	133,357.
371.465 SHS FIDELITY SEL HEALTHCARE	COST	445,236.	579,002.
9285.187 SHS FIDELITY SEL CONST & HOUSIN	COST	435,696.	506,228.
9936.294 SHS FIDELITY SEL MULTIMEDIA	COST	623,905.	804,542.
7560.902 SHS FIDELITY SEL RETAILING	COST	514,346.	661,503.
3275.159 SHS FIDELITY SEL BIOTECHNOLOGY	COST	451,323.	595,195.
1943.9671 SHS FIDELITY SEL CHEMICAL	COST	211,391.	283,567.
10000 SHS CANADIAN SOLAR (CSIQ)	COST	328,700.	298,200.
1000 SHS DIREXION SH TRUST (SOXL)	COST	58,929.	69,020.
2000 SHS DIREXION SHS TRUST (TNA)	COST	138,058.	154,860.
1000 SHS DIREXION SHS TRUST (FAS)	COST	78,539.	90,300.
6000 SHS FIRST TRUST (FDN)	COST	337,374.	359,160.
9000 SHS FIRST TRUST ISE (FXH)	COST	399,783.	432,630.
9000 SHS GUGGENHEIM ABC (TAN)	COST	314,123.	316,620.
2000 SHS ISHARES PHLX SEMI (SOXX)	COST	129,206.	145,420.
15000 SHS ISHARES US BROKER (IAI)	COST	454,607.	579,600.
4000 SHS POWERSHARES AEROSPACE & DEF	COST	99,606.	124,120.
3800 SHS POWERSHARES S&P SM CAP HEALTH	COST	171,520.	209,456.
2000 SHS PROSHARES ULTRAPRO RUSSELL	COST	155,420.	177,100.
2000 SHS SELECT SECTOR SPDR TR (XLV)	COST	96,600.	110,880.
8800 SHS SPDR S&P RETAIL (XRT)	COST	741,995.	775,280.

**STATEMENT 3 (CONTINUED)**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
2000 SHS VANGUARD HEALTHCARE (VHT)	COST	\$ 138,745.	\$ 202,200.
9195 SHS VANGUARD MID CAP (VO)	COST	864,145.	1,011,634.
13697 SHS VANGUARD LARGE CAP (VV)	COST	998,371.	1,161,506.
3798 SHS VANGUARD SMALL CAP (VB)	COST	351,194.	417,590.
18299.102 SHS US MICRO CAP (DFSCX)	COST	291,880.	367,995.
TOTAL		\$ 9,636,355.	\$ 11,559,058.

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 21**  
**MORTGAGES AND OTHER NOTES PAYABLE**

<u>OTHER NOTES PAYABLE</u>	<u>BALANCE DUE</u>
LENDER'S NAME:	TD AMERITRADE
RELATIONSHIP OF LENDER:	INVESTMENT ADVISOR
DATE OF NOTE:	9/30/2013
MATURITY DATE:	12/15/2014
REPAYMENT TERMS:	OPEN MARGIN ACCOUNT
INTEREST RATE:	3.00%
SECURITY PROVIDED:	SECURITIES
PURPOSE OF LOAN:	MARGIN ACCOUNT
DESC. OF CONSIDERATION:	SECURITIES
FMV OF CONSIDERATION:	1,557,816.
ORIGINAL AMOUNT:	0.
BALANCE DUE:	\$ 1,557,816.
TOTAL OTHER NOTES PAYABLE \$ 1,557,816.	

**STATEMENT 5**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	1950 SHS BERKSHIRE HATHAWAY INC DEL CL B	PURCHASED	1/15/2013	12/17/2013
2	4000 SHS GUGGENHEIM ABC SOLAR ETF	PURCHASED	7/12/2013	10/08/2013
3	23109.375 SHS DFA INTL REAL ESTATE SEC PTF	PURCHASED	5/01/2013	5/31/2013
4	18163.195 SHS DFA INTL SML PTF	PURCHASED	1/15/2013	6/24/2013
5	1000 SHS DIREXION SHARES TRUST DAILY FTSE CHINA B	PURCHASED	10/21/2013	10/28/2013
6	4200 SHS ISHARES NASDAQ BIOTECHNOLOGY ETF	PURCHASED	1/15/2013	10/09/2013
7	2731 SHS ISHARES US PREFERRED STOCK ETF	PURCHASED	5/01/2013	8/26/2013
8	4600 SHS ISHARES US BROKER DEALERS ETF	PURCHASED	1/15/2013	10/03/2013
9	2000 SHS ISHARES US HEALTHCARE PROVIDERS ETF	PURCHASED	1/15/2013	12/17/2013
10	10000 SHS MARKET VECTORS 1:3 R/S 7/1/13 57061R593	PURCHASED	6/19/2013	6/24/2013

**FEDERAL STATEMENTS**  
**BILL HOLMES CHARITABLE TRUST**  
**DATED 4/9/13**

46-6717868

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
11	5000 SHS MARKET VECTORS GLOBAL ALTERNATIVE ENERGY	PURCHASED	1/15/2013	11/07/2013
12	37463.612 SHS PIMCO TOTAL RET FD INSTL	PURCHASED	5/01/2013	5/20/2013
13	30135.462 SHS PIMCO FUNDS FOREIGN BD INSTL (UNHEDGED)	PURCHASED	1/15/2013	5/15/2013
14	10,000 SHS POWERSHARES WILDERHILL CLEAN ENERGY PORT	PURCHASED	1/15/2013	10/09/2013
15	1000 SHS POWERSAHRES AEROSPACE & DEFENSE PORTFOLI	PURCHASED	8/02/2013	10/03/2013
16	17000 SHS POWERSHARES FOOD & BEVERAGE PORTFOLIO	PURCHASED	1/15/2013	10/03/2013
17	1781 SHS SPDR BARCLAYS HIGH YIELD BOND ETF	PURCHASED	5/01/2013	5/20/2013
18	6000 SHS SPDR S&P REGIONAL BANKING ETF	PURCHASED	1/15/2013	10/03/2013
19	5600 SHS SPDR S&P INSURANCE ETF	PURCHASED	1/15/2013	10/03/2013
20	17400 SHS SPDR S&P BANK ETF	PURCHASED	1/15/2013	10/03/2013
21	31500 SHS VANGUARD FTSE DEVELOPED MARKETS ETF	PURCHASED	1/15/2013	6/24/2013
22	24309 SHS VANGUARD EMERGING MARKETS ETF	PURCHASED	1/15/2013	5/31/2013
23	2673 SHS VANGUARD ENERGY INDEX	PURCHASED	5/01/2013	12/17/2013
24	4843 SHS VANGUARD INTERMEDIATE TERM CORP BOND ET	PURCHASED	1/15/2013	5/31/2013
25	4135 SHS VANGUARD REIT ETF INDEX	PURCHASED	5/01/2013	5/31/2013
26	2482 SHS WISDOMTREE TRUST EMRG MKTS DEBT TR ELD	PURCHASED	5/01/2013	5/20/2013
27	7000 SHS CENTERPOINT ENERGY INC COM	PURCHASED	4/02/2013	5/01/2013
28	4000 SHS MCCORMICK & CO INC COM NON VTG	PURCHASED	1/15/2013	5/01/2013
29	9000 SHS PEMBINA PIPELINE CORP COM	PURCHASED	1/15/2013	5/01/2013
30	34856 SHS SEAGATE TECHNOLOGY ORD	PURCHASED	1/15/2013	5/01/2013
31	1756 SHS ENERGY TRANSFER PARTNERS LP COM	PURCHASED	2/07/2013	5/01/2013
32	8000 SHS ENERGY TRANSFER EQUITY, L.P. COM	PURCHASED	4/02/2013	5/01/2013
33	7493 SHS ENTERPRISE PRODUCTS PARTNERS LP	PURCHASED	4/02/2013	5/01/2013
34	920 SHS KINDER MORGAN ENERGY PARTNERS CM LP	PURCHASED	2/05/2013	5/01/2013
35	14000 SHS MAGELLAN MIDSTREAM PARTNERS COM	PURCHASED	10/26/2012	5/01/2013
36	10000 SHS CENTERPOINT ENERGY INC COM	PURCHASED	2/01/2012	5/01/2013
37	1000 SHS MCCORMICK & CO INC COM NON VTG	PURCHASED	2/01/2012	5/01/2013
38	12000 SHS PEMBINA PIPELINE CORP COM	PURCHASED	12/28/2011	5/01/2013
39	70000 SHS SEAGATE TECHNOLOGY ORD	PURCHASED	2/01/2012	5/01/2013
40	1600 SHS MAGELLAN MIDSTREAM PARTNERS COM	PURCHASED	12/27/2011	5/01/2013
41	4000 SHS PEMBINA PIPELINE CORP COM	PURCHASED	12/28/2011	5/01/2013
42	CAPITAL GAIN DISTRIBUTION	PURCHASED	10/01/2012	12/15/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	221,785.		211,324.	10,461.				\$ 10,461.
2	139,254.		102,724.	36,530.				36,530.
3	121,537.		133,110.	-11,573.				-11,573.
4	290,412.		314,640.	-24,228.				-24,228.
5	29,000.		35,000.	-6,000.				-6,000.
6	850,651.		861,927.	-11,276.				-11,276.
7	103,716.		110,903.	-7,187.				-7,187.
8	149,170.		127,376.	21,794.				21,794.
9	178,758.		168,406.	10,352.				10,352.
10	141,496.		153,560.	-12,064.				-12,064.

**STATEMENT 5 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
11	270,301.		272,805.	-2,504.				\$ -2,504.
12	420,666.		425,212.	-4,546.				-4,546.
13	300,702.		315,620.	-14,918.				-14,918.
14	61,313.		64,771.	-3,458.				-3,458.
15	27,094.		27,311.	-217.				-217.
16	428,748.		415,253.	13,495.				13,495.
17	74,001.		73,929.	72.				72.
18	213,776.		216,092.	-2,316.				-2,316.
19	317,565.		308,780.	8,785.				8,785.
20	521,650.		494,062.	27,588.				27,588.
21	1087828.		1204138.	-116,310.				-116,310.
22	1016828.		1055253.	-38,425.				-38,425.
23	329,471.		295,792.	33,679.				33,679.
24	415,654.		430,701.	-15,047.				-15,047.
25	294,820.		310,414.	-15,594.				-15,594.
26	131,523.		133,109.	-1,586.				-1,586.
27	171,706.		167,859.	3,847.				3,847.
28	289,709.		270,366.	19,343.				19,343.
29	293,933.		280,019.	13,914.				13,914.
30	1285989.		1090450.	195,539.				195,539.
31	87,384.		80,810.	6,574.				6,574.
32	466,871.		397,262.	69,609.				69,609.
33	451,196.		437,963.	13,233.				13,233.
34	80,775.		81,965.	-1,190.				-1,190.
35	743,163.		635,701.	107,462.				107,462.
36	245,323.		194,001.	51,322.				51,322.
37	72,471.		54,265.	18,206.				18,206.
38	392,158.		342,624.	49,534.				49,534.
39	2584299.		1875570.	708,729.				708,729.
40	85,185.		53,741.	31,444.				31,444.
41	130,637.		78,325.	52,312.				52,312.
42	116,295.		0.	116,295.				116,295.
TOTAL								\$ 1331680.

**STATEMENT 6**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:  
NAME: WILBUR R HOLMES  
CARE OF:  
STREET ADDRESS: 6555 EAST CIRCULO DALI  
CITY, STATE, ZIP CODE: ANAHEIM, CA 92807  
TELEPHONE:  
E-MAIL ADDRESS:  
FORM AND CONTENT:  
SUBMISSION DEADLINES:  
RESTRICTIONS ON AWARDS:

2013

**FEDERAL STATEMENTS**  
**BILL HOLMES CHARITABLE TRUST**  
**DATED 4/9/13**

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46-6717868

**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CHILDREN'S HOSPITAL OF ORANGE COUNTY 455 S MAIN STREET ORANGE, CA 92868	NONE		CHARITABLE GRANT FOR THE HEALTH AND MEDICAL BENEFIT OF CHILDREN	\$ 900,000.
CROSSNORE SCHOOL, INC P O BOX 249 CROSSNORE, NC 28616	NONE		CHARITABLE GRANT FOR THE EDUCATION OF CHILDREN	30,000.
ST JUDES CHILDEN RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS , TN 38105	NONE		CHARITABLE GRANT FOR THE HEALTH AND MEDCIAL BENEFIT OF CHILDREN	30,000.
PALMER HOME FOR CHILDREN P O BOX 746 COLUMBUS, MS 39703	NONE		CHARITABLE GRANT FOR THE WELLBEING OF CHILDREN	30,000.
HAPPY HILL FARM CHILDREN'S HOME 3846 NO HWY 144 GRANBURY, TX 76048	NONE		CHARITABLE GRANT	30,000.
BARIUM SPRINGS HOME FOR CHILDREN P O BOX 1 BARUM SPRINGS, NC 28010	NONE		CHARITABLE GRANT FOR THE WELL BEING OF CHILDREN	30,000.
CHILDREN'S VILLAGE OF SONOMA 1321 LIA LANE SANTA ROSA, CA 95404	NONE		CHARITABLE GRANT FOR THE BENEFIT OF CHILDREN	30,000.
SAN PASQUAL ACADEMY P O BOX 181407 CORONADO, CA 92178	NONE		CHARITABLE GRANT FOR THE EDUCATION OF CHILDREN	20,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E 17TH STREET SANTA ANA, CA 92705	NONE		CHARITABLE GRANT FOR THE BENEFIT OF CHILDREN	27,000.
SHARE OURSELVES 155 SUPERIOR AVENUE COSTA MESA, CA 92627	NONE		CHARITABLE GRANT FOR THE BENEFIT OF CHILDREN	30,000.

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**STATEMENT 7 (CONTINUED)**  
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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THINK TOGETHER 2100 E FOURTH STREET SANTA ANA, CA 92707	NONE		CHARITABLE GRANT FOR THE EDUCATION AND BENEFIT OF CHILDREN	\$ 20,000.
HUMAN OPTIONS P O BOX 53745 IRVINE, CA 92619	NONE		CHARITABLE GRANT FOR THE BENEFIT OF CHILDREN AND SINGLE PARENT	27,000.
COMMUNITY ACTION PARTNERSHIP OF OC 11870 MONARCH ST GARDEN GROVE, CA 92841	NONE		CHARITABLE GRANT FOR THE BENEFIT OF CHILDREN	30,000.
COUNCIL OF OC-DE PAUL ,	NONE		CHARITABLE GRANT FOR RELIGIOUS PURPOSE	10,000.
FOOD FOR THE POOR 6401 LYONS ROAD COCONUT CREEK, FL 33073	NONE		CHARITABLE GRANT FOR THE POOR	15,000.
ST JOSEPH INDIAN SCHOOL P O BOX 300 CHAMBERLOW, SD 57325	NONE		CHARITABLE GRANT FOR THE EDUCATION OF CHILDREN	7,500.
ORANGE COUNTY RESCUE MISSION 1 HOPE TUSTIN, CA 92782	NONE		CHARITABLE GRANT FOR HOMELESS SHELTER	10,000.
INTERNATIONAL CHILDREN'S SURGICAL FDN P O BOX 4594 BOISE, ID 83711	NONE		CHARITABLE GRANT FOR THE BENEFIT OF MEDICAL TREATMENT FOR CHILDREN	10,000.
FEED THE CHILDREN, INC P O BOX 272186 OKLAHOMA CITY, OK 73137	NONE		CHARITABLE GRANT FOR FEEDING THE CHILDREN	5,000.
CARE INC 151 ELLIS STREET N E ATLANTA, GA 30303	NONE		CHARITABLE GRANT FOR CARING THE CHILDREN	5,000.
WATER PARTNERS, INTERNATIONAL 920 MAIN STREET, STE 1800 KANSAS CITY, MO 64105	NONE		CHARITABLE GRANT FOR CLEAN WATER	10,000.

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<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SALVATION ARMY-OC 10200 PIONEER ROAD TUSTIN, CA 92782	NONE		CHARITABLE GRANT FOR THE NEEDY	\$ 5,000.

TOTAL \$ 1,311,500.