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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 separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013 or tax year beginning

NOV 1, 2013

, and ending

OCT 31, 2014

Name of foundation

JAMES AND LYNELLE HOLDEN FUND

Number and street (or P O box number if mail is not delivered to street address)

802 EAST BIG BEAVER ROAD

A Employer identification number

38-6052154

B Telephone number

248-689-5252

City or town, state or province, country, and ZIP or foreign postal code

TROY, MI 48083

C If exemption application is pending, check here .. ►

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation .. ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here .. ► I Fair market value of all assets at end of year **J Accounting method.** Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) **MODIFIED CASH**
 ► \$ 1,976,724. (Part I, column (d) must be on cash basis.)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here .. ► **Part I Analysis of Revenue and Expenses**

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

		(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			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	Interest on savings and temporary cash investments	13,229.	13,229.		STATEMENT 1
	4 Dividends and interest from securities	69,089.	69,089.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	160,392.			
	Gross sales price for all assets on line 6a	493,879.			
	7 Capital gain net income (from Part IV, line 2)		160,392.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or loss				
	11 Other income	4,902.	4,902.		STATEMENT 3
	12 Total. Add lines 1 through 11	247,612.	247,612.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	51,000.	33,150.		17,850.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	2,230.	1,115.		1,115.
	c Other professional fees	43,450.	30,415.		13,035.
	17 Interest				
	18 Taxes	5,990.	2,899.		1,366.
	19 Depreciation and depletion				
	20 Occupancy	8,400.	4,200.		4,200.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	3,247.	1,624.		1,623.
	24 Total operating and administrative expenses. Add lines 13 through 23	114,317.	73,403.		39,189.
	25 Contributions, gifts, grants paid	135,000.			135,000.
	26 Total expenses and disbursements. Add lines 24 and 25	249,317.	73,403.		174,189.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,705.			
	b Net investment income (if negative, enter -0)		174,209.		
	c Adjusted net income (if negative, enter -0)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	114,684.	148,913.	148,913.
	3	Accounts receivable ► 3,057.	4,295.	3,057.	3,057.
		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			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use	783.		
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	426,013.	327,008.	607,019.
	c	Investments - corporate bonds STMT 9	342,495.	288,939.	298,014.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less: accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	586,639.	705,559.	919,721.
	14	Land, buildings, and equipment basis ►			
		Less: accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,474,909.	1,473,476.	1,976,724.
	17	Accounts payable and accrued expenses	1,174.	1,446.	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total Liabilities (add lines 17 through 22)	1,174.	1,446.	
		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	1,473,735.	1,472,030.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	1,473,735.	1,472,030.	
	31	Total Liabilities and net assets/fund balances	1,474,909.	1,473,476.	

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)	1,473,735.
2	Enter amount from Part I, line 27a	-1,705.
3	Other increases not included in line 2 (itemize) ►	0.
4	Add lines 1, 2, and 3	1,472,030.
5	Decreases not included in line 2 (itemize) ►	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	1,472,030.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NET CAPITAL GAINS ON PUBLICLY TRADED					
b SECURITIES			P	VARIOUS	VARIOUS
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b	493,879.		333,487.	160,392.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a					
b				160,392.	
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	160,392.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	187,147.	1,961,289.	.095420
2011	188,128.	2,038,312.	.092296
2010	184,333.	2,255,642.	.081721
2009	189,990.	2,192,605.	.086650
2008	161,769.	2,066,563.	.078279

- 2 Total of line 1, column (d) 2 .434366
- 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 .086873
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 1,983,154.
- 5 Multiply line 4 by line 3 5 172,283.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,742.
- 7 Add lines 5 and 6 7 174,025.
- 8 Enter qualifying distributions from Part XII, line 4 8 174,189.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	1	1,742.
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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b.	2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	1,742.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3 Add lines 1 and 2	5	1,742.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-		
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,529.
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	1,529.
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	213.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	Refunded ►

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?	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>	1a	X
1c Did the foundation file Form 1120-POL for this year?	1b	X
1d 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.	1c	X
1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	2	X
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>	3	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>	4a	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b	
b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
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>	6	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?	7	X
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>		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MI</u>	8b	X
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>	9	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>	10	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► DANIEL T LIS	Telephone no. ► 248-689-5252
	Located at ► 802 EAST BIG BEAVER ROAD, TROY, MI	ZIP+4 ► 48083
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A
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 ►	Yes No 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
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?	<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 type="checkbox"/> Yes	<input checked="" 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 checked="" type="checkbox"/> Yes	<input 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? (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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
2a 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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2b 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	N/A
2c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3b 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

N/A

5b

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DONALD J MILLER 802 EAST BIG BEAVER ROAD TROY, MI 48083	PRESIDENT, TRUSTEE 4.00	38,683.	0.	0.
INGRID O VERNIER 802 EAST BIG BEAVER ROAD TROY, MI 48083	SECRETARY 14.00	14,400.	0.	0.
DANIEL T LIS 802 EAST BIG BEAVER ROAD TROY, MI 48083	V.PRES/TREAS/TRUSTEE AS OF 9.00	23,683.	0.	0.
WILLIAM BUCKLEY 802 EAST BIG BEAVER ROAD TROY, MI 48083	TRUSTEE 3.00	17,684.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services


0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		

All other program-related investments See instructions

3		

Total. Add lines 1 through 3



0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,793,979.
b	Average of monthly cash balances	1b	219,375.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,013,354.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,013,354.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,200.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,983,154.
6	Minimum investment return. Enter 5% of line 5	6	99,158.

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	99,158.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,742.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,742.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	97,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	97,416.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	97,416.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	174,189.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	174,189.
b	Cash distribution test (attach the required schedule)	5	1,742.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	172,447.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				97,416.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only			0.	
b Total for prior years:				
3 Excess distributions carryover, if any, to 2013				
a From 2008	58,441.			
b From 2009	80,360.			
c From 2010	71,551.			
d From 2011	86,212.			
e From 2012	90,303.			
f Total of lines 3a through e	386,867.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 174,189.			0.	
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			97,416.	
e Remaining amount distributed out of corpus	76,773.			
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	463,640.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	58,441.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	405,199.			
10 Analysis of line 9.				
a Excess from 2009	80,360.			
b Excess from 2010	71,551.			
c Excess from 2011	86,212.			
d Excess from 2012	90,303.			
e Excess from 2013	76,773.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or 4942(i)(5)

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

1. Information Regarding Foundation Managers:

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

NONE

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.

SEE STATEMENT 11

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

c. Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	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				
ALTERNATIVES FOR GIRLS 903 W GRAND BLVD DETROIT, MI 48208	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
NATIONAL BONE MARROW TRANSPLANT LINK 20411 W TWELVE MILE ROAD SOUTHFIELD, MI 48076	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
UNIV OF MICHIGAN OFC OF MEDICAL DEVELOPMENT 1000 OAKBROOK DRIVE, STE 100 ANN ARBOR, MI 48104	NONE	PUBLIC	GENERAL OPERATIONS	30,000.
CHRIST CHILD HOUSE 15751 JOY ROAD DETROIT, MI 48228	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
COTS 26 PETERBORO DETROIT, MI 48201-2757	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 135,000.
b Approved for future payment				
UNIV OF MICHIGAN OFC OF MEDICAL DEVELOPMENT 1000 OAKBROOK DRIVE, STE 100 ANN ARBOR, MI 48104	NONE	PUBLIC	GENERAL OPERATIONS	120,000.
Total				► 3b 120,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash**

investments

4 Dividends and interest from securities**5 Net rental income or (loss) from real estate**

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal

property

7 Other investment income**8 Gain or (loss) from sales of assets other**

than inventory

9 Net income or (loss) from special events**10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a _____
 b _____
 c _____
 d _____
 e _____

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

(See worksheet in line 13 instructions to verify calculations)

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash				
investments			14	13,229.
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate				
a Debt-financed property			14	69,089.
b Not debt-financed property				
6 Net rental income or (loss) from personal				
property				
7 Other investment income				
8 Gain or (loss) from sales of assets other				
than inventory			14	4,902.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.		247,612.
13 Total. Add line 12, columns (b), (d), and (e)			13	247,612.

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

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

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COVENANT HOUSE MICHIGAN 2959 MARTIN LUTHER KING JR BLVD DETROIT, MI 48208	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
CROSSROADS FOR YOUTH BOX 9, 930 E DRAHNER RD OXFORD, MI 48371	NONE		GENERAL OPERATIONS	2,000.
DETROIT HISTORICAL SOCIETY 5401 WOODWARD AVE DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT, MI 48201	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237	NONE	PUBLIC	GENERAL OPERATIONS	3,000.
FURNITURE BANK OF SOUTHEAST MICHIGAN 333 NORTH PERRY STREET PONTIAC, MI 48342	NONE	PUBLIC	GENERAL OPERATIONS	4,000.
GIRL SCOUTS SOUTHEAST MICHIGAN 3011 WEST GRAND BLVD, #500 DETROIT, MI 48202	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
GLEANERS COMMUNITY FOOD BANK 2131 BEAUFAIT ST DETROIT, MI 48207	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
HAVEN P. O. BOX 431045 PONTIAC, MI 49343	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
LEARNING ALLY, INC 20 ROSZEL ROAD PRINCETON, NJ 08540	NONE		GENERAL OPERATIONS	2,000.
Total from continuation sheets				98,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARYGROVE COLLEGE INSTITUTE MUSIC AND DANCE 8425 WEST MC NICHOLS RD DETROIT, MI 48221	NONE		GENERAL OPERATIONS	2,000.
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226	NONE	PUBLIC	GENERAL OPERATIONS	2,500.
MUSIC HALL 350 MADISON AVE DETROIT, MI 48226	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
OLD NEWSBOYS GOODFELLOW FUND P. O. BOX 44444 DETROIT, MI 48244-0444	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
PENRICKTON CENTER FOR BLIND CHILDREN 26530 EUREKA ROAD TAYLOR, MI 48180	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
SPECIAL OLYMPICS, MICHIGAN CENTRAL MICHIGAN UNIVERSITY MT PLEASANT, MI 48859	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
STARFISH FAMILY SERVICE 30000 HIVEY ROAD INKSTER, MI 48141	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THAW-THE HEAT AND WARMTH FUND 607 SHELBY, #400 DETROIT, MI 48226	NONE	PUBLIC	GENERAL OPERATIONS	1,000.
THE FOWLER CENTER 2315 HARMON LAKE RD MAYVILLE, MI 48744	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
THE GREENING OF DETROIT 1418 MICHIGAN AVE DETROIT, MI 48216	NONE	PUBLIC	GENERAL OPERATIONS	2,000.
Total from continuation sheets				

JAMES AND LYNELLE HOLDEN FUND

38-6052154

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	13,229.	13,229.	
TOTAL TO PART I, LINE 3	13,229.	13,229.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	69,089.	0.	69,089.	69,089.	
TO PART I, LINE 4	69,089.	0.	69,089.	69,089.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND OF INVESTMENT FEE	4,902.	4,902.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,902.	4,902.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	2,230.	1,115.		1,115.
TO FORM 990-PF, PG 1, LN 16B	2,230.	1,115.		1,115.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	6,250.	4,375.		1,875.
PROFESSIONAL FEES	37,200.	26,040.		11,160.
TO FORM 990-PF, PG 1, LN 16C	43,450.	30,415.		13,035.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-MICHIGAN ANNUAL REPORT	20.	20.		0.
TAXES-PAYROLL	3,902.	2,536.		1,366.
TAXES-FOREIGN	343.	343.		0.
TAXES-FEDERAL EXCISE	1,725.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,990.	2,899.		1,366.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,812.	906.		906.
OFFICE SUPPLIES	483.	242.		241.
TELEPHONE	730.	365.		365.
TRUSTEE MEETINGS	222.	111.		111.
TO FORM 990-PF, PG 1, LN 23	3,247.	1,624.		1,623.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCK-LIST ATTACHED	327,008.	607,019.
TOTAL TO FORM 990-PF, PART II, LINE 10B	327,008.	607,019.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS-LIST ATTACHED	288,939.	298,014.
TOTAL TO FORM 990-PF, PART II, LINE 10C	288,939.	298,014.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-LIST ATTACHED	COST	705,559.	919,721.
TOTAL TO FORM 990-PF, PART II, LINE 13		705,559.	919,721.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD J MILLER, PRESIDENT
802 EAST BIG BEAVER ROAD
TROY, MI 48083

TELEPHONE NUMBER

248-689-5252

FORM AND CONTENT OF APPLICATIONS

APPLICANTS FOR GRANTS SHOULD SUBMIT REQUESTS IN LETTER OR PROPOSAL FORM
SPECIFYING THE PROPOSED USE OF GRANT FUNDS AND THE BENEFIT TO BE DERIVED

ANY SUBMISSION DEADLINES

N/A

RESTRICTIONS AND LIMITATIONS ON AWARDS

N/A

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2014
FORM 990-PF 38-6052154

BALANCE SHEET - ASSETS PART II

	<u>Cost</u>	<u>Market Value</u>
Cash		
Money Markets	<u>\$ 148,913</u>	<u>\$ 148,913</u>
Line 2	<u>\$ 148,913</u>	<u>\$ 148,913</u>
 Prepads		
Federal Excise Tax	<u>\$ -</u>	<u>\$ -</u>
Accrued Interest Receivable	<u>3,057</u>	<u>3,057</u>
Line 3	<u>\$ 3,057</u>	<u>\$ 3,057</u>
 Investments - Corporate Stock		
605 sh Accenture Ltd Cl A	<u>\$ 18,442</u>	<u>\$ 49,078</u>
350 sh Anadarko Petroleum Corp	<u>18,644</u>	<u>32,123</u>
700 sh Apple, Inc.	<u>9,003</u>	<u>75,600</u>
1,000 sh Colgate Palmolive	<u>32,974</u>	<u>66,880</u>
1,200 sh Intel Corp.	<u>15,574</u>	<u>40,812</u>
700 sh Johnson & Johnson	<u>34,458</u>	<u>75,446</u>
520 sh J P Morgan Chase	<u>25,100</u>	<u>31,449</u>
330 sh Nestle SA Spon. ADR	<u>18,661</u>	<u>24,199</u>
540 sh Novartis AG Spon. ADR	<u>29,937</u>	<u>50,053</u>
1,000 sh Oracle Corp	<u>20,653</u>	<u>39,050</u>
200 sh United Technologies	<u>8,782</u>	<u>21,400</u>
	<u>\$ 232,228</u>	<u>\$ 506,090</u>
 Other Equities		
1,855 sh ISHARES MSCI Emerging Mkt Indes	<u>69,932</u>	<u>78,188</u>
755 sh Blackstone Grp. LP/The Unit	<u>24,848</u>	<u>22,741</u>
	<u>\$ 94,780</u>	<u>\$ 100,929</u>
 Line 10b	<u>\$ 327,008</u>	<u>\$ 607,019</u>

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2014
FORM 990-PF 38-6052154

Investments - Corporate Bonds

			<u>Cost</u>	<u>Mkt. Value</u>
5,000 American Tower	5.000%	02/15/24	5,301	5,263
20,000 America West	8.057%	07/07/20	5,952	7,164
10,000 Anheuser Busch	4.500%	04/01/18	9,976	9,578
10,000 Bank America	5.000%	05/13/21	11,414	11,071
5,000 Bank of America	5.700%	01/24/22	5,784	5,756
10,000 Bank of NY	4.600%	01/15/20	10,137	11,089
5,000 Berkshire Hathaway	3.000%	02/11/23	4,975	5,016
15,000 Boeing	4.875%	02/15/20	16,135	16,994
15,000 Bristol Myers Squibb	3.250%	11/01/23	14,604	15,140
15,000 Caterpillar Finl	2.625%	03/01/23	14,962	14,642
15,000 Citigroup	4.500%	11/04/22	15,717	16,273
5,000 DuPont De Nemours	4.625%	01/15/20	4,988	5,561
5,000 DuPont De Nemours	2.800%	02/15/23	4,998	4,893
5,000 Ford Motor Credit	4.250%	09/20/22	5,179	5,251
5,000 General Dynamics	2.250%	11/15/22	4,792	4,776
5,000 General Electric Cap	3.150%	09/07/22	5,119	5,059
15,000 Intl Lease Fincl	5.875%	08/15/22	15,000	16,275
10,000 J.P. Morgan Chase	4.400%	07/22/20	9,814	10,840
5,000 J.P. Morgan Chase	3.200%	01/25/23	4,735	4,961
15,000 Medtronic	4.450%	03/15/20	16,036	16,334
5,000 Microsoft	3.265%	12/15/23	4,975	5,282
15,000 Morgan Stanley	3.750%	02/25/23	15,620	15,192
10,000 Oracle	3.625%	07/15/23	9,893	10,366
5,000 PNC Funding	4.375%	08/11/20	5,137	5,478
10,000 Perkinelmer	5.000%	11/15/21	11,189	10,855
5,000 Pfizer	3.000%	06/15/23	4,808	4,977
5,000 QWEST	6.750%	12/01/21	5,800	5,752
10,000 UAL Pass Thru	4.300%	02/15/27	10,313	10,325
5,000 Virginia El & Pwr	3.450%	02/15/24	4,990	5,136
15,000 WalMart Stores	3.625%	07/08/20	15,011	16,044
5,000 Weatherford Intl	9.625%	03/01/19	5,367	6,389
10,000 Weatherford Intl	4.500%	04/15/22	10,218	10,282

Line 10c

\$ 288,939 **\$ 298,014**

JAMES AND LYNELLE HOLDEN FUND
YEAR ENDED OCTOBER 31, 2014
FORM 990-PF 38-6052154

Other Investments

	Cost	Market Value
11,470 sh American Century Equity Income	75,415	106,442
1,936 sh Am Fund Growth Fd of Am	58,620	89,736
5,887 sh Columbia Marsico Growth Fund	112,178	153,658
1,380 sh Harbor International Fund	79,396	92,790
3,314 sh JanusTriton	57,226	81,348
1,381 sh Putnam Capital Spectrum	50,005	51,906
2,796 sh SunAmerica Focused Dividend Strat.	31,110	50,611
4,180 sh SunAmerica Intl. Dividend Strat.	47,913	45,560
1,673 sh T Rowe Price Horizons	58,923	80,301
3,551 sh Transparent Value Directional Alloc.	50,005	50,391
1,665 sh Vanguard Windsor II Admiral	<u>84,768</u>	<u>116,978</u>
Line 13	<u>\$ 705,559</u>	<u>\$ 919,721</u>
TOTAL ASSETS	<u>\$ 1,473,476</u>	<u>\$ 1,976,724</u>