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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation
THE JAMES R. AND ELIZABETH P. HOLT FAMILY FOUNDATION

A Employer identification number
38-7104646

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
%B ROSENFIELD 1600 MARKET ST, STE 3600

B Telephone number
215-751-2080

City or town, state or province, country, and ZIP or foreign postal code
PHILADELPHIA, PA 19103

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 190,608.

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

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

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

		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,159.	2,159.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	76,278.			
	b Gross sales price for all assets on line 6a 289,506.				
	7 Capital gain net income (from Part IV, line 2)		76,278.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	78,437.	78,437.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	9,600.	3,200.		6,400.
	b Accounting fees				
	c Other professional fees STMT 3	1,535.	1,535.		0.
	17 Interest				
	18 Taxes STMT 4	22.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,157.	4,735.		6,400.
	25 Contributions, gifts, grants paid	11,870.			11,870.
	26 **Total expenses and disbursements.** Add lines 24 and 25	23,027.	4,735.		18,270.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	55,410.			
	b **Net investment income** (if negative, enter -0-)		73,702.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2014)

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15100422 751667 0344587FDN 2014.03020 THE JAMES R. AND ELIZABETH 03445801

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		11,606.	11,606.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	114,930.	158,667.	179,002.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	114,930.	170,273.	190,608.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	<85,345.>	<85,345.>	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	200,275.	255,618.	
	30 **Total net assets or fund balances**	114,930.	170,273.	
	31 **Total liabilities and net assets/fund balances**	114,930.	170,273.	

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	114,930.
2	Enter amount from Part I, line 27a	2	55,410.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	170,340.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	67.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	170,273.

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	CHARLES SCHWAB - SEE SCHEDULE	P	VARIOUS	VARIOUS
b	CHARLES SCHWAB - SEE SCHEDULE	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	91,599.		98,298.	<6,699.>
b	197,907.		114,930.	82,977.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<6,699.>
b				82,977.
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	76,278.
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))
2013	0.	24,616.	.000000
2012			
2011			
2010			
2009			

2	**Total** of line 1, column (d)	2	.000000
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	.000000
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	192,930.
5	Multiply line 4 by line 3	5	0.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	737.
7	Add lines 5 and 6	7	737.
8	Enter qualifying distributions from Part XII, line 4	8	18,270.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	737.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	737.
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	737.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	737.
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 2015 estimated tax** ▶ Refunded ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BRUCE A. ROSENFIELD, ESQ Telephone no. ▶ 215-751-2080
Located at ▶ 1600 MARKET STREET, SUITE 3600, PHILADELPHIA, PA ZIP+4 ▶ 19103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		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 4945(d)(4)(A)? (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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (No)

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
JAMES R. HOLT, JR. %1600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	CO-TRUSTEE 3.00	0.	0.	0.
ELIZABETH P. HOLT %1600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	CO-TRUSTEE 3.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.
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	0.
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	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	184,316.
b	Average of monthly cash balances		1b	11,552.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	195,868.
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	195,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,938.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	192,930.
6	**Minimum investment return.** Enter 5% of line 5		6	9,647.

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	9,647.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 737.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	737.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	8,910.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	8,910.
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	8,910.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	18,270.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	18,270.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	737.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	17,533.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				8,910.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			17.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 18,270.				
a Applied to 2013, but not more than line 2a			17.	
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 2014 distributable amount				8,910.
e Remaining amount distributed out of corpus	9,343.			
5 Excess distributions carryover applied to 2014 (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	9,343.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	9,343.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014 9,343.				

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 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. *Subtract line 2d from line 2c*					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 7

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	NONE	SEE SCHEDULE	SEE SCHEDULE	11,870.
Total			▶ 3a	11,870.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,159.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	76,278.	
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.		78,437.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 78,437.

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

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 5/8/15 | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WENDY E SEROTA	Wendy E Serota	4/22/2015		P01332994
Firm's name ▶ SCHNADER HARRISON SEGAL & LEWIS, LLP			Firm's EIN ▶ 23-1383844	
Firm's address ▶ 1600 MARKET STREET, SUITE 3600 PHILADELPHIA, PA 19103-7286			Phone no. 215-751-2000	

Form **990-PF** (2014)

423622 11-24-14

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	2,124.	0.	2,124.	2,124.	
CHARLES SCHWAB - NONDIVIDEND DISTRIBUTIONS	35.	0.	35.	35.	
TO PART I, LINE 4	2,159.	0.	2,159.	2,159.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,600.	3,200.		6,400.
TO FM 990-PF, PG 1, LN 16A	9,600.	3,200.		6,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHARLES SCHWAB INVESTMENT FEES	1,535.	1,535.		0.
TO FORM 990-PF, PG 1, LN 16C	1,535.	1,535.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	22.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
2014 DIVIDENDS PAID IN 2015	35.
YEAR END ADJUSTMENT & ROUNDING	32.
TOTAL TO FORM 990-PF, PART III, LINE 5	67.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	158,667.	179,002.
TOTAL TO FORM 990-PF, PART II, LINE 10B	158,667.	179,002.

FORM 990-PF PART XV - LINE 1A STATEMENT 7
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JAMES R. HOLT, JR.
ELIZABETH P. HOLT

Income Summary

Income Summary	This Period: Federally Tax-Exempt	This Period: Federally Taxable	Year to Date: Federally Tax-Exempt	Year to Date: Federally Taxable
Cash Dividends	0.00	182.31	0.00	2,101.57
Total Income	0.00	182.31	0.00	2,101.57

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB GOVT MONEY FUND: SWGXX	11,605.8200	1.0000	11,605.82	0.00%	6%
Total Money Market Funds [Sweep]			11,605.82		6%
Total Money Market Funds [Sweep]			11,605.82		6%

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AMERCO	15.0000	284.2600	4,263.90	2%	294.39	N/A	N/A
SYMBOL: UHAL	15.0000	264.6340	3,969.51	12/17/14	294.39	14	Short-Term
AMERICAN INTL GROUP NEW	375.0000	56.0100	21,003.75	11%	2,029.96	0.89%	187.50
SYMBOL: AIG	325.0000	50.7325	16,488.09	01/06/14	1,715.16	359	Short-Term
	50.0000	49.7140	2,485.70	02/25/14	314.80	309	Short-Term
Cost Basis			*18,973.79*				
ARM HOLDINGS PLC ADR F	125.0000	46.3000	5,787.50	3%	510.40	0.52%	30.23
1 ADR REP 3 ORD	90.0000	42.3362	3,810.26	11/04/14	356.74	57	Short-Term
SYMBOL: ARMH	35.0000	41.9097	1,466.84	11/18/14	153.66	43	Short-Term
Cost Basis			*5,277.10*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ATRION CORPORATION DEL	**20.0000**	**340.0100**	**6,800.20**	**4%**	**868.86**	**0.88%**	**60.00**
SYMBOL: ATRI	20.0000	296.5670	5,931.34	01/06/14	868.86	359	Short-Term
BANK OF AMERICA CORP	**1,125.0000**	**17.8900**	**20,126.25**	**11%**	**1,614.89**	**1.11%**	**225.00**
SYMBOL: BAC	650.0000	16.6497	10,822.35	01/06/14	806.15	359	Short-Term
	150.0000	16.6190	2,492.86	01/24/14	190.64	341	Short-Term
	25.0000	17.0532	426.33	03/27/14	20.92	279	Short-Term
	200.0000	15.9726	3,194.53	04/16/14	383.47	259	Short-Term
	100.0000	15.7529	1,575.29	06/06/14	213.71	208	Short-Term
Cost Basis			*18,511.36*				
BROWN FORMAN CORP CL B	**65.0000**	**87.8400**	**5,709.60**	**3%**	**862.05**	**1.43%**	**81.90**
SYMBOL: BFB	65.0000	74.5776	4,847.55	01/06/14	862.05	359	Short-Term
C V S HEALTH CORPORATION	**90.0000**	**96.3100**	**8,667.90**	**5%**	**2,409.62**	**1.14%**	**99.00**
SYMBOL: CVS	90.0000	69.5364	6,258.28	01/06/14	2,409.62	359	Short-Term
CANTEL MEDICAL CORP	**90.0000**	**43.2600**	**3,893.40**	**2%**	**752.05**	**0.20%**	**8.10**
SYMBOL: CMN	90.0000	34.9038	3,141.35	07/17/14	752.05	167	Short-Term
COMPAGNIE FINAN RIC ADRF	**600.0000**	**8.8700**	**5,322.00**	**3%**	**(156.64)**	**1.66%**	**88.85**
UNSPONSORED ADR	425.0000	9.5103	4,041.90	09/05/14	(272.15)	117	Short-Term
1 ADR REPS 0.10 ORD	175.0000	8.2099	1,436.74	10/07/14	115.51	85	Short-Term
SYMBOL: CFRUY							
Cost Basis			*5,478.64*				
DISNEY WALT CO	**70.0000**	**94.1900**	**6,593.30**	**3%**	**1,262.32**	**0.91%**	**60.20**
SYMBOL: DIS	70.0000	76.1568	5,330.98	01/06/14	1,262 32	359	Short-Term
							Accrued Dividend: 80.50

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
EXPRESS SCRIPTS HLDG CO	**225.0000**	**84.6700**	**19,050.75**	**10%**	**3,318.83**	**N/A**	**N/A**
SYMBOL: ESRX	200.0000	70.0228	14,004.56	01/06/14	2,929.44	359	Short-Term
	25.0000	69.0944	1,727.36	06/23/14	389.39	191	Short-Term
Cost Basis			*15,731.92*				
GENESEE & WYOMING CL A	**40.0000**	**89.9200**	**3,596.80**	**2%**	**18.98**	**N/A**	**N/A**
CLASS A	40.0000	89.4455	3,577.82	01/28/14	18.98	337	Short-Term
SYMBOL: GWR							
HEICO CORP NEW	**75.0000**	**60.4000**	**4,530.00**	**2%**	**731.38**	**0.19%**	**9.00**
SYMBOL: HEI	75.0000	50.6482	3,798.62	07/15/14	731.38	169	Short-Term
JPMORGAN CHASE & CO	**100.0000**	**62.5800**	**6,258.00**	**3%**	**393.59**	**2.55%**	**160.00**
SYMBOL: JPM	80.0000	59.3708	4,749.67	01/06/14	256.73	359	Short-Term
	20.0000	55.7370	1,114.74	01/24/14	136.86	341	Short-Term
Cost Basis			*5,864.41*				
MADISON SQUARE GARDEN	**55.0000**	**75.2600**	**4,139.30**	**2%**	**825.17**	**N/A**	**N/A**
SYMBOL: MSG	55.0000	60.2569	3,314.13	06/25/14	825.17	189	Short-Term
MASTERCARD INC	**100.0000**	**86.1600**	**8,616.00**	**5%**	**1,277.82**	**0.51%**	**44.00**
SYMBOL: MA	65.0000	72.8330	4,734.15	03/27/14	866.25	279	Short-Term
	10.0000	73.5110	735.11	04/25/14	126.49	250	Short-Term
	25.0000	74.7568	1,868.92	06/24/14	285.08	190	Short-Term
Cost Basis			*7,338.18*				
MIDDLEBY CORP THE	**60.0000**	**99.1000**	**5,946.00**	**3%**	**999.38**	**N/A**	**N/A**
SYMBOL: MIDD	39.0000	84.4569	3,293.82	04/10/14	571 08	265	Short-Term
	21.0000	78.7047	1,652.80	05/08/14	428.30	237	Short-Term
Cost Basis			*4,946.62*				

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MSC INDL DIRECT INC CL A	**65.0000**	**81.2500**	**5,281.25**	**3%**	**(4.99)**	**1.96%**	**104.00**
SYMBOL: MSM	65.0000	81.3267	5,286.24	01/06/14	(4.99)	359	Short-Term
NEWMARKET CORPORATION	**15.0000**	**403.5300**	**6,052.95**	**3%**	**1,110.81**	**1.09%**	**66.00**
SYMBOL: NEU	15.0000	329.4760	4,942.14	01/06/14	1,110.81	359	Short-Term
							Accrued Dividend: 21.00
NXP SEMICONDUCTORS NV F	**45.0000**	**76.4000**	**3,438.00**	**2%**	**101.50**	**N/A**	**N/A**
SYMBOL: NXPI	45.0000	74.1444	3,336.50	12/12/14	101.50	19	Short-Term
ROLLINS INC	**140.0000**	**33.1000**	**4,634.00**	**2%**	**453.89**	**1.26%**	**58.80**
SYMBOL: ROL	140.0000	29.8579	4,180.11	01/06/14	453.89	359	Short-Term
VIACOM INC CL B NEW	**100.0000**	**75.2500**	**7,525.00**	**4%**	**(1,024.77)**	**1.75%**	**132.00**
SYMBOL: VIAB	75.0000	87.0450	6,528.38	02/25/14	(884.63)	309	Short-Term
	25.0000	80.8556	2,021.39	08/06/14	(140.14)	147	Short-Term
Cost Basis			*8,549.77*				*Accrued Dividend: 33.00*
WABTEC	**80.0000**	**86.8900**	**6,951.20**	**4%**	**1,084.73**	**0.27%**	**19.20**
SYMBOL: WAB	80.0000	73.3308	5,866.47	01/06/14	1,084.73	359	Short-Term
WATSCO INC	**45.0000**	**107.0000**	**4,815.00**	**3%**	**600.80**	**2.24%**	**108.00**
SYMBOL: WSO	45.0000	93.6488	4,214.20	01/06/14	600.80	359	Short-Term
Total Equities	**3,720.0000**		**179,002.05**	**94%**	**20,335.02**		**1,541.78**
		Total Cost Basis	*158,667.03*				

Total Accrued Dividend for Equities: 134.50

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

James R. and Elizabeth P. Holt Family Foundation
EIN: 38-7104646
List of Contributions for Tax Period 12/31/14

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

Recipient Name and address	Any relation to foundation manager or substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
National Audubon Society 1201 Pawlings Road Audubon, PA 19403	NONE	PC	ENVIRONMENTAL	1,000 00
Lawrenceville School 2500 Main Street Lawrenceville, NJ 08648	NONE	PC	EDUCATIONAL	4,000.00
Chester-Ridley-Crun Watershed Assoc 1023 Sycamore Mills Road Media, PA 19063	NONE	PC	ENVIRONMENTAL	100.00
Princeton University Annual Giving PO Box 5357 Princeton, NJ 08543-5357	NONE	PC	EDUCATIONAL	200 00
African Education Program PO Box 6 Wayne, PA 19087	NONE	PC	EDUCATIONAL	1,000 00
Friends of the Upper Delaware River 158 East Front Street Hancock, NY 13783	NONE	PC	ENVIRONMENTAL	500.00
Shipley School DJ Mather Scholarship 814 Yarrow Road Bryn Mawr, PA 19010	NONE	PC	EDUCATIONAL	250.00
St. David's Episcopal Church 763 Valley Forge Road Wayne, PA 19087	NONE	PC	RELIGIOUS	200 00
Habitat for Humanity Conestoga Day 1829 N. 19th Street Philadelphia, PA 19121	NONE	PC	COMMUNITY SERVICE	120.00
Sconset Trust 1 New Street Siasonset, MA 02564	NONE	PC	HISTORICAL PRESERVATION	500 00
Episcopal Community Services Advancement Department 225 S. 3rd Street Philadelphia, PA 19106	NONE	PC	COMMUNITY SERVICE	250.00

James R. and Elizabeth P. Holt Family Foundation
EIN: 38-7104646
List of Contributions for Tax Period 12/31/14

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

Recipient Name and address	Any relation to foundation manager or substantial Contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Nantucket Preservation Trust 55 Main Street Nantucket, MA 02554	NONE	PC	HISTORICAL PRESERVATION	250.00
African Education Program PO Box 6 Wayne, PA 19087	NONE	PC	EDUCATIONAL	3,500.00
Total Contributions				**11,870.00**

Schwab One® Trust Account of
J HOLT JR & E HOLT TT JAMES R
& ELIZABETH P HOLT FAMILY
FOUNDATION U/A DTD 12/18/2013

TAX YEAR 2014
YEAR-END SUMMARY

Date Prepared: February 6, 2015

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
AMERICAN INTL GROUP NEW	026874784	25.00	01/06/14	07/24/14	$ 1,371.55	$ 1,268.31	$ 0.00	$ 103.24
Security Subtotal					**$ 1,371.55**	**$ 1,268.31**	**$ 0.00**	**$ 103.24**
APPLE INC	037833100	105.00	01/06/14	06/10/14	$ 9,894.75	$ 8,194.75	$ 0.00	$ 1,700.00
APPLE INC	037833100	28.00	01/28/14	06/10/14	$ 2,638.60	$ 2,037.45	$ 0.00	$ 601.15
Security Subtotal					**$ 12,533.35**	**$ 10,232.20**	**$ 0.00**	**$ 2,301.15**
ATRION CORPORATION DEL	049904105	5.00	01/06/14	09/25/14	$ 1,516.03	$ 1,482.84	$ 0.00	$ 33.19
Security Subtotal					**$ 1,516.03**	**$ 1,482.84**	**$ 0.00**	**$ 33.19**
BANK OF AMERICA CORP	060505104	100.00	03/27/14	07/24/14	$ 1,550.12	$ 1,705.32	$ 0.00	$ (155.20)
Security Subtotal					**$ 1,550.12**	**$ 1,705.32**	**$ 0.00**	**$ (155.20)**
C V S HEALTH CORPORATION	126650100	10.00	01/06/14	07/24/14	$ 779.54	$ 695.37	$ 0.00	$ 84.17
Security Subtotal					**$ 779.54**	**$ 695.37**	**$ 0.00**	**$ 84.17**
CHESAPEAKE ENERGY CORP	165167107	100.00	01/06/14	03/19/14	$ 2,464.99	$ 2,624.28	$ 0.00	$ (159.29)
CHESAPEAKE ENERGY CORP	165167107	75.00	07/07/14	11/06/14	$ 1,645.72	$ 2,119.36	$ 0.00	$ (473.64)
CHESAPEAKE ENERGY CORP	165167107	150.00	01/06/14	12/01/14	$ 2,985.75	$ 3,710.08	$ 0.00	$ (724.33)

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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FOUNDATION U/A DTD 12/18/2013

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
CHESAPEAKE ENERGY CORP	165167107	50.00	02/07/14	12/01/14 $	995.25 $	1,144.95 $	0.00 $	(149.70)
Security Subtotal				$	**8,091.71 $**	**9,598.67 $**	**0.00 $**	**(1,506.96)**
CNO FINANCIAL GROUP INC	12621E103	200.00	02/12/14	12/10/14 $	3,309.45 $	3,626.83 $	0.00 $	(317.38)
CNO FINANCIAL GROUP INC	12621E103	50.00	05/16/14	12/10/14 $	827.36 $	816.99 $	0.00 $	10.37
Security Subtotal				$	**4,136.81 $**	**4,443.82 $**	**0.00 $**	**(307.01)**
DOLLAR TREE INC	256746108	75.00	01/17/14	03/18/14 $	4,000.91 $	4,080.92 $	0.00 $	(80.01)
Security Subtotal				$	**4,000.91 $**	**4,080.92 $**	**0.00 $**	**(80.01)**
EXCO RESOURCES INC	269279402	700.00	09/04/14	11/03/14 $	2,168.21 $	3,239.52 $	0.00 $	(1,071.31)
EXCO RESOURCES INC	269279402	275.00	09/23/14	11/03/14 $	851.80 $	1,120.86 $	0.00 $	(269.06)
Security Subtotal				$	**3,020.01 $**	**4,360.38 $**	**0.00 $**	**(1,340.37)**
EXPRESS SCRIPTS HLDG CO	30219G108	50.00	01/06/14	09/25/14 $	3,600.52 $	3,501.14 $	0.00 $	99.38
Security Subtotal				$	**3,600.52 $**	**3,501.14 $**	**0.00 $**	**99.38**
LKQ CORP	501889208	125.00	01/06/14	01/15/14 $	3,489.20 $	3,985.20 $	0.00 $	(496.00)
Security Subtotal				$	**3,489.20 $**	**3,985.20 $**	**0.00 $**	**(496.00)**
M W I VETERINARY SUPPLY TENDER OFFER	55402X105	25.00	07/17/14	09/03/14 $	3,580.40 $	3,474.05 $	0.00 $	106.35
Security Subtotal				$	**3,580.40 $**	**3,474.05 $**	**0.00 $**	**106.35**

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Short-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099B as **"cost basis is reported to the IRS."** Report on Form 8949, Part I, with Box A checked.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
MESA LABS INC	59064R109	40.00	01/06/14	09/25/14	$ 2,281.00	$ 3,108.91	$ 0.00	$ (827.91)
Security Subtotal					**$ 2,281.00**	**$ 3,108.91**	**$ 0.00**	**$ (827.91)**
MICROS SYSTEMS INC XXXCASH MERGER @ $68.00/SH	594901100	85.00	01/06/14	03/17/14	$ 4,596.58	$ 4,867.47	$ 0.00	$ (270.89)
Security Subtotal					**$ 4,596.58**	**$ 4,867.47**	**$ 0.00**	**$ (270.89)**
NATIONAL OILWELL VARCO	637071101	70.00	01/06/14	11/03/14	$ 5,032.87	$ 5,013.67	$ 0.00	$ 19.20
Security Subtotal					**$ 5,032.87**	**$ 5,013.67**	**$ 0.00**	**$ 19.20**
NOW INC	67011P100	17.00	01/06/14	06/06/14	$ 550.26	$ 547.67	$ 0.00	$ 2.59
Security Subtotal					**$ 550.26**	**$ 547.67**	**$ 0.00**	**$ 2.59**
PREFORMED LINE PRODS CO	740444104	60.00	01/06/14	09/25/14	$ 3,141.64	$ 4,334.95	$ 0.00	$ (1,193.31)
Security Subtotal					**$ 3,141.64**	**$ 4,334.95**	**$ 0.00**	**$ (1,193.31)**
ROSS STORES INC	778296103	65.00	01/06/14	04/25/14	$ 4,400.11	$ 4,844.95	$ 0.00	$ (444.84)
Security Subtotal					**$ 4,400.11**	**$ 4,844.95**	**$ 0.00**	**$ (444.84)**
SEVENTY SEVEN ENERGY	818097107	10.42	01/06/14	07/02/14	$ 249.38	$ 220.30	$ 0.00	$ 29.08
SEVENTY SEVEN ENERGY	818097107	2.57	02/07/14	07/02/14	$ 61.49	$ 50.29	$ 0.00	$ 11.20
SEVENTY SEVEN ENERGY	818097107	1.00	02/07/14	07/10/14	$ 25.40	$ 19.56	$ 0.00	$ 5.84
Security Subtotal					**$ 336.27**	**$ 290.15**	**$ 0.00**	**$ 46.12**
STEPAN COMPANY	858586100	25.00	01/06/14	07/24/14	$ 1,261.87	$ 1,622.21	$ 0.00	$ (360.34)
STEPAN COMPANY	858586100	50.00	01/06/14	09/04/14	$ 2,385.61	$ 3,244.42	$ 0.00	$ (858.81)

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Short-Term Realized Gain or (Loss) (continued)

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Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
STEPAN COMPANY	858586100	25.00	02/25/14	09/04/14	$ 1,192.81	$ 1,517.70	$ 0.00	$ (324.89)
Security Subtotal					**$ 4,840.29**	**$ 6,384.33**	**$ 0.00**	**$ (1,544.04)**
SWATCH GROUP AG ADR FUNSPONSORED ADR	870123106	150.00	07/24/14	10/06/14	$ 3,476.15	$ 4,178.95	$ 0.00	$ (702.80)
Security Subtotal					**$ 3,476.15**	**$ 4,178.95**	**$ 0.00**	**$ (702.80)**
VALEANT PHARMA INTL F	91911K102	55.00	01/06/14	06/17/14	$ 6,479.57	$ 6,226.15	$ 0.00	$ 253.42
Security Subtotal					**$ 6,479.57**	**$ 6,226.15**	**$ 0.00**	**$ 253.42**
VALMONT INDUSTRIES INC	920253101	15.00	01/06/14	07/24/14	$ 2,230.52	$ 2,226.99	$ 0.00	$ 3.53
VALMONT INDUSTRIES INC	920253101	15.00	01/06/14	08/04/14	$ 2,163.61	$ 2,226.98	$ 0.00	$ (63.37)
VALMONT INDUSTRIES INC	920253101	35.00	01/06/14	12/16/14	$ 4,375.56	$ 5,196.30	$ 0.00	$ (820.74)
Security Subtotal					**$ 8,769.69**	**$ 9,650.27**	**$ 0.00**	**$ (880.58)**
Total Short-Term *(Cost basis is reported to the IRS)*					**$ 91,574.58**	**$ 98,275.69**	**$ 0.00**	**$ (6,701.11)**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Short-Term Realized Gain or (Loss)

The transactions in this section are not reported on Form 1099-B or to the IRS. Report on Form 8949, in either Part I with Box C checked or Part II with Box F checked, as appropriate.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
NOW INC	67011P100	0.50	01/06/14	06/02/14	$ 17.36	$ 16.11	$ 0.00	$ 1.25
Security Subtotal					**$ 17.36**	**$ 16.11**	**$ 0.00**	**$ 1.25**
SEVENTY SEVEN ENERGY	818097107	0.28	01/06/14	07/01/14	$ 7.06	$ 6.04	$ 0.00	$ 1.02
Security Subtotal					**$ 7.06**	**$ 6.04**	**$ 0.00**	**$ 1.02**
Total Short-Term *(Transactions are not reported on Form 1099-B or to the IRS)*					**$ 24.42**	**$ 22.15**	**$ 0.00**	**$ 2.27**
Total Short-Term					**$ 91,599.00**	**$ 98,297.84**	**$ 0.00**	**$ (6,698.84)**

Long-Term Realized Gain or (Loss)

This section is for covered securities and corresponds to transactions reported on your 1099B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box D checked.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
A O N PLC FCLASS A	G0408V102	175.00	09/22/11	01/02/14	$ 14,439.08	$ 8,589.00	$ 0.00	$ 5,850.08
Security Subtotal					**$ 14,439.08**	**$ 8,589.00**	**$ 0.00**	**$ 5,850.08**
BED BATH & BEYOND	075896100	425.00	06/26/12	01/02/14	$ 33,972.61	$ 25,145.92	$ 0.00	$ 8,826.69
Security Subtotal					**$ 33,972.61**	**$ 25,145.92**	**$ 0.00**	**$ 8,826.69**

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Long-Term Realized Gain or (Loss) (continued)

This section is for covered securities and corresponds to transactions reported on your 1099B as **"cost basis is reported to the IRS."** Report on Form 8949, Part II, with Box D checked.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
HEICO CORP NEW	422806109	500.00	03/09/12	01/02/14	$ 28,409.96	$ 17,080.77	$ 0.00	$ 11,329.19
Security Subtotal					**$ 28,409.96**	**$ 17,080.77**	**$ 0.00**	**$ 11,329.19**
METLIFE INC	59156R108	900.00	11/08/12	01/02/14	$ 47,989.10	$ 29,772.58	$ 0.00	$ 18,216.52
Security Subtotal					**$ 47,989.10**	**$ 29,772.58**	**$ 0.00**	**$ 18,216.52**
VIACOM INC CL B NEW	92553P201	150.00	05/22/12	01/02/14	$ 13,038.42	$ 7,032.80	$ 0.00	$ 6,005.62
Security Subtotal					**$ 13,038.42**	**$ 7,032.80**	**$ 0.00**	**$ 6,005.62**
Total Long-Term *(Cost basis is reported to the IRS)*					**$ 137,849.17**	**$ 87,621.07**	**$ 0.00**	**$ 50,228.10**

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box E checked.

Description OR Option Symbol	CUSIP Number	Quantity/Par	Date Acquired	Date Sold	Total Proceeds	(-)Cost Basis	(+)Wash Sale Loss Disallowed	(=)Realized Gain or (Loss)
GOOGLE INC CLASS A VTG VOTING SHARES	38259P508	54.00	10/03/11	01/02/14	$ 60,057.49	$ 27,309.06[a]	$ 0.00	$ 32,748.43
Security Subtotal					$ 60,057.49	$ 27,309.06	$ 0.00	$ 32,748.43
Total Long-Term *(Cost basis is available but not reported to the IRS)*					$ 60,057.49	$ 27,309.06	$ 0.00	$ 32,748.43
Total Long-Term					$ 197,906.66	$ 114,930.13	$ 0.00	$ 82,976.53

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Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description		Total Proceeds		(-)Cost Basis		(+)Wash Sale Loss Disallowed		(=)Realized Gain or (Loss)
Total Short-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS. Report on Form 8949, Part I, with Box A checked.)*	$	91,574.58	$	98,275.69	$	0.00	$	(6,701.11)
Total Short-Term Realized Gain or (Loss) *(Transactions are not reported on Form 1099-B or to the IRS. Report on Form 8949, in either Part I with Box C checked or Part II with Box F checked, as appropriate.)*	$	24.42	$	22.15	$	0.00	$	2.27
Total Short-Term Realized Gain or (Loss)	$	91,599.00	$	98,297.84	$	0.00	$	(6,698.84)
Total Long-Term Realized Gain or (Loss) *(Cost basis is reported to the IRS. Report on Form 8949, Part II, with Box D checked.)*	$	137,849.17	$	87,621.07	$	0.00	$	50,228.10
Total Long-Term Realized Gain or (Loss) *(Cost basis is available but not reported to the IRS. Report on Form 8949, Part II, with Box E checked.)*	$	60,057.49	$	27,309.06	$	0.00	$	32,748.43
Total Long-Term Realized Gain or (Loss)	$	197,906.66	$	114,930.13	$	0.00	$	82,976.53
TOTAL REALIZED GAIN OR (LOSS)	$	289,505.66	$	213,227.97	$	0.00	$	76,277.69

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