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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
HOLT FOUNDATION

% CHARLES STRICKLAND

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 207916
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
SAN ANTONIO, TX 782207916

A Employer identification number
74-2728633

B Telephone number (see instructions)
(210) 648-0000

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,193,126

J Accounting method ☑ 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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	130,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	21,621	21,621		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	165,682			
	b	Gross sales price for all assets on line 6a 714,065				
	7	Capital gain net income (from Part IV, line 2)		165,682		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	317,303	187,303		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	6,486	6,486		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,063	363		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,549	6,849		0
	25	Contributions, gifts, grants paid	381,000			381,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	388,549	6,849		381,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-71,246			
	b	**Net investment income** (if negative, enter -0-)		180,454		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	10,042	22,244	22,244
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,173,527	1,085,879	1,170,882
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,183,569	1,108,123	1,193,126
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	1,183,569	1,108,123	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	1,183,569	1,108,123	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,183,569	1,108,123	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,183,569
2	Enter amount from Part I, line 27a	2	-71,246
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,112,323
5	Decreases not included in line 2 (itemize) ▶	5	4,200
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,108,123

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
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	165,682
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	111,307	1,257,343	0 088526
2012	361,065	1,106,180	0 326407
2011	153,048	1,079,504	0 141776
2010	315,587	995,713	0 316946
2009	384,648	869,528	0 442364

2	**Total** of line 1, column (d).	2	1 316019
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 263204
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	1,215,026
5	Multiply line 4 by line 3.	5	319,800
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,805
7	Add lines 5 and 6.	7	321,605
8	Enter qualifying distributions from Part XII, line 4.	8	381,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,805
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,805
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,805
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	856		
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	856
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	949
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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶CHARLES STRICKLAND Telephone no ▶(210) 648-0000

Located at ▶PO BOX 207916 SAN ANTONIO TX ZIP+4 ▶782207916

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 |

			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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)?	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	1,224,352
b	Average of monthly cash balances	1b	9,177
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,233,529
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,233,529
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,503
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,215,026
6	**Minimum investment return.** Enter 5% of line 5	6	60,751

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	60,751
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,805		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,805
3	Distributable amount before adjustments Subtract line 2c from line 1			3	58,946
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	58,946
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	58,946

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	381,000
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	381,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,805
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	379,195

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				58,946
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 341,560				
b From 2010. 266,279				
c From 2011. 99,546				
d From 2012. 306,702				
e From 2013. 49,244				
f **Total** of lines 3a through e.	1,063,331			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 381,000				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				58,946
e Remaining amount distributed out of corpus	322,054			
5 Excess distributions carryover applied to 2014				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,385,385			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	341,560			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	1,043,825			
10 Analysis of line 9				
a Excess from 2010. . . . 266,279				
b Excess from 2011. . . . 99,546				
c Excess from 2012. . . . 306,702				
d Excess from 2013. . . . 49,244				
e Excess from 2014. . . . 322,054				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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 email 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*				
LIFE TIME RECOVERY 10290 SOUTHTON RD SAN ANTONIO,TX 78223	NONE	PC	CHARITABLE	130,000
ALAMO COLLEGES 201 W SHERIDAN SAN ANTONIO,TX 782041429	NONE	PC	CHARITABLE	250,000
KLRN PO BOX 9 San Antonio,TX 78291	NONE	PC	CHARITABLE	1,000
Total . . . . ▶ **3a**				381,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	21,621	
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	165,682	
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)				187,303	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 187,303

(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) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

****** | 2015-04-23 | ******

Signature of officer or trustee | Date | 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
Lisa Springs				P00084462

Firm's name ▶ ERNST & YOUNG US LLP

Firm's EIN ▶

Firm's address ▶ PO BOX 2938 SAN ANTONIO, TX 782992938

Phone no (210) 648-8923

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN DISTRIBUTION (MORGAN STANLEY)			
ST SALES THRU MORGAN STANLEY #9854			
LT SALES THRU MORGAN STANLEY #9854			
ST SALES THRU AMERIPRISE #8138 (SEE ATCH)			
LT SALES THRU AMERIPRISE #8138 (SEE ATCH)			
CAPITAL GAIN DISTRIBUTION THRU AMERIPRISE #8138			
ST SALES THRU MORGAN STANLEY #9854			
LT SALES THRU MORGAN STANLEY #9854 (SEE ATTACHED)			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,503			9,503
129,490		121,196	8,294
136,985		109,499	27,486
7,676		7,125	551
251,968		225,452	26,516
51,165			51,165
90		34	56
127,188		85,077	42,111

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			9,503
			8,294
			27,486
			551
			26,516
			51,165
			56
			42,111

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
PETER M HOLT PO BOX 207916 SAN ANTONIO,TX 782207916	PRESIDENT 1 0	0	0	0
CHARLES C STRICKLAND PO BOX 207916 SAN ANTONIO,TX 782207916	VICE-PRESIDENT/SEC 1 0	0	0	0
PAUL HENSLEY PO BOX 207916 SAN ANTONIO,TX 782207916	TREASURER 1 0	0	0	0
BENJAMIN D HOLT JR PO BOX 207916 SAN ANTONIO,TX 782207916	DIRECTOR 1 0	0	0	0
BENJAMIN D HOLT III PO BOX 207916 SAN ANTONIO,TX 782207916	DIRECTOR 1 0	0	0	0
ANNE HOLT PO BOX 207916 SAN ANTONIO,TX 782207916	DIRECTOR 1 0	0	0	0

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2014

Name of the organization
HOLT FOUNDATION

Employer identification number
74-2728633

Organization type (check one)

Filers of: **Section:**

Form 990 or 990-EZ
☐ 501(c)( ) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF
☑ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
HOLT FOUNDATION

Employer identification number
74-2728633

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOLT COMPANIES PO BOX 207916 SAN ANTONIO, TX782207916	$ 130,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
HOLT FOUNDATION

Employer identification number
74-2728633

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
HOLT FOUNDATION

Employer identification number
74-2728633

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0123

2014

Attachment Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

74-2728633

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☑ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
ST SALES THR			129,490	(121,196)			8,294
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ▶			129,490	(121,196)			8,294

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☑ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
ST SALES THR			90	(34)			56
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			90	(34)			56

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [x] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
ST SALES THR			7,676	(7,125)			551
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ▶			7,676	(7,125)			551

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side
HOLT FOUNDATION

Social security number or taxpayer identification number
74-2728633

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☑ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 **(a)** Description of property (Example 100 sh XYZ Co)	**(b)** Date acquired (Mo, day, yr)	**(c)** Date sold or disposed (Mo, day, yr)	**(d)** Proceeds (sales price) (see instructions)	**(e)** Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions **(f)** Code(s) from instructions	**(g)** Amount of adjustment	**(h)** **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
CAPITAL GAIN			9,503	( )			9,503
LT SALES THR			136,985	(109,499)			27,486
CAPITAL GAIN			51,165	( )			51,165
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			197,653	(109,499)			88,154

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.
Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☑ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LT SALES THR			127,188	(85,077)			42,111
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			127,188	(85,077)			42,111

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.
Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LT SALES THR			251,968	(225,452)			26,516
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			251,968	(225,452)			26,516

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

TY 2014 All Other Program Related Investments Schedule

Name: HOLT FOUNDATION

EIN: 74-2728633

Category	Amount
NONE	

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

TY 2014 Depreciation Schedule

Name: HOLT FOUNDATION

EIN: 74-2728633

TY 2014 Investments Corporate Stock Schedule

Name: HOLT FOUNDATION

EIN: 74-2728633

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERIPRISE MUTUAL FUNDS	629,101	498,578
MORGAN STANLEY FUNDS	456,778	672,304

TY 2014 Other Decreases Schedule

Name: HOLT FOUNDATION

EIN: 74-2728633

Description	Amount
BOOK/TAX DIFFERENCES	2,466
PRIOR PERIOD ADJUSTMENT	1,734

TY 2014 Other Professional Fees Schedule

Name: HOLT FOUNDATION

EIN: 74-2728633

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY INVESTMENT FEES	6,021	6,021		
AMERIPRISE INVESTMENT FEES	465	465		

TY 2014 Taxes Schedule

Name: HOLT FOUNDATION

EIN: 74-2728633

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	363	363		
ESTIMATED TAX PAYMENTS	700			

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

HOLT FOUNDATON
ATTN CHARLIE STRICKLAND
PO BOX 207916
SAN ANTONIO TX 78220-7916

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number 26-4310632

Taxpayer ID Number XX-XXX8633
Account Number 044 109854 036

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
EQUINIX INC NEW		CUSIP: 29444U502		Symbol				
	0 000	10/14/14	11/25/14	$31 79	$0 00	$0 00	$31 79	$0 00
KNOWLES CORPORATION		CUSIP: 49926D109		Symbol: KN				
	2 000	04/23/13	03/12/14	$57 94	$33 89	$0 00	$24 05	$0 00
Total Short Term Noncovered Securities				**$89.73**	**$33.89**	**$0.00**	**$55.84**	**$0.00**
Total Short Term Covered and Noncovered Securities				**$129,579.57**	**$121,230.04**	**$286.80**	**$8,349.53**	**$0.00**

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ACCENTURE PLC IRELAND CL A	**CUSIP:** G1151C101		**Symbol (Box 1d):** ACN					
	32 000	11/11/09	04/03/14	$2,526 34	$1,250 19	$0 00	$1,276 15	$0 00
ALLERGAN INC	**CUSIP·** 018490102		**Symbol (Box 1d):** AGN					
	1 000	01/11/05	04/03/14	$124 72	$39 92	$0 00	$84 80	$0 00
	6 000	08/31/06	04/03/14	$748 30	$343 21	$0 00	$405 09	$0 00
	4 000	08/31/06	04/03/14	$498 87	$228 81	$0 00	$270 06	$0 00
	4 000	08/31/06	04/03/14	$498 87	$228 81	$0 00	$270 06	$0 00
	2 000	08/31/06	04/03/14	$249 43	$114 40	$0 00	$135 03	$0 00
	2 000	08/31/06	04/03/14	$249 43	$114 40	$0 00	$135 03	$0 00
	2 000	08/31/06	04/03/14	$249 43	$114 40	$0 00	$135 03	$0 00
	8 000	05/30/07	04/03/14	$997 75	$495 04	$0 00	$502 71	$0 00
	6 000	04/11/08	11/10/14	$1,175 97	$336 45	$0 00	$839 52	$0 00
	8 000	04/11/08	11/18/14	$1,695 78	$448 61	$0 00	$1,247 17	$0 00
	2 000	04/11/08	12/02/14	$421 50	$112 15	$0 00	$309 35	$0 00
	1 000	06/04/10	12/02/14	$210 75	$58 84	$0 00	$151 91	$0 00
Security Subtotal	**46.000**			**$7,120.80**	**$2,635.04**	**$0.00**	**$4,485 76**	**$0 00**
APPLE INC	**CUSIP:** 037833100		**Symbol (Box 1d)** AAPL					
	4 000	10/06/08	04/03/14	$2,152 11	$364 38	$0 00	$1,787 73	$0 00
	3 000	10/06/08	09/03/14	$299 09	$39 04	$0 00	$260 05	$0 00
	2 000	10/06/08	09/03/14	$199 39	$26 03	$0 00	$173 36	$0 00
	2 000	10/06/08	09/03/14	$199 39	$26 02	$0 00	$173 37	$0 00
Security Subtotal	**11.000**			**$2,849.98**	**$455.47**	**$0.00**	**$2,394.51**	**$0.00**
ARTISAN MIDCAP VALUE INV	**CUSIP.** 04314H709		**Symbol (Box 1d).** ARTQX					
	511 720	11/11/09	04/03/14	$14,179 76	$8,934 63	$0 00	$5,245 13	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

HOLT FOUNDATON
ATTN CHARLIE STRICKLAND
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SAN ANTONIO TX 78220-7916

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Account Number 044 109854 036

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BARON SMALL CAP INSTL	**CUSIP:** 068278803		**Symbol (Box 1d):** BSFIX					
	336 213	11/11/09	04/03/14	$11,804 44	$6,230 47	$0 00	$5,573 97	$0 00
EATON CORP PLC SHS	**CUSIP** G29183103		**Symbol (Box 1d):** ETN					
	14 000	12/03/12	04/03/14	$1,073 91	$707 53	$0 00	$366 38	$0 00
GOOGLE INC CL C	**CUSIP:** 38259P706		**Symbol (Box 1d)**· GOOG					
	1 000	01/31/05	04/11/14	$532 53	$97 79	$0 00	$434 74	$0 00
	1 000	04/19/05	04/11/14	$532 53	$94 27	$0 00	$438 26	$0 00
	2 000	05/30/07	04/11/14	$1,065 05	$490 03	$0 00	$575 02	$0 00
	1 000	03/18/11	10/24/14	$536 15	$280 07	$0 00	$256 08	$0 00
Security Subtotal	**5.000**			**$2,666.26**	**$962 16**	**$0.00**	**$1,704 10**	**$0.00**
GOOGLE INC-CL A	**CUSIP.** 38259P508		**Symbol (Box 1d):** GOOGL					
	1 000	01/31/05	04/11/14	$537 28	$98 11	$0 00	$439 17	$0 00
	1 000	04/19/05	04/11/14	$537 28	$94 58	$0 00	$442 70	$0 00
	2 000	05/30/07	04/11/14	$1,074 55	$491 61	$0 00	$582 94	$0 00
Security Subtotal	**4 000**			**$2,149.11**	**$684 30**	**$0.00**	**$1,464.81**	**$0.00**
KNOWLES CORPORATION	**CUSIP:** 49926D109		**Symbol (Box 1d):** KN					
	1 000	12/12/12	03/12/14	$28 96	$21 01	$0 00	$7 95	$0 00
	1 000	12/13/12	03/12/14	$28 96	$10 57	$0 00	$18 39	$0 00
	1 000	12/14/12	03/12/14	$28 96	$21 07	$0 00	$7 89	$0 00
	1 000	12/27/12	03/12/14	$28 96	$21 34	$0 00	$7 62	$0 00
	1 000	01/29/13	03/12/14	$28 96	$11 29	$0 00	$17 67	$0 00

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Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KNOWLES CORPORATION (Cont)	CUSIP. 49926D109	Symbol (Box 1d): KN						
	2 000	02/07/13	03/12/14	$57 92	$35 18	$0 00	$22 74	$0 00
	1 000	02/25/13	03/12/14	$28 96	$24 16	$0 00	$4 80	$0 00
Security Subtotal	**8.000**			**$231.68**	**$144.62**	**$0 00**	**$87.06**	**$0.00**
LAZARD EMERGING MARKETS I	CUSIP. 52106N889	Symbol (Box 1d): LZEMX						
	964 843	11/11/09	04/03/14	$18,110 10	$17,733 80	$0 00	$376 30	$0 00
ORACLE CORP	CUSIP· 68389X105	Symbol (Box 1d): ORCL						
	67 000	11/11/09	04/03/14	$2,718 80	$1,465 82	$0 00	$1,252 98	$0 00
	8 000	06/04/10	04/03/14	$324 63	$179 04	$0 00	$145 59	$0 00
	10 000	07/13/10	04/03/14	$405 79	$237 27	$0 00	$168 52	$0 00
Security Subtotal	**85.000**			**$3,449.22**	**$1,882.13**	**$0.00**	**$1,567.09**	**$0 00**
PIMCO EMERGING LOCAL BD P	CUSIP: 72201M396	Symbol (Box 1d). PELPX						
	239 994	06/04/10	04/03/14	$2,243 94	$2,341 97	$0 00	($98 03)	$0 00
	9 047	10/24/11	04/03/14	$84 59	$93 90	$0 00	($9 31)	$0 00
	2 725	10/24/11	04/11/14	$25 89	$28 28	$0 00	($2 39)	$0 00
Security Subtotal	**251.766**			**$2,354.42**	**$2,464.15**	**$0.00**	**($109 73)**	**$0.00**
QUALCOMM INC	CUSIP: 747525103	Symbol (Box 1d)· QCOM						
	7 000	06/02/09	04/03/14	$562 23	$308 71	$0 00	$253 52	$0 00
	21 000	10/01/09	04/03/14	$1,686 68	$912 95	$0 00	$773 73	$0 00
	4 000	10/01/09	04/03/14	$321 27	$173 89	$0 00	$147 38	$0 00
	1 000	02/26/10	04/03/14	$80 32	$36 84	$0 00	$43 48	$0 00
	1 000	02/26/10	04/03/14	$80 32	$36 84	$0 00	$43 48	$0 00
	13 000	02/26/10	04/03/14	$1,044 13	$478 91	$0 00	$565 22	$0 00

CONTINUED ON NEXT PAGE

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
QUALCOMM INC (Cont)	CUSIP· 747525103		Symbol (Box 1d): QCOM					
	1 000	02/26/10	08/01/14	$72 51	$36 84	$0 00	$35 67	$0 00
	5 000	06/04/10	08/01/14	$362 55	$177 00	$0 00	$185 55	$0 00
	1 000	06/04/10	08/01/14	$72 51	$35 40	$0 00	$37 11	$0 00
Security Subtotal	**54.000**			**$4,282 52**	**$2,197.38**	**$0.00**	**$2,085 14**	**$0 00**
ROYCE PREMIER INV	CUSIP: 780905600		Symbol (Box 1d): RYPRX					
	453 514	11/11/09	04/03/14	$10,399 08	$7,242 62	$0 00	$3,156 46	$0 00
STARBUCKS CORP WASHINGTON	CUSIP. 855244109		Symbol (Box 1d). SBUX					
	6 000	07/06/10	04/03/14	$437 03	$142 13	$0 00	$294 90	$0 00
	20 000	07/14/10	04/03/14	$1,456 76	$517 95	$0 00	$938 81	$0 00
	13 000	12/10/10	04/03/14	$946 90	$422 05	$0 00	$524 85	$0 00
Security Subtotal	**39.000**			**$2,840.69**	**$1,082.13**	**$0.00**	**$1,758.56**	**$0.00**
T ROWE PRICE GROUP INC	CUSIP: 74144T108		Symbol (Box 1d): TROW					
	2 000	10/08/10	04/03/14	$166 52	$102 00	$0 00	$64 52	$0 00
	18 000	10/08/10	04/03/14	$1,498 64	$917 95	$0 00	$580 69	$0 00
	11 000	10/29/10	04/03/14	$915 84	$607 39	$0 00	$308 45	$0 00
	14 000	11/23/10	04/03/14	$1,165 61	$805 30	$0 00	$360 31	$0 00
	3.000	11/23/10	04/08/14	$238 55	$172 56	$0 00	$65 99	$0 00
Security Subtotal	**48 000**			**$3,985.16**	**$2,605 20**	**$0.00**	**$1,379.96**	**$0.00**
T ROWE PRICE MID CAP GR	CUSIP: 779556109		Symbol (Box 1d): RPMGX					
	196 443	11/11/09	04/03/14	$14,886 45	$9,093 34	$0 00	$5,793 11	$0 00
	71 968	11/11/09	06/03/14	$5,388 96	$3,331 40	$0 00	$2,057 56	$0 00
Security Subtotal	**268 411**			**$20,275 41**	**$12,424.74**	**$0.00**	**$7,850.67**	**$0.00**

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Morgan Stanley

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)**(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEMPLETON GLOBAL BD FD ADV	CUSIP· 880208400	Symbol (Box 1d): TGBAX						
	180 901	11/11/09	04/03/14	$2,364 38	$2,301 06	$0 00	$63 32	$0 00
WESTERN ASSET CORE PLUS BD I	CUSIP: 957663503	Symbol (Box 1d): WACPX						
	953 737	11/11/09	04/03/14	$10,863 05	$9,651 82	$0 00	$1,211 23	$0 00
	320 868	03/18/11	04/03/14	$3,654 70	$3,481 42	$0 00	$173 28	$0 00
	0 609	03/18/11	04/11/14	$7 00	$6 61	$0 00	$0 39	$0 00
Security Subtotal	**1,275.214**			**$14,524 75**	**$13,139.85**	**$0.00**	**$1,384 90**	**$0.00**
Total Long Term Noncovered Securities				**$127,188.01**	**$85,077.47**	**$0.00**	**$42,110.54**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$264,173.33**	**$194,576.73**	**$448.85**	**$69,596.60**	**$0 00**
Total Short and Long Term, Covered and Noncovered Securities				**$393,752.90**	**$315,806.77**	**$735.65**	**$77,946.13**	**$0.00**

Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	**$393,752.90**			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$230,695.41**		
Total IRS Reportable Adjustments (Box 1g)			**$735.65**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any adjustments resulting from a wash sale or market discount will not be reported to the IRS The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations Please consult your tax advisor regarding any adjustments to your original cost basis

Proceeds Not Reported to the IRS

I# 3 7S#3-10 #026257 MRDF# QM2DQ

SHORT-TERM TRANSACTIONS *NOT reported on Form 1099-B*

Report on Form 8949, Part I, with Box C checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
BLKRCK EQ DIV A / CUSIP 09251M108 / Symbol MDDVX							
	5 tax lots for 04/03/14						
	14.970	*370 05*	*04/18/13*	*319.37*	*0.00*	*50.68*	*Sale*
	12.750	*315.18*	*07/19/13*	*272.01*	*0.00*	*43.17*	*Sale*
	16 337	*403 85*	*10/18/13*	*348.54*	*0.00*	*55.31*	*Sale*
	3.126	*77 28*	*12/16/13*	*66.69*	*0.00*	*10.59*	*Sale*
	14.409	*356 20*	*12/16/13*	*307.40*	*0.00*	*48.80*	*Sale*
04/03/14	61 592	1,522 56	VARIOUS	1,314 01	0 00	208 55	Total of 5 lots
FIRST EAGLE OVERSEAS A / CUSIP 32008F101 / Symbol. SGOVX							
	3 tax lots for 04/03/14						
	33 770	*811 50*	*12/19/13*	*766.64*	*0.00*	*44.86*	*Sale*
	74.616	*1,793.02*	*12/19/13*	*1,693.93*	*0 00*	*99.09*	*Sale*
	120 126	*2,886.63*	*12/19/13*	*2,727 10*	*0 00*	*159.53*	*Sale*
04/03/14	228 512	5,491 15	VARIOUS	5,187 67	0 00	303.48	Total of 3 lots
THORN INTL VAL A / CUSIP· 885215657 / Symbol TGVAX							
	2 tax lots for 04/03/14.						
	15.514	*469 45*	*06/26/13*	*441 31*	*0.00*	*28.14*	*Sale*
	6.388	*193.31*	*09/26/13*	*181 71*	*0.00*	*11.60*	*Sale*
04/03/14	21 902	662 76	VARIOUS	623 02	0 00	39 74	Total of 2 lots
	Totals:	**7,676.47**		**7,124.70**	**0.00**	**551.77**	

Proceeds Not Reported to the IRS

(continued)

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

Report on Form 8949 Part II with Box F checked

Description of property

BLKRCK EQ DIV A / CUSIP 09251M108 / Symbol MDDVX

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
	12 tax lots for 04/03/14						
	2,642 706	*65,327 69*	*07/01/11*	*49,960 82*	*0 00*	*15,366 87*	Sale
	11 982	*296 19*	*07/22/11*	*226 52*	*0 00*	*69 67*	Sale
	11 844	*292 78*	*10/21/11*	*223 91*	*0 00*	*68 87*	Sale
	1 134	*28 03*	*12/09/11*	*21 43*	*0 00*	*6 60*	Sale
	15 768	*389 78*	*12/09/11*	*298 09*	*0 00*	*91 69*	Sale
	12 442	*307 56*	*04/19/12*	*265 44*	*0 00*	*42 12*	Sale
	12 820	*316 91*	*07/23/12*	*273 50*	*0 00*	*43 41*	Sale
	13 746	*339 80*	*10/19/12*	*293 26*	*0 00*	*46 54*	Sale
	0 732	*18 09*	*12/13/12*	*15 61*	*0 00*	*2 48*	Sale
	17 381	*429 65*	*12/13/12*	*370 81*	*0 00*	*58 84*	Sale
	0 001	*0 02*	*01/09/13*	*0 02*	*0 00*	*0 00*	Sale
	561 798	*13,887 69*	*03/12/13*	*11,985 64*	*0 00*	*1,902 05*	Sale
04/03/14	3,302 354	81,634 19	VARIOUS	63,935 05	0 00	17,699 14	Total of 12 lots

FIRST EAGLE OVERSEAS A / CUSIP 32008F101 / Symbol SGOVX

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
	8 tax lots for 04/03/14						
	2,163 566	*51,990 49*	*06/28/11*	*49,703 95*	*0 00*	*2,286 54*	Sale
	0 107	*2 57*	*12/14/11*	*2 45*	*0 00*	*0 12*	Sale
	41 201	*990 06*	*12/14/11*	*946 51*	*0 00*	*43 55*	Sale
	68 205	*1,638 96*	*12/14/11*	*1,566 88*	*0 00*	*72 08*	Sale
	10 914	*262 26*	*12/17/12*	*247 76*	*0 00*	*14 50*	Sale
	27 600	*663 22*	*12/17/12*	*626 57*	*0 00*	*36 65*	Sale
	83 955	*2,017 43*	*12/17/12*	*1,905 94*	*0 00*	*111 49*	Sale
	1,225 919	*29,458 86*	*03/12/13*	*27,830 81*	*0 00*	*1,628 05*	Sale
04/03/14	3,621 467	87,023 85	VARIOUS	82,830 87	0 00	4,192 98	Total of 8 lots

THORN INTL VAL A / CUSIP 885215657 / Symbol TGVAX

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
	8 tax lots for 04/03/14						
	1,743 375	*52,754 52*	*06/28/11*	*49,960 75*	*0 00*	*2,793 77*	Sale
	6 035	*182 61*	*09/26/11*	*172 94*	*0 00*	*9 67*	Sale
	1 233	*37 31*	*12/23/11*	*35 33*	*0 00*	*1 98*	Sale
	3 085	*93 35*	*03/26/12*	*87 75*	*0 00*	*5 60*	Sale
	11 021	*333 49*	*06/27/12*	*313 50*	*0 00*	*19 99*	Sale

I# 3 7S#4-10 #026257 MRDF# OM2DQ

LONG-TERM TRANSACTIONS

NOT reported on Form 1099-B

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any	Gain or loss(-) & 7- Loss not allowed(X)	Additional information
THORN INTL VAL A / CUSIP 885215657 / Symbol TGVAX (cont'd)							
	5.004	*151.42*	*09/26/12*	*142.34*	*0 00*	*9 08*	*Sale*
	981.423	*29,697 88*	*03/12/13*	*27,917 95*	*0.00*	*1,779 93*	*Sale*
	1.961	*59 34*	*03/26/13*	*55.78*	*0.00*	*3 56*	*Sale*
04/03/14	2,753 137	83,309 92	VARIOUS	78,686.34	0 00	4,623 58	Total of 8 lots
	Totals:	**251,967.96**		**225,452.26**	**0.00**	**26,515.70**	