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

OMB No 1545-0052

Form **990-PF**

2015

Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation THE HOLMES FOUNDATION		A Employer identification number 20-2672938
Number and street (or P O box number if mail is not delivered to street address) 5804 BABCOCK ROAD, # 100	Room/suite	B Telephone number (see instructions) 210-541-4642
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78240		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 34,787	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		

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)	110,283			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain			0	
	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	110,283		0	0	
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) STMT 1	455		320	135
	c Other professional fees (attach schedule) STMT 2	530		530	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion STMT 3	556		556	
	20 Occupancy	10,800		4,320	6,480
	21 Travel, conferences, and meetings	774		310	464
	22 Printing and publications	290		116	174
	23 Other expenses (att sch) STMT 4	73,311		8,008	65,303
	24 Total operating and administrative expenses. Add lines 13 through 23	86,716	0	14,160	72,556
	25 Contributions, gifts, grants paid	0			0
26 Total expenses and disbursements. Add lines 24 and 25	86,716	0	14,160	72,556	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	23,567				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

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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			11,130	34,787	34,787
	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 (attach schedule) (see instructions)					
	7	Other notes and loans receivable (att. schedule) ▶					
		Less allowance for doubtful accounts ▶		0			
	8	Inventories for sale or use			500	500	
	9	Prepaid expenses and deferred charges					
	10a	Investments – U S and state government obligations (attach schedule)					
	b	Investments – corporate stock (attach schedule)					
	c	Investments – corporate bonds (attach schedule)					
	11	Investments – land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach sch) ▶						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)						
14	Land, buildings, and equipment basis ▶	9,118					
	Less accumulated depreciation (attach sch) ▶ STMT 5	7,417		2,257	1,701		
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			13,887	36,988	34,787	
Liabilities	17	Accounts payable and accrued expenses			881	415	
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons			107,225	107,225	
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			108,106	107,640	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			-94,219	-70,652	
30	Total net assets or fund balances (see instructions)			-94,219	-70,652		
31	Total liabilities and net assets/fund balances (see instructions)			13,887	36,988		

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)	-94,219
2	Enter amount from Part I, line 27a	23,567
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	-70,652
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	-70,652

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 N/A				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
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
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		[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 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))
2014	8,275	5,286	1.565456
2013	544	8,219	0.066188
2012	6,379	12,869	0.495687
2011	13,962	15,366	0.908629
2010	65,496	32,565	2.011239
2 Total of line 1, column (d)			2 5.047199
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 1.009440
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 12,026
5 Multiply line 4 by line 3			5 12,140
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 12,140
8 Enter qualifying distributions from Part XII, line 4 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			8 72,556

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	
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	
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	0
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	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	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.PRIESTHOLMESFOUNDATION.ORG	13	X	
14	The books are in care of ► THE FOUNDATION 5804 BABCOCK RD, # 100 Located at ► SAN ANTONIO	Telephone no ► 210-541-4642 TX ZIP+4 ► 78240		
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		► <input type="checkbox"/>
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? N/A	1c	
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 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) 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 ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2015 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 2015) 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 2015?	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** Yes No **X**

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 (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
PRIEST HOLMES 5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240	PRESIDENT 2.00	0	0	0
MARSHA CRUTCHFIELD 5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240	VICE PRESIDE 0.25	0	0	0
JEFF GUESS 5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240	SECRETARY 0.25	0	0	0

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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 SEE STATEMENT 6	
2 SEE STATEMENT 7	68,648
3	3,908
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	0
b	Average of monthly cash balances	1b	12,209
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	12,209
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	12,209
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	183
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,026
6	Minimum investment return. Enter 5% of line 5	6	601

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	
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	72,556
b	Program-related investments – total from Part IX-B	1b	
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	72,556
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,556

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>72,556</u>				
a Applied to 2014, but not more than line 2a				
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 2015 distributable amount				
e Remaining amount distributed out of corpus	72,556			
5 Excess distributions carryover applied to 2015 (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:	72,556			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				
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 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, enter the date of the ruling				01/25/06
b	Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
	0				0
b	85% of line 2a				
c	72,556	8,275	544	6,379	87,754
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	72,556	8,275	544	6,379	87,754
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	401	176	274	429	1,280
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))

N/A

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

N/A

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

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

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

**LINDA GANN 210-541-4642
5804 BABCOCK ROAD, #100 SAN ANTONIO TX 78240**

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

SEE STATEMENT 8

c Any submission deadlines

SEE STATEMENT 9

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

SEE STATEMENT 10

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 N/A				
Total			▶ 3a	
b Approved for future payment N/A				
Total			▶ 3b	

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

- 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... 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, etc.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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... [] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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.

Sign Here

Handwritten signature of officer or trustee

Handwritten date: 8/11/16

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? [] Yes [] No

Paid Preparer Use Only

Print/Type preparer's name: KRISTINA CRAIG; Preparer's signature: Kristina Craig; Date: 08/11/16; Firm's name: COVENANT MULTI-FAMILY OFFICES, LLC; Firm's address: 18756 STONE OAK PARKWAY, SUITE 102 SAN ANTONIO, TX 78258; PTIN: P01237287; Firm's EIN: 27-1406161; Phone no: 210-403-5360

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

Schedule of Contributors

OMB No. 1545-0047

2015

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

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

Name of the organization

Employer identification number

THE HOLMES FOUNDATION

20-2672938

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 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 33¹/₃ % 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 990-PF, 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 THE HOLMES FOUNDATION	Employer identification number 20-2672938
--	---

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	RED AND BLUE LTD 5804 BABCOCK ROAD, NO 100 SAN ANTONIO TX 78240	\$ 29,060	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MAGI REAL ESTATE SERVICES 10010 SAN PEDRO, #105 SAN ANTONIO TX 78216	\$ 15,800	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	UNITED WAY 700 S. ALAMO SAN ANTONIO TX 78205	\$ 41,653	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	BOYS & GIRLS CLUB 317 COMINGO AVE JOPLIN MO 64801	\$ 8,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	CAA SPORTS 2000 AVENUE OF THE STAR LOS ANGELES CA 90067	\$ 10,625	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE HOLMES FOUNDATION	Employer identification number 20-2672938
---	--

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
2	DONATED FASCILITY USE	\$ 10,800	12/31/15
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Form 990-PF	Loans from Officers, Directors, Trustees, and Key Employees or Other Disqualified Persons	2015
For calendar year 2015, or tax year beginning _____, and ending _____		

Name THE HOLMES FOUNDATION	Employer Identification Number 20-2672938
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FORM 990-PF, PART II, LINE 20 - ADDITIONAL INFORMATION

Name of lender	Title
(1) PRIEST HOLMES	PRESIDENT OF FOUNDATION
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 110,047	04/01/08		INDEFINITE MAT/NO INTEREST	0.000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1) N/A	FUNDING FOR FIRST YEAR OPERATIONS
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year
(1)	107,225	107,225
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Totals	107,225	107,225

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND OFFICE	\$ 455	\$	\$ 320	\$ 135
TOTAL	\$ 455	\$ 0	\$ 320	\$ 135

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER CONTRACT SERVICES	\$ 530	\$	\$ 530	\$
TOTAL	\$ 530	\$ 0	\$ 530	\$ 0

Statement 3 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
12/15/08	LEASEHOLD IMPROVEMENTS	\$ 2,920	\$ 1,184	S/L	15	\$ 195	\$	\$ 195
12/02/08	ELECTRONIC	145	145	S/L	5			
12/09/08	OFFICE FURNITURE	488	425	S/L	7	63		63
12/11/08	CONFERENCE TABLE	781	679	S/L	7	102		102
12/26/08	SIDE CHAIRS	260	223	S/L	7	37		37
12/26/08	MONROE CHAIR	198	169	S/L	7	29		29
2/04/09	CREDENZA	175	148	S/L	7	25		25
9/04/09	LAPTOP	428	428	S/L	5			

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
9/21/09	MONITOR	\$ 127	\$ 127	S/L	5	\$	\$	\$
7/08/09	TXT PLATFORM	2,500	2,500	S/L	5			
7/09/13	COMPUTER	1,096	833	200DB	5	105		105
TOTAL		\$ 9,118	\$ 6,861			\$ 556	\$ 0	\$ 556

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
SUBSCRIPTION & DUES	570		228	342
POSTAGE AND MAILING SERVICE	279		112	167
OFFICE EXPENSE & SUPPLIES	911		364	547
TELEPHONE, FAX & TELECOMMUNICA	1,276		510	766
EVENT EXPENSES	6,213		6,213	
OTHER RENTAL EXPENSE	540		540	
SUPPLIES	102		41	61
TURKEY DRIVE	3,360			3,360
FIT PROGRAM	60,060			60,060
TOTAL	\$ 73,311	\$ 0	\$ 8,008	\$ 65,303

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 2,257	\$ 9,118	\$ 7,417	\$
TOTAL	\$ 2,257	\$ 9,118	\$ 7,417	\$ 0

Federal Statements

Statement 6 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

THE FIT PROGRAM PROVIDES CONSISTENT, HIGH QUALITY HEALTH AND WELLNESS ENHANCEMENT AND RISK FACTOR PREVENTION TO ELIGIBLE PARTICIPANTS DEFINED AS: LIVING IN ZIP CODES 78202, 78208 OR ATTENDING AN EPN 6 SCHOOL THROUGH FIT PROGRAM AT WHEATLEY MIDDLE SCHOOL FOR A TARGET OF 95 STUDENTS FROM GRADES 5TH - 12TH SERVED DAILY, 105 STUDENTS PER MONTH AND 115 STUDENTS OVER THE PROGRAM CYCLE. THE PROGRAM WILL BE HELD AT THE FOLLOWING LOCATIONS: WHEATLEY MIDDLE SCHOOL LOCATED AT 415 GARBRIEL ST, SAN ANTONIO, TEXAS 78202. THIS PROGRAM WILL BE HELD MONDAY THROUGH FRIDAY.

PROGRAMMING:

1. PRIEST HOLMES FOUNDATION RECOGNIZES A COMMITMENT TO SERVE BOTH STUDENT AND THE COMMUNITY AT LARGE. THE FIT PROGRAM IS TO PROVIDE AN OPPORTUNITY FOR STUDENTS TO FULLY DEVELOP THEIR ACADEMIC AND PHYSICAL POTENTIAL THROUGH PRACTICE, TRAINING AND COMPETITION.
2. FIT PROGRAM STRIVES TO INSTILL IN EACH STUDENT; GOOD SPORTSMANSHIP AND PERSONAL INTEGRITY; LOYALTY TO THE GROUP AND THE ABILITY TO FUNCTION WITH OTHERS AS A TEAM; APPRECIATION FOR THE BENEFITS OF HARD WORK, MOTIVATION AND PERSEVERANCE IN BOTH WINNING AND LOSING SITUATIONS; PRIDE IN ACCOMPLISHMENTS GAINED THROUGH FAIR AND HONEST MEANS.
3. PLAY BY THE RULES IS A COMPREHENSIVE EDUCATIONAL APPROACH TO TEACH TEXAS YOUTH ABOUT THE LAW AS IT APPLIES TO THEM. THE PLAY BY THE RULES BOOK, EMPOWERS YOUTH BY DEVELOPING A SENSE OF CIVIC RESPONSIBILITY AND BUILDING COMMUNITY. THE BOOK PROVIDES PARENTS, TEACHERS AND OUR YOUTH A BETTER UNDERSTANDING OF TEXAS LAW AS IT IS WRITTEN AND ENFORCED. IN THE LONG RUN, THE PLAY BY THE RULES PROGRAM BENEFITS ALL TEXANS. (STATE BAR OF TEXAS & LAW FOCUSED EDUCATION, INC.)

Statement 7 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities

Description

THE ORGANIZATION HELD A TURKEY GIVE-A-WAY IN 2015. FAMILIES BENEFITTING FROM THIS GIVE-A-WAY HAD TO MEET OR BE BELOW THE FEDERAL INCOME GUIDE LINE. THE FOUNDATION SERVED 600 FAMILIES WITH THIS EVENT.

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

THERE ARE FIVE (5) SCHOLARSHIP CATEGORIES FOR INTERESTED STUDENTS. TO APPLY, STUDENTS CAN VISIT THE PRIEST HOLMES FOUNDATION WEBSITE OR OBTAIN SCHOLARSHIP INFORMATION FROM THEIR SCHOOL. ALL STUDENTS IN THEIR SENIOR YEAR WHO ARE U.S. CITIZENS OR LEGAL PERMANENT RESIDENTS CAN APPLY. THE

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents **(continued)**

Description

STUDENT SHOULD HAVE A MINIMUM CUMULATIVE GRADE POINT AVERAGE OF 2.8 ON 4.0 SCALE AND PLAN TO ENROLL FULL-TIME AT A REGIONALLY ACCREDITED TWO/THREE/FOUR YEAR INSTITUTION. STUDENTS SHOULD COMPLETE THE APPLICATION FORM INCLUDING INFORMATION REGARDING FREE APPLICATION FEDERAL STUDENT AID (FAFSA), AND TO INCLUDE A COPY OF THE THEIR TRANSCRIPT, ESSAY AND TWO (2) LETTERS OF RECOMMENDATION.

Statement 9 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

THE SCHOLARSHIP APPLICATION PERIOD OPENS DECEMBER 15TH EACH YEAR AND ENDS ON MARCH 1ST OF THE FOLLOWING YEAR. THE COMMITTEE SELECTS THE SCHOLARSHIP RECIPIENTS EACH MAY.

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

THE SELECTION OF RECIPIENTS IS UNBIASED. POTENTIAL CANDIDATES WILL BE RANKED BASED ON FAMILY INCOME, EXTRA-CURRICULAR ACTIVITIES, LEADERSHIP POSITIONS BOTH IN AND OUTSIDE OF SCHOOL, VOLUNTEER/COMMUNITY INVOLVEMENT, GPA, SAT OR ACT SCORES AND ESSAYS. SCHOLARSHIP FUNDS RANGE FROM \$500 TO \$2,500 AND CAN ONLY BE USED FOR QUALIFIED COLLEGE EXPENSES. CHECKS ARE WRITTEN TO BOTH THE RECIPIENT AND THEIR DESIGNATED COLLEGE OR UNIVERSITY, THERE IS NO RESTRICTIONS TO THE LOCATION OR AFFILIATION OF THE INSTITUTION. THE INSTITUTION SHOULD BE A REGIONALLY ACCREDITED TWO/THREE/FOUR YEAR COLLEGE OR UNIVERSITY. NO RECIPIENT CAN RENEW HIS OR HER SCHOLARSHIP AND EACH RECIPIENT CAN ONLY BE AWARDED ONE SCHOLARSHIP.