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2015

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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2015 or tax year beginning

, and ending

Name of foundation HOLMES FAMILY FOUNDATION INC			A Employer identification number 38-3709254	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1501, NJ2-130-03-31		Room/suite	B Telephone number (see instructions) 609-274-6834	
City or town PENNINGTON	State NJ	ZIP code 08534-1501		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,406,253		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)	1,930,479			
	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	199,779	176,537		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	166,659			
	b Gross sales price for all assets on line 6a 2,126,718				
	7 Capital gain net income (from Part IV, line 2)		166,659		
	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	2,296,917	343,196	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			1,500
	c Other professional fees (attach schedule)	45,996	27,598		18,398
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,823	4,508		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	733	733		
	24 Total operating and administrative expenses. Add lines 13 through 23	59,052	32,839	0	19,898
	25 Contributions, gifts, grants paid	625,000			625,000
26 Total expenses and disbursements. Add lines 24 and 25	684,052	32,839	0	644,898	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,612,865				
b Net investment income (if negative, enter -0-)		310,357			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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	1,252	3,030	3,030
	2 Savings and temporary cash investments	261,854	181,363	181,363
	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)	1,176,700	1,053,612	1,074,606
	b Investments—corporate stock (attach schedule)	3,728,645	4,427,832	5,776,062
	c Investments—corporate bonds (attach schedule)	879,566	1,001,732	1,010,249
	11 Investments—land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	564,870	378,912	360,943	
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)	6,612,887	7,046,481	8,406,253	
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	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	6,612,887	7,046,481	
	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)	6,612,887	7,046,481		
31 Total liabilities and net assets/fund balances (see instructions)	6,612,887	7,046,481		

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	6,612,887
2 Enter amount from Part I, line 27a	2	1,612,865
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	43,068
4 Add lines 1, 2, and 3	4	8,268,820
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,222,339
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,046,481

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 Attached Statement				
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) FMV 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				
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	166,659	
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	0	

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.

(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	644,592	6,163,018	0.104590
2013	622,663	4,457,814	0.139679
2012	522,977	3,737,711	0.139919
2011	459,878	2,399,497	0.191656
2010	537,090	1,341,750	0.400291
2 Total of line 1, column (d)		2	0.976135
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	0.195227
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	6,754,313
5 Multiply line 4 by line 3		5	1,318,624
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	3,104
7 Add lines 5 and 6		7	1,321,728
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	644,898

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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-)			0
3	Add lines 1 and 2			6,207
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			6,207
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,315	
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			6,315
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			108
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded			108

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► UST-MLT, A DIVISION OF BANK OF AMERICA, N. Telephone no ► 609-274-6834 Located at ► 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ► 08534-1501			
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		
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?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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?		
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)	3b	N/A
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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d) 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? ☐ Yes ☒ 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?	☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No 5b N/A ☐ Yes ☐ No 6b X ☐ Yes ☒ No 7b N/A
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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
STEPHEN P HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, NJ 07444	PRESIDENT 1 00	0		
BONNIE L HOLMES 18 KEECH-BRIAR LANE POMPTON LAKES, NJ 07444	VP & SEC 1 00	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

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HOLMES FAMILY FOUNDATION INC

38-3709254

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,588,837
b	Average of monthly cash balances	1b	268,334
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,857,171
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	
3	Subtract line 2 from line 1d	3	6,857,171
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	102,858
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,754,313
6	Minimum investment return. Enter 5% of line 5	6	337,716

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	337,716
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,207
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,207
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	331,509
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	331,509
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	331,509

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	644,898
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	644,898
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	644,898

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				331,509
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010	502,848			
b From 2011	341,849			
c From 2012	367,918			
d From 2013	458,746			
e From 2014	359,662			
f Total of lines 3a through e	2,031,023			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 644,898				
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				331,509
e Remaining amount distributed out of corpus	313,389			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,344,412			
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				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7 (see instructions)	502,848			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,841,564			
10 Analysis of line 9				
a Excess from 2011	341,849			
b Excess from 2012	367,918			
c Excess from 2013	458,746			
d Excess from 2014	359,662			
e Excess from 2015	313,389			

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

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 ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

- 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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	625,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated					
		Unrelated business income		Excluded by section 512, 513, or 514	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
		(e) 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	199,779
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	166,659
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)		0		366,438
13	Total. Add line 12, columns (b), (d), and (e)				366,438

(See worksheet in line 13 instructions to verify calculations)

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

HOLMES FAMILY FOUNDATION INC

38-3709254 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GIRL SCOUTS LENNI-LENAPE COUNCIL, INC

Street

95 NEWARDK POMPTON TURNPIKE

City

RIVERDALE

State

NJ

Zip Code

07457

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

THE FIRST REFORMED CHURCH OF POMPTON PLAINS

Street

529 NEWARK POMPTON TURNPIKE

City

POMPTON PLAINS

State

NJ

Zip Code

07444

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

100,000

Name

NEW BRIDGE FUND

Street

PO BOX 336

City

POMPTON PLAINS

State

NJ

Zip Code

07444

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

250,000

Name

CHILTON MEMORIAL HOSPITAL FOUNDATION

Street

97 W PARKWAY

City

POMPTON PLAINS

State

NJ

Zip Code

07444

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

200,000

Name

FRIENDS OF ST FRANCIS XAVIER UNIVERSITY, INC

Street

40 WARREN STREET 3RD FLOOR

City

CHARLESTOWN

State

MA

Zip Code

02129

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

50,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115	116	117	118	119	120	121	122	123	124	125	126	127	128	129	130	131	132	133	134	135	136	137	138	139	140	141	142	143	144	145	146	147	148	149	150	151	152	153	154	155	156	157	158	159	160	161	162	163	164	165	166	167	168	169	170	171	172	173	174	175	176	177	178	179	180	181	182	183	184	185	186	187	188	189	190	191	192	193	194	195	196	197	198	199	200	201	202	203	204	205	206	207	208	209	210	211	212	213	214	215	216	217	218	219	220	221	222	223	224	225	226	227	228	229	230	231	232	233	234	235	236	237	238	239	240	241	242	243	244	245	246	247	248	249	250	251	252	253	254	255	256	257	258	259	260	261	262	263	264	265	266	267	268	269	270	271	272	273	274	275	276	277	278	279	280	281	282	283	284	285	286	287	288	289	290	291	292	293	294	295	296	297	298	299	300	301	302	303	304	305	306	307	308	309	310	311	312	313	314	315	316	317	318	319	320	321	322	323	324	325	326	327	328	329	330	331	332	333	334	335	336	337	338	339	340	341	342	343	344	345	346	347	348	349	350	351	352	353	354	355	356	357	358	359	360	361	362	363	364	365	366	367	368	369	370	371	372	373	374	375	376	377	378	379	380	381	382	383	384	385	386	387	388	389	390	391	392	393	394	395	396	397	398	399	400	401	402	403	404	405	406	407	408	409	410	411	412	413	414	415	416	417	418	419	420	421	422	423	424	425	426	427	428	429	430	431	432	433	434	435	436	437	438	439	440	441	442	443	444	445	446	447	448	449	450	451	452	453	454	455	456	457	458	459	460	461	462	463	464	465	466	467	468	469	470	471	472	473	474	475	476	477	478	479	480	481	482	483	484	485	486	487	488	489	490	491	492	493	494	495	496	497	498	499	500	501	502	503	504	505	506	507	508	509	510	511	512	513	514	515	516	517	518	519	520	521	522	523	52
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Part I, Line 16b (990-PF) - Accounting Fees

		1,500	0	0	1,500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		45,996	27,598	0	18,398
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	US TRUST FEES AS AGENT	45,996	27,598		18,398

Part I, Line 18 (990-PF) - Taxes

		10,823	4,508	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,508	4,508		
2	ESTIMATED EXCISE PAYMENTS	6,315			
3		0			
4		0			

Part I, Line 23 (990-PF) - Other Expenses

		733	733	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	INVESTMENT FEES	733	733		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		Federal		State/Local		Federal		State/Local	
		1,176,700		0		1,053,612		0		0		1,074,606	
		0		0		0		0		0		0	
Description		Nm Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation						
1					0								
2	FEDERAL NATL MTG ASSOC		0	98,496		98,508							
3	FEDERAL NATL MTG ASSOC		0	102,618		103,022							
4	U S TREASURY BOND		0	87,320		96,117							
5	U S TREASURY BOND 3 125% FEB 15 20		0	129,884		141,458							
6	U S TREASURY NOTE		0	158,673		159,648							
7	U S TREASURY NOTE		0	58,979		58,965							
8	U S TREASURY NOTE		0	117,052		115,350							
9	U S TREASURY NOTE		0	97,566		98,907							
10	U S TREASURY NOTE		0	50,230		50,258							
11	U S TREASURY NOTE		0	152,794		152,373							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		3,728,645	4,427,832	0	5,776,062
		Book Value	Book Value	FMV	FMV
		Beg. of Year	End of Year	Beg. of Year	End of Year
1	Description	Num Shares/ Face Value			
2	EUTELSAT COMMUNICATIONS,	0	25,385		24,735
3	TYCO INTL PLC SHS	0	14,742		11,321
4	JAPAN TOBACCO INC JPY50000 ORDS	0	33,662		38,579
5	KONE OYJ	0	25,653		23,360
6	ABBOTT LABORATORIES	0	8,585		10,913
7	ABBVIE INC SHS	0	41,332		43,956
8	ALTRIA GROUP INC	0	48,069		67,873
9	AMERICAN EXPRESS COMPANY	0	6,989		5,981
10	AMERICAN INTERNATIONAL	0	26,460		28,754
11	ANHEUSER-BUSCH INBEV ADR	0	28,898		33,875
12	ANSELL LTD-SPON ADR	0	7,883		7,864
13	ANTHEM INC	0	25,489		25,657
14	ASTRAZENECA PLC SPONS ADR	0	66,584		64,641
15	ATLAS COPCO AB SPONSORED ADR	0	18,787		16,312
16	AVIS BUDGET GROUP INC	0	124,546		242,998
17	BHP BILLITON LIMITED	0	16,611		6,826
18	H & R BLOCK INCORPORATED COMMON	0	50,991		50,165
19	BRISTOL MYERS SQUIBB CO COM	0	16,961		24,283
20	BRITISH AMERICAN TOBACCO	0	55,707		55,888
21	CME GROUP INC	0	14,404		17,123
22	CMS ENERGY CORP	0	15,305		15,659
23	CHEVRONTXACO CORP	0	50,682		40,662
24	CITIGROUP INC COM NEW	0	60,862		59,771
25	CITIZENS FINL GROUP INC	0	28,636		27,238
26	COCA-COLA CO USD	0	86,215		90,646
27	COMCAST CORP NEW CL A	0	22,693		27,481
28	CONOCOPHILLIPS	0	16,372		11,766
29	DBS GROUP HLDGS LTD	0	29,606		24,562
30	DEUTSCHE POST AG SHS	0	41,789		34,725
31	DIAGEO PLC SPON ADR NEW	0	67,579		60,752
32	DOLLAR GENERAL CORP	0	40,629		39,241
33	DOMINION RES INC VA NEW	0	25,097		28,274
34	DOW CHEMICAL COMPANY COMMON	0	15,872		19,871
35	E I DU PONT DE NEMOURS & CO COMM	0	31,323		36,697
36	EVERSOURCE ENERGY COM	0	11,016		12,921
37	EXELON CORP	0	15,402		13,857
38	EXXON MOBIL CORP	0	50,453		46,146
39	GAP INC	0	20,304		14,548
40	GENERAL ELECTRIC CO	0	92,066		113,573
41	GENUINE PARTS CO	0	43,967		42,859
42	GIVAUDAN SA UNSP ADR	0	23,821		26,720
43	GLAXO SMITHKLINE PLC	0	25,151		19,650
44	GOLDMAN SACHS GROUP INC	0	20,511		19,645
45	HSBC HLDGS PLC	0	28,093		20,090
46	HENNES AND MAURITZ AB-	0	19,227		16,348

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		3,728,645				4,427,832				0			
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year							
47	HOME DEPOT INC USD 0 05	0		34,229		54,355							
48	HONEYWELL INTL INC	0		24,518		29,414							
49	IMPERIAL TOB GROUP PLC SPONSORED	0		51,020		67,574							
50	INTEL CORPORATION	0		37,593		46,576							
51	INTERNATIONAL BUSINESS MACHINES C	0		11,755		8,945							
52	INTERNATIONAL PAPER COMPANY COMM	0		36,202		27,069							
53	J P MORGAN CHASE & CO	0		65,772		82,273							
54	JOHNSON & JOHNSON COM	0		83,223		92,243							
55	KROGER COMPANY COMMON	0		21,073		29,783							
56	LINEAR TECHNOLOGY CORP COM	0		36,980		37,374							
57	LLOYDS TSB GROUP PLC	0		32,384		25,864							
58	LOCKHEED MARTIN CORP	0		20,138		23,452							
59	M & T BK CORP	0		28,547		28,841							
60	MARATHON OIL CORP	0		13,250		5,174							
61	MARATHON PETROLEUM CORP	0		21,297		24,883							
62	MATTEL INC	0		63,734		58,579							
63	MC DONALDS CORPORATION COMMON	0		55,773		67,930							
64	MERCK AND CO INC SHS	0		38,235		39,562							
65	METLIFE INC	0		25,062		22,177							
66	MICROSOFT CORP COM	0		77,477		104,469							
67	MONDELEZ INTERNATIONAL	0		11,584		15,784							
68	MORGAN STANLEY DEAN WITTER & CO	0		33,768		30,760							
69	MOTOROLA SOLUTIONS INC	0		13,935		15,538							
70	NATIONAL BK CDA MONTREAL QUE	0		18,518		12,101							
71	NESTLE S A SPONSORED ADR	0		39,395		39,666							
72	NEXTERA ENERGY INC SHS	0		24,051		29,505							
73	NORTHROP GRUMMAN CORP	0		18,353		31,720							
74	NOVARTIS AG SPNSRD ADR	0		44,429		46,203							
75	NOVO NORDISK A/S ADR	0		15,610		20,212							
76	OCCIDENTAL PETROLEUM CORPORATIO	0		38,878		32,520							
77	ORACLE CORPORATION	0		20,996		19,251							
78	PEPSICO INC	0		25,767		29,277							
79	PFIZER INC COM	0		89,703		91,966							
80	PHILIP MORRIS INTL INC	0		61,710		63,823							
81	PRAXAIR INC	0		10,237		8,602							
82	QUALCOMM INC	0		34,373		23,743							
83	QUEST DIAGNOSTICS INC	0		20,607		19,919							
84	RAYTHEON CO	0		26,115		38,231							
85	REYNOLDS AMERN INC	0		34,919		47,719							
86	ROCHE HLDG LTD SPONSORED ADR	0		27,940		26,852							
87	ROGERS COMMUNICATIONS INC CL B	0		52,240		41,697							
88	ROYAL DUTCH SHELL PLC	0		27,146		17,265							
89	SANDS CHINA LTD UNSP ADR	0		16,246		11,375							
90	SANOFI-SYNTHELABO	0		44,070		36,167							
91	SCHLUMBERGER LIMITED COM	0		16,547		14,578							
92	SGS SOC GEN SRVLLNCE ADR	0		15,264		14,592							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

Description		3,728,645		4,427,832		0		5,776,062	
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year			
93	SINGAPORE TELECOMM LT AD	0		15,952		13,725			
94	SONIC HEALTHCARE-UNSP	0		7,925		6,939			
95	SUNTRUST BANKS INC	0		38,210		45,325			
96	PROCTER & GAMBLE CO COM	0		39,780		38,673			
97	PRUDENTIAL FINL INC	0		27,106		27,679			
98	PUBLIC SERVICE ENTERPRISE GROUP IN	0		14,818		14,199			
99	SVENSKA HANDELSBANKEN AB	0		15,936		13,321			
100	SYNGENTA AG SPONS ADR	0		35,266		42,121			
101	TELUS CORP	0		55,103		44,876			
102	3M CO	0		13,603		15,968			
103	TOTAL FINA ELF SA ADR	0		31,943		25,532			
104	TRAVELERS COS INC	0		21,851		27,199			
105	US BANCORP DEL	0		47,839		58,074			
106	UNILEVER NV NY SHARE F NEW	0		32,491		35,392			
107	UNION PACIFIC CORP	0		16,648		14,076			
108	UNITED PARCEL SVC INC CL B	0		45,015		45,998			
109	UNITED TECHNOLOGIES CORP	0		42,174		38,140			
110	UNITED HEALTH GROUP INC	0		42,594		46,821			
111	VERIZON COMMUNICATIONS INC	0		79,308		79,267			
112	WELLS FARGO & CO NEW	0		84,236		95,565			
113	WEYERHAEUSER CO COM	0		13,214		13,821			
114	WYNDHAM WORLDWIDE CORP W	0		605,748		1,712,942			

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		879,566		1,001,732		0		1,010,249	
Description		Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year		
1									
2	AT&T INC			0	87,251		87,657		
3	APPLE INC			0	95,860		99,386		
4	CISCO SYSTEMS INC			0	87,279		88,517		
5	CISCO SYSTEMS INC			0	4,085		4,352		
6	CITIGROUP INC			0	51,596		54,625		
7	COMCAST CORP			0	106,566		105,286		
8	GENERAL ELEC CAP CORP			0	74,791		74,274		
9	GOLDMAN SACHS GROUP INC			0	92,142		92,097		
10	JPMORGAN CHASE & CO			0	101,948		103,512		
11	SHELL INTERNATIONAL FIN			0	91,674		91,659		
12	VISA INC			0	104,753		104,805		
13	WELLS FARGO & COMPANY			0	50,524		50,783		
14	WELLS FARGO & COMPANY			0	53,263		53,296		

Part II, Line 13 (990-PF) - Investments - Other

		564,870		378,912		360,943
		Book Value		Book Value		FMV
		Beg of Year		End of Year		End of Year
1	Asset Description			0		
2	BLACKROCK STRATEGIC	0		378,912		360,943

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	35,753
2	PY LATE POSTING MUTUAL FUNDS	2	32
3	PURCHASE OF ACCRUED INTEREST C/O FROM PY	3	6,875
4	COST BASIS ADJUSTMENT	4	408
5	Total	5	43,068

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	20,930
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	1,200,185
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	1,224
4	Total	4	1,222,339

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions														Short Term CG Distributions																																									
Amount														606																																									
0														0																																									
Description of Property Sold														CUSIP #																																									
Acquisition Method														Date Acquired																																									
Date Sold														Gross Sales Price																																									
Depreciation Allowed														Adjustments																																									
Cost or Other Basis Plus Expense of Sale														Gain or Loss																																									
F M V as of 12/31/69														Adjusted Basis as of 12/31/69																																									
Excess of FMV Over Adjusted Basis														Gains Minus Excess FMV Over Adj. Basis or Losses																																									
1 BRISTOL-MYERS SQUIBB CO														110122Z108														166,053														166,053													
2 BRISTOL-MYERS SQUIBB CO														110122Z108														1,345														1,345													
3 BRISTOL-MYERS SQUIBB CO														110122Z108														1,205														1,205													
4 BRISTOL-MYERS SQUIBB CO														110122Z108														1,681														1,681													
5 BRISTOL-MYERS SQUIBB CO														110122Z108														537														537													
6 BRISTOL-MYERS SQUIBB CO														110122Z108														843														843													
7 BRISTOL-MYERS SQUIBB CO														110122Z108														878														878													
8 BRISTOL-MYERS SQUIBB CO														110122Z108														538														538													
9 BRITISH AMN TOBACCO SPAD														110448107														26														26													
10 CALIFORNIA RESOURCES														13057Q107														231														231													
11 CALIFORNIA RESOURCES														13057Q107														88														88													
12 CALIFORNIA RESOURCES														13057Q107														-92														-92													
13 CHEMOURS (THE) CO SHS														163851108														-120														-120													
14 CHEMOURS (THE) CO SHS														163851108														3														3													
15 CHEMOURS (THE) CO SHS														163851108														-266														-266													
16 CHEMOURS (THE) CO SHS														163851108														-13														-13													
17 CHEMOURS (THE) CO SHS														163851108														-341														-341													
18 CHEMOURS (THE) CO SHS														163851108														-22														-22													
19 CHEMOURS (THE) CO SHS														163851108														-210														-210													
20 CHEVRON CORP														166764100														-16														-16													
21 CHEVRON CORP														166764100														109														109													
22 CHEVRON CORP														166764100														556														556													
23 CHEVRON CORP														166764100														39														39													
24 CHEVRON CORP														166764100														-382														-382													
25 CHEVRON CORP														166764100														-167														-167													
26 CHEVRON CORP														166764100														-45														-45													
27 CHEVRON CORP														166764100														-999														-999													
28 CHEVRON CORP														166764100														-706														-706													
29 CHEVRON CORP														166764100														-1,102														-1,102													
30 CHEVRON CORP														166764100														-156														-156													
31 CHEVRON CORP														166764100														-1														-1													
32 CHEVRON CORP														166764100														1														1													
33 CHEVRON CORP														166764100														-558														-558													
34 CHEVRON CORP														166764100														-284														-284													
35 CHEVRON CORP														171232101														164														164													
36 CHEVRON CORP														171232101														554														554													
37 CHEVRON CORP														171232101														559														559													
38 CHEVRON CORP														171232101														588														588													
39 GENERAL MILLS														370334104														3														3													
40 GENERAL MILLS														370334104														278														278													
41 GENUINE PARTS CO														372460105														208														208													
42 GENUINE PARTS CO														372460105														201														201													
43 GVAUDAN SA UNSP ADR														37636P108														676														676													
44 GVAUDAN SA UNSP ADR														37636P108														1,536														1,536													
45 GVAUDAN SA UNSP ADR														37636P108														197														197													
46 GVAUDAN SA UNSP ADR														37636P108														453														453													
47 GLAXOSMITHKLINE PLC ADR														37733W105														-120														-120													
48 GLAXOSMITHKLINE PLC ADR														37733W105														-3,665														-3,665													
49 GOLDMAN SACHS GROUP INC														38141GEE0														61														61													
50 GOLDMAN SACHS GROUP INC														38141GEE0														13														13													
51 GOLDMAN SACHS GROUP INC														38141GEE0														76														76													
52 HSBG HLDG PLC SP ADR														404280406														-650														-650													
53 HENNES AND MAURITZ AB														425883105														-412														-412													
54 HENNES AND MAURITZ AB														425883105														-398														-398													
55 HOME DEPOT INC														437076102														37														37													
56 HOME DEPOT INC														437076102														4,540														4,540													
57 HOME DEPOT INC														437076102														1,133														1,133													
58 HOME DEPOT INC														437076102														821														821													
59 HOME DEPOT INC														437076102														758														758													
60 HOME DEPOT INC														437076102														1,297														1,297													
61 HOME DEPOT INC														437076102														303														303													
62 HOME DEPOT INC														437076102														952														952													
63 HONEYWELL INTL INC DEL														438516106														226														226													
64 IMPERIAL TOB GRP SPS ADR														453142101														209														209													
65 IMPERIAL TOB GRP SPS ADR														453142101														1,485														1,485													
66 IMPERIAL TOB GRP SPS ADR														453142101														3,469														3,469													
67 IMPERIAL TOB GRP SPS ADR														453142101														712														712													
68 IMPERIAL TOB GRP SPS ADR														453142101														1,111														1,111													
69 INTL BUSINESS MACHINES														459200101														-135														-135													

2,126,112		0		6,591		1,968,650		166,053		0		0		0		166,053	
Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Excess FMV Over Adj Basis or Losses	Gains Minus Excess FMV Over Adj Basis or Losses								
4,840			3,391	-551		0	0	0	-551								
2,009			2,417	-408		0	0	0	-408								
1,700			2,032	-332		0	0	0	-332								
914			524	390		0	0	0	390								
8,206			7,971	235		0	0	0	235								
1,884			1,238	656		0	0	0	656								
2,376			1,972	404		0	0	0	404								
994			830	154		0	0	0	154								
			3,235	552		0	0	0	552								
1,018			1,021	-3		0	0	0	-3								
3,228			2,827	401		0	0	0	401								
1,445			1,051	394		0	0	0	394								
1,526			636	890		0	0	0	890								
1,371			990	381		0	0	0	381								
1,612			1,167	446		0	0	0	446								
324			297	27		0	0	0	27								
2,913			2,096	817		0	0	0	817								
1,434			1,336	98		0	0	0	98								
753			648	105		0	0	0	105								
1,635			1,775	-140		0	0	0	-140								
2,725			2,700	25		0	0	0	25								
2,341			2,485	-144		0	0	0	-144								
1,346			1,411	-65		0	0	0	-65								
1,570			1,656	-86		0	0	0	-86								
678			705	-27		0	0	0	-27								
1,391			1,133	258		0	0	0	258								
9,548			9,848	-100		0	0	0	-100								
67,860			68,925	-1,065		0	0	0	-1,065								
6,557			6,070	487		0	0	0	487								
2,037			2,029	8		0	0	0	8								
9,118			9,110	8		0	0	0	8								
6,079			6,073	6		0	0	0	6								
8,105			8,082	23		0	0	0	23								
22,290			22,214	76		0	0	0	76								
5,132			5,024	108		0	0	0	108								
45,394			45,209	185		0	0	0	185								
3,041			2,995	46		0	0	0	46								
2,048			1,260	788		0	0	0	788								
7,879			5,931	1,948		0	0	0	1,948								
1,399			1,038	361		0	0	0	361								
4,155			4,294	-139		0	0	0	-139								
1,385			1,038	347		0	0	0	347								
2,522			2,298	223		0	0	0	223								
3,787			2,480	1,307		0	0	0	1,307								
3,729			2,480	1,249		0	0	0	1,249								
1,223			811	412		0	0	0	412								
1,995			1,336	659		0	0	0	659								
2,128			1,431	697		0	0	0	697								
1,570			1,049	521		0	0	0	521								
3,657			3,836	-182		0	0	0	-182								
5,544			3,625														

2,128,112		0		6,591		1,968,650		166,053		0		0		0		0		0		166,053	
Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Excess FMV Over Adj Basis or Losses	Gains Minus Excess FMV Over												
4,384		0	2,829	1,555		0	0	1,555													
4,788		0	2,982	1,806		0	0	1,806													
		0	765	295		0	0	295													
10,633		0	6,225	4,408		0	0	4,408													
3,272		0	1,711	1,561		0	0	1,561													
7,630		0	4,164	3,466		0	0	3,466													
1,548		0	1,637	-89		0	0	-89													
1,155		0	326	829		0	0	829													
1,591		0	1,047	544		0	0	544													
1,536		0	456	1,080		0	0	1,080													
1,930		0	1,264	866		0	0	866													
1,993		0	2,054	-861		0	0	-861													
2,893		1,677	4,442	128		0	0	128													
294		167	448	13		0	0	13													
2,372		0	2,201	171		0	0	171													
4,744		0	5,159	-415		0	0	-415													
2,016		0	2,083	-67		0	0	-67													
5,234		0	5,456	-222		0	0	-222													
3,291		0	3,152	139		0	0	139													
11,371		0	10,914	457		0	0	457													
6,505		0	6,098	407		0	0	407													
2,111		0	2,264	-153		0	0	-153													
2,540		0	1,317	1,223		0	0	1,223													
2,999		0	3,008	-9		0	0	-9													
4,013		0	4,008	5		0	0	5													
1,029		0	1,045	-16		0	0	-16													
1,690		0	1,167	523		0	0	523													
1,004		0	686	318		0	0	318													
4,363		0	4,790	-427		0	0	-427													
474		0	343	131		0	0	131													
8,756		0	8,038	118		0	0	118													
7,397		0	7,268	129		0	0	129													
3,330		0	3,112	218		0	0	218													
1,110		0	1,025	85		0	0	85													
8,634		0	8,178	656		0	0	656													
1,178		0	1,073	103		0	0	103													
3,627		0	3,390	437		0	0	437													
2,182		0	1,914	268		0	0	268													
3,269		0	2,872	397		0	0	397													
1,293		0	1,233	60		0	0	60													
1,000		0	887	113		0	0	113													
2,123		0	1,369	754		0	0	754													
3,268		0	2,168	1,100		0	0	1,100													
1,437		0	951	486		0	0	486													
2,012		0	1,424	588		0	0	588													
3,436		0	2,442	994		0	0	994													
521		0	366	155		0	0	155													
2,553		0	1,791	762		0	0	762													
6,504		0	4,540	1,964		0	0	1,964													
811																					

1101

[illegible]

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

[illegible]

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	STEPHEN P HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07444		PRESIDENT	1 00	0		
2	BONNIE L HOLMES		18 KEECH-BRIAR LANE	POMPTON LAKES	NJ	07444		VP & SEC	1 00	0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/14/2015	2	1,505
3 Second quarter estimated tax payment	6/12/2015	3	1,537
4 Third quarter estimated tax payment	9/14/2015	4	1,958
5 Fourth quarter estimated tax payment	12/14/2015	5	1,315
6 Other payments		6	
7 Total		7	6,315

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**

HOLMES FAMILY FOUNDATION INC

Employer identification number

38-3709254

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 foundationCheck 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 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 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 HOLMES FAMILY FOUNDATION INC	Employer identification number 38-3709254
--	--

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
1	6696 SHARES AVIS BUDGET GROUP ONCE ----- ----- -----	\$ 239,583	12/22/2015
	23578 WYNDHAM WORLDWIDE CORP ----- ----- -----	\$ 1,690,896	12/22/2015
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----
	----- ----- ----- -----	\$ -----	-----

Name of organization HOLMES FAMILY FOUNDATION INC	Employer identification number 38-3709254
--	--

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.) ► \$ 1,930,479

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
	----- ----- -----		----- ----- -----
	For Prov	Country	
(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
	----- ----- -----		----- ----- -----
	For Prov	Country	
(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
	----- ----- -----		----- ----- -----
	For Prov	Country	
(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
	----- ----- -----		----- ----- -----
	For Prov	Country	