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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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		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) ▶ \$ 44,410		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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)	72,450			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15	15	15	
	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				
	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	72,465	15	15		
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)	750		225	525
	c Other professional fees (attach schedule)	1,371		560	811
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	200		200	
	19 Depreciation (attach schedule) and depletion	424		424	
	20 Occupancy	10,800		2,160	8,640
	21 Travel, conferences, and meetings	214		86	128
	22 Printing and publications				
	23 Other expenses (attach schedule)	43,921		7,308	36,613
	24 Total operating and administrative expenses. Add lines 13 through 23	57,680	0	10,963	46,717
	25 Contributions, gifts, grants paid	5,000			5,000
26 Total expenses and disbursements. Add lines 24 and 25	62,680	0	10,963	51,717	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	9,785				
b Net investment income (if negative, enter -0-)		15			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	34,787	44,410	44,410
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	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 schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ 10,616 Less accumulated depreciation (attach schedule) ▶ 7,841	1,701	2,775	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	36,988	47,685	44,410	
Liabilities	17	Accounts payable and accrued expenses	415	1,327	
	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)	107,640	108,552	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-70,652	-60,867		
30	Total net assets or fund balances (see instructions)	-70,652	-60,867		
31	Total liabilities and net assets/fund balances (see instructions) .	36,988	47,685		

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	-70,652
2	Enter amount from Part I, line 27a	2	9,785
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	-60,867
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	-60,867

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			

(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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	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	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	72,556	12,026	6 033261
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

2 Total of line 1, column (d)	2	9 069221
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 813844
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	42,722
5 Multiply line 4 by line 3	5	77,491
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	77,491
8 Enter qualifying distributions from Part XII, line 4	8	51,717

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

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

Table with 11 rows for excise tax calculation. Includes questions about exempt foundations, tax under section 511, and tax due/overpayment. Total amount of 200 is shown for line 11.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Columns for Yes/No are provided for each question.

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 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW PRIESTHOLMESFOUNDATION ORG 13 Yes
14 The books are in care of THE FOUNDATION Telephone no (210) 541-4642

Located at 5804 BABCOCK RD 100 SAN ANTONIO TX ZIP+4 78240

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15

16 At any time during calendar year 2016, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country 16 Yes No

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.

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.
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2016 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 2016).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2016?

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)? Yes No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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

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	Title, and average hours per week (b) 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	Title, and average hours per week (b) 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.

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
<p>1 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, AP</p>	41,529
<p>2 THE PHF SCHOLARSHIP & STANDARD PROGRAM SEEKS TO GIVE STUDENTS THE TOOLS THEY NEED TO SUCCEED BY OFFERING FINANCIAL SUPPORT TO STUDENTS WHO HAVE SHOWN COMMITMENT TOWARDS CONTINUING THEIR EDUCATION THE SCHOLARSHIPS ALL RECOGNIZE EXTRAORDINARY ACHIEVEMENT, LEADERSHIP AND TALENT THE REQUIREMENTS FOR AWARDS VARY FROM FINANCIAL NEED TO ACADEMIC AND COMMUNITY ACHIEVEMENTS THE FOUNDATION AWARDED TWO 2500 SCHOLARSHIPS IN 2016</p>	6,561
<p>3 THE ORGANIZATION HELD A TURKEY GIVE-A-WAY IN 2016 FAMILIES BENEFITTING FROM THIS GIVE-A-WAY HAD TO MEET OR B BELOW THE FEDERAL INCOME GUIDELINE THE FOUNDATION SERVED 995 FAMILIES WITH THIS EVENT</p>	3,627
<p>4</p>	

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	43,373
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,373
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	43,373
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	651
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	42,722
6	Minimum investment return. Enter 5% of line 5.	6	2,136

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 2016 from Part VI, line 5.	2a	
b	Income tax for 2016 (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	51,717
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	51,717
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	51,717

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>51,717</u>				
a Applied to 2015, 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 2016 distributable amount.				
e Remaining amount distributed out of corpus	51,717			
5 Excess distributions carryover applied to 2016 (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	51,717			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, enter the date of the ruling. ▶

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

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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
0					0
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed	51,717	72,556	8,275	544	133,092
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	51,717	72,556	8,275	544	133,092

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

1,424	401	176	274	2,275
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c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

PRIEST HOLMES
5804 BABCOCK ROAD 100
SAN ANTONIO, TX 78240
(210) 541-4642

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

THE PHF STUDENT INCENTIVE PROGRAM IS DESIGNED TO ENCOURAGE STUDENTS TO INCREASE ATTENDANCE, IMPROVE ACADEMICALLY AND TO PARTICIPATE IN EXTRA-CURRICULAR ACTIVITIES THE FOUNDATION PARTNERS WITH LOCAL ORGANIZATIONS IN BEXAR COUNTY AND SURROUNDING CITIES TO PROVIDE INCENTIVES TO HIGHLIGHT MOST IMPROVED AND EXCEPTIONAL STANDARDS NOMINATED BY COUNSELORS THE PHF SCHOLARSHIP & STANDARD PROGRAM SEEKS TO GIVE STUDENTS THE TOOLS THEY NEED TO SUCCEED BY OFFERING FINANCIAL SUPPORT TO STUDENTS WHO HAVE SHOWN COMMITMENT TOWARDS CONTINUING THEIR EDUCATION THE SCHOLARSHIPS ALL RECOGNIZE EXTRAORDINARY ACHIEVEMENT, LEADERSHIP AND TALENT THE REQUIREMENTS FOR AWARDS VARY FROM FINANCIAL NEED TO ACADEMIC ACHIEVEMENTS TO APPLY, STUDENTS CAN VISIT WWW.PRIESTHOLMESFOUNDATION.ORG OR OBTAIN SCHOLARSHIP INFORMATION FROM THEIR SCHOOL ALL STUDENTS IN THEIR SENIOR YEAR WHO ARE US CITIZENS OR LEGAL PERMANENT RESIDENT CAN APPLY THE STUDENT SHOULD HAVE A MINIMUM CUMULATIVE GRADE POINT AVERAGE OF 2.8 ON 4.0 GPA

c Any submission deadlines

SUBMISSION DEADLINE THE SCHOLARSHIP APPLICATION PERIOD OPENS DECEMBER 1ST EACH YEAR AND ENDS FEBRUARY 15TH

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

AWARD RESTRICTIONS OR LIMITATIONS THE SELECTION OF RECIPIENTS IS UNBIASED POTENTIAL CANDIDATES WILL BE RANKED BASED ON FAMILY INCOME EXTRACURRICULAR ACTIVITIES, LEADERSHIP POSITIONS BOTH IN AND OUTSIDE OF SCHOOL, VOLUNTEER/COMMUNITY INVOLVEMENT, GPA SAT OR ACT SCORES AND ESSAYS SCHOLARSHIP FUNDS RANGE 1,000 TO 5,000 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 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

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> UNIVERSITY OF TEXAS A&M 400 BIZZELL ST COLLEGE STATION, TX 77843	NONE	PUB CHARITY	SCHOLARSHIP PROGRAM	2,500
UNIVERSITY OF TEXAS SAN ANTONIO 1 UTSA CIRCLE SAN ANTONIO, TX 78249	NONE	PUB CHARITY	SCHOLARSHIP PROGRAM	2,500
Total ▶ 3a				5,000
b <i>Approved for future payment</i>				
Total ▶ 3b				

TY 2016 Accounting Fees Schedule**Name:** THE HOLMES FOUNDATION**EIN:** 20-2672938

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND OFFICE	750		225	525

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

TY 2016 Depreciation Schedule

Name: THE HOLMES FOUNDATION

EIN: 20-2672938

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LEASEHOLD IMPROVEMENTS	2008-12-15	2,920	1,379	S/L	15 0000	195		195	
ELECTRONIC	2008-12-02	145	145	S/L	5 0000				
OFFICE FURNITURE	2008-12-09	488	488	S/L	7 0000				
CONFERENCE TABLE	2008-12-11	781	781	S/L	7 0000				
SIDE CHAIRS	2008-12-26	260	260	S/L	7 0000				
MONROE CHAIR	2008-12-26	198	198	S/L	7 0000				
CREDENZA	2009-02-04	175	173	S/L	7 0000	2		2	
LAPTOP	2009-09-04	428	428	S/L	5 0000				
MONITOR	2009-09-21	127	127	S/L	5 0000				
TXT PLATFORM	2009-07-08	2,500	2,500	S/L	5 0000				
COMPUTER	2013-07-09	1,096	938	200DB	5 0000	63		63	
CORDLESS PHONES	2016-03-21	210		S/L	5 0000	32		32	
DESKTOP COMPUTER	2016-11-27	460		S/L	5 0000	8		8	
PRISM	2016-04-01	828		S/L	5 0000	124		124	

**TY 2016 Land, Etc.
Schedule****Name:** THE HOLMES FOUNDATION**EIN:** 20-2672938

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	10,616	7,841	2,775	

TY 2016 Loans from Officers Schedule**Name:** THE HOLMES FOUNDATION**EIN:** 20-2672938

Item No.	1
Lender's Name	PRIEST HOLMES
Lender's Title	PRESIDENT OF FOUNDATION
Original Amount of Loan	110047
Balance Due	107225
Date of Note	2008-04
Maturity Date	
Repayment Terms	INDEFINITE MAT/NO INTEREST
Interest Rate	
Security Provided by Borrower	N/A
Purpose of Loan	FUNDING FOR FIRST YEAR OPERATIONS
Description of Lender Consideration	
Consideration FMV	

TY 2016 Other Expenses Schedule**Name:** THE HOLMES FOUNDATION**EIN:** 20-2672938**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
OFFICE EXPENSE & SUPPLIES	704		211	493
TELEPHONE, FAX & TELECOMMUNICA	1,239		372	867
EVENT EXPENSES	6,311		6,311	
OTHER EXPENSE	515		206	309
PUBLICATION	695		208	487
FIT PROGRAM	31,613			31,613
TURKEY DRIVE	2,844			2,844

TY 2016 Other Professional Fees Schedule**Name:** THE HOLMES FOUNDATION**EIN:** 20-2672938

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER CONTRACT SERVICES	1,351		540	811
BANK FEE	20		20	

TY 2016 Taxes Schedule**Name:** THE HOLMES FOUNDATION**EIN:** 20-2672938

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX EXPENSE	200		200	

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

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

OMB No 1545-0047
2016

Name of the organization
THE HOLMES FOUNDATION

Employer identification number
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 other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
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	MAGI REAL ESTATE SERVICES 10010 SAN PEDRO 105 SAN ANTONIO, TX 78216	\$ 10,800	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	UNITED WAY 700 S ALAMO SAN ANTONIO, TX 78205	\$ 43,004	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	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
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Part II Noncash Property

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DONATED FASCILITY USE	\$ 10,800	2016-12-31
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE HOLMES FOUNDATION	Employer identification number 20-2672938
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

<hr/> <hr/>	(e) Transfer of gift
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

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

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