Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note: *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

The Hollyfield Foundation
P O Box 66722
Houston, TX 77266

A Employer identification number: 76-0404874

B Telephone number (see the instructions): 713-523-6900

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,650,200.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the 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 (att sch)				
	2 Ck ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	24,502.	24,502.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,954.			
	b Gross sales price for all assets on line 6a 941,632.				
	7 Capital gain net income (from Part IV, line 2)		1,954.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	26,456.	26,456.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	12,000.	4,000.		8,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,391.	1,196.		1,196.
	c Other prof fees (attach sch) See St 2	13,983.	13,983.		
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 3	780.	175.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	3,476.	1,738.		1,738.
	21 Travel, conferences, and meetings	2,392.	1,196.		1,196.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	3,526.	1,264.		2,262.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	38,548.	23,552.		14,392.
	25 Contributions, gifts, grants paid Part XV	76,500.			76,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	115,048.	23,552.		90,892.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-88,592.			
	b **Net investment income** (if negative, enter -0-)		2,904.		
	c **Adjusted net income** (if negative, enter -0-)				

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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			
	2 Savings and temporary cash investments	516,162.	65,858.	65,858.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►	700.		
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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) Statement 5	135,043.	143,641.	143,641.
	b Investments – corporate stock (attach schedule) Statement 6	603,452.	863,500.	863,500.
	c Investments – corporate bonds (attach schedule) Statement 7	290,647.	576,451.	576,451.
	11 Investments – land, buildings, and equipment basis ►			
	Less, accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 8	750.	750.	750.
	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 instructions. Also, see page 1, item I)	1,546,754.	1,650,200.	1,650,200.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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 ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	-87,351.	16,095.	
	25 Temporarily restricted			
	26 Permanently restricted	1,634,105.	1,634,105.	
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	1,546,754.	1,650,200.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	1,546,754.	1,650,200.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,546,754.
2	Enter amount from Part I, line 27a	2	-88,592.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	192,038.
4	Add lines 1, 2, and 3	4	1,650,200.
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	1,650,200.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly-traded securities	P	Various	Various
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	941,632.		939,678.	1,954.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				1,954.
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	1,954.
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 the 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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	90,967.	1,774,570.	0.051261
2007	97,189.	1,978,592.	0.049120
2006	98,313.	1,885,913.	0.052130
2005	86,973.	1,844,071.	0.047164
2004	112,816.	1,866,662.	0.060437

2	**Total** of line 1, column (d)	2	0.260112
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	0.052022
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,533,439.
5	Multiply line 4 by line 3	5	79,773.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29.
7	Add lines 5 and 6	7	79,802.
8	Enter qualifying distributions from Part XII, line 4	8	90,892.

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 the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	29.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	29.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	29.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 33.		
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	33.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter **amount owed**	►	9	0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**	►	10	4.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 4.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If 'Yes,' attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.hollyfield.org

14 The books are in care of ► Wendy Harshbarger Telephone no. ► 713-523-6900

Located at ► P O Box 66722 Houston TX ZIP + 4 ► 77266

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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
1 a	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 the instructions)?		1 b		X
	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 2009?		1 c		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
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 the 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?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 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 2009.)*		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 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? — 5b N/A

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

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

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

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? — 7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		12,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	1,537,760.
b Average of monthly cash balances	1b	19,031.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	1,556,791.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,556,791.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	23,352.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,533,439.
6 **Minimum investment return.** Enter 5% of line 5	6	76,672.

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	76,672.
2a Tax on investment income for 2009 from Part VI, line 5 2a 29.		
b Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c Add lines 2a and 2b	2c	29.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	76,643.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	76,643.
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	76,643.

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	90,892.
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	90,892.
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	29.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	90,863.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				76,643.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 — 20,203.				
b From 2005				
c From 2006 — 5,585.				
d From 2007 — 815.				
e From 2008 — 2,816.				
f Total of lines 3a through e	29,419.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 90,892.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				76,643.
e Remaining amount distributed out of corpus	14,249.			
5 Excess distributions carryover applied to 2009 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	43,668.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	20,203.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	23,465.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 — 5,585.				
c Excess from 2007 — 815.				
d Excess from 2008 — 2,816.				
e Excess from 2009 — 14,249.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See attachment	N/A	Public	See attachment	76,500.
Total ► **3a**				76,500.
b *Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the 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	24,502.	
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	1,954.	
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)				26,456.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 26,456.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

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

SIGN HERE ▶ [signature] 5-17-10 ▶ Executive Director

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only				
Preparer's signature ▶	[signature]	Date 5/17/10	Check if self-employed ▶ ☒	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ▶	Blazek & Vetterling 2900 Weslayan, Suite 200 Houston, TX 77027-5132		EIN ▶ N/A Phone no. ▶ (713) 439-5739	

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance	$ 2,391.	$ 1,196.		$ 1,196.
Total	$ 2,391.	$ 1,196.		$ 1,196.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fee	$ 13,983.	$ 13,983.		
Total	$ 13,983.	$ 13,983.		$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 605.			
Property tax	175.	$ 175.		
Total	$ 780.	$ 175.		$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer/website	$ 757.	$ 379.		$ 378.
Postage and delivery	340.	170.		170.
Public relations	1,000.			1,000.
Supplies	113.	57.		56.
Telephone	1,316.	658.		658.
Total	$ 3,526.	$ 1,264.		$ 2,262.

Statement 5
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
US Govn Bonds - See attached detail	Mkt Val	$ 143,641.	$ 143,641.
		$ 143,641.	$ 143,641.
	Total	$ 143,641.	$ 143,641.

Statement 6
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Common Stock - See attached detail	Mkt Val	$ 863,500.	$ 863,500.
	Total	$ 863,500.	$ 863,500.

Statement 7
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Corp Bonds - See attached detail	Mkt Val	$ 0.	$ 0.
Long term CD - See attached detail	Mkt Val	576,451.	576,451.
	Total	$ 576,451.	$ 576,451.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Securities			
Mineral interest	Cost	$ 750.	$ 750.
	Total	$ 750.	$ 750.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Unrealized appreciation in value of investments	$ 192,038.
Total	$ 192,038.

Statement 10
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Janine M. Brunjes P O Box 66722 Houston, TX 77266	Director 1.00	$ 0.	$ 0.	$ 0.
Donald Skipwith P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Coy Tow P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Kerri J. Dorman P O Box 66722 Houston, TX 77266	Vice-Chair 2.00	0.	0.	0.
Mark Wood P O Box 66722 Houston, TX 77266	Chair 2.00	0.	0.	0.
Todd Amdor P O Box 66722 Houston, TX 77266	Secretary 2.00	0.	0.	0.
Gregg Barbutti P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Paul Carter P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Vanessa Edwards Foster P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Gordon Goss P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.

Statement 10 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Tammi Wallace P O Box 66722 Houston, TX 77266	Director 1.00	$ 0.	$ 0.	$ 0.
Mary Ann McBee P O Box 66722 Houston, TX 77266	Treasurer 2.00	0.	0.	0.
Wendy Harshbarger P O Box 66722 Houston, TX 77266	Executive Direc 8.00	12,000.	0.	0.
	Total	$ 12,000.	$ 0.	$ 0.

The Hollyfield foundation
Attachment to Form 990-PF

76-0404874

Ref: 00023765 00157142

MorganStanley SmithBarney

Reserved Client Financial Management Account

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION   Account number 719-05062-17 789

Gain/loss summary		This period	This year
Original Realized gain or (loss)		$ 0.00	($ 3,305.03) LT $ 0.00 ST
Adjusted Realized gain or (loss)		0.00	(3,305.03) LT 0.00 ST
Ordinary income (realized)		0.00	1,399.99
Capital gain or (loss) (realized)		0.00	(4,705.02)
Unrealized gain or (loss) to date	(8,115.60)		

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/09, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.

Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated income (annualized)
45,342.21	WESTERN ASSET GOVERNMENT MONEY MARKET FUND CLASS A	$ 45,342.21		.01%	$ 4.53
Total money fund		$ 45,342.21	$ 0.00	.01%	$ 4.53

Attachment to Part II, Line 10a

05/17/2010 10:03 FAX 003/028

The Hollyfield foundation
Attachment to Form 990-PF

76-0404874

MorganStanley
SmithBarney

Reserved Client Financial Management Account

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION   Account number 719-05062-17 789

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount.

Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings.

Government & government sponsored entity (GSE) bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted	Current % Yield/ Anticip. Income (annualized)	Ordinary Income/ Capital gain/(loss)
100,000	FEDERAL HOME LOAN BANK CONS BK/ENTRY STEP UP DTD 12/30/2009 INT: 03 000% MATY: 12/30/2021 Next call on 06/30/10 @ 100.000	12/02/09 3130XW2P3	$ 100,000.00 $ 100,000.00	$ 100.00 $ 100.00	94.583	$ 94,583.00	($ 5,437.00) ST ($ 5,437.00) ST	3.172 $ 3,000.00	$ 0.00 ($ 5,437.00)
50,000	FEDERAL NATL MTG ASSN MED TERM NTS BK/ENTRY STEP DTD 09/30/2009 INT: 02.000% MATY: 09/30/2019 Next call on 09/30/10 @ 100.000	11/20/08 3136FJ0P3	50,210.66 50,208.00	100.421 100.416	98.156 252.79	49,078.00	(1,132.66) ST (1,130.00) ST	2.037 1,000.00	0.00 (1,130.00)
[illegible]	Total government & government sponsored entity (GSE) bonds [illegible]		[illegible]		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Certificates of deposit

CDs maturing on or before December 31, 2013, are insured by the FDIC up to $250,000. Through December 31, 2013, FDIC insurance has been increased to $250,000 for all ownership categories, principal and interest combined, per depositor, per institution, for all deposits held in each insurable capacity. Insurance coverage will revert to the $100,000 limit on January 1, 2014, except for IRAs and certain self-directed retirement accounts which will remain at $250,000. Any CD with a maturity date after December 31, 2013, will be FDIC insured only for $100,000 principal and interest combined, if held in an account ownership category for which the insurance limit was up to $100,000 prior to October 3, 2008. Certificates of deposit ("CDs") are insured by the FDIC up to $250,000 per account owner per depository institution (principal and accrued interest combined) when aggregated with other deposits held in the same insurable capacity at the same depository institution. The market value of any CD on this statement is estimated using a matrix based on interest rates. If a CD cannot be priced using this method, the statement will not reflect a market value for the CD. The estimated market value may not reflect the actual price you would receive if you were able to sell your CD prior to maturity. FDIC insurance is based on the outstanding principal amount of the CD, or the accreted value in the case of a zero coupon CD, not the estimated market value.

Issuer names followed by a "C" indicate that issuer is an affiliate of Citigroup Global Markets Inc.

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value/ Maturity value	Unrealized Gain/(loss) Original/Adjusted	Current % Yield/ Anticip. Income (annualized)	Ordinary Income/ Capital gain/(loss)
96,000	CAPMARK BANK - UT DTD 01/14/09 INT: MATURITY INT: 02.000% MATY: 01/14/2010	01/06/08 140653F50	$ 96,000.00 $ 96,000.00	$ 100.00 $ 100.00	100.057 $ 1,851.62	$ 96,054.72 $ 96,000.00	$ 54.72 ST $ 54.72 ST	1.998 $ 1,920 00	$ 0.00 $ 54.72

Attachment to Part II, Line 10a

05/17/2010 10:03 FAX   004/028

The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

MorganStanley SmithBarney

Ref. 00023783 00157473

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION Account number 719-05214-14 789

Additional summary information	This period	This year
FRGN tax withheld	$ 27.68	$ 460.03

Gain/loss summary		This period	This year
Realized gain or (loss)		$ 617.27	($ 13,263.13) LT $ 1,754.39 ST
Unrealized gain or (loss) to date	90,988.91		

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/09, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.
Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated Income (annualized)
2,315.31	WESTERN ASSET MONEY MARKET FUND CLASS A	$ 2,315.31		.07%	$ 1.62
Total money fund		$ 2,315.31	$ 0.00	.07%	$ 1.62

Attachment to Part II, Line 10b

Ref: 00023783-00157474

MorganStanley SmithBarney

Reserved Client Statement

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION   Account number 719-05214-14 789

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
10	ALLIED WORLD ASSURANCE CO	AWH	04/10/07	$ 428.07	$ 42.807	$ 46.07	$ 460.70	$ 32.63 LT		
15	HLDGS LTD		04/20/09	567.51	37.833	46.07	691.05	123.54 ST		
25				995.58	39.823		1,151.75	156.17	1.738	20.00
38	COVIDIEN PLC DUBLIN-USD	COV	06/08/09	1,364.80	35.915	47.89	1,819.82	455.02 ST	1.603	27.36
33	SEAGATE TECHNOLOGY	STX	04/07/03	448.35	13.71	18.19	600.27	151.92 LT		
237	-USD		07/17/09	2,641.91	11.147	18.19	4,311.03	1,669.12 ST		
270				3,090.26	11.445		4,911.30	1,821.04		
119	WEATHERFORD INTERNATIONAL	WFT	07/28/03	1,072.14	9.009	17.91	2,131.29	1,059.15 LT		
201	LTD.-CHF		04/01/09	2,302.31	11.454	17.91	3,599.91	1,297.60 ST		
35			12/31/09	631.54	18.044	17.91	626.85	(4.69) ST		
355				4,005.99	11.284		6,358.05	2,352.06		
55	UBS AG (NEW)	UBS	05/28/03	1,426.83	25.942	15.51	853.05	(573.78) LT		
85			07/17/09	1,137.30	13.38	15.51	1,318.35	181.05 ST		
140				2,564.13	18.315		2,171.40	(392.73)	8.11	176.12
55	ASML HLDG NV NEW YORK REG	ASML	09/19/08	1,165.29	21.187	34.09	1,874.95	709.66 LT		
50	Exchange rate: 1.4406000		01/22/09	784.59	15.691	34.09	1,704.50	919.91 ST		
105	Shares traded in: EURO Monetary Unit			1,949.88	18.57		3,579.45	1,629.57	1.636	58.59
1	AGCO CORP	AGCO	12/02/09	32.15	32.152	32.34	32.34	.19 ST		
10			12/03/09	322.49	32.248	32.34	323.40	.91 ST		
9			12/04/09	290.03	32.226	32.34	291.06	1.03 ST		
20				644.67	32.234		646.80	2.13		
55	AT&T INC	T	06/15/09	1,344.33	24.442	28.03	1,541.65	197.32 ST	5.893	92.40
25	AKAMAI TECHNOLOGIES INC	AKAM	07/10/09	461.05	18.442	25.34	633.50	172.45 ST		
25			07/13/09	467.59	18.703	25.34	633.50	165.91 ST		
25			07/30/09	412.85	16.514	25.34	633.50	220.65 ST		
20			08/18/09	356.88	17.843	25.34	506.80	149.92 ST		
95				1,698.37	17.878		2,407.30	708.93		
140	ALKERMES INC	ALKS	08/23/02	1,408.18	10.058	9.41	1,317.40	(90.78) LT		
60	AMAZON COM INC	AMZN	04/28/05	1,948.77	32.479	134.52	8,071.20	6,122.43 LT		
75	AMGEN INC	AMGN	04/15/08	3,236.90	43.158	56.57	4,242.75	1,005.85 LT		
20			07/17/09	1,175.40	58.77	56.57	1,131.40	(44.00) ST		
95				4,412.30	46.445		5,374.15	961.85		
118	ANADARKO PETROLEUM CORP	APC	09/25/06	4,909.98	41.61	62.42	7,365.56	2,455.58 LT		
12			08/24/09	651.15	54.262	62.42	749.04	97.89 ST		
130				5,561.13	42.778		8,114.60	2,553.47	.578	48.80

The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

MorganStanley SmithBarney

Ref: 00023783 00157475

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION Account number 719-03214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
35	APPLIED MATERIALS INC DELAWARE	AMAT	03/24/06	$ 581.25	$ 16.607	$ 13.94	$ 487.90	($ 93.35) LT		
90			08/10/07	1,970.10	21.89	13.94	1,254.60	(715.50) LT		
30			04/29/08	570.77	19.025	13.94	418.20	(152.57) LT		
55			08/05/09	759.89	13.818	13.94	766.70	6.81 ST		
210				3,882.01	18.486		2,927.40	(954.61)	1.721	50.40
140	ATLAS COPCO AB SPONS ADR NEW RPSTG CL B -USD	ATLCY	09/17/09	1,703.40	12.167	13.05	1,827.00	123.64 ST	2.015	36.82
85	AUTODESK INC	ADSK	08/08/06	2,815.81	33.127	25.41	2,159.85	(655.96) LT		
35			07/17/09	655.90	18.74	25.41	889.35	233.45 ST		
120				3,471.71	28.931		3,049.20	(422.51)		
43	AXA S.A.SPONS ADR	AXA	09/24/02	410.18	9.539	23.68	1,018.24	608.06 LT		
20			01/15/08	784.62	39.23	23.68	473.60	(311.02) LT		
25			01/23/08	797.34	31.893	23.68	592.00	(205.34) LT		
32			07/17/09	600.96	18.78	23.68	757.76	156.80 ST		
120				2,593.10	21.609		2,841.60	248.50	1.928	54.84
50	BASF SE COMMON STOCK	BASFY	06/03/02	1,145.00	22.90	62.10	3,105.00	1,960.00 LT	3.045	94.55
58	BP PLC SPONS ADR	BP	09/16/03	2,491.08	42.949	57.97	3,362.26	871.20 LT	5.798	194.88
35	BAKER HUGHES INC	BHI	09/18/06	2,260.18	64.576	40.48	1,416.80	(843.38) LT		
15			12/31/08	610.44	40.696	40.48	607.20	(3.24) ST		
50				2,870.62	57.412		2,024.00	(846.62)	1.482	30.00
78	BANK OF AMERICA CORP	BAC	01/09/09	1,047.87	13.434	15.06	1,174.68	126.81 ST		
25			05/20/09	303.65	12.146	15.06	376.50	72.85 ST		
127			07/17/09	1,635.44	12.877	15.06	1,912.62	277.18 ST		
230				2,966.96	12.897		3,463.80	476.84	.265	9.20
55	BED BATH & BEYOND	BBBY	01/11/05	2,200.61	40.011	38.61	2,123.55	(77.06) LT		
45			03/06/08	1,264.22	28.093	38.61	1,737.45	473.23 LT		
100				3,464.83	34.648		3,861.00	396.17		
1	BERKSHIRE HATHAWAY INC CL B	BRKB	09/10/03	2,517.02	2,517.018	3,286.00	3,286.00	768.98 LT		
5	BHP BILLITON LTD SPONS ADR	BHP	03/25/09	228.06	45.613	76.58	382.90	154.84 ST		
10			12/23/09	753.87	75.386	76.58	765.80	11.93 ST		
15				981.93	65.462		1,148.70	166.77	2.141	24.60
60	BIOGEN IDEC INC	BIIB	01/09/04	2,524.67	42.077	53.50	3,210.00	685.33 LT		
80			05/15/06	3,715.38	46.442	53.50	4,280.00	564.62 LT		
140				6,240.05	44.572		7,490.00	1,249.95		

Attachment to Part II, Line 10b

MorganStanley SmithBarney

Reserved Client Statement

December 1 - December 31, 2009

Ref: 00023783 00157476

THE HOLLYFIELD FOUNDATION · Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
3	BLACKROCK INC	BLK	03/30/09	$ 378.13	$ 126.042	$ 232.20	$ 696.60	$ 318.47 ST		
7			04/08/09	899.67	128.523	232.20	1,625.40	725.73 ST		
10				1,277.80	127.78		2,322.00	1,044.20	1.343	31.20
20	BOEING CO	BA	10/25/05	1,334.92	66.748	54.13	1,082.60	(252.32) LT	3.103	33.60
75	BROADCOM CORP CL A	BRCM	07/21/06	1,781.75	23.756	31.47	2,360.25	578.50 LT		
65	CRH PLC ADR-USD	CRH	09/30/02	751.40	11.56	27.33	1,776.45	1,025.05 LT		
30			07/17/09	707.40	23.58	27.33	819.90	112.50 ST		
95				1,458.80	15.356		2,596.35	1,137.55	3.388	87.97
13	CVS CAREMARK CORP	CVS	11/06/08	389.55	29.965	32.21	418.73	29.18 LT		
50			01/09/09	1,309.64	26.192	32.21	1,610.50	300.86 ST		
20			05/28/09	586.94	29.347	32.21	644.20	57.26 ST		
18			11/19/09	556.97	30.942	32.21	579.78	22.81 ST		
24			11/20/09	754.59	31.441	32.21	773.04	18.45 ST		
125				3,597.69	28.782		4,026.25	428.56	.946	38.13
125	CABLEVISION SYSTEMS CORP	CVC	08/16/02	347.65	2.781	25.82	3,227.50	2,879.85 LT		
90	CABLEVISION NY GROUP CL A		04/09/08	2,126.39	23.626	25.82	2,323.80	197.41 LT		
215				2,474.04	11.507		5,551.30	3,077.26	1.549	86.00
10	CANON INC ADR	CAJ	06/07/02	256.53	25.653	42.32	423.20	167.67 LT		
45			05/13/04	1,464.47	32.543	42.32	1,904.40	439.93 LT		
55				1,720.00	31.273		2,327.60	607.60	2.611	58.47
14	CARNIVAL CORP (PAIRED STOCK)	CCL	04/17/09	380.67	27.19	31.69	443.66	62.99 ST		
18			04/20/09	459.33	25.518	31.69	570.42	111.09 ST		
32				840.00	26.25		1,014.08	174.08		
18	CELGENE CORP	CELG	01/30/09	958.20	53.233	55.68	1,002.24	44.04 ST		
30			05/28/09	1,248.43	41.614	55.68	1,670.40	421.97 ST		
22			10/12/09	1,212.71	55.123	55.68	1,224.96	12.25 ST		
70				3,419.34	48.848		3,897.60	478.26		
5	CHUBB CORP	CB	06/12/02	178.32	35.664	49.18	245.90	67.58 LT		
20			07/30/02	644.48	32.224	49.18	983.60	339.12 LT		
30			02/27/03	704.23	23.474	49.18	1,475.40	771.17 LT		
55				1,527.03	27.764		2,704.90	1,177.87	2.846	77.00
50	CISCO SYS INC	CSCO	01/13/05	948.25	18.965	23.94	1,197.00	248.75 LT		
155			10/04/05	2,742.88	17.696	23.94	3,710.70	967.82 LT		
110			10/05/05	1,942.70	17.66	23.94	2,633.40	690.70 LT		
315				5,633.83	17.885		7,541.10	1,907.27		

76-0404874

MorganStanley SmithBarney

Reserved Client Statement

December 1 - December 31, 2009

Ref: 00023783 00157477

THE HOLLYFIELD FOUNDATION   Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
10	CITRIX SYSTEMS INC	CTXS	01/21/09	$ 227.48	$ 22.747	$ 41.61	$ 416.10	$ 188.62 ST		
27	COCA-COLA CO	KO	08/07/03	1,208.79	44.769	57.00	1,539.00	330.21 LT		
65			01/24/05	2,664.34	40.989	57.00	3,705.00	1,040.66 LT		
92				3,873.13	42.098		5,244.00	1,370.87	2.877	150.88
42.5	COMCAST CORP CL A - SPL	CMCSK	08/02/02	541.79	12.748	16.01	680.43	138.64 LT		
157.5			08/22/03	3,063.14	19.448	16.01	2,521.58	(541.56) LT		
155			03/14/08	2,885.06	18.613	16.01	2,481.55	(403.51) LT		
33			10/05/09	480.57	14.562	16.01	528.33	47.76 ST		
388				6,970.58	17.965		6,211.89	(758.69)	2.981	148.66
8	CONOCOPHILLIPS	COP	08/24/09	382.23	46.279	51.07	408.56	46.33 ST		
17			08/26/09	771.57	45.386	51.07	868.19	96.62 ST		
6			09/25/09	226.45	45.29	51.07	255.35	28.90 ST		
15			12/31/09	767.03	51.135	51.07	766.05	(.98) ST		
45				2,127.28	47.273		2,298.15	170.87	3.916	90.00
90	CREE INC	CREE	07/30/02	1,400.10	15.556	56.37	5,073.30	3,673.20 LT		
130	DANONE SPONS ADR	DANOY	08/04/02	871.00	6.70	12.19	1,584.70	713.70 LT	1.894	30.03
33	DEERE & CO	DE	12/03/09	1,794.35	54.374	54.09	1,784.97	(9.38) ST		
12			12/04/09	660.73	55.06	54.09	649.08	(11.65) ST		
5			12/08/09	264.66	52.932	54.09	270.45	5.79 ST		
50				2,719.74	54.395		2,704.50	(15.24)	2.07	56.00
5	DEVON ENERGY CORP NEW	DVN	07/17/09	278.25	55.649	73.50	367.50	89.25 ST		
32			08/11/09	2,055.97	64.249	73.50	2,352.00	296.03 ST		
37				2,334.22	63.087		2,719.50	385.28	.87	23.68
12	DIAGEO PLC SPON ADR-NEW	DEO	07/26/02	573.14	47.761	69.41	832.92	259.78 LT		
20			05/02/03	878.20	43.91	69.41	1,388.20	510.00 LT		
32				1,451.34	45.354		2,221.12	769.78	3.283	72.48
140	WALT DISNEY CO	DIS	09/18/02	2,161.85	15.441	32.25	4,515.00	2,353.15 LT		
85			01/06/06	2,053.92	24.163	32.25	2,741.25	687.33 LT		
225				4,215.77	18.737		7,256.25	3,040.48	1.085	78.75
10.25	DISCOVERY COMMUNICATIONS INC SER A	DISCA	07/15/03	143.60	14.008	30.67	314.37	170.77 LT		
17.5			09/19/03	223.00	12.742	30.67	536.73	313.73 LT		
15.25			07/15/04	185.78	12.18	30.67	467.72	281.96 LT		
43				552.38	12.846		1,318.82	766.46		

Attachment to Part II, Line 10b

The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

Ref: 00023763 00157479

MorganStanley SmithBarney

Reserved Client Statement

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
34.72	DIRECTV CL A	DTV	07/15/04	$ 411.38	$ 11.892	$ 33.35	$ 1,157.91	$ 746.53 LT		
89.28			03/31/08	1,738.46	19.545	33.35	2,977.49	1,239.03 LT		
124				2,149.84	17.337		4,135.40	1,985.58		
17	DOLBY LABORATORIES INC CLASS A	DLB	10/29/08	505.58	29.739	47.73	811.41	305.83 LT		
23			10/30/08	704.40	30.626	47.73	1,097.79	393.39 LT		
40				1,209.98	30.25		1,909.20	699.22		
32	DOVER CORP	DOV	10/10/07	1,596.63	49.894	41.61	1,331.52	(265.11) LT	2.499	33.28
70	EBAY INC	EBAY	01/14/08	2,051.60	29.308	23.53	1,647.10	(404.50) LT		
95			02/22/08	2,576.56	27.121	23.53	2,235.35	(341.21) LT		
40			07/25/08	1,008.61	25.215	23.53	941.20	(67.41) LT		
17			12/21/09	387.58	22.799	23.53	400.01	12.43 ST		
15			12/22/09	342.65	22.843	23.53	352.95	10.30 ST		
23			12/23/09	550.39	23.93	23.53	541.19	(9.20) ST		
260				6,917.39	26.605		6,117.80	(799.59)		
20	ELECTRONIC ARTS	ERTS	01/16/08	1,006.38	50.319	17.75	355.00	(651.38) LT		
78			11/21/08	1,377.84	17.664	17.75	1,384.50	6.66 LT		
57			02/11/09	967.77	16.978	17.75	1,011.75	43.98 ST		
30			08/19/09	572.60	19.086	17.75	532.50	(40.10) ST		
185				3,924.59	21.214		3,283.75	(640.84)		
60	EMERSON ELECTRIC CO	EMR	06/06/03	1,561.22	26.02	42.60	2,556.00	994.78 LT	3.145	80.40
60	ERICSSON L M TEL CO CL B ADR NEW -USD-	ERIC	08/17/08	589.27	9.821	9.19	551.40	(37.87) LT		
39			12/22/09	356.61	9.143	9.19	358.41	1.80 ST		
41			12/23/09	379.47	9.255	9.19	376.79	(2.68) ST		
140				1,325.35	9.467		1,286.60	(38.75)	1.741	22.40
20	EXPEDIA INC	EXPE	10/31/06	326.47	16.323	25.73	514.60	188.13 LT		
130			06/25/08	2,609.61	20.073	25.73	3,344.90	735.29 LT		
150				2,936.08	19.574		3,859.50	923.42		
3	FIRST SOLAR INC	FSLR	12/03/08	371.23	123.743	135.40	406.20	34.97 LT		
5			02/25/09	548.87	109.774	135.40	677.00	128.13 ST		
2			07/17/09	289.26	144.63	135.40	270.80	(18.46) ST		
10				1,209.36	120.936		1,354.00	144.64		
12	FLUOR CORP NEW	FLR	01/14/09	517.40	43.116	45.04	540.48	23.08 ST		
23			02/09/09	957.69	41.638	45.04	1,035.92	78.23 ST		
22			02/10/09	938.97	42.68	45.04	990.88	51.91 ST		

Attachment to Part II, Line 10b

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MorganStanley SmithBarney

Ref: 00023783-00157479

Reserved Client Statement

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION — Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
15	FLUOR CORP NEW	FLR	04/07/09	$ 561.55	$ 37.436	$ 45.04	$ 675.60	$ 114.05 ST		
72				2,975.61	41.328		3,242.88	267.27	1.11	38.00
50	FOREST LABORATORIES INC	FRX	02/11/05	2,093.47	41.869	32.11	1,605.50	(487.97) LT		
95			12/27/07	3,512.80	36.976	32.11	3,050.45	(462.35) LT		
145				5,606.27	38.664		4,655.95	(950.32)		
5	FRANKLIN RESOURCES INC	BEN	08/30/06	435.92	87.184	105.35	526.75	90.83 LT		
15			07/17/09	1,089.45	72.63	105.35	1,580.25	490.80 ST		
20				1,525.37	76.269		2,107.00	581.63	.835	17.60
57	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	02/20/09	1,614.13	28.318	80.29	4,576.53	2,962.40 ST	.747	34.20
15	GAP INC DELAWARE	GPS	01/05/07	289.93	19.328	20.95	314.25	24.32 LT		
55			01/10/08	989.51	17.991	20.95	1,152.25	162.74 LT		
70				1,279.44	18.278		1,466.50	187.06	1.622	23.80
95	GENERAL ELECTRIC CO	GE	07/01/02	2,754.51	28.994	15.13	1,437.35	(1,317.16) LT		
75			11/17/03	2,075.87	27.678	15.13	1,134.75	(941.12) LT		
60			01/11/07	2,269.93	37.665	15.13	907.80	(1,362.13) LT		
230				7,090.31	30.827		3,479.90	(3,610.41)	2.643	92.00
80	GENZYME CORP	GENZ	06/25/02	1,523.55	19.044	48.01	3,820.80	2,297.25 LT		
36	GLAXOSMITHKLINE PLC SP ADR	GSK	05/19/04	1,540.38	42.787	42.25	1,521.00	(19.38) LT	4.39	60.78
5	GOOGLE INC CLASS A	GOOG	10/23/08	1,746.33	349.265	619.98	3,099.90	1,353.57 LT		
20	GRUPO TELEVISA SA DE CV SPON ADR	TV	08/04/02	203.60	10.18	20.76	415.20	211.60 LT		
80			09/18/02	585.42	7.317	20.76	1,660.80	1,075.38 LT		
100				789.02	7.89		2,076.00	1,286.98	.741	15.40
28	HSBC HLDG PLC SP ADR NEW	HBC	05/24/02	1,737.40	62.05	57.09	1,598.52	(138.88) LT	2.977	47.60
55	HALLIBURTON CO HOLDINGS CO	HAL	08/06/09	1,208.76	21.977	30.09	1,654.95	446.19 ST		
35			12/31/09	1,062.71	30.363	30.09	1,053.15	(9.56) ST		
90				2,271.47	25.239		2,708.10	436.63	1.196	32.40
8	HESS CORP	HES	06/24/09	423.49	52.936	60.50	484.00	60.51 ST		
12			07/20/09	619.81	51.651	60.50	726.00	106.19 ST		
20			07/31/09	1,104.83	55.241	60.50	1,210.00	105.17 ST		
10			08/17/09	491.63	49.162	60.50	605.00	113.37 ST		
50				2,639.76	52.795		3,025.00	385.24	.661	20.00
82	HOME DEPOT INC	HD	10/06/05	3,138.17	38.27	28.93	2,372.26	(765.91) LT		
70			04/25/08	2,043.73	29.196	28.93	2,025.10	(18.63) LT		

The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

Ref: 00023783 00157480

MorganStanley SmithBarney

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION *Account number 719-05214-14 789*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
76	HOME DEPOT INC	HD	05/27/08	$ 2,019.33	$ 26.924	$ 28.93	$ 2,169.75	$ 150.42 LT		
227				7,201.23	31.723		6,567.11	(834.12)	3.11	204.30
70	HONDA MOTOR CO LTD ADR-NEW	HMC	10/28/03	1,396.51	19.95	33.90	2,373.00	976.49 LT		
5			10/30/03	102.86	20.572	33.90	169.50	66.64 LT		
75				1,499.37	19.992		2,542.50	1,043.13	.997	25.35
25	HONEYWELL INTL INC	HON	01/30/03	586.63	23.465	39.20	980.00	393.37 LT		
30			05/01/03	709.13	23.637	39.20	1,176.00	466.87 LT		
55				1,295.76	23.559		2,156.00	860.24	3.088	66.55
611.05	HONG KONG&CHINA GAS SP ADR	HOKCY	06/06/02	707.00	1.157	2.46	1,503.18	796.18 LT		
719.95			06/19/03	761.60	1.057	2.46	1,771.08	1,009.48 LT		
1,331				1,468.60	1.103		3,274.26	1,805.66	1.829	59.90
15	HUTCHISON WHAMPOA LTD-ADR	HUWHY	06/21/02	675.00	45.00	34.40	516.00	(159.00) LT		
20			08/12/02	666.00	33.30	34.40	688.00	22.00 LT		
20			05/20/03	585.00	29.25	34.40	688.00	103.00 LT		
55				1,926.00	35.018		1,892.00	(34.00)	3.127	59.18
20	ING GROEP NV SPONS ADR	ING	09/23/02	262.59	13.129	9.81	196.20	(66.39) LT		
55			01/14/08	2,150.10	39.092	9.81	539.55	(1,610.55) LT		
125			07/17/09	1,385.94	11.087	9.81	1,226.25	(159.69) ST		
168			12/17/09	1,052.73	6.266	9.81	1,648.08	595.35 ST		
368				4,851.36	13.183		3,610.08	(1,241.28)		
230	INTEL CORP	INTC	08/08/02	4,018.39	17.468	20.40	4,692.00	676.61 LT	2.745	128.80
28	JPMORGAN CHASE & CO	JPM	01/19/06	1,093.70	39.06	41.67	1,166.76	73.06 LT		
15			03/06/07	663.91	44.26	41.67	625.05	(38.86) LT		
40			05/21/08	1,717.27	42.931	41.67	1,666.80	(50.47) LT		
12			09/18/08	419.88	34.989	41.67	500.04	80.16 LT		
95				3,894.76	40.997		3,958.65	63.89	.479	19.00
5	JACOBS ENGINEERING GROUP INC	JEC	12/31/08	245.96	49.191	37.61	188.05	(57.91) ST		
10			08/17/09	425.26	42.525	37.61	376.10	(49.16) ST		
15				671.22	44.748		564.15	(107.07)		
20	JOHNSON & JOHNSON	JNJ	11/07/03	976.08	48.804	64.41	1,288.20	312.12 LT		
95			02/06/06	5,404.42	56.888	64.41	6,118.95	714.53 LT		
15			08/09/09	914.25	60.949	64.41	966.15	51.90 ST		
130				7,294.75	56.113		8,373.30	1,078.55	3.043	254.80
2	JONES LANG LASALLE INC	JLL	06/11/09	70.23	35.115	60.40	120.80	50.57 ST		
10			07/01/09	332.04	33.204	60.40	604.00	271.96 ST		

Attachment to Part II, Line 10b

05/17/2010 10:10 FAX

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MorganStanley SmithBarney

Reserved Client Statement

December 1—December 31, 2009

Ref. 00023783 00157481

THE HOLLYFIELD FOUNDATION — Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
15	JONES LANG LASALLE INC	JLL	07/02/08	$ 496.79	$ 33.052	$ 60.40	$ 906.00	$ 410.21 ST		
27				898.08	33.261		1,630.80	732.74	.331	5.40
3	JUNIPER NETWORKS INC	JNPR	11/06/08	50.35	16.782	26.67	80.01	29.66 LT		
17			11/07/08	290.91	17.112	26.67	453.39	162.48 LT		
25			02/02/09	360.65	14.425	26.67	666.75	306.10 ST		
95			02/19/09	1,417.12	14.917	26.67	2,533.65	1,116.53 ST		
140				2,119.03	15.136		3,733.80	1,614.77		
93	KEYCORP -NEW	KEY	06/04/09	509.92	5.483	5.55	516.15	6.23 ST		
127			10/28/09	708.61	5.579	5.55	704.85	(3.76) ST		
220				1,218.53	5.539		1,221.00	2.47	.72	8.80
5	KONINKLIJKE PHILIPS ELECTRONICS NS SPON ADR NEW	PHG	08/14/02	96.69	19.338	29.44	147.20	50.51 LT		
50			09/24/02	687.50	13.75	29.44	1,472.00	784.50 LT		
15			07/17/09	307.20	20.48	29.44	441.60	134.40 ST		
70				1,091.39	15.591		2,060.80	969.41	2.707	55.79
30	L 3 COMMUNICATIONS HLDGS INC	LLL	07/18/02	1,426.07	47.535	86.95	2,608.50	1,182.43 LT		
25			07/07/03	1,108.85	44.353	86.95	2,173.75	1,064.90 LT		
55				2,534.92	46.089		4,782.25	2,247.33	1.61	77.00
23	LASALLE HOTEL PPTYS SBI	LHO	11/14/08	204.91	8.904	21.23	488.29	283.38 LT		
4			03/25/09	21.78	5.444	21.23	84.92	63.14 ST		
5			03/30/09	27.29	5.457	21.23	106.15	78.86 ST		
32				253.98	7.937		679.36	425.38	.188	1.28
100	LAWSON SOFTWARE INC NEW	LWSN	01/06/09	524.94	5.249	6.65	665.00	140.06 ST		
7.5	LIBERTY GLOBAL INC CLASS A	LBTYA	07/15/03	143.29	19.105	21.89	164.18	20.89 LT		
17.5			09/19/03	304.11	17.377	21.89	383.08	78.97 LT		
25				447.40	17.896		547.26	99.86		
25.25	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	LINTA	07/15/03	480.71	19.038	10.84	273.71	(207.00) LT		
87.5			09/19/03	1,515.17	17.316	10.84	948.50	(566.67) LT		
76.25			07/15/04	1,262.11	16.552	10.84	826.55	(435.56) LT		
47			03/17/08	754.32	16.049	10.84	509.48	(244.84) LT		
236				4,012.31	17.001		2,558.24	(1,454.07)		
15	LIBERTY MEDIA HLDG CORP CAP SER A	LCAPA	07/15/04	146.39	9.759	23.88	358.20	211.81 LT		
9			06/04/08	134.73	14.969	23.88	214.92	80.19 LT		
86			07/17/09	1,149.82	13.37	23.88	2,053.68	903.86 ST		
110				1,430.94	13.009		2,626.80	1,195.86		

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Ref: 00023783 00157482

MorganStanley SmithBarney

Reserved Client Statement

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
3.36	LIBERTY MEDIA CORP LIBERTY	LSTZA	07/15/04	$ 62.29	$ 19.312	$ 46.15	$ 155.06	$ 92.77 LT		
8.64	STARZ SER A		03/31/09	263.25	31.738	46.15	398.74	135.49 LT		
12				326.54	27.128		553.80	228.26		
13	MARRIOTT INTL INC NEW CL A	MAR	03/31/09	213.61	16.667	27.25	354.25	140.64 ST		
2	MATTEL INC DE	MAT	10/15/09	39.00	19.50	19.98	39.96	.96 ST		
13			10/20/09	259.57	19.967	19.98	259.74	.17 ST		
5			10/21/09	98.73	19.745	19.98	99.90	1.17 ST		
5			10/22/09	98.75	19.749	19.98	99.90	1.15 ST		
5			10/23/09	98.58	19.716	19.98	99.90	1.32 ST		
15			12/22/09	299.98	19.998	19.98	299.70	(.28) ST		
45				894.61	19.88		899.10	4.49	3.753	33.75
100	MCDERMOTT INTERNATIONAL INC	MDR	11/14/08	799.61	7.996	24.01	2,401.00	1,601.39 LT		
55	MERCK & CO INC NEW	MRK	04/29/09	1,318.19	23.967	36.54	2,009.70	691.51 ST		
40			05/13/09	1,029.96	25.749	36.54	1,461.60	431.64 ST		
95				2,348.15	24.717		3,471.30	1,123.15	4.159	144.40
38	METTLER TOLEDO INTL INC	MTD	08/27/02	1,045.03	27.50	104.99	3,989.62	2,944.59 LT		
237	MICROSOFT CORP	MSFT	08/06/08	6,289.48	26.537	30.48	7,223.76	934.28 LT	1.708	123.24
20	MITSUBISHI UFJ FINANCIAL	MTU	10/29/03	151.88	7.594	4.92	98.40	(53.48) LT		
15	GROUP INC ADR		11/03/03	111.83	7.455	4.92	73.80	(38.03) LT		
270			06/13/04	2,093.12	7.752	4.92	1,328.40	(764.72) LT		
75			07/17/09	429.75	5.73	4.92	369.00	(60.75) ST		
380				2,786.58	7.333		1,869.80	(916.88)	2.215	41.42
9	MORGAN STANLEY	MS	08/30/08	276.75	30.75	29.60	266.40	(10.35) ST		
6			11/04/08	191.63	31.938	29.60	177.60	(14.03) ST		
15				468.38	31.225		444.00	(24.38)	.675	3.00
5	MURPHY OIL CORP	MUR	09/11/08	332.90	66.58	54.20	271.00	(61.90) LT	1.845	5.00
48	NASDAQ OMX GROUP INC	NDAQ	05/07/08	1,904.96	39.686	19.82	951.36	(953.60) LT		
25			06/11/08	797.12	31.884	19.82	495.50	(301.62) LT		
30			07/09/08	745.83	24.861	19.82	594.60	(151.23) LT		
12			09/08/09	249.72	20.800	19.82	237.84	(11.88) ST		
20			12/02/09	389.46	19.473	19.82	396.40	6.94 ST		
135				4,087.09	30.276		2,675.70	(1,411.39)		
57.1153	NATIONAL BK GREECE S A	NBG	07/27/05	406.40	7.126	5.21	297.57	(108.83) LT		
77.8847	SPONS ADR		08/03/05	584.51	7.515	5.21	405.78	(178.73) LT		
135				990.91	7.34		703.35	(287.56)	2.399	16.88

Attachment to Part II, Line 10b

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Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION — Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
8	NATIONAL OILWELL VARCO INC	NOV	10/24/08	$ 192.45	$ 24.056	$ 44.09	$ 352.72	$ 160.27 LT		
17			10/27/08	432.63	25.449	44.09	749.53	316.90 LT		
20			01/13/09	526.64	26.331	44.09	881.80	355.16 ST		
45				1,161.72	25.604		1,984.05	832.33		
60	NESTLE S A SPONSORED ADR	NSRGY	07/16/03	1,190.40	19.84	48.35	2,901.00	1,710.60 LT	1.682	48.24
65	NEWS CORP CLASS B NEW	NWS	08/27/02	737.19	11.341	15.92	1,034.80	297.61 LT		
115			09/14/08	2,224.71	19.345	15.92	1,830.80	(393.91) LT		
180				2,961.90	16.455		2,865.60	(96.30)	.753	21.60
100	NIPPON TEL & TEL SPON ADR	NTT	05/23/03	1,910.49	19.104	19.74	1,974.00	63.51 LT	2.907	57.40
80	NOKIA CORP SPONSORED ADR	NOK	07/17/03	1,178.22	14.727	12.85	1,028.00	(150.22) LT		
30			07/17/09	400.80	13.36	12.85	385.50	(15.30) ST		
110				1,579.02	14.355		1,413.50	(165.52)	3.069	43.23
125	NOMURA HOLDINGS INC ADR	NMR	05/15/03	1,309.72	10.477	7.40	925.00	(384.72) LT		
55			07/17/09	432.30	7.86	7.40	407.00	(25.30) ST		
180				1,742.02	9.678		1,332.00	(410.02)	1.635	21.78
40	NORTHROP GRUMMAN CORP	NOC	07/02/09	1,798.32	44.957	55.85	2,234.00	435.68 ST	3.079	68.80
12	NOVARTIS AG ADR	NVS	03/09/05	586.72	48.893	54.43	653.16	66.44 LT		
30			10/30/07	1,576.23	52.54	54.43	1,632.90	56.67 LT		
15			02/19/08	751.69	50.112	54.43	816.45	64.76 LT		
45			04/07/08	2,272.50	50.50	54.43	2,449.35	176.85 LT		
102				5,187.14	50.854		5,551.86	364.72	2.671	148.31
28	NOVO-NORDISK A S ADR	NVO	05/21/02	455.45	16.266	63.85	1,787.80	1,332.35 LT	1.224	21.90
40	NUCOR CORP	NUE	02/20/09	1,557.97	38.949	46.65	1,866.00	308.03 ST		
9			08/10/09	421.05	46.783	46.65	419.85	(1.20) ST		
16			09/11/09	753.58	47.098	46.65	746.40	(7.18) ST		
11			12/24/09	517.42	47.037	46.65	513.15	(4.27) ST		
9			12/28/09	430.12	47.791	46.65	419.85	(10.27) ST		
85				3,680.14	43.296		3,965.25	285.11	3.098	122.40
20	NVIDIA CORP	NVDA	06/02/08	491.76	24.587	18.68	373.60	(118.16) LT		
195			07/08/08	2,351.45	12.058	18.68	3,642.60	1,291.15 LT		
215				2,843.21	13.224		4,016.20	1,172.99		
10	ORIX CORP SPONS ADR	IX	01/24/05	666.31	66.63	34.16	341.60	(324.71) LT		
20			08/05/05	1,510.96	75.548	34.16	683.20	(827.76) LT		
45			07/17/09	1,266.75	28.15	34.16	1,537.20	270.45 ST		
75				3,444.02	45.92		2,562.00	(882.02)	.974	24.98

76-0404874

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Client Statement

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION   Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
75	PALL CORP	PLL	07/27/08	$ 1,952.30	$ 26.03	$ 36.20	$ 2,715.00	$ 762.70 LT	1.602%	$ 43.50
1	PARKER-HANNIFIN CORP	PH	04/22/09	43.00	43.00	53.88	53.88	10.88 ST		
22			05/13/09	945.91	42.995	53.88	1,185.36	239.45 ST		
23				988.91	42.996		1,239.24	250.33	1.855	23.00
75	PEPSICO INC	PEP	08/30/02	2,976.05	39.68	60.80	4,560.00	1,583.95 LT	2.96	135.00
35	PETROBRAS	PBR	03/13/09	1,043.34	29.809	47.68	1,668.80	625.46 ST	.748	12.48
75	PROCTER & GAMBLE CO	PG	07/22/03	2,474.43	33.016	60.63	4,547.25	2,072.82 LT	2.902	132.00
43	QUALCOMM INC	QCOM	10/28/08	1,559.74	36.273	46.26	1,989.18	429.44 LT		
10			11/12/08	339.71	33.97	46.26	462.60	122.89 LT		
32			10/06/09	1,374.98	42.968	46.26	1,480.32	105.34 ST		
85				3,274.43	38.523		3,932.10	657.67	1.469	57.80
1	RIO TINTO PLC-GBP	RTP	10/29/03	96.39	96.39	215.39	215.39	119.00 LT		
3			10/23/08	422.35	140.782	215.39	646.17	223.82 LT		
1			07/17/09	144.55	144.55	215.39	215.39	70.84 ST		
5			09/01/09	775.26	155.052	215.39	1,076.95	301.69 ST		
10				1,438.55	143.855		2,153.90	715.35	2.525	54.40
13	ROBERT HALF INTERNATIONAL INC	RHI	11/04/08	256.82	19.755	26.73	347.49	90.67 LT	1.796	6.24
35	ROCHE HLDG LTD SPON ADR	RHHBY	08/23/06	1,438.91	41.111	42.20	1,477.00	38.09 LT		
20			03/27/09	655.18	32.758	42.20	844.00	188.82 ST		
55				2,094.09	38.074		2,321.00	226.91	1.576	36.58
4	SAFEWAY INC NEW	SWY	05/28/09	79.26	19.814	21.29	85.16	5.90 ST		
48			05/29/09	959.88	19.997	21.29	1,021.92	62.04 ST		
10			06/17/09	204.74	20.474	21.29	212.90	8.16 ST		
30			06/24/09	612.65	20.421	21.29	638.70	26.05 ST		
63			08/28/09	1,228.47	19.499	21.29	1,341.27	112.80 ST		
30			09/17/09	577.42	19.247	21.29	638.70	61.28 ST		
185				3,662.42	19.797		3,938.65	276.23	1.878	74.00
20	SANDISK CORP	SNDK	04/27/05	490.13	24.506	28.99	579.80	89.67 LT		
30			01/31/07	1,191.61	39.72	28.99	869.70	(321.91) LT		
50			01/07/08	630.53	12.61	28.99	1,449.50	818.97 ST		
100				2,312.27	23.123		2,899.00	586.73		
20	SAP AG SPONS ADR-USD	SAP	05/17/02	602.98	30.149	46.81	936.20	333.22 LT		
55			07/12/02	1,041.74	18.94	46.81	2,574.55	1,532.81 LT		
75				1,644.72	21.93		3,510.75	1,866.03	2.371	83.25

Attachment to Part II, Line 10b

The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

Refi 00023783-00157485

MorganStanley SmithBarney

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION   Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
10	SCHLUMBERGER LTD	SLB	06/19/09	$ 549.96	$ 54.996	$ 65.09	$ 650.90	$ 100.94 ST		
25			06/22/09	1,344.70	53.787	65.09	1,627.25	282.55 ST		
5			12/31/09	327.58	65.516	65.09	325.45	(2.13) ST		
40				2,222.24	55.556		2,603.60	381.36	1.29	33.60
3	SCHWAB CHARLES CORP	SCHW	01/30/09	41.02	13.672	18.82	56.46	15.44 ST		
125			02/19/09	1,624.96	12.999	18.82	2,352.50	727.54 ST		
128				1,665.98	13.015		2,408.96	742.98	1.275	30.72
11	SEARS HOLDINGS CORPORATION	SHLD	03/14/08	1,033.97	93.997	83.45	917.95	(116.02) LT		
14			04/25/08	1,371.43	97.959	83.45	1,168.30	(203.13) LT		
25				2,405.40	96.216		2,086.25	(319.15)		
15	SHIRE PLC ADR	SHPGY	03/06/08	901.79	60.119	58.70	880.50	(21.29) LT		
20			08/01/08	1,041.55	52.077	58.70	1,174.00	132.45 LT		
35				1,943.34	55.524		2,054.50	111.16	.505	10.40
25	SMITH & NEPHEW PLC SP ADR	SNN	01/24/05	1,238.76	49.55	51.25	1,281.25	42.49 LT		
20			06/06/06	795.19	39.759	51.25	1,025.00	229.81 LT		
45				2,033.95	45.199		2,306.25	272.30	1.324	30.58
37	STATE STREET CORP	STT	05/07/03	1,352.30	36.548	43.54	1,610.98	258.68 LT		
20			05/18/09	818.91	40.945	43.54	870.80	51.89 ST		
13			10/21/09	607.62	46.74	43.54	566.02	(41.60) ST		
10			11/30/09	408.61	40.861	43.54	435.40	26.79 ST		
80				3,187.44	39.843		3,483.20	295.76	.091	3.20
50	SUNCOR ENERGY INC NEW	SU	09/01/09	1,533.67	30.673	35.31	1,765.50	231.83 ST		
84.2556	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	TSM	09/16/03	776.58	9.273	11.44	963.88	187.30 LT		
105.7444			12/16/03	823.46	7.84	11.44	1,209.72	386.26 LT		
190				1,600.04	8.421		2,173.60	573.56	3.181	69.16
30	TELEFONICA S.A. SPON ADR	TEF	05/20/02	860.96	29.996	83.52	2,505.60	1,644.64 LT	4.127	103.41
15	TESCO PLC SPONSORED ADR	TSCDY	10/04/02	150.75	10.05	20.57	300.55	157.80 LT		
90			09/08/04	1,308.60	14.54	20.57	1,851.30	542.70 LT		
105				1,459.35	13.898		2,159.85	700.50	2.712	58.59
190	TEXAS INSTRUMENTS INC	TXN	11/12/04	4,669.44	24.576	26.06	4,951.40	281.96 LT		
95			04/23/07	3,077.64	32.396	26.06	2,475.70	(601.94) LT		
5			07/24/08	121.16	24.232	26.06	130.30	9.14 LT		
290				7,868.24	27.132		7,557.40	(310.84)	1.841	139.20

Attachment to Part II, Line 10b

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The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

MorganStanley SmithBarney

Reserved Client Statement

Ref: 00023783 00157486

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION Account number 719-05214-14 789

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
4	TOLL BROS INC	TOL	04/20/09	$76 37	$19.092	$18.81	$75.24	($1.13) ST		
13			07/17/09	225.94	17.38	18.81	244.53	18.59 ST		
17				302.31	17.783		319.77	17.46		
20	TOTAL S.A SPONS ADR	TOT	10/07/02	664.19	33.209	64.04	1,280.80	616.61 LT		
20			05/28/03	715.59	35 779	64.04	1,280.80	565.21 LT		
40				1,379.78	34.495		2,561.60	1,181.82	4.337	111.12
20	TREND MICRO INC SPON ADR	TMICY	07/28/05	713.63	35.681	38.06	761.20	47.57 LT		
25			07/29/05	898.14	35.925	38.06	951.50	53.36 LT		
25			08/03/05	877.66	35.106	38.06	951.50	73.84 LT		
70				2,489.43	35.563		2,664.20	174.77	2.335	62.23
28	TUTOR PERINI CORP	TPC	08/26/09	499.49	17.838	18.08	508.24	8.75 ST		
87	UNILEVER PLC SPONS ADR NEW	UL	05/19/08	1,923.97	22.114	31.90	2,775.30	851.33 LT	3.15	87.44
10	UNITED OVERSEAS BANK LTD SPONS ADR	UOVEY	10/07/02	141.00	14.10	27.94	279.40	138.40 LT		
60			05/20/03	750.00	12.50	27.94	1,676.40	926.40 LT		
70				891.00	12.729		1,955.80	1,064.80	2.963	57.98
2	UNITED STATES STEEL CORP NEW	X	12/22/09	105.32	52.661	55.12	110.24	4.92 ST		
13			12/23/09	706.10	54.315	55.12	716.56	10.46 ST		
8			12/24/09	450.15	56.268	55.12	440.96	(9.19) ST		
23				1,261.57	54.851		1,267.76	6.19	.362	4.60
122	UNITEDHEALTH GROUP INC	UNH	01/24/03	2,609.19	21.386	30.48	3,718.56	1,109.37 LT		
65			04/01/09	1,344.97	20.691	30.48	1,981.20	636.23 ST		
13			10/16/09	318 63	24.51	30.48	396.24	77.61 ST		
200				4,272.79	21.364		6,096.00	1,823.21	.098	6.00
9	VARIAN SEMICONDUCTOR EQUIPMENT ASSOCS INC	VSEA	01/05/09	161.97	17.996	35.88	322.92	160.95 ST		
1			10/30/09	29.25	29.247	35.88	35.88	6.63 ST		
10				191 22	19.122		358.80	167.58		
6	VERTEX PHARMACEUTICALS INC	VRTX	11/12/08	180.37	28.729	42.85	257.10	96.73 LT		
9			11/13/08	239.66	26 628	42.85	385.65	145.99 LT		
28			11/17/08	754.95	26.962	42.85	1,199.80	444.85 LT		
43				1,154.98	26.86		1,842.55	687.57		
127 1333	VODAFONE GROUP PLC SPONS ADR NEW	VOD	05/28/02	2,199.48	17.333	23.09	2,935.51	736.03 LT		
69 8667			07/17/03	1,496.59	21.447	23.09	1,613.22	117.63 LT		
197				3,696.07	18.767		4,548.73	853.66	5.591	254.33
50	WAL-MART DE MEXICO SA DE CV SPON ADR	WMMVY	09/16/03	722.50	14.45	44.95	2,247.50	1,525.00 LT	.972	21.85

Attachment to Part II, Line 10b

05/17/2010 10:13 FAX ☒ 024/028

The Hollyfield Foundation
Attachment to Form 990-PF

76-0404874

MorganStanley SmithBarney

Ref: 00023783 00157487

Reserved Client Statement

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION *Account number 719-05214-14 789*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
23	WEYERHAEUSER CO	WY	10/18/02	$ 1,028.42	$ 44.713	$ 43.14	$ 992.22	($ 36.20) LT		
20			05/19/09	669.35	33.467	43.14	862.80	193.45 ST		
15			05/20/09	511.60	34.106	43.14	647.10	135.50 ST		
12			07/17/09	367.92	30.66	43.14	517.68	149.76 ST		
70				2,577.29	36.818		3,019.80	442.51	.463	14.00
30	WILLIAMS SONOMA INC	WSM	03/28/08	712.30	23.743	20.78	623.40	(88.90) LT	2.309	14.40
132	YAHOO INC	YHOO	03/27/09	1,758.54	13.322	16.78	2,214.96	456.42 ST		
38			12/02/09	582.57	15.33	16.78	637.64	55.07 ST		
170				2,341.11	13.771		2,852.60	511.49		

[illegible]

Unsettled purchases/sales

This section only displays transactions that have not settled during this statement period. The "Portfolio details" section includes any securities purchased and omits any securities sold or sold short as of the trade-date.

Trade Date	Settlement Date	Activity	Description	Quantity	Price	Amount
12/31/09	01/06/10	Bought	WEATHERFORD INTERNATIONAL LTD.-CHF	35	$ 18.044	$ -631.54
12/31/09	01/06/10	Bought	BAKER HUGHES INC	15	40.6961	-610.44
12/31/09	01/06/10	Bought	CONOCOPHILLIPS	15	51.1354	-767.03
12/31/09	01/06/10	Bought	HALLIBURTON CO HOLDINGS CO	35	30.3631	-1,062.71
12/31/09	01/06/10	Sold	NOVELLUS SYS INC CGMI AND/OR ITS AFFILIATES	-4	23.5167	94.06
12/31/09	01/06/10	Bought	SCHLUMBERGER LTD	5	65.5164	-327.58
12/31/09	01/06/10	Sold	XTO ENERGY INC	-32	46.8377	1,498.77
12/30/09	01/05/10	Sold	NOVELLUS SYS INC CGMI AND/OR ITS AFFILIATES	-52	23.4506	1,219.33

Attachment to Part II, Line 10b

MorganStanley SmithBarney

Reserved
Client Statement
December 1 - December 31, 2009

Ref: 00029835 00207820

THE HOLLYFIELD FOUNDATION   Account number 719-71282-13 789

Gain/loss summary		This period	This year
Realized gain or (loss)		$ 910.34	$ 830.56 LT
			$ 15,937.73 ST
Unrealized gain or (loss) to date	54,147.84		

SEPARATELY MANAGED ACCOUNTS

Consulting Group Research (CGR) rating codes (FL, AL or NL) may be shown for certain separate account managers. Please refer to the "Guide to Investment Ratings" at the end of this statement for a description of these rating codes. All research ratings represent the "opinions" of CGR and are not representations or guarantees of performance.

	Rating	Rating
Miller/Howard - Income Equity W/MLPS	AL	

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/09, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.
Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders. This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated income (annualized)
13,313.25	WESTERN ASSET MONEY MARKET FUND CLASS A	$ 13,313.25		.07 %	$ 9.31
Total money fund		$ 13,313.25	$ 0.00	.07%	$ 9.31

Attachment to Part II, Line 10b

The Hollyfield Foundation
Attachment to Form 990-PF

26-0404874

MorganStanley SmithBarney

Ref: 00029835 00207821

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION *Account number 719-71282-13 789*

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
15	AT&T INC	T	06/12/09	$373.29	$24.886	$28.03	$420.45	$47.16 ST		
40			06/16/09	877.68	24.442	28.03	1,121.20	143.51 ST		
390			07/21/09	9,812.72	24.648	28.03	10,931.70	1,318.98 ST		
445				10,963.70	24.638		12,473.35	1,509.65	5.993	747.60
55	ABBOTT LABORATORIES	ABT	01/28/03	1,941.14	35.293	53.99	2,969.45	1,028.31 LT		
160			07/21/09	7,132.48	44.578	53.99	8,638.40	1,505.92 ST		
215				9,073.62	42.203		11,607.85	2,534.23	2.903	344.00
45	ALEXANDRIA REAL EST EQUITIES	ARE	07/21/09	1,611.03	35.80	64.29	2,893.05	1,282.02 ST		
105			07/22/09	3,869.63	36.853	64.29	6,750.45	2,880.82 ST		
150				5,480.66	36.538		9,643.50	4,162.84	2.177	210.00
305	ALLSTATE CORP	ALL	07/21/09	7,533.50	24.70	30.04	9,162.20	1,628.70 ST	2.663	244.00
405	AMERICAN WTR WKS CO INC NEW	AWK	07/21/09	7,642.11	18.869	22.41	9,076.05	1,433.94 ST		
170			08/12/09	3,314.81	19.498	22.41	3,809.70	494.89 ST		
575				10,956.92	19.056		12,885.75	1,928.83	3.748	483.00
140	BCE INC-CAD NEW	BCE	07/21/09	3,060.06	21.857	27.61	3,865.40	805.35 ST		
170	BP PLC SPONS ADR	BP	08/03/09	9,319.28	54.819	57.97	9,854.90	535.62 ST	5.796	571.20
115	BANK OF MONTREAL	BMO	07/21/09	5,140.79	44.702	53.08	6,104.20	963.41 ST	4.998	304.98
290	BRISTOL MYERS SQUIBB CO	BMY	07/21/09	5,802.65	20.008	25.25	7,322.50	1,519.85 ST	5.069	371.20
515	CMS ENERGY CORP	CMS	07/21/09	6,308.60	12.249	15.66	8,064.90	1,756.30 ST	3.192	257.50
135	CHINA MOBILE LTD SPONSORED ADR	CHL	07/21/09	6,704.78	49.665	46.43	6,268.05	(436.73) ST	3.437	215.46
150	CINCINNATI FINANCIAL CORP	CINF	10/01/09	3,883.10	25.887	26.24	3,936.00	52.90 ST		
160			10/20/09	4,145.54	25.909	26.24	4,198.40	52.86 ST		
310				8,028.64	25.899		8,134.40	105.76	6.021	489.80
100	COLGATE PALMOLIVE CO	CL	07/21/09	7,361.53	73.615	82.15	8,215.00	853.47 ST	2.142	176.00
100	DIAMOND OFFSHORE DRILLING INC	DO	09/09/09	9,151.20	91.512	98.42	9,842.00	690.80 ST	.508	50.00
300	R R DONNELLEY & SONS CO	RRD	07/21/09	3,797.19	12.657	22.27	6,681.00	2,883.81 ST	4.668	312.00
420	ENERGY TRANSFER PARTNERS L P UNIT L P INT	ETP	07/21/09	18,467.40	43.97	44.97	18,887.40	420.00 ST	7.949	1,501.50
595	ENERPLUS RESOURCES FD-NEW	ERF	07/21/09	12,553.91	21.099	22.96	13,661.20	1,107.29 ST	8.824	1,205.47
690	ENTERPRISE PRODS PARTNERS L P	EPD	07/21/09	19,318.62	27.998	31.41	21,672.90	2,354.28 ST	7.035	1,524.90

Attachment to Part II, Line 10b

MorganStanley
SmithBarney

Ref: 00029835 00207822

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION *Account number 719-71282-13 789*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
230	GENUINE PARTS CO	GPC	07/21/09	$ 8,017.23	$ 34.857	$ 37.96	$ 8,730.80	$ 713.57 ST	4.216%	$ 368.00
260	HCP INC (NEW)	HCP	08/27/09	7,546.08	29.023	30.54	7,940.40	394.32 ST	6.024	478.40
107	HSBC HLDG PLC SP ADR NEW	HBC	07/21/09	4,862.72	45.446	57.09	6,108.63	1,245.91 ST	2.977	181.90
500	INTEL CORP	INTC	10/07/09	9,884.95	19.769	20.40	10,200.00	315.05 ST	2.745	280.00
50	JOHNSON & JOHNSON	JNJ	02/04/03	2,616.12	52.322	64.41	3,220.50	604.38 LT		
40			05/29/03	2,149.56	53.739	64.41	2,576.40	426.84 LT		
25			11/07/03	1,220.10	48.804	64.41	1,610.25	390.15 LT		
115			07/21/09	6,813.52	59.248	64.41	7,407.15	593.63 ST		
230				12,799.30	55.649		14,814.30	2,015.00	3.043	450.80
320	KINDER MORGAN ENERGY PRTNRS LP	KMP	07/21/09	17,365.63	54.267	60.98	19,513.60	2,147.97 ST	6.887	1,344.00
285	ELI LILLY & CO	LLY	11/19/09	10,266.58	36.024	35.71	10,177.35	(89.63) ST		
105			11/30/09	3,853.57	36.70	35.71	3,749.55	(104.02) ST		
390				14,120.15	36.207		13,926.90	(193.65)	5.488	764.40
130	MCDONALDS CORP	MCD	07/21/09	7,573.54	58.258	62.44	8,117.20	543.68 ST	3.523	286.00
35	MERCK & CO INC NEW	MRK	03/17/06	1,466.82	41.909	36.54	1,278.90	(187.92) LT		
60			04/29/09	1,438.02	23.967	36.54	2,192.40	754.38 ST		
230			07/21/09	6,734.03	29.278	36.54	8,404.20	1,670.17 ST		
325				9,638.87	29.658		11,875.50	2,236.63	4.159	494.00
370	MICROCHIP TECHNOLOGY INC	MCHP	07/21/09	9,420.09	25.459	29.05	10,748.50	1,328.41 ST	4.681	503.20
815	NISOURCE INC	NI	07/21/09	10,350.26	12.699	15.38	12,534.70	2,184.44 ST	5.981	749.80
290	NORTHEAST UTILITIES	NU	07/21/09	6,384.64	22.016	25.79	7,479.10	1,094.48 ST	3.683	275.50
75	NUSTAR ENERGY L P COM UNITS REPSTG LTD PRTNR INT	NS	11/12/09	3,962.15	52.828	56.09	4,206.75	244.60 ST	7.594	319.50
140	ONEOK PARTNERS L P	OKS	07/21/09	6,963.25	49.737	62.30	8,722.00	1,758.75 ST	6.998	610.40
275	PAYCHEX INC	PAYX	07/21/09	6,962.45	25.318	30.64	8,426.00	1,463.55 ST	4.046	341.00
295	PEPCO HOLDINGS INC	POM	07/21/09	4,023.21	13.638	16.85	4,970.75	947.54 ST	6.409	318.60
455	PFIZER INC	PFE	12/18/09	8,353.80	18.36	18.19	8,276.45	(77.35) ST	3.958	327.60
80	PLAINS ALL AMERN PIPELINE L P	PAA	10/06/09	3,822.16	47.777	52.85	4,228.00	405.84 ST	6.963	294.40
67.1857	PROCTER & GAMBLE CO	PG	02/13/03	1,982.01	29.522	60.63	4,073.47	2,091.46 LT		
7.8143			07/22/03	257.81	33.016	60.63	473.78	215.97 LT		

MorganStanley SmithBarney

Ref: 00029835 00207823

Reserved
Client Statement
December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION *Account number 719-71282-13 789*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
115	PROCTER & GAMBLE CO	PG	07/21/09	$ 6,377.61	$ 55.457	$ 60.63	$ 6,972.45	$ 594.84 ST		
190				8,617.43	45.356		11,519.70	2,902.27	2.902	334.40
275	SPECTRA ENERGY CORP	SE	07/21/09	4,806.45	17.478	20.51	5,640.26	833.80 ST	4.876	275.00
250	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	TSM	08/06/03	2,047.19	7.982	11.44	2,951.52	904.33 LT		
705			07/21/09	7,024.30	9.966	11.44	8,065.20	1,040.90 ST		
963				9,071.49	9.42		11,016.72	1,945.23	3.181	350.53
208	TELE NORTE LESTE PARTICIPACOES "TLPP"-BRL SPONSORED ADR REPSTG PFD	TNE	08/23/09	4,006.58	19.262	21.42	4,455.36	448.78 ST	11.484	511.68
280	THOMSON CORP -CAD	TRI	07/21/08	8,839.52	31.569	32.25	9,030.00	190.48 ST	3.472	313.60
285	UNILEVER NV NY SHS-NEW	UN	07/21/09	7,540.53	26.458	32.33	9,214.05	1,673.52 ST	2.858	263.34
780	WINDSTREAM CORP	WIN	07/21/09	6,290.90	8.277	10.99	8,352.40	2,061.50 ST	9.099	780.00

[illegible]

TRANSACTION DETAILS [illegible]

Investment activity

Date	Activity	Description	Quantity	Price	Amount
12/18/09	Bought	PFIZER INC	455	$ 18.36	$ -8,353.80
12/18/09	Sold	TELEFONICA S.A. SPON ADR	-75	81.93	6,144.59
Total securities bought and other subtractions					$ -8,353.80
Total securities sold and other additions					$ 6,144.59

Money fund activity

Opening money fund balance $ 13,949.93

Date	Activity	Description	Amount
12/01/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	64.38
12/02/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	468.75
12/03/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	161.50

All transactions are traded at $1.00 per share.

Date	Activity	Description	Amount
12/15/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	68.75
12/16/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	129.29
12/17/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	95.70

76-0404874

MorganStanley
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Ref: 00023755 00157144

Reserved Client
Financial Management Account

December 1 - December 31, 2009

THE HOLLYFIELD FOUNDATION — Account number 719-05062-17 769

Certificates of deposit-*continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value/ Maturity value	Unrealized Gain/(loss) Original/Adjusted		Current % Yield/ Anticip. Income (annualized)	Ordinary Income/ Capital gain/(loss)
96,000	CITIBANK, NA - NV "C"	01/06/09	$ 96,000.00	$ 100.00	100.06	$ 96,057.60	$ 57.60	ST	2.098	$ 0.00
	DTD 01/14/09 INT : MATURITY	17312QBY4	$ 96,000.00	$ 100.00	$ 1,844.20	$ 96,000.00	$ 57.60	ST	$ 2,016.00	$ 57.60
	INT: 02.100% MATY: 01/14/2010									
96,000	WESTERNBANK PUERTO RICO - PR	01/07/09	96,000.00	100.00	100.057	96,054.72	54.72	ST	2.098	0.00
	DTD 01/16/09 INT : MONTHLY	95989QRM1	96,000.00	100.00	83.37	96,000.00	54.72	ST	2,016.00	54.72
	INT: 02.100% MATY: 01/15/2010									
96,000	RBS CITIZENS, N.A. - RI	02/09/09	96,000.00	100.00	100.126	96,120.96	120.96	ST	1.440	0.00
	DTD 02/18/09 INT : MATURITY	75524KBN3	96,000.00	100.00	1,208.94	96,000.00	120.96	ST	1,392.00	120.96
	INT: 01.450% MATY: 02/18/2010									
96,000	COLE TAYLOR BANK - IL	02/09/09	96,000.00	100.00	100.136	96,130.56	130.56	ST	1.497	0.00
	DTD 02/19/09 INT : MATURITY	193296UA6	96,000.00	100.00	1,248.68	96,000.00	130.56	ST	1,440.00	130.56
	INT: 01.500% MATY: 02/19/2010									
96,000	ALLY BANK-UT(FORMERLY GMAC BK)	07/30/09	96,000.00	100.00	100.034	96,032.64	32.64	ST	.749	0.00
	DTD 08/07/09 INT : MATURITY	02004MBS1	96,000.00	100.00	289.97	96,000.00	32.64	ST	720.00	32.64
	INT: 00.750% MATY: 08/07/2010									
[illegible]	[illegible]		[illegible]		[illegible]	[illegible]	[illegible]		[illegible]	[illegible]

The Hollyfield Foundation
2009 Grant Recipient Listing

AIDS Outreach Center 801 W. Cannon Fort Worth, TX 76104	Management and care program to assist HIV clients through the medical process	509(a)(1)	2,500
AssistHers P.O. Box 541095 Houston, TX 77254	Fund food program	509(a)(1)	3,000
Bering Omega Community Services 1429 Hawthorne Houston, TX 77006	General operating funds for programs that include dental services, adult day care, housing assistance & a hospice facility	509(a)(1)	3,000
Bread of Life 1703 Gray Houston, TX 77003	HIV testing program for the homeless	509(a)(1)	1,500
Center for AIDS 1407 Hawthorne Houston, TX 77006	General funds for local resource center that provides information on care/treatment for individuals living with HIV/AIDS	509(a)(1)	3,500
Equality Texas P.O.Box 2340 Austin, TX 78768	Fund programs that address harassment in schools	509(a)(1)	3,000
Gay & Lesbian Leadership Inst. 1705 Desales St. NW, Ste. 500 Washington, DC 20036	Fund program training LGBT candidates & leaders	509(a)(1)	5,000
Houston Black Tie Dinner P.O. Box 131351 Houston, TX 77219	For general operating funds	509(a)(2)	2,000
Lambda Legal Defense & Education Fund 3500 Oak Lawn Ave., Ste. 500 Dallas, TX 75219	Underwrite cost of litigation	509(a)(1)	5,000

Lazarus House 4106 Austin Houston, TX 77004	Funding for wellness program for those suffering from cachexia	509(a)(2)	4,000
Legacy Community Health Services P.O. Box 66308 Houston, TX 77266	Funding for facial wasting	509(a)(2)	3,000
Lesbian Health Initiative P.O. Box 130158 Houston, TX 77219	Underwrite health fair & printing material	509(a)(2)	4,000
Montrose Counseling Center 401 Branard Houston, TX 77006	Fund SPRY program (mental health services for GLBT seniors)	509(a)(2)	7,500
OutYouth 909 E 49½ St Austin, TX 78751	Funding for Gay-Straight Alliances program in Texas	509(a)(1)	4,000
PFLAG Houston P.O. Box 667010 Houston, TX 77266	Funding for 'Safe School' seminars	509(a)(1)	1,500
PHYSF P.O. Box 667010 Houston, TX 77266	Scholarship fund	509(a)(2)	7,500
Pride Houston 1415 California, Ste 110 Houston, TX 77006	Help underwrite entry fees for non-profits in the annual pride parade	509(a)(2)	1,000
Servicemembers Legal Defense Network P.O.Box 65301 Washington, DC 20035	Underwrite cost of litigation	509(a)(1)	5,000
Texas Civil Rights Project 1405 Montopolis Austin, TX 78741	Underwrite cost of litigation that addresses harassment of sexual minorities in Texas schools	509(a)(1)	5,000
Transgender Legal Defense & Education Fund 26 Bowery, Ste. 3 New York, NY 10013	Project that assist transgender New Yorkers in securing legal name changes	509 (a)(1)	3,000

The University of Texas Foundation 106 E. 6th St., Ste. 800 Austin, TX 78701	Funding for program that increases awareness on campus on issues related to sexual orientation and gender identity	509 (a)(1)	2,500
Total Grants			**$76,500**