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

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

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)* ▶ $ 1,658,834.

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	39,760.	39,760.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	46,053.			
b	Gross sales price for all assets on line 6a 582,705.				
7	Capital gain net income (from Part IV, line 2)		46,053.		
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	85,813.	85,813.		
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	2,450.	1,225.		1,225.
c	Other prof fees (attach sch) See St 2	20,878.	20,878.		
17	Interest				
18	Taxes (attach schedule)(see instr) See Stm 3	1,006.	1,006.		
19	Depreciation (attach sch) and depletion				
20	Occupancy	2,978.	1,489.		1,489.
21	Travel, conferences, and meetings	1,964.	982.		982.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	3,607.	1,809.		1,798.
24	**Total operating and administrative expenses.** Add lines 13 through 23	44,883.	31,389.		13,494.
25	Contributions, gifts, grants paid Part XV	82,500.			82,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	127,383.	31,389.		95,994.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-41,570.			
b	**Net investment income** (if negative, enter -0-)		54,424.		
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	65,858.	67,843.	67,843.
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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	143,641.	244,784.	244,784.
	b	Investments – corporate stock (attach schedule) Statement 6	863,500.	952,269.	952,269.
	c	Investments – corporate bonds (attach schedule) Statement 7	576,451.	393,188.	393,188.
	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)	1,650,200.	1,658,834.	1,658,834.
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 ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	16,095.	24,729.	
	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)	1,650,200.	1,658,834.	
	31	**Total liabilities and net assets/fund balances** (see the instructions)	1,650,200.	1,658,834.	

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	1,650,200.
2	Enter amount from Part I, line 27a	2	-41,570.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	50,204.
4	Add lines 1, 2, and 3	4	1,658,834.
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	1,658,834.

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	582,705.		536,652.	46,053.
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				46,053.
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	46,053.
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	46,053.

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))
2009	90,863.	1,533,439.	0.059254
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

2	**Total** of line 1, column (d)	2	0.258929
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	0.051786
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,596,264.
5	Multiply line 4 by line 3	5	82,664.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	544.
7	Add lines 5 and 6	7	83,208.
8	Enter qualifying distributions from Part XII, line 4	8	95,994.

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)

1 a 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 ► ☒ and enter 1% of Part I, line 27b			1	544.
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	544.
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	544.
6 Credits/Payments:				
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	4.		
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	4.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	1.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	541.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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? *If 'Yes,' attach a detailed description of the activities.*	2		X
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? *If 'Yes,' attach the statement required by General Instruction T*	5		X
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 2010 or the taxable year beginning in 2010 (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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			Yes	No
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)?		1b		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 2010?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ **Yes** ☒ **No**			
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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__				
3 a 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 2010 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 2010)*		3b	N/A	
4 a 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 2010?		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** X (No)

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See 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	1,598,424.
b	Average of monthly cash balances		1b	22,149.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,620,573.
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	1,620,573.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	24,309.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,596,264.
6	**Minimum investment return.** Enter 5% of line 5		6	79,813.

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	79,813.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 544.		
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	544.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	79,269.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	79,269.
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	79,269.

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	95,994.
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	95,994.
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	544.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	95,450.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					79,269.
2 Undistributed income, if any, as of the end of 2010:					
a Enter amount for 2009 only				0.	
b Total for prior years: 20____, 20____, 20____			0.		
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006	5,585.				
c From 2007	815.				
d From 2008	2,816.				
e From 2009	14,249.				
f **Total** of lines 3a through e		23,465.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► $ 95,994.					
a Applied to 2009, 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 2010 distributable amount					79,269.
e Remaining amount distributed out of corpus		16,725.			
5 Excess distributions carryover applied to 2010 . *(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		40,190.			
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 2009 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		40,190.			
10 Analysis of line 9:					
a Excess from 2006	5,585.				
b Excess from 2007	815.				
c Excess from 2008	2,816.				
d Excess from 2009	14,249.				
e Excess from 2010	16,725.				

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 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test — enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number 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	82,500.
Total			► **3a**	82,500.
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		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	39,760.	
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	46,053.	
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)				85,813.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 85,813.

(See worksheet in line 13 instructions to verify calculations)

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

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

Sign Here

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

Signature of officer or trustee: Shirley S. Wood
Date: 6/25/11
Title: Treasurer

Paid Preparer Use Only

Print/Type preparer's name Jody Blazek	Preparer's signature CPA	Date 6/24/11	Check if ☒ if self-employed	PTIN N/A
Firm's name ▶ Blazek & Vetterling			Firm's EIN ▶ N/A	
Firm's address ▶ 2900 Weslayan, Suite 200 Houston, TX 77027-5132			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	$ 2,450.	$ 1,225.		$ 1,225.
Total	$ 2,450.	$ 1,225.		$ 1,225.

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	$ 20,878.	$ 20,878.		
Total	$ 20,878.	$ 20,878.		$ 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
Foreign tax	$ 850.	$ 850.		
Property tax	156.	156.		
Total	$ 1,006.	$ 1,006.		$ 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
Bank fees	$ 12.	$ 12.		
Computer/website	1,808.	904.		$ 904.
Postage and delivery	284.	142.		142.
Supplies	197.	98.		99.
Telephone	1,306.	653.		653.
Total	$ 3,607.	$ 1,809.		$ 1,798.

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	Mkt Val	$ 244,784.	$ 244,784.
		$ 244,784.	$ 244,784.
	Total	$ 244,784.	$ 244,784.

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	$ 952,269.	$ 952,269.
	Total	$ 952,269.	$ 952,269.

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

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
Ally Bank-UT DTD .45% 2/11/11	Mkt Val	$ 99,982.	$ 99,982.
Citibank, NA 1.2% 2/17/12	Mkt Val	99,940.	99,940.
Citibank, NA 1.75% 2/25/13	Mkt Val	96,399.	96,399.
Barclays Bank DE, 2.3% 2/24/14	Mkt Val	96,867.	96,867.
	Total	$ 393,188.	$ 393,188.

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

Other Securities	Valuation Method	Book Value	Fair Market Value
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.	$ 50,204.
Total	$ 50,204.

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
Mark Wood P O Box 66722 Houston, TX 77266	Chairman 2.00	$ 0.	$ 0.	$ 0.
Kerri J. Dorman P O Box 66722 Houston, TX 77266	Vice-Chair 2.00	0.	0.	0.
Todd Amdor P O Box 66722 Houston, TX 77266	Secretary 2.00	0.	0.	0.
Mary Ann McBee P O Box 66722 Houston, TX 77266	Treasurer 2.00	0.	0.	0.
Greg Barbutti P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Janine M. Brunjes 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.
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.

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.
Wendy Harshbarger P O Box 66722 Houston, TX 77266	Executive Direc 8.00	12,000.	0.	0.
	Total	$ 12,000.	$ 0.	$ 0.

Part XV - Grants and Contributions Paid During the Year 2010

Recipient	Purpose	Tax Status	Amount Paid 2010
AIDS Foundation Houston 3202 Weslayan Houston, TX 77027	Program Support	509 (a)(1)	$2,000
AIDS Research of Rural Texas 250 Santa Fe Drive, Ste 101 Weatherford, TX 76086	General Support	509 (a)(1)	$3,000
AssistHers P O Box 541095 Houston, TX 77254	General Support	509 (a)(1)	$2,000
Bayou City Performing Arts P O. Box 541004 Houston, TX 77254	Contribution	509 (a)(2)	$2,000
Center for AIDS 1407 Hawthorne Houston, TX 77006	General Support	509 (a)(1)	$5,000
Equality Texas Foundation P O. Box 2340 Austin, TX 78768	Program Support	509 (a)(1)	$2,000
Gay & Lesbian Leadership Institution 1705 Desales St NW, Ste 500 Washington, DC 20036	Program Support	509 (a)(1)	$5,000
Houston Lesbian & Gay Community Center P O. Box 2304 Houston, TX 77252	General Support	509 (a)(1)	$2,900
Kid Thrive c/o Triskeles Foundation 2525 Robinhood Houston, TX 77005	Program Support	509 (a)(1)	$3,000
Lambda Legal Defense & Education Fund 3500 Oak Lawn Ave, Ste 500 Dallas, TX 75219	General Support	509 (a)(1)	$5,000
Lazarus House 4106 Austin Houston, TX 77004	Program Support	509 (a)(1)	$4,000

Part XV - Grants and Contributions Paid During the Year 2010

Recipient	Purpose	Tax Status	Amount Paid 2010
Legacy Community Health Services P.O. Box 66308 Houston, TX 77266	Program Support	509 (a)(2)	$3,000
Lesbian Health Initiative P.O. Box 130158 Houston, TX 77219	Program Supprt	509 (a)(1)	$4,000
Montrose Counseling Center 401 Branard Houston, TX 77006	Program Support	509 (a)(2)	$5,000
Pet Patrol 1809 W 14 ½ Street Houston, TX 77008	Program Support	509 (a)(1)	$1,500
PFLAG Houston P O. Box 6834 Houston, TX 77266	General Support	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	General Support	509 (a)(1)	$3,000
Project Transitions P O. Box 4826 Austin, TX 78765	General Support	509 (a)(1)	$3,100
Servicemembers Legal Defense Network P O. Box 65301 Washington, DC 20035	General Support	509 (a)(1)	$2,500
Texas Civil Rights Project 1405 Montopolis Austin, TX 78741	General Support	509 (a)(2)	$6,000
Texas Freedom Network P O. Box 1624 Austin, TX 78767	Program Support	509 (a)(1)	$1,500

Part XV - Grants and Contributions Paid During the Year 2010

Recipient	Purpose	Tax Status	Amount Paid 2010
The University of Texas Foundation 106 E 6th St, Ste 800 Austin, TX 78701	Program Support	509 (a)(1)	$5,000
Unhinged Productions P O Box 66088 Houston, TX	Program Support 77266	509 (a)(1)	$3,000
	Total:		**$82,500**

MorganStanley
SmithBarney

Reserved
Client Statement
December 1 - December 31, 2010

THE HOLLYFIELD FOUNDATION *Account number*

ommon stocks & options *continued*

ıantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
12	ALLIED WORLD ASSURANCE CO HLDGS	AWH	04/20/09	$ 454.01	$ 37 834	$ 59 44	$ 713 28	$ 259.27 LT		
15			05/19/10	683 14	45 542	59 44	891 60	208.46 ST		
27				1,137.15	42 117		1,604 88	467 73	1.345	21.60
84	WEATHERFORD INTERNATIONAL LTD -CHF	WFT	04/01/09	962 16	11 454	22 80	1,915 20	953.04 LT		
35			12/31/09	631 54	18.044	22 80	798 00	166 46 ST		
43			06/25/10	621 78	14 46	22.80	980 40	358 62 ST		
162				2,215 48	13.676		3,693 60	1,478 12		
9	UBS AG (NEW)	UBS	05/28/03	233 48	25 942	16 47	148 23	(85 25) LT		
85			07/17/09	1,137.30	13.38	16 47	1,399 95	262.65 LT		
6			06/25/10	83 34	13 89	16 47	98 82	15 48 ST		
100				1,454 12	14 541		1,647 00	192 88		
37	ASML HLDG NV NEW YORK REG Exchange rate 1 3363000 Shares traded in EURO Monetary Unit	ASML	01/22/09	580.60	15 691	38 34	1,418 58	837 98 LT	594	8.44
37	AT&T INC	T	06/15/09	904 37	24.442	29 38	1,087 06	182 69 LT		
13			06/25/10	323 44	24 88	29 38	381 94	58 50 ST		
50				1,227 81	24.556		1,469.00	241 19	5 854	86 00
20	AKAMAI TECHNOLOGIES INC	AKAM	07/30/09	330 28	16.514	47 05	941 00	610.72 LT		
20			08/18/09	356 88	17 843	47 05	941.00	584.12 LT		
15			08/06/10	592 32	39 488	47 05	705 75	113 43 ST		
55				1,279 48	23 263		2,587 75	1,308 27		
28	AMAZON COM INC	AMZN	04/28/05	909 42	32 479	180.00	5,040 00	4,130 58 LT		
33	AMGEN INC	AMGN	04/15/08	1,424 23	43 158	54 90	1,811 70	387 47 LT		
20			07/17/09	1,175 40	58 77	54 90	1,098 00	(77 40) LT		
53				2,599 63	49 05		2,909 70	310 07		
63	ANADARKO PETROLEUM CORP	APC	09/25/06	2,621 43	41 61	76 16	4,798 08	2.176 65 LT		
12			08/24/09	651 15	54 262	76 16	913 92	262 77 LT		
75				3,272 58	43 634		5,712 00	2,439 42	.472	27 00
9	ANHEUSER-BUSCH INBEV SPONS ADR	BUD	12/02/10	516 86	57 428	57 09	513 81	(3 05) ST		
8			12/03/10	463 76	57 97	57 09	456 72	(7 04) ST		
17				980 62	57 684		970 53	(10 09)	676	6 56
9	APACHE CORP	APA	07/23/10	827 05	91 893	119 23	1,073 07	246 02 ST		
1			08/12/10	93.05	93 05	119 23	119 23	26 18 ST		
8			11/29/10	860 38	107 547	119 23	953 84	93 46 ST		
18				1,780.48	98 916		2,146 14	365 66	.503	10 80

MorganStanley
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Reserved
Client Statement
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THE HOLLYFIELD FOUNDATION *Account number*

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
55	APPLIED MATERIALS INC DELAWARE	AMAT	08/10/07	$ 1,203 95	$ 21 89	$ 14 05	$ 772 75	($ 431.20) LT		
30			04/29/08	570 77	19.025	14.05	421 50	(149.27) LT		
55			08/05/09	759 89	13 816	14 05	772 75	12 86 LT		
20			06/25/10	254 60	12 73	14 05	281.00	26.40 ST		
160				**2,789.21**	**17 433**		**2,248.00**	**(541 21)**	**1.992**	**44 80**
80	ATLAS COPCO AB SPONS ADR NEW RPSTG CL B -USD	ATLCY	09/17/09	**973 40**	12 167	22.53	**1,802 40**	**829.00** LT	**1.211**	**21.84**
35	AUTODESK INC	ADSK	08/08/06	1,159.45	33.127	38 20	1,337.00	177.55 LT		
35			07/17/09	655.90	18.74	38.20	1,337.00	681 10 LT		
70				**1.815 35**	**25.934**		**2,674.00**	**858 65**		
3	AXA S.A SPONS ADR	AXAHY	09/24/02	28 62	9 539	16 65	49.95	21.33 LT		
20			01/15/08	784.62	39 23	16 65	333 00	(451 62) LT		
25			01/23/08	797.34	31.893	16 65	416.25	(381 09) LT		
32			07/17/09	600.96	18.78	16.65	532 80	(68 16) LT		
20			06/25/10	329.60	16 48	16 65	333.00	3 40 ST		
100				**2,541 14**	**25 411**		**1,665 00**	**(876.14)**	**3.513**	**58.50**
20	BASF SE COMMON STOCK	BASFY	06/03/02	458 00	22 90	79 96	1,599 20	1,141.20 LT		
5			11/05/10	403.75	80 749	79 96	399 80	(3 95) ST		
25				**861.75**	**34 47**		**1,999 00**	**1,137.25**	**2 022**	**40.43**
33	THE BABCOCK & WILCOX COMPANY	BWC	11/14/08	**252 32**	7 761	25 59	**844 47**	**592 15** LT		
17	BAKER HUGHES INC	BHI	09/18/08	1,097.80	64 576	57 17	971 89	(125 91) LT		
15			12/31/09	610.44	40 696	57 17	857 55	247.11 ST		
5			06/03/10	199.56	39 911	57 17	285.85	86.29 ST		
37				**1,907.80**	**51.562**		**2,115.29**	**207 49**	**1.049**	**22.20**
80	BANK OF AMERICA CORP	BAC	07/17/09	**1,030 20**	12 877	13 34	**1,067 20**	**37 00** LT	**.299**	**3 20**
8	BANK NEW YORK MELLON CORP	BK	08/24/10	195 06	24 382	30 20	241.60	46 54 ST		
7			08/25/10	169 06	24.151	30 20	211 40	42 34 ST		
10			08/26/10	241 84	24.184	30.20	302 00	60 16 ST		
5			08/27/10	122 63	24.525	30 20	151 00	28 37 ST		
10			08/30/10	245 05	24 504	30.20	302 00	56 95 ST		
10			08/31/10	241 84	24 183	30.20	302 00	60 16 ST		
3			09/01/10	74 89	24.964	30 20	90.60	15 71 ST		
12			09/03/10	311 26	25 938	30 20	362 40	51.14 ST		
65				**1,601 63**	**24 64**		**1,963 00**	**361.37**	**1.192**	**23.40**

MorganStanley
SmithBarney

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Client Statement
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THE HOLLYFIELD FOUNDATION *Account number*

ommon stocks & options *continued*

antity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
22	BED BATH & BEYOND	BBBY	01/11/05	$ 880 24	$ 40 011	$ 49 15	$ 1,081 30	$ 201.06 LT		
45			03/06/08	1,264 22	28.093	49.15	2,211.75	947.53 LT		
67				**2,144 46**	**32 007**		**3,293.05**	**1,148.59**		
25	BERKSHIRE HATHAWAY INC CL B	BRKB	09/10/03	**1,258 51**	50 34	80.11	**2,002.75**	**744 24** LT		
10	BHP BILLITON LTD SPONS ADR	BHP	12/23/09	**753 87**	75.386	92 92	**929 20**	**175 33** LT	**1.872**	**17.40**
14	BIOGEN IDEC INC	BIIB	01/09/04	589.09	42 077	67 05	938.70	349 61 LT		
80			05/15/06	3,715 38	46 442	67.05	5,364 00	1,648 62 LT		
16			06/25/10	800.96	50 06	67 05	1,072 80	271.84 ST		
110				**5,105.43**	**46 413**		**7,375.50**	**2,270 07**		
5	BLACKROCK INC	BLK	04/08/09	642 62	128.523	190 58	952.90	310 28 LT		
5			05/21/10	821 32	164 264	190.58	952 90	131.58 ST		
11			11/09/10	1,829 04	166 276	190 58	2,096 38	267 34 ST		
21				**3,292 98**	**156 809**		**4,002 18**	**709.20**	**2.098**	**84.00**
14	BOEING CO	BA	10/25/05	934 44	66 746	65 26	913.64	(20.80) LT		
10			09/21/10	642 28	64 228	65.26	652 60	10.32 ST		
24				**1,576.72**	**65 697**		**1,566.24**	**(10 48)**	**2 574**	**40 32**
50	BROADCOM CORP CL A	BRCM	07/21/06	**1,187 83**	23 756	43.55	**2,177.50**	**989 67** LT	**734**	**16.00**
34	CRH PLC ADR-USD	CRH	09/30/02	393 04	11.56	20 80	707.20	314 16 LT		
30			07/17/09	707.40	23.58	20.80	624 00	(83.40) LT		
16			06/25/10	356 00	22 25	20 80	332 80	(23.20) ST		
80				**1,456 44**	**18 206**		**1,664 00**	**207.56**	**3.875**	**64.48**
22	CVS CAREMARK CORP	CVS	01/09/09	576 24	26 192	34 77	764.94	188.70 LT		
20			05/28/09	586 94	29 347	34 77	695 40	108 46 LT		
18			11/19/09	556.97	30 942	34.77	625 86	68 89 LT		
24			11/20/09	754.59	31 441	34 77	834 48	79 89 LT		
9			11/02/10	276 01	30 668	34.77	312.93	36.92 ST		
93				**2,750 75**	**29 578**		**3,233 61**	**482 86**	**1 006**	**32.55**
10	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	CVC	09/16/02	23 07	2 306	33.84	338.40	315.33 LT		
90			04/09/08	1,763 63	19 595	33 84	3,045 60	1,281 97 LT		
100				**1,786 70**	**17 867**		**3,384 00**	**1,597 30**	**1 477**	**50 00**
37	CANON INC ADR	CAJ	05/13/04	**1,204 12**	32 543	51 34	**1,899 58**	**695 46** LT	**2 323**	**44.14**
4	CARNIVAL CORP (PAIRED STOCK)	CCL	04/17/09	108 76	27 19	46.11	184.44	75 68 LT		
18			04/20/09	459 33	25 518	46 11	829 98	370 65 LT		

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8	CARNIVAL CORP (PAIRED STOCK)	CCL	06/28/10	$ 259 06	$ 32 382	$ 46 11	$ 368 88	$ 109 82 ST		
30				**827 15**	**27.572**		**1,383.30**	**556 15**	**867**	**12 00**
25	CELGENE CORP	CELG	05/28/09	1,040 36	41 614	59 14	1,478.50	438.14 LT		
22			10/12/09	1,212.71	55 123	59 14	1,301 08	88.37 LT		
47				**2,253.07**	**47.938**		**2,779 58**	**526 51**		
26	CHUBB CORP	CB	02/27/03	610.33	23 474	59 64	1,550 64	940.31 LT		
14			06/25/10	729.82	52.13	59 64	834.96	105.14 ST		
40				**1,340 15**	**33 504**		**2,385 60**	**1,045.45**	**2 481**	**59.20**
100	CISCO SYS INC	CSCO	10/04/05	1,769.60	17.696	20.23	2,023 00	253 40 LT		
110			10/05/05	1,942 70	17 66	20 23	2,225 30	282.60 LT		
30			06/25/10	670 80	22 36	20 23	606 90	(63.90) ST		
240				**4,383.10**	**18 263**		**4,855 20**	**472.10**		
20	CITRIX SYSTEMS INC	CTXS	10/14/10	1,172.85	58 642	68 41	1,368 20	195.35 ST		
1			11/16/10	63 19	63 186	68 41	68 41	5.22 ST		
21				**1,236 04**	**58.859**		**1,436.61**	**200.57**		
62	COCA-COLA CO	KO	01/24/05	2,541.37	40 989	65 77	4,077.74	1,536.37 LT		
8			06/25/10	407.52	50 94	65 77	526 16	118 64 ST		
70				**2,948 89**	**42 127**		**4,603 90**	**1,655.01**	**2.675**	**123.20**
71	COMCAST CORP CL A - SPL	CMCSK	09/22/03	1,380 84	19.448	20 81	1,477 51	96.67 LT		
155			03/14/08	2,885.06	18 613	20.81	3,225.55	340.49 LT		
33			10/05/09	480 57	14 562	20 81	686.73	206.16 LT		
259				**4,746 47**	**18 326**		**5,389 79**	**643.32**	**1.816**	**97.90**
10	CONOCOPHILLIPS	COP	08/25/09	453.86	45 386	68.10	681 00	227 14 LT		
5			09/25/09	226 45	45 29	68.10	340 50	114 05 LT		
15			12/31/09	767 03	51 135	68 10	1,021.50	254 47 ST		
30				**1,447 34**	**48 245**		**2,043 00**	**595 66**	**3 23**	**66 00**
9	CREE INC	CREE	07/30/02	140 01	15 556	65 89	593 01	453.00 LT		
6			08/05/10	419 85	69 975	65 89	395 34	(24.51) ST		
20			09/16/10	1,022 65	51 132	65 89	1,317 80	295 15 ST		
35				**1,582.51**	**45.215**		**2,306 15**	**723 64**		
87	DANONE SPONS ADR	DANOY	06/04/02	582 90	6 70	12 65	1,100 55	517.65 LT		
13			06/25/10	142 74	10 98	12 65	164 45	21 71 ST		
100				**725 64**	**7.256**		**1,265 00**	**539.36**	**1.596**	**20.20**
13	DEERE & CO	DE	12/03/09	706 86	54 374	83 05	1,079 65	372.79 LT		
12			12/04/09	660 73	55 06	83 05	996 60	335 87 LT		

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5	DEERE & CO	DE	12/08/09	$ 264 66	$ 52.932	$ 83.05	$ 415.25	$ 150 59 LT		
30				**1,632 25**	**54 408**		**2,491 50**	**859.25**	**1 685**	**42.00**
25	DEVON ENERGY CORP NEW	DVN	08/11/09	1,606 23	64 249	78 51	1,962 75	356 52 LT		
5			06/25/10	320 00	64 00	78 51	392.55	72 55 ST		
30				**1,926.23**	**64 208**		**2,355.30**	**429 07**	**.815**	**19.20**
2	DIAGEO PLC SPON ADR-NEW	DEO	07/26/02	95 52	47 761	74 33	148 66	53 14 LT		
20			05/02/03	878.20	43 91	74.33	1,486.60	608 40 LT		
22				**973 72**	**44 26**		**1,635 26**	**661 54**	**3 18**	**52.01**
35	WALT DISNEY CO	DIS	09/18/02	540 46	15 441	37 51	1,312 85	772 39 LT		
85			01/05/06	2,053 92	24 163	37 51	3,188.35	1,134 43 LT		
120				**2,594 38**	**21 62**		**4,501 20**	**1,906 82**	**1 066**	**48 00**
34	DIRECTV CL A	DTV	03/31/08	**662 05**	19 545	39.93	**1,357.62**	**695.57** LT		
20	DOLBY LABORATORIES INC CLASS A	DLB	10/30/08	**612 52**	30 626	66 70	**1,334 00**	**721.48** LT		
22	DOVER CORP	DOV	10/10/07	**1,097 68**	49 894	58 45	**1,285 90**	**188 22** LT	**1 881**	**24 20**
79	EBAY INC	EBAY	02/22/08	2,142 61	27 121	27 83	2,198 57	55 96 LT		
40			07/25/08	1,008 61	25 215	27.83	1,113 20	104 59 LT		
17			12/21/09	387.58	22 799	27 83	473.11	85 53 LT		
15			12/22/09	342 65	22 843	27 83	417.45	74 80 LT		
23			12/23/09	550 39	23 93	27 83	640 09	89 70 LT		
26			06/25/10	545.74	20 99	27.83	723.58	177.84 ST		
30			08/06/10	638.05	21 268	27 83	834.90	196 85 ST		
230				**5,615 63**	**24 416**		**6,400 90**	**785 27**		
9	EMCOR GROUP INC	EME	09/16/10	**213.75**	23 749	28 98	**260 82**	**47 07** ST		
40	EMERSON ELECTRIC CO	EMR	05/06/03	**1,040.81**	26 02	57 17	**2,286.80**	**1,245 99** LT	**2 413**	**55.20**
35	ERICSSON L M TEL CO CL B ADR NEW -USD-	ERIC	12/23/09	323 94	9 255	11 53	403 55	79 61 LT		
41			01/25/10	401 78	9 799	11 53	472 73	70 95 ST		
84			01/26/10	816 94	9 725	11 53	968 52	151 58 ST		
160				**1,542 66**	**9 642**		**1,844 80**	**302 14**	**1.682**	**31 04**
100	EXPEDIA INC	EXPE	06/25/08	2,007 39	20 073	25 09	2,509 00	501 61 LT		
10			06/25/10	196 20	19 62	25 09	250 90	54 70 ST		
110				**2,203.59**	**20 033**		**2,759 90**	**556 31**	**1.115**	**30 80**
4	FIRST SOLAR INC	FSLR	02/25/09	439 10	109 774	130 14	520 56	81 46 LT		
2			07/17/09	289 26	144 63	130 14	260.28	(28 98) LT		
4			03/18/10	459 79	114 946	130.14	520 56	60 77 ST		

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5	FIRST SOLAR INC	FSLR	07/01/10	$ 576 74	$ 115 347	$ 130 14	$ 650.70	$ 73.96 ST		
2			11/18/10	248 08	124.038	130 14	260.28	12.20 ST		
3			11/29/10	367 18	122 392	130 14	390 42	23 24 ST		
20				**2,380.15**	**119 008**		**2,602.80**	**222.65**		
9	FLUOR CORP NEW	FLR	02/09/09	374 75	41.638	66.26	596 34	221.59 LT		
22			02/10/09	938 97	42 68	66.26	1,457 72	518.75 LT		
15			04/07/09	561.55	37.436	66.26	993 90	432.35 LT		
8			05/19/10	384 14	48 017	66 26	530 08	145 94 ST		
6			06/25/10	267 30	44 55	66 26	397 56	130 26 ST		
60				**2,526 71**	**42 112**		**3,975 60**	**1,448 89**	**.754**	**30 00**
2	FOREST LABORATORIES INC	FRX	02/11/05	83.74	41 869	31 98	63.96	(19.78) LT		
95			12/27/07	3,512 80	36 976	31.98	3,038 10	(474.70) LT		
97				**3,596 54**	**37 078**		**3,102 06**	**(494.48)**		
14	FRANKLIN RESOURCES INC	BEN	07/17/09	**1,016 82**	72 63	111 21	**1,556 94**	**540 12** LT	**.899**	**14 00**
23	FREEPORT MCMORAN COPPER & GOLD CL B	FCX	02/20/09	**651.31**	28.318	120 09	**2,762 07**	**2,110.76** LT	**1.665**	**46 00**
47	GAP INC DELAWARE	GPS	01/10/08	**845 58**	17.991	22 14	**1,040 58**	**195.00** LT	**1 806**	**18.80**
19	GENERAL ELECTRIC CO	GE	07/01/02	550 90	28 994	18.29	347 51	(203.39) LT		
75			11/17/03	2,075 87	27 678	18.29	1,371.75	(704 12) LT		
60			01/11/07	2,259 93	37 665	18 29	1,097.40	(1,162.53) LT		
24			11/02/10	381 86	15.91	18 29	438 96	57 10 ST		
178				**5,268 56**	**29 599**		**3,255 62**	**(2,012.94)**	**3 061**	**99 68**
54	GENZYME CORP	GENZ	06/25/02	**1,028 40**	19.044	71 20	**3,844 80**	**2,816 40** LT		
15	GLAXOSMITHKLINE PLC SP ADR	GSK	05/19/04	641 82	42 787	39 22	588 30	(53.52) LT		
29			01/20/10	1,218.60	42 02	39 22	1,137 38	(81 22) ST		
6			06/25/10	207.96	34.66	39 22	235.32	27.36 ST		
50				**2,068 38**	**41 368**		**1,961.00**	**(107.38)**	**5.096**	**99 95**
4	GOOGLE INC CLASS A	GOOG	10/23/08	1,397 06	349 265	593 97	2,375 88	978.82 LT		
1			06/25/10	475.74	475 74	593 97	593 97	118.23 ST		
5				**1,872 80**	**374 56**		**2,969.85**	**1,097.05**		
67	GRUPO TELEVISA SA DE CV SPON ADR	TV	09/16/02	**490 29**	7 317	25 93	**1,737.31**	**1,247.02** LT	**.593**	**10 32**
19	HSBC HLDG PLC SP ADR NEW	HBC	05/24/02	**1,178 95**	62 05	51 04	**969 76**	**(209 19)** LT	**3.33**	**32.30**
25	HALLIBURTON CO HOLDINGS CO	HAL	08/06/09	549 44	21.977	40 83	1,020.75	471 31 LT		
35			12/31/09	1,062 71	30 363	40 83	1,429.05	366 34 ST		
60				**1,612 15**	**26 869**		**2,449 80**	**837.65**	**881**	**21.60**

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4	HESS CORP	HES	07/20/09	$ 206 60	$ 51 651	$ 76.54	$ 306 16	$ 99.56 LT		
20			07/31/09	1,104 83	55 241	76 54	1,530 80	425 97 LT		
10			08/17/09	491 63	49.162	76 54	765.40	273.77 LT		
6			06/25/10	324 12	54.02	76.54	459 24	135 12 ST		
40				**2,127 18**	**53 18**		**3,061.60**	**934 42**	**522**	**16 00**
52	HOME DEPOT INC	HD	04/25/08	1,518 20	29 196	35 06	1,823.12	304 92 LT		
75			05/27/08	2,019 33	26.924	35.06	2,629 50	610 17 LT		
13			06/25/10	391 43	30.11	35 06	455.78	64 35 ST		
140				**3,928 96**	**28 064**		**4,908 40**	**979 44**	**2 695**	**132 30**
45	HONDA MOTOR CO LTD ADR-NEW	HMC	10/29/03	897 76	19 95	39.50	1,777 50	879.74 LT		
5			10/30/03	102 86	20 572	39.50	197 50	94 64 LT		
10			06/25/10	301 80	30 18	39.50	395 00	93.20 ST		
60				**1,302.42**	**21.707**		**2,370 00**	**1,067 58**	**1.225**	**29.04**
7	HONEYWELL INTL INC	HON	01/30/03	164 26	23 465	53.16	372 12	207 86 LT		
30			05/01/03	709 13	23 637	53 16	1,594.80	885 67 LT		
37				**873 39**	**23 605**		**1,966 92**	**1,093 53**	**2.276**	**44.77**
470	HONG KONG&CHINA GAS SP ADR	HOKCY	06/19/03	**451.99**	961	2.33	**1,095.10**	**643 11** LT	**1.802**	**19.74**
17	HUTCHISON WHAMPOA LTD-ADR	HUWHY	08/12/02	566 10	33.30	51 41	873 97	307 87 LT		
20			05/20/03	585 00	29.25	51.41	1,028 20	443.20 LT		
37				**1,151 10**	**31 111**		**1,902 17**	**751 07**	**2 083**	**39.63**
15	ICON PLC SPONSORED ADR	ICLR	04/21/10	417 00	27.80	21 90	328 50	(88 50) ST		
13			04/21/10	361 40	27.80	21.90	284 70	(76 70) ST		
6			06/10/10	160 49	26.747	21 90	131 40	(29.09) ST		
1			06/14/10	28 27	28 272	21.90	21 90	(6.37) ST		
1			06/15/10	29 15	29 154	21.90	21 90	(7 25) ST		
4			06/25/10	119 60	29 90	21.90	87 60	(32 00) ST		
40				**1,115 91**	**27 898**		**876 00**	**(239.91)**		
24	IMMUNOGEN INC	IMGN	10/14/10	177 37	7 39	9 26	222.24	44 87 ST		
4			10/15/10	30 95	7.737	9 26	37 04	6 09 ST		
21			10/18/10	163 15	7.769	9.26	194 46	31 31 ST		
14			10/19/10	107.73	7.695	9 26	129 64	21.91 ST		
3			10/20/10	23 63	7 877	9.26	27 78	4 15 ST		
3			10/21/10	23 64	7 881	9 26	27 78	4 14 ST		
7			10/26/10	56 05	8.006	9 26	64 82	8.77 ST		
4			10/27/10	31 79	7 946	9 26	37 04	5 25 ST		

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1	IMMUNOGEN INC	IMGN	11/08/10	$ 7 92	$ 7 921	$ 9.26	$ 9.26	$ 1 34 ST		
4			11/16/10	31 06	7 765	9.26	37.04	5.98 ST		
85				653 29	7 686		787.10	133.81		
42	ING GROEP NV SPONS ADR	ING	07/17/09	465 68	11 087	9.79	411.18	(54 50) LT		
168			12/17/09	1,052 73	6 266	9.79	1,644 72	591 99 LT		
210				1,518 41	7.231		2,055.90	537.49		
50	INTEL CORP	INTC	08/06/02	872 91	17 458	21.03	1,051 50	178.59 LT	2 995	31.50
37	ISIS PHARMACEUTICALS	ISIS	10/14/10	319 52	8 635	10.12	374.44	54 92 ST		
28			10/19/10	262.40	9.371	10.12	283.36	20 96 ST		
3			11/04/10	28.17	9.389	10 12	30.36	2 19 ST		
68				610.09	8 972		688.16	78.07		
12	JPMORGAN CHASE & CO	JPM	09/06/07	531 13	44.26	42.42	509.04	(22 09) LT		
40			05/21/08	1,717.27	42.931	42.42	1,696 80	(20 47) LT		
12			09/18/08	419 88	34 989	42 42	509 04	89 16 LT		
11			10/29/10	412 83	37 53	42 42	466 62	53.79 ST		
12			12/16/10	478.48	39.873	42.42	509 04	30 56 ST		
87				3,559.59	40.915		3,690.54	130.95	.471	17 40
10	JACOBS ENGINEERING GROUP INC	JEC	08/17/09	425.26	42 525	45 85	458 50	33.24 LT		
72	JOHNSON & JOHNSON	JNJ	02/06/06	4,095.98	56 888	61.85	4,453.20	357 22 LT		
15			09/09/09	914 25	60 949	61 85	927.75	13 50 LT		
87				5,010.23	57.589		5,380.95	370 72	3.492	187.92
3	JONES LANG LASALLE INC	JLL	07/01/09	99 61	33 204	83.92	251.76	152 15 LT		
15			07/02/09	495 79	33 052	83.92	1,258.80	763 01 LT		
18				595 40	33 078		1,510.56	915 16	.238	3.60
94	JUNIPER NETWORKS INC	JNPR	02/19/09	1,402.20	14.917	36.92	3,470.48	2,068.28 LT		
110	KEYCORP -NEW	KEY	10/28/09	613.76	5.579	8 85	973.50	359.74 LT	.451	4.40
24	KONINKLIJKE PHILIPS ELECTRONCIS NS SPON ADR NEW	PHG	09/24/02	330.00	13.75	30.70	736.80	406 80 LT		
15			07/17/09	307 20	20 48	30.70	460 50	153.30 LT		
1			03/31/10	33 54	33 54	30.70	30.70	(2 84) ST		
40				670 74	16 769		1,228 00	557 26	2 583	31.72
5	L 3 COMMUNICATIONS HLDGS INC	LLL	07/18/02	237 68	47.535	70 49	352.45	114.77 LT		
25			07/07/03	1,108 85	44 353	70.49	1,762 25	653 40 LT		
30				1,346 53	44 884		2,114 70	768 17	2.269	48 00
60	LAWSON SOFTWARE INC NEW	LWSN	01/06/09	314.96	5.249	9 25	555 00	240 04 LT		

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53	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A	LINTA	07/15/04	$ 877.27	$ 16.552	$ 15.77	$ 835 81	($ 41.46) LT		
47			03/17/08	754 32	16 049	15.77	741.19	(13.13) LT		
100				**1,631 59**	**16.316**		**1,577 00**	**(54.59)**		
30	LIBERTY MEDIA HLDG CORP CAP SER A	LCAPA	07/17/09	**401 10**	13 37	62.56	**1,876 80**	**1,475 70** LT		
5	MATTEL INC DE	MAT	10/21/09	98 73	19 745	25.43	127 15	28.42 LT		
5			10/22/09	98 75	19 749	25 43	127 15	28 40 LT		
5			10/23/09	98.58	19 715	25.43	127 15	28 57 LT		
15			12/22/09	299 98	19 998	25 43	381 45	81.47 LT		
10			10/19/10	229 20	22 919	25 43	254.30	25 10 ST		
5			10/27/10	115.74	23 148	25.43	127 15	11 41 ST		
3			10/28/10	69 45	23 149	25 43	76 29	6 84 ST		
48				**1,010 43**	**21 051**		**1,220 64**	**210.21**	**3 263**	**39 84**
67	MCDERMOTT INTERNATIONAL INC	MDR	11/14/08	**279 60**	4 173	20 69	**1,386.23**	**1,106 63** LT		
24	MERCK & CO INC NEW	MRK	04/29/09	575 21	23 967	36 04	864 96	289.75 LT		
40			05/13/09	1,029.96	25 749	36.04	1,441 60	411.64 LT		
64				**1,605 17**	**25 081**		**2,306 56**	**701.39**	**4 217**	**97.28**
20	METTLER TOLEDO INTL INC	MTD	09/27/02	**550 01**	27 50	151.21	**3,024 20**	**2,474.19** LT		
158	MICROSOFT CORP	MSFT	08/06/08	4,192 99	26 537	27.91	4,409 78	216.79 LT		
32			10/06/10	780 78	24 399	27.91	893 12	112 34 ST		
190				**4,973 77**	**26 178**		**5,302 90**	**329.13**	**2.293**	**121.60**
179	MITSUBISHI UFJ FINANCIAL GROUP INC ADR	MTU	05/13/04	1,387 66	7.752	5.41	968 39	(419 27) LT		
75			07/17/09	429 75	5.73	5 41	405 75	(24 00) LT		
106			06/25/10	500 11	4 718	5 41	573 46	73 35 ST		
360				**2,317 52**	**6 438**		**1,947 60**	**(369 92)**	**2.347**	**45 72**
5	MONSANTO CO NEW	MON	01/28/10	386 26	77.252	69 64	348 20	(38.06) ST		
15			03/09/10	1 075 02	71 668	69 64	1,044 60	(30 42) ST		
10			06/25/10	485 30	48 53	69 64	696 40	211 10 ST		
30				**1,946 58**	**64 886**		**2,089 20**	**142 62**	**1 608**	**33 60**
15	MORGAN STANLEY	MS	01/13/10	473 60	31.573	27 21	408 15	(65 45) ST		
45			01/21/10	1,312 69	29 17	27 21	1,224 45	(88.24) ST		
20			06/25/10	503 20	25 16	27.21	544 20	41 00 ST		
10			10/20/10	253 52	25 351	27 21	272 10	18 58 ST		
90				**2,543 01**	**28 256**		**2,448 90**	**(94 11)**	**.735**	**18 00**

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Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
3	NASDAQ OMX GROUP INC	NDAQ	05/07/08	$ 119 06	$ 39 686	$ 23.73	$ 71.19	($ 47.87) LT		
25			06/11/08	797 12	31.884	23 73	593.25	(203.87) LT		
30			07/09/08	745 83	24 861	23.73	711.90	(33 93) LT		
12			09/09/09	249 72	20 809	23 73	284.76	35 04 LT		
20			12/02/09	389 46	19 473	23.73	474.60	85.14 LT		
90				**2,301 19**	**25 569**		**2,135.70**	**(165.49)**		
10	NATIONAL OILWELL VARCO INC	NOV	10/27/08	254.49	25 449	67.25	672.50	418.01 LT		
20			01/13/09	526.64	26.331	67.25	1,345.00	818 36 LT		
30				**781 13**	**26 038**		**2,017 50**	**1,236.37**	**.654**	**13 20**
40	NESTLE S A SPONSORED ADR	NSRGY	07/16/03	**793.60**	19 84	58 82	**2,352 80**	**1,559.20** LT	**1 524**	**35.88**
5	NEWS CORP CLASS B NEW	NWS	08/27/02	56.71	11.341	16 42	82 10	25.39 LT		
115			09/14/06	2,224.71	19 345	16.42	1,888 30	(336.41) LT		
120				**2,281 42**	**19.012**		**1,970.40**	**(311.02)**	**.913**	**18.00**
44	NOKIA CORP SPONSORED ADR	NOK	07/17/03	648 02	14 727	10.32	454.08	(193 94) LT		
30			07/17/09	400 80	13 36	10.32	309 60	(91.20) LT		
66			06/25/10	546 48	8 28	10.32	681 12	134 64 ST		
140				**1,595 30**	**11 395**		**1,444 80**	**(150.50)**	**3.401**	**49.14**
3	NOBLE ENERGY INC	NBL	06/29/10	181 16	60.385	86.08	258.24	77.08 ST		
4			06/30/10	243 36	60 839	86.08	344.32	100.96 ST		
3			07/01/10	183 54	61 179	86 08	258.24	74.70 ST		
10				**608 06**	**60.806**		**860.80**	**252.74**	**.836**	**7 20**
65	NOMURA HOLDINGS INC ADR	NMR	05/15/03	681 05	10 477	6 38	414.70	(266 35) LT		
55			07/17/09	432 30	7.86	6 38	350 90	(81 40) LT		
70			06/25/10	404 60	5 78	6.38	446 60	42.00 ST		
190				**1,517.95**	**7 989**		**1,212 20**	**(305.75)**	**1.316**	**15.96**
27	NORTHROP GRUMMAN CORP	NOC	07/02/09	1,213 87	44 957	64.78	1,749 06	535.19 LT		
3			06/25/10	176 28	58 76	64 78	194 34	18 06 ST		
30				**1,390 15**	**46 338**		**1,943 40**	**553.25**	**2 902**	**56.40**
8	NOVARTIS AG ADR	NVS	10/30/07	420.33	52 54	58 95	471 60	51.27 LT		
15			02/19/08	751 69	50 112	58 95	884.25	132.56 LT		
45			04/07/08	2,272 50	50 50	58 95	2,652 75	380.25 LT		
68				**3,444 52**	**50 655**		**4,008 60**	**564 08**	**2 804**	**112.40**
15	NOVO-NORDISK A S ADR	NVO	05/21/02	**243 99**	16.266	112 57	**1,688 55**	**1,444.56** LT	**869**	**14 69**
12	NUCOR CORP	NUE	02/20/09	467 39	38 949	43 82	525 84	58 45 LT		
9			09/10/09	421 05	46 783	43 82	394.38	(26.67) LT		

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ɹantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
16	NUCOR CORP	NUE	09/11/09	$ 753 58	$ 47 098	$ 43.82	$ 701 12	($ 52.46) LT		
11			12/24/09	517 42	47 037	43.82	482.02	(35.40) LT		
9			12/28/09	430 12	47.791	43 82	394 38	(35.74) LT		
57				**2,589.56**	**45 431**		**2,497 74**	**(91.82)**	3 308	82.65
135	NVIDIA CORP	NVDA	07/08/08	1,627 93	12.058	15 40	2,079 00	451.07 LT		
25			05/21/10	322.42	12 896	15 40	385 00	62.58 ST		
30			06/25/10	332.10	11.07	15 40	462.00	129.90 ST		
190				**2,282 45**	**12.013**		**2,926 00**	**643 55**		
30	ORACLE CORP	ORCL	10/13/10	856 72	28.557	31 30	939 00	82 28 ST		
22			11/29/10	596 92	27 132	31.30	688.60	91.68 ST		
52				**1,453.64**	**27.955**		**1,627.60**	**173.96**	638	10.40
5	ORIX CORP SPONS ADR	IX	08/05/05	377 74	75.548	48.648	243.24	(134.50) LT		
45			07/17/09	1,266 75	28.15	48 648	2,189.16	922.41 LT		
50				**1,644 49**	**32 89**		**2,432.40**	**787 91**	764	18.60
50	PALL CORP	PLL	07/27/06	**1,301.53**	26.03	49 58	**2,479 00**	**1,177 47** LT	1.29	32.00
16	PARKER-HANNIFIN CORP	PH	05/13/09	**687.93**	42 995	86 30	**1,380 80**	**692.87** LT	1 344	18 56
40	PEPSICO INC	PEP	08/30/02	**1,587 23**	39.68	65 33	**2,613 20**	**1,025.97** LT	2 938	76 80
24	PETROLEO BRASILEIRO SA PETROBRAS	PBR	03/13/09	715.43	29.809	37.84	908 16	192.73 LT		
6			06/25/10	216.84	36 14	37 84	227.04	10.20 ST		
30				**932.27**	**31 076**		**1,135.20**	**202 93**	396	4 50
50	PROCTER & GAMBLE CO	PG	07/22/03	**1,649 62**	33 016	64 33	**3,216 50**	**1,566 88** LT	2.995	96.35
4	RIO TINTO PLC-GBP	RIO	07/17/09	144 55	36 137	71.66	286 64	142.09 LT		
20			09/01/09	775 26	38 763	71 66	1,433.20	657.94 LT		
10			06/09/10	454 95	45 495	71 66	716 60	261 65 ST		
34				**1,374.76**	**40.434**		**2,436 44**	**1,061.68**	1 233	30 06
1	SAFEWAY INC NEW	SWY	06/17/09	20 47	20.474	22 49	22 49	2 02 LT		
30			06/24/09	612 65	20 421	22 49	674 70	62.05 LT		
63			08/28/09	1,228 47	19 499	22 49	1,416 87	188 40 LT		
30			09/17/09	577.42	19.247	22 49	674 70	97 28 LT		
124				**2,439 01**	**19 669**		**2,788 76**	**349 75**	2 134	59.52
30	SANDISK CORP	SNDK	01/07/09	378 32	12.61	49.86	1,495 80	1,117.48 LT		
20			10/27/10	758 48	37 924	49 86	997.20	238.72 ST		
50				**1,136 80**	**22.736**		**2,493 00**	**1,356.20**		
40	SAP AG SPONS ADR-USD	SAP	07/12/02	**757 63**	18 94	50 61	**2,024.40**	**1,266.77** LT	829	16 80

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Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
6	SCHLUMBERGER LTD	SLB	06/22/09	$ 322 73	$ 53 787	$ 83 50	$ 501.00	$ 178.27 LT		
5			12/31/09	327 58	65.516	83 50	417.50	89 92 ST		
15			06/10/10	871 96	58.13	83 50	1,252.50	380 54 ST		
14			06/25/10	806.54	57 61	83 50	1,169 00	362 46 ST		
10			08/24/10	553.48	55 348	83 50	835 00	281 52 ST		
50				**2,882.29**	**57 646**		**4,175 00**	**1,292 71**	**1.005**	**42 00**
78	SCHWAB CHARLES CORP	SCHW	02/19/09	1,013.98	12.999	17 11	1,334 58	320 60 LT		
22			03/24/10	403 79	18.354	17.11	376.42	(27.37) ST		
10			06/25/10	149.40	14 94	17.11	171.10	21.70 ST		
12			11/05/10	192 34	16 028	17 11	205 32	12.98 ST		
122				**1,759 51**	**14 422**		**2,087.42**	**327 91**	**1.402**	**29.28**
20	SHIRE PLC ADR	SHPGY	08/01/08	**1,041 55**	52 077	72 38	**1,447 60**	**406 05** LT	**.476**	**6.90**
10	SMITH & NEPHEW PLC SP ADR	SNN	01/24/05	495.50	49 55	52 55	525 50	30 00 LT		
20			06/06/06	795.19	39 759	52 55	1,051 00	255 81 LT		
30				**1,290 69**	**43 023**		**1,576.50**	**285 81**	**1.362**	**21 48**
30	SUNCOR ENERGY INC NEW	SU	09/01/09	920.20	30 673	38 29	1,148 70	228 50 LT		
10			03/18/10	315 62	31 562	38 29	382 90	67.28 ST		
40				**1,235.82**	**30 896**		**1,531 60**	**295.78**	**1.034**	**15.84**
20	TELEFONICA S A SPON ADR	TEF	05/20/02	**573.97**	29 996	68 42	**1,368.40**	**794 43** LT	**6.103**	**83.52**
70	TESCO PLC SPONSORED ADR	TSCDY	09/08/04	**1,017.80**	14.54	20.18	**1,412.60**	**394 80** LT	**2 874**	**40.60**
94	TEXAS INSTRUMENTS INC	TXN	11/12/04	2,310 14	24 576	32 50	3,055.00	744 86 LT		
95			04/23/07	3,077.64	32 396	32 50	3,087 50	9 86 LT		
5			07/24/08	121.16	24 232	32 50	162.50	41 34 LT		
194				**5,508 94**	**28.397**		**6,305 00**	**796 06**	**1.60**	**100 88**
2	THERMO FISHER SCIENTIFIC INC	TMO	06/10/10	102 58	51 289	55 36	110.72	8.14 ST		
6			06/11/10	309.30	51 549	55 36	332 16	22.86 ST		
2			06/25/10	102.38	51.19	55.36	110.72	8 34 ST		
5			07/01/10	240.66	48 131	55 36	276.80	36 14 ST		
10			08/27/10	430 20	43 02	55 36	553 60	123 40 ST		
10			10/13/10	493 43	49 342	55 36	553 60	60 17 ST		
35				**1,678 55**	**47 959**		**1,937 60**	**259 05**		
7	TOTAL S A SPONS ADR	TOT	10/07/02	232 47	33 209	53 48	374 36	141 89 LT		
20			05/28/03	715 59	35 779	53 48	1,069 60	354 01 LT		
27				**948.06**	**35 113**		**1,443 96**	**495 90**	**4.642**	**67.04**

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uantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
15	TREND MICRO INC SPON ADR	TMICY	07/29/05	$ 538 88	$ 35 925	$ 33 17	$ 497 55	($ 41.33) LT		
25			08/03/05	877 66	35 106	33.17	829 25	(48.41) LT		
40				**1,416 54**	**35 414**		**1,326 80**	**(89 74)**	**2 671**	**35 44**
19	US BANCORP DEL NEW	USB	12/13/10	499 25	26 276	26 97	512.43	13.18 ST		
19			12/16/10	494 62	26 032	26 97	512 43	17 81 ST		
9			12/20/10	235 30	26 144	26 97	242 73	7 43 ST		
9			12/30/10	242 54	26 949	26 97	242 73	19 ST		
56				**1,471 71**	**26 281**		**1,510 32**	**38.61**	**741**	**11.20**
58	UNILEVER PLC SPONS ADR NEW	UL	05/19/06	1,282 65	22 114	30 88	1,791 04	508.39 LT		
2			06/25/10	54 88	27 44	30.88	61 76	6 88 ST		
60				**1,337 53**	**22 292**		**1,852.80**	**515 27**	**3 61**	**66 90**
40	UNITED OVERSEAS BANK LTD	UOVEY	05/20/03	500 00	12 50	28 36	1,134 40	634.40 LT		
8	SPONS ADR		06/09/10	214 00	26.75	28.36	226 88	12 88 ST		
12			06/10/10	322 46	26 871	28 36	340 32	17 86 ST		
60				**1,036 46**	**17 274**		**1,701.60**	**665.14**	**2 976**	**50.64**
8	UNITED STATES STEEL CORP NEW	X	12/24/09	450 15	56 268	58 42	467 36	17.21 LT		
7			01/26/10	357.81	51 115	58.42	408.94	51.13 ST		
10			02/02/10	479 85	47 984	58 42	584.20	104 35 ST		
5			02/17/10	253 51	50 702	58.42	292 10	38 59 ST		
30				**1,541 32**	**51 377**		**1,752 60**	**211.28**	**342**	**6.00**
56	UNITEDHEALTH GROUP INC	UNH	01/24/03	1,197 66	21 386	36 11	2,022 16	824 50 LT		
65			04/01/09	1,344 97	20 691	36 11	2,347 15	1,002.18 LT		
13			10/16/09	318 63	24 51	36 11	469 43	150.80 LT		
134				**2,861 26**	**21 353**		**4,838 74**	**1,977 48**	**1 384**	**67 00**
1	VERTEX PHARMACEUTICALS INC	VRTX	11/13/08	26 63	26 628	35 03	35 03	8.40 LT		
28			11/17/08	754 95	26 962	35 03	980 84	225.89 LT		
1			06/25/10	34 99	34 99	35 03	35 03	.04 ST		
30				**816 57**	**27 219**		**1,050 90**	**234 33**		
7	VESTAS WIND SYS A/S UTD	VWDRY	05/14/10	122 48	17 496	10 53	73 71	(48 77) ST		
60	KINGD-DKK UNSPONS ADR		05/17/10	1,023 84	17 064	10 53	631 80	(392 04) ST		
13			06/25/10	193 31	14 87	10 53	136 89	(56 42) ST		
80				**1,339 63**	**16 745**		**842 40**	**(497.23)**		
15	VISA INC COM CL A	V	05/26/10	1,115 02	74 334	70 38	1,055 70	(59.32) ST		
5			06/10/10	381 49	76 297	70 38	351 90	(29.59) ST		
5			10/04/10	368 43	73 685	70.38	351.90	(16.53) ST		

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6	VISA INC COM CL A	V	12/01/10	$ 450 93	$ 75 155	$ 70 38	$ 422 28	($ 28 65) ST		
31				**2,315 87**	**74 705**		**2,181 78**	**(134 09)**	**852**	**18.60**
62 1333	VODAFONE GROUP PLC SPONS ADR NEW	VOD	05/28/02	1,074 94	17 333	26 44	1,642 80	567 86 LT		
69 8667			07/17/03	1,495.59	21 447	26 44	1,847 28	351 69 LT		
132				**2,570 53**	**19 474**		**3,490 08**	**919 55**	**4.931**	**172 13**
50	WAL-MART DE MEXICO SA DE CV SPON ADR	WMMVY	09/16/03	**361 25**	7 225	28 58	**1,429 00**	**1,067.75** LT	**2 004**	**28.65**
20	WEYERHAEUSER CO	WY	05/19/09	669 35	33 467	18 93	378 60	(290.75) LT		
15			05/20/09	511 60	34 106	18 93	283 95	(227 65) LT		
12			07/17/09	367.92	30 66	18 93	227.16	(140 76) LT		
80			07/22/10	1,243 20	15 54	18.93	1,514 40	271.20 ST		
127				**2,792 07**	**21 985**		**2,404 11**	**(387.96)**	**1 056**	**25 40**
76	YAHOO INC	YHOO	03/27/09	1,012 49	13 322	16 63	1,263 88	251.39 LT		
38			12/02/09	582 57	15 33	16 63	631.94	49 37 LT		
114				**1,595 06**	**13 992**		**1,895 82**	**300.76**		
Total common stocks and options				**$ 243,077.01**			**$ 333,137.31**	**$ 8,820.82 ST**	**1.32**	
								$ 81,239.48 LT		**$ 4,418.73**

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493	SEADRILL LTD ORD	SDRL	11/04/10	**$ 16,350 10**	$ 33 164	$ 33 92	**$ 16,722.56**	**$ 372 46** ST	**7 665 %**	**$ 1,281.80**
15	AT&T INC	T	06/12/09	373 29	24 886	29 38	440 70	67 41 LT		
58			06/15/09	1,417 65	24 442	29 38	1,704 04	286 39 LT		
390			07/21/09	9,612 72	24 648	29 38	11,458 20	1,845 48 LT		
176			06/25/10	4,365 28	24 802	29 38	5,170 88	805 60 ST		
639				**15,768 94**	**24 678**		**18,773 82**	**3,004 88**	**5 854**	**1,099 08**
55	ABBOTT LABORATORIES	ABT	01/28/03	1,941 14	35 293	47 91	2,635.05	693 91 LT		
160			07/21/09	7,132 48	44 578	47 91	7,665 60	533 12 LT		
87			05/21/10	4,058 79	46 652	47 91	4,168 17	109 38 ST		
110			06/25/10	5,203 91	47 308	47.91	5,270 10	66.19 ST		
412				**18,336 32**	**44 506**		**19,738.92**	**1,402 60**	**3 673**	**725 12**
405	AMERICAN WTR WKS CO INC NEW	AWK	07/21/09	7,642 11	18 869	25 29	10,242 45	2,600 34 LT		
170			08/12/09	3,314 81	19 498	25.29	4,299 30	984 49 LT		
187			06/25/10	3,905 06	20 882	25 29	4,729 23	824 17 ST		
222			08/05/10	5,020 86	22 616	25 29	5,614 38	593 52 ST		
984				**19,882 84**	**20 206**		**24,885 36**	**5,002 52**	**3 479**	**865 92**
135	BCE INC-CAD NEW	BCE	07/21/09	2,950 76	21 857	35 46	4,787 10	1,836 34 LT		
34			06/25/10	1,027 42	30 218	35 46	1,205 64	178 22 ST		
169				**3,978 18**	**23 54**		**5,992 74**	**2,014 56**	**5 504**	**329 89**
110	BANK OF MONTREAL	BMO	07/21/09	4,917 28	44 702	57 57	6,332 70	1,415 42 LT		
32			06/25/10	1,856 21	58 006	57.57	1,842 24	(13 97) ST		
142				**6,773 49**	**47 701**		**8,174 94**	**1,401 45**	**4 804**	**392.77**
290	BRISTOL MYERS SQUIBB CO	BMY	07/21/09	5,802 55	20 008	26 48	7,679.20	1,876 65 LT		
92			06/25/10	2,362 84	25 683	26 48	2,436 16	73 32 ST		
382				**8,165 39**	**21 375**		**10,115 36**	**1,949 97**	**4.984**	**504 24**
145	CINCINNATI FINANCIAL CORP	CINF	10/01/09	3,753 66	25 887	31 69	4,595 05	841 39 LT		
160			10/20/09	4,145 54	25 909	31 69	5,070 40	924 86 LT		
93			06/25/10	2,526 25	27 164	31 69	2,947 17	420 92 ST		
398				**10,425 45**	**26 195**		**12,612 62**	**2,187 17**	**5 048**	**636 80**
182	CINEMARK HOLDINGS INC	CNK	08/05/10	2,919 41	16 04	17 24	3,137 68	218 27 ST		
182			08/13/10	2,819 65	15 492	17 24	3,137 68	318 03 ST		
364				**5,739 06**	**15 767**		**6,275 36**	**536 30**	**4 872**	**305 76**
80	DIGITAL REALTY TR INC	DLR	01/14/10	4,056 63	50 707	51 54	4,123 20	66 57 ST		
85			01/15/10	4,267 15	50 201	51.54	4,380 90	113 75 ST		

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uantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
49	DIGITAL REALTY TR INC	DLR	06/25/10	$ 2,881 40	$ 58 804	$ 51 54	$ 2,525 46	($ 355.94) ST		
214				**11,205 18**	**52 361**		**11,029 56**	**(175 62)**	**4 113**	**453 68**
300	R R DONNELLEY & SONS CO	RRD	07/21/09	3,797 19	12 657	17 47	5,241 00	1,443 81 LT		
219			04/23/10	4,920 86	22 469	17.47	3,825 93	(1,094.93) ST		
188			06/25/10	3,266.27	17 373	17 47	3,284 36	18 09 ST		
707				**11,984 32**	**16 951**		**12,351.29**	**366 97**	**5 953**	**735.28**
400	ENERGY TRANSFER PARTNERS L P UNIT L P INT	ETP	07/21/09	17,588 00	43 97	51 82	20,728 00	3,140 00 LT		
120			06/25/10	5,584 33	46 536	51 82	6,218 40	634 07 ST		
520				**23,172 33**	**44 562**		**26,946 40**	**3,774 07**	**6 898**	**1,859 00**
570	ENERPLUS RESOURCES FD-NEW	ERF	07/21/09	11,958 00	21 099	30 84	17,578 80	5,620 80 LT *R*		
172			06/25/10	3,925 47	22 822	30 84	5,304 48	1,379 01 ST		
742				**15,883.47**	**21 406**		**22,883 28**	**6,999 81**	**6 916**	**1,582.69**
680	ENTERPRISE PRODS PARTNERS L P	EPD	07/21/09	19,038 64	27 998	41 61	28,294 80	9,256 16 LT		
204			06/25/10	7,248 61	35 532	41 61	8,488 44	1,239 83 ST		
884				**26,287 25**	**29 737**		**36,783.24**	**10,495.99**	**5.599**	**2,059 72**
297	GLAXOSMITHKLINE PLC SP ADR	GSK	08/17/10	**11,363 10**	38.259	39 22	**11,648 34**	**285.24** ST	**5 096**	**593 70**
260	HCP INC (NEW)	HCP	08/27/09	7,546 08	29 023	36 79	9,565 40	2,019 32 LT		
117			06/25/10	3,809 85	32 562	36 79	4,304 43	494 58 ST		
164			12/16/10	5,625.94	34 304	36 79	6,033 56	407 62 ST		
541				**16,981 87**	**31 39**		**19,903 39**	**2,921 52**	**5 055**	**1,006.26**
247	H J HEINZ CO	HNZ	06/28/10	**11,104 45**	44 957	49 46	**12,216 62**	**1,112 17** ST	**3 639**	**444 60**
43	INTEL CORP	INTC	08/06/02	750 70	17 458	21 03	904 29	153.59 LT		
500			10/07/09	9,884 95	19.769	21 03	10,515 00	630 05 LT		
191			04/13/10	4,350 52	22 777	21 03	4,016 73	(333 79) ST		
195			06/25/10	3,923 28	20 119	21 03	4,100 85	177 57 ST		
929				**18,909 45**	**20 355**		**19,536 87**	**627 42**	**2 995**	**585 27**
50	JOHNSON & JOHNSON	JNJ	02/04/03	2,616 12	52 322	61 85	3,092 50	476 38 LT		
40			05/29/03	2,149 56	53 739	61 85	2,474 00	324 44 LT		
45			11/07/03	2,196 18	48 804	61 85	2,783 25	587.07 LT		
23			02/06/06	1,308 44	56 888	61 85	1,422 55	114 11 LT		
115			07/21/09	6,813 52	59 248	61 85	7,112 75	299 23 LT		
32			06/25/10	1,889 06	59 033	61 85	1 979 20	90 14 ST		
305				**16,972 88**	**55 649**		**18,864.25**	**1,891 37**	**3 492**	**658 80**

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antity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
320	KINDER MORGAN ENERGY PRTNRS LP	KMP	07/21/09	$ 17,365 63	$ 54 267	$ 70 26	$ 22,483 20	$ 5,117 57 LT		
100			06/25/10	6,607 75	66 077	70 26	7,026 00	418.25 ST		
420				**23,973 38**	**57 079**		**29,509.20**	**5,535 82**	**6 319**	**1,864 80**
86	ELI LILLY & CO	LLY	11/19/09	3,098 11	36 024	35 04	3,013 44	(84 67) LT		
105			11/30/09	3,853 57	36 70	35 04	3,679 20	(174 37) LT		
137			06/25/10	4,659 14	34 008	35 04	4,800 48	141 34 ST		
328				**11,610 82**	**35 399**		**11,493 12**	**(117 70)**	**5 593**	**642 88**
676	MAXIM INTEGRATED PRODS INC	MXIM	11/04/10	**15,583 56**	23 052	23 62	**15,967 12**	**383 56** ST	**3.556**	**567 84**
44	MCDONALDS CORP	MCD	07/21/09	2,563 35	58 258	76 76	3,377 44	814 09 LT		
37			06/25/10	2,508 40	67 794	76 76	2,840 12	331.72 ST		
81				**5,071 75**	**62 614**		**6,217 56**	**1,145 81**	**3 178**	**197 64**
25	MERCK & CO INC NEW	MRK	03/17/08	1,047.73	41.909	36 04	901.00	(146 73) LT		
91			04/29/09	2,181 00	23 967	36 04	3,279 64	1,098 64 LT		
230			07/21/09	6,734 03	29 278	36 04	8,289 20	1,555 17 LT		
71			06/25/10	2,547 64	35 882	36 04	2,558 84	11 20 ST		
417				**12,510 40**	**30 001**		**15,028 68**	**2,518.28**	**4.217**	**633 84**
370	MICROCHIP TECHNOLOGY INC	MCHP	07/21/09	9,420 09	25 459	34 21	12,657 70	3,237 61 LT		
127			06/25/10	3,648 34	28 727	34.21	4,344 67	696 33 ST		
497				**13,068 43**	**26.295**		**17,002 37**	**3,933 94**	**4 033**	**685 86**
385	NYSE EURONEXT	NYX	03/01/10	10,540 18	27 377	29 98	11,542 30	1,002.12 ST		
106			06/25/10	3,033 47	28 617	29 98	3,177 88	144 41 ST		
491				**13,573 65**	**27 645**		**14,720 18**	**1,146 53**	**4 002**	**589 20**
206	NATIONAL GRID PLC GBP SPONS ADR NEW	NGG	09/22/10	8,897 06	43 189	44 38	9,142 28	245 22 ST		
195			11/30/10	8,822 60	45 244	44 38	8,654 10	(168 50) ST		
401				**17,719 66**	**44 189**		**17,796 38**	**76 72**	**6 304**	**1,122 00**
815	NISOURCE INC	NI	07/21/09	10,350 26	12 699	17 62	14,360 30	4,010 04 LT		
340			06/25/10	5,044 61	14 837	17 62	5,990 80	946 19 ST		
1,155				**15,394 87**	**13 329**		**20,351 10**	**4,956 23**	**5.221**	**1,062 60**
290	NORTHEAST UTILITIES	NU	07/21/09	6,384 64	22 016	31 88	9,245 20	2,860 56 LT		
96			06/25/10	2,475 05	25 781	31 88	3,060 48	585 43 ST		
386				**8,859 69**	**22 953**		**12,305 68**	**3,445 99**	**3.215**	**395 65**
75	NUSTAR ENERGY L P COM UNITS REPSTG LTD PRTNR INT	NS	11/12/09	3,962 15	52 828	69 48	5,211 00	1,248 85 LT		
26			06/25/10	1,490 91	57 342	69 48	1,806 48	315 57 ST		
101				**5,453 06**	**53 991**		**7,017 48**	**1,564 42**	**6 188**	**434 30**

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140	ONEOK PARTNERS L P	OKS	07/21/09	$ 6,963 25	$ 49 737	$ 79 50	$ 11,130 00	$ 4,166 75	LT		
39			06/25/10	2,488 45	63 806	79 50	3,100 50	612 05	ST		
179				**9,451 70**	**52 803**		**14,230 50**	**4,778 80**		**5 685**	**809 08**
295	PEPCO HOLDINGS INC	POM	07/21/09	4,023 21	13 638	18 25	5,383 75	1,360 54	LT		
124			06/25/10	1,990 83	16 055	18 25	2,263 00	272 17	ST		
419				**6,014 04**	**14 353**		**7,646 75**	**1,632 71**		**5 917**	**452 52**
450	PFIZER INC	PFE	12/18/09	8,262 00	18 36	17 51	7,879 50	(382 50)	LT		
159			06/25/10	2,317 58	14 576	17.51	2,784 09	466.51	ST		
609				**10,579 58**	**17.372**		**10,663 59**	**84 01**		**4.568**	**487.20**
80	PLAINS ALL AMERN PIPELINE L P	PAA	10/06/09	3,822 16	47 777	62 79	5,023.20	1,201 04	LT		
25			06/25/10	1,482 56	59 302	62 79	1,569 75	87.19	ST		
105				**5,304 72**	**50 521**		**6,592 95**	**1,288.23**		**6 051**	**399 00**
67 1857	PROCTER & GAMBLE CO	PG	02/13/03	1,982 01	29 522	64 33	4,322 06	2,340 05	LT		
32 8143			07/22/03	1,082 62	33 016	64 33	2,110 94	1,028 32	LT		
115			07/21/09	6,377 61	55 457	64 33	7,397.95	1,020 34	LT		
45			06/25/10	2,711 65	60 258	64 33	2,894 85	183 20	ST		
260				**12,153 89**	**46 746**		**16,725 80**	**4,571.91**		**2.995**	**501 02**
275	SPECTRA ENERGY CORP	SE	07/21/09	4,806 45	17 478	24 99	6,872 25	2,065 80	LT		
93			06/25/10	1,940 61	20 866	24 99	2,324 07	383 46	ST		
368				**6,747 06**	**18 334**		**9,196 32**	**2,449.26**		**4 001**	**368 00**
589	STATOILHYDRO ASA SPONS ADR	STO	05/19/10	12,715 45	21 588	23 77	14,000 53	1,285 08	ST		
205			06/25/10	4,151 17	20 249	23 77	4,872 85	721.68	ST		
794				**16,866 62**	**21.243**		**18,873 38**	**2,006 76**		**3.277**	**618 53**
243	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	TSM	08/06/03	1,928 17	7 982	12 54	3,047.22	1,119 05	LT		
705			07/21/09	7,024 30	9 966	12 54	8,840 70	1,816 40	LT		
282			06/25/10	2,824 12	10 014	12 54	3,536 28	712 16	ST		
1,230				**11,776 59**	**9 574**		**15,424.20**	**3,647 61**		**2 974**	**458.79**
198	TELE NORTE LESTE PARTICIPACOES *TLPP,-BRL SPONSORED ADR REPSTG PFD	TNE	09/23/09	3,813 96	19 262	14 70	2,910 60	(903 36)	LT		
250			01/21/10	4,494 58	17 978	14 70	3,675 00	(819 58)	ST		
126			06/25/10	1,990 49	15 797	14 70	1,852 20	(138 29)	ST		
574				**10,299 03**	**17.943**		**8,437 80**	**(1,861.23)**		**7 843**	**661 82**
220	TELEFONICA S.A SPON ADR	TEF	07/07/10	**13,513.26**	61 423	68 42	**15,052 40**	**1,539.14**	ST	**6 103**	**918 72**

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Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
730	WINDSTREAM CORP	WIN	07/21/09	$ 6,042 58	$ 8 277	$ 13 94	$ 10,176.20	$ 4,133 62 LT		
233			06/25/10	2,595 62	11 14	13 94	3,248 02	652.40 ST		
963				**8,638.20**	**8 97**		**13,424.22**	**4,786 02**	**7 173**	**963 00**
Total common stocks and options				**$ 523,448.03**			**$ 619,131.70**	**$ 19,210.10 ST**	**4.99**	
								$ 76,473.57 LT		**$ 30,954.67**
Plus Acct # 719-05214-14							333,137			
Total Common Stock							952,269			