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

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

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 ☐

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

H Check type of organization: [X] 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)* ► $ 1,592,172.

J Accounting method ☐ Cash [X] 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 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 ► [X] 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	51,025.	51,025.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	40,925.			
	b Gross sales price for all assets on line 6a 329,493.				
	7 Capital gain net income (from Part IV, line 2)		33,358.		
	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) See Statement 1	-6,223.	831.		
	12 **Total.** Add lines 1 through 11	85,727.	85,214.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	15,000.	3,000.		12,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	2,700.	1,350.		1,350.
	c Other prof fees (attach sch) See St 3	20,919.	20,919.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	2,064.	1,062.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	2,770.	554.		2,216.
	21 Travel, conferences, and meetings	2,304.	461.		1,843.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	4,113.	1,347.		2,745.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	49,870.	28,693.		20,154.
	25 Contributions, gifts, grants paid Part XV	84,233.			84,233.
	26 **Total expenses and disbursements.** Add lines 24 and 25	134,103.	28,693.		104,387.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-48,376.			
	b **Net investment income** (if negative, enter -0-)		56,521.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		5,876.	5,876.
	2 Savings and temporary cash investments	19,006.	650,462.	650,462.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach 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 6	11,174.	18,961.	18,961.
	b Investments – corporate stock (attach schedule) Statement 7	983,754.	794,574.	794,574.
	c Investments – corporate bonds (attach schedule)	606,927.		
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 8	750.	122,299.	122,299.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,621,611.	1,592,172.	1,592,172.
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	-12,494.	-41,933.	
	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 instructions)	1,621,611.	1,592,172.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,621,611.	1,592,172.	

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	1,621,611.
2	Enter amount from Part I, line 27a	2	-48,376.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	18,937.
4	Add lines 1, 2, and 3	4	1,592,172.
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	1,592,172.

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	Passthrough K-1 Capital Gain	P	Various	Various
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	321,446.		288,568.	32,878.
b	480.			480.
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				32,878.
b				480.
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	33,358.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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))
2011	105,887.	1,622,108.	0.065277
2010	95,450.	1,596,264.	0.059796
2009	90,863.	1,533,439.	0.059254
2008	90,967.	1,774,570.	0.051261
2007	97,189.	1,978,592.	0.049120

2	**Total** of line 1, column (d)	2	0.284708
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	0.056942
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,603,301.
5	Multiply line 4 by line 3	5	91,295.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	565.
7	Add lines 5 and 6	7	91,860.
8	Enter qualifying distributions from Part XII, line 4	8	104,387.

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

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

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 instrs)		
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	565.
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	565.
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	565.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6 a		
b	Exempt foreign organizations – tax withheld at source — 6 b		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c		
d	Backup withholding erroneously withheld — 6 d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	13.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	578.
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 2013 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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	X	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see 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*	8 b	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 2012 or the taxable year beginning in 2012 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 2012, 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 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 instructions)		2 b	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 2012 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 2012)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

5 a 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)			
6 a 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
If 'Yes' to 6b, file Form 8870			
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**	

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 10		15,000.	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	1,614,638.
b	Average of monthly cash balances	1b	12,329.
c	Fair market value of all other assets (see instructions)	1c	750.
d	**Total** (add lines 1a, b, and c)	1d	1,627,717.
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	1,627,717.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	24,416.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,603,301.
6	**Minimum investment return.** Enter 5% of line 5	6	80,165.

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	80,165.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 565.		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	565.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	79,600.
4	Recoveries of amounts treated as qualifying distributions	4	3,908.
5	Add lines 3 and 4	5	83,508.
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	83,508.

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	104,387.
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	104,387.
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	565.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	103,822.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				83,508.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 — 815.				
b From 2008 — 2,816.				
c From 2009 — 14,249.				
d From 2010 — 16,725.				
e From 2011 — 26,758.				
f **Total** of lines 3a through e	61,363.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 104,387.				
a Applied to 2011, 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 2012 distributable amount				83,508.
e Remaining amount distributed out of corpus	20,879.			
5 Excess distributions carryover applied to 2012 *(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	82,242.			
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 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	815.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	81,427.			
10 Analysis of line 9				
a Excess from 2008 — 2,816.				
b Excess from 2009 — 14,249.				
c Excess from 2010 — 16,725.				
d Excess from 2011 — 26,758.				
e Excess from 2012 — 20,879.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a 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 foundation had $5,000 or more in assets at any time during the year — see instructions.)**

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 11

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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	84,233.
Total			► **3a**	84,233.
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 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	51,025.	
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	525990	7,567.	18	33,358.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a K-1 Passthrough Income	525990	-7,054.	14	831.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		513.		85,214.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 85,727.

(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 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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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) is based on all information of which preparer has any knowledge

[signature] 5-13-13 Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Jody Blazek	[signature] CPA	5-9-13		P00072674

Firm's name ► Blazek & Vetterling — Firm's EIN ► 76-0269860

Firm's address ► 2900 Weslayan, Suite 200, Houston, TX 77027-5132 — Phone no (713) 439-5739

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 Passthrough Income	$ -6,223.	$ 831.	
Total	$ -6,223.	$ 831.	$ 0.

Statement 2
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	$ 2,700.	$ 1,350.		$ 1,350.
Total	$ 2,700.	$ 1,350.		$ 1,350.

Statement 3
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 fees	$ 20,919.	$ 20,919.		
Total	$ 20,919.	$ 20,919.		$ 0.

Statement 4
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	$ 1,002.			
Foreign tax	907.	$ 907.		
Property tax	155.	155.		
Total	$ 2,064.	$ 1,062.		$ 0.

Statement 5
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	$ 11.	$ 11.		
Computer/website	1,554.	311.		$ 1,243.
K-1 pass-through expenses	670.	649.		
Postage and delivery	196.	39.		157.
Supplies	113.	23.		90.
Telephone	1,569.	314.		1,255.
Total	$ 4,113.	$ 1,347.		$ 2,745.

Statement 6
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 Government Money Market Funds	Mkt Val	$ 18,961.	$ 18,961.
		$ 18,961.	$ 18,961.
	Total	$ 18,961.	$ 18,961.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Morgan Stanley 142713 (Attached Pgs 1-7)	Mkt Val	$ 482,729.	$ 482,729.
Morgan Stanley 143191(Attached Pgs 8-14)	Mkt Val	216,984.	216,984.
Henderson Global Equity Inc	Mkt Val	94,861.	94,861.
	Total	$ 794,574.	$ 794,574.

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

Other Investments	Valuation Method	Book Value	Fair Market Value
Energy Transfer Equity Partners, LP	Mkt Val	$ 6,276.	$ 6,276.
Energy Transfer Partners, LP	Mkt Val	22,066.	22,066.
Enterprise Products Partners, LP	Mkt Val	32,352.	32,352.
Kinder Morgan Energy Partners, LP	Mkt Val	27,607.	27,607.
Oneok Partners, LP	Mkt Val	17,007.	17,007.
Plains All American Pipeline, LP	Mkt Val	16,241.	16,241.
Total Other Investments		$ 121,549.	$ 121,549.

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

Other Securities			
Mineral interest	Mkt Val	$ 750.	$ 750.
	Total Other Securities	$ 750.	$ 750.
	Total	$ 122,299.	$ 122,299.

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

Return of Prior Year Grant	$ 3,908.
Net Unrealized Gains or Losses on Investments	15,029.
Total	$ 18,937.

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	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
Todd Amdor P O Box 66722 Houston, TX 77266	Chairman 2.00	$ 0.	$ 0.	$ 0.
Coy Tow P O Box 66722 Houston, TX 77266	Vice Chairman 2.00	0.	0.	0.
Tammi Wallace P O Box 66722 Houston, TX 77266	Secretary 2.00	0.	0.	0.
Mark Wood 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.

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
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.
Frances Isbell P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Mary Ann McBee P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Elizabeth McLane P O Box 66722 Houston, TX 77266	Secretary 1.00	0.	0.	0.
Donald Skipwith 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	15,000.	0.	0.
	Total	$ 15,000.	$ 0.	$ 0.

Statement 11
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Go to www.hollyfield.org/grants for information about how to apply.

Form and Content: The application form is available at www.hollyfield.org/grants2.

Submission Deadlines: Go to www.hollyfield.org for deadline dates.

Restrictions on Awards: Although all grant proposals within our mission statement will be considered, the Hollyfield Foundation Board of Directors has identified the following funding priorities:

* Projects specifically addressing the issues of discrimination/equal rights for sexual minorities;
* Organizations focusing on tolerance of sexual minorities

Statement 11 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

(including voter education);
* Projects which target eradication of discrimination against individuals with HIV/AIDS by providing legal and/or educational assistance;
* Organizations which provide services for persons affected by HIV/AIDS or other health issues affecting the sexual minority community;
* Organizations focusing on the Arts that have an impact on the GLBT community.

The Hollyfield Foundation **76-0404874**
2012 Form 990-PF

Part XV, Line 3a - Grants and Allocations Paid During the Year

Name and Address	Charity Status	Purpose	Amount
AIDS Foundation Houston 3202 Weslayan Houston, TX 77027	509(a)(1)	Program Support	$ 2,500
AssistHers P.O. Box 541095 Houston, TX 77254	509(a)(1)	General Support	3,000
Bering Omega P.O. Box 540517 Houston, TX 77254	509(a)(1)	General Support	5,000
DiverseWorks 1117 East Freeway Houston, TX 77002	509(a)(1)	Program Support	2,000
Equality Texas Foundation P.O. Box 2340 Austin, TX 78768	509(a)(1)	Program Support	5,000
Gay & Lesbian Leadership Institution 1133 15th Street NW Washington, DC 20005	509(a)(1)	Program Support	7,500
Lambda Legal 3500 Oak Lawn Ave, Ste 500 Dallas, TX 75219	509(a)(1)	General Support	2,500
Lazarus House 4106 Austin Houston, TX 77004	509(a)(1)	Program Support	3,000
Legacy Community Health Services P.O. Box 66308 Houston, TX 77266	509(a)(2)	Program Support	5,500
Lesbian Health Initiative 401 Branard St. Houston, TX 77006	509(a)(1)	Program Support	11,500

The Hollyfield Foundation
2012 Form 990-PF

76-0404874

Part XV, Line 3a - Grants and Allocations Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Montrose Counseling Center 401 Branard, 2nd Floor Houston, TX 77006	509(a)(2)	Program Support	5,000
Pet Patrol 1809 W. 14 ½ Street Houston, TX 77008	509(a)(1)	Program Support	2,000
PFLAG - Houston P.O. Box 66834 Houston, TX 77266	509(a)(2)	General Support	1,500
PFLAG - Hatch Youth Scholarship Fd P.O. Box 667010 Houston, TX 77266	509(a)(1)	Scholarship Fund	10,000
Project Transitions P.O. Box 4826 Austin, TX 78741	509(a)(1)	General Support	1,500
Q-Fest (Houston Gay and Lesbian Film Festival) PO Box 541503 Houston, TX 77254	509(a)(1)	Program Support	5,000
Texas Civil Rights Project (Oficina Legal del Pueblo Unido Inc.) 1405 Montopolis Austin, TX 78741	509(a)(1)	General Support	2,500
Texas Freedom Network P.O. Box 1624 Austin, TX 78767	509(a)(1)	Program Support	1,500
Transgender Foundation of America 604 Pacific Houston, TX 77006	509(a)(1)	Program Support	2,500
Transgender Foundation of America 604 Pacific Houston, TX 77006	509(a)(1)	Transgender Nondiscrimination	2,733

The Hollyfield Foundation **76-0404874**
2012 Form 990-PF

Part XV, Line 3a - Grants and Allocations Paid During the Year

Name and Address	Charity Status	Purpose	Amount
LGBT Resource Center - University of Houston 279A University Center Houston, TX 77004	509(a)(1)	Program Support	2,500
Total			$ 84,233

CLIENT STATEMENT | For the Period December 1 31, 2012

Morgan Stanley

Holdings

Fiduciary Services Basic Securities Account
371-142713-789

THE HOLLYFIELD FOUNDATION
P O BOX 66722

This section reflects the market of positions purchased/sold on a trade date basis and will include positions not released and positions held in the current month. Please see the "Unsettled Purchases Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain (Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or contingent income notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.
New Treasury regulations require that we report on Form 1099 B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long term or short term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099 B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS U S GOVT MONEY MARKET TR	$18 960.72	$1 90	0.01	

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH DEPOSITS AND MONEY MARKET FUNDS	3 0%	$18,960 72	$1 90 / $0 00

Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds please see the Expanded Disclosures.
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	7/21/09	26 000	$44 576	$1 159 03	$1 703 00	$543 97 LT		
	5/21/10	87 000	46 653	4 058 79	5 698 50	1 639 71 LT		
	6/25/10	110 000	47 308	5 203 91	7 205 00	2,001 09 LT		
	2/15/11	152 000	46 443	7 [illegible] 29	9 956 00	2 855 71 LT		
	Total	375 000		17 482 [illegible]	24 562 50	7 080 48 LT	210 00	3 05

Share Price $65 500, Next Dividend Payable 02/2013

CONTINUED

Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Fiduciary Services Basic Securities Account
371-142713-789

THE HOLLYFIELD FOUNDATION
P O BOX 66722

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN WATER WORKS CO (AWK)	7/2/09	28.000	18.869	528.34	1,039.64	511.30 LT		
	8/12/09	170.000	19.499	3,314.81	6,312.10	2,997.29 LT		
	6/25/10	167.000	20.863	3,905.06	6,943.31	3,038.25 LT		
	8/5/10	222.000	22.616	5,020.86	8,242.86	3,222.00 LT		
	Total	607.000		12,769.07	22,537.91	9,768.84 LT	607.00	2.69
Share Price $37.130, Next Dividend Payable 03/2013								
AT&T INC (T)	7/21/09	319.000	24.648	7,862.71	10,753.49	2,890.78 LT		
	6/25/10	176.000	24.833	4,365.28	5,932.96	1,567.68 LT		
	Total	495.000		12,227.99	16,686.45	4,458.46 LT	891.00	5.33
Share Price $33.710, Next Dividend Payable 02/2013								
BAXTER INTL INC (BAX)	7/27/12	206.000	59.769	12,312.33	13,731.96	1,419.63 ST	370.80	2.70
Share Price $66.660, Next Dividend Payable 01/03/13								
BCE INC (NEW) (BCE)	7/21/09	111.000	21.857	2,426.18	4,766.34	2,340.16 LT		
	6/25/10	34.000	30.218	1,027.42	1,459.96	432.54 LT		
	Total	145.000		3,453.60	6,226.30	2,772.70 LT	329.15	5.28
Share Price $42.940, Next Dividend Payable 01/15/13								
BK MONTREAL (BMO)	7/21/09	82.000	44.703	3,665.61	5,026.60	1,360.99 LT		
	6/25/10	32.000	58.007	1,856.21	1,961.60	105.39 LT		
	Total	114.000		5,521.82	6,988.20	1,466.38 LT	330.03	4.72
Share Price $61.300, Next Dividend Payable 02/2013								
CA INCORPORATED (CA)	5/23/12	222.000	25.044	5,559.81	4,879.56	(680.25) ST		
	6/24/12	254.000	25.088	6,372.35	5,582.92	(789.43) ST		
	Total	476.000		11,932.16	10,462.48	(1,469.68) ST	476.00	4.54
Share Price $21.980, Next Dividend Payable 03/2013								
CINCINNATI FINANCIAL OHIO (CINF)	10/1/09	70.000	25.887	1,812.12	2,741.20	929.08 LT		
	10/20/09	160.000	25.910	4,145.54	6,265.60	2,120.06 LT		
	6/25/10	93.000	27.164	2,526.25	3,641.88	1,115.63 LT		
	Total	323.000		8,483.91	12,648.68	4,164.77 LT	526.49	4.16
Share Price $39.160, Next Dividend Payable 01/15/13								
CME GROUP INC (CME)	2/8/12	215.000	56.931	12,240.26	10,894.05	(1,346.21) ST	387.00	3.55
Share Price $50.670, Next Dividend Payable 03/2013								

CONTINUED

CLIENT STATEMENT | For the Period December 1 31, 2012

Morgan Stanley

Holdings

Fiduciary Services Basic Securities Account
371-112713-789

THE HOLLYFIELD FOUNDATION
P O BOX 66722

STOCKS

COMMON STOCKS CONTINUED

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DIGITAL REALTY TRUST INC (DLR)	1 14 10	38 000	50 706	1 923 90	2 579 82	652 92 LT		
	1/15/10	85 000	50 202	4 267 15	5,770 65	1,503 50 LT		
	6/25/10	49 000	58 804	2,881 40	3,326 61	445 21 LT		
	Total	172 000		9 072 45	11,677 08	2,601 63 LT	502 24	4 30
Share Price $67 890, Next Dividend Payable 01/15/13								
DONNELLEY R R & SONS CO (RRD)	7/21/09	213 000	12 657	2,696 01	1 914 87	(781 14) LT		
	4/23/10	219 000	22 470	4 920 86	1,968 81	(2 952 05) LT		
	6/25/10	188 000	17 374	3 266 27	1,690 12	(1 576 15) LT		
	Total	620 000		10 883 11	5,573 80	(5,309 34) LT	644 80	11 50
Share Price $8 990, Next Dividend Payable 03 2013								
ELI LILLY & CO (LLY)	11/19/09	29 000	36 024	1,044 71	1,430 28	385 57 LT		
	11/30/09	105 000	36 701	3,853 57	5,178 60	1 325 03 LT		
	6/25/10	137 000	34 008	4 659 14	6,756 84	2 097 70 LT		
	Total	271 000		9,557 42	13,365 72	3 808 30 LT	531 16	3 97
Share Price $49 320 Next Dividend Payable 03/2013								
GENERAL ELECTRIC CO (GE)	11/29/11	723 000	14,943	10 803 86	15,175 77	4,371 91 LT		
	4/25 12	196 000	19 460	3 814 16	4,114 04	299 88 ST		
	4 26/12	144 000	19 650	2 829 72	3 022 56	195 84 ST		

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Morgan Stanley

CLIENT STATEMENT | For the Period December 1-31, 2012

Holdings

Fiduciary Services Basic Securities Account
3/1-142713-789

THE HOLLYFIELD FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	1,033.000		17,444 74	22 312 37	4,371 91 LT 495 72 ST	807 88	3 62
Share Price $20 990, Next Dividend Payable 01/25/13								
GLAXOSMITHKLINE PLC ADS (GSK)	8/17/10	249 000	38 260	9,526 64	10,824 03	1,297 39 LT		
	2/16/11	155 000	38 378	5,948 61	6,737 85	789 24 LT		
	Total	404 000		15 475 25	17,561 88	2,086 63 LT	936 88	5 33
Share Price $43 470, Next Dividend Payable 01/03/13								
H J HEINZ CO (HNZ)	3/28/10	202.000	44 957	9,081.38	11,651.36	2 569 98 LT	416 12	3 57
Share Price $57 680, Next Dividend Payable 03/2013								
HCP INCORPORATED (HCP)	6/25/10	109 000	31 477	3,430 99	4 922 44	1 491 45 LT		
	12/16/10	164.000	33 553	5,503 06	7,406 24	1,903 18 LT		
	Total	273 000		8,934.05	12,328.68	3 394 63 LT	546 00	4 42
Share Price $45 160, Next Dividend Payable 02/2013								
INTEL CORP (INTC)	10/7/09	418 000	19 770	8,263 81	8,619 16	355 35 LT		
	4/13/10	191 000	22 778	4,350 62	3,938 12	(412 10) LT		
	6/25/10	195 000	20 119	3,923 28	4 020 90	97 62 LT		
	Total	804 000		16,537 31	16,578.48	40.87 LT	723 60	4 36
Share Price $20 620, Next Dividend Payable 03/2013								
INTERNATIONAL PAPER CO (IP)	6/9/11	357 000	29 509	10,534 65	14,222 88	3,688 23 LT	428 40	3 01
Share Price $39 840, Next Dividend Payable 03/2013								
JOHNSON & JOHNSON (JNJ)	2 4/03	4 000	52 322	209 29	280 40	71 11 LT		
	5/29/03	40 000	53 739	2 149 56	2 804 00	654 44 LT		
	11/7/03	45 000	48 804	2 196 18	3,151 50	958 32 LT		
	2/6/06	23 000	56 889	1,308 44	1 612 30	303 86 LT		
	7/21/09	115 000	59 248	6 813 52	8 061 50	1 247 98 LT		
	6/25/10	32 000	59 033	1 889 06	2,243 20	354 14 LT		
	Total	259 000		14,566 05	18,155.90	3,589 85 LT	631 96	3 48
Share Price $70 105, Next Dividend Payable 03/2013								

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Morgan Stanley

Holdings

Fiduciary Services Basic Securities Account
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THE HOLLYFIELD FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MAXIM INTEGRATED PRODUCTS INC (MXIM)	11/4/10	435.000	23.053	10,027.88	12,789.00	2,761.12 LT	417.60	3.26
Share Price $29.400, Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	7/21/09	210.000	29.278	6,148.45	8,597.40	2,448.94 LT		
	6/25/10	71.000	35.882	2,547.64	2,906.74	359.10 LT		
	Total	281.000		8,696.10	11,504.14	2,808.04 LT	483.32	4.20
Share Price $40.940, Next Dividend Payable 01/08/13								
MICROCHIP TECHNOLOGY INC (MCHP)	7/21/09	184.000	23.791	4,377.54	5,996.56	1,619.02 LT		
	6/25/10	127.000	27.723	3,520.81	4,138.93	618.12 LT		
	Total	311.000		7,898.35	10,135.49	2,237.14 LT	437.89	4.32
Share Price $32.590, Next Dividend Payable 03/2013								
NATL GRID TRANSCO PLC ADS (NGG)	9/22/10	130.000	43.150	5,614.65	7,467.20	1,852.55 LT		
	11/30/10	195.000	45.244	8,822.57	11,200.80	2,378.20 LT		
	Total	325.000		14,437.25	18,668.00	4,230.75 LT	1,028.95	5.51
Share Price $57.440								
NISOURCE INC (NI)	7/21/09	544.000	12.700	6,908.84	13,540.16	6,631.52 LT		
	6/25/10	340.000	14.837	5,044.61	8,462.60	3,417.99 LT		
	7/25/11	445.000	21.062	9,372.68	11,076.05	1,703.37 LT		
	Total	1,329.000		21,326.13	33,078.81	11,752.88 LT	1,275.84	3.85
Share Price $24.890, Next Dividend Payable 02/2013								
OMEGA HEALTHCARE INV INC (OHI)	10/18/12	113.000	24.186	2,733.04	2,695.05	(37.99) ST		
	11/20/12	38.000	22.241	845.16	906.30	61.14 ST		
	11/20/12	118.000	22.241	2,624.49	2,814.30	189.81 ST		
	Total	269.000		6,202.71	6,115.65	212.34 ST	473.44	7.37
Share Price $23.850, Next Dividend Payable 02/2013								

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THE HOLLYFIELD FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PFIZER INC (PFE)	12/18/09	349 000	13 360	6 107 64	8,752 67	2,3[illegible] 03 LT		
	5/25/10	159 000	14 575	2 317 58	3 987 60	1,670 02 LT		
	Total	508 000		8,725 22	12,740 28	4,0[illegible] 03 LT	457 68	3 82
Share Price $25 079, Next Dividend Payable 03/2013								
SEADRILL LTD (SDRL)	11/4/10	433 000	33 165	14,360 23	15 934 40	1,574 17 LT		
	3/29/11	50 000	36 427	1 821 35	1 840 00	18 65 LT		
	4/26/12	94 000	38 381	3 608 12	3,459 20	(148 92) ST		
	Total	577 000		19,789 70	21,233 60	1,592 62 LT (148 92) ST	1 96[illegible] 80	9 23
Share Price $36 800, Next Dividend Payable 03/2013								
SENIOR HSG PPTY TR SBI (SNH)	10/17/12	132 000	22 250	2,937 00	3,120 48	183 48 ST		
	11/20/12	143 000	22 511	3,219 03	3,380 52	161 49 ST		
	Total	275 000		6,156 03	6,501 00	344 97 ST	429 00	6 59
Share Price $23 640, Next Dividend Payable 02/2013								
SPECTRA ENERGY CORP COM (SE)	7/21/09	218 000	17 478	3 810 20	5,968 84	2 158 64 LT		
	6/25/10	93,000	20 867	1,940 61	2,546 34	605 73 LT		
	Total	311 000		5 750 81	8,515.18	2,764 37 LT	379 42	4 45
Share Price $27 380, Next Dividend Payable 03/2013								
STATOIL ASA ADR (STO)	5/19/10	405 000	21 588	8,743 22	10 141 20	1,397 98 LT		
	6/25/10	205 000	20 250	4,151 17	5 133 20	982 03 LT		

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CONSOLIDATED SUMMARY | PERSONAL ACCOUNTS | RETIREMENT ACCOUNTS | EDUCATION ACCOUNTS | TRUST ACCOUNTS | BUSINESS ACCOUNTS

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Fiduciary Services Basic Securities Account
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	616 000		[illegible] 894 39	15,274 40	2 380 01 LT	551 43	3.6
Share Price $25 040								
TOTAL S A SPON ADR (TOT)	6/20/12	115 000	44 802	5 152 24	5 981 15	828 91 ST		
	6 21/12	148 000	43 406	6 424 33	7 697 48	1,273 15 ST		
	Total	263 000		11 576 27	13,678 63	2 102 35 ST	659 34	1 82
Share Price $52 010 Next Dividend Payable 01 10/13								
VALLEY NATL BANCORP (VLY)	4/29/11	36 906	13 043	481 37	343 23	(138 12) LT		
	6/2/11	201 093	13 064	2 627 04	1 870 16	(756 88) LT		
	5/5/11	419 001	12 872	5,333 25	3 896 71	(1 436 54) LT		
	Total	657 000		8 501 64	6,110 10	(2,391 54) LT	427 05	6 98
Share Price $9 300, Next Dividend Payable 01 02/13								
VODAFONE GP PLC ADS NEW (VOD)	1/6/11	394 000	27 513	10 840 21	9,924 86	(915 38) LT	591 00	5 95
Share Price $25 190 Next Dividend Payable 02/06/13								
WILLIAMS CO INC (WMB)	3/10/11	358 000	24 190	8,660 17	11 720 92	3,060 75 LT		
	1/9/12	68 000	27 674	1 881 80	2 226 32	344 52 ST		
	4/26 12	196 000	33 725	6 610 02	6 417 04	(192 98) ST		
	12/18/12	233 000	32 366	7 541 77	7 628.42	86 65 ST		
	Total	855 000		24 693 76	27 992 70	3 060 75 LT 238 19 ST	111 50	3 97
Share Price $32 740, Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	97 0%	$485,641 64	$482 728 52	$115,024 22 LT $3,611 94 ST	$28,259 90 $0 00	4.68%

H - Wash sale rules apply to this tax lot The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction
Unrealized Gain (Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF Deposits and positions stating 'Please Provide' are not included

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Fiduciary Services Active Assets Account 371-143191-789

THE HOLLYFIELD FOUNDATION
FEDERATED STRATEGIC VALUE SMA

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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obta in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estim and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered secur acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on y Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yi
MS ACTIVE ASSETS MONEY TRUST	$4,346 03	$0 43	0 010	

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	2 0%	$4,346 03	$0 43 $0 00

Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Divid Yiel
ALTRIA GROUP INC (MO)	10/17/11	206 000	$27 449	$5,654 58	$6,476 64	$822 06 LT		
	11/10/11	41 000	27 471	1,126 33	1,289 04	162 71 LT		
	9/24/12	12 000	34 116	409 39	377 28	(32 11) ST		
	Total	259 000		7,190 30	8,142 96	984 77 LT (32 11) ST	455 84	5

Share Price $31 440, Next Dividend Payable 01/10/13

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Fiduciary Services Active Assets Account 371-143191-789
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Div Yi
AMERICAN ELECTRIC POWER CO (AEP)	5/23/12	55 000	38 049	2,092 70	2,347 40	254 70 ST	103 40	
Share Price $42 680, Next Dividend Payable 03/2013								
ASTRAZENECA PLC ADS (AZN)	10/17/11	143 000	46 803	6,692 80	6,759 61	66 81 LT		
	7/24/12	51 000	45 716	2,331 52	2,410 77	79 25 ST		
	9/24/12	3 000	48 040	144 12	141 81	(2 31) ST		
	Total	197 000		9,168 44	9,312 19	66 81 LT 76 94 ST	561 45	
Share Price $47 270, Next Dividend Payable 03/2013								
AT&T INC (T)	10/17/11	188 000	29 090	5,468 87	6,337 48	868 61 LT		
	11/10/11	24 000	29 169	700 06	809 04	108 98 LT		
	9/24/12	12 000	38 388	460 65	404 52	(56 13) ST		
	Total	224 000		6,629 58	7,551 04	977 59 LT (56 13) ST	403 20	
Share Price $33 710, Next Dividend Payable 02/2013								
BCE INC (NEW) (BCE)	10/17/11	167 000	38 160	6,372 77	7,170 98	798 21 LT		
	8/10/12	26 000	45 304	1,177 91	1,116 44	(61 47) ST		
	9/24/12	3 000	43 807	131 42	128 82	(2 60) ST		
	Total	196 000		7,682 10	8,416 24	798 21 LT (64 07) ST	444 92	
Share Price $42 940, Next Dividend Payable 01/15/13								
BRISTOL MYERS SQUIBB CO (BMY)	10/17/11	219 000	32 480	7,113 12	7,137 21	24 09 LT		
	9/24/12	9 000	33 700	303 30	293 31	(9 99) ST		
	Total	228 000		7 416 42	7,430 52	24 09 LT (9 99) ST	319 20	
Share Price $32 590, Next Dividend Payable 02/2013								
CENTURYLINK INC (CTL)	10/17/11	147 000	34 415	5,059 03	5,750 64	691 61 LT		
	2/9/12	33 000	37 782	1,246 79	1,290 96	44 17 ST		
	7/24/12	30 000	40 588	1,217 64	1,173 60	(44 04) ST		
	9/24/12	3 000	42 120	126 36	117 36	(9 00) ST		
	Total	213 000		7,649 82	8,332 56	691 61 LT (8 87) ST	617 70	
Share Price $39 120, Next Dividend Payable 03/2013								

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THE HOLLYFIELD FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income
CHEVRON CORP (CVX)	10/17/11	19 000	99 083	1,882 57	2,054 66	172 09 LT	68 40
Share Price $108 140, Next Dividend Payable 03/2013							
COCA COLA CO (KO)	1/24/05	36 000	20 495	737 81	1,305 00	567 19 LT	
	6/25/10	16 000	25 470	407 52	580 00	172 48 LT	
	10/17/11	8 000	33 589	268 71	290 00	21 29 LT	
	Total	60 000		1 414 04	2,175 00	760 96 LT	61 20
Share Price $36 250, Next Dividend Payable 03/2013							
CONOCOPHILLIPS (COP)	12/31/09	5 000	39 420	197 10	289 95	92 85 LT	
	10/17/11	69 000	52 892	3,649 57	4,001 31	351 74 LT	
	5/4/12	33 000	53 178	1,754 89	1,913 67	158 78 ST	
	5/22/12	24 000	51 947	1,246 73	1,391 76	145 03 ST	
	8/10/12	12 000	57 018	684 22	695 88	11 66 ST	
	9/24/12	3 000	57 413	172 24	173 97	1 73 ST	
	Total	146 000		7,704 75	8,466 54	444 59 LT 317 20 ST	385 44
Share Price $57 990, Next Dividend Payable 03/2013							
DOMINION RES INC (NEW) (D)	10/17/11	43 000	50 012	2,150 54	2,227.40	76 86 LT	90 73
Share Price $51 800, Next Dividend Payable 03/2013							
DUKE ENERGY CORP NEW (DUK)	10/17/11	101 000	60 287	6,089 03	6,443 80	354 77 LT	
	10/24/12	24 000	64 553	1,549 26	1,531 20	(18 06) ST	
	Total	125 000		7,638 29	7,975 00	354 77 LT (18 06) ST	382 50
Share Price $63 800, Next Dividend Payable 03/2013							
ELI LILLY & CO (LLY)	10/17/11	104 000	38 082	3,960 54	5,129 28	1,168 74 LT	
	2/9/12	27 000	39 805	1,074 73	1,331 64	256 91 ST	
	9/24/12	3 000	47 240	141 72	147 96	6 24 ST	
	Total	134 000		5,176 99	6,608 88	1 168 74 LT 263 15 ST	262 64
Share Price $49 320, Next Dividend Payable 03/2013							
GLAXOSMITHKLINE PLC ADS (GSK)	10/17/11	176 000	43 391	7,636 77	7,650 72	13 95 LT	
	7/24/12	27 000	44 784	1,209 17	1,173 69	(35 48) ST	

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Div Yl
	Total	203 000		8,845 94	8,824 41	13 95 LT (35 48) ST	470 76	
Share Price $43 470, Next Dividend Payable 01/03/13								
H J HEINZ CO (HNZ)	10/17/11	142 000	52 071	7,394 08	8,190 56	796 48 LT		
	9/24/12	9 000	56 236	506 12	519 12	13 00 ST		
	Total	151 000		7,900 20	8,709 68	796 48 LT 13 00 ST	311 06	
Share Price $57 680, Next Dividend Payable 03/2013								
HCP INCORPORATED (HCP)	11/10/11	64 000	37 745	2,415 68	2,890 24	474 56 LT		
	9/24/12	3 000	45 000	135 00	135 48	0 48 ST		
	Total	67 000		2,550 68	3,025.72	474 56 LT 0 48 ST	134 00	
Share Price $45 160, Next Dividend Payable 02/2013								
HEALTH CARE REIT INC (HCN)	10/17/11	63 000	47 127	2,968 99	3,861 27	892 28 LT	186 48	
Share Price $61 290, Next Dividend Payable 02/2013								
JOHNSON & JOHNSON (JNJ)	2/6/06	31 000	56 889	1,763 55	2,173 10	409 55 LT		
	9/9/09	15 000	60 950	914 25	1,051 50	137 25 LT		
	10/17/11	36 000	64 000	2,303 99	2,523 60	219 61 LT		
	9/24/12	3 000	68 900	206 70	210 30	3 60 ST		
	Total	85 000		5,188 49	5,958 50	766 41 LT 3 60 ST	207 40	
Share Price $70 100, Next Dividend Payable 03/2013								
KIMBERLY CLARK CORP (KMB)	10/17/11	59 000	71 415	4,213 48	4,981 37	767 89 LT	174 64	
Share Price $84 430, Next Dividend Payable 01/03/13								
KRAFT FOODS GROUP INC COM (KRFT)	10/12/12	99 000	47 189	4,671 76	4,501 53	(170 23) ST		
	12/6/12	12 000	45 685	548 22	545 64	(2 58) ST H		
	12/6/12	34 000	45 685	1,553 29	1,545 98	(7 31) ST		
	Total	145 000		6,773 27	6,593 15	(180 12) ST	290 00	
Share Price $45 470, Next Dividend Payable 01/14/13								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Divi Yie
LORILLARD INC (LO)	10/17/11	21 000	117 180	2,460 78	2,450 07	(10 71) LT	130 20	5
Share Price $116 670, Next Dividend Payable 03/2013								
MC DONALDS CORP (MCD)	10/17/11	23 000	88 945	2 045 74	2,028 83	(16 91) LT		
	12/6/12	3 000	87 694	263 08	264 63	1 55 ST H		
	12/6/12	34 000	87 694	2,981 60	2,999 14	17 54 ST		
	Total	60 000		5 290 42	5,292 60	(16 91) LT 19 09 ST	184 80	3
Share Price $88 210, Next Dividend Payable 03/2013								
MERCK & CO INC NEW COM (MRK)	1/4/12	179 000	38 119	6,823 35	7,328 26	504 91 ST		
	9/24/12	3 000	44 860	134 58	122 82	(11 76) ST		
	Total	182 000		6 957 93	7,451 08	493 15 ST	313 04	4
Share Price $40 940, Next Dividend Payable 01/08/13								
NATL GRID TRANSCO PLC ADS (NGG)	10/17/11	118 000	50 574	5,967 69	6,777 92	810 23 LT		
	1/9/12	54 000	48 218	2,603 76	3,101 76	498 00 ST		
	Total	172 000		8,571 45	9,879 68	810 23 LT 498 00 ST	544 55	5
Share Price $57 440								
PEPSICO INC NC (PEP)	8/30/02	13 000	39 681	515 85	889 59	373 74 LT		
	3/7/11	11 000	63 440	697 84	752 73	54 89 LT		
	10/17/11	9 000	62 003	558 03	615 87	57 84 LT		
	Total	33 000		1,771 72	2,258 19	486 47 LT	70 95	3
Share Price $68 430, Next Dividend Payable 01/02/13								
PHILIP MORRIS INTL INC (PM)	10/17/11	40 000	67 075	2,682 98	3,345 60	662 62 LT	136 00	4
Share Price $83 640, Next Dividend Payable 01/11/13								
PPL CORPORATION (PPL)	10/17/11	157 000	28 496	4,473 85	4,494 91	21 06 LT		
	9/24/12	3 000	29 020	87 06	85 89	(1 17) ST		
	Total	160 000		4,560 91	4,580 80	21 06 LT (1 17) ST	230 40	5
Share Price $28 630, Next Dividend Payable 01/02/13								
PROCTER & GAMBLE (PG)	7/22/03	3 000	32 993	98 98	203 67	104 69 LT		
	10/17/11	34 000	64 356	2,188 09	2,308 26	120 17 LT		

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Holdings

Fiduciary Services Active Assets Account 371-143191-789

THE HOLLYFIELD FOUNDATION
FEDERATED STRATEGIC VALUE SMA

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income
	Total	37 000		2,287 07	2,511 93	224 86 LT	83 18
Share Price $67 890, Next Dividend Payable 02/2013							
REYNOLDS AMERICAN INC (RAI)	10/17/11	143 000	39 114	5,593 24	5,924 49	331 25 LT	
	9/24/12	6 000	43 772	262 63	248 58	(14 05) ST	
	10/24/12	39 000	41 208	1,607 13	1,615 77	8 64 ST	
	Total	188 000		7,463 00	7,788 84	331 25 LT (5 41) ST	443 68
Share Price $41 430, Next Dividend Payable 01/02/13							
ROYAL DUTCH SHELL PLC CL B (RDS'B)	10/17/11	113 000	70 184	7,930 75	8,010 57	79 82 LT	
	9/24/12	3 000	73 193	219 58	212 67	(6 91) ST	
	10/24/12	7 000	70 181	491 27	496 23	4 96 ST	
	10/26/12	11 000	69 976	769 74	779 79	10 05 ST	
	Total	134 000		9,411 34	9,499.26	79 82 LT 8 10 ST	460 96
Share Price $70 890							
SOUTHERN CO (SO)	10/17/11	187 000	42 926	8,027 22	8,005 47	(21 75) LT	
	9/24/12	6 000	45 650	273 90	256 86	(17 04) ST	
	Total	193 000		8,301 12	8,262 33	(21 75) LT (17 04) ST	378 28
Share Price $42 810, Next Dividend Payable 03/2013							
TOTAL S A SPON ADR (TOT)	10/17/11	118 000	50 572	5,967 44	6,137 18	169 74 LT	
	8/10/12	40 000	49 197	1,967 86	2,080 40	112 54 ST	
	9/24/12	3 000	52 320	156 96	156 03	(0 93) ST	
	10/24/12	18 000	50 234	904 22	936 18	31 96 ST	
	10/26/12	5 000	50 096	250 48	260 05	9 57 ST	
	Total	184 000		9,246 96	9,569 84	169 74 LT 153 14 ST	461 29
Share Price $52 010, Next Dividend Payable 01/10/13							
UNILEVER PLC (NEW) ADS (UL)	10/17/11	58 000	32 843	1,904 91	2,245 76	340 85 LT	
	9/24/12	3 000	37 063	111 19	116 16	4 97 ST	

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CLIENT STATEMENT | For the Period December 1-31, 2012

Fiduciary Services Active Assets Account 371-143191-789

THE HOLLYFIELD FOUNDATION
FEDERATED STRATEGIC VALUE SMA

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income
	Total	61 000		2,016 10	2,361 92	340 85 LT 4 97 ST	74 79
Share Price $38 720							
VERIZON COMMUNICATIONS (VZ)	10/17/11	208 000	37 009	7,697 94	9,000.16	1,302 22 LT	428 48
Share Price $43 270, Next Dividend Payable 02/2013							
VODAFONE GP PLC ADS NEW (VOD)	7/17/03	58 999	21 407	1,262 97	1,486 18	223 21 LT	
	10/17/11	172 001	27 364	4,706 64	4,332 71	(373 93) LT	
	8/10/12	50 000	29 893	1,494 67	1,259 50	(235 17) ST	
	9/24/12	6 000	28 860	173 16	151 14	(22 02) ST	
	10/24/12	44 000	27 760	1,221 44	1,108 36	(113 08) ST	
	Total	331 000		8,858 88	8,337 89	(150 72) LT (370 27) ST	496 50
Share Price $25 190, Next Dividend Payable 02/06/13							
WINDSTREAM CORP (WIN)	10/17/11	151 000	11 931	1,801 61	1,250 28	(551 33) LT	
	9/24/12	18 000	10 980	197 64	149 04	(48 60) ST	
	Total	169 000		1,999 25	1,399 32	(551 33) LT (48 60) ST	169 00
Share Price $8 280, Next Dividend Payable 01/15/13							

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest
STOCKS	98 0%	$201,815 44	$216,984 00	$13,910 36 LT $1,258 20 ST	$10,537 06 $0 00

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest
TOTAL MARKET VALUE	100 0%	$201,815 44	$221,330 03	$13,910 36 LT $1,258 20 ST	$10,537 49 $0 00

TOTAL VALUE (includes accrued interest) $221,330 03

H - Wash sale rules apply to this tax lot The cost basis has been adjusted to account for disallowed loss or a related wash sale transaction
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash, MMF, Deposits and positions stating 'Please Provide' are not included

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