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

2013

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013, or tax year beginning 2013, 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

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 ☒ 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)
\$ 1,718,944.

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

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 ☐

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)
------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc. received (att sch)	10,400.		
2 Ck <input type="checkbox"/> if the foundr is not req to att Sch B			
3 Interest on savings and temporary cash investments			N/A
4 Dividends and interest from securities	46,074.	46,074.	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain/(loss) from sale of assets not on line 10	83,564.	Statement 1	
b Gross sales price for all assets on line 6a 300,611.		77,941.	
7 Capital gain net income (from Part IV, line 2)			
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit/(loss) (att sch)			
11 Other income (attach schedule) See Statement 2	-4,102.	614.	
12 Total. Add lines 1 through 11	135,936.	124,629.	
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 3	3,200.	1,600.	1,600.
c Other prof fees (attach sch) See St 4	20,770.	20,770.	
17 Interest			
18 Taxes (attach schedule)(see instrs) See Stm 5	1,289.	711.	
19 Depreciation (attach sch) and depletion			
20 Occupancy	2,772.	554.	2,218.
21 Travel, conferences, and meetings	2,036.	407.	1,629.
22 Printing and publications			
23 Other expenses (attach schedule) See Statement 6	4,446.	1,046.	2,249.
24 Total operating and administrative expenses. Add lines 13 through 23	49,513.	28,088.	19,696.
25 Contributions, gifts, grants paid Part XV	57,850.		57,850.
26 Total expenses and disbursements. Add lines 24 and 25	107,363.	28,088.	77,546.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	28,573.		
b Net investment income (if negative, enter -0)		96,541.	
c Adjusted net income (if negative, enter -0)			

918-19

5

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		5,876.	20,471.	20,471.	
	2	Savings and temporary cash investments		650,462.	687,177.	687,177.	
	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)		18,961.			
	b	Investments — corporate stock (attach schedule) Statement 7		794,574.	864,993.	864,993.	
	c	Investments — corporate bonds (attach schedule)					
	11	Investments — land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)						
12	Investments — mortgage loans						
13	Investments — other (attach schedule) Statement 8		122,299.	146,303.	146,303.		
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)		1,592,172.	1,718,944.	1,718,944.		
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. <input checked="" type="checkbox"/>						
	24	Unrestricted		-41,933.	84,839.		
	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. <input type="checkbox"/>						
	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)		1,592,172.	1,718,944.		
	31	Total liabilities and net assets/fund balances (see instructions)		1,592,172.	1,718,944.		

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	1,592,172.
2	Enter amount from Part I, line 27a	2	28,573.
3	Other increases not included in line 2 (itemize) <u>See Statement 9</u>	3	98,199.
4	Add lines 1, 2, and 3	4	1,718,944.
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	1,718,944.

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)
1 a 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 294,492.		217,047.	77,445.
b 496.			496.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
a			77,445.
b			496.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	77,941.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>	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))
2012	103,822.	1,603,301.	0.064755
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

2 Total of line 1, column (d)	2	0.300343
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	0.060069
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,643,831.
5 Multiply line 4 by line 3	5	98,743.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	965.
7 Add lines 5 and 6	7	99,708.
8 Enter qualifying distributions from Part XII, line 4	8	77,546.

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 <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)		1	1,931.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	1,931.
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	1,931.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	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 <input checked="" type="checkbox"/> if Form 2220 is attached	8		11.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,942.
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	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? <i>If 'No,' attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>www.hollyfield.org</u>				
14	The books are in care of <u>Wendy Harshbarger</u> Telephone no <u>713-523-6900</u>			
Located at <u>P O Box 66722 Houston TX</u> ZIP + 4 <u>77266</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1 b	X
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
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		
<u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If 'Yes,' did it have excess business holdings in 2013 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 2013)	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 2013?	4 b	X

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Form 990-PF (2013)

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)?

5 b 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?

6 b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A 7 b

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.

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Form 990-PF (2013)

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	1 a	1,040,402.
b	Average of monthly cash balances	1 b	628,462.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,668,864.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,668,864.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	25,033.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,643,831.
6	Minimum investment return. Enter 5% of line 5	6	82,192.

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	82,192.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,931.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,931.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	80,261.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	80,261.
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	80,261.

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	1 a	77,546.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	77,546.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	77,546.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				80,261.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,816.			
b From 2009	14,249.			
c From 2010	16,725.			
d From 2011	26,758.			
e From 2012	20,879.			
f Total of lines 3a through e	81,427.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 77,546.				
a Applied to 2012, 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 2013 distributable amount				77,546.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	2,715.			2,715.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	78,712.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions.			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	101.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	78,611.			
10 Analysis of line 9				
a Excess from 2009	14,249.			
b Excess from 2010	16,725.			
c Excess from 2011	26,758.			
d Excess from 2012	20,879.			
e Excess from 2013				

BAA

Form 990-PF (2013)

N/A

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

- 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		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
Name and address (home or business)					
a Paid during the year					
See attachment		N/A	PC	See attachment	57,850.
Total					57,850.
b Approved for future payment					
Total					

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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	46,074.	
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	5,623.	18	77,941.	
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	-4,716.	14	614.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		907.		124,629.	
13	Total. Add line 12, columns (b), (d), and (e)					13 125,536.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

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

OMB No 1545-0047

2013

Name of the organization

The Hollyfield Foundation

Employer identification number

76-0404874

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)**Special Rules**☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,**

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

The Hollyfield Foundation

76-0404874

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Texas Lesbian Conference 2001 Westheimer Rd, Apt 90 Houston, TX 77098	\$ 10,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

The Hollyfield Foundation

Employer identification number

76-0404874

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

The Hollyfield Foundation

Employer identification number

76-0404874

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10)**organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions)

► \$ _____ N/A

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

BAA

The Hollyfield Foundation

76-0404874

Statement 1
Form 990-PF, Part I, Line 6a
Net Gain (Loss) from Noninventory Sales Per Books
Assets Not Included in Part IV

Description:	751 Gain (UBI) on sale of partnerships		
Date Acquired:	Various		
How Acquired:	Purchase		
Date Sold:	Various		
To Whom Sold:			
Gross Sales Price:	5,623.		
Cost or Other Basis:	0.		
Basis Method:	Cost		
		Gain (Loss)	5,623.
		Total	<u>\$ 5,623.</u>

Statement 2
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	\$ -4,102.	\$ 614.	
Total	<u>\$ -4,102.</u>	<u>\$ 614.</u>	<u>\$ 0.</u>

Statement 3
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	\$ 3,200.	\$ 1,600.		\$ 1,600.
Total	<u>\$ 3,200.</u>	<u>\$ 1,600.</u>		<u>\$ 1,600.</u>

Statement 4
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	\$ 20,770.	\$ 20,770.		
Total	<u>\$ 20,770.</u>	<u>\$ 20,770.</u>		<u>\$ 0.</u>

The Hollyfield Foundation

76-0404874

Statement 5
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	\$ 578.			
Foreign tax	560.	\$ 560.		
Property tax	151.	151.		
Total	\$ 1,289.	\$ 711.		\$ 0.

Statement 6
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	624.	125.		\$ 499.
K-1 pass-through expenses	1,623.	472.		
Postage and delivery	218.	44.		174.
Supplies	167.	33.		134.
Telephone	1,802.	360.		1,442.
Total	\$ 4,446.	\$ 1,046.		\$ 2,249.

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

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Morgan Stanley Acct A (Attached Pgs 1-6)	Mkt Val	\$ 520,388.	\$ 520,388.
Morgan Stanley Acct B (Attached Pgs 7-12)	Mkt Val	232,822.	232,822.
Henderson Global Equity Inc	Mkt Val	104,870.	104,870.
Ares Capital Corp	Mkt Val	6,913.	6,913.
Total		\$ 864,993.	\$ 864,993.

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

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Energy Transfer Equity Partners, LP	Mkt Val	\$ 21,171.	\$ 21,171.
Energy Transfer Partners, LP	Mkt Val	28,739.	28,739.
Enterprise Products Partners, LP	Mkt Val	34,343.	34,343.
Kinder Morgan Energy Partners, LP	Mkt Val	24,198.	24,198.
Oneok Partners, LP	Mkt Val	14,953.	14,953.

The Hollyfield Foundation

76-0404874

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

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
Plains All American Pipeline, LP	Mkt Val	\$ 17,654.	\$ 17,654.
Linn Energy LLC	Mkt Val	4,495.	4,495.
Total Other Investments		<u>\$ 145,553.</u>	<u>\$ 145,553.</u>
<u>Other Securities</u>			
Mineral interest	Mkt Val	750.	750.
Total Other Securities		<u>\$ 750.</u>	<u>\$ 750.</u>
Total		<u>\$ 146,303.</u>	<u>\$ 146,303.</u>

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

Net Unrealized Gains or Losses on Investments	Total	\$ 98,199.
		<u>\$ 98,199.</u>

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
Coy Tow P O Box 66722 Houston, TX 77266	Chairman 2.00	\$ 0.	\$ 0.	\$ 0.
Tammi Wallace P O Box 66722 Houston, TX 77266	Vice Chairman 2.00	0.	0.	0.
Todd Amdor 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.
Janine M. Brunjes P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.

The Hollyfield Foundation

76-0404874

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Greg Barbutti P O Box 66722 Houston, TX 77266	Director 1.00	\$ 0.	\$ 0.	\$ 0.
Paul Carter P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Vanessa Edwards Foster P O Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Frances Isbell 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.
John Nechman 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.
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:

The Hollyfield Foundation

76-0404874

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

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

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN WATER WORKS CO (AWK)	8/12/09	52.000	\$19.499	\$1,013.94	\$2,197.52	\$1,183.58 LT		
	6/25/10	187.000	20.883	3,905.06	7,902.62	3,997.56 LT		
	8/5/10	222.000	22.616	5,020.86	9,381.72	4,360.86 LT		
	Total	461.000		9,939.86	19,481.86	9,542.00 LT	516.32	2.65
Share Price \$42.260, Next Dividend Payable 03/2014								
AT&T INC (T)	7/21/09	255.000	24.648	6,285.24	8,965.80	2,680.56 LT		
	6/25/10	176.000	24.803	4,365.28	6,188.16	1,822.88 LT		
	Total	431.000		10,650.52	15,153.96	4,503.44 LT	793.04	5.23
Share Price \$35.160, Next Dividend Payable 02/2014								
BAXTER INTL INC (BAX)	7/27/12	194.000	59.769	11,595.11	13,492.70	1,897.59 LT	380.24	2.81
Share Price \$59.550, Next Dividend Payable 01/03/14								
BCE INC (NEW) (BCE)	7/21/09	106.000	21.857	2,316.89	4,586.74	2,271.85 LT		
	6/25/10	34.000	30.218	1,027.42	1,471.86	444.44 LT		
	Total	140.000		3,344.31	6,060.60	2,716.29 LT	313.18	5.16
Share Price \$43.290, Next Dividend Payable 01/15/14								
BK MONTREAL (BMO)	7/21/09	65.000	44.703	2,905.66	4,332.90	1,427.24 LT		
	6/25/10	32.000	58.007	1,856.21	2,133.12	276.91 LT		
	8/21/13	57.000	61.642	3,513.58	3,799.62	286.04 ST		
	10/31/13	2.000	70.120	140.24	133.32	(6.92) ST		
	Total	156.000		8,415.69	10,398.96	1,704.15 LT 279.12 ST	445.85	4.28
Share Price \$66.660, Next Dividend Payable 02/2014								
CA INCORPORATED (CA)	5/23/12	153.000	25.044	3,831.76	5,148.45	1,316.69 LT		
	5/24/12	254.000	25.088	6,372.35	8,547.10	2,174.75 LT		
	Total	407.000		10,204.11	13,695.55	3,491.44 LT	407.00	2.97
Share Price \$33.650, Next Dividend Payable 03/2014								
CISCO SYS INC (CSCO)	5/16/13	601.000	23.886	14,355.36	13,480.43	(874.93) ST		
	5/17/13	2.000	23.840	47.68	44.86	(2.82) ST H		
	7/29/13	45.000	25.367	1,141.52	1,009.35	(132.17) ST		
	8/6/13	10.000	26.218	262.18	224.30	(37.88) ST		
	Total	658.000		15,806.74	14,758.94	(1,047.80) ST	447.44	3.03
Share Price \$22.430, Next Dividend Payable 01/2014, Basis Adjustment Due to Wash Sale \$2.44								
CME GROUP INC (CME)	2/8/12	199.000	56.931	11,329.35	15,613.54	4,284.19 LT		
	11/20/13	52.000	81.809	4,254.09	4,079.92	(174.17) ST		

011423 MSD1376 047035

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	251.000		15,583.44	19,693.46	4,284.19 LT (174.17) ST	451.80	2.29
Share Price \$78.460, Next Dividend Payable 03/2014								
DIGITAL REALTY TRUST INC (DLR)	1/14/10	7.000	50.589	354.12	343.84	(10.28) LT R		
	1/15/10	85.000	50.083	4,257.03	4,175.20	(81.83) LT R		
	6/25/10	49.000	58.685	2,875.58	2,406.88	(468.70) LT R		
	9/24/13	152.000	55.631	8,455.87	7,466.24	(989.63) ST		
	10/31/13	52.000	47.810	2,486.12	2,554.24	68.12 ST		
	Total	345.000		18,428.72	16,946.40	(560.81) LT (921.51) ST	1,076.40	6.35

Share Price \$49.120, Next Dividend Payable 01/15/14

ENSCO PLC CLASS A (ESV)	11/8/13	112.000	61.071	6,839.93	6,404.16	(435.77) ST		
	11/11/13	106.000	61.982	6,570.06	6,061.08	(508.98) ST		
	Total	218.000		13,409.99	12,465.24	(944.75) ST	490.50	3.93

Share Price \$57.180, Next Dividend Payable 03/2014

GENERAL ELECTRIC CO (GE)	11/29/11	561.000	14.943	8,383.08	15,724.83	7,341.75 LT		
	4/25/12	196.000	19.460	3,814.16	5,493.88	1,679.72 LT		
	4/26/12	144.000	19.630	2,826.72	4,036.32	1,209.60 LT		
	5/22/13	293.000	23.971	7,023.53	8,212.79	1,189.26 ST		
	Total	1,194.000		22,047.49	33,467.82	10,231.07 LT 1,189.26 ST	1,050.72	3.13

Share Price \$28.030, Next Dividend Payable 01/27/14

Security Mark
in Right

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GLAXOSMITHKLINE PLC ADS (GSK)	8/17/10	194 000	38.260	7,422.36	10,357.66	2,935.30 LT		
	2/16/11	155 000	38.378	5,948.61	8,275.45	2,326.84 LT		
Total		349 000		13,370.97	18,633.11	5,262.14 LT	840.74	4.51
Share Price \$53.390; Next Dividend Payable 01/09/14								
GOLAR LNG LTD (GLNG)	7/10/13	183 000	35.090	6,421.40	6,641.07	219.67 ST	329.40	4.96
Share Price \$36.290; Next Dividend Payable 03/2014								
HCP INCORPORATED (HCP)	6/25/10	94 000	31.110	2,924.37	3,414.08	489.71 LT R		
	12/16/10	164 000	33.189	5,442.97	5,956.48	513.51 LT R		
Total		258 000		8,367.34	9,370.56	1,003.22 LT	541.80	5.78
Share Price \$36.320; Next Dividend Payable 02/2014								
INTEL CORP (INTC)	10/7/09	260 000	19.770	5,140.17	6,748.30	1,608.13 LT		
	4/13/10	191 000	22.778	4,350.52	4,957.40	606.88 LT		
	6/25/10	195 000	20.119	3,923.28	5,061.22	1,137.94 LT		
	4/18/13	464 000	22.279	10,337.46	12,043.12	1,705.66 ST		
Total		1,110 000		23,751.43	28,810.05	3,352.95 LT	999.00	3.46
Share Price \$25.955; Next Dividend Payable 03/2014								
INTERNATIONAL PAPER CO (IP)	6/9/11	357 000	29.509	10,534.65	17,503.71	6,969.06 LT		
	10/30/13	10 000	44.510	445.10	490.30	45.20 ST		
Total		367 000		10,979.75	17,994.01	6,969.06 LT	513.80	2.85
Share Price \$49.030; Next Dividend Payable 03/2014								
JOHNSON & JOHNSON (JNJ)	5/29/03	11 000	53.739	591.13	1,007.49	416.36 LT		
	11/7/03	45,000	48.804	2,196.18	4,121.55	1,925.37 LT		
	2/6/06	23,000	56.889	1,308.44	2,106.57	798.13 LT		
	7/21/09	115 000	59.248	6,813.52	10,532.85	3,719.33 LT		
	6/25/10	32 000	59.033	1,889.06	2,930.88	1,041.82 LT		
Total		226 000		12,798.33	20,699.34	7,901.01 LT	596.64	2.88
Share Price \$91.590; Next Dividend Payable 03/2014								

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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	391.000	23.053	9,013.57	10,908.90	1,895.33 LT	406.64	3.72
<i>Share Price \$27.900, Next Dividend Payable 03/2014</i>								
MERCK & CO INC NEW COM (MRK)	7/21/09	113.000	29.278	3,308.46	5,655.65	2,347.19 LT		
	6/25/10	71.000	35.882	2,547.64	3,553.55	1,005.91 LT		
	5/22/13	398.000	47.946	19,082.59	19,919.90	837.31 ST		
	10/31/13	3.000	45.330	135.99	150.15	14.16 ST		
Total		585.000		25,074.68	29,279.25	3,353.10 LT 851.47 ST	1,029.60	3.51
<i>Share Price \$50.050, Next Dividend Payable 01/08/14</i>								
MICROCHIP TECHNOLOGY INC (MCHP)	7/21/09	143.000	22.738	3,251.53	6,399.25	3,147.72 LT R		
	6/25/10	127.000	26.670	3,387.08	5,683.25	2,296.17 LT R		
	10/31/13	2.000	43.660	87.32	89.50	2.18 ST		
Total		272.000		6,725.93	12,172.00	5,443.89 LT 2.18 ST	385.70	3.16
<i>Share Price \$44.750, Next Dividend Payable 03/2014</i>								
NATL GRID TRANSCO PLC ADS (NGL)	9/22/10	106.000	43.190	4,578.10	6,923.92	2,345.82 LT		
	11/30/10	195.000	45.244	8,822.60	12,737.40	3,914.80 LT		
	10/31/13	2.000	63.140	126.28	130.64	4.36 ST		
Total		303.000		13,526.96	19,791.96	6,260.62 LT 4.36 ST	953.84	4.81
<i>Share Price \$65.320, Next Dividend Payable 01/22/14</i>								
NISOURCE INC (NI)	6/25/10	300.000	14.837	4,451.13	9,864.00	5,412.87 LT		
	7/25/11	445.000	21.062	9,372.68	14,631.60	5,258.92 LT		
	10/31/13	4.000	31.720	126.88	131.52	4.64 ST		
Total		749.000		13,950.69	24,627.12	10,671.79 LT 4.64 ST	749.00	3.04
<i>Share Price \$32.880, Next Dividend Payable 02/2014</i>								
OMEGA HEALTHCARE INV INC (OHI)	10/18/12	87.000	23.970	2,085.94	2,592.60	506.66 LT R		
	10/18/12	38.000	23.718	901.30	1,132.40	231.10 LT H		
	11/20/12	118.000	22.241	2,624.49	3,516.40	891.91 LT		
Total		243.000		5,611.73	7,241.40	1,629.67 LT	466.56	6.44
<i>Share Price \$29.800, Next Dividend Payable 02/2014, Basis Adjustment Due to Wash Sale \$56.12</i>								
ONEOK PARTNERS LP (OKS)	7/21/09	206.000	24.869	5,122.96	10,845.90	5,722.94 LT		
	6/25/10	78.000	31.903	2,488.45	4,106.70	1,618.25 LT		
Total		284.000		7,611.41	14,952.60	7,341.19 LT		

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	276 000	18 360	5,067 36	8,453 88	3,386 52 LT		
	6/25/10	159 000	14 576	2,317 58	4,870.17	2,552 59 LT		
	10/31/13	4 000	30 900	123 60	122 52	(1 08) ST		
	Total	439 000		7,508 54	13,446 57	5,939 11 LT (1 08) ST	456 56	3 39
POTASH CP OF SASKATCHEWAN INC (POT)	11/4/13	424,000	32 356	13,718 90	13,975 04	256 14 ST	593 60	4 24
Share Price \$32 960, Next Dividend Payable 02/2014								
SEADRILL LTD (SDRL)	11/4/10	364,000	33.165	12,071 88	14,953.12	2,881 24 LT		
	3/29/11	50 000	36 427	1,821 35	2,054 00	232 65 LT		
	4/26/12	94 000	38 384	3,608 12	3,861.52	253 40 LT		
	Total	508,000		17,501 35	20,868 64	3,367.29 LT	1,930 40	9 25
Share Price \$41 080, Next Dividend Payable 03/2014								
SENIOR HSG PPTY TR SBI (SNH)	10/17/12	104,000	22 104	2,298 85	2,311 92	13 07 LT R		
	11/20/12	143,000	22 511	3,219 03	3,178 89	(40 14) LT		
	Total	247,000		5,517 88	5,490.81	(27.07) LT	385 32	7.01
Share Price \$22 230, Next Dividend Payable 02/2014								
SPECTRA ENERGY CORP COM (SE)	7/21/09	191 000	17 478	3,338.30	6,803 42	3,465 12 LT		
	6/25/10	93 000	20.867	1,940.61	3,312.66	1,372 05 LT		
	Total	284,000		5,278.91	10,116.08	4,837 17 LT	346 48	3 42
Share Price \$35 620, Next Dividend Payable 03/2014								
TOTAL S A SPON ADR (TOT)	6/20/12	93 000	44 802	4,166 59	5,698 11	1,531 52 LT		
	6/21/12	148 000	43 406	6,424.03	9,067 96	2,643 93 LT		
	Total	241 000		10,590 62	14,766.07	4,175 45 LT	632 87	4 28
Share Price \$61 270, Next Dividend Payable 01/07/14								
VODAFONE GP PLC ADS NEW (VOD)	1/6/11	321 000	27 513	8,831 77	12,618 51	3,786 74 LT		
	3/8/13	465 000	27 685	12 864 41	18,279 15	5,414 74 ST		
	Total	786 000		21,696 18	30,897.66	3,786 74 LT 5,414 74 ST	1,249 74	4 04
Share Price \$39 310, Next Dividend Payable 02/05/14								

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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 %
WILLIAMS CO INC (WMB)	3/10/11	251 000	24 190	6,071.79	9,681.07	3,609.28 LT		
	1/9/12	68 000	27.674	1,881.80	2,622.76	740.96 LT		
	4/26/12	196 000	33.725	6,610.02	7,559.72	949.70 LT		
	12/18/12	233 000	32.368	7,541.77	8,986.81	1,445.04 LT		
	10/31/13	5 000	35.970	179.85	192.85	13.00 ST		
Total		753 000		22,285.23	29,043.21	6,744.98 LT 13.00 ST	1,144.56	3.94

Share Price \$38.570, Next Dividend Payable 03/2014

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
STOCKS	95.4%	\$488,459.46	\$520,388.34	\$169,080.48 LT \$8,401.46 ST	\$28,553.62 \$0.00	4.29%

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBVIE INC COM (ABBV)	2/19/13	24.000	\$38.115	\$914.77	\$1,267.44	\$352.67 ST		
	2/20/13	122.000	38.672	4,717.96	6,442.82	1,724.86 ST		
	Total	146.000		5,632.73	7,710.26	2,077.53 ST	233.60	3.02
Share Price: \$52.810, Next Dividend Payable 02/20/14								
ALTRIA GROUP INC (MO)	10/17/11	181.000	27.449	4,968.34	6,948.59	1,980.25 LT		
	11/10/11	41.000	27.471	1,126.33	1,573.99	447.66 LT		
	9/24/12	12.000	34.116	409.39	460.68	51.29 LT		
	5/7/13	33.000	36.505	1,204.65	1,266.87	62.22 ST		
	Total	267.000		7,708.71	10,250.13	2,479.20 LT 62.22 ST	512.64	5.00
Share Price: \$38.390, Next Dividend Payable 01/10/14								
AMERICAN ELECTRIC POWER CO (AEP)	5/23/12	50.000	38.049	1,902.46	2,337.00	434.54 LT	100.00	4.27
Share Price: \$46.740, Next Dividend Payable 03/20/14								
ASTRAZENECA PLC ADS (AZN)	10/17/11	96.000	46.803	4,493.07	5,699.52	1,206.45 LT		
	7/24/12	51.000	45.716	2,331.52	3,027.87	696.35 LT		
	9/24/12	3.000	48.040	144.12	178.11	33.99 LT		
	Total	150.000		6,968.71	8,905.50	1,936.79 LT	420.00	4.71
Share Price: \$59.370, Next Dividend Payable 03/20/14								
AT&T INC (T)	10/17/11	160.000	29.090	4,654.35	5,625.60	971.25 LT		
	11/10/11	24.000	29.169	700.06	843.84	143.78 LT		
	9/24/12	12.000	38.388	460.65	421.92	(38.73) LT		
	2/19/13	34.000	35.641	1,211.79	1,195.44	(16.35) ST		
	6/4/13	57.000	35.589	2,028.58	2,004.12	(24.46) ST		
	Total	287.000		9,055.43	10,090.92	1,076.30 LT (40.81) ST	528.08	5.23
Share Price: \$35.160, Next Dividend Payable 02/20/14								
BCE INC (NEW) (BCE)	10/17/11	31.000	38.160	1,182.97	1,341.99	159.02 LT		
	8/10/12	26.000	45.304	1,177.91	1,125.54	(52.37) LT		
	9/24/12	3.000	43.807	131.42	129.87	(1.55) LT		
	Total	60.000		2,492.30	2,597.40	105.10 LT	134.22	5.16
Share Price: \$43.290, Next Dividend Payable 01/15/14								
BP PLC ADS (BP)	1/14/13	84.000	44.359	3,726.11	4,083.24	357.13 ST		
	2/19/13	40.000	41.586	1,663.45	1,944.40	280.95 ST		
	4/18/13	59.000	41.143	2,427.41	2,867.99	440.58 ST		
	Total	183.000		7,816.97	8,895.63	1,078.66 ST	417.24	4.69
Share Price: \$48.610								

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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 %
BRISTOL MYERS SQUIBB CO (BMY)	10/17/11	39,000	32.480	1,266.72	2,072.85	806.13 LT		
	9/24/12	9,000	33.700	303.30	478.35	175.05 LT		
	Total	48,000		1,570.02	2,551.20	981.18 LT	69.12	2.70
Share Price \$53.150, Next Dividend Payable 02/03/14								
CHEVRON CORP (CVX)	10/17/11	18,000	99.083	1,783.49	2,248.38	464.89 LT	72.00	3.20
Share Price \$124.910, Next Dividend Payable 03/20/14								
COCA COLA CO (KO)	1/24/05	31,000	20.495	635.34	1,280.61	645.27 LT		
	6/25/10	16,000	25.470	407.52	660.96	253.44 LT		
	10/17/11	8,000	33.589	268.71	330.48	61.77 LT		
	Total	55,000		1,311.57	2,272.05	960.48 LT	61.60	2.71
Share Price \$41.310, Next Dividend Payable 03/20/14								
CONOCOPHILLIPS (COP)	10/17/11	60,000	52.892	3,173.54	4,239.00	1,065.46 LT		
	5/4/12	33,000	53.178	1,754.89	2,331.45	576.56 LT		
	5/22/12	24,000	51.947	1,246.73	1,695.60	448.87 LT		
	8/10/12	12,000	57.018	684.22	847.80	163.58 LT		
	9/24/12	3,000	57.413	172.24	211.95	39.71 LT		
	6/4/13	18,000	61.783	1,112.10	1,271.70	159.60 ST		
	Total	150,000		8,143.72	10,597.50	2,294.18 LT 159.60 ST	414.00	3.90
Share Price \$70.650, Next Dividend Payable 03/20/14								
DOMINION RES INC (NEW) (D)	10/17/11	35,000	50.012	1,750.44	2,264.15	513.71 LT		
	2/19/13	43,000	55.566	2,389.32	2,781.67	392.35 ST		
	Total	78,000		4,139.76	5,045.82	513.71 LT 392.35 ST	175.50	3.47
Share Price \$64.690, Next Dividend Payable 03/20/14								
DUKE ENERGY CORP NEW (DUK)	10/17/11	91,000	60.287	5,486.15	6,279.91	793.76 LT		
	10/24/12	24,000	64.553	1,549.26	1,656.24	106.98 LT		
	Total	115,000		7,035.41	7,936.15	900.74 LT	358.80	4.52
Share Price \$69.010, Next Dividend Payable 03/20/14								
ELI LILLY & CO (LLY)	10/17/11	11,000	38.082	418.90	561.00	142.10 LT		
	2/9/12	27,000	39.805	1,074.73	1,377.00	302.27 LT		
	9/24/12	3,000	47.240	141.72	153.00	11.28 LT		
	Total	41,000		1,635.35	2,091.00	455.65 LT	80.36	3.84
Share Price \$51.000, Next Dividend Payable 03/20/14								
GLAXOSMITHKLINE PLC ADS (GSK)	10/17/11	114,000	43.391	4,946.54	6,086.46	1,139.92 LT		
	7/24/12	27,000	44.784	1,209.17	1,441.53	232.36 LT		

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		141 000		6,155 71	7,527.99	1,372.28 LT	339 67	4 51
<i>Share Price \$53.390, Next Dividend Payable 01/09/14</i>								
HCP INCORPORATED (HCP)	11/10/11	59 000	37 379	2,205 34	2,142 88	(62 46) LT R		
	9/24/12	3 000	44 877	134 63	108 96	(25.67) LT R		
Total		62 000		2,339 97	2,251.84	(88 13) LT	130 20	5.78
<i>Share Price, \$36.320, Next Dividend Payable 02/20/14</i>								
HEALTH CARE REIT INC (HCN)	10/17/11	56 000	46.124	2,582 94	2,999 92	416 98 LT R		
	2/19/13	17 000	63 854	1,085 52	910 69	(174 83) ST		
Total		73 000		3,668 46	3,910.61	416 98 LT (174 83) ST	223 38	5 71
<i>Share Price \$53.570, Next Dividend Payable 02/20/14</i>								
JOHNSON & JOHNSON (JNJ)	2/6/06	25 000	56 889	1,422 21	2,289.75	867 54 LT		
	9/9/09	15 000	60 950	914 25	1,373 85	459 60 LT		
	10/17/11	36 000	64 000	2,303 99	3,297 24	993.25 LT		
	9/24/12	3 000	68 900	206 70	274 77	68.07 LT		
Total		79 000		4,847 15	7,235.61	2,388 46 LT	208 56	2 88
<i>Share Price \$91.590, Next Dividend Payable 03/20/14</i>								
KIMBERLY CLARK CORP (KMB)	10/17/11	54,000	71 415	3,856 40	5,640 84	1,784 44 LT	174.96	3 10
<i>Share Price \$104.460, Next Dividend Payable 01/03/14</i>								
KRAFT FOODS GROUP INC COM (KRFT)	10/12/12	83 000	47 189	3,916.73	4,474 53	557.80 LT		
	10/20/12	12 000	47 876	574 51	646 92	72.41 LT H		
	12/6/12	34,000	45.685	1,553 29	1,832 94	279.65 LT		
	5/7/13	46,000	55 356	2,546 39	2,479 86	(66.53) ST		
Total		175 000		8,590 92	9,434.25	909 86 LT (66 53) ST	367.50	3 89
<i>Share Price \$53.910, Next Dividend Payable 01/17/14, Basis Adjustment Due to Wash Sale \$26.29</i>								
LORILLARD INC (LO)	10/17/11	52 000	39 060	2,031 12	2,635 36	604.24 LT		
	2/19/13	26 000	42 403	1,102 47	1,317 68	215 21 ST		
	6/4/13	34 000	43 200	1,468 79	1,723 12	254 33 ST		
Total		112,000		4,602.38	5,676.16	604.24 LT 469.54 ST	246 40	4 34
<i>Share Price \$50.680, Next Dividend Payable 03/20/14</i>								
MC DONALDS CORP (MCD)	10/17/11	18 000	88 945	1,601 02	1,746 54	145 52 LT		
	10/25/11	3,000	90.583	271 75	291.09	19 34 LT H		
	12/6/12	34 000	87 694	2,981 60	3,299 02	317 42 LT		

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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 %
<i>Share Price: \$97.030, Next Dividend Payable 03/2014, Basis Adjustment Due to Wash Sale: \$8.67</i>								
MERCK & CO INC NEW COM (MRK)	Total	55.000		4,854.37	5,336.65	482.28 LT	178.20	3.33
	1/4/12	159.000	38.119	6,060.97	7,957.95	1,896.98 LT		
	9/24/12	3.000	44.860	134.58	150.15	15.57 LT		
	2/19/13	41.000	42.190	1,729.79	2,052.05	322.26 ST		
	Total	203.000		7,925.34	10,160.15	1,912.55 LT 322.26 ST	357.28	3.51
<i>Share Price: \$50.050, Next Dividend Payable 01/08/14</i>								
NATL GRID TRANSCO PLC ADS (NGG)	10/17/11	84.000	50.574	4,248.19	5,486.88	1,238.69 LT		
	1/9/12	54.000	48.218	2,603.76	3,527.28	923.52 LT		
	Total	138.000		6,851.95	9,014.16	2,162.21 LT	434.42	4.81
<i>Share Price: \$65.320, Next Dividend Payable 01/22/14</i>								
PEPSICO INC NC (PEP)	8/30/02	9.000	39.681	357.13	746.46	389.33 LT		
	3/7/11	11.000	63.440	697.84	912.34	214.50 LT		
	10/17/11	9.000	62.003	558.03	746.46	188.43 LT		
	Total	29.000		1,613.00	2,405.26	792.26 LT	65.83	2.73
<i>Share Price: \$82.940, Next Dividend Payable 01/02/14</i>								
PHILIP MORRIS INTL INC (PM)	10/17/11	35.000	67.075	2,347.61	3,049.55	701.94 LT		
	5/7/13	14.000	93.374	1,307.23	1,219.82	(87.41) ST		
	Total	49.000		3,654.84	4,269.37	701.94 LT (87.41) ST	184.24	4.31
<i>Share Price: \$87.130, Next Dividend Payable 01/10/14</i>								
PPL CORPORATION (PPL)	10/17/11	140.000	28.496	3,989.42	4,212.60	223.18 LT		
	9/24/12	3.000	29.020	87.06	90.27	3.21 LT		
	2/19/13	37.000	30.426	1,125.78	1,113.33	(12.45) ST		
	Total	180.000		5,202.26	5,416.20	226.39 LT (12.45) ST	264.60	4.88
<i>Share Price: \$30.090, Next Dividend Payable 01/02/14</i>								
PROCTER & GAMBLE (PG)	10/17/11	33.000	64.356	2,123.73	2,686.53	562.80 LT	79.40	2.95
<i>Share Price: \$81.410, Next Dividend Payable 02/2014</i>								
REALTY INCOME CORP (O)	7/3/13	68.000	42.950	2,920.63	2,538.44	(382.19) ST	148.65	5.85
<i>Share Price: \$37.330, Next Dividend Payable 01/15/14</i>								
REYNOLDS AMERICAN INC (RAI)	10/17/11	126.000	39.114	4,928.31	6,298.74	1,370.43 LT		
	9/24/12	6.000	43.772	262.63	299.94	37.31 LT		
	10/24/12	39.000	41.208	1,607.13	1,949.61	342.48 LT		

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	171.000		6,798.07	8,548.29	1,750.22 LT	430.92	5.04
<i>Share Price: \$49.990, Next Dividend Payable 01/02/14</i>								
ROYAL DUTCH SHELL PLC CL B (RDSB)	10/17/11	102.000	70.184	7,158.73	7,661.22	502.49 LT		
	9/24/12	3.000	73.193	219.58	225.33	5.75 LT		
	10/24/12	7.000	70.181	491.27	525.77	34.50 LT		
	10/26/12	11.000	69.976	769.74	826.21	56.47 LT		
	Total	123.000		8,639.32	9,238.53	599.21 LT	442.80	4.79
<i>Share Price: \$75.110</i>								
SENIOR HSG PPTY TR SBI (SNH)	2/19/13	13.000	24.883	323.48	288.99	(34.49) ST		
	2/20/13	66.000	25.123	1,658.12	1,467.18	(190.94) ST		
	6/4/13	59.000	26.663	1,573.12	1,311.57	(261.55) ST		
	Total	138.000		3,554.72	3,067.74	(486.98) ST	215.28	7.01
<i>Share Price: \$22.230, Next Dividend Payable 02/20/14</i>								
SOUTHERN CO (SO)	10/17/11	169.000	42.926	7,254.54	6,947.59	(306.95) LT		
	9/24/12	6.000	45.650	273.90	246.66	(27.24) LT		
	Total	175.000		7,528.44	7,194.25	(334.19) LT	355.25	4.93
<i>Share Price: \$41.110, Next Dividend Payable 03/20/14</i>								
TOTAL S A SPON ADR (TOT)	10/17/11	101.000	50.572	5,107.72	6,188.27	1,080.55 LT		
	8/10/12	40.000	49.197	1,967.86	2,450.80	482.94 LT		
	9/24/12	3.000	52.320	156.96	183.81	26.85 LT		
	10/24/12	18.000	50.234	904.22	1,102.86	198.64 LT		
	10/26/12	5.000	50.096	250.48	306.35	55.87 LT		
	Total	167.000		8,387.24	10,232.09	1,844.85 LT	438.54	4.28
<i>Share Price: \$61.270, Next Dividend Payable 01/07/14</i>								
UNILEVER PLC (NEW) ADS (UL)	10/17/11	52.000	32.843	1,707.85	2,142.40	434.55 LT		
	9/24/12	3.000	37.063	111.19	123.60	12.41 LT		
	Total	55.000		1,819.04	2,266.00	446.96 LT	76.73	3.38
<i>Share Price: \$41.200</i>								
VENTAS INC (VTR)	9/16/13	36.000	63.837	2,298.14	2,062.08	(236.06) ST	104.40	5.06
<i>Share Price: \$57.280, Next Dividend Payable 03/20/14</i>								
VERIZON COMMUNICATIONS (VZ)	10/17/11	190.000	37.009	7,031.77	9,336.60	2,304.83 LT	402.80	4.31
<i>Share Price: \$49.140, Next Dividend Payable 02/20/14</i>								
VODAFONE GP PLC ADS NEW (VOD)	10/17/11	156.000	27.364	4,268.79	6,132.36	1,863.57 LT		
	8/10/12	50.000	29.893	1,494.67	1,965.50	470.83 LT		
	9/24/12	6.000	28.860	173.16	235.86	62.70 LT		
	10/24/12	44.000	27.760	1,221.44	1,729.64	508.20 LT		

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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		256 000		7,158 06	10,063.36	2,905.30 LT	407.04	4 04
Share Price \$39.310, Next Dividend Payable 02/05/14								
WILLIAMS CO INC (WMB)	12/3/13	98 000	36.048	3,532 74	3,779.86	247 12 ST	148.96	3.94
Share Price \$38.570, Next Dividend Payable 03/2014								
		Percentage of Assets %	Total Cost		Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
STOCKS		97.3%	\$193,151.28		\$232,821 80	\$36,348 50 LT \$3,322.02 ST	\$10,003.17 \$0 00	4 30%

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

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
AIDS Foundation Houston 3202 Wesleyan Houston, TX 77027	PC	Program Support	\$ 2,500
Equality Texas P.O.Box 2340 Austin, TX 78768	PC	Program Support	2,500
Hill Country Ride for AIDS P.O. Box 49097 Austin, TX 78765	PC	Program Support	2,000
Holocaust Museum Houston 5401 Caroline Houston, TX 77004	PC	Program Support	1,500
Jung Center 5200 Montrose Houston, TX 77006	PC	Program Support	1,500
Lazarus House 4106 Austin Houston, TX 77004	PC	Program Support	2,500
Legacy Community Health Services P.O. Box 66308 Houston, TX 77266	PC	Program Support	1,500
Lesbian Health Initiative 401 Branard St. Houston, TX 77006	PC	Program Support	3,500
Live Consortium 401 Branard, 2nd Floor Houston, TX 77006	PC	Program Support	2,000
National Gay & Lesbian Task Force 1325 Massachusetts, NW, Ste 600 Washington, DC 20005	PC	Program Support	15,000

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

<u>Name and Address</u>	<u>Charity Status</u>	<u>Purpose</u>	<u>Amount</u>
Pet Patrol 1809 W. 14 ½ Street Houston, TX 77008	PC	Program Support	1,000
PFLAG - Houston P.O. Box 66834 Houston, TX 77266	PC	General Support	1,350
PFLAG - Hatch Youth Scholarship Fd P.O. Box 667010 Houston, TX 77266	PC	Scholarship Fund	10,000
Project Transitions P.O. Box 4826 Austin, TX 78741	PC	General Support	1,100
Q-Fest (Houston Gay and Lesbian Film Festival) PO Box 541503 Houston, TX 77254	PC	Program Support	5,000
Texas Civil Rights Project (Oficina Legal del Pueblo Unido Inc.) 1405 Montopolis Austin, TX 78741	PC	General Support	1,400
Texas Freedom Network P.O. Box 1624 Austin, TX 78767	PC	General Support	2,000
LGBT Resource Center - University of Houston 279A University Center Houston, TX 77004	PC	Program Support	1,500
Total			<u>\$ 57,850</u>