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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending ,

The Hollyfield Foundation
P.O. Box 66722
Houston, TX 77266

A Employer identification number: 76-0404874

B Telephone number (see 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) ► $ 1,603,150.

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 (attach schedule)				
	2 Check ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.	N/A	
	4 Dividends and interest from securities	47,918.	47,918.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	59,000.			
	b Gross sales price for all assets on line 6a 522,119.				
	7 Capital gain net income (from Part IV, line 2)		59,000.		
	8 Net short term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) See Statement 1	20.	20.		
	12 Total Add lines 1 through 11	106,945.	106,945.		
Operating and 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	3,700.	1,850.		1,850.
	c Other professional fees (attach sch) See St 3	17,239.	17,239.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	6,411.	1,518.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	2,668.	533.		2,135.
	21 Travel, conferences, and meetings	2,341.	468.		1,873.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	4,471.	894.		3,577.
	24 Total operating and administrative expenses Add lines 13 through 23	51,830.	25,502.		21,435.
	25 Contributions, gifts, grants paid Part XV	67,500.			67,500.
	26 Total expenses and disbursements Add lines 24 and 25	119,330.	25,502.		88,935.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-12,385.			
	b Net investment income (if negative, enter 0)		81,443.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	100.	100.	100.
	2 Savings and temporary cash investments	654,715.	507,883.	507,883.
	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)			
	b Investments – corporate stock (attach schedule) Statement 6	917,578.	1,094,417.	1,094,417.
	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 7	750.	750.	750.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,573,143.	1,603,150.	1,603,150.
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.** ► [X]			
	24 Unrestricted	-60,962.	-30,955.	
	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, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,573,143.	1,603,150.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,573,143.	1,603,150.	

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	1,573,143.
2	Enter amount from Part I, line 27a	2	-12,385.
3	Other increases not included in line 2 (itemize) ► See Statement 8	3	42,392.
4	Add lines 1, 2, and 3	4	1,603,150.
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	1,603,150.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly - traded securities			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a	522,119.		463,119.	59,000.
b				
c				
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				59,000.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 59,000.

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 doesn't 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 (col (b) divided by col (c))
2016	65,500.	1,546,684.	0.042349
2015	68,202.	1,634,945.	0.041715
2014	82,632.	1,723,628.	0.047941
2013	77,546.	1,643,831.	0.047174
2012	103,822.	1,603,301.	0.064755

2	**Total** of line 1, column (d)	2	0.243934
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.048787
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,570,828.
5	Multiply line 4 by line 3	5	76,636.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	814.
7	Add lines 5 and 6	7	77,450.
8	Enter qualifying distributions from Part XII, line 4	8	88,935.

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

3

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 instructions)**		
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	814.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (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	814.
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	814.
6 Credits/Payments		
a 2017 estimated tax pmts and 2016 overpayment credited to 2017 — 6a		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments Add lines 6a through 6d	7	0.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	20.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	834.
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 2018 estimated tax ► Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	7	X	
8a 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	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the 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 2017, 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 FinCEN Form 114 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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 2017 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 2017)		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 2017?		4 b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions		5b	N/A	
Organizations relying on a current notice regarding disaster assistance, check here	► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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	7b		

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

1 List all officers, directors, trustees, and 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 9		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	1,044,613.
b	Average of monthly cash balances	1b	549,386.
c	Fair market value of all other assets (see instructions)	1c	750.
d	**Total** (add lines 1a, b, and c)	1d	1,594,749.
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	1,594,749.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	23,921.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,570,828.
6	**Minimum investment return.** Enter 5% of line 5	6	78,541.

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	78,541.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 814.		
b	Income tax for 2017 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	814.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	77,727.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	77,727.
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	77,727.

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	88,935.
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	88,935.
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	814.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	88,121.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				77,727.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012 — 20,879.				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f **Total** of lines 3a through e	20,879.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► $ 88,935.				
a Applied to 2016, 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 2017 distributable amount				77,727.
e Remaining amount distributed out of corpus	11,208.			
5 Excess distributions carryover applied to 2017 (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	32,087.			
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 2016 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	20,879.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	11,208.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017 — 11,208.				

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 2017, 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			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

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

See Statement 10

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 Statement 11				
Total			► 3a	67,500.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7.	
4 Dividends and interest from securities			14	47,918.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	59,000.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Class action proceeds			1	20.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				106,945.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 106,945.

(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

Mark S. Wood | 5-10-18 | 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	Jody Blazek CPA	5.9.18		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
Class action proceeds	$ 20.	$ 20.	
Total	$ 20.	$ 20.	$ 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	$ 3,700.	$ 1,850.		$ 1,850.
Total	$ 3,700.	$ 1,850.		$ 1,850.

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	$ 17,239.	$ 17,239.		
Total	$ 17,239.	$ 17,239.		$ 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	$ 4,893.			
Foreign tax	1,518.	$ 1,518.		
Total	$ 6,411.	$ 1,518.		$ 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
Computer and website expenses	$ 2,521.	$ 504.		$ 2,017.
Postage and delivery	459.	92.		367.
Supplies	217.	43.		174.
Telephone	1,274.	255.		1,019.
Total	$ 4,471.	$ 894.		$ 3,577.

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

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
See attachment for details	Cost	$ 1,094,417.	$ 1,094,417.
	Total	$ 1,094,417.	$ 1,094,417.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

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

Statement 8
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 42,392.
Total	$ 42,392.

Statement 9
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
Frances Isbell P.O. Box 66722 Houston, TX 77266	Chairman 2.00	$ 0.	$ 0.	$ 0.
Elizabeth Mclane P.O. Box 66722 Houston, TX 77266	Vice Chairman 2.00	0.	0.	0.
John Nechman 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.
Wendy Harshbarger P.O. Box 66722 Houston, TX 77266	Executive Dir. 8.00	15,000.	0.	0.
Greg Barbutti P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Janine Brunjes P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Paul Carter P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Vanessa Edwards Foster P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Margarita Perez P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Donald Skipwith P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.
Coy Tow P.O. Box 66722 Houston, TX 77266	Director 1.00	0.	0.	0.

Statement 9 (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	Compensation	Contribution to EBP & DC	Expense Account/ Other
Tammi Wallace P.O. Box 66722 Houston, TX 77266	Director 1.00	$ 0.	$ 0.	$ 0.
	Total	$ 15,000.	$ 0.	$ 0.

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Name:	Go to www.hollyfield.org/grants for information about how to apply.
Care Of:	
Street Address:	PO Box 66722
City, State, Zip Code:	Houston, TX 77266
Telephone:	713-523-6900
E-Mail Address:	
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 (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.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Out for Education P.O. Box 667010 Houston TX 77266	N/A	PC	Scholarship fund	$ 5,000.
Southwest Alternate Media Project 3400 Main St Ste 284 Houston TX 77002	N/A	PC	Program support	3,500.
Texas Transgender Nondiscrimination Summ P.O. Box 1095 Baytown TX 77522	N/A	PC	Program support	2,000.
LGBT Resource Center-UH 279A University Center Houston TX 77004	N/A	PC	Program support	2,500.
Lazarus House 4106 Austin Houston TX 77004	N/A	PC	Program support	3,000.
Lesbian Health Initiative 401 Branard Houston TX 77006	N/A	PC	Program support	4,000.
Montrose Center 401 Branard Houston TX 77006	N/A	PC	Program support (Hurricane Harvey)	8,000.
EQTX Equality Texas Foundation P.O. Box 2340 Austin TX 78768	N/A	PC	Program support	7,000.
Lambda Legal Defense and Education Fund 3500 Oak Lawn Ave, Ste 500 Dallas TX 75219	N/A	PC	General support	7,000.
Texas Freedom Network Education Fund P.O. Box 1624 Austin TX 78767	N/A	PC	General support	5,000.
Truth Project 16526 LACEY LN Missouri City TX 77489	N/A	PC	Program support	1,500.
Homeless Gay kids Houston PO BOX 980935 Houston TX 77098	N/A	PC	General support	4,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Dalton DeHart Photographic Foundation 2829 Timmons Lane # 201 Houston TX 77027	N/A	PC	Program support	$ 12,500.
Montrose Conseling Center Inc. 401 Branard Houston TX 77006	N/A	PC	Assisthers program support	2,500.
			Total	$ 67,500.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ANHEUSER BUSCH INBEV SA SPON (BUD)	6/24/16	53 000	$123 650	$111 560	$6,553 45	$5,912 68	$(640 77) LT		
	7/27/16	68 000	122 804	111.560	8 350 68	7 586 08	(764 60) LT		
	10/28/16	70 000	117.750	111 560	8,242 50	7,809 20	(433.30) LT		
	11/3/16	36 000	112 384	111 560	4 045 81	4 016 16	(29 65) LT		
	11/10/16	44 000	107 640	111.560	4,736 15	4,908 64	172 49 LT		
	Total	271 000			31,928 59	30,232.76	(1,695 83) LT	870 00	2 87
Asset Class Equities									
ARCHER DANIELS MIDLAND (ADM)	5/2/17	248.000	41 947	40.080	10 402.81	9,939 84	(462 97) ST		
	11/15/17	117 000	39.124	40 080	4 577 50	4,689 36	111 86 ST		

Security Description	Trade Data	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	365 000			14,980 31	14,629.20	(351 11) ST	467 00	3 19
Next Dividend Payable 03/2018; Asset Class- Equities									
AT&T INC (T)	6/25/10	58 000	24 803	38 880	1 438 56	2 255 04	816.48 LT		
	1/13/16	97 000	34 180	38.880	3,315 48	3,771 36	455.88 LT		
	10/21/16	262 000	38 400	38 880	10,060 80	10 186 56	125 76 LT		
	10/24/16	99 000	36 510	38 880	3,614 49	3,849 12	234.63 LT		
	7/7/17	93 000	36 975	38 880	3,438.68	3,615 84	177 16 ST		
	10/25/17	197 000	33 418	38 880	6 583 29	7,659 36	1,076 07 ST		
	Total	806 000			28,451 30	31,337.28	1,632 75 LT 1,253 23 ST	1,612.00	5 14
Next Dividend Payable 02/2018: Asset Class Equities									
CAMPBELL SOUP (CPB)	8/31/17	226 000	46 560	48 110	10,522 56	10,872 86	350 30 ST		
	9/20/17	6 000	46 637	48 110	279 82	288 66	8.84 ST		
	Total	232 000			10,802.38	11,161.52	359 14 ST	325.00	2 91
Next Dividend Payable 01/2018, Asset Class: Equities									
CISCO SYS INC (CSCO)	5/16/13	505 000	23 886	38 300	12 062.32	19,341.50	7,279 18 LT		
	5/17/13	2.000	23 840	38 300	47 68	76 60	28 92 LT H		
	7/29/13	45 000	25 367	38 300	1,141 52	1,723 50	581 98 LT		
	8/6/13	10 000	26 218	38 300	262 18	383 00	120 82 LT		
	6/12/15	305.000	28 525	38 300	8,700 16	11,681 50	2,981.34 LT		
	Total	867 000			22,213 86	33,208 10	10,992.24 LT	1,006 00	3 02
Next Dividend Payable 01/2018, Basis Adjustment Due to Wash Sale- $2 44; Asset Class- Equities									
COCA COLA CO (KO)	7/27/16	229.000	43 389	45 880	9,936 08	10,506 52	570 44 LT		
	2/9/17	258 000	41 184	45 880	10,625.39	11,837 04	1,211.65 ST		
	2/15/17	178 000	40 596	45 880	7,226.12	8,166 64	940 52 ST		
	Total	665 000			27,787 59	30,510.20	570 44 LT 2,152 17 ST	984 00	3 22
Next Dividend Payable 03/2018; Asset Class Equities									
COMPASS MINERALS INTER INC (CMP)	3/14/17	125 000	68 600	72.250	8,575 00	9,031 25	456 25 ST		
	9/22/17	45 000	63.085	72 250	2,838 87	3,251.25	412.38 ST		
	Total	170 000			11,413 87	12,282.50	868 63 ST	490 00	3 98
Next Dividend Payable 03/2018; Asset Class. Equities									
CVS HEALTH CORP COM (CVS)	11/8/16	130 000	73 209	72 500	9,517 18	9,425.00	(92 18) LT	260.00	2 75
Next Dividend Payable 02/2018, Asset Class. Equities									
ELI LILLY & CO (LLY)	11/23/16	82 000	66 267	84 460	5,433 90	6,925.72	1,491 82 LT	185.00	2 67
Next Dividend Payable 03/2018, Asset Class Equities									

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EMERSON ELECTRIC CO (EMR)	8/19/16	158 000	52 650	69.690	8,318.68	11,011 02	2,692.34 LT	307 00	2 78
Next Dividend Payable 03/2018, Asset Class: Equities									
EXXON MOBIL CORP (XOM)	2/16/17	103 000	82 405	83 640	8,487 72	8,614 92	127 20 ST		
	4/18/17	87 000	81 179	83 640	7,062 57	7,276.68	214 11 ST		
	8/21/17	61 000	75 235	83 640	4 650 32	5,102 04	451 72 ST		
	Total	251 000			20 200 61	20,893.64	793 03 ST	773 00	3 68
Next Dividend Payable 03/2018, Asset Class Equities									
GENERAL MILLS INC (GIS)	2/17/17	171 000	59 589	59 290	10,189 65	10 138 59	(51.06) ST		
	4/4/17	96 000	58 248	59 290	5,591.79	5,691 84	100 05 ST		
	4/19/17	119 000	57 910	59 290	6 891 28	7,055 51	164 23 ST		
	9/20/17	229 000	52 715	59 290	12 071 67	13,577 41	1 505 74 ST		
	Total	615 000			34,744 39	36,463 35	1,718 96 ST	1,205 00	3.30
Next Dividend Payable 02/2018; Asset Class. Equities									
GLAXOSMITHKLINE PLC ADR (GSK)	6/14/16	157 000	40 270	35 470	6,322 39	5,568.79	(753 60) LT	321 00	5 76
Next Dividend Payable 01/11/18, Asset Class. Equities									
HCP INCORPORATED (HCP)	10/11/17	339 000	26 550	26 080	9,000 48	8,841 12	(159.36) ST	502 00	5 67
Next Dividend Payable 02/2018, Asset Class. Alt									
KELLOGG CO (K)	9/1/17	162,000	65 349	67 980	10,586 52	11 012 76	426 24 ST		
	9/20/17	4 000	65 158	67 980	260.63	271 92	11 29 ST		
	10/9/17	103 000	61 500	67 980	6 334 49	7,001.94	667 45 ST		
	Total	269 000			17 181 64	18,286 62	1,104 98 ST	531 00	3 17
Next Dividend Payable 03/2018; Asset Class Equities									
KIMBERLY CLARK CORP (KMB)	9/14/16	67 000	121 860	120 660	8 164 59	8 084 22	(80 37) LT		
	10/24/16	54 000	118 000	120 660	6,372 00	6 515 64	143 64 LT		
	10/25/16	48 000	114 000	120 660	5 472 00	5 791 68	319 68 LT		
	9/22/17	14 000	117 387	120 660	1,643 42	1 689 24	45 82 ST		
	10/20/17	39 000	113 334	120 660	4,420 01	4,705 74	285 73 ST		
	Total	272 000			26 072 02	26,786 52	382 95 LT 331 55 ST	861 00	3 21
Next Dividend Payab'e 01/03/18 Asset Class- Equities									
KRAFT HEINZ CO (KHC)	12/6/16	170 000	80 267	77 760	9 632 09	9,331 20	(300 89) LT		
	8/24/17	50 000	82 825	77 760	4 141 26	3,888 00	(253 26) ST		
	9/20/17	147 000	79 715	77 760	11,718 11	11 430 72	(287 39) ST		
	Total	317 000			25 491 46	24,649.92	(300 89) LT (540 65) ST	793 00	3.21

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
LAMAR ADVERTISING CO NEW CL A (LAMR)	8/17/17	163 000	65 191	74 240	10,626 13	12,101.12	1,474 99 ST	541 00	4 47
Next Dividend Payable 03/2018, Asset Class. Alt									
MERCK & CO INC NEW COM (MRK)	5/22/13	221 000	47 946	56 270	10,596 11	12,435.67	1,839.56 LT		
	10/31/13	3 000	45.330	56 270	135 99	168.81	32.82 LT		
	10/27/17	138.000	59 138	56 270	8,160.98	7,765 26	(395 72) ST		
	10/30/17	122 000	55 035	56 270	6,714 21	6,864 94	150 73 ST		
	Total	484 000			25,607 29	27,234 68	1,872.38 LT (244 99) ST	929 00	3 41
Next Dividend Payable 01/08/18; Asset Class. Equities									
NATIONAL GRID PLC SPON ADR (NGG)	10/7/16	137.313	71 537	58 810	9,823 00	8,075 38	(1,747 62) LT		
	11/7/16	46 687	68 717	58 810	3,208 19	2,745 66	(462 53) LT		
	11/9/17	142.000	60.263	58 810	8,557 36	8,351.02	(206 34) ST		
	Total	326 000			21,588 55	19,172.06	(2,210 15) LT (206 34) ST	939 00	4 89
Asset Class: Equities									
NOVARTIS AG ADR (NVS)	1/9/14	155 000	80 634	83 960	12,498 30	13,013.80	515.50 LT	357 00	2 74
Asset Class. Equities									
OMNICOM GROUP (OMC)	8/23/17	120 000	72 905	72 830	8,748 64	8,739 60	(9 04) ST	288 00	3.29
Next Dividend Payable 01/09/18. Asset Class. Equities									
PFIZER INC (PFE)	12/18/09	241 000	18 360	36 220	4,424.76	8,729 02	4,304 26 LT		
	6/25/10	159 000	14 576	36 220	2,317 58	5,758 98	3,441 40 LT		
	10/31/13	4 000	30.900	36 220	123 60	144.88	21 28 LT		
	11/1/16	10 000	31 000	36 220	310 00	362 20	52 20 LT		
	Total	414 000			7,175 94	14,995.08	7,819 14 LT	563.00	3 75
Next Dividend Payable 03/2018, Asset Class. Equities									
PHILLIPS 66 COM (PSX)	3/9/17	83.000	76 606	101 150	6,358.26	8,395 45	2,037 19 ST		
	4/18/17	71 000	75 940	101 150	5,391 74	7,181 65	1 789 91 ST		
	Total	154.000			11,750 00	15,577 10	3,827.10 ST	431 00	2 76
Next Dividend Payable 03/2018; Asset Class: Equities									
PPL CORPORATION (PPL)	8/18/16	235 000	35 509	30 950	8,344 57	7,273 25	(1,071 32) LT		
	10/4/16	115 000	32 864	30 950	3 779 37	3 559 25	(220 12) LT		
	Total	350.000			12,123 94	10,832.50	(1,291 44) LT	553 00	5 10
Next Dividend Payable 01/02/18, Asset Class: Equities									
QUALCOMM INC (QCOM)	4/20/17	196.000	52 408	64 020	10,271 87	12,547 92	2 276 05 ST		
	4/28/17	139.000	51.867	64 020	7,209.54	8,898.78	1,689 24 ST		
	10/31/17	85 000	50 470	64 020	4,289.92	5,441 70	1,151 78 ST		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	420 000			21,771 33	26,888.40	5,117 07 ST	958 00	3.56
Next Dividend Payable 03/2018; Asset Class Equities									
REALTY INCOME CORP (O)	3/8/17	118 000	58 286	57 020	6,877 78	6 728.36	(149 42) ST		
	5/4/17	89 000	55 260	57 020	4 918.14	5 074 78	156.64 ST		
	Total	207.000			11 795.92	11,803.14	7 22 ST	528 00	4 47
Next Dividend Payable 01/12/18; Asset Class Alt									
SANOFI ADR (SNY)	6/10/16	105 000	39 829	43 000	4,182.03	4,515 00	332 97 LT		
	6/24/16	179 000	38 587	43 000	6 907 07	7,697 00	789.93 LT		
	Total	284 000			11,089.10	12,212.00	1 122.90 LT	312.00	2 55
Asset Class, Equities									
SOUTHERN CO (SO)	10/4/16	198 000	49 738	48 090	9,848 20	9,521 82	(326.38) LT		
	11/10/16	107 000	47 631	48 090	5,096.54	5 145 63	49 09 LT		
	Total	305 000			14 944 74	14,667.45	(277 29) LT	708 00	4 82
Next Dividend Payable 03/2018, Asset Class Equities									
TARGET CORPORATION (TGT)	8/9/16	114 000	72 687	65 250	8,286 27	7,438 50	(847.77) LT		
	2/28/17	267 000	57 430	65 250	15,333 81	17,421 75	2,087 94 ST		
	3/17/17	128 000	54 600	65 250	6,988 80	8 352 00	1,363 20 ST		
	6/16/17	124 000	49 705	65 250	6 163 42	8,091 00	1 927 58 ST		
	Total	633 000			36,772 30	41,303.25	(847 77) LT 5 378 72 ST	1,570 00	3 80
Next Dividend Payable 03/2018, Asset Class- Equities									
UNITED PARCEL SER INC CL-B (UPS)	2/3/16	61.000	95 262	119 150	5,811 01	7 268 15	1,457 14 LT		
	3/3/17	4 000	105 958	119 150	423 83	476 60	52 77 ST		
	Total	65 000			6,234.84	7,744 75	1,457 14 LT 52 77 ST	216 00	2 78
Next Dividend Payable 02/2018, Asset Class- Equities									
VENTAS INC (VTR)	11/3/16	103 000	61.705	60.010	6,355.62	6,181 03	(174.59) LT		
	11/9/16	82 000	60 600	60 010	4 969 19	4,920 82	(48 37) LT		
	11/10/16	69 000	57 471	60 010	3,965 50	4,140 69	175 19 LT		
	Total	254.000			15 250 31	15,242.54	(47 77) LT	803 00	5 26
Next Dividend Payable 01/12/18- Asset Class Alt									
VERIZON COMMUNICATIONS (VZ)	2/21/14	120 000	48 115	52 930	5,773 80	6,351 60	577 80 LT		
	10/21/16	207 000	48 730	52 930	10,087 11	10,956 51	869 40 LT		
	2/3/17	117 000	48 510	52 930	5,675 66	6,192 81	517 15 ST		
	4/28/17	80 000	46 434	52 930	3,714 68	4,234 40	519 72 ST		
	7/6/17	119 000	43 588	52 930	5 186.92	6,298 67	1,111 75 ST		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	643 000			30,438 17	34,033 99	1,447 20 LT 2,148 62 ST	1 517 00	4 45
Next Dividend Payable 02/2018, Asset Class. Equities									
VODAFONE GROUP PLC (VOD)	1/6/11	47 000	50 769	31.900	2,386.12	1,499 30	(886 82) LT		
	3/8/13	254 000	50 611	31 900	12,855 23	8,102 60	(4,752 63) LT		
	6/10/16	11 000	31.120	31 900	342 32	350 90	8 58 LT		
	6/13/16	164 000	30 545	31 900	5,009.38	5,231.60	222.22 LT		
	6/24/16	181.000	29 950	31.900	5,420.93	5,773.90	352 97 LT		
	6/27/16	198 000	28.258	31 900	5,595 03	6,316 20	721 12 LT		
	Total	855.000			31,609 06	27,274 50	(4,334 56) LT	1,454 00	5.33
Next Dividend Payable 02/02/18, Asset Class. Equities									
WELLS FARGO & CO NEW (WFC)	6/24/16	52 000	45 640	60.670	2,373 28	3,154.84	781.56 LT		
	9/15/16	95 000	45.517	60 670	4,324 10	5,763.65	1,439 55 LT		
	10/3/16	98 000	43 774	60 670	4 289 86	5 945 66	1,655 80 LT		
	Total	245.000			10,987 24	14,864 15	3,876 91 LT	382 00	2 56
Next Dividend Payable 03/2018, Asset Class: Equities									
WELLTOWER INC (HCN)	10/11/16	122.000	69 193	63 770	8 441 60	7,779 94	(661 66) LT R		
	11/9/16	57 000	62 803	63 770	3 579 78	3 634 89	55 11 LT		
	11/10/16	60 000	61 085	63 770	3 665 10	3,826 20	161 10 LT		
	Total	239 000			15,686 48	15,241.03	(445 45) LT	832 00	5.45
Next Dividend Payable 02/2018, Asset Class. Alt									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	91.17%	$626,598.93	$675,252.40	$23,576.78 LT $25,076.69 ST	$25,423 00	3.76%

EXCHANGE-TRADED & CLOSED-END FUNDS

Global Investment Manager Analysis (GIMA) status codes (FL, AL or NL), may be shown for certain exchange-traded funds and are not guarantees of performance. Refer to "GIMA Status in Investment Advisory Programs" in the June or December statement for a description of these status codes.

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ALERIAN MLP ETF (AMLP)	8/17/17	824.000	$10.730	$10 790	$8,841.52	$8,890 96	$49 44 ST		
	10/25/17	740.000	10 309	10 790	7,628.44	7,984 60	356 16 ST		
	Total	1,564 000			16,469 96	16,875.56	405 60 ST	1,345 00	7.97
GIMA Status AL, Next Dividend Payable 02/2018; Asset Class· Alt									

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	2 28%	$16,469 96	$16,875 56	$405 60 ST	$1,345 00	7 97%

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
JANUS HENDERSON GLB EQ INC (HFQCX)	10/12/11	9,526 759	$6 930	$7 920	$66,020.44	$75,451 93	$9,431 49 LT		
	11/4/13	167.010	8.299	7 920	1.386 00	1.322 72	(63 23) LT		
	Purchases	9,693 769			67,406 44	76,774 65	9.368 21 LT		
Long Term Reinvestments		3,844 141			28 679 72	30,445 60	1,765.88 LT		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
Short Term Reinvestments		778 562			5,917 80	6,166.21	248 41 ST		
	Total	14,316 472			102,003 96	113,386.46	11,134 09 LT 248 41 ST	6,127 00	5 40
Total Purchases vs Market Value					67,406 44	113,386 46			
Net Value Increase/(Decrease)						45,980.02			

Enrolled in MS Dividend Reinvestment, Capital Gains Reinvest; Asset Class: Equities

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
MUTUAL FUNDS	100 00%	$102,003 96	$113,386.46	$11,134 09 LT $248.41 ST	$6,127.00	5 40%

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income Accrued Interest	Current Yield %
TOTAL VALUE	100.00%	$102,003.96	$113,386.97	$11,134 09 LT $248 41 ST	$6 127 00 —	5.40%

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ABBVIE INC COM (ABBV)	2/3/16	17 000	$55 945	$96 710	$951 06	$1,644 07	$693 01 LT		
	7/12/16	48 000	65 210	96 710	3 130 08	4 642 08	1,512 00 LT		
	9/12/16	3 000	63 603	96 710	190 81	290 13	99 32 LT		
	2/21/17	13 000	61 906	96 710	804 78	1,257 23	452 45 ST		
	3/21/17	1 000	65 310	96 710	65 31	96 71	31 40 ST		
	Total	82 000			5 142 04	7,930 22	2 304 33 LT 483 85 ST	233.00	2 93

Next Dividend Payable 02/2018, Asset Class Equities

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
ALTRIA GROUP INC (MO)	10/17/11	44.000	27.449	71 410	1,207 77	3,142.04	1,934.27 LT		
	11/10/11	41 000	27 471	71 410	1,126.33	2 927 81	1,801 48 LT		
	9/24/12	12 000	34 116	71 410	409 39	856 92	447 53 LT		
	5/7/13	33 000	36 505	71,410	1,204.65	2,356.53	1,151 88 LT		
	3/5/14	3 000	37 260	71 410	111 78	214 23	102 45 LT		
	9/15/14	3 000	44 397	71 410	133 19	214.23	81.04 LT		
	7/8/15	3 000	51 117	71.410	153.35	214.23	60 88 LT		
	9/12/16	3 000	63 880	71 410	191 64	214 23	22 59 LT		
	10/24/16	18 000	65 128	71 410	1,172 30	1,285 38	113 08 LT		
	3/21/17	9 000	76 074	71 410	684 67	642.69	(41 98) ST		
	9/25/17	8 000	63 683	71 410	509 46	571 28	61 82 ST		
	10/11/17	15 000	64.710	71 410	970 65	1,071 15	100.50 ST		
	Total	192 000			7,875 18	13,710 72	5,715.20 LT 120 34 ST	507 00	3 69
Next Dividend Payable 01/10/18, Asset Class. Equities									
AMERICAN ELECTRIC POWER CO (AEP)	5/23/12	44 000	38 049	73,570	1,674.16	3,237.08	1,562 92 LT		
	9/15/14	3.000	52 797	73 570	158 39	220 71	62.32 LT		
	3/21/17	2 000	67 060	73 570	134 12	147 14	13 02 ST		
	Total	49 000			1,966 67	3,604 93	1,625 24 LT 13 02 ST	122 00	3 38
Next Dividend Payable 03/2018; Asset Class: Equities									
ASTRAZENECA PLC ADS (AZN)	7/21/16	88.000	30 535	34 700	2,687 10	3,053 60	366.50 LT		
	8/2/16	44 000	33 958	34 700	1,494 15	1,526 80	32 65 LT		
	9/12/16	3 000	32.817	34 700	98 45	104.10	5.65 LT		
	2/10/17	38 000	29 583	34 700	1,124 17	1,318 60	194.43 ST		
	3/21/17	5 000	30 480	34 700	152 40	173 50	21 10 ST		
	3/22/17	42 000	30 938	34 700	1,299 39	1,457 40	158 01 ST		
	4/6/17	3 000	30 453	34 700	91.36	104 10	12 74 ST		
	8/4/17	26 000	30 133	34 700	783 47	902.20	118.73 ST		
	8/8/17	21 000	30 016	34 700	630 34	728.70	98 36 ST		
	9/25/17	2 000	33 985	34 700	67 97	69 40	1 43 ST		
	Total	272 000			8,428 80	9,438.40	404 80 LT 604 80 ST	373 00	3 95
Next Dividend Payable 03/2018; Asset Class Equities									
AT&T INC (T)	10/17/11	134 000	29 090	38.880	3,898 02	5,209 92	1,311 90 LT		
	11/10/11	24 000	29 169	38 880	700 06	933 12	233 06 LT		
	9/24/12	12 000	38 388	38 880	460 65	466 56	5 91 LT		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	2/19/13	34.000	35 641	38 880	1,211 79	1,321 92	110 13 LT		
	6/4/13	57 000	35 589	38 880	2,028 58	2.216 16	187 58 LT		
	3/5/14	6 000	32 098	38 880	192 59	233 28	40 69 LT		
	7/16/14	6 000	36 487	38 880	218 92	233 28	14 36 LT		
	9/15/14	12 000	34 523	38 880	414 27	466 56	52 29 LT		
	7/8/15	6 000	34 802	38 880	208 81	233.28	24 47 LT		
	2/3/16	32 000	36 483	38 880	1,167 44	1,244.16	76 72 LT		
	9/12/16	3.000	40 033	38 880	120 10	116 64	(3.46) LT		
	3/21/17	4 000	42 245	38 880	168 98	155 52	(13 46) ST		
	4/6/17	2 000	40.785	38 880	81 57	77 76	(3 81) ST		
	6/13/17	17 000	38 698	38 880	657 86	660 96	3 10 ST		
	10/30/17	39.000	34 166	38.880	1 332 48	1 516 32	183 84 ST		
	Total	388 000			12,862 12	15,085.44	2,053 65 LT 169 67 ST	776 00	5 14
Next Dividend Payable 02/2018, Asset Class- Equities									
BCE INC (BCE)	10/17/11	21.000	38 160	48 010	801 37	1 008 21	206 84 LT		
	8/10/12	26 000	45 304	48 010	1 177 91	1 248 26	70 35 LT		
	9/24/12	3 000	43 807	48 010	131.42	144 03	12.61 LT		
	7/16/14	26 000	45 378	48 010	1,179 82	1 248 26	68 44 LT		
	9/15/14	3 000	43 620	48 010	130 86	144 03	13 17 LT		
	11/5/14	29 000	45 190	48 010	1,310 50	1 392.29	81 79 LT		
	1/7/15	51 000	45 658	48 010	2,328.54	2,448 51	119 97 LT		
	1/16/15	31 000	47 087	48 010	1,459 70	1,488 31	28 61 LT		
	7/8/15	3 000	41 523	48 010	124.57	144.03	19 46 LT		
	5/18/16	28.000	46 198	48 010	1 293 53	1 344 28	50 75 LT		
	7/12/16	34 000	47 862	48 010	1,627 30	1,632 34	5.04 LT		
	9/12/16	3 000	46 463	48 010	139.39	144 03	4 64 LT		
	9/25/17	3.000	47 023	48 010	141 07	144 03	2 96 ST		
	Total	261 000			11 845 98	12,530 61	681 67 LT 2 96 ST	582 00	4 64
Next Dividend Payable 01/15/18, Asset Class. Equities									
BP PLC ADS (BP)	2/19/13	37 000	41 586	42 030	1 538 69	1,555.11	16 42 LT		
	4/18/13	59 000	41 143	42 030	2 427.41	2 479 77	52 36 LT		
	3/5/14	3 000	48 930	42 030	146 79	126 09	(20 70) LT		
	6/25/15	56 000	41 935	42 030	2,348 34	2,353 68	5 34 LT		
	7/8/15	6 000	39 143	42 030	234 86	252 18	17 32 LT		
	9/12/16	3 000	34 447	42.030	103.34	126.09	22 75 LT		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	3/21/17	1 000	34 240	42 030	34.24	42.03	7 79 ST		
	4/6/17	1 000	34 630	42.030	34 63	42 03	7.40 ST		
	9/18/17	21 000	36 665	42.030	769 97	882 63	112.66 ST		
	Total	187 000			7 638 27	7,859 61	93 49 LT 127 85 ST	445 00	5 66
Asset Class Equities									
BRITISH AMER TOB SPON ADR (BTI)	11/16/17	18 000	65 572	66 990	1,180 29	1,205 82	25 53 ST		
	11/17/17	10 000	65 810	66 990	658 10	669 90	11 80 ST		
	11/21/17	27 000	67.283	66.990	1,816.63	1,808.73	(7 90) ST		
	Total	55 000			3,655.02	3,684.45	29 43 ST	156 00	4 23
Next Dividend Payable 02/13/18, Asset Class. Equities									
CDN IMPL BK COMMERCE (CM)	7/14/17	8 000	85 439	97 410	683 51	779 28	95 77 ST		
	7/19/17	6 000	86 422	97 410	518 53	584 46	65 93 ST		
	7/20/17	2.000	86 860	97 410	173 72	194 82	21.10 ST		
	7/31/17	16 000	86 800	97 410	1,388 80	1,558 56	169 76 ST		
	10/18/17	8.000	90 534	97 410	724 27	779 28	55 01 ST		
	10/25/17	16 000	90 025	97 410	1,440 40	1,558 56	118 16 ST		
	11/16/17	8 000	89 604	97.410	716 83	779 28	62 45 ST		
	Total	64 000			5,646.06	6,234 24	588 18 ST	259 00	4 15
Next Dividend Payable 01/29/18, Asset Class- Equities									
CHEVRON CORP (CVX)	10/17/11	17 000	99 083	125 190	1,684 41	2,128.23	443 82 LT		
	4/29/14	5 000	126 862	125.190	634.31	625 95	(8.36) LT		
	12/11/14	13 000	104 725	125 190	1,361 42	1 627 47	266.05 LT		
	1/6/15	10.000	108 406	125 190	1,084 06	1 251 90	167 84 LT		
	9/12/16	3 000	101 707	125 190	305 12	375 57	70.45 LT		
	3/21/17	1 000	107 910	125 190	107 91	125 19	17 28 ST		
	3/22/17	12.000	108 241	125.190	1,298 89	1,502 28	203 39 ST		
	4/26/17	6 000	106 937	125 190	641 62	751.14	109 52 ST		
	5/2/17	7.000	106 296	125.190	744 07	876.33	132 26 ST		
	8/4/17	6 000	109 875	125 190	659 25	751 14	91 89 ST		
	8/8/17	7.000	110 411	125 190	772 88	876 33	103 45 ST		
	9/25/17	1 000	118.120	125 190	118 12	125.19	7 07 ST		
	10/16/17	5 000	120 400	125 190	602 00	625.95	23 95 ST		
	Total	93 000			10,014 06	11,642.67	939.80 LT 688.81 ST	402 00	3.45
Next Dividend Payable 03/2018; Asset Class. Equities									

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
COCA COLA CO (KO)	1/24/05	23.000	20 495	45 880	471 38	1,055 24	583 86 LT		
	6/25/10	16 000	25 470	45 880	407 52	734 08	326 56 LT		
	10/17/11	8 000	33 589	45 880	268 71	367 04	98 33 LT		
	8/18/14	51 000	41 308	45 880	2,106.73	2 339 88	233 15 LT		
	7/8/15	3 000	39 930	45 880	119 79	137 64	17 85 LT		
	8/2/16	28 000	43 442	45 880	1,216 38	1 284 64	68 26 LT		
	9/12/16	3 000	42 510	45 880	127 53	137 64	10 11 LT		
	10/13/16	29 000	41 770	45 880	1,211 32	1 330 52	119 20 LT		
	10/24/16	32 000	42 674	45 880	1.365 58	1 468 16	102 58 LT		
	3/21/17	3.000	42 583	45 880	127 75	137 64	9 89 ST		
	4/6/17	30 000	42 703	45 880	1 281 08	1,376 40	95.32 ST		
	4/28/17	16 000	42 999	45 880	687 99	734 08	46 09 ST		
	5/2/17	17 000	43.310	45 880	736.27	779 96	43 69 ST		
	9/25/17	2 000	45 620	45 880	91 24	91 76	0 52 ST		
	Total	261 000			10 219 27	11,974.68	1 559 90 LT 195 51 ST	386 00	3 22
Next Dividend Payable 03/2018, Asset Class. Equities									
CROWN CASTLE INTL CORP (CCI)	5/18/16	19 000	89 984	111 010	1 709.71	2,109 19	399.48 LT R		
	7/21/16	13 000	97 996	111 010	1 273 95	1,443 13	169 18 LT R		
	10/24/16	16 000	95 036	111 010	1,520 57	1 776 16	255 59 LT R		
	11/16/16	17 000	85 026	111 010	1 445 44	1 887 17	441 73 LT R		
	3/21/17	2 000	90 910	111 010	181 82	222 02	40 20 ST		
	3/22/17	16 000	91 183	111.010	1,458 93	1 776.16	317 23 ST		
	4/26/17	7 000	94 243	111 010	659 70	777 07	117 37 ST		
	9/25/17	1 000	100 200	111.010	100 20	111 01	10 81 ST		
	Total	91 000			8,350 32	10,101 91	1,265 98 LT 485 61 ST	382 00	3 78
Next Dividend Payable 03/2018, Asset Class Alt									
DOMINION ENERGY INC (D)	10/17/11	27 000	50 012	81 060	1,350 34	2 188 62	838 28 LT		
	2/19/13	43 000	55 566	81 060	2 389 32	3,485 58	1,096 26 LT		
	9/15/14	3 000	68 877	81 060	206 63	243 18	36 55 LT		
	9/12/16	3 000	72 920	81 060	218 76	243 18	24 42 LT		
	2/10/17	17 000	73.204	81 060	1 244.47	1,378 02	133 55 ST		
	2/21/17	22 000	74 518	81 060	1,639 40	1,783 32	143 92 ST		
	5/22/17	17 000	79 528	81 060	1 351 97	1,378 02	26 05 ST		
	9/25/17	2 000	77 795	81 060	155 59	162 12	6 53 ST		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	134 000			8,556 48	10,862.04	1,995.51 LT 310 05 ST	413 00	3 80
Next Dividend Payable 03/2018; Asset Class- Equities									
DUKE ENERGY CORP NEW (DUK)	10/17/11	80 000	60.287	84 110	4,822 99	6,728 80	1 905 81 LT		
	10/24/12	24 000	64.553	84 110	1,549 26	2,018 64	469 38 LT		
	3/5/14	3 000	70.263	84 110	210 79	252.33	41.54 LT		
	7/8/15	3 000	74 850	84 110	224 55	252 33	27 78 LT		
	9/25/17	1 000	84.920	84 110	84 92	84.11	(0 81) ST		
	Total	111 000			6,892 51	9,336 21	2,444 51 LT (0 81) ST	395 00	4.23
Next Dividend Payable 03/2018, Asset Class. Equities									
EXXON MOBIL CORP (XOM)	8/26/15	109 000	71 490	83 640	7,792 46	9,116 76	1,324 30 LT		
	9/12/16	3 000	87 177	83 640	261 53	250 92	(10 61) LT		
	6/8/17	7 000	80 704	83 640	564 93	585.48	20.55 ST		
	9/25/17	1 000	80 900	83 640	80 90	83 64	2 74 ST		
	11/16/17	10 000	80 639	83 640	806 39	836 40	30 01 ST		
	Total	130 000			9,506 21	10,873.20	1,313.69 LT 53 30 ST	400 00	3.67
Next Dividend Payable 03/2018, Asset Class. Equities									
GENERAL MILLS INC (GIS)	11/5/14	11 000	53 152	59 290	584 68	652 19	67 51 LT		
	12/11/14	26 000	52 434	59 290	1,363.29	1,541 54	178 25 LT		
	3/21/17	1 000	60.070	59 290	60.07	59 29	(0.78) ST		
	4/6/17	1 000	57 890	59 290	57 89	59 29	1 40 ST		
	6/8/17	12 000	57.316	59.290	687 79	711.48	23 69 ST		
	6/13/17	21 000	58 196	59.290	1,222 11	1,245 09	22.98 ST		
	9/18/17	14 000	56 446	59 290	790.24	830 06	39 82 ST		
	9/25/17	1 000	52.300	59 290	52.30	59 29	6.99 ST		
	10/18/17	14 000	51 617	59 290	722.64	830 06	107 42 ST		
	Total	101 000			5,541 01	5,988 29	245 76 LT 201 52 ST	198.00	3.30
Next Dividend Payable 02/2018; Asset Class- Equities									
GLAXOSMITHKLINE PLC ADR (GSK)	7/24/12	27 000	44.784	35 470	1 209 17	957 69	(251 48) LT		
	3/5/14	3 000	56 507	35 470	169.52	106 41	(63.11) LT		
	4/29/14	28 000	56.270	35 470	1 575 56	993.16	(582 40) LT		
	7/16/14	25 000	53 288	35 470	1,332.21	886 75	(445 46) LT		
	9/15/14	9 000	46 889	35 470	422 00	319 23	(102.77) LT		
	10/2/14	26 000	45 644	35 470	1,186 74	922 22	(264 52) LT		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	6/25/15	40.000	43 512	35 470	1,740 47	1,418 80	(321 67) LT		
	7/8/15	6 000	41 335	35 470	248 01	212.82	(35.19) LT		
	9/12/16	3 000	42.833	35 470	128 50	106 41	(22.09) LT		
	5/22/17	30 000	43.441	35 470	1 303 24	1 064 10	(239 14) ST		
	7/31/17	36 000	40 762	35 470	1,467 44	1 276 92	(190 52) ST		
	9/25/17	20 000	40 616	35 470	812.32	709 40	(102 92) ST		
	Total	253 000			11,595 18	8,973.91	(2 088 69) LT (532 58) ST	518.00	5 77
Next Dividend Payable 01/11/18, Asset Class Equities									
KIMBERLY CLARK CORP (KMB)	10/17/11	41 000	68.450	120 660	2,806 43	4 947 06	2,140 63 LT		
	9/12/16	3 000	122 610	120 660	367 83	361 98	(5 85) LT		
	Total	44 000			3,174.26	5,309.04	2,134 78 LT	171 00	3 22
Next Dividend Payable 01/03/18, Asset Class Equities									
MERCK & CO INC NEW COM (MRK)	1/4/12	30 000	38 119	56 270	1,143 58	1,688 10	544 52 LT		
	9/24/12	3 000	44 860	56 270	134.58	168 81	34 23 LT		
	2/19/13	41 000	42 190	56.270	1,729 79	2,307 07	577 28 LT		
	3/5/14	3 000	56 760	56.270	170 28	168 81	(1 47) LT		
	7/8/15	3 000	57 517	56 270	172.55	168 81	(3 74) LT		
	4/13/16	25 000	55 634	56 270	1,390 85	1 406 75	15 90 LT		
	9/12/16	3 000	62 660	56 270	187.98	168 81	(19 17) LT		
	Total	108 000			4 929 61	6,077.16	1,147 55 LT	207 00	3 40
Next Dividend Payable 01/08/18, Asset Class. Equities									
NATIONAL GRID PLC SPON ADR (NGG)	10/17/11	64.788	54 856	58 810	3 553 99	3 810 18	256 19 LT		
	1/9/12	49 275	52 841	58 810	2 603 76	2 897 86	294 10 LT		
	3/5/14	2 738	76 253	58 810	208 78	161 02	(47 76) LT		
	6/26/15	23 725	73 401	58 810	1,741 45	1,395 26	(346 19) LT		
	7/8/15	2 738	70 862	58 810	194 02	161 02	(33 00) LT		
	9/12/16	2 736	76 623	58 810	209 64	160 90	(48 74) LT		
	9/25/17	2 000	64 685	58 810	129 37	117 62	(11 75) ST		
	Total	148 000			8,641.01	8,703.88	74 60 LT (11.75) ST	426 00	4 89
Asset Class. Equities									
OCCIDENTAL PETROLEUM CORP DE (OXY)	10/24/16	36 000	75 053	73 660	2,701 91	2,651 76	(50 15) LT		
	2/21/17	22 000	66 966	73 660	1,473 26	1,620 52	147 26 ST		
	3/22/17	23 000	63.443	73 660	1 459 18	1,694 18	235 00 ST		
	4/11/17	20 000	64 649	73.660	1,292 98	1,473 20	180 22 ST		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	9/25/17	1 000	64 660	73 660	64.66	73 66	9 00 ST		
	10/25/17	21 000	65 908	73 660	1,384 07	1,546 86	162 79 ST		
	Total	123 000			8,376 06	9,060.18	(50 15) LT 734 27 ST	379 00	4 18
Next Dividend Payable 01/16/18, Asset Class. Equities									
PEPSICO INC NC (PEP)	8/30/02	7 000	39 681	119 920	277 76	839 44	561 68 LT		
	3/7/11	11 000	63 440	119 920	697 84	1,319 12	621 28 LT		
	10/17/11	9 000	62 003	119 920	558 03	1,079 28	521 25 LT		
	3/21/17	2 000	112 040	119 920	224 08	239.84	15 76 ST		
	Total	29 000			1,757 71	3,477 68	1,704.21 LT 15 76 ST	93 00	2 67
Next Dividend Payable 01/08/18, Asset Class. Equities									
PHILIP MORRIS INTL INC (PM)	1/9/14	13 000	83.426	105 650	1,084 53	1,373 45	288 92 LT		
	2/27/14	40 000	80 896	105 650	3 235 83	4,226 00	990 17 LT		
	3/5/14	3 000	81 427	105 650	244 28	316 95	72 67 LT		
	3/21/14	22 000	80 981	105 650	1,781 59	2,324 30	542 71 LT		
	6/25/15	15 000	81 401	105 650	1,221 02	1,584 75	363 73 LT		
	7/8/15	3 000	81 697	105 650	245 09	316 95	71 86 LT		
	9/12/16	3 000	99 190	105 650	297.57	316 95	19 38 LT		
	11/16/16	9 000	87 814	105.650	790 33	950 85	160 52 LT		
	3/21/17	2 000	114.200	105 650	228.40	211 30	(17 10) ST		
	Total	110 000			9,128 64	11,621.50	2,509 96 LT (17 10) ST	471 00	4 05
Next Dividend Payable 01/11/18; Asset Class. Equities									
PPL CORPORATION (PPL)	10/17/11	125 000	26 541	30 950	3,317 64	3,868 75	551 11 LT		
	9/24/12	3 000	27 030	30 950	81 09	92 85	11.76 LT		
	2/19/13	37.000	28.339	30 950	1,048.55	1,145.15	96 60 LT		
	3/5/14	3 000	29.897	30 950	89 69	92 85	3 16 LT		
	7/8/15	3.000	30 850	30 950	92 55	92 85	0.30 LT		
	9/12/16	3 000	33 737	30 950	101 21	92 85	(8.36) LT		
	4/28/17	15 000	38 120	30 950	571 80	464 25	(107.55) ST		
	9/25/17	3 000	38.627	30 950	115.88	92 85	(23 03) ST		
	Total	192 000			5,418 41	5,942 40	654 57 LT (130 58) ST	303 00	5.09
Next Dividend Payable 01/02/18; Asset Class. Equities									

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
PROCTER & GAMBLE (PG)	7/16/14	15 000	81 049	91 880	1,215 73	1,378 20	162.47 LT		
	9/15/14	3.000	83 743	91 880	251.23	275.64	24.41 LT		
	6/25/15	14 000	79 472	91 880	1,112 61	1,286 32	173 71 LT		
	7/8/15	3.000	81 100	91 880	243.30	275 64	32 34 LT		
	9/24/15	31.000	71 409	91.880	2 213 68	2 848 28	634 60 LT		
	9/12/16	3 000	86 840	91.880	260 52	275 64	15 12 LT		
	Total	69 000			5 297 07	6,339.72	1 042 65 LT	190 00	2 99
Next Dividend Payable 02/2018, Asset Class Equities									
PUBLIC SERVICE ENTERPRISE GP (PEG)	4/6/17	28.000	44 729	51 500	1,252 41	1 442 00	189 59 ST		
	4/7/17	3 000	44 987	51.500	134 96	154 50	19 54 ST		
	4/11/17	30 000	45 299	51 500	1,358 96	1,545 00	186.04 ST		
	7/19/17	19.000	44 175	51 500	839 32	978 50	139 18 ST		
	9/25/17	1 000	46.500	51 500	46 50	51 50	5 00 ST		
	Total	81 000			3,632 15	4,171.50	539 35 ST	139 00	3 33
Next Dividend Payable 03/2018, Asset Class Equities									
PUBLIC STORAGE (PSA)	5/17/17	6 000	213 382	209 000	1 280 29	1,254 00	(26 29) ST		
	6/8/17	3 000	210 727	209 000	632 18	627 00	(5 18) ST		
	6/13/17	6 000	207.973	209 000	1,247 84	1 254 00	6 16 ST		
	7/31/17	7 000	203 816	209 000	1,426 71	1,463.00	36 29 ST		
	10/16/17	4 000	217.465	209 000	869 86	836 00	(33 86) ST		
	Total	26 000			5 456 88	5,434 00	(22 88) ST	208 00	3 87
Next Dividend Payable 03/2018, Asset Class. Alt									
REALTY INCOME CORP (O)	7/3/13	42 000	40 994	57 020	1,721 75	2,394.84	673 09 LT R		
	7/8/15	3 000	45 480	57 020	136 44	171.06	34 62 LT R		
	Total	45 000			1 858 19	2,565 90	707 71 LT	115 00	4 48
Next Dividend Payable 01/12/18 Asset Class Alt									
SANOFI ADR (SNY)	4/13/16	18 000	43 252	43 000	778.54	774.00	(4 54) LT		
	7/12/16	72.000	41 982	43.000	3,022 67	3 096 00	73 33 LT		
	7/21/16	19 000	41 998	43 000	797 97	817 00	19 03 LT		
	9/12/16	3 000	39 267	43 000	117 80	129 00	11 20 LT		
	3/21/17	1.000	44 630	43 000	44 63	43 00	(1 63) ST		
	Total	113 000			4 761 61	4,859.00	99 02 LT (1 63) ST	124 00	2 55
Asset Class Equities									

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
SOUTHERN CO (SO)	10/17/11	73 000	42 926	48 090	3 133 62	3,510.57	376.95 LT		
	9/24/12	6 000	45 650	48 090	273 90	288 54	14.64 LT		
	3/5/14	3 000	42 337	48 090	127.01	144 27	17 26 LT		
	7/8/15	3 000	44 317	48 090	132 95	144 27	11.32 LT		
	9/12/16	3 000	50.883	48 090	152 65	144 27	(8.38) LT		
	Total	88 000			3 820 13	4,231 92	411 79 LT	204.00	4 82
Next Dividend Payable 03/2018; Asset Class Equities									
TOTAL S A SPON ADR (TOT)	10/24/16	27 000	48 898	55 280	1,320.24	1,492 56	172.32 LT		
	2/21/17	51 000	51 719	55 280	2,637 66	2 819 28	181 62 ST		
	4/6/17	23 000	51 851	55 280	1,192 57	1,271 44	78.87 ST		
	4/7/17	3 000	51 863	55 280	155.59	165 84	10 25 ST		
	5/17/17	29 000	53 784	55.280	1,559 75	1,603.12	43.37 ST		
	9/25/17	1 000	54 490	55.280	54.49	55 28	0.79 ST		
	10/11/17	12.000	54 652	55 280	655 82	663.36	7 54 ST		
	Total	146 000			7,576 12	8,070.88	172.32 LT 322.44 ST	345 00	4 27
Asset Class. Equities									
UNITED PARCEL SER INC CL-B (UPS)	7/14/17	12.000	112 473	119 150	1,349 67	1,429 80	80 13 ST		
	7/19/17	12 000	112 793	119 150	1,353.52	1,429 80	76 28 ST		
	9/25/17	1 000	118 050	119 150	118.05	119 15	1 10 ST		
	Total	25 000			2,821.24	2,978.75	157.51 ST	83.00	2.78
Next Dividend Payable 02/2018, Asset Class Equities									
VENTAS INC (VTR)	9/16/13	11 000	55 570	60.010	611 27	660 11	48 84 LT		
	1/9/14	20.000	50 828	60.010	1,016 55	1,200 20	183.65 LT		
	4/29/14	18.000	57 269	60 010	1,030 85	1,080 18	49.33 LT		
	9/15/14	3 000	53 617	60.010	160 85	180 03	19.18 LT		
	7/8/15	3 000	55 880	60 010	167 64	180 03	12 39 LT		
	3/22/17	20 000	62.376	60 010	1,247.51	1,200 20	(47 31) ST		
	4/6/17	2 000	64 770	60 010	129.54	120 02	(9.52) ST		
	9/25/17	1 000	66.720	60 010	66 72	60 01	(6 71) ST		
	Total	78 000			4,430 93	4,680.78	313.39 LT (63 54) ST	246 00	5 25
Next Dividend Payable 01/12/18, Asset Class: Alt									
VERIZON COMMUNICATIONS (VZ)	10/17/11	102 000	37 009	52 930	3,774 95	5,398 86	1,623 91 LT		
	2/21/14	67 000	48 115	52 930	3,223 71	3,546 31	322 60 LT		
	3/5/14	3 000	47 500	52 930	142 50	158.79	16 29 LT		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	7/16/14	18 000	50 901	52.930	916.21	952 74	36 53 LT		
	9/15/14	9 000	48 437	52.930	435 93	476 37	40 44 LT		
	7/8/15	3 000	46 683	52.930	140 05	158 79	18 74 LT		
	1/6/16	26 000	45 805	52 930	1,190 93	1,376 18	185 25 LT		
	9/12/16	3.000	52 010	52 930	156 03	158 79	2 76 LT		
	11/16/16	25.000	47 902	52 930	1,197 56	1,323 25	125 69 LT		
	3/21/17	2.000	50.340	52 930	100 68	105 86	5.18 ST		
	4/6/17	4 000	48.555	52 930	194 22	211 72	17.50 ST		
	5/22/17	19.000	45 388	52 930	862.38	1 005 67	143 29 ST		
	7/14/17	25 000	43 679	52 930	1 091 98	1.323 25	231 27 ST		
	9/25/17	1 000	49 970	52 930	49 97	52.93	2 96 ST		
	Total	307 000			13,477 10	16,249 51	2,372 21 LT 400 20 ST	725 00	4 46
Next Dividend Payable 02/2018, Asset Class- Equities									
VODAFONE GROUP PLC (VOD)	10/17/11	72 000	50 439	31 900	3,631 61	2,296 80	(1,334 81) LT		
	10/29/11	0 636	49 465	31 900	31 46	20 29	(11 17) LT H		
	8/10/12	27 000	55.358	31 900	1,494 67	861 30	(633 37) LT		
	9/24/12	3 000	57.720	31 900	173 16	95 70	(77 46) LT		
	10/24/12	25 000	48 858	31 900	1 221 44	797 50	(423 94) LT		
	3/5/14	2 364	41 050	31 900	97 04	75 41	(21 63) LT		
	7/8/15	3 000	35 137	31 900	105 41	95 70	(9 71) LT		
	12/7/15	69 000	32 951	31 900	2 273.65	2 201 10	(72.55) LT		
	1/8/16	80.000	32 760	31 900	2,620.79	2 552 00	(68 79) LT		
	5/18/16	38 000	34 142	31 900	1,297.38	1,212 20	(85 18) LT		
	7/12/16	77 000	30 734	31 900	2,366 51	2,456 30	89 79 LT		
	9/12/16	6 000	30.203	31 900	181 22	191 40	10 18 LT		
	3/21/17	2 000	26 590	31 900	53 18	63 80	10 62 ST		
	3/22/17	55 000	26 487	31 900	1,456 76	1 754 50	297 74 ST		
	9/25/17	1 000	28 640	31 900	28 64	31.90	3 26 ST		
	Total	461 000			17,032 92	14,705 90	(2,638 64) LT 311 62 ST	784 00	5 33
Next Dividend Payable 02/02/18, Basis Adjustment Due to Wash Sale $5 35, Asset Class Equities									
WELLTOWER INC (HCN)	10/17/11	51 000	43 800	63 770	2 233 80	3 252 27	1 018 47 LT R		
	2/19/13	17 000	61 885	63 770	1 052 05	1,084 09	32.04 LT R		
	9/12/16	3 000	74 473	63 770	223 42	191 31	(32.11) LT R		
	3/21/17	1 000	67 940	63.770	67 94	63 77	(4 17) ST		

Security Description	Trade Date	Quantity	Unit Cost	Share Price	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
	Total	72 000			3,577.21	4,591 44	1,018 40 LT (4 17) ST	251 00	5.46

Next Dividend Payable 02/2018, Asset Class: Alt

	Percentage of Holdings	Total Cost	Market Value	Unrealized Gain/(Loss)	Est Ann Income	Current Yield %
STOCKS	98.50%	$250,902.43	$288,902.67	$32,229.21 LT $5,771 01 ST	$12,011 00	4 16%

	Total Cost	Market Value
Total page 6	$ 643,068.89	$ 692,127 96
Total page 7	$ 102,003 96	$ 113,386 97
Total page 21	$ 250,902 43	$ 288,902 67
Grand Total	**$ 995,975.28**	**$ 1,094,417.60**