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

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

2011

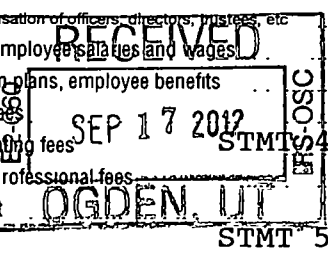
For calendar year 2011 or tax year beginning

, and ending

Name of foundation DAN AND MERRIE BOONE FOUNDATION, INC.		A Employer identification number 58-2663615
Number and street (or P.O. box number if mail is not delivered to street address) 2660 PEACHTREE ROAD	Room/suite #35H	B Telephone number 404-876-9411
City or town, state, and ZIP code ATLANTA, GA 30305		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,719,711.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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		183.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		239.	239.		STATEMENT 1
4 Dividends and interest from securities		96,182.	93,890.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		342,694.			
b Gross sales price for all assets on line 6a 635,705.					
7 Capital gain net income (from Part IV, line 2)			342,694.		
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)					
11 Other income		<1,995.>	<10,966.>		STATEMENT 3
12 Total. Add lines 1 through 11		437,303.	425,857.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		5,050.	2,025.		0.
c Other professional fees					
17 Interest					
18 Taxes		10,626.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		1,201.	127.		1,000.
24 Total operating and administrative expenses. Add lines 13 through 23		16,877.	2,152.		1,000.
25 Contributions, gifts, grants paid		321,650.			321,650.
26 Total expenses and disbursements. Add lines 24 and 25		338,527.	2,152.		322,650.
27 Subtract line 26 from line 12		98,776.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			423,705.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		334,093.	337,930.	337,930.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock STMT 7	3,784,462.	3,815,593.	4,731,656.	
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 8	1,454,160.	1,516,579.	1,648,579.	
	14	Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶ DIVIDEND RECEIVABLE)	0.	1,546.	1,546.	
	16	Total assets (to be completed by all filers)	5,572,715.	5,671,648.	6,719,711.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 9)	88.	245.		
23	Total liabilities (add lines 17 through 22)	88.	245.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds	5,572,627.	5,671,403.			
30	Total net assets or fund balances	5,572,627.	5,671,403.			
31	Total liabilities and net assets/fund balances	5,572,715.	5,671,648.			

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	5,572,627.
2	Enter amount from Part I, line 27a	2	98,776.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,671,403.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,671,403.

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 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHEMENT - FIDELITY 808121	P		
b CAPITAL GAINS DIVIDENDS			
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 584,711.		293,011.	291,700.
b 50,994.			50,994.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			291,700.
b			50,994.
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	342,694.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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 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))
2010	284,250.	6,557,438.	.043348
2009	264,096.	4,973,337.	.053102
2008	241,246.	5,608,294.	.043016
2007	221,087.	5,873,256.	.037643
2006	206,404.	4,490,016.	.045970

2 Total of line 1, column (d)	2	.223079
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	.044616
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,213,834.
5 Multiply line 4 by line 3	5	321,852.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,237.
7 Add lines 5 and 6	7	326,089.
8 Enter qualifying distributions from Part XII, line 4	8	322,650.

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)

1a 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 instructions)			
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		1	8,474.
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	8,474.
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	8,474.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,045.	
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	7,045.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	23.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,452.	
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ DAN AND MERRIE BOONE Located at ▶ 2660 PEACHTREE ROAD #35H, ATLANTA, GA	Telephone no. ▶ 404-233-8386 ZIP+4 ▶ 30305		
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 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No 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
1a	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 type="checkbox"/> Yes <input checked="" 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 N/A ▶ <input type="checkbox"/>	1b	
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 2011? ..	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ .. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) .. N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ..		
3a	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 2011 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 2011.) .. N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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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)?

☐ 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)?

N/A

5b

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, foundation managers and their compensation.

(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		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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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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	6,905,520.
b	Average of monthly cash balances	1b	418,169.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,323,689.
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	7,323,689.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	109,855.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,213,834.
6	Minimum investment return. Enter 5% of line 5	6	360,692.

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	360,692.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,474.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,474.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	352,218.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	352,218.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	352,218.

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	322,650.
b	Program-related investments - total from Part IX-B	1b	0.
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	322,650.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	322,650.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				352,218.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			281,855.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 322,650.				
a Applied to 2010, but not more than line 2a			281,855.	
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 2011 distributable amount				40,795.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	0.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				311,423.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008
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))

SEE STATEMENT 11

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

NONE

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

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

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

DANIEL W. BOONE, III, 4048769411
2660 PEACHTREE ROAD #35H, ATLANTA, GA 30305

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

PURPOSE

c Any submission deadlines

NONE

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

NONE

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				
ADMISSION POSSIBLE 450 N SYNDICATE ST, STE 200 ST PAUL, MN 55104	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,000.
ASHOKA 1700 N. MOORE ST, STE 2000 ARLINGTON, VA 22209	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
ATLANTA CHILDREN'S SHELTER 607 PEACHTREE ST NE ATLANTA, GA 30308	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY BLVD, NW ATLANTA, GA 30318	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
ATLANTA HABITAT FOR HUMANITY 519 MEMORIAL DRIVE, SE ATLANTA, GA 30312	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	25,000.
Total	SEE CONTINUATION SHEET(S)			3a 321,650.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVII

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

- | | | | |
|--|--------------|------------|-----------|
| 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? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]



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

(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.

and belief, it is true, correct, and complete. Declaration of preparer (other than the taxpayer) is based on information furnished by taxpayer.

Signature of officer or trustee

Date _____

FOUNDATION
MANAGER

Title

May the IRS discuss this return with the preparer shown below (see instr)?

<input checked="checked" type="checkbox"/> X	Yes	<input type="checkbox"/>	No
--	-----	--------------------------	----

**Paid
Preparer
Use Only**

Print/Type preparer's name

A. B. KAY III

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

Firm's name ► DUGGAN & MASSEY, P.C.

Firm's EIN ▶ 58-1180006

Firm's address ► FIFTEEN PIEDMONT CENTER, STE 200
ATLANTA, GA 30305-1733

Phone no 404.262.3300

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY INVESTMENTS	175.
K-1 ENTERPRISE PRODUCTS PARTNERS LP	15.
K-1-ENERGY TRANSFER PARTNERS, L.P.	49.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	239.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CALVERT SOCIAL INVESTMENT FUND	44,773.	44,773.	0.
FIDELITY INVESTMENTS	84,661.	1,395.	83,266.
K-1-ENERGY TRANSFER PARTNERS, L.P.	95.	0.	95.
K-1-ENTERPRISE PRODUCT PARTNERS LP	1.	0.	1.
THE MERGER FUND	9,373.	0.	9,373.
VANGUARD CAPITAL VALUE	8,273.	4,826.	3,447.
TOTAL TO FM 990-PF, PART I, LN 4	147,176.	50,994.	96,182.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1-ENERGY TRANSFER PARTNERS, L.P.	<8,610.>	<8,610.>	
K-1 ENTERPRISE PRODUCT PARTNERS LP	<2,886.>	<2,886.>	
K-1 ENTERPRISE PRODUCT PARTNERS LP-NET SECTION 1231 LOSS	<43.>	<43.>	
K-1 ENTERPRISE PRODUCT PARTNERS LP-NET L/T GAIN	573.	573.	
K-1 ENTERPRISE PRODUCT PARTNERS LP- DISTRIBUTIONS	3,608.	0.	
K-1-ENERGY TRANSFER PARTNERS, L.P. - DISTRIBUTIONS	5,363.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,995.>	<10,966.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	5,050.	2,025.		0.	
TO FORM 990-PF, PG 1, LN 16B	5,050.	2,025.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX BASED ON INVESTMENT INCOME	9,689.	0.		0.	
FOREIGN TAXES PAID	937.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	10,626.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	127.	127.		0.	
LICENSE AND REGISTRATION FEES	50.	0.		0.	
DUES	1,000.	0.		1,000.	
K-1 ENERGY TRANSFER PARTNERS LP NON-DEDUCTIBLE EXPENSES	13.	0.		0.	
K-1 ENTERPRISE PRODUCT PARTNERS	11.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1,201.	127.		1,000.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	3,815,593.	4,731,656.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,815,593.	4,731,656.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	1,516,579.	1,648,579.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,516,579.	1,648,579.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FOREIGN TAX PAYABLE	88.	245.
TOTAL TO FORM 990-PF, PART II, LINE 22	88.	245.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
DANIEL W. BOONE, III 2660 PEACHTREET ROAD #35H ATLANTA, GA 30305	DIRECTOR 1.00	0.	0.	0.
VIRGINIA M. BOONE 2660 PEACHTREET ROAD #35H ATLANTA, GA 30305	DIRECTOR 0.50	0.	0.	0.
MEREDITH B. TUTTEROW 5465 WOODDALE AVE EDINA, MN 55424	DIRECTOR 0.50	0.	0.	0.
SUSANNA B. VER EECKE 1063 OAK STREET WINNETKA, IL 60093	DIRECTOR 0.50	0.	0.	0.
DANIEL W. BOONE, IV 5088 RIVERVIEW ROAD, NW ATLANTA, GA 30327	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

DANIEL W. BOONE, III
 VIRGINIA M. BOONE

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	DAN AND MERRIE BOONE FOUNDATION, INC.	<input checked="" type="checkbox"/> 58-2663615	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	2660 PEACHTREE ROAD, NO. #35H	<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	ATLANTA, GA 30305		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DAN AND MERRIE BOONE

- The books are in the care of **2660 PEACHTREE ROAD #35H - ATLANTA, GA 30305**

Telephone No. **404-233-8386**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title **FOUNDATION MANAGER**

Date ☐

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	DAN AND MERRIE BOONE FOUNDATION, INC.	<input checked="" type="checkbox"/> 58-2663615	
	Number, street, and room or suite no. If a P.O. box, see instructions. 2660 PEACHTREE ROAD, NO. #35H	Social security number (SSN) <input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30305			

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DAN AND MERRIE BOONE

- The books are in the care of **2660 PEACHTREE ROAD #35H - ATLANTA, GA 30305**

Telephone No. **404-233-8386**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**.

5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☐

Title **FOUNDATION MANAGER**

Date ☐

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ATLANTA SYMPHONY 1280 PEACHTREE ST, NE ATLANTA, GA 30309	N/A		501 (C) (3) CIVIC	1,000.
ATLANTA UNION MISSION 2352 BOLTON RD ATLANTA, GA 30318	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,000.
BEAUFORT MEMORIAL HOSPITAL FOUNDATION 955 RIBAUT RD BEAUFORT, SC 29902	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
BEAUFORT OPEN LAND TRUST 1001 BAY STREET BEAUFORT, SC 29901	N/A	PUBLIC CHARITY	501 (C) (3) CONSERVATION	1,000.
CONVERSE COLLEGE 580 EAST MAIN STREET SPARTANBURG, SC 29302	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,000.
COSTAL CONSERVATION LEAGUE 328 EAST BAY STREET CHARLESTON, SC 29402	N/A	PUBLIC CHARITY	501 (C) (3) CONSERVATION	1,000.
DAVIDSON COLLEGE BOX 7173 DAVIDSON, NC 28035	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	10,000.
EAGLE RANCH 5500 UNION CHURCH RD FLOWERY BRANCH, GA 30542	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,500.
EMMAUS HOUSE 1017 HANK AARON DR SW ATLANTA, GA 303151705	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
EMORY UNIVERSITY 1762 CLIFTON ROAD ATLANTA, GA 30322	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	72,500.
Total from continuation sheets				290,150.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GEORGIA AQUARIUM 225 BAKER STREET NW ATLANTA, GA 30313	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
GEORGIA CONSERVANCY 817 WEST PEACHTREE STREET, SUITE 200 ATLANTA, GA 30308	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE STREET ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	500.
HIGH MUSEUM OF ART 1280 PEACHTREE ST, NE ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	13,500.
HIGHLAND - CASHIER'S HOSPITAL FOUNDATION PO BOX 742 HIGHLANDS, NC 28741	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	10,000.
INNER HARBOUR 4685 DORSETT SHOALS RD DOUGLASVILLE, GA 30135	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BLVD GLENVIEW, IL 60026	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,000.
LINCOLN COLLEGE 300 KEOKUK STREET LINCOLN, IL 62656	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	3,000.
LOW COUNTRY INSTITUTE 40 MOBLEY OAKS LANE ORATIE, SC 29909	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	15,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1818 M ST NW, STE 300 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NATIONAL COURT APPOINTED SPECIAL ADVOCATE ASSOC (CASA) 100 WEST HARRISON, NORTH TOWER #500 SEATTLE, WA 98119	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	5,000.
NEXT STEP FITNESS 4447 REDONDO BEACH BLVD LAWDALE, CA 90260	N/A	PUBLIC CHARITY	501 (C) (3) HEALTH	2,500.
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE ROAD NW ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) HEALTH	12,500.
ST. MARGARET'S SCHOOL PO BOX 158 TAPPAHANNOCK, VA 22560	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	60,000.
THE BASCOM 554 MAIN ST, PO BOX 766 HIGHLANDS, NC 28741	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	10,000.
THE BLAKE SCHOOL 110 BLAKE ROAD SOUTH HOPKINS, MN 55343	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,750.
THE LOVETT SCHOOL 4075 PACES FERRY RD NW ATLANTA, GA 30327	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	7,500.
THE MICHAEL J. FOX FOUNDATION CHURCH ST STATION PO BOX 780 NEW YORK, NY 10008	N/A	PUBLIC CHARITY	501 (C) (3) MEDICAL RESEARCH	44,900.
WHARTON FUND 3733 SPRUCE STREET PHILADELPHIA, PA 19104-6360	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,000.
WORLD RESOURCES GROUP 509 FLAMINGO DRIVE WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
Total from continuation sheets				

DAN AND MERRIE BOONE FOUNDATION, INC
EIN 58-2663615
PART II, LINE 10B ATTACHEMNT - CORPORATE STOCK
TAX YEAR 2011

DESCRIPTION	12/31/2010 BOOK VALUE	12/31/2011 BOOK VALUE	12/31/2011 FAIR MARKET VALUE
GERRESHEIMER AG NPV (BR) (GRRMF)	47,607	47,607	62,208
EURO - GERRESHEIMER	-	1,113	974
AARON'S INC	69,645	46,430	240,120
ABB LTD	89,780	89,780	75,320
AFLAC INC	57,822	50,594	151,410
ALTRIA GROUP (PHILIP MORRIS)	11,562	11,562	29,650
AMERICAN TOWER CORP CL A	80,940	67,450	150,025
APPLE INC	96,792	84,693	283,500
BANK OF AMERICA	224,876	224,876	77,840
BANK OF AMERICA	-	22,308	11,120
BRUNSWICK CORP	18,085	10,859	54,180
CIGNA CORP	-	92,676	84,000
CARDIOME PHARMA CORP	36,457	14,178	9,205
CISCO SYSTEMS, INC	93,128	93,128	81,360
COCA COLA COM	94,180	94,180	139,940
COGNIZANT TECH SOLUTIONS A	76,680	62,460	160,775
COMPELLENT TECHNOLOGIES	26,007	-	-
COUSINS PROPS INC	150,138	150,138	79,721
CUMMINGS INC	51,119	51,119	61,614
DARDEN RESTAURANTS	65,122	65,122	91,160
DISNEY (WALT) CO	61,340	61,340	75,000
EATON VANCE CORP	65,835	-	-
EMC CORPORATION	49,390	49,390	86,160
ENERGY TRANSFER PARTNERS LP	44,958	53,523	68,775
ENTERPRISE PRODUCT PARTNERS LP	23,981	30,658	69,570
FLOWERS FOODS INC	64,857	64,857	85,410
FRONTIER COMMUNICATIONS CORP	4,455	-	-
GOLDMAN SACHS GROUP INC	82,316	108,936	63,301
HIBBETT SPORTING GOODS	66,165	57,520	90,360
INTERSIL CORP	51,195	-	-
INTL BUSINESS MACHINES	51,910	51,910	91,940
JPMORGAN CHASE & CO	139,369	139,369	116,375
JAPAN EQUITY FUND	72,541	72,541	75,000
KEYCORP NEW	110,540	98,032	123,040
KRAFT FOODS INC	100,842	100,842	126,875
MICROSOFT CORP	120,244	120,244	103,840
MICROCHIP TECH INC	44,339	40,633	73,260
MORGAN STANLEY	91,902	115,390	75,650
MS EMERGING MARKET FUND	28,500	28,500	38,760
MS FRONTIER EMERGING MKTS	-	80,220	62,640
NEWELL RUBBERMAID INC	63,696	79,394	80,750
NEWFIELD EXPL CO	42,131	42,131	56,595
NUSTAR GP HLDGS LLC	-	60,008	66,500
PETSMART INC	55,941	55,491	102,580
PHILIP MORRIS INTL INC	62,215	62,215	156,960
POWERSHARES GLOBAL EXCHANGE	43,312	43,231	68,450
PROCTOR & GAMBLE CO	126,517	126,517	133,420
QUALCOMM INC	101,949	101,949	136,750
ROCHE HOLDINGS	69,946	69,946	85,124
SCANSOURCE INC	32,794	32,794	36,000
SEI INVT CO	62,478	62,478	52,050
SPDR KBW REGIONAL BANKING ETF	77,462	77,462	59,490
SECTOR SPDR TR SHS BEN INT TECH	67,200	33,600	50,900
TEVA PHARMACEUTICAL IND	76,730	76,730	60,540
VERIZON COMMUNICATIONS	67,709	67,709	80,240
WAL-MART STORES INC	109,183	109,183	119,520
WALGREEN CO	160,582	160,582	115,710
	<u>3,784,462</u>	<u>3,815,593</u>	<u>4,731,656</u>

PART II, LINE 13 - OTHER INVESTMENTS

CALVERT SOCIAL INVESTMENT	788,110	832,882	989,082
THE MERGER FUND	311,305	320,678	332,697
VANGUARD CAPITAL VALUE FUND	354,745	363,019	326,800
	<u>1,454,160</u>	<u>1,516,579</u>	<u>1,648,579</u>