Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation: THE DOUGLAS AND TONYIA BOLTON FAMILY FOUNDATION, INC.

A Employer identification number: 20-8030196

Number and street (or P O box number if mail is not delivered to street address): 26 NORTH PORT ROYAL DRIVE — Room/suite:

B Telephone number: 843-715-0173

City or town, state, and ZIP code: HILTON HEAD ISLAND, SC 29928

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 761,635.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I — Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	133.	133.		STATEMENT 1
	4 Dividends and interest from securities	14,120.	14,120.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<12,285.>			
	b Gross sales price for all assets on line 6a 511,823.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	<7.>	<7.>	0.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,961.	14,246.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,176.	2,088.	0.	2,088.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	17.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	11,020.	11,020.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,213.	13,108.	0.	2,088.
	25 Contributions, gifts, grants paid	120,720.			120,720.
	26 **Total expenses and disbursements.** Add lines 24 and 25	135,933.	13,108.	0.	122,808.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<133,972.>			
	b **Net investment income** (if negative, enter -0-)		1,138.		
	c **Adjusted net income** (if negative, enter -0-)			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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		301,606.	301,606.
	2 Savings and temporary cash investments			
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	879,391.	443,813.	460,029.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	879,391.	745,419.	761,635.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	879,391.	745,419.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	879,391.	745,419.	
	31 **Total liabilities and net assets/fund balances**	879,391.	745,419.	

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	879,391.
2	Enter amount from Part I, line 27a	2	<133,972.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	745,419.
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	745,419.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	511,823.		524,108.	<12,285.>

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

	(i) F M V 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				
b				
c				
d				
e				<12,285.>

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** <12,285.>

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	56,361.	908,035.	.062069
2009	16,300.	832,869.	.019571
2008	54,153.	844,618.	.064115
2007	55,076.	1,095,130.	.050292
2006	38,773.	1,032,610.	.037549

2	**Total** of line 1, column (d)	2	.233596
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	.046719
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	846,003.
5	Multiply line 4 by line 3	5	39,524.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11.
7	Add lines 5 and 6	7	39,535.
8	Enter qualifying distributions from Part XII, line 4	8	122,808.

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 ▶ ☐ 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 ▶ ☒ and enter 1% of Part I, line 27b			1	11.
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	11.
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	11.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,288.		
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	1,288.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,277.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,277.	Refunded ▶		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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) ▶ MD			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DOUGLAS & TONYIA BOLTON Telephone no ▶843-715-0113

Located at ▶26 NORTH PORT ROYAL DRIVE, HILTON HEAD ISLAND, SC ZIP+4 ▶29928

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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? ☐ 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)? N/A	1b		
	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 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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? ☐ Yes ☒ 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

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** No: 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
TONYIA J. BOLTON 26 NORTH PORT ROYAL DRIVE HILTON HEAD ISLAND, SC 29928	PRESIDENT 1.00	0.	0.	0.
DOUGLAS R. BOLTON 26 NORTH PORT ROYAL DRIVE HILTON HEAD ISLAND, SC 29928	VICE-PRESIDENT 1.00	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

123551
12-02-11

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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.

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	594,600.
b	Average of monthly cash balances	1b	264,286.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	858,886.
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	858,886.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,883.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	846,003.
6	**Minimum investment return.** Enter 5% of line 5	6	42,300.

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	42,300.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 11.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	42,289.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	42,289.
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	42,289.

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	122,808.
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	122,808.
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	11.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,797.

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				42,289.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008 155.				
d From 2009				
e From 2010 13,183.				
f Total of lines 3a through e	13,338.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 122,808.				
a Applied to 2010, 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 2011 distributable amount				42,289.
e Remaining amount distributed out of corpus	80,519.			
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	93,857.			
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				0.
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	93,857.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008 155.				
c Excess from 2009				
d Excess from 2010 13,183.				
e Excess from 2011 80,519.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

DOUGLAS & TONYIA BOLTON
26 NORTH PORT ROYAL DRIVE, HILTON HEAD ISLAND, SC 29928

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

UNSPECIFIED

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

TO ADVANCE CHARITABLE PURPOSES.

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				
BOYS & GIRLS CLUBS OF LOWCOUNTRY 100 H. E MCCRACKEN CIRCLE BLUFFTON, SC 29910		501(C)(3)	CHARITABLE	9,120.
HABITAT FOR HUMANITY 3815 LATROBE DRIVE CHARLOTTE, NC 28211		501(C)(3)	CHARITABLE	8,660.
HILTON HEAD HEROS P.O. BOX 6689 HILTON HEAD, SC 29938		501(C)(3)	CHARITABLE	455.
HILTON HEAD HUMANE ASSOCIATION 10 HUMANE WAY HILTON HEAD, SC 29926		501(C)(3)	CHARITABLE	995.
NATIONAL MUPTIPLE SCLEROSIS 1100 NEW YORK AVE., NE, SUITE 660 WASHINGTON, DC 20005		501(C)(3)	CHARITABLE	1,490.
Total SEE CONTINUATION SHEET(S)			▶ 3a	120,720.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	133.	
4 Dividends and interest from securities			14	14,120.	
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			14	<7.>	
8 Gain or (loss) from sales of assets other than inventory			14	8,989.	<21,274.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		23,235.	<21,274.>

13 Total. Add line 12, columns (b), (d), and (e) 13 1,961.

(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)
3,4,	INTEREST,DIVIDENDS,GAINS ON SALE OF INVESTMENTS AND CAPITAL GAINS
7,8	DISTRIBUTIONS PROVIDE INCOME FOR DISTRIBUTION TO CHARITABLE
	ORGANIZATIONS.

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Tonyia L. Bolton — 11-6-12 — Officer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL F. ROBY	Michael F. Roby	10/23/12		P00849146
Firm's name ▶ MEEHAN & ROBY, LLP			Firm's EIN ▶ 52-1318126	
Firm's address ▶ 9515 DEERECO ROAD, STE 810 TIMONIUM, MD 21093			Phone no (410)561-3375	

Form **990-PF** (2011)

123622
12-02-11

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
THE TITUSVILLE YMCA 201 WEST SPRING STREET TITUSVILLE, PA 16354		501(C)(3)	CHARITABLE	100,000.
Total from continuation sheets				100,000.

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	395.9137 UNITS ABBY CAPITAL ACL ALTERNATIVE FUND	P	10/25/11	10/25/11
b	ACL ALTERNATIVE FUND 2011 SCHEDULE K-1	P	VARIOUS	12/31/11
c	ACL ALTERNATIVE FUND 2011 SCHEDULE K-1	P	VARIOUS	12/31/11
d	DIMENSIONAL INVT GROUP INTL VALUE	P	11/02/11	11/03/11
e	DIMENSIONAL INVT GROUP INTL VALUE	P	11/02/11	11/03/11
f	DIMENSIONAL INVT GROUP INTL VALUE	P	11/02/11	11/03/11
g	DIMENSIONAL INVT GROUP INTL VALUE	P	11/02/11	11/03/11
h	VANGUARD BD INDEX FD	P	11/03/11	11/04/11
i	KELLOGG CO	P	02/15/12	02/21/12
j	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
k	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
l	ALTRIA GROUP INC	P	05/31/12	06/25/12
m	ANALOG DEVICES INC	P	05/31/12	06/25/12
n	CRESCENT POINT ENERGY	P	05/31/12	06/25/12
o	HEALTH CARE SERVICES GROUP	P	05/31/12	06/25/12

	(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	100,478.		100,478.	0.
b	<3,208.>			<3,208.>
c	<4,812.>			<4,812.>
d	19.		24.	<5.>
e	113.		136.	<23.>
f	6,686.		8,000.	<1,314.>
g	44.		44.	0.
h	139.		134.	5.
i	1,571.		1,544.	27.
j	51,531.		50,534.	997.
k	345,006.		357,844.	<12,838.>
l	236.		226.	10.
m	259.		254.	5.
n	314.		314.	0.
o	252.		252.	0.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				0.
b				<3,208.>
c				<4,812.>
d				<5.>
e				<23.>
f				<1,314.>
g				0.
h				5.
i				27.
j				997.
k				<12,838.>
l				10.
m				5.
n				0.
o				0.

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	
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	

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05-01-11

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	HEALTH CARE SERVICES GROUP	P	05/31/12	06/25/12
b	HEALTH CARE SERVICES GROUP	P	05/31/12	06/25/12
c	HEALTH CARE SERVICES GROUP	P	05/31/12	06/25/12
d	INTEL CORP	P	05/31/12	06/25/12
e	KIMBERLY CLARK	P	05/31/12	06/25/12
f	NEXTERA ENERGY INC	P	05/31/12	06/25/12
g	PHILIP MORRIS INTL INC	P	05/31/12	06/25/12
h	VERMILION ENERGY INC	P	05/31/12	06/25/12
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(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	631.		690.	<59.>
b	249.		288.	<39.>
c	631.		660.	<29.>
d	210.		208.	2.
e	162.		160.	2.
f	200.		195.	5.
g	1,597.		1,597.	0.
h	526.		526.	0.
i	8,989.			8,989.
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<59.>
b				<39.>
c				<29.>
d				2.
e				2.
f				5.
g				0.
h				0.
i				8,989.
j				
k				
l				
m				
n				
o				

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	<12,285.>
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

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05-01-11

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Short Term							
04-23-12	04-26-12	ORACLE CORP COM	ORCL	30 0000	$ 854 90	$ 770.53	$ 84.37
04-23-12	04-26-12	SYSCO CORP COM	SYY	15.0000	428.39	398.91	29.48
04-24-12	04-25-12	PIMCO FDS PAC INVT MGM COMM REALSTR I	PCRI.X	104.2490	683 87	924.69	(240.82)
04-24-12	04-25-12	PIMCO FDS PAC INVT MGM COMM REALSTR I	PCRI X	103.6440	679.91	875.79	(195.88)

The Douglas & Tonyia Bolton Family Foundation Cust

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
04-24-12	04-25-12	PIMCO FDS PAC INVT MGM COMM REALSTR I	PCRI.X	51.4160	337.29	390.25	(52.96)
04-24-12	04-25-12	PIMCO FDS PAC INVT MGM COMM REALSTR I	PCRI X	21 9520	144.01	147 52	(3.51)
04-24-12	04-25-12	PIMCO FDS PAC INVT MGM COMM REALSTR I	PCRI X	284.6060	1,867 01	1,858 48	8 53
04-24-12	04-25-12	ASTON FDS ASTRV RD SL VL I	ARIM X	199 8660	1,630.91	1,552 96	77.95
04-24-12	04-25-12	DFA INVT DIMENSION GRP US CORE EQ 2PT	DFQT X	1 4530	16.80	16.87	(0.07)
04-24-12	04-25-12	DFA INVT DIMENSION GRP US CORE EQ 2PT	DFQT X	2.4910	28 80	27.77	1 03
04-24-12	04-25-12	DFA INVT DIMENSION GRP US CORE EQ 2PT	DFQT X	4 2980	49 69	44.74	4.95
04-24-12	04-25-12	DFA INVT DIMENSION GRP US CORE EQ 2PT	DFQT.X	3 0330	35 06	30 24	4.82
04-24-12	04-25-12	TCW FDS INC EMRG MKTS CL I	TGEI.X	6.3200	55 62	55.62	0 00
04-24-12	04-25-12	TCW FDS INC EMRG MKTS CL I	TGEI X	6 7130	59.07	58.81	0 26
04-24-12	04-25-12	TCW FDS INC EMRG MKTS CL I	TGEI X	6 8690	60.45	58 52	1 93
04-24-12	04-25-12	TCW FDS INC EMRG MKTS CL I	TGEI.X	1,362.0070	11,985.66	11,400.00	585 66
04-24-12	04-25-12	TCW FDS INC EMRG MKTS CL I	TGEI X	8 3150	73 17	68.43	4.74
04-24-12	04-25-12	TCW FDS INC EMRG MKTS CL I	TGEI.X	6 6280	58 33	54 48	3.85
04-24-12	04-25-12	FPA FDS TR FPA CRESCENT I	FPAC X	12 831	360 94	359.27	1.67
04-24-12	04-25-12	FPA FDS TR FPA CRESCENT I	FPAC X	31.093	874 65	826.46	48.19
04-24-12	04-25-12	IVA FIDUCIARY TR IVA WRLDWIDE I	IVWI X	154 629	2,453.96	2,330.26	123.70
04-24-12	04-25-12	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	3 4490	99.50	122.02	(22.52)
04-24-12	04-25-12	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	5 8090	167.59	176.19	(8.60)
04-24-12	04-25-12	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV X	17 1110	493 65	442 49	51.16
04-24-12	04-25-12	GMO TR EVOLV CTRY III	GMCE X	27 0590	279 79	261.66	18 13
04-24-12	04-25-12	GMO TR EVOLV CTRY III	GMCE X	29 8660	308.81	277.16	31.65
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD.X	5 3080	77 55	77 66	(0.11)
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD X	5 2240	76 32	76.27	0.05
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD X	5.2570	76 80	76 60	0 20
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD X	1,201 9570	17,560 59	17,200.00	360 59

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD X	4.2720	62.41	61.04	1.37
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD X	5 9400	86 79	82 57	4 22
04-24-12	04-25-12	LOOMIS SAYLES FDS BD FD	LSBD.X	10 1210	147.87	138.86	9 01
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	13.8200	148.57	149.26	(0.69)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU X	13.4810	144.92	145.46	(0.54)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU X	13.7810	148 15	148 56	(0 41)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	13.1960	141.86	141.86	0.00
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	12.3670	132.94	132.94	0.00
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	12.2730	131.93	131.81	0.12
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	13.0310	140.08	139 82	0.26
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	13.3950	144 00	143 59	0.41
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU X	13 0430	140 21	139 56	0.65
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	12.8450	138.09	136 93	1.16
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	13.0910	140.73	139.29	1.44
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	12 6810	136.32	134 67	1.65
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN X	73.5620	824.63	872.45	(47.82)
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN.X	57 7920	647.85	648 43	(0 58)
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN.X	117.8730	1,321.36	1,322 54	(1.18)
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN.X	349 0150	3,912 46	3,828 69	83.77
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN.X	78.8290	883 67	863 18	20.49
04-27-12	04-30-12	LOOMIS SAYLES FDS BD FD	LSBD.X	5.2240	76 90	71 68	5.22
					$ 51,530.83	$ 50,533.84	$ 996.99

The Douglas & Tonyia Bolton Family Foundation Cust

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
Long Term							
04-23-12	04-26-12	NOVO-NORDISK A S ADR	NVO	25 0000	$ 3,717 47	$ 2,817.29	$ 900.18
04-23-12	04-26-12	ADOBE SYS INC COM	ADBE	50.0000	1,624 41	1,556 46	67 95
04-23-12	04-26-12	AUTOMATIC DATA PROCESSING	ADP	65.0000	3,536 72	3,031.32	505.40
04-23-12	04-26-12	BARD C R INC COM	BCR	15 0000	1,457 27	1,406 73	50 54
04-23-12	04-26-12	BECTON DICKINSON & CO COM	BDX	20 0000	1,504.40	1,714 60	(210.20)
04-23-12	04-26-12	BROWN FORMAN CORP CL B	BF.B	20 0000	1,668.13	1,357 25	310.88
04-23-12	04-26-12	BERKSHIRE HATHAWAY INC CL B NEW	BRK B	20 0000	1,567 19	1,607 35	(40.16)
04-23-12	04-26-12	CISCO SYS INC COM	CSCO	125.0000	2,456.88	2,556 99	(100 11)
04-23-12	04-26-12	CISCO SYS INC COM	CSCO	35.0000	687.92	669 98	17 94
04-23-12	04-26-12	COGNIZANT TECH SOLUTNS CL A	CTSH	20.0000	1,431.33	1,473 47	(42.14)
04-23-12	04-26-12	FACTSET RESH SYS INC COM	FDS	15.0000	1,524 12	1,435 20	88 92
04-23-12	04-26-12	JOHNSON & JOHNSON COM	JNJ	50.0000	3,165.51	3,119 46	46.05
04-23-12	04-26-12	MEDTRONIC INC COM	MDT	80.0000	2,966.59	2,980 58	(13.99)
04-23-12	04-26-12	MCCORMICK & CO INC. N-VT (MKC)	MKC	35.0000	1,905 66	1,583.95	321.71
04-23-12	04-26-12	3M COMPANY	MMM	35.0000	3,040.20	3,045.63	(5.43)
04-23-12	04-26-12	OMNICOM GROUP	OMC	65 0000	3,209 42	3,000.41	209.01
04-23-12	04-26-12	ORACLE CORP COM	ORCL	95.0000	2,707.18	3,007 05	(299 87)
04-23-12	04-26-12	SYSCO CORP COM	SYY	105 0000	2,998.76	3,062 80	(64 04)
04-23-12	04-26-12	TOTAL SYS SVCS INC COM	TSS	100 0000	2,290.12	1,545 88	744 24
04-23-12	04-26-12	VARIAN MED SYS INC COM	VAR	20.0000	1,331 34	1,422.94	(91 60)
04-24-12	04-25-12	PIMCO FDS PAC INVT MGM COMM REALSTR I	PCRI.X	1,955 5710	12,828.54	18,167 25	(5,338 71)
04-24-12	04-25-12	ASTON FDS ASTRV RD SL VL I	ARIM X	730 2170	5,958.57	7,236 45	(1,277.88)
04-24-12	04-25-12	ASTON FDS ASTRV RD SL VL I	ARIM X	23.9390	195 34	234 84	(39 50)
04-24-12	04-25-12	DFA INVT DIMENSION GRP US CORE EQ 2PT	DFQT.X	793 4060	9,171.76	8,711.60	460.16
04-24-12	04-25-12	FPA FDS TR FPA CRESCENT I	FPAC X	1,437 103	40,425 70	38,500.00	1,925.70
04-24-12	04-25-12	IVA FIDUCIARY TR IVA WRLDWIDE I	IVWI.X	2,302 632	36,542 77	38,500 00	(1,957 23)
04-24-12	04-25-12	DFA INVT DIMENSION GRP EMRG MKTS VAL	DFEV.X	730.6800	21,080.12	22,146.92	(1,066.80)
04-24-12	04-25-12	GMO TR EVOLV CTRY III	GMCE X	2,572.8990	26,603 78	30,000.00	(3,396.22)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU X	13.9750	150 23	150.93	(0.70)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	13 1180	141 02	141 54	(0.52)

The Douglas & Tonyia Bolton Family Foundation Cust

Sales/Maturities

Trade Date	Settle Date	Security Name	Symbol	Units	Proceeds	Cost	Gain/Loss
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	5,571.0300	59,888 57	60,000.00	(111 43)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU.X	20 3090	218 32	218 33	(0 01)
04-24-12	04-25-12	VANGUARD FXD INC SECS STRM INVGRA AD	VFSU X	14 2150	152.81	152 38	0 43
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN X	3,377.5440	37,862.27	39,888 80	(2,026.53)
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN X	85.8590	962.48	1,012.28	(49.80)
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN.X	4,251.7010	47,661.56	50,000 00	(2,338 44)
04-24-12	04-25-12	UNIFIED SER TR IRON STRAT INC	IFUN X	33.1250	371 33	386.90	(15.57)
					$ 345,005.79	$ 357,843.56	$ (12,837.77)

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

SOURCE	AMOUNT
ACL ALTERNATIVE FUND SAC LIMITED	45.
MERRILL LYNCH # 106	86.
MERRILL LYNCH # 110	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	133.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GENSPRING	22,644.	8,989.	13,655.
MERRILL LYNCH # 106	325.	0.	325.
MERRILL LYNCH # 108	42.	0.	42.
MERRILL LYNCH # 110	98.	0.	98.
TOTAL TO FM 990-PF, PART I, LN 4	23,109.	8,989.	14,120.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACL ALTERNATIVE FUND SAC LIMITED	<7.>	<7.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<7.>	<7.>	0.

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	4,176.	2,088.	0.	2,088.
TO FORM 990-PF, PG 1, LN 16B	4,176.	2,088.	0.	2,088.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	17.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	17.	0.	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 MGMT FEES	8,521.	8,521.	0.	0.
ACL ALTERNATIVE FUND SAC LIMITED	2,117.	2,117.	0.	0.
MULTI-MANAGER TEI PORTFOLIO LLC	382.	382.	0.	0.
TO FORM 990-PF, PG 1, LN 23	11,020.	11,020.	0.	0.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VARIOUS STOCKS & MUTUAL FUNDS	COST	443,813.	460,029.
TOTAL TO FORM 990-PF, PART II, LINE 13		443,813.	460,029.

Portfolio Appraisal

The Douglas & Tonyia Bolton Family Foundation Cust

June 30, 2012

Security Name	Trade Date	Quantity or Face	Cost	Market Value	% Assets
Cash & Cash Equivalents					
MONEY MKT OBLIGS TR FD TREAS INST			58.20	58.20	0 0
			58 20	58 20	0 0
Alternative Investments					
GCP SPV LTD	07-01-10	72 1499	7,963 03	5,505 82	3 7
MULTI MANAGER TEI PORTFOLIO LLC	07-01-10	1,337 4743	138,075 20	143,009.00	96 3
			146,038.23	148,514 82	100.0
TOTAL PORTFOLIO			**146,096.43**	**148,573.02**	**100.0**

EQUITIES

Description	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ABBOTT LABS	ABT	05/31/12	61	61.9267	3,777.53	64.4700	3,932.67	155.14	125	3.16
		06/22/12	61	62.3052	3,800.62	64.4700	3,932.67	132.05	125	3.16
Subtotal			*122*		*7,578.15*		***7,865.34***	*287.19*	***250***	*3.16*

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THE DOUGLAS AND TONYIA BOLTON   Account Number: 569-02110

YOUR EMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ALTRIA GROUP INC	MO	05/31/12	66	32.2636	2,129.40	34.5500	2,280.30	150.90	109	4.74
		06/22/12	74	33.9159	2,509.78	34.5500	2,556.70	46.92	122	4.74
Subtotal			*140*		*4,639.18*		***4,837.00***	*197.82*	***231***	*4.74*
ANALOG DEVICES INC COM	ADI	05/31/12	60	36.2555	2,175.33	37.6700	2,260.20	84.87	72	3.18
		06/22/12	65	37.6798	2,449.19	37.6700	2,448.55	(0.64)	78	3.18
Subtotal			*125*		*4,624.52*		***4,708.75***	*84.23*	***150***	*3.18*
AT&T INC	T	05/31/12	48	34.2364	1,643.35	35.6600	1,711.68	68.33	85	4.93
		06/22/12	49	35.0900	1,719.41	35.6600	1,747.34	27.93	87	4.93
Subtotal			*97*		*3,362.76*		***3,459.02***	*96.26*	***172***	*4.93*
AUTOMATIC DATA PROC	ADP	05/31/12	36	52.3000	1,882.80	55.6600	2,003.76	120.96	57	2.83
		06/22/12	35	54.5157	1,908.05	55.6600	1,948.10	40.05	56	2.83
Subtotal			*71*		*3,790.85*		***3,951.86***	*161.01*	***113***	*2.83*
BANK OF NOVA SCOTIA	BNS	05/31/12	64	50.6150	3,239.36	51.7900	3,314.56	75.20	137	4.12
		06/22/12	62	51.8017	3,211.71	51.7900	3,210.98	(0.73)	133	4.12
Subtotal			*126*		*6,451.07*		***6,525.54***	*74.47*	***270***	*4.12*
BCE INC	BCE	05/31/12	71	39.7108	2,819.47	41.2000	2,925.20	105.73	157	5.33
		06/22/12	70	40.0152	2,801.07	41.2000	2,884.00	82.93	154	5.33
Subtotal			*141*		*5,620.54*		***5,809.20***	*188.66*	***311***	*5.33*
BLACKROCK INC	BLK	05/31/12	7	170.7500	1,195.25	169.8200	1,188.74	(6.51)	42	3.53
		06/22/12	6	172.4900	1,034.94	169.8200	1,018.92	(16.02)	36	3.53
Subtotal			*13*		*2,230.19*		***2,207.66***	*(22.53)*	***78***	*3.53*
BRISTOL-MYERS SQUIBB CO	BMY	05/31/12	87	33.5072	2,915.13	35.9500	3,127.65	212.52	119	3.78
		06/22/12	86	34.9967	3,009.72	35.9500	3,091.70	81.98	117	3.78
Subtotal			*173*		*5,924.85*		***6,219.35***	*294.50*	***236***	*3.78*
CANADIAN IMPERIAL BANK	CM	05/31/12	22	69.4900	1,528.78	70.3400	1,547.48	18.70	77	4.96
OF COMM		06/22/12	22	70.4800	1,550.56	70.3400	1,547.48	(3.08)	77	4.96
Subtotal			*44*		*3,079.34*		***3,094.96***	*15.62*	***154***	*4.96*

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YOUR EMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
CHEVRON CORP	CVX	05/31/12	17	98.8388	1,680.26	105.5000	1,793.50	113.24	62	3.41
		06/22/12	17	100.5600	1,709.52	105.5000	1,793.50	83.98	62	3.41
Subtotal			*34*		*3,389.78*		***3,587.00***	*197.22*	***124***	*3.41*
COCA COLA COM	KO	05/31/12	27	75.0037	2,025.10	78.1900	2,111.13	86.03	56	2.60
		06/22/12	26	75.0100	1,950.26	78.1900	2,032.94	82.68	54	2.60
		06/25/12	11	74.6090	820.70	78.1900	860.09	39.39	23	2.60
Subtotal			*64*		*4,796.06*		***5,004.16***	*208.10*	***133***	*2.60*
CRESCENT POINT ENERGY	CSCTF	05/31/12	24	38.3700	920.88	37.2750	894.60	(26.28)	64	7.10
CORP SHS		05/31/12	9	39.7566	357.81✦	37.2750	335.48	(22.33)	24	7.10
		06/22/12	23	36.3000	834.90	37.2750	857.33	22.43	61	7.10
Subtotal			*56*		*2,113.59*		***2,087.41***	*(26.18)*	***149***	*7.10*
DARDEN RESTAURANTS INC	DRI	05/31/12	42	51.6559	2,169.55	50.6300	2,126.46	(43.09)	84	3.95
		06/22/12	42	49.9700	2,098.74	50.6300	2,126.46	27.72	84	3.95
Subtotal			*84*		*4,268.29*		***4,252.92***	*(15.37)*	***168***	*3.95*
DIGITAL RLTY TR INC	DLR	05/31/12	35	70.4608	2,466.13	75.0700	2,627.45	161.32	103	3.88
		06/22/12	36	73.8000	2,656.80	75.0700	2,702.52	45.72	106	3.88
Subtotal			*71*		*5,122.93*		***5,329.97***	*207.04*	***209***	*3.88*
EMERSON ELEC CO	EMR	05/31/12	53	46.8667	2,483.94	46.5800	2,468.74	(15.20)	85	3.43
		06/22/12	50	45.8000	2,290.00	46.5800	2,329.00	39.00	80	3.43
Subtotal			*103*		*4,773.94*		***4,797.74***	*23.80*	***165***	*3.43*
ENBRIDGE INC COM	ENB	05/31/12	46	39.2954	1,807.59	39.9200	1,836.32	28.73	50	2.72
		06/22/12	44	39.0215	1,716.95	39.9200	1,756.48	39.53	48	2.72
Subtotal			*90*		*3,524.54*		***3,592.80***	*68.26*	***98***	*2.72*
GENUINE PARTS CO	GPC	05/31/12	31	62.7816	1,946.23	60.2500	1,867.75	(78.48)	62	3.28
		06/22/12	31	60.9103	1,888.22	60.2500	1,867.75	(20.47)	62	3.28
Subtotal			*62*		*3,834.45*		***3,735.50***	*(98.95)*	***124***	*3.28*

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THE DOUGLAS AND TONYIA BOLTON

Account Number: 569-02110

YOUR EMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
GLAXOSMITHKLINE PLC ADR	GSK	05/31/12	42	44.1554	1,854.53	45.5700	1,913.94	59.41	96	4.99
		06/22/12	42	45.8857	1,927.20	45.5700	1,913.94	(13.26)	96	4.99
Subtotal			*84*		*3,781.73*		***3,827.88***	*46.15*	***192***	*4.99*
HCP INC	HCP	05/31/12	52	40.7553	2,119.28	44.1500	2,295.80	176.52	104	4.53
		06/22/12	53	42.2816	2,240.93	44.1500	2,339.95	99.02	106	4.53
Subtotal			*105*		*4,360.21*		***4,635.75***	*275.54*	***210***	*4.53*
HEALTH CARE REIT INC COM	HCN	05/31/12	40	55.3505	2,214.02	58.3000	2,332.00	117.98	119	5.07
REIT		06/22/12	41	56.4353	2,313.85	58.3000	2,390.30	76.45	122	5.07
Subtotal			*81*		*4,527.87*		***4,722.30***	*194.43*	***241***	*5.07*
HEINZ H J CO PV 25CT	HNZ	05/31/12	53	53.1984	2,819.52	54.3800	2,882.14	62.62	110	3.78
		06/22/12	53	53.6716	2,844.60	54.3800	2,882.14	37.54	110	3.78
Subtotal			*106*		*5,664.12*		***5,764.28***	*100.16*	***220***	*3.78*
INTEL CORP	INTC	05/31/12	110	26.0160	2,861.76	26.6500	2,931.50	69.74	93	3.15
		06/22/12	115	26.8046	3,082.54	26.6500	3,064.75	(17.79)	97	3.15
Subtotal			*225*		*5,944.30*		***5,996.25***	*51.95*	***190***	*3.15*
JOHNSON AND JOHNSON COM	JNJ	06/25/12	52	66.3542	3,450.42	67.5600	**3,513.12**	62.70	**127**	3.61
KIMBERLY CLARK	KMB	05/31/12	35	79.6560	2,787.96	83.7700	2,931.95	143.99	104	3.53
		06/22/12	35	81.4254	2,849.89	83.7700	2,931.95	82.06	104	3.53
Subtotal			*70*		*5,637.85*		***5,863.90***	*226.05*	***208***	*3.53*
KINDER MORGAN INC. DEL	KMI	05/31/12	95	33.5976	3,191.78	32.2200	3,060.90	(130.88)	122	3.97
		06/22/12	96	31.5360	3,027.46	32.2200	3,093.12	65.66	123	3.97
Subtotal			*191*		*6,219.24*		***6,154.02***	*(65.22)*	***245***	*3.97*
MATTEL INC COM	MAT	05/31/12	73	31.1216	2,271.88	32.4400	2,368.12	96.24	91	3.82
		06/22/12	71	32.1100	2,279.81	32.4400	2,303.24	23.43	89	3.82
Subtotal			*144*		*4,551.69*		***4,671.36***	*119.67*	***180***	*3.82*
MCDONALDS CORP COM	MCD	05/31/12	49	89.7377	4,397.15	88.5300	4,337.97	(59.18)	138	3.16
		06/22/12	48	88.3956	4,242.99	88.5300	4,249.44	6.45	135	3.16
Subtotal			*97*		*8,640.14*		***8,587.41***	*(52.73)*	***273***	*3.16*

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YOUR EMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
MERCK AND CO INC SHS	MRK	05/31/12	27	37.4985	1,012.46	41.7500	1,127.25	114.79	46	4.02
		06/22/12	25	40.2700	1,006.75	41.7500	1,043.75	37.00	42	4.02
Subtotal			*52*		*2,019.21*		***2,171.00***	*151.79*	***88***	*4.02*
NATIONAL RETAIL PPTYS	NNN	05/31/12	50	26.3978	1,319.89	28.2900	1,414.50	94.61	77	5.44
INC		06/22/12	51	26.9160	1,372.72	28.2900	1,442.79	70.07	79	5.44
Subtotal			*101*		*2,692.61*		***2,857.29***	*164.68*	***156***	*5.44*
NEXTERA ENERGY INC SHS	NEE	05/31/12	25	65.0252	1,625.63	68.8100	1,720.25	94.62	60	3.48
		06/22/12	28	66.7353	1,868.59	68.8100	1,926.68	58.09	68	3.48
Subtotal			*53*		*3,494.22*		***3,646.93***	*152.71*	***128***	*3.48*
NOVARTIS ADR	NVS	05/31/12	38	52.1692	1,982.43	55.9000	2,124.20	141.77	81	3.76
		06/22/12	38	54.7760	2,081.49	55.9000	2,124.20	42.71	81	3.76
Subtotal			*76*		*4,063.92*		***4,248.40***	*184.48*	***162***	*3.76*
ONEOK INC (OKLAHOMA)	OKE	05/31/12	70	41.8170	2,927.19	42.3100	2,961.70	34.51	86	2.88
		06/22/12	71	42.2600	3,000.46	42.3100	3,004.01	3.55	87	2.88
Subtotal			*141*		*5,927.65*		***5,965.71***	*38.06*	***173***	*2.88*
PHILIP MORRIS INTL INC	PM	05/31/12	29	84.9217	2,462.73	87.2600	2,530.54	67.81	90	3.52
		05/31/12	19	86.9668	1,652.37✦	87.2600	1,657.94	5.57	59	3.52
		06/22/12	27	86.0751	2,324.03	87.2600	2,356.02	31.99	84	3.52
Subtotal			*75*		*6,439.13*		***6,544.50***	*105.37*	***233***	*3.52*
PRAXAIR INC	PX	05/31/12	21	106.1752	2,229.68	108.7300	2,283.33	53.65	47	2.02
		06/22/12	20	105.0180	2,100.36	108.7300	2,174.60	74.24	44	2.02
Subtotal			*41*		*4,330.04*		***4,457.93***	*127.89*	***91***	*2.02*
PROCTER & GAMBLE CO	PG	05/31/12	38	62.2565	2,365.75	61.2500	2,327.50	(38.25)	86	3.67
		06/22/12	37	60.1300	2,224.81	61.2500	2,266.25	41.44	84	3.67
Subtotal			*75*		*4,590.56*		***4,593.75***	*3.19*	***170***	*3.67*
REALTY INCM CRP MD PV$1.	O	05/31/12	42	38.3719	1,611.62	41.7700	1,754.34	142.72	74	4.19
REIT		06/22/12	42	40.1611	1,686.77	41.7700	1,754.34	67.57	74	4.19
Subtotal			*84*		*3,298.39*		***3,508.68***	*210.29*	***148***	*4.19*

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THE DOUGLAS AND TONYIA BOLTON

Account Number: 569-02110

YOUR EMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
RPM INTERNATIONAL INC	RPM	05/31/12	120	26.2400	3,148.80	27.2000	3,264.00	115.20	104	3.16
		06/22/12	116	26.1300	3,031.08	27.2000	3,155.20	124.12	100	3.16
Subtotal			*236*		*6,179.88*		***6,419.20***	*239.32*	***204***	*3.16*
SOUTHERN COMPANY	SO	05/31/12	59	46.0098	2,714.58	46.3000	2,731.70	17.12	116	4.23
		06/22/12	58	46.4553	2,694.41	46.3000	2,685.40	(9.01)	114	4.23
Subtotal			*117*		*5,408.99*		***5,417.10***	*8.11*	***230***	*4.23*
UNITED TECHS CORP COM	UTX	05/31/12	30	74.4216	2,232.65	75.5300	2,265.90	33.25	65	2.83
		06/22/12	30	75.0016	2,250.05	75.5300	2,265.90	15.85	65	2.83
		06/25/12	13	73.9546	961.41	75.5300	981.89	20.48	28	2.83
Subtotal			*73*		*5,444.11*		***5,513.69***	*69.58*	***158***	*2.83*
VERMILION ENERGY INC SHS	VEMTF	05/31/12	18	41.8138	752.65	45.0929	811.67	59.02	40	4.84
		05/31/12	13	43.7361	568.57✦	45.0929	586.21	17.64	29	4.84
		06/22/12	17	42.3641	720.19	45.0929	766.58	46.39	38	4.84
Subtotal			*48*		*2,041.41*		***2,164.46***	*123.05*	***107***	*4.84*
WASTE MANAGEMENT INC NEW	WM	05/31/12	74	32.4389	2,400.48	33.4000	2,471.60	71.12	106	4.25
		06/22/12	73	32.3357	2,360.51	33.4000	2,438.20	77.69	104	4.25
Subtotal			*147*		*4,760.99*		***4,909.80***	*148.81*	***210***	*4.25*
WILLIAMS COMPANIES DEL	WMB	05/31/12	80	30.6205	2,449.64	28.8200	2,305.60	(144.04)	96	4.16
		06/22/12	80	28.2652	2,261.22	28.8200	2,305.60	44.38	96	4.16
Subtotal			*160*		*4,710.86*		***4,611.20***	*(99.66)*	***192***	*4.16*
TOTAL					197,304.57		**201,832.09**	4,527.52	**7,671**	3.80

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL	199,812.99	**204,340.51**	4,527.52		**7,674**	3.76

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

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EQUITIES

Description	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ABBOTT LABS	ABT	12/28/10	35	47.7134	1,669.97	64.4700	**2,256.45**	586.48	**72**	3.16
COCA COLA COM	KO	12/28/10	45	65.5953	2,951.79	78.1900	**3,518.55**	566.76	**92**	2.60
COLGATE PALMOLIVE	CL	12/28/10	20	81.2860	1,625.72	104.1000	**2,082.00**	456.28	**50**	2.38
GENL DYNAMICS CORP COM	GD	12/28/10	20	71.3845	1,427.69	65.9600	1,319.20	(108.49)	41	3.09
		02/15/12	30	70.3063	2,109.19	65.9600	1,978.80	(130.39)	62	3.09
Subtotal			*50*		*3,536.88*		***3,298.00***	*(238.88)*	***103***	*3.09*
INTL BUSINESS MACHINES *CORP IBM*	IBM	12/28/10	20	146.4515	2,929.03	195.5800	**3,911.60**	982.57	**68**	1.73
MCDONALDS CORP COM	MCD	12/28/10	40	76.6757	3,067.03	88.5300	**3,541.20**	474.17	**112**	3.16
MICROSOFT CORP	MSFT	12/28/10	110	28.1443	3,095.88	30.5900	**3,364.90**	269.02	**88**	2.61

THE DOUGLAS AND TONYIA BOLTON Account Number: 569-02108

YOUR EMA ASSETS

June 01, 2012 - June 29, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
NIKE INC CL B	NKE	12/28/10	30	86.8090	2,604.27	87.7800	**2,633.40**	29.13	**44**	1.64
PEPSICO INC	PEP	12/28/10	25	65.7564	1,643.91	70.6600	**1,766.50**	122.59	**54**	3.04
PROCTER & GAMBLE CO	PG	12/28/10	45	64.9595	2,923.18	61.2500	**2,756.25**	(166.93)	**102**	3.67
STRYKER CORP	SYK	12/28/10	55	54.2938	2,986.16	55.1000	**3,030.50**	44.34	**47**	1.54
UNITED TECHS CORP COM	UTX	12/28/10	40	79.5230	3,180.92	75.5300	**3,021.20**	(159.72)	**86**	2.83
WAL-MART STORES INC	WMT	12/28/10	55	53.9901	2,969.46	69.7200	**3,834.60**	865.14	**88**	2.28
TOTAL					35,184.20		**39,015.15**	3,830.95	**1,006**	2.58

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
ABBOTT LABS	ABT	Neutral (A27)	Buy	Buy
COCA COLA COM	KO	Buy (A17)	Hold	Buy
COLGATE PALMOLIVE	CL	Buy (A17)	Hold	Buy
GENL DYNAMICS CORP COM	GD	Buy (B17)	Buy	Hold
INTL BUSINESS MACHINES	IBM	Neutral (B27)	Hold	Buy
MCDONALDS CORP COM	MCD	Buy (B17)	Buy	Buy
MICROSOFT CORP	MSFT	Buy (B17)	Under Review	Buy
NIKE INC CL B	NKE	Buy (B17)	Under Review	Buy
PEPSICO INC	PEP	Buy (A17)	Hold	Buy
PROCTER & GAMBLE CO	PG	Buy (A17)	Under Review	Hold
STRYKER CORP	SYK	Buy (A17)	Buy	Buy
UNITED TECHS CORP COM	UTX	Buy (B17)	Buy	Hold
WAL-MART STORES INC	WMT	Buy (A17)	Hold	Buy

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

THE DOUGLAS AND TONYIA BOLTON

YOUR EMA ASSETS

ALTERNATIVE INVESTMENTS *Description*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ISHARES SILVER TR	12/28/10	85	29.6683	2,521.81	26.6500	**2,265.25**	(256.56)		
SPDR GOLD TRUST	12/28/10	20	137.7285	2,754.57	155.1900	**3,103.80**	349.23		
TOTAL				5,276.38		**5,369.05**	92.67		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
MARKET VECTORS ETF TR	169	6,085.54	44.7700	**7,566.13**	1,480.59	6,085	**1,480**	**26**	.33
GOLD MINERS ETF									
SYMBOL: GDX Initial Purchase: 02/12/09									
Equity 100%									
TEMPLETON GLBL BOND FD	3,086	42,680.26	12.8100	**39,531.66**	(3,148.60)	39,990	**(458)**	**1,951**	4.93

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ADV CL									
SYMBOL: TGBAX Initial Purchase: 04/25/11									
Fixed Income 100%									
.9850 Fractional Share		*13 65*	*12.8100*	***12.62***	*(1.03)*			***1***	*4.93*
Subtotal (Fixed Income)				*39,544.28*					
Subtotal (Equities)				*7,566.13*					
TOTAL		48,779.45		**47,110.41**	(1,669.04)		**1,022**	**1,978**	4.20

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

ALTERNATIVE INVESTMENTS Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ISHARES GOLD TR	10/15/08	350	8.3562	2,924.67	15.5600	5,446.00	2,521.33		
ISHARES GOLD TR	02/23/09	380	9.6912	3,682.69	15.5600	5,912.80	2,230.11		
Subtotal		*730*		*6,607.36*		***11,358.80***	*4,751.44*		
SPDR GOLD TRUST	07/29/10	44	113.7409	5,004.60	155.1900	**6,828.36**	1,823.76		
TOTAL				11,611.96		**18,187.16**	6,575.20		