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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

2012

Open to public inspection

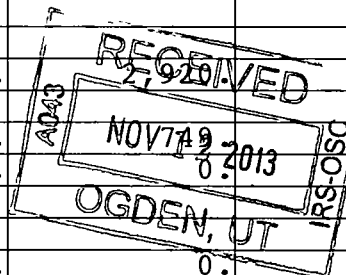
For calendar year 2012 or tax year beginning

, 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		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) \$ 7,659,947.	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		27,728.		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		589.	589.		STATEMENT 1
4 Dividends and interest from securities		122,345.	122,327.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		243,315.			
b Gross sales price for all assets on line 6a 1,190,496.					
7 Capital gain net income (from Part IV, line 2)			243,315.		
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		<13,382.>	<13,382.>		STATEMENT 3
12 Total. Add lines 1 through 11		380,595.	352,849.		
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 STMT 4		5,840.			0.
c Other professional fees					
17 Interest		749.			0.
18 Taxes STMT 5		11,780.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		7,145.	0.		7,145.
22 Printing and publications					
23 Other expenses STMT 6		3,585.	2,059.		1,000.
24 Total operating and administrative expenses. Add lines 13 through 23		29,099.	5,728.		8,145.
25 Contributions, gifts, grants paid		356,979.			356,979.
26 Total expenses and disbursements. Add lines 24 and 25		386,078.	5,728.		365,124.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<5,483.>			
b Net investment income (if negative, enter -0-)			347,121.		
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		127.	127.
	2 Savings and temporary cash investments	337,930.	548,949.	548,949.
	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	3,815,593.	4,184,993.	5,851,894.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,516,579.	931,682.	1,258,705.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ DIVIDEND RECEIVABLE)	1,546.	272.	272.
	16 Total assets (to be completed by all filers)	5,671,648.	5,666,023.	7,659,947.
	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)	245.	103.	
23 Total liabilities (add lines 17 through 22)	245.	103.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	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	5,671,403.	5,665,920.	
30 Total net assets or fund balances	5,671,403.	5,665,920.		
31 Total liabilities and net assets/fund balances	5,671,648.	5,666,023.		

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	5,671,403.
2 Enter amount from Part I, line 27a	2	<5,483.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,665,920.
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	5,665,920.

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 STATEMENT				
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 1,190,496.		947,181.	243,315.

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			
b			
c			
d			
e			243,315.

2 Capital gain net income or (net capital loss)		2	243,315.
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)		3	N/A
If (loss), enter -0- in Part I, line 8			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	322,650.	7,213,834.	.044727
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

2 Total of line 1, column (d)	2	.221836
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	.044367
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,341,712.
5 Multiply line 4 by line 3	5	325,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,471.
7 Add lines 5 and 6	7	329,201.
8 Enter qualifying distributions from Part XII, line 4	8	365,124.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,471.
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	3,471.
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	3,471.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,480.	
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	8,480.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	16.	
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	4,993.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 4,993. Refunded <input type="checkbox"/>	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?		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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" 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 checked="" 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 checked="" 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 2012 or the taxable year beginning in 2012 (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 Telephone no ► 404-233-8386 Located at ► 2660 PEACHTREE ROAD #35H, ATLANTA, GA 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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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 2012?	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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 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	6,821,366.
b	Average of monthly cash balances	1b	632,149.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,453,515.
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	7,453,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	111,803.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,341,712.
6	Minimum investment return. Enter 5% of line 5	6	367,086.

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	367,086.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,471.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,471.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	363,615.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	363,615.
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	363,615.

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	365,124.
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	365,124.
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	3,471.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	361,653.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				363,615.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			311,423.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 365,124.				
a Applied to 2011, but not more than line 2a			311,423.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				53,701.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				309,914.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

-

☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2012)

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				
AMERICAN FOLK ART MUSEUM 1865 BROADWAY, 11TH FLOOR NEW YORK, NY 10023	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,000.
ASHOKA 1700 N. MOORE ST, STE 2000 ARLINGTON, VA 22209	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVE ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	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.
Total	SEE CONTINUATION SHEET(S)			3a 356,979.
b Approved for future payment				
NONE				
Total			3b	0.

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. | | |

[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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

Signature of officer or trustee

Date _____

FOUNDATION
MANAGER

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

A. B. KAY III

~~Preparer's signature~~

Date _____

Check ☐ if self-employed

PTIN	
------	--

Firm's name ► DUGGAN & MASSEY P.C.

Firm's EIN ▶ 58-1180006

Firm's address ▶ 3575 PIEDMONT RD NE, #200
ATLANTA, GA 30305-1733

Phone no 404.262.3300

DAN AND MERRIE BOONE FOUNDATION, INC
EIN 58-2663615
PART II, LINE 10B ATTACHEMNT - CORPORATE STOCK
TAX YEAR 2012

DESCRIPTION	12/31/11 BOOK VALUE	12/31/12 BOOK VALUE	12/31/12 FAIR MARKET VALUE
FIDELITY INVESTMENTS			
GERRESHEIMER AG NPV (BR) (GRRMF)	47,607	47,607	79,343
EURO - GERRESHEIMER	1,113	1,113	2,175
AARON'S INC	46,430	34,018	186,365
ABB LTD	89,780	89,780	83,160
AFLAC INC	50,594	50,594	185,920
ALTRIA GROUP (PHILIP MORRIS)	11,562	11,562	31,440
AMERICAN TOWER CORP CL A	67,450	53,960	154,540
APPLE INC	84,693	63,487	279,391
BANK OF AMERICA	224,876	224,876	162,540
BANK OF AMERICA	22,308	22,308	23,220
BRUNSWICK CORP	10,859	10,859	87,270
CIGNA CORP	92,676	137,496	160,380
CARDIOME PHARMA CORP	14,178	-	-
CISCO SYSTEMS, INC	93,128	93,128	88,421
COCA COLA COM	94,180	94,180	145,000
COGNIZANT TECH SOLUTIONS A	62,460	62,460	184,705
COUSINS PROPS INC	150,138	150,138	103,849
CUMMINGS INC	51,119	51,119	75,845
DARDEN RESTAURANTS	65,122	65,122	90,140
DISNEY (WALT) CO	61,340	61,340	99,580
EMC CORPORATION	49,390	49,390	101,200
ENERGY TRANSFER PARTNERS LP	53,523	17,216	59,032
ENTERPRISE PRODUCT PARTNERS LP	30,658	11,107	70,873
FLOWERS FOODS INC	64,857	64,857	104,715
GOLDMAN SACHS GROUP INC	108,936	108,936	89,292
HIBBETT SPORTING GOODS	57,520	61,934	137,020
INTL BUSINESS MACHINES	51,910	51,910	95,775
JPMORGAN CHASE & CO	139,369	139,369	153,892
JAPAN EQUITY FUND	72,541	72,541	83,550
KEYCORP NEW	98,032	98,032	134,720
KRAFT FOODS INC	100,842	21,962	30,283
MICROSOFT CORP	120,244	120,244	106,840
MICROCHIP TECH INC	40,633	38,920	65,180
MONDELEZ INTL INC	-	40,627	50,906
MORGAN STANLEY	115,390	115,390	95,600
MS EMERGING MARKET FUND	28,500	22,069	36,007
MS FRONTIER EMERGING MKTS	80,220	147,050	160,063
NEWELL RUBBERMAID INC	79,394	79,394	111,350
NEWFIELD EXPL CO	42,131	42,131	40,170
NUSTAR GP HLDGS LLC	60,008	53,237	51,230
PETSMART INC	55,491	55,491	136,680
PHILIP MORRIS INTL INC	62,215	62,215	167,280
POWERSHARES GLOBAL EXCHANGE	43,231	43,231	73,400
PROCTOR & GAMBLE CO	126,517	93,872	101,835
QUALCOMM INC	101,949	101,949	154,650
ROCHE HOLDINGS	69,946	69,946	100,508
SCANSOURCE INC	32,794	-	-
SEI INVT CO	62,478	62,478	70,020
SPDR KBW REGIONAL BANKING ETF	77,462	77,462	71,490
SECTOR SPDR TR SHS BEN INT TECH	33,600	-	-
TEVA PHARMACEUTICAL IND	76,730	76,730	56,010
VERIZON COMMUNICATIONS	67,709	67,719	86,540
WAL-MART STORES INC	109,183	109,183	136,460
WALGREEN CO	160,582	91,018	74,020
	<u>3,815,593</u>	<u>3,592,753</u>	<u>5,229,875</u>

PART II, LINE 13 - OTHER INVESTMENTS

CALVERT SOCIAL INVESTMENT	832,882	234,060	514,215
THE MERGER FUND	320,678	327,557	344,724
VANGUARD CAPITAL VALUE FUND	363,019	370,065	399,765
	<u>1,516,579</u>	<u>931,682</u>	<u>1,258,705</u>

for the Account of.
DAN AND MERRIE BOONE FOUNDATION

Account Number: 60 DG 1031 3 05
Date: DECEMBER 31, 2012

P
PARKSTERLING
WEALTH MANAGEMENT GROUP
P.O. Box 218 • Greenwood, SC 29648
(864) 941-8272



Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
CASH						
	INCOME CASH		127.37	127.37		
	PRINCIPAL CASH		0.00	0.00		
	TOTAL CASH		127.37	127.37		
CASH EQUIVALENTS						
MISC CASH EQUIV-TAX EXEMPT						
73,471.72	FED TAX FREE #397	1 000	73,471.72	73,471.72	7	0.01
	TOTAL CASH EQUIVALENTS		73,471.72	73,471.72	7	0.01
EQUITIES						
COMMON STOCK						
200	AUTOMATIC DATA PROCESSING INC COM	56.930	11,058.00	11,386.00	348	3.06
400	CARDINAL HEALTH INC	41.180	16,364.47	16,472.00	440	2.67
250	CHURCH & DWIGHT CO INC	53.570	12,900.68	13,392.50	240	1.79
100	FACTSET RESEARCH SYSTEM	88.060	9,185.10	8,806.00	124	1.41
350	FASTENAL CO	46.650	16,149.64	16,327.50	294	1.80
150	FRANKLIN RESOURCES INC	125.700	17,653.82	18,855.00	174	0.92
50	GRAINGER W W INC	202.370	10,195.00	10,118.50	160	1.58
500	HCC INSURANCE HOLDINGS	37 210	15,664.16	18,605.00	330	1.77
400	HARRIS CORP DEL	48 960	16,839.54	19,584.00	592	3.02
100	INTERNATIONAL BUSINESS MACHS COM	191 550	20,157.50	19,155.00	340	1.77
250	MCGORMICK & CO	63.530	15,153.85	15,882.50	340	2.14
200	MCDONALDS CORP	88.210	18,742.99	17,642.00	616	3.49
400	MINE SAFETY APPLIANCES CO	42.710	15,316.53	17,084.00	448	2.62
150	MONSANTO CO NEW	94.650	13,276.62	14,197.50	225	1.58

For the Account of:
DAN AND MERRIE BOONE FOUNDATION

Account Number: 60 DG 1031 3 05
 Date: DECEMBER 31, 2012

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PARKSTERLING
 WEALTH MANAGEMENT GROUP
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Review of Assets

Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
100	PARKER HANNIFIN CORP	85.060	8,241.00	8,506.00	164	1.93
200	POLARIS INDS INC	84.150	14,618.07	16,830.00	296	1.76
50	PRAXAIR INC	109.450	5,199.91	5,472.50	110	2.01
100	ROPER INDUSTRIES INC	111.480	10,224.82	11,148.00	66	0.59
400	TJX COMPANIES INC	42.450	16,807.48	16,980.00	184	1.08
100	V F CORP	150.970	14,917.50	15,097.00	348	2.31
300	VALSPAR CORP	62.400	15,077.63	18,720.00	276	1.47
	TOTAL COMMON STOCK		293,744.31	310,261.00	6,115	1.97
	FOREIGN EQUITIES					
100	CANADIAN NATIONAL RAILWAY CO	91.010	8,930.75	9,101.00	151	1.66
200	NESTLE S A SPONSORED ADR	65.170	12,390.00	13,034.00	354	2.72
50	NOVO NORDISK A/S ADR	163.210	7,764.00	8,160.50	92	1.12
300	TEVA PHARMECEUTICAL INDUSTR.	37.340	12,718.38	11,202.00	241	2.15
500	VODAFONE GROUP PLC NEW	25.190	13,723.79	12,595.00	750	5.95
	TOTAL FOREIGN EQUITIES		55,526.92	54,092.50	1,588	2.94
	MASTER LIMITED PARTNERSHIP					
550	EL PASO PIPELINE PARTNERS LP	36.970	18,446.50	20,333.50	1,276	6.28
300	ENTERPRISE PROD PART LP	50.080	15,243.86	15,024.00	780	5.19
450	LINN ENERGY LLC	35.240	17,041.59	15,858.00	1,305	8.23
500	MAGELLAN MIDSTREAM PART MLP	43.190	18,705.18	21,595.00	970	4.49
300	MARKWEST ENERGY LP	51.010	15,666.66	15,303.00	972	6.35
250	ONEOK PARTNERS LP	53.990	13,599.57	13,497.50	685	5.08
400	PLAINS ALL AMER PIPELINE LP	45.240	16,563.45	18,096.00	868	4.80
300	SUNOCO LOGISTICS LTD	49.730	12,332.00	14,919.00	621	4.16
400	WESTERN GAS PARTNERS LP	47.630	18,026.84	19,052.00	800	4.20
300	WILLIAMS PARTNERS LP	48.660	15,996.48	14,598.00	969	6.64

the Account of:
AN AND MERRIE BOONE FOUNDATION

Account Number: 60 DG 1031 3 05
 Date: **DECEMBER 31, 2012**

P
PARKSTERLING
 WEALTH MANAGEMENT GROUP
 P.O. Box 218 • Greenwood, SC 29648
 (864) 941-8272



Review of Assets

Shares or Par Value	Unit Market	Investment Cost Basis	Total Market Value	Est. Annual Income	Current Yield
TOTAL MASTER LIMITED PARTNERSHIP		161,622.13	168,276.00	9,246	5.49
GENERAL LIMITED PARTNERSHIP					
350	ENERGY TRANSFER EQUITY LP	45.480	13,786.76	15,918.00	875 5.50
TOTAL EQUITIES		524,680.12	548,547.50	17,824	3.25
GRAND TOTAL		598,279.21	622,146.59	17,831	2.87



2012 Informational Tax Reporting Statement

DAN/MERRIE BOONE FOUNDATION Account No. Z70-808121 Customer Service 800-544-5704
Recipient ID No. 58-2863615 Payer's Fed ID Number: 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Banker Exchange Transactions

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
AARONS INC COM PAR \$0.50, AAN, 002535300										
Sale	05/16/12	11/05/01	1,500,000	39,893.14	7,738.34	32,154.80				
Sale	05/16/12	11/05/01	500,000	13,297.71	2,579.44	10,718.27				
Sale	06/07/12	11/05/01	2,000,000	54,740.82	10,317.78	44,423.04				
Subtotals				107,931.67	20,636.56 (c)					
AMERICAN TOWER CORPORATION COM USD0.01, AMT, 03027X100										
Sale	06/07/12	12/22/05	500,000	32,901.96	13,490.00	19,411.96				
APPLE INC, AAPL, 037833100										
Sale	06/07/12	08/17/07	100,000	57,256.76	12,099.00	45,157.76				
Sale	06/07/12	08/17/07	100,000	57,264.91	12,099.00	45,165.91				
Sale	06/07/12	08/17/07	100,000	57,322.76	12,099.00	45,223.76				
Subtotals				171,844.43	36,297.00 (c)					
CARDIOME PHARMA CORP COM NPV ISIN #CA1415, CRME, 14159U202										
Sale	05/16/12	11/04/09	3,500,000	1,805.00	14,177.76	-12,372.76				
KRAFT FOODS INC CL A, 50075N104										
Sale	05/16/12	01/28/02	50,000	1,941.51	857.14	1,084.37				
Sale	05/16/12	01/28/02	348,000	13,435.27	5,934.98	7,500.31				
Sale	05/16/12	02/15/08	500,000	19,415.13	15,729.85	3,685.28				
Sale	06/07/12	02/15/08	200,000	7,676.38	6,291.94	1,384.44				
Sale	06/07/12	02/15/08	300,000	11,506.69	9,437.91	2,068.78				
Subtotals				63,974.98	38,251.80 (c)					

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.



2012 Informational Tax Reporting Statement

DAN/MERRIE BOONE FOUNDATION Account No. Z70-808121 Customer Service. 800-544-5704
Recipient ID No. 68-2863616 Payer's Fed ID Number. 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2012 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions (h)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Disallowed	6 Federal Income Tax Withheld	13 State Tax Withheld	16 State Tax Withheld
MORGAN STANLEY TENDER OFFER FROM CUSIP 6, 617990551										
Tender	07/19/12	01/28/02	677 000	10,080.53	6,431.50	3,649.03				
PROCTER & GAMBLE CO, PG, 742718109										
Sale	06/07/12	05/09/08	100 000	6,234.21	6,529.00	-294.79				
Sale	06/07/12	05/09/08	400 000	24,968.96	26,116.00	-1,147.04				
Subtotals				31,203.17	32,645.00(c)					
SCANSOURCE INC, SCSC, 806037107										
Sale	05/16/12	01/11/05	1,000 000	32,141.32	32,793.70	-652.38				
SECTOR SPDR TR SHS BEN INT TECHNOLOGY, XLK, 81369Y803										
Sale	05/16/12	10/13/08	2,000 000	56,910.77	33,600.00	23,310.77				
WALGREEN COMPANY, WAG, 931422109										
Sale	05/16/12	08/08/07	1,000 000	32,901.31	46,376.00	-13,474.69				
Sale	06/07/12	08/08/07	100 000	3,105.03	4,637.60	-1,532.57				
Sale	06/07/12	08/08/07	400 000	12,413.77	18,550.40	-6,136.63				
Subtotals				48,420.11	69,564.00(c)					
TOTALS				547,213.94	297,886.32(c)					0.00
Long-Term Realized Gain										284,938.48
Long-Term Realized Loss										-35,610.86
Wash Sale Loss Disallowed										0.00

Our records indicate that you are an exempt recipient for 1099 reporting purposes. This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS. You may be subject to different income tax reporting requirements. Please contact your tax advisor if you have any questions.

For the Account of:
DAN AND MERRIE BOONE FOUNDATION

Account Number: 60 DG 1031 3 05
Date: From MARCH 1, 2012 through DECEMBER 31, 2012

P
PARKSTERLING
WEALTH MANAGEMENT GROUP
P.O. Box 218 • Greenwood, SC 29648
(864) 941-8272



Capital Gain Statement

Security Name	Shares	Date of Purchase/Cost	Date of Sales/Proceeds	Gain/Loss Amount	Term
NU SKIN ENTERPRISES INC	100	04/23/2012 5,865.06	08/31/2012 4,119.91	-1,745.15	SHORT
FED TAX FREE #397		(CAPITAL GAIN DISTRIBUTION)		0.08	SHORT
FED TAX FREE #397		(CAPITAL GAIN DISTRIBUTION)		0.15	LONG
CATERPILLAR INC DEL COM	100	04/11/2012 10,237.60	12/21/2012 8,748.80	-1,488.80	SHORT
NORFOLK SOUTHERN CORP	100	08/06/2012 7,485.00	12/21/2012 6,268.86	-1,216.14	SHORT
NORFOLK SOUTHERN CORP	100	07/31/2012 7,442.00	12/21/2012 6,268.85	-1,173.15	SHORT
ROSS STORES INC	100	08/15/2012 6,859.95	12/21/2012 5,401.51	-1,458.44	SHORT
ROSS STORES INC	50	07/31/2012 3,334.00	12/21/2012 2,700.75	-633.25	SHORT
ROSS STORES INC	150	04/11/2012 8,746.50	12/21/2012 8,102.26	-644.24	SHORT
TOTAL		49,970.11	41,610.94	-8,358.94	
SUMMARY		DISTRIBUTIONS	REALIZED	TOTAL	
SHORT TERM CAPITAL GAIN/LOSS		0.08	-8,359.17	-8,359.09	
LONG TERM CAPITAL GAIN/LOSS		0.15	0.00	0.15	
		<u>0.23</u>	<u>-8,359.17</u>	<u>-8,358.94</u>	

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	KRAFT FOODS GRP INC, CIL	P	10/05/12	10/05/12
b	FIDELITY INVESTMENTS - SEE ATTACHED	P		
c	FROM K1, ENTERPRISE PRODUCTS PARTNERS	P		
d	CALVERT EQUITY PORTFOLIO I	P		
e	PARK STERLING - SEE ATTACHED	P		
f	K-1, WESTERN GAS PARTNERS LP	P		
g	K-1, NUSTAR GP HOLDINGS LLC	P		
h	K-1, WILLIAMS PARTNERS LP	P		
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 31.			31.
b 547,214.		297,886.	249,328.
c 931.			931.
d 600,000.		599,325.	675.
e 41,611.		49,970.	<8,359.>
f 3.			3.
g 18.			18.
h 1.			1.
i 687.			687.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			31.
b			249,328.
c			931.
d			675.
e			<8,359.>
f			3.
g			18.
h			1.
i			687.
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	243,315.
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 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 HABITAT FOR HUMANITY 519 MEMORIAL DRIVE, SE ATLANTA, GA 30312	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	50,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD ATLANTA, GA 30305	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,500.
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.
CHICAGO JAZZ PHILHARMONIC 1111 N WELLS ST STE 501 CHICAGO, IL 60610	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	250.
CHICAGO JESUIT ACADEMY 5058 WEST JACKSON BLVD CHICAGO, IL 60644	N/A	PUBLIC CHARITY	501 (C) (C) EDUCATION	5,000.
CHILDREN'S HEALTHCARE FOUNDATION - MINNEAPOLIS 2525 CHICAGO AVE SOUTH MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	501 (C) (3) HEALTHCARE	1,000.
CHILDREN'S THEATRE COMPANY 2400 3RD AVE S MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	2,000.
Total from continuation sheets				350,479.

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
COLLEGE POSSIBLE 450 N SYNDICATE ST, STE 325 SAINT PAUL, MN 55104	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,000.
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	1,500.
DAMARC FOUNDATION DEIA MALLORCA, MALLORCA, SPAIN	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	3,179.
DAVIDSON COLLEGE BOX 7173 DAVIDSON, NC 28035	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	12,000.
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	120,000.
FABRETTO CHILDREN'S FOUNDATION 3124 NORTH 10TH ST, 2ND FLOOR ARLINGTON, VA 22201	N/A	PUBLIC CHARITY	501 (C) (3) HUMANITARIAN RELIEF	500.
FROM K-1, ENERGY TRANSFER PARTNERS LP 3738 OAK LAWN DALLAS, TX 75219	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	6.
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
FROM K-1, NUSTAR GP HOLDINGS LLC PO BOX 781609 SAN ANTONIO, TX 78278	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	19.
GEORGIA AQUARIUM 225 BAKER STREET NW ATLANTA, GA 30313	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,017.
GEORGIA CONSERVANCY 817 WEST PEACHTREE STREET, SUITE 200 ATLANTA, GA 30308	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
GEORGIA COURT APPOINTED SPECIAL ADVOCATE ASSOCIATION 1776 PEACHTREE RD NW STE 219 ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) HUMAN RIGHTS	5,000.
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	12,500.
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	2,500.
LOW COUNTRY INSTITUTE 40 MOBLEY OAKS LANE OKATIE, SC 29909	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	15,000.
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
MESDA 924 SOUTH MAIN ST WINSTON-SALEM, NC 27101	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1818 M ST NW, STE 300 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	500.
NATURE CONSERVACY OF SOUTH CAROLINA, INC. 2231 DEVINE ST COLUMBIA, SC 29205	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	1,000.
NEXT STEP FITNESS 4447 REDONDO BEACH BLVD LAWDALE, CA 90260	N/A	PUBLIC CHARITY	501 (C) (3) HEALTH	1,000.
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE ROAD NW ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) HEALTH	7,500.
ST. MARGARET'S SCHOOL PO BOX 158 TAPPAHANNOCK, VA 22560	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	10,000.
THE BASCOM 554 MAIN ST, PO BOX 766 HIGHLANDS, NC 28741	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	17,500.
THE BLAKE SCHOOL 110 BLAKE ROAD SOUTH HOPKINS, MN 55343	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	3,000.
THE LOVETT SCHOOL 4075 PACES FERRY RD NW ATLANTA, GA 30327	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,500.
THE MICHAEL J. FOX FOUNDATION CHURCH ST STATION PO BOX 780 NEW YORK, NY 10008	N/A	PUBLIC CHARITY	501 (C) (3) MEDICAL RESEARCH	43,508.
Total from continuation sheets				

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS	65.
K-1 ENERGY TRANSFER EQUITY L.P.	19.
K-1 ENERGY TRANSFER PARTNERS, L.P.	215.
K-1 ENTERPRISE PRODUCTS PARTNERS LP	6.
K-1 LINN ENERGY LLC	5.
K-1 WESTERN GAS PARTNERS LP	29.
K-1, EL PASO PIPELINE PARTNERS LP	1.
K-1, MARKWEST ENERGY PRTNERS LP	14.
K-1, NUSTAR GP HOLDINGS LLC	233.
K-1, PLAINS ALL AMERICAN PIPELINE LP	1.
K-1, WILLIAMS PARTNERS LP	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	589.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CALVERT SOCIAL INVESTMENT FUND	503.	0.	503.
FIDELITY INVESTMENTS	98,088.	687.	97,401.
K-1 ENERGY TRANSFER EQUITY L.P.	149.	0.	149.
K-1 ENERGY TRANSFER PARTNERS, L.P.	512.	0.	512.
K-1 ENTERPRISE PRODUCT PARTNERS LP	2.	0.	2.
K-1, MARKWEST ENERGY PRTNERS LP	54.	0.	54.
K-1, NUSTAR GP HOLDING LLC	11.	0.	11.
K-1, PLAINS ALL AMERICAN PIPELINE LP	3.	0.	3.
K-1, SUNOCO LOGISTICS PARTNERS LP	47.	0.	47.
PARK STERLING WEALTH MGMT GRP	9,738.	0.	9,738.
THE MERGER FUND	6,879.	0.	6,879.
VANGUARD CAPITAL VALUE	7,046.	0.	7,046.
TOTAL TO FM 990-PF, PART I, LN 4	123,032.	687.	122,345.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 LINN ENERGY LLC	459.	459.	
BANK OF AMERICA LITIGATION SETTLEMENT	48.	48.	
K-1 ENERGY TRANSFER PARTNERS	<2,186.>	<2,186.>	
K-1 ENERGY TRANSFER PARTNERS	<23.>	<23.>	
K-1 ENTERPRISE PRODUCT PARTNERS	<1,132.>	<1,132.>	
K-1 ENTERPRISE PRODUCT PARTNERS	<94.>	<94.>	
K-1 LINN ENERGY LLC	<2,397.>	<2,397.>	
K-1 MAGELLAN MIDSTREAM PARTNERS	<323.>	<323.>	
K-1 WESTERN GAS PARTNERS LP	<564.>	<564.>	
K-1 NUSTAR GP HOLDINGS LLC	<2,748.>	<2,748.>	
K-1 EL PASO PIPELINE PARTNERS	<127.>	<127.>	
K-1 ENERGY TRANSFER EQUITY	<587.>	<587.>	
K-1 MARKWEST ENERGY PARTNERS	<1,104.>	<1,104.>	
K-1 ONEOK PARTNERS LP	<958.>	<958.>	
K-1 PLAINS ALL AMERICAN PIPELINE	<341.>	<341.>	
K-1 SUNOCO LOGISTICS PARTNERS	<46.>	<46.>	
K-1 WILLIAMS PARTNERS LP	<1,259.>	<1,259.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<13,382.>	<13,382.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,840.	2,920.		0.
TO FORM 990-PF, PG 1, LN 16B	5,840.	2,920.		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	9,968.	0.		0.	
FOREIGN TAXES PAID	1,812.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	11,780.	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	2,044.	2,044.		0.	
K-1 ENERGY TRANSFER PARTNERS LP NON-DEDUCTIBLE EXPENSES	16.	0.		0.	
K-1 ENTERPRISE PRODUCT PARTNERS, N/D	5.	0.		0.	
DUES	1,000.	0.		1,000.	
K-1 MAGELLAN MIDSTREAM PARTNERS LP	1.	0.		0.	
K-1 NUSTAR GP HOLDINGS LLC, N/D	13.	0.		0.	
K-1, PLAINS ALL AMERICAN PIPELINE LP, N/D	5.	0.		0.	
K-1, SUNOCO LOGISTICS PARTNERS LP, N/D	1.	0.		0.	
K-1, WILLIAMS PARTNERS LP, NDE	1.	0.		0.	
MISCELLANEOUS EXPENSE	499.	15.		0.	
TO FORM 990-PF, PG 1, LN 23	3,585.	2,059.		1,000.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - FIDELITY	3,592,753.	5,229,875.
SEE ATTACHED SCHEDULE -PARK STERLING	592,240.	622,019.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,184,993.	5,851,894.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - OTHER	COST	931,682.	1,258,705.
TOTAL TO FORM 990-PF, PART II, LINE 13		931,682.	1,258,705.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FOREIGN TAX PAYABLE	245.	103.
TOTAL TO FORM 990-PF, PART II, LINE 22	245.	103.

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 CONTRIB	EXPENSE 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 ☒

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.	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	
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2013.

5 For calendar year 2012, 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	\$	2,494.
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	\$	8,480.
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 ☒ CPA

Date ☐

Form 8868 (Rev. 1-2013)

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Enter filer's identifying number, see instructions

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	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
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	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ATLANTA, GA 30305	

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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.

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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 ☒ CPA

Date ☐

Form 8868 (Rev. 1-2013)