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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

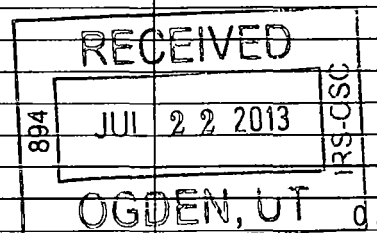
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation HILARY BOONE FOUNDATION, INC.		A Employer identification number 61-1249175
Number and street (or P.O. box number if mail is not delivered to street address) 376 SOUTH BROADWAY	Room/suite	B Telephone number (859) 259-9600
City or town, state, and ZIP code LEXINGTON, KY 40508		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: ☒ 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) \$ 5,638,341.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	1,088,186.		N/A	
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	66,072.	66,072.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	119,961.			
b	Gross sales price for all assets on line 6a	1,436,723.			
7	Capital gain net income (from Part IV, line 2)		119,961.		
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				
12	Total. Add lines 1 through 11	1,274,219.	186,033.		
13	Compensation of officers, directors, trustees, etc	0.	0.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	2,960.	1,480.		1,480.
c	Other professional fees				
17	Interest				
18	Taxes STMT 3	15,741.	1,157.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	24,052.	24,017.		35.
24	Total operating and administrative expenses. Add lines 13 through 23	42,753.	26,654.		1,515.
25	Contributions, gifts, grants paid	210,000.			210,000.
26	Total expenses and disbursements. Add lines 24 and 25	252,753.	26,654.		211,515.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,021,466.			
b	Net investment income (if negative, enter -0-)		159,379.		
c	Adjusted net income (if negative, enter -0-)			N/A	



619
20

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	758,114.	609,691.	609,691.
	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 STMT 5	3,388,515.	4,561,364.	5,028,650.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,146,629.	5,171,055.	5,638,341.
	17 Accounts payable and accrued expenses		2,960.	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	2,960.	
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	986,679.	986,679.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,159,950.	4,181,416.	
	30 Total net assets or fund balances	4,146,629.	5,168,095.	
31 Total liabilities and net assets/fund balances	4,146,629.	5,171,055.		

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	4,146,629.
2 Enter amount from Part I, line 27a	2	1,021,466.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,168,095.
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	5,168,095.

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 1,436,723.		1,316,762.	119,961.

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) 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	
a			
b			
c			
d			
e			119,961.

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	119,961.
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 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	192,842.	4,496,505.	.042887
2010	173,117.	3,924,612.	.044111
2009	211,130.	3,296,235.	.064052
2008	234,279.	4,452,648.	.052616
2007	66,616.	5,096,820.	.013070

2 Total of line 1, column (d)	2	.216736
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	.043347
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,637,400.
5 Multiply line 4 by line 3	5	201,017.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,594.
7 Add lines 5 and 6	7	202,611.
8 Enter qualifying distributions from Part XII, line 4	8	211,515.

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	1,594.
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	1,594.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,594.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000.
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	5,000.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ 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	3,390.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 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?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☒ KY		
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

STMT 6

Form 990-PF (2012)

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>(859) 259-9600</u> Located at ► <u>376 SOUTH BROADWAY, LEXINGTON, KY</u> ZIP+4 ► <u>40508</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			
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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	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? ☐ 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.) <u>N/A</u>	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 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) <u>N/A</u>	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

Form 990-PF (2012)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SAMUEL A.B. BOONE 376 SOUTH BROADWAY LEXINGTON, KY 40508	PRESIDENT / TREASURER 0.25	0.	0.	0.
ALYCE B. HOSKINS 376 SOUTH BROADWAY LEXINGTON, KY 40508	VICE PRESIDENT 0.25	0.	0.	0.
DOWELL HOSKINS 376 SOUTH BROADWAY LEXINGTON, KY 40508	DIRECTOR 0.25	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

Form 990-PF (2012)

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	3,923,411.
b	Average of monthly cash balances	1b	784,609.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,708,020.
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	4,708,020.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	70,620.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,637,400.
6	Minimum investment return. Enter 5% of line 5	6	231,870.

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	231,870.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,594.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,594.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	230,276.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	230,276.
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	230,276.

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	211,515.
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	211,515.
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	1,594.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	209,921.

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				230,276.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			206,803.	
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: ► \$ 211,515.				
a Applied to 2011, but not more than line 2a			206,803.	
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				4,712.
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				225,564.
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(1)(3) or ☐ 4942(1)(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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACHIEVEMENT CENTER OF DELRAY 555 NW 4TH STREET DELRAY BEACH, FL 33444	N/A	PUBLIC	SUBSIDY	1,000.
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BOULEVARD NASHVILLE, TN 37203	N/A	PUBLIC	SUBSIDY	3,000.
BLUEGRASS TOMORROW 2526 REGENCY POINT PATH LEXINGTON, KY 40503	N/A	PUBLIC	SUBSIDY	2,000.
AVIATION MUSEUM 4029 AIRPORT ROAD LEXINGTON, KY 40510	N/A	PUBLIC	SUBSIDY	1,000.
BABY HEALTH SERVICES 1590 HARRODSBURG RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	500.
Total SEE CONTINUATION SHEET(S) ▶ 3a				210,000.
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.

Alyce Boone Hoskins
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

DOUGLAS DEAN

Preparer's signature

Preparer's signature
Amelia Jean

Date _____

Date 7/16/13

Check ☐ self-employed

PTIN

P00167070

Firm's name ► DEAN DORTON ALLEN FORD, PLLC

Firm's EIN ► 27-3858252

Firm's address ► 106 W. VINE STREET, SUITE 600
LEXINGTON, KY 40507

Phone no (859) 255-2341

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

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

OMB No. 1545-0047

2012

Name of the organization

HILARY BOONE FOUNDATION, INC.

Employer identification number

61-1249175

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
HILARY BOONE FOUNDATION, INC.	61-1249175

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF HILARY BOONE 376 SOUTH BROADWAY LEXINGTON, KY 40508	\$ 1,088,186.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

HILARY BOONE FOUNDATION, INC.61-1249175**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>12,500 SHS HUMANA, INC. AND 7,510 SHS</u> <u>LIFEPOINT HOSPITALS, INC.</u>	\$ <u>1,088,186.</u>	<u>12/04/12</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

HILARY BOONE FOUNDATION, INC.**61-1249175****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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	JP MORGAN - SEE ATTACHED STMT	P	VARIOUS	12/31/12
b	JP MORGAN - SEE ATTACHED STMT	P	VARIOUS	12/31/12
c	JP MORGAN - SEE ATTACHED STMT	P	VARIOUS	12/31/12
d	JP MORGAN - SEE ATTACHED STMT	P	VARIOUS	12/31/12
e	POWERSHARES DB COMMODITY INDEX TRACKING FUND	P	VARIOUS	12/31/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
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 182,426.		183,717.	<1,291.>
b 100,762.		106,513.	<5,751.>
c 30,781.		27,009.	3,772.
d 1,101,485.		999,523.	101,962.
e 1,224.			1,224.
f 20,045.			20,045.
g			
h			
i			
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			<1,291.>
b			<5,751.>
c			3,772.
d			101,962.
e			1,224.
f			20,045.
g			
h			
i			
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	119,961.
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
GEORGETOWN BAPTIST CHURCH 207 S HAMILTON ST GEORGETOWN, KY 40324	N/A	PUBLIC	SUBSIDY	1,000.
CARDINAL HILL REHABILITATION HOSPITAL 2050 VERSAILLES RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	5,000.
CHARITABLE GOLF FOUNDATION 2331 DANBURY LANE FORT MITCHEL, KY 41017	N/A	PUBLIC	SUBSIDY	3,000.
CHRYSLIS HOUSE 1589 HILL RISE DRIVE LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	2,000.
THE HOPE CENTER 360 W LOUDON AVE LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	1,000.
HORSE FARM WORKERS EDUCATIONAL ASSISTANCE FUND 2938 FOUR PINES DRIVE LEXINGTON, KY 40502	N/A	PUBLIC	SUBSIDY	2,000.
FUND FOR EXCELLENCE - KET 600 COOPER DRIVE LEXINGTON, KY 40502	N/A	PUBLIC	SUBSIDY	5,000.
GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVENUE FREDERICKSBURG, VA 22405	N/A	PUBLIC	SUBSIDY	1,000.
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	2,000.
MARKEY CANCER CENTER 800 ROSE STREET LEXINGTON, KY 40536	N/A	PUBLIC	SUBSIDY	1,000.
Total from continuation sheets				202,500.

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
HENRY CLAY CENTER STATESMANSHIP 176 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	10,000.
HOLLINS UNIVERSITY 7916 WILLIAMSON ROAD ROANOKE, VA 24109	N/A	PUBLIC	SUBSIDY	2,500.
THE NEST CENTER FOR WOMEN CHILDREN & FAMILIES 530 NORTH LIMESTONE ST LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	1,000.
HOUND WELFARE FUND P.O. BOX 55610 LEXINGTON, KY 40555	N/A	PUBLIC	SUBSIDY	10,000.
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 1092 DUVAL STREET STE 240 LEXINGTON, KY 40515	N/A	PUBLIC	SUBSIDY	1,000.
KENTUCKY EQUINE HUMANE CENTER 1713 CATNIP HILL NICHOLASVILLE, KY 40356	N/A	PUBLIC	SUBSIDY	3,000.
KENTUCKY HORSE PARK FOUNDATION 4089 IRON WORKS PARKWAY LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	50,000.
LEXARTS 161 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	1,000.
LEXINGTON HUMANE SOCIETY 1600 OLD FRANKFORT PIKE LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	1,000.
LEXINGTON PHILHARMONIC 161 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	10,000.
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
THE SPEED MUSEUM 2035 SOUTH THIRD STREET LOUISVILLE, KY 40208	N/A	PUBLIC	SUBSIDY	2,500.
RIDING FOR HOPE P.O. BOX 13155 LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	1,000.
SALVATION ARMY 228 EAST NEW CIRCLE ROAD LEXINGTON, KY 40505	N/A	PUBLIC	SUBSIDY	500.
ST. CATHERINE COLLEGE 2735 BARDSTOWN RD SPRINGFIELD, KY 40069	N/A	PUBLIC	SUBSIDY	1,000.
ST. PAUL'S EPISCOPAL FOR THE BENEFIT PAUL'S PLACE 188 SOUTH SWINTON AVENUE DELRAY BEACH, FL 33444	N/A	PUBLIC	SUBSIDY	500.
THE BLUE GRASS TRUST 253 MARKET STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	2,500.
THE COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	N/A	PUBLIC	SUBSIDY	1,000.
THE LEXINGTON SCHOOL 1050 LANE ALLEN RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	4,000.
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795	N/A	PUBLIC	SUBSIDY	5,000.
UNIVERSITY OF KENTUCKY 410 ADMINISTRATION DRIVE LEXINGTON, KY 40506	N/A	PUBLIC	SUBSIDY	60,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	10,232.	0.	10,232.
JP MORGAN AGENCY ACCT	75,815.	20,045.	55,770.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	70.	0.	70.
TOTAL TO FM 990-PF, PART I, LN 4	86,117.	20,045.	66,072.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,960.	1,480.		1,480.
TO FORM 990-PF, PG 1, LN 16B	2,960.	1,480.		1,480.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	14,584.	0.		0.
FOREIGN TAXES	1,157.	1,157.		0.
TO FORM 990-PF, PG 1, LN 18	15,741.	1,157.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEE	23,059.	23,059.		0.	
ADMIN EXPENSES	69.	34.		35.	
INVESTMENT FEE	924.	924.		0.	
TO FORM 990-PF, PG 1, LN 23	24,052.	24,017.		35.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	5
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
10,000 SHARES HUMANA, INC.	517,600.		686,300.	
JP MORGAN BONDS, MUTUAL FUNDS & CORPORATE STOCKS	4,043,764.		4,342,350.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,561,364.		5,028,650.	

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	6
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NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF HILARY J. BOONE	376 SOUTH BROADWAY LEXINGTON, KY 40508



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
~ Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABBOTT LABORATORIES	ABT 002824100		04/23/12 10/18/12	5.000	329.83	298.79		31.04
ABBOTT LABORATORIES	ABT 002824100		Various 10/18/12	21.000	1,374.17	1,280.88		93.29
ABBOTT LABORATORIES	ABT 002824100		04/26/12 10/18/12	4.000	262.16	247.34		14.82
ABBOTT LABORATORIES	ABT 002824100		Various 10/18/12	22.000	1,444.62	1,364.33		80.29
ADT CORPORATION	ADT- 00101J106		06/15/12 10/16/12	9.000	335.92	330.33		5.59
ALTERA CORP	ALTR 021441100		Various 10/26/12	66.000	2,002.38	2,499.38		-497.00
AMERIPRISE FINANCIAL INC	AMP 03076C106		02/09/12 06/01/12	27.000	1,242.65	1,476.09		-233.44
AMERIPRISE FINANCIAL INC	AMP 03076C106		02/09/12 06/04/12	12.000	546.96	656.04		-109.08
AMERIPRISE FINANCIAL INC	AMP 03076C106		02/09/12 06/04/12	11.000	503.55	601.37		-97.82
AUTOZONE INC	AZO 053332102		08/18/11 08/03/12	2.000	735.03	572.73		162.30



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BAKER HUGHES INC	BHI 057224107		11/10/11 02/10/12	40.000	1,938.76	2,287.37		-348.61
BROADCOM CORP CL A	BRCM 111320107		06/14/11 01/06/12	45.000	1,318.73	1,495.73		-177.00
CAMERON INTERNATIONAL CORPORATION	CAM 13342B105		02/10/12 07/18/12	7.000	315.09	397.73		-82.64
CAMERON INTERNATIONAL CORPORATION	CAM 13342B105		02/10/12 07/18/12	8.000	357.64	454.55		-96.91
CAMPBELL SOUP COMPANY	CPB 134429109		07/12/11 04/12/12	1.000	33.11	34.78		-1.67
CAMPBELL SOUP COMPANY	CPB 134429109		07/12/11 04/13/12	19.000	628.44	660.87		-32.43
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	5.000	295.49	235.06		60.43
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	4.000	238.13	188.04		50.09
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	1.000	59.43	47.01		12.42
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	22.000	1,308.18	1,034.25		273.93

J.P.Morgan

Page 48 of 85



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	4.000	240.00	188.04		51.96
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	1.000	60.11	47.01		13.10
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/23/12	1.000	60.03	47.01		13.02
CAPITAL ONE FINANCIAL CORP	COF 14040H105		12/05/11 10/24/12	7.000	421.18	329.08		92.10
CARNIVAL CORPORATION	OCL 143658300		08/09/11 02/28/12	14.000	417.26	424.55		-7.29
CARNIVAL CORPORATION	OCL 143658300		08/09/11 02/28/12	4.000	119.84	121.30		-1.46
CARNIVAL CORPORATION	OCL 143658300		Various 02/28/12	9.000	268.69	272.35		-3.66
CARNIVAL CORPORATION	OCL 143658300		08/10/11 02/29/12	18.000	543.84	540.74		3.10
CBS CORP	CBS 124857202		10/06/11 09/26/12	35.000	1,247.59	754.56		493.03
COCA-COLA CO	KO 191216100		11/08/11 02/02/12	55.000	3,729.06	3,761.32		-32.26

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HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35933-00-9

* Code W indicates Wash Sale

L indicates a Nondeductible Loss other than a Wash Sale

** Ordinary Income O indicates Ordinary Income gain or loss

F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other Symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CONOCOPHILLIPS	COOP		Various	31.000	2,208.70	2,067.29		141.41
	20825C104		01/19/12					
CSX CORP	CSX		05/24/12	7.000	136.81	149.22		-12.41
	126408103		12/04/12					
CSX CORP	CSX		Various	32.000	628.15	682.07		-53.92
	126408103		12/04/12					
CSX CORP	CSX		05/25/12	12.000	237.74	255.47		-17.73
	126408103		12/05/12					
CVS CAREMARK CORPORATION	CVS		01/09/12	45.000	2,122.40	1,870.79		251.61
	126650100		07/09/12					
DARDEN RESTAURANTS INC	DRI		10/05/11	40.000	2,038.57	1,698.78		339.79
	237194105		02/21/12					
DOMINION RESOURCES INC VA	D		10/14/11	9.000	451.37	453.57		-2.20
	25746U109		02/21/12					
DOMINION RESOURCES INC VA	D		10/14/11	46.000	2,308.01	2,318.22		-10.21
	25746U109		02/21/12					
EATON VANCE FLOATING-RATE ADVANTAGE I	EIFA		05/18/12	2,871.442	31,270.00	31,270.00		.00
	277923637		07/06/12					
EQT CORPORATION	EQT		Various	17.000	912.27	892.49		19.78
	26884L109		07/02/12					

JP Morgan

Page 50 of 85

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number V 35932-00-9

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
EQT CORPORATION	EQT 26884L109		02/22/12 07/03/12	6.000	327.05	313.58		13.47
EQT CORPORATION	EQT 26884L109		Various 07/03/12	8.000	436.33	419.43		16.90
EQT CORPORATION	EQT 26884L109		03/05/12 07/03/12	3.000	164.32	157.36		6.96
EQT CORPORATION	EQT 26884L109		03/05/12 07/05/12	2.000	109.53	104.16		5.37
EQT CORPORATION	EQT 26884L109		03/05/12 07/05/12	5.000	274.70	260.41		14.29
EQT CORPORATION	EQT 26884L109		03/05/12 07/06/12	4.000	215.93	208.32		7.61
GENERAL ELECTRIC CO	GE 369604103		09/16/11 06/15/12	215.000	4,258.06	3,497.17		760.89
GLOBAL PAYMENTS INC	GPN 37940X102		02/07/11 01/23/12	40.000	1,921.92	1,953.20		-31.28
ISHARES MSCI JAPAN INDEX FUND	EWJ 464286848		03/09/12 09/14/12	6,498.000	61,090.88	65,564.82		-4,473.94
JOHNSON & JOHNSON	JNJ 478160104		Various 01/19/12	60.000	3,897.29	3,670.96		226.33

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HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JOHNSON & JOHNSON	JNJ		04/26/11	50.000	3,284.32	3,253.41		30.91
	478160104		01/26/12					
JOHNSON & JOHNSON	JNJ		07/09/12	44.000	3,047.30	2,987.10		60.20
	478160104		07/27/12					
JPM ASIA EQUITY FD - SEL FUND 1134	JPAS		01/03/12	302.637	8,510.15	8,852.12		-341.97
	4812A0706		06/21/12					
LAM RESEARCH CORP	LRCX		01/06/12	10.000	342.69	375.27		-32.58
	512807108		11/16/12					
LAM RESEARCH CORP	LRCX		Various	16.000	555.34	587.16		-31.82
	512807108		11/19/12					
LAM RESEARCH CORP	LRCX		07/06/12	15.000	519.44	529.72		-10.28
	512807108		11/19/12					
LAM RESEARCH CORP	LRCX		07/06/12	8.000	273.76	282.51		-8.75
	512807108		11/20/12					
MARATHON PETROLEUM CORPORATION	MPC-		07/18/12	4.000	220.74	187.32		33.42
	56585A102		10/16/12					
MARATHON PETROLEUM CORPORATION	MPC-		07/18/12	5.000	275.32	234.15		41.17
	56585A102		10/16/12					
MARATHON PETROLEUM CORPORATION	MPC-		07/18/12	5.000	276.33	234.15		42.18
	56585A102		10/16/12					

J.P.Morgan

Page 52 of 85



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HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MARATHON PETROLEUM CORPORATION	MPC- 56585A102		Various 10/16/12	23.000	1,259.40	1,077.65		181.75
MARATHON PETROLEUM CORPORATION	MPC- 56585A102		Various 10/17/12	13.000	723.25	610.80		112.45
MARATHON PETROLEUM CORPORATION	MPC- 56585A102		Various 10/17/12	17.000	946.17	802.63		143.54
MARATHON PETROLEUM CORPORATION	MPC- 56585A102		07/31/12 10/17/12	1.000	55.15	47.52		7.63
MARATHON PETROLEUM CORPORATION	MPC- 56585A102		07/31/12 10/17/12	2.000	111.81	95.31		16.50
MARATHON PETROLEUM CORPORATION	MPC- 56585A102		07/31/12 10/17/12	6.000	330.83	286.81		44.02
MARRIOTT INTERNATIONAL INC CL A	MAR 571903202		01/26/12 07/11/12	31.000	1,176.04	1,081.38		94.66
MARRIOTT INTERNATIONAL INC CL A	MAR 571903202		01/26/12 08/13/12	18.000	663.65	627.90		35.75
MARRIOTT INTERNATIONAL INC CL A	MAR 571903202		Various 08/14/12	50.000	1,846.85	1,765.86		80.99
MICROS SYSTEMS INC	MCRS 594901100		10/25/11 02/21/12	5.000	256.43	250.90		5.53

J.P. Morgan



HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MICROS SYSTEMS INC	MCRS 594901100		10/25/11 02/22/12	3,000	152.67	150.54		2.13
MICROS SYSTEMS INC	MCRS 594901100		10/25/11 02/22/12	9,000	460.16	451.61		8.55
MICROS SYSTEMS INC	MCRS 594901100		10/25/11 02/23/12	3,000	154.33	150.54		3.79
MICROS SYSTEMS INC	MCRS 594901100		10/25/11 02/23/12	4,000	205.05	200.72		4.33
MONSANTO CO	MON 61166W101		Various 02/07/12	31,000	2,481.45	2,174.19		307.26
NEXTERA ENERGY INC	NEE 65339F101		12/12/11 03/16/12	55,000	3,304.89	3,141.57		163.32
SOUTHWESTERN ENERGY CO	SWN 845467109		08/16/11 03/05/12	34,000	1,106.67	1,341.59		-234.92
TARGET CORP	TGT 87612E106		06/14/11 03/20/12	31,000	1,798.99	1,467.52		331.47
TARGET CORP	TGT 87612E106		06/14/11 03/21/12	20,000	1,162.24	946.78		215.46
TARGET CORP	TGT 87612E106		Various 03/21/12	7,000	403.97	330.75		73.22

JP Morgan

Page 54 of 85

001575 0028 of 0043 NS2006-3 AL NNNNTYNN

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HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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Ordinary Income: O indicates Ordinary Income gain or loss

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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
TARGET CORP	TGT		08/09/11	4.000	230.91	188.52		42.39
	87612E106		03/21/12					
TARGET CORP	TGT		08/09/11	8.000	461.06	377.04		84.02
	87612E106		03/22/12					
TEXAS INSTRUMENTS INC	TXN		Various	123.000	3,780.53	4,069.78		-289.25
	882508104		05/07/12					
WALGREEN CO	WAG		06/22/12	85.000	2,964.08	2,536.08		428.00
	931422109		09/07/12					
WILLIAMS COMPANIES INC	WMB		07/15/11	2.000	56.20	49.06		7.14
	969457100		06/28/12					
WILLIAMS COMPANIES INC	WMB		07/15/11	1.000	28.11	24.53		3.58
	969457100		06/28/12					
WILLIAMS COMPANIES INC	WMB		07/15/11	1.000	28.58	24.53		4.05
	969457100		06/29/12					
WILLIAMS COMPANIES INC	WMB		07/15/11	1.000	28.56	24.53		4.03
	969457100		06/29/12					
WILLIAMS COMPANIES INC	WMB		07/15/11	1.000	28.52	24.53		3.99
	969457100		06/29/12					
WILLIAMS COMPANIES INC	WMB		07/15/11	1.000	28.62	24.53		4.09
	969457100		06/29/12					



HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Custo	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
WILLIAMS COMPANIES INC	WMB		07/15/11	3.000	85.83	73.60		12.23
	969457100		06/29/12					
XLINX CORP	XLNX		11/01/11	40.000	1,411.21	1,318.93		92.28
	983919101		04/18/12					
Total Short-Term Covered					182,425.50	183,717.08		-1,291.58



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J.P.Morgan

Page 56 of 85

001575 0029 of 0043 NSFOCUS3 AL NNNNNNN



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ARTISAN INTL VALUE FUND - INV	ARTK 04314H881		02/10/11 01/23/12	1,377.022	36,091.74	38,350.06		-2,258.32
ISHARES MSCI EAFE INDEX FUND	EFA 464287465		08/01/11 03/09/12	681.000	36,999.90	39,286.89		-2,286.99
SPDR S&P 500 ETF TRUST	SPY 78462F103		04/25/11 01/03/12	210.000	26,820.70	28,073.87		-1,253.17
WPX ENERGY INC	WPX- 98212B103		Various 01/04/12	48.000	849.82	802.28		47.54
Total Short-Term Non Covered					100,762.16	106,513.10		-5,750.94



HILARY BOONE FOUNDATION INC NP PCIAA
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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ADT CORPORATION	ADT- 00101J106		01/13/11 10/10/12	4.500	168.67	130.98		37.69
ADT CORPORATION	ADT- 00101J106		01/13/11 10/15/12	7.000	255.39	203.74		51.65
ADT CORPORATION	ADT- 00101J106		01/13/11 10/16/12	1.000	37.32	29.11		8.21
CAMERON INTERNATIONAL CORPORATION	CAM 13342B105		Various 07/18/12	13.000	585.39	714.68		-129.29
CAMERON INTERNATIONAL CORPORATION	CAM 13342B105		Various 07/18/12	22.000	990.29	1,151.71		-161.42
CAPITAL ONE FINANCIAL CORP	COF 14040H105		08/10/11 10/22/12	6.000	359.93	247.91		112.02
CAPITAL ONE FINANCIAL CORP	COF 14040H105		Various 10/22/12	16.000	959.05	690.76		268.29
CAPITAL ONE FINANCIAL CORP	COF 14040H105		08/12/11 10/23/12	2.000	119.23	88.88		30.35
CAPITAL ONE FINANCIAL CORP	COF 14040H105		08/12/11 10/23/12	5.000	297.81	225.08		72.73
CARNIVAL CORPORATION	CCL 143658300		02/23/11 02/28/12	16.000	479.12	669.51		-190.39

J.P.Morgan

Page 38 of 85



HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CARNIVAL CORPORATION	CCL 143658300		02/23/11 02/28/12	9,000	269.76	376.60		-106.84
CBS CORP CLASS B W/I	CBS 124857202		Various 09/26/12	150,000	5,346.83	4,239.78		1,107.05
CENTERPOINT ENERGY INC	CNP 15189T107		03/10/11 10/19/12	6,000	128.40	96.46		31.94
CENTERPOINT ENERGY INC	CNP 15189T107		03/10/11 10/19/12	26,000	556.07	417.98		138.09
CENTERPOINT ENERGY INC	CNP 15189T107		03/10/11 10/22/12	21,000	445.82	337.60		108.22
CENTERPOINT ENERGY INC	CNP 15189T107		Various 10/22/12	69,000	1,463.76	1,104.73		359.03
CENTERPOINT ENERGY INC	CNP 15189T107		03/14/11 10/22/12	1,000	21.23	15.87		5.36
CENTERPOINT ENERGY INC	CNP 15189T107		03/14/11 10/22/12	1,000	21.20	15.87		5.33
CENTERPOINT ENERGY INC	CNP 15189T107		03/14/11 11/07/12	9,000	186.98	142.84		44.14
CENTERPOINT ENERGY INC	CNP 15189T107		03/14/11 11/07/12	19,000	396.93	301.54		95.39

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HILARY BOONE FOUNDATION INC NP PCIAA

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Capital Gain and Loss Schedule

Long-Term Covered

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CENTERPOINT ENERGY INC	CNP 15189T107		Various 11/08/12	75.000	1,553.63	1,370.93		182.70
CENTERPOINT ENERGY INC	CNP 15189T107		Various 11/08/12	12.000	245.63	224.12		21.51
CENTERPOINT ENERGY INC	CNP 15189T107		08/11/11 11/08/12	22.000	456.93	406.01		50.92
COLGATE PALMOLIVE CO	CL 194162103		07/11/11 07/27/12	13.000	1,392.34	1,150.80		241.54
E I DU PONT DE NEMOURS & CO	DD 263534109		08/05/11 12/03/12	19.000	808.49	909.60		-101.11
E I DU PONT DE NEMOURS & CO	DD 263534109		08/05/11 12/04/12	2.000	84.61	95.75		-11.14
E I DU PONT DE NEMOURS & CO	DD 263534109		Various 12/04/12	18.000	765.49	810.18		-44.69
HUMANA INC	HUM 444859102		04/08/11 07/11/12	3.000	223.66	210.09		13.57
HUMANA INC	HUM 444859102		04/08/11 07/11/12	1.000	74.53	70.03		4.50
HUMANA INC	HUM 444859102		04/08/11 07/12/12	4.000	294.73	280.12		14.61

J.P.Morgan

Page 60 of 85



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

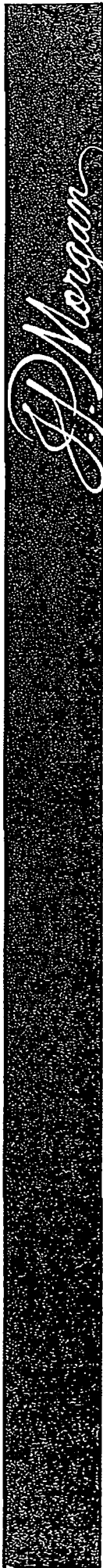
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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
HUMANA INC	HUM 444859102		04/08/11 07/16/12	1.000	74.61	70.03		4.58
HUMANA INC	HUM 444859102		04/08/11 07/17/12	1.000	73.62	70.03		3.59
HUMANA INC	HUM 444859102		04/08/11 07/18/12	2.000	146.54	140.06		6.48
HUMANA INC	HUM 444859102		04/08/11 07/18/12	1.000	73.20	70.03		3.17
HUMANA INC	HUM 444859102		04/08/11 07/19/12	1.000	73.86	70.03		3.83
HUMANA INC	HUM 444859102		04/08/11 07/20/12	1.000	73.98	70.03		3.95
HUMANA INC	HUM 444859102		04/08/11 07/20/12	1.000	73.86	70.03		3.83
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		08/04/11 10/15/12	15.000	707.52	544.43		163.09
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		08/04/11 10/15/12	4.000	188.56	145.82		42.74
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		08/04/11 10/15/12	1.000	47.04	36.45		10.59

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HILARY BOONE FOUNDATION INC NP PCIAA
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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		Various 10/16/12	28,000	1,311.81	1,015.43		296.38
KRAFT FOODS GROUP INC COM	KRFT 50076Q106		Various 10/15/12	10,000	473.62	365.70		107.92
LAM RESEARCH CORP	LRCX 512807108		10/28/11 11/15/12	6,000	208.38	263.21		-54.83
LAM RESEARCH CORP	LRCX 512807108		10/28/11 11/16/12	13,000	447.94	570.30		-122.36
LAM RESEARCH CORP	LRCX 512807108		10/28/11 11/16/12	6,000	205.61	263.21		-57.60
NIKE INC B	NKE 654106103		03/31/11 09/20/12	1,000	97.17	76.35		20.82
NIKE INC B	NKE 654106103		03/31/11 09/20/12	1,000	97.96	76.35		21.61
NIKE INC B	NKE 654106103		03/31/11 09/25/12	2,000	192.07	152.70		39.37
NIKE INC B	NKE 654106103		03/31/11 09/26/12	1,000	95.84	76.35		19.49
PIONEER NATURAL RESOURCES CO	PXD 723787107		08/10/11 11/05/12	7,000	746.10	520.90		225.20

J.P.Morgan

Page 62 of 85



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
THE ESTEE LAUDER COMPANIES INC CL A	EL 518439104		Various 11/05/12	45,000	2,732.61	2,329.02		403.59
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/22/12	2,000	56.72	49.99		6.73
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/22/12	1,000	28.32	24.99		3.33
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/22/12	8,000	227.01	199.95		27.06
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/22/12	1,000	28.16	24.99		3.17
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/22/12	2,000	56.39	49.99		6.40
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/22/12	2,000	56.59	49.99		6.60
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	1,000	27.41	24.99		2.42
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	1,000	27.33	24.99		2.34
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	1,000	27.77	24.99		2.78



HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	1.000	27.47	24.99		2.48
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	4.000	109.28	99.98		9.30
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	2.000	54.74	49.99		4.75
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/25/12	1.000	27.32	24.99		2.33
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/26/12	1.000	27.62	24.99		2.63
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/26/12	1.000	27.58	24.99		2.59
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/26/12	1.000	27.56	24.99		2.57
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/26/12	1.000	27.71	24.99		2.72
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/26/12	5.000	138.25	124.97		13.28
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/26/12	8.000	222.24	199.96		22.28

J.P.Morgan

Page 64 of 85

001573 0033 of 0043 NS2006063 AL NS2006063

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HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	28.01	25.00		3.01
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	27.91	24.99		2.92
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	27.87	24.99		2.88
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	3.000	84.67	74.98		9.69
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	28.10	25.00		3.10
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	27.92	24.99		2.93
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	6.000	168.80	149.97		18.83
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	27.96	25.00		2.96
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	28.16	24.99		3.17
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1.000	28.16	25.00		3.16

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Capital Gain and Loss Schedule

Long-Term Covered

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WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	3,000	83.89	74.98		8.91
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	2,000	56.35	49.99		6.36
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1,000	28.14	24.99		3.15
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/27/12	1,000	28.06	25.00		3.06
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/28/12	1,000	28.11	24.99		3.12
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/28/12	3,000	84.09	74.99		9.10
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/28/12	2,000	55.74	49.99		5.75
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/28/12	4,000	112.14	99.98		12.16
WILLIAMS COMPANIES INC	WMB 969457100		05/05/11 06/28/12	2,000	56.20	49.99		6.21
XLINX CORP	XLNX 983919101		03/16/11 04/16/12	5,000	176.34	160.47		15.87

J.P.Morgan

Page 66 of 85

001575 0034 of 0043 NSBOOHNS AL NNNNNNNN

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Long-Term Covered

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XLINX CORP	XLNX 983919101		03/16/11 04/17/12	8.000	285.38	256.75		28.63
XLINX CORP	XLNX 983919101		03/16/11 04/18/12	27.000	952.56	866.51		86.05
Total Long-Term Covered					30,781.15	27,008.97		3,772.18



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Capital Gain and Loss Schedule

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ABBOTT LABORATORIES	ABT 002824100		Various 01/10/12	81.000	4,544.94	4,768.03		-223.09
ADT CORPORATION	ADT- 00101J106		00/00/00 10/11/12		18.88	.00		18.88
CASH IN LIEU OF FRACTIONAL SHARES								
ADT CORPORATION	ADT- 00101J106		06/02/10 10/04/12	7.000	269.52	164.71		104.81
ADT CORPORATION	ADT- 00101J106		06/02/10 10/05/12	1.000	38.55	23.53		15.02
ADT CORPORATION	ADT- 00101J106		06/02/10 10/05/12	17.000	641.60	400.01		241.59
ADT CORPORATION	ADT- 00101J106		11/10/10 10/10/12	12.500	468.51	317.01		151.50
AMAZON COM INC	AMZN 023135106		09/10/09 04/09/12	13.000	2,497.51	1,083.90		1,413.61
APPLE INC.	AAPL 037833100		Various 09/19/12	6.000	4,207.80	1,013.10		3,194.70
ARTIO INTERNATIONAL EQUITY II - I	JETI 04315J837		03/05/09 01/03/12	2,809.543	27,533.52	21,324.43		6,209.09
ASML HOLDING N.V. CASH IN LIEU OF FRACTIONAL SHARES	ASML NO7059210		00/00/00 12/10/12		55.11	.00		55.11

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Capital Gain and Loss Schedule

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AT&T INC	T		01/10/08	20.000	691.48	777.10		-85.62
	00206R102		11/05/12					
BANK OF AMERICA CORP	BAC		00/00/00		5.12	.00		5.12
REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE BANK OF AMERICA CORP CLASS ACTION. DUE V35932009 HILARY BOONE	060505104		12/07/12					
BARC BREN ASIA BASKET 11/02/12			10/14/11	30,000.000	36,360.00	30,000.00		6,360.00
10%BUFFER-2 XLEV- 10.6%CAP 21.2%MAXRTRN INITIAL LEVEL-10/14/11 ASIA BASKET:100.00	06738KX06		11/02/12					
CAMPBELL SOUP COMPANY	CPB		Various	75.000	2,483.48	2,728.85		-245.37
	134429109		04/12/12					
CARNIVAL CORPORATION	CCL		01/14/10	2.000	59.53	69.38		-9.85
	143658300		02/28/12					
CARNIVAL CORPORATION	CCL		01/14/10	7.000	209.86	242.83		-32.97
	143658300		02/28/12					
CARNIVAL CORPORATION	CCL		Various	26.000	778.56	1,007.02		-228.46
	143658300		02/28/12					
CISCO SYSTEMS INC	CSCO		07/29/08	50.000	820.93	1,121.86		-300.93
	17275R102		07/11/12					

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH 192446102		02/26/10 08/03/12	16.000	920.29	770.95		149.34
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH 192446102		02/26/10 08/03/12	5.000	286.18	240.92		45.26
COLGATE PALMOLIVE CO	CL 194162103		Various 07/27/12	24.000	2,570.45	1,891.34		679.11
CONOCOPHILLIPS	COP 20825C104		Various 01/19/12	65.000	4,631.17	3,194.69		1,436.48
COVIDIEN PLC NEW	COV G2554F113		12/17/08 10/26/12	5.000	274.40	188.95		85.45
COVIDIEN PLC NEW	COV G2554F113		12/17/08 10/31/12	3.000	164.76	113.37		51.39
COVIDIEN PLC NEW	COV G2554F113		12/17/08 11/01/12	2.000	110.63	75.58		35.05
COVIDIEN PLC NEW	COV G2554F113		12/17/08 11/01/12	1.000	55.49	37.79		17.70
COVIDIEN PLC NEW	COV G2554F113		12/17/08 11/01/12	1.000	55.49	37.79		17.70
COVIDIEN PLC NEW	COV G2554F113		12/17/08 11/02/12	5.000	279.61	188.95		90.66

J.P.Morgan

Page 70 of 85



HILARY BOONE FOUNDATION INC NP PCIAA

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
COVIDIEN PLC NEW	COV G2554F113		12/17/08 11/05/12	2,000	111.11	75.58		35.53
COVIDIEN PLC NEW	COV G2554F113		12/17/08 11/06/12	1,000	55.83	37.79		18.04
CVS CAREMARK CORPORATION	CVS 126650100		Various 06/22/12	31,000	1,416.68	888.81		527.87
CVS CAREMARK CORPORATION	CVS 126650100		11/05/09 06/22/12	7,000	320.25	203.61		116.64
CVS CAREMARK CORPORATION	CVS 126650100		Various 06/22/12	13,000	594.48	408.60		185.88
CVS CAREMARK CORPORATION	CVS 126650100		07/28/10 07/09/12	14,000	660.30	446.01		214.29
DELAWARE EMERGING MARKETS FUND	DEMI 245914817		01/07/11 10/26/12	2,012.260	27,105.14	32,337.02		-5,231.88
DELAWARE EMERGING MARKETS FUND	DEMI 245914817		01/07/11 11/20/12	710.145	9,508.84	11,412.03		-1,903.19
DEVON ENERGY CORP	DVN 25179M103		11/04/10 04/24/12	25,000	1,669.95	1,743.11		-73.16
DREYFUS/LAUREL FDS TR PRM EMRGN MKI	DDBI 261980494		01/13/11 06/15/12	2,116.983	29,193.20	30,738.59		-1,545.39

J.P.Morgan



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Capital Gain and Loss Schedule

Long-Term Non Covered

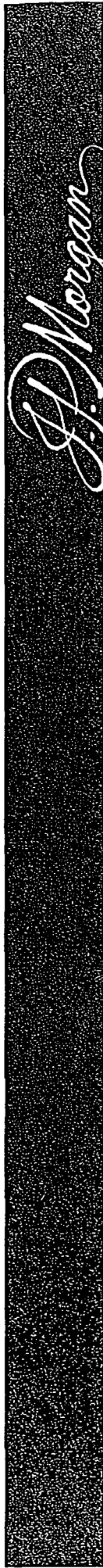
Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
E I DU PONT DE NEMOURS & CO	DD 263534109		Various 07/18/12	50.000	2,430.48	1,879.03		551.45
E I DU PONT DE NEMOURS & CO	DD 263534109		Various 10/18/12	40.000	2,002.30	1,424.06		578.24
E I DU PONT DE NEMOURS & CO	DD 263534109		Various 12/03/12	23.000	985.07	828.25		156.82
E I DU PONT DE NEMOURS & CO	DD 263534109		Various 12/03/12	20.000	854.24	760.68		93.56
E I DU PONT DE NEMOURS & CO	DD 263534109		09/21/10 12/03/12	12.000	510.62	536.72		-26.10
E M C CORP MASS	EMC 268648102		Various 07/06/12	125.000	2,961.59	2,562.02		399.57
EATON VANCE FLOATING RATE I	EIBL 277911491		Various 05/17/12	7.513.921	67,625.29	56,628.91		10,996.38
EDGEWOOD GROWTH FUND	EGFI 0075W0759		01/07/11 01/23/12	544.463	6,615.23	6,261.32		353.91
EOG RESOURCES INC	EOG 26875P101		04/12/10 11/05/12	5.000	581.24	534.01		47.23
EOG RESOURCES INC	EOG 26875P101		04/12/10 11/05/12	2.000	232.34	213.61		18.73

J.P.Morgan

Page 72 of 85

001575 0037 of 0043 NSP000003 AL NNNNNNNN

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HILARY BOONE FOUNDATION INC NP PCIAA
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Capital Gain and Loss Schedule

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EXXON MOBIL CORP	XOM		01/07/10	14,000	1,154.19	976.27		177.92
	30231G102		06/21/12					
EXXON MOBIL CORP	XOM		Various	18,000	1,551.88	1,211.08		340.80
	30231G102		07/27/12					
EXXON MOBIL CORP	XOM		Various	18,000	1,615.46	1,161.56		453.90
	30231G102		09/07/12					
EXXON MOBIL CORP	XOM		Various	19,000	1,734.33	1,277.69		456.64
	30231G102		09/13/12					
GOLDMAN SACHS GROUP INC	GS		10/15/08	2,000	232.27	233.29		-1.02
	38141G104		11/08/12					
GOLDMAN SACHS GROUP INC	GS		10/15/08	1,000	116.07	116.65		-58
	38141G104		11/08/12					
GOLDMAN SACHS GROUP INC	GS		10/15/08	2,000	232.22	233.29		-1.07
	38141G104		11/08/12					
GOLDMAN SACHS GROUP INC	GS		10/15/08	1,000	115.69	116.65		-96
	38141G104		11/08/12					
GOLDMAN SACHS GROUP INC	GS		10/15/08	2,000	230.22	233.29		-3.07
	38141G104		11/09/12					
GOLDMAN SACHS GROUP INC	GS		Various	5,000	580.34	459.05		121.29
	38141G104		11/09/12					

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Capital Gain and Loss Schedule

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GS BREN EEM 11/05/12	38143UYK1		10/19/11	30,000.000	34,570.09	30,000.00		4,570.09
10%BUFFER-2 XLEV- 12.15%CAP			11/07/12					
22.2%MAXRTRN								
INITIAL LEVEL-10/19/11 EEM :38.52								
GS BREN EAFE 11/28/12	38143UZS3		11/11/11	30,000.000	30,945.65	30,000.00		945.65
10%BUFFER-2 XLEV- 11.12%CAP			11/28/12					
22.24%MAXRTRN								
INITIAL LEVEL-11/11/11:5X5E:2324.81								
UKX:5545 38 TPX:729.13								
GS SPX CONT BUFF EQ 10/24/12	38143UF71		10/07/11	55,000.000	68,062.50	55,000.00		13,062.50
80% CONTIN BARRIER- 18%CPN			10/24/12					
23.75% CAP								
INITIAL LEVEL-10/07/11 SPX:1155.46								
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL	HDCS		01/07/11	3,248.308	53,402.18	60,451.02		-7,048.84
	48121A670		06/15/12					
HSBC BREN SPX 10/31/12	4042K1QN6		10/14/11	60,000.000	70,620.00	60,000.00		10,620.00
10%BUFFER-2 XLEV- 8.85%CAP			10/31/12					
17.7%MAXRTRN								
INITIAL LEVEL-10/14/11 SPX:1224.58								
ISHARES RUSSELL 1000 GROWTH INDEX	IWF		01/25/07	732.000	42,937.70	40,970.04		1,967.66
FUND	464287614		01/03/12					

J.P.Morgan

Page 74 of 85

001575 0038 of 0043 NSFOOM3 A2 NNNNNNN

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HILARY BOONE FOUNDATION INC NP PCIAA

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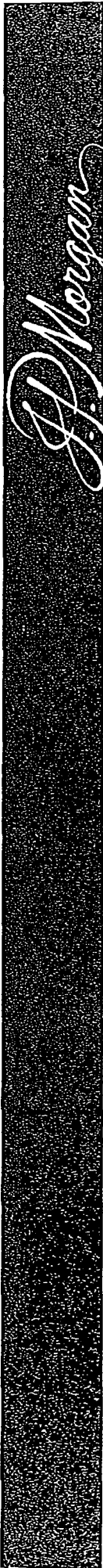
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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JOHNSON CONTROLS INC	JCI 478366107		02/07/08 11/15/12	8,000	200.71	269.12		-68.41
JOHNSON CONTROLS INC	JCI 478366107		02/07/08 11/15/12	19,000	476.96	639.16		-162.20
JOHNSON CONTROLS INC	JCI 478366107		02/07/08 11/15/12	8,000	200.83	269.12		-68.29
JOHNSON CONTROLS INC	JCI 478366107		02/07/08 11/16/12	36,000	902.14	1,211.04		-308.90
JPM ASIA EQUITY FD - SEL FUND 1134	JPAS 4812A0706		Various 06/21/12	1,768,594	49,732.87	63,660.39		-13,927.52
JPM BREN EAFE 10/24/12 10%BUFFER-2 XLEV- 13.17%CAP 26 34%MAXTRN INITIAL LEVEL-10/07/11: SX5E:2269.19 UKX:5303.40 TPX:741.55	48125X6E1		10/07/11 10/24/12	30,000,000	34,375.13	30,000.00		4,375.13
JPM CONT BUFF EQ SPX 12/10/12 80% CONTIN BARRIER- 17.4%CPN 20% CAP INITIAL LEVEL-11/23/11 SPX: 1,161.79	48125VDJ6		11/23/11 12/10/12	60,000,000	72,000.00	60,000.00		12,000.00
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		01/26/07 03/09/12	2,018,205	15,964.00	16,651.94		-687.94

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Long-Term Non Covered

Description	Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		01/26/07 06/15/12	4,409.979	34,397.84	36,386.16		-1,988.32
JPM INTL CURRENCY INCOME FD	JCIS 4812A3296		Various 06/15/12	3,424.546	37,156.32	38,682.10		-1,525.78
JPM STR INC OPP FD FUND 3844	JSOS 4812A4351		02/20/09 03/09/12	2,654.087	30,654.70	26,620.49		4,034.21
JPM STR INC OPP FD FUND 3844	JSOS 4812A4351		02/20/09 05/15/12	2,806.649	32,529.06	28,150.69		4,378.37
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567	JGAS 4812A3718		01/07/11 01/23/12	796.849	7,370.85	7,131.80		239.05
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567	JGAS 4812A3718		01/07/11 06/25/12	4,039.762	37,690.98	36,155.87		1,535.11
JPM US REAL ESTATE FD - SEL FUND 3037	SUIE 4812C0613		09/17/10 07/05/12	1,698.533	31,270.00	25,308.14		5,961.86
JUNIPER NETWORKS INC	JNPR 48203R104		Various 04/23/12	73.000	1,477.80	1,473.08		4.72
LOWES COMPANIES INC	LOW 548661107		02/19/10 10/24/12	56.000	1,818.23	1,290.91		527.32
LOWES COMPANIES INC	LOW 548661107		02/19/10 10/24/12	8.000	258.06	184.42		73.64

J.P.Morgan

Page 76 of 85



HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 33932-00-9

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
LOWES COMPANIES INC	LOW 548661107		02/19/10 10/25/12	5,000	159.14	115.26		43.88
LOWES COMPANIES INC	LOW 548661107		02/19/10 10/25/12	6,000	194.08	138.31		55.77
MATTHEWS PACIFIC TIGER INSTL FUND	MIPT 577130834		06/05/09 10/26/12	2,563.704	60,221.41	39,949.78		20,271.63
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/13/12	2,000	75.84	65.79		10.05
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/13/12	3,000	113.55	98.68		14.87
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/13/12	2,000	75.90	65.79		10.11
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/13/12	1,000	37.95	32.89		5.06
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/13/12	4,000	151.79	131.58		20.21
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	1,000	37.95	32.89		5.06
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	1,000	37.97	32.89		5.08

J.P.Morgan



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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	3.000	113.90	98.68		15.22
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	7.000	265.78	230.26		35.52
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	3.000	113.96	98.68		15.28
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	2.000	75.93	65.79		10.14
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	6.000	227.81	197.37		30.44
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	5.000	189.84	164.47		25.37
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/16/12	1.000	37.89	32.89		5.00
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/17/12	6.000	228.32	197.37		30.95
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/17/12	1.000	38.07	32.89		5.18
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/17/12	14.000	535.28	460.52		74.76

J.P.Morgan

Page 78 of 85



HILARY BOONE FOUNDATION INC NP PCIAA
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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/17/12	2,000	76.39	65.79		10.60
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/23/12	4,000	152.96	131.58		21.38
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/23/12	1,000	38.21	32.89		5.32
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/24/12	4,000	152.99	131.58		21.41
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/25/12	9,000	344.30	296.05		48.25
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/26/12	1,000	38.41	32.89		5.52
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/26/12	2,000	76.61	65.79		10.82
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/26/12	7,000	268.76	230.26		38.50
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/27/12	6,000	231.98	197.37		34.61
MERCK AND CO INC	MRK 58933Y105		09/14/09 04/27/12	8,000	307.57	263.16		44.41



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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NIKE INC B	NKE		02/07/08	5.000	501.25	302.35		198.90
	654106103		06/15/12					
NIKE INC B	NKE		02/07/08	4.000	403.51	241.88		161.63
	654106103		06/15/12					
NIKE INC B	NKE		02/07/08	9.000	911.78	544.23		367.55
	654106103		06/15/12					
NIKE INC B	NKE		02/07/08	2.000	201.58	120.94		80.64
	654106103		06/18/12					
NIKE INC B	NKE		10/08/08	1.000	97.61	55.88		41.73
	654106103		09/18/12					
NIKE INC B	NKE		10/08/08	1.000	97.18	55.88		41.30
	654106103		09/18/12					
NIKE INC B	NKE		10/08/08	10.000	977.34	558.81		418.53
	654106103		09/18/12					
NIKE INC B	NKE		10/08/08	5.000	499.41	279.41		220.00
	654106103		09/19/12					
NIKE INC B	NKE		10/08/08	4.000	396.19	223.53		172.66
	654106103		09/19/12					
NIKE INC B	NKE		10/08/08	4.000	388.70	223.52		165.18
	654106103		09/20/12					

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NORFOLK SOUTHERN CORP	NSC 655844108		Various 02/08/12	25.000	1,810.11	1,268.15		541.96
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 03/20/12	5.000	336.59	262.80		73.79
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 03/20/12	14.000	938.38	735.84		202.54
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 05/24/12	15.000	1,009.75	788.40		221.35
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 05/25/12	4.000	268.93	210.24		58.69
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 05/25/12	5.000	334.70	262.80		71.90
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 05/25/12	2.000	133.38	105.12		28.26
NORFOLK SOUTHERN CORP	NSC 655844108		03/06/08 05/25/12	3.000	199.22	157.68		41.54
NORFOLK SOUTHERN CORP	NSC 655844108		Various 05/29/12	23.000	1,536.68	1,131.21		405.47
NORFOLK SOUTHERN CORP	NSC 655844108		01/15/09 05/29/12	8.000	537.91	316.91		221.00



HILARY BOONE FOUNDATION INC NP PCIAA

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
NORFOLK SOUTHERN CORP	NSC 655844108		01/15/09 05/30/12	14.000	916.81	554.60		362.21
NORFOLK SOUTHERN CORP	NSC 655844108		01/15/09 05/30/12	4.000	262.12	158.46		103.66
NORFOLK SOUTHERN CORP	NSC 655844108		01/15/09 05/31/12	13.000	849.42	514.99		334.43
NORFOLK SOUTHERN CORP	NSC 655844108		01/15/09 05/31/12	5.000	328.09	198.07		130.02
OCCIDENTAL PETROLEUM CORP	OXY 674599105		04/30/09 02/01/12	15.000	1,488.50	848.22		640.28
PENTAIR LTD SHS	PNR- H6169Q108		00/00/00 10/11/12		24.90	.00		24.90
CASH IN LIEU OF FRACTIONAL SHARES								
POWERSHARES DB COMMODITY INDEX TRACKING FUND	DBC 73935S105		11/19/10 06/15/12	409.000	10,167.55	10,092.61		74.94
PROCTER & GAMBLE CO	PG 742718109		Various 06/21/12	26.000	1,557.32	1,836.66		-279.34
SPDR GOLD TRUST	GLD 78463V107		11/19/10 10/02/12	221.000	38,007.15	29,078.25		8,928.90
SPDR GOLD TRUST			00/00/00	236.000	12.31	.00		12.31
COST BASIS ALLOC. RATE 0.000328284	78463V107		01/11/12					

J.P.Morgan

Page 82 of 85

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05440700050010023542



HILARY BOONE FOUNDATION INC NP PCIAA

Account Number: V 35932-00-9

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Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol CUSIP	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SPDR GOLD TRUST			00/00/00	236.000	11.88	.00		11.88
COST BASIS ALLOC. RATE 0.000300711	78463V107		02/14/12					
SPDR GOLD TRUST			00/00/00	236.000	12.22	.00		12.22
COST BASIS ALLOC. RATE 0.000315215	78463V107		03/13/12					
SPDR GOLD TRUST			00/00/00	236.000	13.29	.00		13.29
COST BASIS ALLOC. RATE 0.000352592	78463V107		04/10/12					
SPDR GOLD TRUST			00/00/00	236.000	14.05	.00		14.05
COST BASIS ALLOC. RATE 0.000395985	78463V107		05/16/12					
SPDR GOLD TRUST			00/00/00	413.000	20.90	.00		20.90
COST BASIS ALLOC. RATE 0.000325133	78463V107		06/12/12					
SPDR GOLD TRUST			00/00/00	413.000	21.10	.00		21.10
COST BASIS ALLOC. RATE 0.000331733	78463V107		07/06/12					
SPDR GOLD TRUST			00/00/00	413.000	21.30	.00		21.30
COST BASIS ALLOC. RATE 0.000328543	78463V107		08/10/12					
SPDR GOLD TRUST			00/00/00	413.000	21.81	.00		21.81
COST BASIS ALLOC. RATE 0.000313489	78463V107		09/12/12					
SPDR GOLD TRUST			00/00/00	192.000	11.22	.00		11.22
COST BASIS ALLOC. RATE 0.000340007	78463V107		10/08/12					
SPDR GOLD TRUST			00/00/00	192.000	10.36	.00		10.36
COST BASIS ALLOC. RATE 0.000321853	78463V107		11/19/12					

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HILARY BOONE FOUNDATION INC NP PCIAA
Account Number: V 35932-00-9

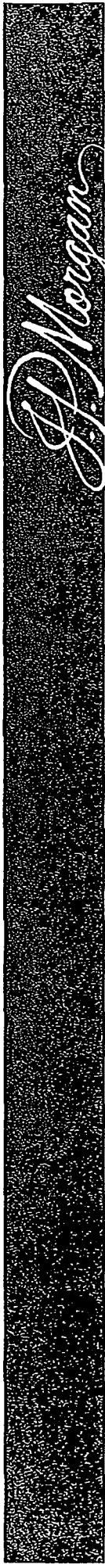
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Capital Gain and Loss Schedule

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SPDR GOLD TRUST			00/00/00	192.000	9.80	.00		9.80
COST BASIS ALLOC RATE 0.000308018	78463V107		12/11/12					
T ROWE PRICE INTERNATIONAL FUNDS INC	PRAS		06/30/10	870.000	14,137.50	14,015.70		121.80
NEW ASIA FUND	77956H500		10/26/12					
US BANCORP DEL	USB		02/07/08	40.000	1,164.83	1,292.80		-127.97
	902973304		06/05/12					
US BANCORP DEL	USB		Various	13.000	379.79	370.40		9.39
	902973304		06/05/12					
US BANCORP DEL	USB		04/02/09	39.000	1,137.79	613.58		524.21
	902973304		06/05/12					
US BANCORP DEL	USB		04/02/09	23.000	671.81	361.86		309.95
	902973304		06/05/12					
US BANCORP DEL	USB		04/02/09	5.000	146.10	78.67		67.43
	902973304		06/05/12					
US BANCORP DEL	USB		04/02/09	5.000	145.89	78.66		67.23
	902973304		06/05/12					
VANGUARD MSCI EMERGING MARKETS ETF	VWVO		Various	170.000	7,541.05	7,465.12		75.93
	922042858		03/09/12					
WPX ENERGY INC	WPX-		00/00/00	0.670	10.95	.00		10.95
	98212B103		01/12/12					

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Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
XLINX CORP	XLNX 983919101		12/22/10 04/13/12	38.000	1,345.31	1,075.51		269.80
XLINX CORP	XLNX 983919101		12/22/10 04/16/12	15.000	529.04	424.54		104.50
YUM BRANDS INC	YUM 988498101		07/18/08 07/11/12	6.000	372.38	210.64		161.74
YUM BRANDS INC	YUM 988498101		07/18/08 07/12/12	14.000	874.86	491.50		383.36
Total Long-Term Non Covered					1,101,484.96	999,522.72		101,962.24

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions HILARY BOONE FOUNDATION, INC.	Employer identification number (EIN) or 61-1249175
	Number, street, and room or suite no. If a P O box, see instructions 376 SOUTH BROADWAY	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LEXINGTON, KY 40508	

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-T (corporation)	07
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

THE FOUNDATION

- The books are in the care of ► **376 SOUTH BROADWAY - LEXINGTON, KY 40508**

Telephone No. ► **(859) 259-9600**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$	5,000.
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	3b	\$	5,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)