Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

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

A Employer identification number
20-8030196

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

Room/suite

B Telephone number
843-715-0173

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 804,606.

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

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	210.	210.		STATEMENT 1
	4	Dividends and interest from securities	20,662.	20,662.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<2,569.>			
	b	Gross sales price for all assets on line 6a 262,558.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	13,822.	13,822.	0.	STATEMENT 3
	12	**Total.** Add lines 1 through 11	32,125.	34,694.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	131.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	3,887.	3,887.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,018.	3,887.	0.	0.
	25	Contributions, gifts, grants paid	8,650.			8,650.
	26	**Total expenses and disbursements** Add lines 24 and 25	12,668.	3,887.	0.	8,650.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	19,457.			
	b	**Net investment income** (if negative, enter -0-)		30,807.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	301,606.	42,041.	42,041.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	443,813.	722,835.	762,565.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	745,419.	764,876.	804,606.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	745,419.	764,876.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	745,419.	764,876.	
	31 **Total liabilities and net assets/fund balances**	745,419.	764,876.	

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	745,419.
2	Enter amount from Part I, line 27a	2	19,457.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	764,876.
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	764,876.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	262,558.		265,127.	<2,569.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<2,569.>

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	<2,569.>
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	122,797.	846,003.	.145150
2010	56,361.	908,035.	.062069
2009	16,300.	832,869.	.019571
2008	54,153.	844,618.	.064115
2007	55,076.	1,095,130.	.050292

2 Total of line 1, column (d)	2	.341197
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	.068239
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	779,939.
5 Multiply line 4 by line 3	5	53,222.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	308.
7 Add lines 5 and 6	7	53,530.
8 Enter qualifying distributions from Part XII, line 4	8	8,650.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	616.
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	616.
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	616.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,277.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,277.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	661.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 661. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X (No)
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TONYIA J. BOLTON 26 NORTH PORT ROYAL DRIVE HILTON HEAD ISLAND, SC 29928	PRESIDENT 1.00	0.	0.	0.
DOUGLAS R. BOLTON 26 NORTH PORT ROYAL DRIVE HILTON HEAD ISLAND, SC 29928	VICE-PRESIDENT 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2012)

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	624,355.
b	Average of monthly cash balances	1b	167,461.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	791,816.
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	791,816.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,877.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	779,939.
6	**Minimum investment return.** Enter 5% of line 5	6	38,997.

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	38,997.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 616.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	616.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,381.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,381.
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	38,381.

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	8,650.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,650.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,650.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				38,381.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 155.				
c From 2009				
d From 2010 13,183.				
e From 2011 80,519.				
f Total of lines 3a through e	93,857.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 8,650.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				8,650.
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).)	29,731.			29,731.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,126.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	64,126.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 64,126.				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

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

UNSPECIFIED

c Any submission deadlines

NONE

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

TO ADVANCE CHARITABLE PURPOSES.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HILTON HEAD BOYS & GIRLS CLUBS 151 GUMTREE RD PO BOX 22267 HILTON HEAD, SC 29925		501(C)(3)	CHARITABLE	2,400.
HABITAT FOR HUMANITY 3815 LATROBE DRIVE CHARLOTTE, NC 28211		501(C)(3)	CHARITABLE	6,250.
Total			▶ 3a	8,650.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	210.	
4 Dividends and interest from securities			14	20,662.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	13,822.	
8 Gain or (loss) from sales of assets other than inventory			14	<2,569.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		32,125.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 32,125.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
3,4,	INTEREST,DIVIDENDS,GAINS ON SALE OF INVESTMENTS AND CAPITAL GAINS
7,8	DISTRIBUTIONS PROVIDE INCOME FOR DISTRIBUTION TO CHARITABLE
	ORGANIZATIONS.

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/13/13 Title: Vice Pres

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL F. ROBY	[signature]	11/12/13		P00849146
Firm's name ▶ MEEHAN & ROBY, LLP			Firm's EIN ▶ 52-1318126	
Firm's address ▶ 9515 DEERECO ROAD, STE 810 TIMONIUM, MD 21093			Phone no (410)561-3375	

Form **990-PF** (2012)

223622 12-05-12

10131108 747463 511BOLTONFAM 2012.04040 THE DOUGLAS AND TONYIA BOLT 511BOLT1

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	MULTI MANAGER TEI PORTFOLIO LLC	P	07/01/10	07/01/12
b	ABBOTT LABS	P	05/31/12	07/26/12
c	CANADIAN IMPERIAL BANK	P	05/31/12	07/26/12
d	NEXTERA ENERGY INC	P	05/31/12	07/09/12
e	REALTY INCM CORP	P	05/31/12	07/09/12
f	RPM INTERNATIONAL INC	P	05/31/12	07/26/12
g	BANK OF NOVA SCOTIA	P	05/31/12	08/15/12
h	BANK OF NOVA SCOTIA	P	05/31/12	08/16/12
i	ENBRIDGE INC	P	05/31/12	08/15/12
j	ENBRIDGE INC	P	06/22/12	08/15/12
k	ENBRIDGE INC	P	06/22/12	08/16/12
l	ENBRIDGE INC	P	06/22/12	08/17/12
m	RPM INTERNATIONAL INC	P	05/31/12	07/27/12
n	RPM INTERNATIONAL INC	P	05/31/12	07/30/12
o	GENL DYNAMICS RORP COM	P	12/28/10	10/05/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	142,927.		151,004.	<8,077.>
b	1,872.		1,796.	76.
c	1,284.		1,251.	33.
d	1,557.		1,496.	61.
e	1,497.		1,381.	116.
f	817.		813.	4.
g	1,999.		1,924.	75.
h	1,278.		1,215.	63.
i	1,833.		1,808.	25.
j	120.		117.	3.
k	1,354.		1,326.	28.
l	278.		273.	5.
m	1,139.		1,128.	11.
n	133.		131.	2.
o	1,350.		1,428.	<78.>

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				<8,077.>
b				76.
c				33.
d				61.
e				116.
f				4.
g				75.
h				63.
i				25.
j				3.
k				28.
l				5.
m				11.
n				2.
o				<78.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	GENL DYNAMICS RORP COM	P	02/15/12	10/05/12
b	BCE INC	P	05/31/12	10/02/12
c	RPM INTERNATIONAL INC	P	05/31/12	10/02/12
d	RPM INTERNATIONAL INC	P	06/22/12	10/02/12
e	GCP SPV LTD	P	05/31/12	11/01/12
f	AUTOMATIC DATA PROC	P	05/31/12	12/12/12
g	CANADIAN IMPERIAL BANK	P	05/31/12	12/12/12
h	CRESCENT POINT ENERGY	P	05/31/12	12/12/12
i	DARDEN RESTAURANTS INC	P	05/31/12	12/12/12
j	DARDEN RESTAURANTS INC	P	06/22/12	12/12/12
k	DARDEN RESTAURANTS INC	P	07/26/12	12/12/12
l	DARDEN RESTAURANTS INC	P	07/26/12	12/12/12
m	DARDEN RESTAURANTS INC	P	07/27/12	12/12/12
n	HCP INC	P	05/31/12	12/12/12
o	MATTEL INC	P	05/31/12	12/12/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,025.		2,109.	<84.>
b	1,543.		1,390.	153.
c	1,112.		1,076.	36.
d	27.		26.	1.
e	1,083.		1,473.	<390.>
f	173.		157.	16.
g	165.		139.	26.
h	299.		307.	<8.>
i	1,928.		2,170.	<242.>
j	1,928.		2,099.	<171.>
k	138.		153.	<15.>
l	591.		662.	<71.>
m	273.		310.	<37.>
n	135.		122.	13.
o	187.		156.	31.

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				<84.>
b				153.
c				36.
d				1.
e				<390.>
f				16.
g				26.
h				<8.>
i				<242.>
j				<171.>
k				<15.>
l				<71.>
m				<37.>
n				13.
o				31.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 } **3**

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05-01-12

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	MCDONALDS CORP	P	05/31/12	12/12/12
b	PHILLIP MORRIS INTL INC	P	05/31/12	12/12/12
c	PRAXAIR INC	P	05/31/12	12/12/12
d	WASTE MANAGEMENT INC	P	05/31/12	12/12/12
e	WASTE MANAGEMENT INC	P	06/22/12	12/12/12
f	ABBOTT LABS	P	05/31/12	01/18/13
g	ABBOTT LABS	P	06/22/12	01/18/13
h	CRESCENT POINT ENERGY	P	05/31/12	01/18/13
i	CRESCENT POINT ENERGY	P	05/31/12	01/18/13
j	CRESCENT POINT ENERGY	P	06/22/12	01/18/13
k	CRESCENT POINT ENERGY	P	06/22/12	01/22/13
l	HCP INC	P	05/31/12	12/12/12
m	HCP INC	P	05/31/12	12/12/12
n	REALTY INCM CORP	P	05/31/12	07/09/12
o	REALTY INCM CORP	P	05/31/12	07/09/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	179.		179.	0.
b	177.		170.	7.
c	108.		106.	2.
d	2,484.		2,400.	84.
e	2,450.		2,361.	89.
f	1,046.		951.	95.
g	1,993.		1,823.	170.
h	621.		614.	7.
i	349.		349.	0.
j	737.		690.	47.
k	155.		145.	10.
l	135.		148.	<13.>
m	135.		122.	13.
n	1,497.		1,612.	<115.>
o	1,497.		1,380.	117.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				0.
b				7.
c				2.
d				84.
e				89.
f				95.
g				170.
h				7.
i				0.
j				47.
k				10.
l				<13.>
m				13.
n				<115.>
o				117.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

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	UNITED TECH CORP	P	05/31/12	01/18/13
b	UNITED TECH CORP	P	06/22/12	01/18/13
c	VERMILION ENERGY INC	P	05/31/12	01/18/13
d	VERMILION ENERGY INC	P	05/31/12	01/22/13
e	VERMILION ENERGY INC	P	05/31/12	01/22/13
f	VERMILION ENERGY INC	P	05/31/12	01/22/13
g	VERMILION ENERGY INC	P	06/22/12	01/22/13
h	VERMILION ENERGY INC	P	06/22/12	01/23/13
i	VERMILION ENERGY INC	P	06/22/12	01/25/13
j	HEINTZ CO	P	05/31/12	02/19/13
k	HEINTZ CO	P	06/22/12	02/19/13
l	RPM INTERNATIONAL INC	P	06/22/12	02/19/13
m	RPM INTERNATIONAL INC	P	06/22/12	02/20/13
n	RPM INTERNATIONAL INC	P	06/22/12	02/21/13
o	RPM INTERNATIONAL INC	P	06/22/12	02/22/13

	(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	2,594.		2,233.	361.
b	519.		450.	69.
c	567.		460.	107.
d	206.		167.	39.
e	153.		125.	28.
f	665.		687.	<22.>
g	256.		212.	44.
h	409.		339.	70.
i	205.		169.	36.
j	3,823.		2,820.	1,003.
k	649.		483.	166.
l	906.		758.	148.
m	1,066.		915.	151.
n	1,000.		888.	112.
o	506.		444.	62.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(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				361.
b				69.
c				107.
d				39.
e				28.
f				<22.>
g				44.
h				70.
i				36.
j				1,003.
k				166.
l				148.
m				151.
n				112.
o				62.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	CANADIAN IMPERIAL BANK	P	05/31/12	03/18/13
b	CANADIAN IMPERIAL BANK	P	06/22/12	03/18/13
c	HEINTZ CO	P	06/22/12	03/18/13
d	HEINTZ CO	P	10/02/12	03/18/13
e	HEINTZ CO	P	10/03/12	03/18/13
f	PIONEER SHT TRM INC CL Y	P	10/01/12	04/25/13
g	PIONEER SHT TRM INC CL Y	P	10/01/12	04/25/13
h	ANALOG DEVICES INC	P	05/31/12	05/08/13
i	AUTOMATIC DATA PROC	P	05/31/12	05/16/13
j	BANK OF NOVA SCOTIA	P	05/31/12	05/08/13
k	BCE INC	P	05/31/12	05/08/13
l	BRISTOL-MYERS SQUIBB CO	P	05/31/12	05/08/13
m	COCA COLA COM	P	05/31/12	05/08/13
n	DIGITAL REALTY TR INC	P	05/31/12	05/08/13
o	DIGITAL REALTY TR INC	P	05/31/12	05/16/13

	(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	161.		139.	22.
b	1,771.		1,551.	220.
c	3,189.		2,362.	827.
d	1,305.		1,014.	291.
e	72.		56.	16.
f	4.		4.	0.
g	24,971.		24,996.	<25.>
h	46.		36.	10.
i	785.		575.	210.
j	118.		101.	17.
k	238.		199.	39.
l	120.		101.	19.
m	170.		150.	20.
n	136.		141.	<5.>
o	1,971.		2,181.	<210.>

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				22.
b				220.
c				827.
d				291.
e				16.
f				0.
g				<25.>
h				10.
i				210.
j				17.
k				39.
l				19.
m				20.
n				<5.>
o				<210.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

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	GLAXOSMITHKLINE PLC	P	05/31/12	05/08/13
b	HEALTH CARE REIT INC	P	05/31/12	05/08/13
c	INTEL CORP	P	05/31/12	05/08/13
d	KINDER MORGAN INC	P	05/31/12	05/08/13
e	MERCK AND CO INC	P	05/31/12	05/08/13
f	NOVARTIS ADR	P	05/31/12	05/08/13
g	NATIONAL RETAIL PPTYS	P	05/31/12	05/08/13
h	ONEOK INC	P	05/31/12	05/08/13
i	PRAXAIR INC	P	05/31/12	05/08/13
j	PRAXAIR INC	P	06/22/12	05/08/13
k	PROCTOR AND GAMBLE CO	P	05/31/12	05/08/13
l	SOUTHERN COMPANY	P	05/31/12	05/08/13
m	WILLIAMS COMPANIES	P	05/31/12	05/08/13
n	ABBOTT LABS	P	12/28/10	06/10/13
o	APACHE CORP	P	09/04/12	06/10/13

	(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	51.		44.	7.
b	75.		55.	20.
c	168.		182.	<14.>
d	234.		202.	32.
e	45.		37.	8.
f	75.		52.	23.
g	204.		131.	73.
h	143.		125.	18.
i	2,275.		2,124.	151.
j	2,275.		2,100.	175.
k	78.		62.	16.
l	142.		138.	4.
m	71.		61.	10.
n	1,300.		801.	499.
o	4,227.		4,246.	<19.>

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				7.
b				20.
c				<14.>
d				32.
e				8.
f				23.
g				73.
h				18.
i				151.
j				175.
k				16.
l				4.
m				10.
n				499.
o				<19.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	MONDELEZ INTERNATIONAL	P	10/05/12	06/10/13
b	NATIONAL-OILWELL VARCO	P	09/04/12	06/10/13
c	NATIONAL-OILWELL VARCO	P	12/31/12	06/10/13
d	ROYAL DUTCH SHEL PLC	P	09/04/12	06/10/13
e	BRISTOL-MYERS SQUIBB CO	P	05/31/12	06/10/13
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	7,388.		7,001.	387.
b	3,517.		3,891.	<374.>
c	1,758.		1,703.	55.
d	3,398.		3,586.	<188.>
e	1,894.		1,340.	554.
f	51.			51.
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				387.
b				<374.>
c				55.
d				<188.>
e				554.
f				51.
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	<2,569.>
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

223591
05-01-12

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

SOURCE	AMOUNT
MERRILL LYNCH # 106	201.
MERRILL LYNCH # 108	6.
MERRILL LYNCH # 110	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	210.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH # 106	6,269.	0.	6,269.
MERRILL LYNCH # 108	6,638.	0.	6,638.
MERRILL LYNCH # 110	7,755.	0.	7,755.
MULTI-MANAGER TEI PORTFOLIO LLC	51.	51.	0.
TOTAL TO FM 990-PF, PART I, LN 4	20,713.	51.	20,662.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MULTI-MANAGER TEI PORTFOLIO	13,822.	13,822.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	13,822.	13,822.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	131.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	131.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	3,715.	3,715.	0.	0.
MULTI-MANAGER TEI PORTFOLIO LLC	172.	172.	0.	0.
TO FORM 990-PF, PG 1, LN 23	3,887.	3,887.	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VARIOUS STOCKS & MUTUAL FUNDS	COST	722,835.	762,565.
TOTAL TO FORM 990-PF, PART II, LINE 13		722,835.	762,565.

Merrill Lynch

FAO BOLTON FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		0 82	0 82			
5,461	ML BANK DEPOSIT PROGRAM	01/03/13	5,461 00	5,461 00			2 73
13,075	PREFERRED DEPOSIT	06/20/12	13,075 00	13,075 00			19 61
	Total Cash and Money Funds		**18,536.82**	**18,536.82**			**22.34**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
730	ISHARES GOLD TR	10/15/08	6,596.54	8,752 70	2,156 16	
169	MARKET VECTORS ETF TR GOLD MINERS ETF	02/12/09	6,085.54	4,138 81	(1,946 73)	79.00
44	SPDR GOLD TRUST	07/29/10	4,991 27	5,240 84	249 57	
681	PRUDENTIAL JENNISON HEALTH SCIENCES FD CL Z	04/25/13	24,992 70	25,305 96	313.26	
	.1990 Fractional Share	04/25/13	7.30	7 39	0 09	
4,882	RS FLOATING RATE FUND CL Y	10/01/12	49,991 68	49,894 04	(97 64)	2,510 00
	8130 Fractional Share	10/01/12	8 33	8 31	(0 02)	1 00
465	IVY SCIENCE AND TECHNOLOGY FUND CL I	04/25/13	19,971.75	21,148 20	1,176 45	

Merrill Lynch

FAO BOLTON FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
	6580 Fractional Share	04/25/13	28 26	29 93	1 67	
16,152	LORD ABBETT SHORT DURATION INCOME FD CL F	10/01/12	74,999 04	73,653 12	(1,345 92)	2,859 00
	2060 Fractional Share	04/25/13	0.96	0 94	(0 02)	1 00
3,086	TEMPLETON GLBL BOND FD ADV CL	04/25/11	42,680 26	39,840 26	(2,840 00)	2,306 00
	9850 Fractional Share	04/25/11	13 65	12 72	(0 93)	1 00
	Total Mutual Funds/Closed End Funds/UIT		**230,367.28**	**228,033.22**	**(2,334.06)**	**7,757.00**

Merrill Lynch

FAO BOLTON FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		15 14	15 14			
5,408	ML BANK DEPOSIT PROGRAM	08/13/12	5,408 00	5,408.00			2 70
	Total Cash and Money Funds		**5,423.14**	**5,423.14**			**2.70**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	ALTRIA GROUP INC	09/04/12	3,427 50	3,499 00	71 50	176 00
100	ALTRIA GROUP INC	09/19/12	3,322.54	3,499 00	176 46	176 00
50	AMAZON COM INC COM	09/13/12	12,737 50	13,884.50	1,147 00	
35	ABBVIE INC SHS	12/28/10	868 80	1,446 90	578 10	56 00
65	ABBVIE INC SHS	06/10/13	2,819 69	2,687.10	(132.59)	104 00
300	AMERICAN CAP AGY CORP	09/28/12	10,262 19	6,903.00	(3,359 19)	1,260.00
200	AMERICAN CAP AGY CORP	10/15/12	6,149 46	4,602.00	(1,547 46)	840 00
250	AMERICAN CAP AGY CORP	12/31/12	7,220 93	5,752.50	(1,468 43)	1,050.00
25	APPLE INC	09/26/12	16,590.25	9,913 25	(6,677 00)	305 00

Merrill Lynch

FAO BOLTON FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
10	APPLE INC	10/08/12	6,415 00	3,965 30	(2,449 70)	122 00
15	APPLE INC	12/07/12	7,965 75	5,947 95	(2,017 80)	183.00
10	APPLE INC	12/31/12	5,339 90	3,965 30	(1,374 60)	122.00
50	BIOGEN IDEC INC	09/04/12	7,274 00	10,760 00	3,486 00	
300	BLOOMIN BRANDS INC COMMON STOCK	09/26/12	4,484 00	7,464 00	2,980 00	
100	BRISTOL-MYERS SQUIBB CO	09/04/12	3,293 16	4,469 00	1,175 84	140 00
90	COCA COLA COM	12/28/10	2,951 79	3,609 90	658 11	101 00
40	COLGATE PALMOLIVE	12/28/10	1,625 72	2,291 60	665 88	55 00
100	DIAGEO PLC SPSD ADR NEW	09/13/12	10,838 22	11,495 00	656 78	283 00
50	ENERGIZER HLDGS INC COM	09/04/12	3,429 00	5,025.50	1,596.50	80.00
100	GLAXOSMITHKLINE PLC ADR	09/04/12	4,509 50	4,997 00	487 50	235 00
50	W W GRAINGER INCORP	09/04/12	10,326 00	12,609 00	2,283 00	186 00
100	HONEYWELL INTL INC DEL	09/04/12	5,743 00	7,934 00	2,191 00	164.00
200	HOME DEPOT INC	09/19/12	11,925 32	15,494.00	3,568 68	312 00
20	INTL BUSINESS MACHINES CORP IBM	12/28/10	2,929 03	3,822 20	893 17	76 00

Merrill Lynch

FAO BOLTON FAMILY FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
100	KRAFT FOODS GROUP INC SHS	10/08/12	4,737 10	5,587 00	849 90	200 00
50	KIMBERLY CLARK	09/04/12	4,205 00	4,857 00	652.00	162 00
25	MASTERCARD INC	09/04/12	10,578.00	14,362 50	3,784 50	61 00
40	MCDONALDS CORP COM	12/28/10	3,067.03	3,960.00	892.97	124 00
110	MICROSOFT CORP	12/28/10	3,095.88	3,799 95	704.07	102.00
60	NIKE INC CL B	12/28/10	2,604 27	3,820.80	1,216.53	51 00
50	PIONEER NATURAL RES CO	06/10/13	7,164.00	7,237.50	73.50	4 00
25	PEPSICO INC	12/28/10	1,643 91	2,044.75	400 84	57.00
45	PROCTER & GAMBLE CO	12/28/10	2,923.18	3,464 55	541 37	109.00
50	QUALCOMM INC	09/04/12	3,030 50	3,054 50	24.00	70 00
50	REGENERON PHARMACTCLS	06/10/13	12,626 00	11,244.00	(1,382 00)	
200	SALESFORCE COM INC	09/04/12	7,223 00	7,636 00	413 00	
100	SEADRILL LTD	09/04/12	4,031.00	4,074 00	43 00	352.00
100	SEADRILL LTD	09/19/12	3,964 50	4,074 00	109 50	352.00
300	SEADRILL LTD	09/26/12	11,674 83	12,222 00	547 17	1,057 00
200	SEADRILL LTD	12/06/12	7,399.16	8,148.00	748.84	704.00

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
55	STRYKER CORP	12/28/10	2,986 16	3,557 40	571 24	59 00
100	US BANCORP (NEW)	09/04/12	3,327 60	3,615 00	287 40	92 00
40	UNITED TECHS CORP COM	12/28/10	3,180 92	3,717 60	536 68	86 00
100	UNITED TECHS CORP COM	09/04/12	7,833 65	9,294 00	1,460 35	214 00
55	WAL-MART STORES INC	12/28/10	2,969 46	4,096 95	1,127 49	104 00
200	WHOLE FOODS MKT INC COM	09/13/12	9,636.70	10,296 00	659 30	80 00
100	WELLS FARGO & CO NEW DEL	09/13/12	3,437 63	4,127 00	689 34	120 00
	Total Equities		**275,787.76**	**294,327.50**	**18,539.74**	**10,186.00**
	Mutual Funds/Closed End Funds/UIT					
.85	ISHARES SILVER TR	12/28/10	2,513 46	1,612 45	(901 01)	
20	SPDR GOLD TRUST	12/28/10	2,748 32	2,382 20	(366 12)	
	Total Mutual Funds/Closed End Funds/UIT		**5,261.78**	**3,994.65**	**(1,267.13)**	**0.00**

MERRILL LYNCH CONSULTS SERVICE

June 01, 2013 - June 28, 2013

YOUR INVESTMENT MANAGER - BAHL & GAYNOR INCOME GR

We encourage you to contact your Financial Advisor whenever there are changes in your particular situation or objectives. These changes can then be discussed directly with your Investment Manager. We also encourage you to discuss your portfolio at least annually with your Investment Manager Your Financial Advisor would be pleased to arrange such discussions.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N.A.	5,743	6,075	.05	0.23	**6,459**
TOTAL ML Bank Deposit Program	5,743			0.23	**6,459**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est Annual Yield%
CASH	52.39	52 39		**52.39**		
ML BANK DEPOSIT PROGRAM	6,459.00	6,459 00	1.0000	**6,459.00**	3	.05
TOTAL		6,511.39		**6,511.39**	**3**	05

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ABBVIE INC SHS	ABBV	05/31/12	32	32 2171	1,030.95	41.3400	1,322.88	291.93	52	3 87
		06/22/12	61	32 4140	1,977.26	41.3400	2,521.74	544 48	98	3.87
Subtotal			*93*		*3,008.21*		***3,844.62***	*836.41*	***150***	*3.87*
ACCENTURE PLC SHS	ACN	02/19/13	39	74.8879	2,920.63	71 9600	**2,806.44**	(114 19)	**64**	2 25

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THE DOUGLAS AND TONYIA BOLTON

Account Number: 569-02110

YOUR EMA ASSETS

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ALTRIA GROUP INC	MO	05/31/12	66	32.2636	2,129.40	34.9900	2,309.34	179 94	117	5.03
		06/22/12	74	33.9159	2,509.78	34.9900	2,589 26	79.48	131	5 03
Subtotal			*140*		*4,639.18*		***4,898.60***	*259.42*	***248***	*5 03*
ANALOG DEVICES INC COM	ADI	05/31/12	59	36.2554	2,139.07	45.0600	2,658.54	519.47	81	3.01
		06/22/12	65	37.6798	2,449.19	45.0600	2,928 90	479.71	89	3.01
Subtotal			*124*		*4,588.26*		***5,587.44***	*999.18*	***170***	*3.01*
AT&T INC	T	05/31/12	48	34.2364	1,643.35	35.4000	1,699.20	55.85	87	5.08
		06/22/12	49	35.0900	1,719.41	35.4000	1,734.60	15.19	89	5.08
Subtotal			*97*		*3,362.76*		***3,433.80***	*71.04*	***176***	*5.08*
AUTOMATIC DATA PROC	ADP	05/31/12	22	52.3000	1,150.60	68.8600	1,514.92	364.32	39	2.52
		06/22/12	35	54.5157	1,908.05	68.8600	2,410 10	502.05	61	2.52
		03/18/13	41	64.2356	2,633.66	68 8600	2,823.26	189.60	72	2.52
Subtotal			*98*		*5,692.31*		***6,748.28***	*1,055.97*	***172***	*2 52*
BANK OF NOVA SCOTIA	BNS	06/22/12	62	51.8017	3,211.71	53.5500	**3,320.10**	108 39	**145**	4.34
BAXTER INTERNTL INC	BAX	08/15/12	47	59.5334	2,798 07	69.2700	3,255.69	457.62	93	2 82
		08/16/12	10	59.3940	593.94	69.2700	692.70	98 76	20	2.82
Subtotal			*57*		*3,392.01*		***3,948.39***	*556.38*	***113***	*2.82*
BCE INC	BCE	05/31/12	31	39.7109	1,231 04	41.0200	1,271.62	40.58	73	5.66
		06/22/12	70	40.0152	2,801.07	41.0200	2,871.40	70.33	163	5.66
Subtotal			*101*		*4,032.11*		***4,143.02***	*110.91*	***236***	*5.66*
BLACKROCK INC	BLK	05/31/12	7	170.7500	1,195 25	256.8500	1,797.95	602.70	48	2.61
		06/22/12	6	172.4900	1,034.94	256.8500	1,541.10	506.16	41	2.61
		07/09/12	10	171.2390	1,712.39	256.8500	2,568.50	856.11	68	2.61
Subtotal			*23*		*3,942.58*		***5,907.55***	*1,964.97*	***157***	*2.61*
BRISTOL-MYERS SQUIBB CO	BMY	05/31/12	44	33.5072	1,474.32	44.6900	1,966.36	492.04	62	3.13
		06/22/12	86	34.9967	3,009.72	44.6900	3,843.34	833.62	121	3.13
Subtotal			*130*		*4,484.04*		***5,809.70***	*1,325.66*	***183***	*3.13*

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YOUR EMA ASSETS

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CHEVRON CORP	CVX	05/31/12	17	98 8388	1,680 26	118 3400	2,011.78	331.52	68	3.38
		06/22/12	17	100.5600	1,709 52	118.3400	2,011.78	302.26	68	3 38
		01/18/13	21	114 6880	2,408.45	118.3400	2,485.14	76 69	84	3 38
		01/22/13	7	115.2057	806.44	118 3400	828.38	21 94	28	3 38
Subtotal			*62*		*6,604.67*		***7,337.08***	*732.41*	***248***	*3.38*
CISCO SYSTEMS INC COM	CSCO	12/12/12	240	19.8145	4,755.50	24.3350	5,840 40	1,084.90	164	2.79
		03/18/13	56	21.8314	1,222 56	24.3350	1,362.76	140.20	39	2.79
		03/18/13	6	21.8316	130.99	24 3350	146 01	15 02	5	2.79
Subtotal			*302*		*6,109 05*		***7,349.17***	*1,240.12*	***208***	*2.79*
COCA COLA COM	KO	05/31/12	50	37.5018	1,875 09	40.1100	2,005.50	130.41	56	2.79
		06/22/12	52	37.5050	1,950.26	40.1100	2,085.72	135.46	59	2.79
		06/25/12	22	37.3045	820.70	40.1100	882.42	61.72	25	2.79
Subtotal			*124*		*4,646.05*		***4,973.64***	*327 59*	***140***	*2 79*
DIGITAL RLTY TR INC	DLR	05/31/12	2	70.3400	140.68	61.0000	122.00	(18.68)	7	5 11
		06/22/12	36	73.7405	2,654.66	61.0000	2,196 00	(458.66)	113	5.11
Subtotal			*38*		*2,795.34*		***2,318.00***	*(477 34)*	***120***	*5.11*
EMERSON ELEC CO	EMR	05/31/12	53	46 8667	2,483.94	54 5400	2,890 62	406 68	87	3 00
		06/22/12	50	45.8000	2,290.00	54.5400	2,727 00	437.00	82	3.00
Subtotal			*103*		*4,773.94*		***5,617.62***	*843.68*	***169***	*3 00*
GALLAGHER ARTHUR J & CO	AJG	08/15/12	27	35 4970	958.42	43 6900	1,179 63	221.21	38	3 20
		08/16/12	23	35.6960	821.01	43.6900	1,004.87	183 86	33	3 20
		08/17/12	20	35.9315	718 63	43 6900	873.80	155.17	28	3.20
		08/20/12	15	35.9893	539 84	43.6900	655.35	115.51	21	3.20
		08/21/12	5	36.1000	180 50	43.6900	218.45	37.95	7	3.20
Subtotal			*90*		*3,218.40*		***3,932.10***	*713 70*	***127***	*3 20*

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THE DOUGLAS AND TONYIA BOLTON

Account Number: 569-02110

YOUR EMA ASSETS

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
GENERAL ELECTRIC	GE	07/26/12	121	20.6312	2,496.38	23.1900	2,805.99	309 61	92	3.27
		10/02/12	54	22.8396	1,233.34	23.1900	1,252.26	18.92	42	3 27
		10/03/12	2	22 9100	45.82	23.1900	46 38	.56	2	3.27
		12/12/12	86	21.8177	1,876.33	23 1900	1,994.34	118 01	66	3.27
		01/18/13	36	21.9638	790.70	23.1900	834.84	44.14	28	3.27
		01/22/13	12	22 1900	266 28	23.1900	278.28	12.00	10	3.27
		05/08/13	9	22.7244	204.52	23.1900	208.71	4.19	7	3.27
Subtotal			*320*		*6,913.37*		***7,420.80***	*507 43*	***247***	*3.27*
GENUINE PARTS CO	GPC	05/31/12	31	62.7816	1,946.23	78.0700	2,420.17	473.94	67	2.75
		06/22/12	31	60.9103	1,888.22	78.0700	2,420.17	531.95	67	2.75
Subtotal			*62*		*3,834.45*		***4,840.34***	*1,005.89*	***134***	*2.75*
GLAXOSMITHKLINE PLC ADR	GSK	05/31/12	41	44 1553	1,810.37	49 9700	2,048 77	238.40	97	4.69
		06/22/12	42	45.8857	1,927.20	49.9700	2,098.74	171.54	99	4.69
Subtotal			*83*		*3,737 57*		***4,147.51***	*409.94*	***196***	*4 69*
HCP INC	HCP	05/31/12	49	40.5112	1,985 05	45.4400	2,226.56	241.51	103	4.62
		06/22/12	53	42.0375	2,227.99	45.4400	2,408.32	180.33	112	4.62
		03/18/13	27	48.5218	1,310.09	45.4400	1,226.88	(83.21)	57	4.62
Subtotal			*129*		*5,523.13*		***5,861.76***	*338.63*	***272***	*4.62*
HEALTH CARE REIT INC COM	HCN	05/31/12	39	54.6820	2,132.60	67.0300	2,614.17	481.57	120	4.56
REIT		06/22/12	41	55.7665	2,286.43	67.0300	2,748 23	461.80	126	4.56
		05/16/13	8	76.9375	615 50	67.0300	536.24	(79.26)	25	4.56
Subtotal			*88*		*5,034.53*		***5,898.64***	*864.11*	***271***	*4.56*
INTEL CORP	INTC	05/31/12	103	26.0160	2,679.65	24.2300	2,495.69	(183.96)	93	3.71
		06/22/12	115	26.8046	3,082.54	24.2300	2,786.45	(296 09)	104	3 71
		10/02/12	45	22.7880	1,025 46	24.2300	1,090.35	64.89	41	3.71
		10/03/12	2	22.8600	45.72	24.2300	48.46	2.74	2	3.71
		06/10/13	51	24.9309	1,271.48	24.2300	1,235.73	(35.75)	46	3.71
Subtotal			*316*		*8,104.85*		***7,656.68***	*(448.17)*	***286***	*3.71*

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YOUR EMA ASSETS

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
JOHNSON AND JOHNSON COM	JNJ	06/25/12	52	66.3542	3,450 42	85.8600	4,464 72	1,014.30	138	3 07
		07/26/12	23	68.8891	1,584.45	85.8600	1,974.78	390.33	61	3.07
		01/18/13	19	72.9731	1,386 49	85 8600	1,631.34	244.85	51	3 07
		01/22/13	6	73.1000	438.60	85 8600	515.16	76.56	16	3 07
Subtotal			*100*		*6,859.96*		***8,586.00***	*1,726.04*	***266***	*3 07*
KIMBERLY CLARK	KMB	05/31/12	35	79 6560	2,787 96	97.1400	3,399.90	611 94	114	3 33
		06/22/12	35	81 4254	2,849.89	97 1400	3,399 90	550.01	114	3 33
Subtotal			*70*		*5,637.85*		***6,799.80***	*1,161.95*	***228***	*3.33*
KINDER MORGAN INC. DEL	KMI	05/31/12	89	33.5976	2,990 19	38 1500	3,395.35	405 16	136	3 98
		06/22/12	96	31.5360	3,027.46	38.1500	3,662.40	634 94	146	3 98
Subtotal			*185*		*6,017.65*		***7,057.75***	*1,040 10*	***282***	*3 98*
KRAFT FOODS GROUP INC *SHS*	KRFT	12/12/12	88	45.7279	4,024.06	55.8700	4,916.56	892.50	176	3.57
		12/13/12	18	46 1016	829 83	55 8700	1,005 66	175.83	36	3.57
		03/18/13	28	50.4407	1,412 34	55 8700	1,564 36	152.02	56	3 57
Subtotal			*134*		*6,266.23*		***7,486.58***	*1,220.35*	***268***	*3.57*
MATTEL INC COM	MAT	05/31/12	68	31.1216	2,116.27	45.3100	3,081.08	964.81	98	3 17
		06/22/12	71	32.1100	2,279.81	45.3100	3,217.01	937 20	103	3.17
Subtotal			*139*		*4,396.08*		***6,298.09***	*1,902.01*	***201***	*3.17*
MCDONALDS CORP COM	MCD	05/31/12	47	89.7376	4,217.67	99.0000	4,653 00	435 33	145	3 11
		06/22/12	48	88 3956	4,242.99	99 0000	4,752 00	509 01	148	3 11
Subtotal			*95*		*8,460 66*		***9,405.00***	*944.34*	***293***	*3.11*
MERCK AND CO INC SHS	MRK	05/31/12	26	37.4984	974.96	46.4500	1,207.70	232.74	45	3 70
		06/22/12	25	40 2700	1,006.75	46.4500	1,161.25	154.50	43	3 70
Subtotal			*51*		*1,981.71*		***2,368.95***	*387 24*	***88***	*3 70*
MICROSOFT CORP	MSFT	01/18/13	135	27.2083	3,673.13	34 5450	4,663 58	990.45	125	2.66
		01/22/13	45	27.3475	1,230.64	34.5450	1,554.53	323.89	42	2 66
Subtotal			*180*		*4,903.77*		***6,218.11***	*1,314.34*	***167***	*2.66*

THE DOUGLAS AND TONYIA BOLTON Account Number: 569-02110

YOUR EMA ASSETS

June 01, 2013 - June 28, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
NATIONAL RETAIL PPTYS	NNN	05/31/12	45	26 2573	1,181.58	34 4000	1,548.00	366.42	72	4 59
INC		06/22/12	51	26.7756	1,365.56	34.4000	1,754.40	388 84	81	4.59
Subtotal			*96*		*2,547.14*		***3,302.40***	*755.26*	***153***	*4.59*
NEXTERA ENERGY INC SHS	NEE	05/31/12	2	65.0250	130.05	81 4800	162.96	32.91	6	3.24
		06/22/12	28	66.7353	1,868.59	81.4800	2,281.44	412.85	74	3.24
Subtotal			*30*		*1,998.64*		***2,444.40***	*445.76*	***80***	*3.24*
NOVARTIS ADR	NVS	05/31/12	37	52.1691	1,930.26	70.7100	2,616.27	686.01	77	2.90
		06/22/12	38	54.7760	2,081.49	70.7100	2,686.98	605.49	79	2 90
Subtotal			*75*		*4,011.75*		***5,303.25***	*1,291.50*	***156***	*2.90*
ONEOK INC (OKLAHOMA)	OKE	05/31/12	67	41 8170	2,801.74	41.3100	2,767.77	(33 97)	97	3 48
		06/22/12	71	42.2600	3,000.46	41.3100	2,933.01	(67.45)	103	3.48
Subtotal			*138*		*5,802.20*		***5,700.78***	*(101 42)*	***200***	*3.48*
PHILIP MORRIS INTL INC	PM	05/31/12	27	84.9218	2,292 89	86.6200	2,338.74	45.85	92	3.92
		05/31/12	19	86.9668	1,652.37♦	86.6200	1,645.78	(6.59)	65	3.92
		06/22/12	27	86 0751	2,324.03	86.6200	2,338 74	14.71	92	3.92
Subtotal			*73*		*6,269.29*		***6,323.26***	*53.97*	***249***	*3.92*
PROCTER & GAMBLE CO	PG	05/31/12	37	62.2564	2,303.49	76 9900	2,848.63	545.14	90	3.12
		06/22/12	37	60.1300	2,224.81	76.9900	2,848.63	623.82	90	3.12
Subtotal			*74*		*4,528.30*		***5,697.26***	*1,168.96*	***180***	*3.12*
QUALCOMM INC	QCOM	05/08/13	78	64.3006	5,015.45	61 0900	4,765.02	(250.43)	110	2.29
		06/10/13	10	61.8890	618.89	61.0900	610.90	(7.99)	14	2.29
Subtotal			*88*		*5,634.34*		***5,375.92***	*(258.42)*	***124***	*2.29*
REALTY INCM CRP MD PV$1.	O	05/31/12	6	38.1200	228.72	41.9200	251.52	22.80	14	5.19
REIT		06/22/12	42	39.9414	1,677.54	41.9200	1,760.64	83.10	92	5 19
Subtotal			*48*		*1,906.26*		***2,012.16***	*105.90*	***106***	*5.19*
SOUTHERN COMPANY	SO	05/31/12	56	46.0098	2,576.55	44.1300	2,471.28	(105 27)	114	4 60
		06/22/12	58	46.4553	2,694.41	44.1300	2,559.54	(134.87)	118	4.60
Subtotal			*114*		*5,270.96*		***5,030.82***	*(240.14)*	***232***	*4.60*

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YOUR EMA ASSETS

June 01, 2013 - June 28, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
TUPPERWARE BRANDS CORP	TUP	02/19/13	27	79 1759	2,137.75	77.6900	2,097.63	(40.12)	67	3 19
		02/20/13	2	78.5250	157.05	77.6900	155 38	(1.67)	5	3.19
Subtotal			*29*		*2,294.80*		***2,253.01***	*(41.79)*	***72***	*3.19*
UNITED TECHS CORP COM	UTX	06/22/12	24	75.0016	1,800.04	92 9400	2,230 56	430.52	52	2.30
		06/25/12	13	73.9546	961.41	92.9400	1,208 22	246 81	28	2.30
Subtotal			*37*		*2,761.45*		***3,438.78***	*677 33*	***80***	*2 30*
US BANCORP (NEW)	USB	02/19/13	117	34.0605	3,985.09	36 1500	**4,229.55**	244.46	**108**	2.54
VENTAS INC	VTR	05/16/13	23	81.1534	1,866.53	69 4600	1,597 58	(268.95)	62	3.85
REIT		05/17/13	10	81.7080	817 08	69 4600	694 60	(122 48)	27	3.85
Subtotal			*33*		*2,683 61*		***2,292.18***	*(391 43)*	***89***	*3 85*
WILLIAMS COMPANIES DEL	WMB	05/31/12	78	30 6205	2,388 40	32 4700	2,532 66	144 26	110	4 34
		06/22/12	80	28.2652	2,261 22	32.4700	2,597 60	336 38	113	4 34
		07/09/12	38	28.9918	1,101 69	32.4700	1,233 86	132.17	54	4 34
Subtotal			*196*		*5,751.31*		***6,364.12***	*612.81*	***277***	*4.34*
TOTAL					204,538 20		**231,789.45**	27,251 25	**8,131**	3 51

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL	211,049.59	**238,300.84**	27,251.25		**8,134**	3.41

Notes

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

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	*Transaction Type*	*Quantity*	*Description*	*Income*	*Income Year To Date*
06/28	¤ Bank Interest		BANK DEPOSIT INTEREST	.23	

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What are the portfolio's investments (Summary)?

Holdings Summary by Investment

The Douglas & Tonyia Bolton Family Foundation (Custom 4635)

GENSPRING FAMILY OFFICES

As of June 30, 2013

Holding	Sub-Strategy	Total Cost	Market Value	% Portfolio
Multi-Strategy				
GCP SPV LTD	Multi-Strategy	$6,880.23	$4,420 55	100 00%
Total Multi-Strategy		$6,880.23	**$4,420.55**	100.00%
Grand Total		**$6,880.23**	**$4,420.55**	**100.00%**

Inception Date 12/31/2009 This is a customized assembly of accounts created for informational purposes and not necessarily reflective of an Investment Policy Statement This report may contain discretionary, non discretionary and/or reported assets Cash may include GenSpring fees accrued but not yet collected Please see the Disclosures and Definitions at the end of this report for definitions of the various Risk Capital categories and information integral to your investment decision making process Past performance is not necessarily indicative of future results The performance data herein is UNAUDITED