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 BOLICK FOUNDATION	**A Employer identification number** 56-6086348
Number and street (or P O box number if mail is not delivered to street address) Room/suite POST OFFICE BOX 307	**B** Telephone number 828-464-0311
City or town, state, and ZIP code CONOVER, NC 28613	**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)* ▶$ 9,673,764. **J** Accounting method: ☒ 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))	(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			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	277,975.	277,975.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,456,660.			
b Gross sales price for all assets on line 6a 7,486,152.				
7 Capital gain net income (from Part IV, line 2)		1,456,660.		
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	70.	70.		STATEMENT 2
12 **Total.** Add lines 1 through 11	1,734,705.	1,734,705.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	1,900.	1,900.		0.
c Other professional fees STMT 4	64,339.	64,339.		0.
17 Interest				
18 Taxes STMT 5	5,408.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	19.	19.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	71,666.	66,258.		0.
25 Contributions, gifts, grants paid	424,100.			424,100.
26 **Total expenses and disbursements** Add lines 24 and 25	495,766.	66,258.		424,100.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,238,939.			
b **Net investment income** (if negative, enter -0-)		1,668,447.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	70,460.	88,696.	88,696.
	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 STMT 7	1,170,193.	846,867.	868,462.
	b Investments - corporate stock STMT 8	5,342,313.	7,115,025.	8,007,471.
	c Investments - corporate bonds STMT 9	906,643.	677,960.	709,135.
	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)	7,489,609.	8,728,548.	9,673,764.
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 ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	5,015,033.	5,015,033.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,474,576.	3,713,515.	
	30 **Total net assets or fund balances**	7,489,609.	8,728,548.	
	31 **Total liabilities and net assets/fund balances**	7,489,609.	8,728,548.	

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	7,489,609.
2	Enter amount from Part I, line 27a	2	1,238,939.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,728,548.
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	8,728,548.

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	PUBLICLY TRADED SECURITIES			
b				
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	7,486,152.		6,029,492.	1,456,660.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				1,456,660.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,456,660.
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	433,000.	8,575,559.	.050492
2010	407,900.	8,772,032.	.046500
2009	389,550.	8,357,424.	.046611
2008	535,163.	7,863,434.	.068057
2007	535,765.	10,797,638.	.049619

2 Total of line 1, column (d)	2	.261279
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	.052256
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,264,299.
5 Multiply line 4 by line 3	5	484,115.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,684.
7 Add lines 5 and 6	7	500,799.
8 Enter qualifying distributions from Part XII, line 4	8	424,100.

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	33,369.
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	33,369.
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	33,369.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,120.		
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	6,120.
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	27,249.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ NC			
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 ▶ JEROME W. BOLICK Telephone no. ▶ 828-464-0311

Located at ▶ POST OFFICE BOX 307, CONOVER, NC ZIP+4 ▶ 28613

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** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JEROME W. BOLICK POST OFFICE BOX 307 CONOVER, NC 28613	TRUSTEE 1.20	0.	0.	0.
LINDA B. BOLICK POST OFFICE BOX 307 CONOVER, NC 28613	TRUSTEE 0.05	0.	0.	0.
JUDITH L. BOLICK POST OFFICE BOX 307 CONOVER, NC 28613	TRUSTEE 0.05	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

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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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,300,553.
b	Average of monthly cash balances	1b	104,827.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,405,380.
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	9,405,380.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,081.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,264,299.
6	**Minimum investment return.** Enter 5% of line 5	6	463,215.

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	463,215.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 33,369.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	33,369.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	429,846.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	429,846.
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	429,846.

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	424,100.
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	424,100.
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	424,100.

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				429,846.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			420,876.	
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: ▶ $ 424,100.				
a Applied to 2011, but not more than line 2a			420,876.	
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				3,224.
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				426,622.
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				

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN FURNITURE HALL OF FAME PO BOX 2011 HIGH POINT, NC 27261	N/A	PUBLIC	GENERAL OPERATING FUND	250.
AMERICAN HEART ASSOCIATION 222 S CHURCH ST STE 303 CHARLOTTE, NC 28202	N/A	PUBLIC	GENERAL OPERATING FUND	2,500.
BAPTIST CHILDREN'S HOME OF NC PO BOX 338 THOMASVILLE, NC 27361	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
BILLY GRAHAM EVANGELISTIC ASSOCIATION PO BOX 668886 CHARLOTTE, NC 28266	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				424,100.
b Approved for future payment				
LENOIR-RHYNE UNIVERSITY 625 7TH AVE NE HICKORY, NC 28601	N/A	PUBLIC	CAPITAL CAMPAIGN	225,000.
UNIVERSITY CHRISTIAN HIGH SCHOOL 215 5TH AVE SE CONOVER, NC 28613	N/A	PUBLIC	GENERAL OPERATING FUND	10,000.
AMERICAN HEART ASSOCIATION 222 S CHURCH ST STE 303 CHARLOTTE, NC 28202	N/A	PUBLIC	GENERAL OPERATING FUND	2,500.
Total ▶ 3b				237,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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					
4 Dividends and interest from securities			14	277,975.	
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	70.	
8 Gain or (loss) from sales of assets other than inventory			18	1,456,660.	
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.		1,734,705.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	1,734,705.

(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).
	N/A

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

Jerome W. Bolick | 10-25-2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KEVIN EVANS	KEVIN EVANS	08/08/13		P00128279
Firm's name ▶ MAST, EVANS & ISENHOUR, L.L.P.			Firm's EIN ▶ 56-1758856	
Firm's address ▶ P O BOX 1029 CONOVER, NC 28613-1029			Phone no. 828-464-2812	

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
CATAWBA COUNTY PARENTING NETWORK 1007 1ST AVE S CONOVER, NC 28613	N/A	PUBLIC	GENERAL OPERATING FUND	3,000.
CATAWBA MEDICAL FOUNDATION 810 FAIRGROVE CHURCH RD SE HICKORY, NC 28602	N/A	PUBLIC	WOMEN IN PHILANTHROPY	500.
CATAWBA SCIENCE CENTER 243 3RD AVE NE HICKORY, NC 28601	N/A	PUBLIC	SCIENCE DISCOVERY ENDOWMENT FUND	10,000.
CATAWBA VALLEY AMERICAN RED CROSS PO BOX 1329 HICKORY, NC 28603	N/A	PUBLIC	GENERAL OPERATING FUND	3,000.
CHILDREN'S ADVOCACY CENTER OF CATAWBA COUNTY PO BOX 669 NEWTON, NC 28658	N/A	PUBLIC	GENERAL OPERATING FUND	3,000.
CONCORDIA CHRISTIAN DAY SCHOOL 215 5TH AVE SE CONOVER, NC 28613	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
CONCORDIA LUTHERAN CHURCH 216 5TH AVE SE CONOVER, NC 28613	N/A	PUBLIC	BELIZE MISSION TRIP	500.
CONCORDIA LUTHERAN CHURCH 216 5TH AVE SE CONOVER, NC 28613	N/A	PUBLIC	GENERAL OPERATING FUND	50,000.
CONCORDIA SEMINARY, ST. LOUIS 801 SEMINARY PLACE ST LOUIS, MO 63105	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
CONCORDIA THEOLOGICAL SEMINARY, FT. WAYNE 6600 N CLINTON ST FORT WAYNE, IN 46897	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
Total from continuation sheets				414,350.

223631
05-01-12

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
EASTERN CATAWBA COOPERATIVE CHRISTIAN MINISTRY PO BOX 31 NEWTON, NC 28658	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
FAMILY CARE CENTER OF CATAWBA VALLEY 2875 HIGHLAND AVE NE HICKORY, NC 28601	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
GATEWAY INTERNATIONAL MISSIONS 4128 RINK DAM RD TAYLORSVILLE, NC 28681	N/A	PUBLIC	GENERAL OPERATING FUND	10,000.
GOOD SHEPHERD LUTHERAN CHURCH PO BOX 2090 CHEIFLAND, FL 32644	N/A	PUBLIC	GENERAL OPERATING FUND	3,000.
HOSPITALITY HOUSE 121 5TH AVE NE HICKORY, NC 28601	N/A	PUBLIC	SPONSORSHIP	200.
INDEPENDENT COLLEGE FUND OF NC 879-A WASHINGTON ST RALEIGH, NC 27605	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
KAIROS COMMUNICATION SERVICE INTERNATIONAL PO BOX 7569 ALHAMBRA, CA 91802	N/A	PUBLIC	GENERAL OPERATING FUND	500.
LENOIR RHYNE UNIVERSITY 625 7TH AVE NE HICKORY, NC 28601	N/A	PUBLIC	CAPITAL CAMPAIGN	175,000.
LENOIR-RHYNE UNIVERSITY 625 7TH AVE NE HICKORY, NC 28601	N/A	PUBLIC	BUSINESS COUNCIL	2,000.
LUTHERAN HOUR FLOAT COMMITTEE PO BOX 1163 MONROVIA, CA 91017	N/A	PUBLIC	GENERAL OPERATING FUND	250.
Total from continuation sheets				

223631
05-01-12

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
LUTHERAN HOUR MINISTRIES 660 MASON RIDGE CENTER DR ST LOUIS, MO 63141	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
LUTHERANS FOR LIFE 1120 SOUTH G AVE NEVADA, IA 50201	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
MILL NECK FOUNDATION PO BOX 100 MILL NECK, NY 11765	N/A	PUBLIC	LUTHERAN SCHOOL FOR THE DEAF	1,000.
NATIONAL RIGHT TO LIFE EDUCATIONAL TRUST FUND 512 10TH ST NW WASHINGTON, DC 20004	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
NC CENTER FOR PUBLIC POLICY RESEARCH PO BOX 430 RALEIGH, NC 27602	N/A	PUBLIC	GENERAL OPERATING FUND	500.
NEWTON CONOVER AUDITORIUM AUTHORITY 60 WEST 6TH ST NEWTON, NC 28658	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
NEWTON DEPOT AUTHORITY PO BOX 267 NEWTON, NC 28658	N/A	PUBLIC	GOLDEN SPIKE CAMPAIGN	15,000.
PALLIATIVE CARECENTER & HOSPICE OF CATAWBA VALLEY 3975 ROBINSON RD NEWTON, NC 28658	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
PIEDMONT COUNCIL BOY SCOUTS OF AMERICA 1222 E FRANKLIN BLVD GASTONIA, NC 28053	N/A	PUBLIC	GENERAL OPERATING FUND	150.
PIEDMONT COUNCIL BOY SCOUTS OF AMERICA 1222 E FRANKLIN BLVD GASTONIA, NC 28053	N/A	PUBLIC	FRIENDS OF SCOUTING	10,000.
Total from continuation sheets				

223631
05-01-12

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
PREGNANCY CARE CENTER OF CATAWBA VALLEY PO BOX 9423 HICKORY, NC 28603	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
RAPE CRISIS CENTER OF CATAWBA COUNTY 260 1ST AVE NW STE 228 HICKORY, NC 28601	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
SOUTHEASTERN DISTRICT - LCMS 6315 GROVEDALE DRIVE ALEXANDRIA, VA 22310	N/A	PUBLIC	LCMS WORLD MISSION	5,000.
THE CORNER TABLE PO BOX 1051 NEWTON, NC 28658	N/A	PUBLIC	GENERAL OPERATING FUND	500.
THE NRA FOUNDATION PO BOX 1546 MERRIFIELD, VA 22116	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL 14280 COLLECTIONS CENTER DR CHICAGO, IL 60693	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
THE SALVATION ARMY PO BOX 1167 HICKORY, NC 28603	N/A	PUBLIC	CHRISTMAS FUND	250.
TRI-CITY CHRISTIAN SCHOOL PO BOX 1690 CONOVER, NC 28613	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
TRINITY LUTHERAN CHURCH, FT. LAUDERDALE 11 SW 11TH ST FT LAUDERDALE, FL 33315	N/A	PUBLIC	GENERAL OPERATING FUND	3,000.
UNITED ARTS COUNCIL OF CATAWBA COUNTY 243 3RD AVE NE BOX 5 HICKORY, NC 28601	N/A	PUBLIC	GENERAL OPERATING FUND	500.
Total from continuation sheets				

223631
05-01-12

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
UNIVERSITY CHRISTIAN HIGH SCHOOL 215 5TH AVE SE CONOVER, NC 28613	N/A	PUBLIC	GENERAL OPERATING FUND	15,000.
YADKIN BAPTIST CHURCH 2980 WILKESBORO HIGHWAY STATESVILLE, NC 28625	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
YMCA OF CATAWBA VALLEY PO BOX 2608 HICKORY, NC 28603	N/A	PUBLIC	GENERAL OPERATING FUND	1,000.
CORINTH REFORMED UNITED CHURCH OF CHRIST 150 16TH AVE NW HICKORY, NC 28601	N/A	PUBLIC	WOMEN TO WOMEN SCHOLARSHIP FUND	250.
ST. JOHN'S LUTHERAN CHURCH 2126 ST. JOHN'S CHURCH RD CONOVER, NC 28613	N/A	PUBLIC	SHORT TERM MISSIONS	250.
LCMS WORLD RELIEF AND HUMAN CARE PO BOX 66861 ST. LOUIS, MO 63166	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
YMCA OF CATAWBA VALLEY PO BOX 2608 HICKORY, NC 28603	N/A	PUBLIC	CAPITAL CAMPAIGN	10,000.
LUTHERAN THEOLOGICAL SOUTHERN SEMINARY 4201 MAIN ST COLUMBIA, SC 29203	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
CATAWBA VALLEY YOUNG LIFE PO BOX 9251 HICKORY, NC 28603	N/A	PUBLIC	GENERAL OPERATING FUND	5,000.
TURNING POINT FOR GOD PO BOX 3838 SAN DIEGO, CA 92163	N/A	PUBLIC	GENERAL OPERATING FUND	3,000.
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
HICKORY COMMUNITY THEATRE 30 3RD ST NW HICKORY, NC 28601	N/A	PUBLIC	CAPITAL CAMPAIGN	5,000.
LUTHERAN WORLD RELIEF 700 LIGHT STREET BALTIMORE, MD 21230	N/A	PUBLIC	LUTHERAN MALARIA INITIATIVE	10,000.
THE GREEN ROOM COMMUNITY THEATRE 10 SOUTH MAIN AVE NEWTON, NC 28658	N/A	PUBLIC	CAPITAL CAMPAIGN	5,000.
Total from continuation sheets				

THE BOLICK FOUNDATION 56-6086348

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WEDGE CAPITAL MANAGEMENT	277,975.	0.	277,975.
TOTAL TO FM 990-PF, PART I, LN 4	277,975.	0.	277,975.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INVESTMENT INCOME	70.	70.	
TOTAL TO FORM 990-PF, PART I, LINE 11	70.	70.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX SERVICES	1,900.	1,900.		0.
TO FORM 990-PF, PG 1, LN 16B	1,900.	1,900.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEDGE INVESTMENT MANAGEMENT FEES	58,304.	58,304.		0.
CUSTODIAN FEES	6,000.	6,000.		0.
COMMERCIAL SERVICE CHARGES	35.	35.		0.
TO FORM 990-PF, PG 1, LN 16C	64,339.	64,339.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	5,408.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,408.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	19.	19.		0.
TO FORM 990-PF, PG 1, LN 23	19.	19.		0.

FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WEDGE CAPITAL MANAGEMENT SCHEDULE	X		393,670.	395,467.
WEDGE CAPITAL MANAGEMENT SCHEDULE		X	453,197.	472,995.
TOTAL U.S. GOVERNMENT OBLIGATIONS			393,670.	395,467.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			453,197.	472,995.
TOTAL TO FORM 990-PF, PART II, LINE 10A			846,867.	868,462.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WEDGE CAPITAL MANAGEMENT SCHEDULE	7,115,025.	8,007,471.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,115,025.	8,007,471.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WEDGE CAPITAL MANAGEMENT SCHEDULE	677,960.	709,135.
TOTAL TO FORM 990-PF, PART II, LINE 10C	677,960.	709,135.

Client Appraisal

June 30, 2013

The Bolick Foundation
W00423

Shares	Security Description	Cost	Market Value	Market Value %	Yield
	CASH EQUIVALENTS				
	Cash	84,950	84,950	0.9	0.1
	EQUITIES Wells Fargo Checking Acct	3,746	3,746		
		88,696	88,696		
	BASIC MATERIALS				
3,100	Bemis Company Inc	126,213	121,334	1.3	2.7
3,600	Sonoco Products	125,970	124,452	1.3	3.6
	TOTAL	252,183	245,786	2.5	
	CAPITAL GOODS				
1,900	Carlisle Companies Inc	126,422	118,389	1.2	1.3
1,150	Dover Corp	64,713	89,309	0.9	1.8
1,450	Huntington Ingalls Inds Inc	74,576	81,896	0.8	0.7
6,250	Steelcase Inc	84,043	91,125	0.9	2.7
850	TransDigm Group Inc	123,266	133,255	1.4	
2,525	URS Corp	114,050	119,231	1.2	1.8
2,075	General Dynamics Corp	147,154	162,535	1.7	2.9
850	Lockheed Martin Corp	67,083	92,191	1.0	4.2
1,580	Northrop Grumman Corp	102,319	130,824	1.4	2.9
2,375	The ADT Corporation	83,870	94,644	1.0	1.3

Please compare the information provided in our statement with the statement you receive directly from your custodian

Client Appraisal

June 30, 2013

The Bolick Foundation
W00423

Shares	Security Description	Cost	Market Value	Market Value %	Yield
1,650	Tyco International Ltd	33,745	54,368	0.6	1.9
1,500	3M Company	119,389	164,025	1.7	2.3
	TOTAL	1,140,630	1,331,790	13.8	
	CONSUMER DURABLES				
4,975	Brunswick Corp	162,729	158,951	1.6	0.2
2,050	Harley-Davidson Inc	77,599	112,381	1.2	1.5
1,600	Delphi Automotive plc	76,792	81,104	0.8	1.3
	TOTAL	317,120	352,436	3.6	
	CONSUMER SERVICES				
2,050	Wyndham Worldwide Corp	130,741	117,322	1.2	2.0
3,525	Hyatt Hotels Corp	133,588	142,269	1.5	
	TOTAL	264,329	259,591	2.7	
	CONSUMER STAPLES				
2,250	Darden Restaurants Inc	113,057	113,580	1.2	4.4
1,750	Harris Teeter Supermarkets	74,259	82,005	0.8	1.3
1,200	Hillshire Brands Co	41,857	39,696	0.4	1.5

Please compare the information provided in our statement with the statement you receive directly from your custodian

Client Appraisal

June 30, 2013

The Bolick Foundation

W00423

Shares	Security Description	Cost	Market Value	Market Value %	Yield
1,200	Kimberly-Clark Corp	66,073	116,568	1.2	3.3
4,225	Sysco Corp	146,616	144,326	1.5	3.3
1,725	Kraft Foods Group Inc	80,668	96,376	1.0	3.6
3,125	Mondelez Intl Inc	77,230	89,156	0.9	1.8
	TOTAL	599,761	681,707	7.0	
	ENERGY				
1,650	Apache Corp	134,798	138,320	1.4	1.0
850	Energen Corp	43,310	44,421	0.5	1.1
1,950	Murphy Oil Corp	125,785	118,736	1.2	2.1
2,750	QEP Resources Inc.	85,997	76,395	0.8	0.3
1,150	Seacor Holdings Inc	86,125	95,508	1.0	
2,434	BP plc	110,103	101,595	1.1	5.2
2,000	Royal Dutch Shell plc	97,483	127,600	1.3	4.8
	TOTAL	683,601	702,574	7.3	
	FINANCIALS				
1,800	American International	81,367	80,460	0.8	
13,500	Bank of America Corp	142,884	173,610	1.8	0.3
3,200	Capstead Mortgage Corp	41,716	38,720	0.4	10.2
3,600	CBL & Assoc Pptys Inc	89,538	77,112	0.8	4.3

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
1,450	City Natl Corp	83,708	91,887	1.0	1.6
9,500	Duke Realty Corp	166,342	148,105	1.5	4.4
1,750	Endurance Specialty Hldgs	84,896	90,038	0.9	2.5
800	EPR Properties	43,048	40,216	0.4	6.3
1,950	HCC Insurance Hldgs Inc	83,512	84,065	0.9	1.5
4,350	MFA Financial Inc	40,151	36,758	0.4	10.4
850	M&T Bank Corp	88,288	94,988	1.0	2.5
2,050	PHH Corp	43,198	41,779	0.4	
5,600	TCF Financial Corp	84,684	79,408	0.8	1.4
5,750	Allstate Corp	178,158	276,690	2.9	2.1
1,500	Berkshire Hathaway Inc	88,568	167,880	1 7	
3,850	Legg Mason Inc	113,882	119,389	1.2	1.7
8,415	Lincoln Natl Corp	219,414	306,895	3.2	1.3
2,350	MetLife Inc	66,987	107,536	1.1	2.4
	TOTAL	1,740,339	2,055,533	21.3	

HEALTH

2,075	Cigna Corp	134,037	150,417	1.6	0.1
2,200	HCA Holdings Inc	80,519	79,332	0.8	
1,100	Life Technologies Corp	72,686	81,400	0.8	

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WEDGE Capital Management L.L.P.

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
1,183	Sanofi-Aventis	47,991	60,936	0.6	2.4
2,569	UnitedHealth Group Inc	131,654	168,218	1.7	1.7
	TOTAL	466,886	540,303	5.6	
	INDUSTRIAL SERVICES				
3,566	Republic Svcs Inc	112,557	121,030	1.3	2.8
	RETAIL				
2,500	Nordstrom Inc	114,340	149,850	1.5	2.0
1,900	Lowe's Cos Inc	36,658	77,710	0.8	1.8
3,500	Walgreen Co	133,170	154,700	1.6	2.9
1,550	Wal-Mart Stores Inc	77,173	115,460	1.2	2.5
	TOTAL	361,342	497,720	5.1	
	TECHNOLOGY				
3,500	Computer Sciences Corp	168,910	153,195	1.6	1.8
1,500	Comtech Telecommunications	37,081	40,335	0.4	4.1

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
5,050	Convergys Corp	84,668	88,022	0.9	1.4
7,025	Western Union Co	103,624	120,198	1.2	2.9
	TOTAL	**394,282**	**401,749**	**4.2**	
	TRANSPORTATION				
1,675	FedEx Corp	123,906	165,122	1.7	0.6
5,000	Werner Enterprises Inc	117,617	120,850	1.2	0.8
	TOTAL	**241,523**	**285,972**	**3.0**	
	UTILITIES				
3,575	Great Plains Energy Inc	83,865	80,581	0.8	3.9
2,700	PG&E Corp	126,888	123,471	1.3	4.0
2,150	Pinnacle West Capital Corp	126,133	119,261	1.2	3.9
1,100	UGI Corp	43,490	43,021	0.4	2.9
3,425	Edison Intl	160,096	164,948	1.7	2.8
	TOTAL	**540,472**	**531,281**	**5.5**	
	TOTAL EQUITIES	**7,115,025**	**8,007,471**	**82.8**	

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
	FIXED INCOME				
	CORPORATE BONDS				
20,000	Alabama Power Co 6.125% 05/15/38	22,912	23,865	0.2	5.1
20,000	Allstate Corp 7.450% 05/16/19	22,761	25,232	0.3	5.9
20,000	At&T Inc 6.300% 01/15/38	17,284	22,235	0.2	5 7
25,000	Bank of America Corp 5.750% 12/01/17	25,328	27,784	0.3	5.2
25,000	Bb&T Corp 2.150% 03/22/17	25,007	25,041	0.3	2.1
30,000	Berkshire Hathaway 1.900% 01/31/17	30,500	30,319	0.3	1.9
25,000	Caterpillar Financial 2.050% 08/01/16	25,476	25,576	0.3	2.0
35,000	Chevron Corp 3.191% 06/24/23	34,624	34,830	0.4	3.2
40,000	Citigroup Inc 4.450% 01/10/17	42,663	42,832	0.4	4.2
20,000	Ge Cap Corp 3ml+75bp,1% Flr 1.025% 08/11/15	20,025	20,071	0.2	1.0
20,000	General Elec Cap Corp 5.875% 01/14/38	20,240	22,015	0.2	5.3

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
20,000	Intl Business Machines 6.220% 08/01/27	22,526	24,650	0.3	5.0
20,000	John Deere Cap 5.750% 09/10/18	24,499	23,341	0.2	4.9
10,000	Johnson & Johnson 5.950% 08/15/37	12,999	12,432	0.1	4.8
25,000	Jp Morgan Chase 6.000% 01/15/18	26,269	28,529	0.3	5.3
15,000	Lilly Eli & Co 6.570% 01/01/16	16,222	16,905	0.2	5.8
15,000	McDonalds Corp 1.875% 05/29/19	15,134	14,778	0.2	1.9
20,000	Microsoft Corp 5.300% 02/08/41	23,761	22,627	0.2	4.7
20,000	Pepsico Inc 7.900% 11/01/18	27,225	25,616	0.3	6.2
20,000	SBC Communications Inc 5.625% 06/15/16	20,932	22,375	0.2	5.0
15,000	SunTrust Bk Atlanta Mdtm 5.450% 12/01/17	15,291	16,697	0.2	4.9
15,000	Verizon Comm Inc 8.950% 03/01/39	16,898	22,411	0.2	6.0
10,000	Wal-Mart Stores 3.625% 07/08/20	10,985	10,562	0.1	3.4
35,000	Wells Fargo & Co 5.625% 12/11/17	38,694	39,784	0.4	4.9

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
10,000	1st Un Natl Bk Charlotte 6 180% 02/15/36	8,790	11,458	0.1	5.4
20,000	Conoco Inc 6.950% 04/15/29	22,345	25,474	0.3	5.5
15,000	Conoco Phillips 5.625% 10/15/16	17,524	17,107	0.2	4.9
25,000	Dominion Resources Put 8/15 5.250% 08/01/33	26,261	27,159	0.3	4.8
17,000	Verizon Comm Inc 8.750% 11/01/18	21,416	22,157	0.2	6.7
20,000	Wal-Mart Stores 6.500% 08/15/37	23,368	25,272	0.3	5.1
	TOTAL	677,960	709,135	7.3	
	GOVERNMENT OBLIGATIONS				
60,000	U S Treasury Notes 4.250% 08/15/14	62,949	62,710	0.6	4.1
	TAXABLE MUNICIPAL BONDS				
10,000	Fairfax Cty, Va Go Ser E Ba 4.150% 10/01/18	10,957	11,124	0.1	3.7
10,000	Idaho Hlth Facs Auth Etm 5.470% 09/01/16	11,298	11,371	0.1	4.8

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
20,000	Mississippi State Go 5.250% 10/01/18	21,727	23,049	0.2	4.6
25,000	Nc State Unv Rev Bab 5.927% 10/01/30	25,888	26,791	0.3	5.5
10,000	NY State Sls Tx Fgic 4.560% 10/15/13	9,833	10,120	0.1	4.5
25,000	Oregon St Go 5.892% 06/01/27	27,481	29,873	0.3	4.9
5,000	Oregon State Go 5.305% 06/01/16	5,144	5,441	0.1	4.9
10,000	Virginia State Hsg Auth 6 070% 08/01/18	12,071	11,625	0.1	5.2
20,000	Virginia State Hsg Auth 6.070% 11/01/18	21,350	23,346	0.2	5.2
30,000	Wake Cnty, Nc Qscb Bab 5.100% 06/01/27	30,232	33,748	0.3	4.5
10,000	York Cnty, SC Bab Go 5.800% 03/01/30	10,813	10,490	0.1	5.5
15,000	Chicago IL Pub Bldg Etm 6.500% 01/01/16	17,548	16,980	0.2	5.7
20,000	Gwinnett Cty, Ga W&S Sbab 5 450% 08/01/29	20,471	20,872	0.2	5.2
25,000	Lane Cnty, Or Qscb Go 4.700% 06/15/28	25,409	26,463	0.3	4.4
20,000	Lex & Richlnd Cnty, SC Sbab 5.250% 06/01/27	20,642	22,130	0.2	4.7

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
10,000	Maryland State Qscb 4.350% 08/01/25	11,428	10,770	0.1	4.0
25,000	Medical Univ SC Pr-8/15/14 5.230% 02/15/17	24,735	26,255	0.3	5.0
20,000	Nc Muni Pwr Agcy #1 Babs 6.184% 01/01/32	21,484	22,121	0.2	5.6
20,000	Nj State Tpk Auth Ambac 4.252% 01/01/16	20,474	20,461	0.2	4.2
25,000	Oregon Comm. Col. Dist. Bha 5.680% 06/30/26	26,318	29,115	0.3	4.9
15,000	Oregon Sch Brd Assn Ambac 4.668% 06/30/20	15,399	16,601	0.2	4.2
30,000	Raleigh, Nc Go 4.375% 04/01/17	30,730	30,692	0.3	4.3
5,000	Univ of S. CA Ambac 5.870% 01/01/14	5,317	5,123	0.1	5.7
25,000	White Bear Lake Minn Isd # 5.000% 02/01/20	26,448	28,435	0.3	4.4
	TOTAL	453,197	472,995	4.9	

MORTGAGE BACKED SECURITIES

1,688	Fg Pool # G18016 5.000% 10/01/19	1,755	1,788	0.0	4.7

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Shares	Security Description	Cost	Market Value	Market Value %	Yield
4,680	Fn Pool # Al3589 5.500% 09/01/26	5,161	5,155	0.1	5.0
10,063	Fn Pool # Ma0629 3.500% 01/01/21	10,685	10,554	0.1	3.3
13,001	Fn Pool # Ma0654 3.500% 02/01/21	13,805	13,595	0.1	3.3
32,305	Fn Pool # Ma0703 3.500% 04/01/21	34,222	33,772	0.3	3.3
16,368	Fn Pool # Ma0740 3.500% 05/01/21	17,441	17,144	0.2	3.3
28,518	GN Pool # 613132 (Proj. Ln. 5.500% 09/15/46	28,826	29,313	0.3	5.4
23,927	GN Pool # 634710 (Proj. Ln. 5.500% 11/15/46	23,920	24,551	0.3	5.4
101	Fh Pool # 782451 10/1 Arm 5.096% 10/01/34	104	109	0.0	4.7
30,117	Fn Pool # Ad9605 (5/1 Arm) 3.544% 08/01/40	31,546	31,732	0.3	3.4
14,423	Fn Pool # Ma0793 3.500% 07/01/21	15,239	15,083	0.2	3.3
8,302	Fn Pool # 745169 10/1 Arm 5.168% 01/01/36	8,541	8,920	0.1	4.8
52,253	Fn Pool # 745935 Dus 5.682% 08/01/16	56,137	57,697	0.6	5.1

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1,894	Fn Pool # 817509 Arm 5.178% 09/01/35	1,952	2,036	0.0	4.8
59,956	Fn Pool # 888267 Dus 5.679% 02/01/17	65,395	65,537	0.7	5.2
14,228	Fn Pool # 958548 5.270% 04/01/19	15,992	15,771	0.2	4.8
	TOTAL	330,721	332,757	3.4	
	TOTAL FIXED INCOME	1,524,827	1,577,597	16.3	
	Grand Total	8,724,802	9,670,018	100.0	
	Wells Fargo Checking Acct	3,746	3,746		
	Adjusted Grand Totals	8,728,548	9,673,764		

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