Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 **, and ending** JUN 30, 2014

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 or province, country, and ZIP or foreign postal 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 ☒ 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)* ▶$ 921,875.

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				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	36.	36.		STATEMENT 1
	4	Dividends and interest from securities	21,357.	21,357.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	51,814.			
	b	Gross sales price for all assets on line 6a 537,353.				
	7	Capital gain net income (from Part IV, line 2)		51,814.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	73,207.	73,207.	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 3	138.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 4	5,381.	5,381.	0.	0.
	24	**Total operating and administrative expenses** Add lines 13 through 23	5,519.	5,381.	0.	0.
	25	Contributions, gifts, grants paid	7,840.			7,840.
	26	**Total expenses and disbursements.** Add lines 24 and 25	13,359.	5,381.	0.	7,840.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	59,848.			
	b	**Net investment income** (if negative, enter -0-)		67,826.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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	42,041.	74,512.	74,512.
	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 5	722,835.	750,212.	847,363.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	764,876.	824,724.	921,875.
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	764,876.	824,724.	
	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**	764,876.	824,724.	
	31	**Total liabilities and net assets/fund balances**	764,876.	824,724.	

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	764,876.
2	Enter amount from Part I, line 27a	2	59,848.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	824,724.
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	824,724.

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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	537,353.		485,539.	51,814.

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				51,814.

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	51,814.
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))
2012	8,650.	779,939.	.011091
2011	122,797.	846,003.	.145150
2010	56,361.	908,035.	.062069
2009	16,300.	832,869.	.019571
2008	54,153.	844,618.	.064115

2 Total of line 1, column (d)	2	.301996
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	.060399
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	855,540.
5 Multiply line 4 by line 3	5	51,674.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	678.
7 Add lines 5 and 6	7	52,352.
8 Enter qualifying distributions from Part XII, line 4	8	7,840.

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 **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	1,357.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,357.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,357.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	661.		
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	661.
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	696.
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 2014 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 the 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 2013 or the taxable year beginning in 2013 (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

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

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

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2013, 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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013)*	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 2013?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
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

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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	815,339.
b	Average of monthly cash balances			1b	53,230.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	868,569.
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	868,569.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	13,029.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	855,540.
6	**Minimum investment return.** Enter 5% of line 5			6	42,777.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	42,777.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,357.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,357.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	41,420.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	41,420.
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	41,420.

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	7,840.
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	7,840.
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	7,840.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				41,420.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011 64,126.				
e From 2012				
f Total of lines 3a through e	64,126.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 7,840.				
a Applied to 2012, 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 2013 distributable amount				7,840.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	33,580.			33,580.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,546.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	30,546.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 30,546.				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(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 address 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*				
ARTS CENTER OF COASTAL CAROLINA 14 SHELTER COVE LANE HILTON HEAD, SC 29928		501(C)(3)	CHARITABLE	740.
HABITAT FOR HUMANITY 3815 LATROBE DRIVE CHARLOTTE, NC 28211		501(C)(3)	CHARITABLE	2,700.
HILTON HEAD BOYS & GIRLS CLUBS 151 GUMTREE RD PO BOX 22267 HILTON HEAD, SC 29925		501(C)(3)	CHARITABLE	2,400.
HILTON HEAD HUMANE ASSOCIATION 10 HUMANE WAY HILTON HEAD, SC 29926		501(C)(3)	CHARITABLE	2,000.
Total			▶ 3a	7,840.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36.	
4 Dividends and interest from securities			14	21,357.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	51,814.	
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.		73,207.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 73,207.

(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
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

Date 11/14/14

Title Secretary

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		10/23/14		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

THE DOUGLAS AND TONYIA BOLTON
FAMILY FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
20-8030196 PAGE 1 OF 14

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	TEMPLETON GLBL BOND FD	P	04/25/11	02/13/14
b	COCA COLA	P	12/28/10	08/15/13
c	MCDONALDS CORP	P	12/28/10	08/15/13
d	PEPSICO INC	P	12/28/10	08/15/13
e	PROCTER & GAMBLE	P	12/28/10	08/15/13
f	WAL-MART STORES INC	P	12/28/10	08/15/13
g	ALTRIA GROUP INC	P	09/04/12	08/15/13
h	ALTRIA GROUP INC	P	09/19/12	08/15/13
i	KRAFT FOODS GROUP INC	P	10/08/12	08/15/13
j	KIMBERLY CLARK	P	09/04/12	08/15/13
k	INTL BUSINESS MACHINES	P	12/28/10	09/10/13
l	MICROSOFT CORP	P	12/28/10	09/10/13
m	US BANCORP	P	09/04/12	09/10/13
n	QUALCOMM INC	P	09/04/12	10/07/13
o	AMERICAN CAP AGY CORP	P	09/28/12	11/04/13

	(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	39,730.		42,694.	<2,964.>
b	3,520.		2,952.	568.
c	3,814.		3,067.	747.
d	2,033.		1,644.	389.
e	3,626.		2,923.	703.
f	4,091.		2,969.	1,122.
g	3,456.		3,428.	28.
h	3,456.		3,323.	133.
i	5,362.		4,737.	625.
j	4,796.		4,205.	591.
k	3,747.		2,929.	818.
l	3,538.		3,096.	442.
m	3,673.		3,328.	345.
n	3,315.		3,031.	284.
o	6,525.		10,262.	<3,737.>

	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				<2,964.>
b				568.
c				747.
d				389.
e				703.
f				1,122.
g				28.
h				133.
i				625.
j				591.
k				818.
l				442.
m				345.
n				284.
o				<3,737.>

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	

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	AMERICAN CAP AGY CORP	P	10/15/12	11/04/13
b	AMERICAN CAP AGY CORP	P	12/31/12	11/04/13
c	BRISTOL-MYERS SQUIBB CO	P	09/04/12	12/09/13
d	DIAGEO PLC SPSD ADR	P	09/13/12	12/09/13
e	BLOOMIN BRANDS INC	P	09/26/12	02/14/14
f	WW GRAINGER INC	P	09/04/12	02/14/14
g	SEADRILL LTD	P	09/04/12	02/14/14
h	SEADRILL LTD	P	09/19/12	02/14/14
i	SEADRILL LTD	P	09/26/12	02/14/14
j	SEADRILL LTD	P	12/06/12	02/14/14
k	WHOLE FOODS MKT INC	P	09/13/12	02/14/14
l	TWENTY-FIRST CENTURY	P	09/10/13	02/14/14
m	COLGATE PALMOLIVE	P	12/28/10	03/26/14
n	ABB LTD	P	02/14/14	03/26/14
o	NIKE INC	P	12/28/10	03/27/14

	(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	4,350.		6,149.	<1,799.>
b	5,438.		7,221.	<1,783.>
c	5,082.		3,293.	1,789.
d	12,618.		10,838.	1,780.
e	6,822.		4,484.	2,338.
f	12,136.		10,326.	1,810.
g	3,587.		4,031.	<444.>
h	3,587.		3,965.	<378.>
i	10,761.		11,675.	<914.>
j	7,174.		7,399.	<225.>
k	10,584.		9,637.	947.
l	6,360.		6,466.	<106.>
m	2,567.		1,626.	941.
n	5,025.		5,069.	<44.>
o	4,396.		2,604.	1,792.

	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				<1,799.>
b				<1,783.>
c				1,789.
d				1,780.
e				2,338.
f				1,810.
g				<444.>
h				<378.>
i				<914.>
j				<225.>
k				947.
l				<106.>
m				941.
n				<44.>
o				1,792.

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	

323591
05-01-13

THE DOUGLAS AND TONYIA BOLTON FAMILY FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
20-8030196 PAGE 3 OF 14

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	INGERSOLL-RAND PLC	P	12/28/10	03/28/14
b	SAP AG SHS	P	12/09/13	04/04/14
c	AMAZON COM INC	P	09/13/12	05/07/14
d	FLOUR CORP	P	11/04/13	05/07/14
e	VERTEX PHARMCTLS INC	P	02/14/14	06/24/14
f	BANK OF NOVA SCOTIA	P	06/22/12	07/05/13
g	BANK OF NOVA SCOTIA	P	06/22/12	07/08/13
h	ACCENTURE PLC	P	02/19/13	07/05/13
i	ANALOG DEVICES INC	P	05/31/12	08/21/13
j	BLACKROCK INC	P	05/31/12	08/02/13
k	BLACKROCK INC	P	06/22/12	08/02/13
l	BLACKROCK INC	P	06/22/12	08/05/13
m	DIGITAL RLTY TR INC	P	05/31/12	08/02/13
n	DIGITAL RLTY TR INC	P	06/22/12	08/02/13
o	DIGITAL RLTY TR INC	P	06/22/12	08/05/13

	(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	5,665.		5,664.	1.
b	8,067.		8,208.	<141.>
c	14,509.		12,738.	1,771.
d	7,468.		7,502.	<34.>
e	4,874.		4,130.	744.
f	2,825.		2,797.	28.
g	422.		414.	8.
h	2,859.		2,921.	<62.>
i	2,348.		1,813.	535.
j	2,002.		1,195.	807.
k	286.		172.	114.
l	1,139.		690.	449.
m	109.		141.	<32.>
n	1,253.		1,696.	<443.>
o	706.		959.	<253.>

	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				1.
b				<141.>
c				1,771.
d				<34.>
e				744.
f				28.
g				8.
h				<62.>
i				535.
j				807.
k				114.
l				449.
m				<32.>
n				<443.>
o				<253.>

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	

323591
05-01-13

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	NATIONAL RETAIL PPTYS	P	05/31/12	08/21/13
b	NATIONAL RETAIL PPTYS	P	05/31/12	08/22/13
c	NATIONAL RETAIL PPTYS	P	06/22/12	08/22/13
d	NATIONAL RETAIL PPTYS	P	06/22/12	08/23/13
e	UNITED TECHS CORP	P	06/22/12	08/21/13
f	UNITED TECHS CORP	P	06/25/12	08/21/13
g	GENUINE PARTS CO	P	05/31/12	09/13/13
h	GENUINE PARTS CO	P	05/31/12	09/16/13
i	KINDER MORGAN INC	P	05/31/12	09/13/13
j	KIMBERLY CLARK	P	06/22/12	09/13/13
k	BRISTOL-MYERS SQUIBB CO	P	05/31/12	11/20/13
l	BRISTOL-MYERS SQUIBB CO	P	06/22/12	11/20/13
m	SOUTHERN COMPANY	P	05/31/12	11/20/13
n	SOUTHERN COMPANY	P	06/22/12	11/20/13
o	AUTOMATIC DATA PROC	P	05/31/12	12/10/13

	(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	1,123.		945.	178.
b	278.		236.	42.
c	835.		723.	112.
d	753.		643.	110.
e	2,445.		1,800.	645.
f	1,324.		961.	363.
g	1,036.		816.	220.
h	321.		251.	70.
i	3,130.		2,990.	140.
j	985.		883.	102.
k	2,270.		1,474.	796.
l	258.		175.	83.
m	2,330.		2,577.	<247.>
n	2,414.		2,694.	<280.>
o	1,099.		732.	367.

	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				178.
b				42.
c				112.
d				110.
e				645.
f				363.
g				220.
h				70.
i				140.
j				102.
k				796.
l				83.
m				<247.>
n				<280.>
o				367.

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	

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	AUTOMATIC DATA PROC	P	05/31/12	12/11/13
b	AUTOMATIC DATA PROC	P	06/22/12	12/11/13
c	KINDER MORGAN INC	P	06/22/12	12/10/13
d	KINDER MORGAN INC	P	06/22/12	12/11/13
e	AT&T INC	P	05/31/12	01/13/14
f	AT&T INC	P	05/31/12	01/13/14
g	EMERSON ELEC CO	P	05/31/12	12/31/13
h	KIMBERLY CLARK	P	05/31/12	01/13/14
i	KIMBERLY CLARK	P	05/31/12	01/14/14
j	MCDONALDS CORP	P	05/31/12	01/13/14
k	MCDONALDS CORP	P	05/31/12	01/14/14
l	WILLIAMS COMPANIES	P	05/31/12	12/31/13
m	AT&T INC	P	05/31/12	02/11/14
n	AT&T INC	P	06/22/12	02/11/14
o	BRISTOL-MYERS SQUIBB CO	P	06/22/12	02/11/14

	(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	622.		418.	204.
b	933.		654.	279.
c	1,681.		1,608.	73.
d	556.		536.	20.
e	466.		479.	<13.>
f	731.		753.	<22.>
g	140.		94.	46.
h	209.		159.	50.
i	314.		239.	75.
j	474.		449.	25.
k	1,713.		1,615.	98.
l	193.		153.	40.
m	395.		411.	<16.>
n	1,614.		1,719.	<105.>
o	1,578.		1,050.	528.

	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				204.
b				279.
c				73.
d				20.
e				<13.>
f				<22.>
g				46.
h				50.
i				75.
j				25.
k				98.
l				40.
m				<16.>
n				<105.>
o				528.

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	

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	ONE GAS INC	P	05/31/12	02/11/14
b	ONE GAS INC	P	05/31/12	02/12/14
c	ONE GAS INC	P	06/22/12	02/12/14
d	ALTRIA GROUP INC	P	05/31/12	03/04/14
e	ABBVIE INC	P	05/31/12	03/04/14
f	ABBVIE INC	P	06/22/12	03/04/14
g	AT&T INC	P	05/31/12	02/11/14
h	AT&T INC	P	05/31/12	02/11/14
i	AT&T INC	P	06/22/12	02/11/14
j	AT&T INC	P	06/22/12	02/11/14
k	ANALOG DEVICES INC	P	05/31/12	03/04/14
l	ANALOG DEVICES INC	P	06/22/12	03/04/14
m	AUTOMATIC DATA PROC	P	06/22/12	03/04/14
n	BLACKROCK INC	P	06/22/12	03/04/14
o	BLACKROCK INC	P	07/09/12	03/04/14

	(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	230.		148.	82.
b	292.		191.	101.
c	583.		386.	197.
d	37.		32.	5.
e	1,648.		1,031.	617.
f	3,142.		1,977.	1,165.
g	395.		411.	<16.>
h	395.		411.	<16.>
i	1,614.		1,719.	<105.>
j	1,614.		1,719.	<105.>
k	460.		326.	134.
l	3,322.		2,449.	873.
m	1,800.		1,254.	546.
n	306.		172.	134.
o	3,059.		1,712.	1,347.

	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				82.
b				101.
c				197.
d				5.
e				617.
f				1,165.
g				<16.>
h				<16.>
i				<105.>
j				<105.>
k				134.
l				873.
m				546.
n				134.
o				1,347.

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	

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	BCE INC	P	05/31/12	03/04/14
b	BCE INC	P	06/22/12	03/04/14
c	BAXTER INTL INC	P	08/15/12	03/04/14
d	BAXTER INTL INC	P	08/16/12	03/04/14
e	BRISTOL-MYERS SQUIBB CO	P	06/22/12	03/04/14
f	CHEVRON CORP	P	05/31/12	03/04/14
g	CISCO SYSTEMS INC	P	12/12/12	03/04/14
h	COCA COLA	P	05/31/12	03/04/14
i	COCA COLA	P	06/22/12	03/04/14
j	COCA COLA	P	06/25/12	03/04/14
k	EMERSON ELEC CO	P	05/31/12	03/04/14
l	EMERSON ELEC CO	P	06/22/12	03/04/14
m	GALLAGHER ARTHUR J & CO	P	08/15/12	03/04/14
n	GALLAGHER ARTHUR J & CO	P	08/16/12	03/04/14
o	GALLAGHER ARTHUR J & CO	P	08/17/12	03/04/14

	(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	1,350.		1,231.	119.
b	3,048.		2,801.	247.
c	3,251.		2,798.	453.
d	692.		594.	98.
e	2,854.		1,785.	1,069.
f	578.		494.	84.
g	5,237.		4,756.	481.
h	1,915.		1,875.	40.
i	1,992.		1,950.	42.
j	843.		821.	22.
k	3,323.		2,390.	933.
l	3,257.		2,290.	967.
m	1,261.		958.	303.
n	1,074.		821.	253.
o	934.		719.	215.

	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				119.
b				247.
c				453.
d				98.
e				1,069.
f				84.
g				481.
h				40.
i				42.
j				22.
k				933.
l				967.
m				303.
n				253.
o				215.

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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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	GALLAGHER ARTHUR J & CO	P	08/20/12	03/04/14
b	GALLAGHER ARTHUR J & CO	P	08/21/12	03/04/14
c	GLAXOSMITHKLINE PLC ADR	P	05/31/12	03/04/14
d	GLAXOSMITHKLINE PLC ADR	P	06/22/12	03/04/14
e	GENERAL ELECTRIC	P	07/26/12	03/04/14
f	GENUINE PARTS CO	P	05/31/12	03/04/14
g	GENUINE PARTS CO	P	06/22/12	03/04/14
h	HCP INC	P	05/31/12	03/04/14
i	HCP INC	P	06/22/12	03/04/14
j	HEALTH CARE REIT INC	P	05/31/12	03/04/14
k	HEALTH CARE REIT INC	P	06/22/12	03/04/14
l	INTEL CORP	P	05/31/12	03/04/14
m	INTEL CORP	P	06/22/12	03/04/14
n	INTEL CORP	P	10/02/12	03/04/14
o	INTEL CORP	P	10/03/12	03/04/14

	(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	701.		540.	161.
b	234.		180.	54.
c	2,317.		1,810.	507.
d	2,373.		1,927.	446.
e	1,534.		1,238.	296.
f	1,229.		879.	350.
g	2,721.		1,888.	833.
h	1,918.		1,978.	<60.>
i	2,074.		2,221.	<147.>
j	2,314.		2,077.	237.
k	2,433.		2,228.	205.
l	2,528.		2,680.	<152.>
m	2,822.		3,083.	<261.>
n	1,104.		1,025.	79.
o	49.		46.	3.

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				161.
b				54.
c				507.
d				446.
e				296.
f				350.
g				833.
h				<60.>
i				<147.>
j				237.
k				205.
l				<152.>
m				<261.>
n				79.
o				3.

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

THE DOUGLAS AND TONYIA BOLTON FAMILY FOUNDATION, INC.

CONTINUATION FOR 990-PF, PART IV
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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	JOHN AND JOHNSON COM	P	06/25/12	03/04/14
b	JOHN AND JOHNSON COM	P	07/26/12	03/04/14
c	JOHN AND JOHNSON COM	P	01/18/13	03/04/14
d	JOHN AND JOHNSON COM	P	01/22/13	03/04/14
e	KRAFT FOODS GROUP INC	P	12/12/12	03/04/14
f	KRAFT FOODS GROUP INC	P	12/13/12	03/04/14
g	KIMBERLY CLARK	P	05/31/12	03/04/14
h	KIMBERLY CLARK	P	06/22/12	03/04/14
i	MERCK AND CO INC	P	05/31/12	03/04/14
j	MERCK AND CO INC	P	06/22/12	03/04/14
k	MATTEL INC	P	05/31/12	03/04/14
l	MATTEL INC	P	06/22/12	03/04/14
m	MCDONALDS CORP	P	05/31/12	03/04/14
n	MCDONALDS CORP	P	06/22/12	03/04/14
o	NOVARTIS ADR	P	05/31/12	03/04/14

	(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	4,846.		3,450.	1,396.
b	2,143.		1,584.	559.
c	1,771.		1,386.	385.
d	559.		439.	120.
e	4,905.		4,024.	881.
f	1,003.		830.	173.
g	3,314.		2,390.	924.
h	3,866.		2,850.	1,016.
i	1,490.		975.	515.
j	1,432.		1,007.	425.
k	2,548.		2,018.	530.
l	2,660.		2,178.	482.
m	2,278.		2,154.	124.
n	4,555.		4,243.	312.
o	3,056.		1,930.	1,126.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				1,396.
b				559.
c				385.
d				120.
e				881.
f				173.
g				924.
h				1,016.
i				515.
j				425.
k				530.
l				482.
m				124.
n				312.
o				1,126.

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	

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	NOVARTIS ADR	P	06/22/12	03/04/14
b	NEXTERA ENERGY INC	P	05/31/12	03/04/14
c	NEXTERA ENERGY INC	P	06/22/12	03/04/14
d	ONEOK INC	P	05/31/12	02/28/14
e	ONEOK INC	P	05/31/12	03/04/14
f	ONEOK INC	P	06/22/12	03/04/14
g	PHILIP MORRIS INTL INC	P	05/31/12	03/04/14
h	PHILIP MORRIS INTL INC	P	05/31/12	03/04/14
i	PHILIP MORRIS INTL INC	P	06/22/12	03/04/14
j	PROCTER & GAMBLE	P	05/31/12	03/04/14
k	PROCTER & GAMBLE	P	06/22/12	03/04/14
l	REALTY INCM CRP	P	05/31/12	03/04/14
m	REALTY INCM CRP	P	06/22/12	03/04/14
n	US BANCORP	P	02/19/13	03/04/14
o	WILLIAMS COMPANIES	P	05/31/12	02/28/14

	(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	3,138.		2,081.	1,057.
b	193.		130.	63.
c	2,562.		1,869.	693.
d	1,891.		1,168.	723.
e	2,080.		1,278.	802.
f	4,219.		2,620.	1,599.
g	2,200.		2,293.	<93.>
h	1,548.		1,652.	<104.>
i	2,200.		2,324.	<124.>
j	2,905.		2,303.	602.
k	2,905.		2,225.	680.
l	265.		224.	41.
m	1,852.		1,643.	209.
n	4,825.		3,985.	840.
o	1,862.		1,378.	484.

	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				1,057.
b				63.
c				693.
d				723.
e				802.
f				1,599.
g				<93.>
h				<104.>
i				<124.>
j				602.
k				680.
l				41.
m				209.
n				840.
o				484.

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	

THE DOUGLAS AND TONYIA BOLTON
FAMILY FOUNDATION, INC.

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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	WILLIAMS COMPANIES	P	05/31/12	03/04/14
b	WILLIAMS COMPANIES	P	06/22/12	03/04/14
c	WILLIAMS COMPANIES	P	07/09/12	03/04/14
d	ABBVIE INC	P	12/10/13	03/04/14
e	ABBVIE INC	P	12/11/13	03/04/14
f	AGCO CORP	P	03/04/14	03/18/14
g	AUTOMATIC DATA PROC	P	03/18/13	03/04/14
h	BAXTER INTL INC	P	02/28/14	03/04/14
i	CISCO SYSTEMS INC	P	03/18/13	03/04/14
j	CISCO SYSTEMS INC	P	03/18/13	03/04/14
k	CULLEN FRST BKRS	P	07/05/13	03/04/14
l	CULLEN FRST BKRS	P	07/08/13	03/04/14
m	CULLEN FRST BKRS	P	07/09/13	03/04/14
n	CULLEN FRST BKRS	P	08/21/13	03/04/14
o	CULLEN FRST BKRS	P	08/22/13	03/04/14

	(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	1,187.		857.	330.
b	3,293.		2,261.	1,032.
c	1,611.		1,102.	509.
d	1,751.		1,774.	<23.>
e	670.		688.	<18.>
f	4,060.		4,039.	21.
g	3,209.		2,634.	575.
h	3,181.		3,193.	<12.>
i	1,222.		1,223.	<1.>
j	131.		131.	0.
k	1,192.		1,143.	49.
l	1,192.		1,153.	39.
m	894.		859.	35.
n	820.		812.	8.
o	820.		826.	<6.>

	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				330.
b				1,032.
c				509.
d				<23.>
e				<18.>
f				21.
g				575.
h				<12.>
i				<1.>
j				0.
k				49.
l				39.
m				35.
n				8.
o				<6.>

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	

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	CULLEN FRST BKRS	P	08/23/13	03/04/14
b	CULLEN FRST BKRS	P	08/26/13	03/04/14
c	CULLEN FRST BKRS	P	08/27/13	03/04/14
d	DUN & BRADSTREET	P	03/04/14	03/18/14
e	HCP INC	P	03/18/13	03/04/14
f	HEALTH CARE REIT INC	P	05/16/13	03/04/14
g	INTEL CORP	P	06/10/13	03/04/14
h	KRAFT FOODS GROUP INC	P	03/18/13	03/04/14
i	KIMBERLY CLARK	P	09/13/13	03/04/14
j	LOCKHEED MARTIN CORP	P	08/02/13	03/04/14
k	LOCKHEED MARTIN CORP	P	08/05/13	03/04/14
l	LOCKHEED MARTIN CORP	P	08/21/13	03/04/14
m	LOCKHEED MARTIN CORP	P	08/22/13	03/04/14
n	LYONDELLBASELL INDUSTRIE	P	01/13/14	03/04/14
o	LYONDELLBASELL INDUSTRIE	P	01/14/14	03/04/14

	(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	1,118.		1,133.	<15.>
b	671.		679.	<8.>
c	298.		293.	5.
d	6,136.		6,044.	92.
e	1,057.		1,307.	<250.>
f	475.		610.	<135.>
g	1,252.		1,271.	<19.>
h	1,561.		1,412.	149.
i	1,546.		1,339.	207.
j	2,150.		1,605.	545.
k	1,158.		868.	290.
l	2,977.		2,223.	754.
m	1,985.		1,487.	498.
n	179.		160.	19.
o	5,012.		4,564.	448.

	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				<15.>
b				<8.>
c				5.
d				92.
e				<250.>
f				<135.>
g				<19.>
h				149.
i				207.
j				545.
k				290.
l				754.
m				498.
n				19.
o				448.

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	

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	LYONDELLBASELL INDUSTRIE	P	01/15/14	03/04/14
b	MERCK AND CO INC	P	11/20/13	03/04/14
c	NEXTERA ENERGY INC	P	02/11/14	03/04/14
d	NEXTERA ENERGY INC	P	02/12/14	03/04/14
e	PAYCHEX INC	P	08/02/13	03/04/14
f	PAYCHEX INC	P	08/05/13	03/04/14
g	PAYCHEX INC	P	08/06/13	03/04/14
h	QUALCOMM INC	P	05/08/13	03/04/14
i	SPECTRA ENERGY CORP	P	09/13/13	03/04/14
j	SPECTRA ENERGY CORP	P	09/16/13	03/04/14
k	SPECTRA ENERGY CORP	P	12/10/13	03/04/14
l	SPECTRA ENERGY CORP	P	12/11/13	03/04/14
m	3M COMPANY	P	02/11/14	03/04/14
n	3M COMPANY	P	02/12/14	03/04/14
o	3M COMPANY	P	02/28/14	03/04/14

	(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	626.		576.	50.
b	4,240.		3,572.	668.
c	549.		552.	<3.>
d	1,373.		1,386.	<13.>
e	846.		812.	34.
f	2,116.		2,027.	89.
g	381.		365.	16.
h	2,290.		1,929.	361.
i	2,637.		2,341.	296.
j	2,034.		1,820.	214.
k	979.		872.	107.
l	1,733.		1,531.	202.
m	927.		917.	10.
n	2,517.		2,479.	38.
o	1,325.		1,348.	<23.>

	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				50.
b				668.
c				<3.>
d				<13.>
e				34.
f				89.
g				16.
h				361.
i				296.
j				214.
k				107.
l				202.
m				10.
n				38.
o				<23.>

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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THE DOUGLAS AND TONYIA BOLTON FAMILY FOUNDATION, INC.
CONTINUATION FOR 990-PF, PART IV
20-8030196 PAGE 14 OF 14

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	US BANCORP	P	08/21/13	03/04/14
b	VENTAS INC	P	05/16/13	03/04/14
c	VENTAS INC	P	05/17/13	03/04/14
d	WISCONSIN ENERGY CORP	P	11/20/13	03/04/14
e	WISCONSIN ENERGY CORP	P	11/21/13	03/04/14
f	WISCONSIN ENERGY CORP	P	11/22/13	03/04/14
g	WISCONSIN ENERGY CORP	P	11/25/13	03/04/14
h	DELTO AIR LINES INC	P	03/04/14	05/22/14
i	FIFTH THIRD BANKCORP	P	03/04/14	05/22/14
j	ROCK TENN CO	P	03/04/14	05/22/14
k	SANDISK CORP	P	03/04/14	05/22/14
l	UNITED TECHS CORP	P	03/04/14	05/22/14
m	ONE GAS INC	P	05/31/12	02/06/14
n	CAPITAL GAINS DIVIDENDS			
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	2,681.		2,400.	281.
b	1,455.		1,867.	<412.>
c	633.		817.	<184.>
d	2,468.		2,369.	99.
e	1,146.		1,095.	51.
f	1,146.		1,096.	50.
g	661.		633.	28.
h	424.		379.	45.
i	3,838.		4,093.	<255.>
j	3,392.		3,882.	<490.>
k	561.		456.	105.
l	4,935.		4,935.	0.
m	17.			17.
n	2,766.			2,766.
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				281.
b				<412.>
c				<184.>
d				99.
e				51.
f				50.
g				28.
h				45.
i				<255.>
j				<490.>
k				105.
l				0.
m				17.
n				2,766.
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	51,814.
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH # 106	27.	27.	27.
MERRILL LYNCH # 108	6.	6.	6.
MERRILL LYNCH # 110	3.	3.	3.
TOTAL TO PART I, LINE 3	36.	36.	36.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH # 106	9,237.	2,766.	6,471.	6,471.	6,471.
MERRILL LYNCH # 108	6,967.	0.	6,967.	6,967.	6,967.
MERRILL LYNCH # 110	7,919.	0.	7,919.	7,919.	7,919.
TO PART I, LINE 4	24,123.	2,766.	21,357.	21,357.	21,357.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	138.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	138.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	5,381.	5,381.	0.	0.
TO FORM 990-PF, PG 1, LN 23	5,381.	5,381.	0.	0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VARIOUS STOCKS & MUTUAL FUNDS	COST	750,212.	847,363.
TOTAL TO FORM 990-PF, PART II, LINE 13		750,212.	847,363.

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

May 31 2014 - June 30 2014

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
FIA Card Services, N A.	31 896	32,254	05	1 37	**32,309**
TOTAL ML Bank Deposit Program	31,896			1 37	**32,309**

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
Bank of America, N A.	13,086	13,086	15	1 67	**13,087**
TOTAL Preferred Deposit	13 086			1 67	**13,087**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est Annual Yield%*
CASH	1 09	1 09		**1.09**		
+ML BANK DEPOSIT PROGRAM +*FDIC INSURED NOT SIPC COVERED*	32,309 00	32,309 00	1 0000	**32,309.00**	**16**	05
+PREFERRED DEPOSIT +*FDIC INSURED NOT SIPC COVERED*	13,087 00	13,087 00	1 0000	**13,087.00**	**20**	15
TOTAL		45,397 09		**45,397.09**	**36**	08

MUTUAL FUNDS/CLOSED END FUNDS/UIT *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
ISHARES GOLD TR *SYMBOL IAU* *Initial Purchase 10/15/08* *Alternative Investments 100%*	730	6,579 58	12.8800	**9,402.40**	2,822 82	6,579	**2,822**		
IVY SCIENCE	647	30,162 48	59 6300	**38,580.61**	8,418 13	29,467	**9,112**		

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YOUR EMA ASSETS

May 31, 2014 - June 30, 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
AND TECHNOLOGY FUND CL I									
SYMBOL ISTIX Initial Purchase.04/25/13									
Equity 100%									
2540 Fractional Share		13 77	59 6300	**15.15**	1 38				
LORD ABBETT SHORT	16,152	74,999 04	4 5500	**73,491.60**	(1.507 44)	74,999	**(1,507)**	**2,762**	3 75
DURATION INCOME FD CL F									
SYMBOL LDLFX Initial Purchase·10/01/12									
Fixed Income 100%									
.2060 Fractional Share		0 96	4 5500	**.94**	(0 02)			**1**	3 75
MARKET VECTORS ETF TR	169	6,085 54	26 4500	**4,470.05**	(1,615 49)	6,085	**(1,615)**	**33**	72
GOLD MINERS ETF									
SYMBOL GDX Initial Purchase 02/12/09									
Equity 100%									
PRUDENTIAL JENNISON	943	36,881 39	47 7400	**45,018.82**	8,137 43	34,444	**10,573**		
HEALTH SCIENCES FD CL Z									
SYMBOL PHSZX Initial Purchase 04/25/13									
Equity 100%									
0830 Fractional Share		3 99	47 7400	**3.96**	(0 03)				
RS FLOATING RATE FUND	4,882	49,991 68	10 3500	**50,528.70**	537 02	49,991	**537**	**2,192**	4 33
CL Y									
SYMBOL RSFYX Initial Purchase.10/01/12									
Fixed Income 100%									
8130 Fractional Share		8 33	10 3500	**8.41**	08			**1**	4 33
SPDR GOLD TRUST	44	4,969 71	128 0400	**5,633.76**	664 05	4,969	**664**		
SYMBOL GLD Initial Purchase 07/29/10									
Alternative Investments 100%									

YOUR EMA ASSETS

May 31 2014 June 30 2014

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
Subtotal (Fixed Income)				124,029 65					
Subtotal (Equities)				88,088 59					
Subtotal (Alternative Investments)				15,036 16					
TOTAL		209 696 47		**227,154.40**	17.457 93		**20,586**	**4,989**	2 20

Total Client Investment: Cost of shares directly purchased and still held Does not include shares purchased through reinvestment

Cumulative Investment Return: Estimated Market Value minus Total Client Investment Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed

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

Initial Purchase: Date of your initial investment in this fund

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

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL	255,093 56	**272,551.49**	17,457 93		**5,024**	1 84

FAO BOLTON FAMILY FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		8 79	8 79			
19,947	ML BANK DEPOSIT PROGRAM	08/13/12	19,947 00	19,947 00			9 97
	Total Cash and Money Funds		**19,955.79**	**19,955.79**			**9.97**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
35	ABBVIE INC SHS	12/28/10	868 80	1,975 40	1,106 60	59 00
65	ABBVIE INC SHS	06/10/13	2,819 69	3,668 60	848 91	110 00
100	ALLEGION PLC SHS	12/09/13	4,084 50	5,668 00	1,583 50	32 00
100	ANADARKO PETE CORP	09/10/13	9,276.75	10,947.00	1,670 25	108 00
175	APPLE INC	09/26/12	16,590.25	16,262.75	(327 50)	329 00
70	APPLE INC	10/08/12	6,415 00	6,505 10	90 10	132 00
105	APPLE INC	12/07/12	7,965 75	9,757.65	1,791.90	198 00
70	APPLE INC	12/31/12	5,339 90	6,505 10	1,165 20	132 00
50	BIOGEN IDEC INC	09/04/12	7,274 00	15,765 50	8,491 50	

PLEASE SEE REVERSE SIDE

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
50	CELGENE CORP COM DIVIDEND PENDING 07/01			4,294 00		
50	CELGENE CORP COM	02/14/14	8,195 00	4,294 00		
200	DELTA AIR LINES INC	11/04/13	5,501 02	7,744 00	2,242 98	48 00
50	ENERGIZER HLDGS INC COM	09/04/12	3,429 00	6,101 50	2,672 50	100 00
100	EXPEDIA INC	09/10/13	5,228 68	7,876 00	2,647 32	60 00
50	FIREEYE INC	02/14/14	3,769 50	2,027 50	(1,742 00)	
50	FIREEYE INC	03/26/14	3,068 50	2,027 50	(1,041 00)	
100	FIREEYE INC	04/04/14	5,065 80	4,055 00	(1,010 80)	
200	FIREEYE INC	05/08/14	5,907 98	8,110 00	2,202 02	
100	GLAXOSMITHKLINE PLC ADR	09/04/12	4,509 50	5,348 00	838 50	256 00
100	GENL DYNAMICS CORP COM	02/14/14	10,410 27	11,655 00	1,244 73	248 00
50	GILEAD SCIENCES INC COM	02/14/14	4,042 50	4,145 50	103 00	
50	GILEAD SCIENCES INC COM	04/04/14	3,617 50	4,145 50	528 00	
100	HALLIBURTON COMPANY	03/28/14	5,891 00	7,101 00	1,210 00	60 00
100	HONEYWELL INTL INC DEL	09/04/12	5,743 00	9,295 00	3,552 00	180 00
200	HOME DEPOT INC	09/19/12	11,925 32	16,192 00	4,266 68	376 00

PLEASE SEE REVERSE SIDE

FAO BOLTON FAMILY FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
50	LOCKHEED MARTIN CORP	02/14/14	8,111 50	8,036 50	(75 00)	266 00
250	MASTERCARD INC	09/04/12	10,578 00	18,367 50	7,789 50	110 00
100	MERCK AND CO INC SHS	12/09/13	4,934 99	5,785 00	850 01	176 00
250	MASCO CORP	02/14/14	5,583 90	5,550.00	(33 90)	90 00
50	PIONEER NATURAL RES CO	06/10/13	7,164 00	11,490 50	4,326 50	4 00
50	REGENERON PHARMACTCLS	06/10/13	12,626.00	14,123 50	1,497 50	
200	SALESFORCE COM INC	09/04/12	7,223 00	11,616.00	4,393 00	
100	SHUTTERFLY INC	09/10/13	5,804.96	4,306 00	(1,498.96)	
100	SHUTTERFLY INC	11/04/13	4,884 57	4,306 00	(578 57)	
100	SPLUNK INC COMMON SHARES	05/08/14	4,881 99	5,533.00	651 01	
100	STARBUCKS CORP	11/04/13	8,034 24	7,738 00	(296 24)	104 00
55	STRYKER CORP	12/28/10	2,986 16	4,637 60	1,651 44	68 00
40	UNITED TECHS CORP COM	12/28/10	3,180 92	4,618 00	1,437 08	95 00
100	UNITED TECHS CORP COM	09/04/12	7,833 65	11,545 00	3,711.35	236 00
100	UNITED TECHS CORP COM	03/27/14	11,412 24	11,545.00	132 76	236 00

EMA Fiscal Statement

FAO BOLTON FAMILY FOUNDATION

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/14	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
300	VALE SA	02/14/14	4,387 68	3,969 00	(418 68)	118 00
200	VOLKSWAGEN A G SPONS ADR	09/10/13	9,204 00	10,370 00	1,166 00	162 00
100	WELLS FARGO & CO NEW DEL	09/13/12	3,437 66	5,256 00	1,818 34	140 00
100	WHITING PETROLEUM CORP	02/14/14	6,015 60	8,025 00	2,009 40	
	Total Equities		**275,224.27**	**338,284.20**	**62,666.93**	**4,233.00**
	Mutual Funds/Closed End Funds/UIT					
200	ISHARES SILVER TR	12/28/10	4,912 97	4,050 00	(862 97)	
20	SPDR GOLD TRUST	12/28/10	2,736 45	2,560 80	(175 65)	
	Total Mutual Funds/Closed End Funds/UIT		**7,649.42**	**6,610.80**	**(1,038.62)**	**0.00**

MERRILL LYNCH CONSULTS SERVICE

May 31 2014 June 30, 2014

YOUR INVESTMENT MANAGER - AFFINITY LARGE CAP CORE

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	4,772	5 205	05	0 22	**5,465**
TOTAL ML Bank Deposit Program	4,772			0 22	**5,465**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est Annual Yield%*
CASH	28 62	28 62		**28.62**		
+ML BANK DEPOSIT PROGRAM	5,465 00	5,465 00	1 0000	**5,465.00**	3	05
+*FDIC INSURED NOT SIPC COVERED*						
TOTAL		5,493 62		**5,493.62**	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%*
ACTAVIS PLC SHS	ACT	03/04/14	19	226 4578	4,302 70	223 0500	**4,237.95**	(64 75)		
AETNA INC NEW	AET	03/04/14	57	73 5098	4,190 06	81 0800	**4,621.56**	431 50	**52**	1 11

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YOUR EMA ASSETS

May 31, 2014 - June 30, 2014

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	65	32 2636	2,097 14	41 9400	2,726 10	628 96	125	4 57
		06/22/12	74	33 9159	2,509 78	41 9400	3,103 56	593 78	143	4 57
Subtotal			*139*		*4,606 92*		**5,829.66**	*1,222 74*	**268**	*4 57*
AMERICAN INTERNATIONAL *GROUP INC*	AIG	03/04/14	133	50 0672	6 658 95	54 5800	**7,259.14**	600 19	**67**	91
AMERICAN WTR WKS CO INC *NEW*	AWK	03/04/14	55	44 4998	2,447 49	49 4500	**2,719.75**	272 26	**69**	2 50
AMGEN INC COM PV $0.0001	AMGN	03/04/14	42	125.6219	5,276 12	118 3700	**4,971.54**	(304 58)	**103**	2 06
APPLE INC	AAPL	07/05/13	63	59 6815	3,759 94	92.9300	5,854 59	2,094 65	119	2 02
		03/04/14	70	75 6185	5,293 30	92 9300	6,505 10	1,211 80	132	2 02
Subtotal			*133*		*9,053 24*		**12,359.69**	*3,306 45*	**251**	*2 02*
ARCHER DANIELS MIDLD	ADM	03/04/14	106	40 6775	4,311 82	44 1100	**4,675.66**	363.84	**102**	2 17
AT&T INC	T	06/21/12	12	33 3825	400 59◆	35 3600	424 32	23 73	23	5 20
		07/13/12	49	34 2355	1,677 54◆	35 3600	1,732 64	55 10	91	5 20
		03/04/14	105	32 0866	3,369 10	35 3600	3,712 80	343 70	194	5 20
Subtotal			*166*		*5,447 23*		**5,869.76**	*422 53*	**308**	*5 20*
BLOCK H&R INC	HRB	03/04/14	193	31 4979	6,079 11	33.5200	**6,469.36**	390 25	**155**	2 38
BOEING COMPANY	BA	03/04/14	31	130 2400	4,037 44	127 2300	**3,944.13**	(93 31)	**91**	2 29
BRINKER INTL INC	EAT	03/04/14	61	54 2481	3,309 14	48 6500	**2,967.65**	(341 49)	**59**	1 97
CATERPILLAR INC DEL	CAT	03/18/14	47	96 3000	4,526 10	108 6700	**5,107.49**	581 39	**132**	2 57
CBS CORP NEW CL B	CBS	03/04/14	86	67 3967	5,796 12	62 1400	**5,344.04**	(452 08)	**42**	77
CELGENE CORP COM	CELG	03/04/14	30	162 3800	4,871 40	85 8800	2,576 40	N/A		
		05/22/14	2	151.5100	303.02	85 8800	171 76	N/A		
@		N/A	32	N/A	N/A	85 8800	2,748.16	N/A		
Subtotal			*64*		*5,174.42*		**5,496.32**	*N/A*		
CF INDS HLDGS INC	CF	03/04/14	13	258 1700	3,356.21	240.5300	**3,126.89**	(229 32)	**52**	1 66

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YOUR EMA ASSETS

May 31. 2014 June 30 2014

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	12	98 8391	1.186 07	130 5500	1,566 60	380 53	52	3 27
		06/22/12	17	100 5600	1,709 52	130 5500	2,219 35	509 83	73	3 27
		01/18/13	21	114 6880	2,408 45	130 5500	2,741 55	333 10	90	3 27
		01/22/13	7	115 2057	806 44	130 5500	913 85	107 41	30	3 27
Subtotal			57		*6,110 48*		***7,441.35***	*1,330 87*	**245**	3 27
CIGNA CORP	CI	05/22/14	49	89 0234	4,362 15	91.9700	**4,506.53**	144 38	**2**	04
CONOCOPHILLIPS	COP	03/04/14	63	66 5555	4,193 00	85 7300	**5,400.99**	1,207 99	**174**	3 21
DELTA AIR LINES INC	DAL	03/04/14	135	34 4599	4,652 09	38 7200	**5,227.20**	575 11	**33**	61
FREEPRT-MCMRAN CPR & GLD	FCX	03/04/14	108	33 4063	3,607 89	36 5000	**3,942.00**	334 11	**135**	3 42
GENERAL ELECTRIC	GE	07/26/12	61	20 6313	1,258 51	26 2800	1,603 08	344 57	54	3 34
		10/02/12	54	22 8396	1,233 34	26 2800	1,419 12	185 78	48	3 34
		10/03/12	2	22 9100	45 82	26 2800	52 56	6 74	2	3 34
		12/12/12	86	21 8177	1 876 33	26 2800	2,260 08	383 75	76	3 34
		01/18/13	36	21 9638	790 70	26 2800	946 08	155 38	32	3 34
		01/22/13	12	22 1900	266 28	26 2800	315 36	49 08	11	3 34
		05/08/13	9	22 7244	204 52	26 2800	236 52	32 00	8	3 34
Subtotal			*260*		*5,675 50*		***6,832.80***	*1,157 30*	**231**	3 34
GILEAD SCIENCES INC COM	GILD	03/04/14	70	83 0360	5 812 52	82 9100	**5,803.70**	(8 82)		
HALLIBURTON COMPANY	HAL	03/04/14	63	57 0258	3,592 63	71 0100	**4,473.63**	881 00	**38**	84
HARTFORD FINL SVCS GROUP	HIG	03/04/14	113	35 5000	4,011 50	35 8100	**4,046.53**	35 03	**68**	1 67
HELMERICH PAYNE INC	HP	03/04/14	31	98 6280	3,057 47	116 1100	**3,599.41**	541 94	**86**	2 36
HEWLETT PACKARD CO DEL	HPQ	03/04/14	112	30 0499	3,365 59	33 6800	**3,772.16**	406 57	**72**	1 90
HOME DEPOT INC	HD	03/04/14	61	82 9900	5.062 39	80 9600	**4,938.56**	(123 83)	**115**	2 32
INTL PAPER CO	IP	03/04/14	123	48 1868	5 926 98	50 4700	**6,207.81**	280 83	**173**	2 77
JOHNSON CONTROLS INC	JCI	03/04/14	93	49 3558	4,590 09	49 9300	**4,643.49**	53 40	**82**	1 76
JPMORGAN CHASE & CO	JPM	03/04/14	126	57 0050	7.182 64	57 6200	**7,260.12**	77 48	**202**	2 77

YOUR EMA ASSETS

May 31, 2014 - June 30 2014

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%*
KEYCORP NEW COM	KEY	05/22/14	310	13 2999	4,122 97	14 3300	**4,442.30**	319 33	**81**	1 81
KROGER CO	KR	03/04/14	85	42.5667	3,618 17	49 4300	**4,201.55**	583 38	**57**	1 33
LINCOLN NTL CORP IND NPV	LNC	03/04/14	78	50 9029	3,970 43	51 4400	**4,012.32**	41 89	**50**	1 24
MACYS INC	M	03/04/14	63	57 7963	3,641 17	58 0200	**3,655.26**	14 09	**79**	2 15
MICROSOFT CORP	MSFT	01/18/13	135	27 2083	3,673 13	41 7000	5,629 50	1 956 37	152	2 68
		01/22/13	45	27 3475	1,230 64	41 7000	1,876.50	645 86	51	2 68
		03/04/14	1	38 3100	38 31	41 7000	41 70	3 39	2	2 68
Subtotal			*181*		*4,942 08*		**7,547.70**	*2,605 62*	**205**	*2 68*
MURPHY OIL CORP	MUR	03/04/14	52	59 4951	3,093 75	66.4800	**3,456.96**	363 21	**65**	1 88
MYLAN INC	MYL	03/04/14	71	57 1900	4,060 49	51 5600	**3,660.76**	(399 73)		
ORACLE CORP $0 01 DEL	ORCL	03/04/14	110	39.3099	4,324 09	40 5300	**4,458.30**	134 21	**53**	1 18
PACKAGING CORP AMERICA	PKG	05/22/14	60	67 5956	4,055 74	71 4900	**4,289.40**	233 66	**96**	2 23
PPL CORPORATION	PPL	03/04/14	86	32 1998	2,769 19	35 5300	**3,055.58**	286 39	**129**	4 19
QUALCOMM INC	QCOM	05/08/13	48	64 3006	3,086 43	79 2000	3,801 60	715 17	81	2 12
		06/10/13	10	61 8890	618 89	79 2000	792 00	173 11	17	2 12
Subtotal			58		*3,705 32*		**4,593.60**	888.28	**98**	*2 12*
R R DONNELLEY SONS	RRD	03/18/14	323	18 8861	6,100 24	16 9600	**5,478.08**	(622 16)	**336**	6 13
RAYTHEON CO DELAWARE NEW	RTN	03/04/14	29	100 1751	2 905 08	92 2500	**2,675.25**	(229 83)	**71**	2 62
SANDISK CORP INC	SNDK	03/04/14	30	76 0450	2,281 35	104.4300	**3,132.90**	851 55	**27**	86
TRAVELERS COS INC	TRV	03/04/14	51	83 8866	4,278 22	94 0700	**4,797.57**	519 35	**113**	2 33
TUPPERWARE BRANDS CORP	TUP	02/19/13	27	79.1759	2,137 75	83 7000	2,259 90	122 15	74	3 24
		02/20/13	2	78 5250	157 05	83 7000	167 40	10.35	6	3 24
		03/04/14	20	80 0615	1,601 23	83.7000	1,674.00	72 77	55	3 24
Subtotal			*49*		*3,896.03*		**4,101.30**	*205 27*	**135**	*3 24*
V F CORPORATION	VFC	03/04/14	71	59 7333	4,241 07	63 0000	**4,473.00**	231.93	**75**	1 66

YOUR EMA ASSETS

May 31. 2014 June 30. 2014

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%
VALERO ENERGY CORP NEW	VLO	03/04/14	69	48 6963	3,360 05	50 1000	**3,456.90**	96 85	**69**	1 99
VERIZON COMMUNICATNS COM	VZ	03/04/14	97	47 9167	4,647 92	48 9300	**4,746.21**	98 29	**206**	4 33
VISA INC CL A SHRS	V	03/04/14	35	225 4454	7 890 59	210 7100	**7.374.85**	(515 74)	**56**	75
WELLS FARGO & CO NEW DEL	WFC	03/04/14	158	46 5298	7,351 72	52 5600	**8,304.48**	952 76	**222**	2 66
WHIRLPOOL CORP	WHR	03/04/14	32	145 6506	4,660 82	139 2200	**4,455.04**	(205 78)	**96**	2 15
WSTN DIGITAL CORP DEL	WDC	03/04/14	31	88 6500	2,748 15	92 3000	**2,861.30**	113 15	**50**	1 73
WYNDHAM WORLDWIDE CORP W /	WYN	03/04/14	73	74 4075	5 431 75	75 7200	**5.527.56**	95 81	**103**	1 84
TOTAL					251,872 38		**271,855.04**	19 660 76	**5,879**	2 16

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	257,366 00	**277,348.66**	19,660 76		**5,881**	2 12

Notes

What are the portfolio's investments (Summary)?

Allocation Summary by Investment

The Douglas & Tonyia Bolton Family Foundation (Custom 4635)

GENSPRING
FAMILY OFFICES

As of June 30, 2014

Investment Strategy/Holding	Description	Total Cost	Market Value	% Portfolio
Multi-Strategy				
GCP SPV LTD	Multi-Strategy Hedge	$5,769 44	$3,458 19	100 00%
Total Multi-Strategy		$5,769 44	**$3,458.19**	100 00%
Grand Total		**$5,769.44**	**$3,458.19**	**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 Category 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