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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

DAN AND MERRIE BOONE FOUNDATION, INC.

A Employer identification number

58-2663615

Number and street (or P O box number if mail is not delivered to street address)

2660 PEACHTREE ROAD

Room/suite

#35H

B Telephone number

404-876-9411

City or town, state or province, country, and ZIP or foreign postal code

ATLANTA, GA 30305

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 foundationE 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)

\$ 8,886,475.

J Accounting method:

☒

Cash

☐

Accrual

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

(Part I, column (d) must be on cash basis.)

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,199.	2,199.		STATEMENT 1
	4 Dividends and interest from securities	171,593.	171,593.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	735,202.			
	b Gross sales price for all assets on line 6a	1,417,137.			
	7 Capital gain net income (from Part IV, line 2)		735,202.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	6,898.	6,898.		STATEMENT 3
	12 Total. Add lines 1 through 11	915,892.	915,892.		
	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	7,895.	3,947.		0.
	c Other professional fees				
	17 Interest	387.	387.		0.
	18 Depreciation and depletion	8,476.	3,211.		0.
Operating and Administrative Expenses	19 Occupancy				
	20 Travel, conferences, and meetings				
	21 Printing and publications				
	22 Other expenses	31,041.	30,953.		0.
	23 Total operating and administrative expenses. Add lines 13 through 23	47,799.	38,498.		0.
	24 Contributions, gifts, grants paid	589,377.			589,377.
	25 Total expenses and disbursements. Add lines 24 and 25	637,176.	38,498.		589,377.
	26 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	278,716.			
	b Net investment income (if negative, enter -0-)		877,394.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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	32.		
2	Savings and temporary cash investments	217,717.	160,659.	160,659.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 7	5,167,247.	5,399,512.	7,986,249.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 8	664,804.	769,176.	737,467.
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe STATEMENT 9)	3,096.	2,100.	2,100.
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,052,896.	6,331,447.	8,886,475.

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 STATEMENT 10)	165.	0.	
23	Total liabilities (add lines 17 through 22)	165.	0.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	6,052,731.	6,331,447.	
30	Total net assets or fund balances	6,052,731.	6,331,447.	
31	Total liabilities and net assets/fund balances	6,052,896.	6,331,447.	

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	6,052,731.
2	Enter amount from Part I, line 27a	2	278,716.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,331,447.
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	6,331,447.

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 1,417,137.		681,935.	735,202.

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			
b			
c			
d			
e			735,202.

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	735,202.
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))
2014	508,402.	9,370,079.	.054258
2013	326,765.	8,440,376.	.038715
2012	361,653.	7,341,712.	.049260
2011	322,650.	7,213,834.	.044727
2010	284,250.	6,557,438.	.043348

2 Total of line 1, column (d)	2	.230308
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	.046062
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	9,298,356.
5 Multiply line 4 by line 3	5	428,301.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,774.
7 Add lines 5 and 6	7	437,075.
8 Enter qualifying distributions from Part XII, line 4	8	589,377.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,774.
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	8,774.
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	8,774.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	2,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,300.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	95.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,569.	
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 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ DAN AND MERRIE BOONE Telephone no. ▶ 404-233-8386 Located at ▶ 2660 PEACHTREE ROAD #35H, ATLANTA, GA ZIP+4 ▶ 30305		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2015 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 2015) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2015?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

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

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

N/A

☐ Yes

No

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

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

☐ Yes☒ No

6b

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

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
DANIEL W. BOONE, III 2660 PEACHTREE ROAD #35H ATLANTA, GA 30305	DIRECTOR 1.00	0.	0.	0.
MEREDITH B. TUTTEROW 5465 WOODDALE AVE EDINA, MN 55424	DIRECTOR 0.50	0.	0.	0.
SUSANNA B. VER ECKE 1063 OAK STREET WINNETKA, IL 60093	DIRECTOR 0.50	0.	0.	0.
DANIEL W. BOONE, IV 5088 RIVERVIEW ROAD, NW ATLANTA, GA 30327	DIRECTOR 0.50	0.	0.	0.

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

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

Expenses

Amount

Total. Add lines 1 through 3	0.
-------------------------------------	-----------

7

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	8,966,397.
b	Average of monthly cash balances	1b	473,558.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,439,955.
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	9,439,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	141,599.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,298,356.
6	Minimum investment return. Enter 5% of line 5	6	464,918.

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	464,918.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	8,774.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,774.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	456,144.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	456,144.
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	456,144.

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	589,377.
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	589,377.
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	8,774.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	580,603.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				456,144.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			340,066.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 589,377.				
a Applied to 2014, but not more than line 2a			340,066.	
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 2015 distributable amount				249,311.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				206,833.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011 ..				
b Excess from 2012 ..				
c Excess from 2013 ..				
d Excess from 2014 ..				
e Excess from 2015 ..				

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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)(ii)

(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).)

DANIEL W. BOONE, III

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:

DANIEL W. BOONE, III, 4048769411

2660 PEACHTREE ROAD #35H, ATLANTA, GA 30305

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

PURPOSE

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:

NONE

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				
AGAPE 2353 BOLTON ROAD NW, #100 ATLANTA, GA 30318	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
AMERICAN FOLK ART MUSEUM 1865 BROADWAY, 11TH FLOOR NEW YORK, NY 10023	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,000.
AMERICAN PARKINSON DISEASE ASSOCIATION PO BOX 49416 ATLANTA, GA 30359	N/A	PUBLIC CHARITY	501 (C) (3) MEDICAL	1,000.
AMERICAN RIVERS 1101 14TH ST. NW, #1400 WASHINGTON, DC 20005	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
ASHOKA 1700 N. MOORE ST, STE 2000 ARLINGTON, VA 22209	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
Total	SEE CONTINUATION SHEET(S)			589,377.
b Approved for future payment				
NONE				
Total				0.

DAN AND MERRIE BOONE FOUNDATION, INC.

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 FOUR CORNERS PPTY TRINC	P	11/16/15	11/16/15
b K1 SUNOCO LOGISTICS PARTNERS LP	P		
c K1 WILLIAMS PARTNERS LP	P		
d K1 NUSTAR GP HOLDINGS LLC	P		
e K1 EQT MIDSTREAM PARTNERS, LP	P		
f K1 PLAINS ALL AMERICAN PIPELINE, LP	P		
g K1 WESTERN GAS PARTNERS, LP	P		
h K1 ENERGY TRANSFER PARTNERS LP	P		
i K1 ENTERPRISE PRODUCTS PARTNERS LP	P		
j K1 BLACKSTONE GROUP	P		
k K1 BLACKSTONE GROUP	P		
l K1 BLACKSTONE GROUP	P		
m K1 BLACKSTONE GROUP	P		
n K1 BLACKSTONE GROUP	P		
o ACCESS MIDSTREAM PTNRS	P		

(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 14.		7.	7.
b		9.	<9.>
c		1.	<1.>
d		66.	<66.>
e		38.	<38.>
f 4.			4.
g 21.		8.	13.
h		207.	<207.>
i 335.		57.	278.
j 5,110.			5,110.
k 1,248.			1,248.
l		25.	<25.>
m 1.		27.	<26.>
n 175.			175.
o 14.		15.	<1.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			7.
b			<9.>
c			<1.>
d			<66.>
e			<38.>
f			4.
g			13.
h			<207.>
i			278.
j			5,110.
k			1,248.
l			<25.>
m			<26.>
n			175.
o			<1.>

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

DAN AND MERRIE BOONE FOUNDATION, INC.

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 PARTNERS LP NEW	P		
b ONEOK PARTNERS LP	P		
c ONEOK PARTNERS LP	P		
d WW GRAINGER INC	P		
e FRANKLIN RESOURCES	P		
f PRAXAIR INC	P		
g HCC INSURANCE HOLD	P		
h QUALCOMM INC	P		
i MARKWEST ENERGY PTNR	P		
j MPLX LP	P		
k KINDER MORGAN INC	P		
l QUALCOMM INC	P		
m CALL CTSH 07/17/15	P	02/25/15	05/06/15
n CALL NWL 06/19/15	P	02/25/15	05/06/15
o CALL TGT 07/17/15	P	04/27/15	05/14/15

(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 32.		43.	<11.>
b 1,889.		2,541.	<652.>
c 10,493.		13,742.	<3,249.>
d 11,713.		10,195.	1,518.
e 17,834.		17,654.	180.
f 5,125.		5,200.	<75.>
g 39,000.		15,664.	23,336.
h 9,520.		14,392.	<4,872.>
i 2,170.			2,170.
j 14.		24.	<10.>
k 8,575.		21,557.	<12,982.>
l 9,520.		15,245.	<5,725.>
m 10,575.		3,600.	6,975.
n 4,000.		800.	3,200.
o 2,580.		540.	2,040.

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			<11.>
b			<652.>
c			<3,249.>
d			1,518.
e			180.
f			<75.>
g			23,336.
h			<4,872.>
i			2,170.
j			<10.>
k			<12,982.>
l			<5,725.>
m			6,975.
n			3,200.
o			2,040.

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	

DAN AND MERRIE BOONE 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	CALL DIS 08/21/15	P	05/18/15	08/19/15
b	CALL CTSH 10/16/15	P	05/27/15	08/25/15
c	CALL CSCO 08/21/15	P	05/29/15	08/19/15
d	CALL NWL 09/18/15	P	06/18/15	08/25/15
e	CALL TGT 10/16/15	P	06/18/15	08/24/15
f	CISCO SYS INC	P	10/22/15	12/22/15
g	COGNIZANT TECH SOLUTI	P	10/22/15	12/23/15
h	WALT DISNEY CO HLDG	P	10/22/15	12/23/15
i	WALT DISNEY CO HLDG	P	VARIOUS	05/15/15
j	CIGNA CORPORATION COM	P	VARIOUS	07/17/15
k	GOLDMAN SACHS GRP INC	P	VARIOUS	07/17/15
l	AARON'S INCORPORATED	P	VARIOUS	08/21/15
m	CALL CI 07/17/15	P	VARIOUS	02/25/15
n	CALL DIS 05/15/15	P	VARIOUS	02/25/15
o	CALL GS 07/17/15	P	VARIOUS	04/27/15

(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 4,730.		66.	4,664.
b 16,200.		6,075.	10,125.
c 3,285.		90.	3,195.
d 5,200.		1,800.	3,400.
e 2,330.		520.	1,810.
f 5,130.		90.	5,040.
g 19,799.		4,500.	15,299.
h 3,597.		242.	3,355.
i 188,997.		55,206.	133,791.
j 312,494.		115,174.	197,320.
k 199,996.		156,800.	43,196.
l 89,998.		12,918.	77,080.
m 10,749.			10,749.
n 6,930.			6,930.
o 5,340.			5,340.

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			4,664.
b			10,125.
c			3,195.
d			3,400.
e			1,810.
f			5,040.
g			15,299.
h			3,355.
i			133,791.
j			197,320.
k			43,196.
l			77,080.
m			10,749.
n			6,930.
o			5,340.

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

DAN AND MERRIE BOONE FOUNDATION, INC.

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 CALL AAN 08/21/15	P	VARIOUS	06/18/15
b CURRENCY EXCHANGE-EURO/US\$	P	VARIOUS	VARIOUS
c AARONS INC	P	11/05/01	01/30/15
d ABB LTD ADR EACH REPR	P	VARIOUS	VARIOUS
e INTL BUSINESS MACH	P	01/14/08	01/30/15
f NEWFIELD EXPLORATION CO	P	VARIOUS	01/30/15
g PETSMART INC	P	VARIOUS	03/12/15
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,250.			3,250.
b		339.	<339.>
c 16,092.		2,579.	13,513.
d 62,507.		71,412.	<8,905.>
e 76,805.		51,910.	24,895.
f 42,126.		42,131.	<5.>
g 124,500.		38,426.	86,074.
h 77,120.			77,120.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,250.
b			<339.>
c			13,513.
d			<8,905.>
e			24,895.
f			<5.>
g			86,074.
h			77,120.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	735,202.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ATLANTA BELTLINE PARTNERSHIP 250 WILLIAMS ST., #2115 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,000.
ATLANTA BOTANICAL GARDEN 1345 PIEDMONT AVE ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,000.
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E. LOWERY BLVD, NW ATLANTA, GA 30318	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
ATLANTA HABITAT FOR HUMANITY 519 MEMORIAL DRIVE, SE ATLANTA, GA 30312	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	50,000.
ATLANTA HIGH MUSEUM OF ART 1280 PEACHTREE ST, NE ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	126,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD ATLANTA, GA 30305	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,500.
ATLANTA SYMPHONY 1280 PEACHTREE ST, NE ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
ATLANTA UNION MISSION 2352 BOLTON RD ATLANTA, GA 30318	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
ATLANTA VOLUNTEER LAWYERS FOUNDATION 235 PEACHTREE ST. NE, #1750 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
BEAUFORT MEMORIAL HOSPITAL FOUNDATION 955 RIBAUT RD BEAUFORT, SC 29902	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	5,000.
Total from continuation sheets				584,377.

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
BEAUFORT OPEN LAND TRUST 1001 BAY STREET BEAUFORT, SC 29901	N/A	PUBLIC CHARITY	501 (C) (3) CONSERVATION	1,000.
CHICAGO JESUIT ACADEMY 5058 WEST JACKSON BLVD CHICAGO, IL 60644	N/A	PUBLIC CHARITY	501 (C) (C) EDUCATION	10,000.
CHILDREN'S THEATRE COMPANY 2400 3RD AVE S MINNEAPOLIS, MN 55404	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	25,400.
COLLEGE POSSIBLE 450 N SYNDICATE ST, STE 325 SAINT PAUL, MN 55104	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,500.
CONVERSE COLLEGE 580 EAST MAIN STREET SPARTANBURG, SC 29302	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,000.
COSTAL CONSERVATION LEAGUE 328 EAST BAY STREET CHARLESTON, SC 29402	N/A	PUBLIC CHARITY	501 (C) (3) CONSERVATION	5,000.
CURE PSP 30 E. PADIONIA ROAD, #201 TIMONIUM, MD 21093	N/A	PUBLIC CHARITY	501 (C) (3) MEDICAL RESEARCH	2,500.
DAVIDSON COLLEGE BOX 7173 DAVIDSON, NC 28035	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	25,000.
EAGLE RANCH 5500 UNION CHURCH RD FLOWERY BRANCH, GA 30542	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
EMMAUS HOUSE 1017 HANK AARON DR SW ATLANTA, GA 303151705	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,500.
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
EMORY UNIVERSITY 1762 CLIFTON ROAD ATLANTA, GA 30322	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	150,000.
FABRETTO CHILDREN'S FOUNDATION 3124 NORTH 10TH ST, 2ND FLOOR ARLINGTON, VA 22201	N/A	PUBLIC CHARITY	501 (C) (3) HUMANITARIAN RELIEF	500.
FRIENDS OF ENGLISH AVENUE 2141 POWERS FERRY RD, #250 MARIETTA, GA 30067	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
FROM K-1, ENERGY TRANSFER PARTNERS LP 3738 OAK LAWN DALLAS, TX 75219	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	5.
FROM K-1, NUSTAR GP HOLDINGS LLC PO BOX 781609 SAN ANTONIO, TX 78278	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	26.
FROM K-1, PLAINS ALL AMERICAN PIPELINE LP 333 CLAY ST., STE. 1600 HOUSTON, TX 77002	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESEVERATION	2.
FROM K-1, WILLIAMS PARTNERS LP ONE WILLIAMS CENTER TULSA, OK 74172	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	4.
GEORGIA CENTER FOR OPPORTUNITY 333 RESEARCH COURT, #210 NORCROSS, GA 30092	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	5,000.
GEORGIA CONSERVANCY 817 WEST PEACHTREE STREET, SUITE 200 ATLANTA, GA 30308	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
GEORGIA COURT APPOINTED SPECIAL ADVOCATE ASSOCIATION 1776 PEACHTREE RD NW STE 219 ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) HUMAN RIGHTS	5,000.
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
GEORGIA PUBLIC POLICY FOUNDATION 3200 COBB GALLERIA PARKWAY, #214 ATLANTA, GA 30339	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC 501 (C) (3) CIVIC	1,000.
GEORGIA TRUST FOR HISTORIC PRESERVATION 1516 PEACHTREE STREET ATLANTA, GA 30309	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	3,000.
GREATER MINNEAPOLIS CRISES NURSERY 4544 4TH AVENUE SOUTH MINNEAPOLIS, MN 55419	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
HENNEPIN THEATRE TRUST 615 HENNEPIN AVENUE, #140 MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
HIGHLAND - CASHIER'S HOSPITAL FOUNDATION PO BOX 742 HIGHLANDS, NC 28741	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	16,000.
HIGHLANDS COMMUNITY FUND P.O. BOX 1150 HIGHLANDS, NC 28741	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,340.
KOHL CHILDREN'S MUSEUM 2100 PATRIOT BLVD GLENVIEW, IL 60026	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	2,500.
LINCOLN COLLEGE 300 KEOKUK STREET LINCOLN, IL 62656	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,000.
LOW COUNTRY INSTITUTE 40 MOBLEY OAKS LANE OKATIE, SC 29909	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	15,000.
MESDA 924 SOUTH MAIN ST WINSTON-SALEM, NC 27101	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,000.
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
MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,500.
MISSIONHURST - CONGO 4651 NORTH 25TH ST. ARLINGTON, VA 22207	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	5,150.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1818 M ST MW, STE 300 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
NATURE CONSERVACY OF SOUTH CAROLINA, INC. 2231 DEVINE ST COLUMBIA, SC 29205	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	1,500.
NEW ENGLAND SKATING ASSOCIATION P.O. BOX 6881 PROVIDENCE, RI 02940	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,500.
NEXT STEP FITNESS 4447 REDONDO BEACH BLVD LAWNDALE, CA 90260	N/A	PUBLIC CHARITY	501 (C) (3) HEALTH	500.
NORTH SHORE COUNTRY DAY SCHOOL 310 GREEN BAY ROAD WINNETKA, IL 60093	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,500.
PARADISE GARDEN 200 NORTH LEWIS STREET SUMMERVILLE, GA 30747	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	1,000.
PARK PRIDE 233 PEACHTREE ST. NE, SUITE 1600 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
PENN CENTER INC, NATIONAL HISTORIC LANDMARK DISTRICT 16 PENN CENTER CIRCLE WEST ST HELENA ISLAND, SC 29920	N/A	PUBLIC CHARITY	501 (C) (3) HISTORIC PRESERVATION	1,000.
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
PORT ROYAL SOUND FOUNDATION 310 OKATIE HIGHWAY OKATIE, SC 29909	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	2,500.
SPRING ISLAND TRUST FOUNDATION 40 MOBLEY OAKS LANE OKATIE, SC 29909	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESEVERATION	5,000.
ST. MARGARET'S SCHOOL PO BOX 158 TAPPAHANNOCK, VA 22560	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	10,000.
THE BASCOM 554 MAIN ST, PO BOX 766 HIGHLANDS, NC 28741	N/A	PUBLIC CHARITY	501 (C) (3) ARTS	5,000.
THE BLAKE SCHOOL 110 BLAKE ROAD SOUTH HOPKINS, MN 55343	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	5,000.
THE LOVETT SCHOOL 4075 PACES FERRY RD NW ATLANTA, GA 30327	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,500.
THE MICHAEL J. FOX FOUNDATION CHURCH ST STATION PO BOX 780 NEW YORK, NY 10008	N/A	PUBLIC CHARITY	501 (C) (3) MEDICAL RESEARCH	51,450.
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104	N/A	PUBLIC CHARITY	501 (C) (3) ENVIRONMENTAL PRESERVATION	1,000.
WASHINGTON AND LEE UNIVERSITY 1 DENNY CIRCLE LEXINGTON, VA 24450	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	2,000.
WELLSPRING 21 ARCH BRIDGE ROAD BETHLEHEM, CT 06751	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
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
WHARTON FUND 3733 SPRUCE STREET PHILADELPHIA, PA 19104-6360	N/A	PUBLIC CHARITY	501 (C) (3) EDUCATION	1,000.
WONDERROOT 982 MEMORIAL DR. SE ATLANTA, GA 30316	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
WORLD RESOURCES GROUP 509 FLAMINGO DRIVE WEST PALM BEACH, FL 33401	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	2,500.
YOUTH VILLAGES PO BOX 341154 MEMPHIS, TN 38184	N/A	PUBLIC CHARITY	501 (C) (3) CIVIC	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - FROM K-1, ENERGY TRANSFER PARTNERS LP

501 (C) (3) ENVIRONMENTAL PRESERVATION

501 (C) (3) ENVIRONMENTAL PRESERVATION

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
FIDELITY INVESTMENTS	32.	32.	
K-1 ENERGY TRANSFER EQUITY, L.P.	94.	94.	
K-1 ENERGY TRANSFER PARTNERS, L.P.	351.	351.	
K-1 ENTERPRISE PRODUCTS PARTNERS LP	8.	8.	
K-1 EQT MIDSTREAM PARTNERS, LP	13.	13.	
K-1 MAGELLAN MIDSTREAM PARTNERS LP	4.	4.	
K-1 MPLX, LP	30.	30.	
K-1 THE BLACKSTONE GROUP LP	1,494.	1,494.	
K-1 WESTERN GAS PARTNERS LP	43.	43.	
K-1, NUSTAR GP HOLDINGS LLC	98.	98.	
K-1, SUNOCO LOGISTICS PARTNERS LP	10.	10.	
MORGAN STANLEY	22.	22.	
TOTAL TO PART I, LINE 3	2,199.	2,199.	

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
CALVERT SOCIAL INVESTMENT FUND	35,545.	34,293.	1,252.	1,252.	
FIDELITY INVESTMENTS	130,240.	5,403.	124,837.	124,837.	
K-1 ENERGY TRANSFER EQUITY L.P.	110.	0.	110.	110.	
K-1 ENERGY TRANSFER PARTNERS, L.P.	279.	0.	279.	279.	
K-1 MPLX, LP	93.	0.	93.	93.	
K-1 THE BLACKSTONE GROUP LP	453.	0.	453.	453.	
K-1, PLAINS ALL AMERICAN PIPELINE LP	4.	0.	4.	4.	
K-1, SUNOCO LOGISTICS PARTNERS LP	162.	0.	162.	162.	

MORGAN STANLEY	16,670.	4,121.	12,549.	12,549.
SCHWAB	11,529.	0.	11,529.	11,529.
VANGUARD CAPITAL VALUE	53,628.	33,303.	20,325.	20,325.
TO PART I, LINE 4	248,713.	77,120.	171,593.	171,593.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K1 ENERGY TRANSFER PARTNERS LP	2.	2.	
K1 BLACKSTONE GROUP LP	467.	467.	
LEGAL PROCEEDS (BOA)	3,828.	3,828.	
K1 ENTERPRISE PRODUCTS PARTNERS LP	1,027.	1,027.	
K1 ENERGY TRANSFER EQUITY LP	3.	3.	
NON-DIVIDEND DISTRIBUTIONS	1,571.	1,571.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,898.	6,898.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,895.	3,947.		0.
TO FORM 990-PF, PG 1, LN 16B	7,895.	3,947.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX BASED ON INVESTMENT INCOME	5,265.	0.		0.
FOREIGN TAXES PAID	3,211.	3,211.		0.
TO FORM 990-PF, PG 1, LN 18	8,476.	3,211.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	16,998.	16,998.			0.
SECRETARY OF STATE REGISTRATION FEE	30.	0.			0.
INVESTMENT EXPENSES	12,756.	12,755.			0.
NON-DEDUCTIBLE EXPENSES	57.	0.			0.
DUES & SUBSCRIPTIONS	1,200.	1,200.			0.
TO FORM 990-PF, PG 1, LN 23	31,041.	30,953.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIDELITY INVESTMENTS-SEE ATTACHED	3,536,338.	5,047,869.		
SCHWAB INVESTMENTS-SEE ATTACHED	461,034.	689,633.		
MORGAN STANLEY INVESTMENTS-SEE ATTACHED	1,402,140.	2,248,747.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,399,512.	7,986,249.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
OTHER INVESTMENTS-SEE ATTACHED	COST	690,930.	733,143.	
LP INVESTMENTS TIMING DIFFERENCES	COST	73,857.	0.	
RENTECH NITROGEN LP	COST	2,581.	2,581.	
FIDELITY- EURO (EUR)	COST	1,000.	969.	
FIDELITY- POUND STERLING (GBP)	COST	808.	774.	
TOTAL TO FORM 990-PF, PART II, LINE 13		769,176.	737,467.	

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LP DISTRIBUTIONS RECEIVABLE	3,096.	2,100.	2,100.
TO FORM 990-PF, PART II, LINE 15	3,096.	2,100.	2,100.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
FOREIGN TAX PAYABLE	165.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	165.	0.	