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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2010

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

For calendar year **2010**, or tax year beginning , 2010, and ending , 20

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

Name of foundation: **STONE PIER FOUNDATION**
A Employer identification number: **52-2390637**

Number and street (or P O box number if mail is not delivered to street address): **1800 IDS CENTER**
Room/suite: **80 SOUTH EIGHTH STREET**
B Telephone number (see page 10 of the instructions): **(612) 339-7151**

City or town, state, and ZIP code: **MINNEAPOLIS, MN 55402**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **6,951,728.**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here
D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
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) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	0			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	14,597	14,597		ATCH 1
4 Dividends and interest from securities	124,449	124,449		ATCH 2
5a Gross rents				
b Net rental income or (loss)	ATCH 12			
6a Net gain or (loss) from sale of assets not on line 10	131,941			
b Gross sales price for all assets on line 6a		ATCH 12		
7 Capital gain net income (from Part IV, line 2)		131,941		
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) (attach schedule)				
11 Other income (attach schedule)	60,534	9,640		ATCH 3
12 Total. Add lines 1 through 11	331,521	280,627		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	13,770	6,885	0	6,885
c Other professional fees (attach schedule)				
17 Interest	2,889	2,889		
18 Taxes (attach schedule) (see page 14 of the instructions)	4,329	3,729		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	72,814	72,789		25
24 Total operating and administrative expenses. Add lines 13 through 23	93,802	86,292	0	6,910
25 Contributions, gifts, grants paid	946,500			946,500
26 Total expenses and disbursements. Add lines 24 and 25	1,040,302	86,292	0	953,410
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-708,781			
b Net investment income (if negative, enter -0-)		194,335		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		305,665.	35,679.	35,679.
	2	Savings and temporary cash investments		1,000.	1,000.	1,000.
	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 (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8			6,165,688.	5,729,526.	6,915,049.
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			6,472,353.	5,766,205.	6,951,728.
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 (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)				0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds			6,472,353.	5,766,205.	
30	Total net assets or fund balances (see page 17 of the instructions)			6,472,353.	5,766,205.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			6,472,353.	5,766,205.	

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	6,472,353.
2	Enter amount from Part I, line 27a	2	-708,781.
3	Other increases not included in line 2 (itemize) ATTACHMENT 9	3	2,633.
4	Add lines 1, 2, and 3	4	5,766,205.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,766,205.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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	NETCH 12 131,941.
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.		}	3

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 page 18 of 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))
2009	692,948.	6,779,358.	0.102214
2008	817,990.	8,829,986.	0.092638
2007	884,818.	10,100,349.	0.087603
2006	794,556.	9,641,761.	0.082408
2005	626,054.	9,407,055.	0.066552
2	Total of line 1, column (d)		0.431415
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		0.086283
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		7,004,072.
5	Multiply line 4 by line 3		604,332.
6	Enter 1% of net investment income (1% of Part I, line 27b)		1,941.
7	Add lines 5 and 6		606,273.
8	Enter qualifying distributions from Part XII, line 4 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 on page 18		953,410.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	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 ruling 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	1,943.
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	
3	Add lines 1 and 2	3	1,943.
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	1,943.
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	763.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	763.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	1,180.
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 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
b		X
5		X
6	X	
7	X	
8 a		
b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 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 JAMES M KARGES Telephone no. 612-339-7151
Located at OKABENA CO, 1800 IDS CENTER MINNEAPOLIS, MN ZIP + 4 55402
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
16 At any time during calendar year 2010, 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 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 page 22 of the instructions)? 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 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X 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 page 22 of the instructions) 2b N/A
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 X No
b If "Yes," did it have excess business holdings in 2010 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 2010) 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 2010? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **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? 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? Yes No **6b**

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? Yes No **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 (see page 22 of the instructions).

(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
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). 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		NONE

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 (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	
b	Average of monthly cash balances	1b	235,532.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	6,875,201.
d	Total (add lines 1a, b, and c)	1d	7,110,733.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,110,733.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	106,661.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,004,072.
6	Minimum investment return. Enter 5% of line 5	6	350,204.

Part XI Distributable Amount (see page 25 of the 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	350,204.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,943.
b	Income tax for 2010. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,943.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	348,261.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	348,261.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	348,261.

Part XII Qualifying Distributions (see page 25 of the 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	953,410.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	953,410.
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 (see page 26 of the instructions)	5	1,943.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	951,467.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				348,261.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0.			
b From 2006	0.			
c From 2007	380,356.			
d From 2008	818,685.			
e From 2009	694,185.			
f Total of lines 3a through e	1,893,226.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 953,410.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	348,261.	ATCH 13		
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	605,149.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	348,261.			348,261.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,498,375.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,498,375.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	32,095.			
c Excess from 2008	818,685.			
d Excess from 2009	694,185.			
e Excess from 2010	953,410.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

Table with columns: Tax year (a) 2010, Prior 3 years (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, 3 Complete 3a, b, or c for the alternative test relied upon (Assets, Endowment, Support).

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 page 28 of the 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))

ROBERT J. DAYTON

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

NONE

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 11 and 11A</p>				
Total ▶ 3a				946,500.
<i>b Approved for future payment</i>				
Total ▶ 3b				

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS) <i>ATCH 12</i>					<u>131,941.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OKABENA FIXED INCOME FUND, LLC	1.	1.
OKABENA DIVERSIFIED EQUITY FUND, LLC	2,998.	2,998.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	1,444.	1,444.
OKABENA PARTNERSHIP V-10	0.	0.
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	10,154.	10,154.
TOTAL	<u>14,597.</u>	<u>14,597.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OKABENA FIXED INCOME FUND, LLC	31,040.	31,040.
OKABENA DIVERSIFIED EQUITY FUND, LLC	89,204.	89,204.
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	3,650.	3,650.
OKABENA MARKTABLE ALT. FUND, LLC	488.	488.
SEVEN HUNDRED COMPANY	67.	67.
TOTAL	<u>124,449.</u>	<u>124,449.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OKABENA DIVERSIFIED EQUITY FUND, LLC	4,025.	4,025.
OKABENA MARKETABLE ALTERNATIVES FD, LLC	8,391.	8,391.
OKABENA FIXED INCOME FUND	0.	0.
OKABENA PARTNERSHIP V-9	0.	0.
PRIOR YEAR PFIC GAIN (OMAF)	51,102.	
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	-2,984.	-2,776.
TOTALS	<u>60,534.</u>	<u>9,640.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
OKABENA COMPANY	13,770.	6,885.		6,885.
TOTALS	<u>13,770.</u>	<u>6,885.</u>	<u>0.</u>	<u>6,885.</u>

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OKABENA DIV EQ FUND, LLC	381.	381.
OKABENA SPECIAL OPPTS FUND, LLC	2,401.	2,401.
OKABENA MKTABLE ALT. FUND, LLC	107.	107.
TOTALS	<u>2,889.</u>	<u>2,889.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES - PASS THRU EXCISE TAXES	3,729. 600.	3,729.
TOTALS	<u>4,329.</u>	<u>3,729.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PORTFOLIO DEDUCTIONS-PASS THRU	72,789.	72,789.	
NONDED EXPENSES-PASS THRU	0.	0.	
MN STATE FILING FEE	25.		25.
TOTALS	<u>72,814.</u>	<u>72,789.</u>	<u>25.</u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OKABENA FIXED INCOME FUND, LLC	521,899.	529,930.
OKABENA DIVERSIFIED EQTY, LLC	1,915,951.	2,992,929.
OKABENA MRKTBLE ALTRNTVS, LLC	2,023,385.	2,142,103.
OKABENA PARTNERSHIP V-9	27,834.	0.
OKABENA PARTNERSHIP V-10	11,620.	3,439.
OKABENA SPEC. OPPTS. FUND, LLC	1,208,837.	1,226,648.
LOAN TO CHARITABLE ORG.	20,000.	20,000.
TOTALS	<u>5,729,526.</u>	<u>6,915,049.</u>

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX ALLOCATION DIFFERENCE	2,633.
TOTAL	<u>2,633.</u>

STONE PIER FOUNDATION

52-2390637

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	PRES .25	0.	0.	0.
JOAN L DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	VICE PRES .25	0.	0.	0.
JAMES G DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	DIRECTOR .25	0.	0.	0.
MEGAN M DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	SEC/TREAS .25	0.	0.	0.
TOBIN J DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	DIRECTOR .25	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MAE F DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	DIRECTOR .25	0.	0.	0.
SCOTT N DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	DIRECTOR .25	0.	0.	0.
ANN C DAYTON 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	DIRECTOR .25	0.	0.	0.
JAMES M KARGES 1800 IDS CENTER 80 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55402	ASST SEC/ASST TREAS .25	0.	0.	0.
<u>GRAND TOTALS</u>		<u>0.</u>	<u>0.</u>	<u>0.</u>

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED STATEMENT

501 (C) (3)

GENERAL PURPOSE TO BE DETERMINED BY GRANTEE

946,500.

TOTAL CONTRIBUTIONS PAID

946,500.

50% Charitable Cash Contributions

Stone Pier Foundation

52-2390637

January 1, 2010 through December 31, 2010

<i>Name</i>	<i>Deductible</i>
University of Virginia School of Architecture Campbell Hall P.O. Box 400122 Charlottesville VA 22904-4122	\$1,000.00
Abbott Northwestern Hospital Foundation 800 East 28th Street Mail Route 16509 Minneapolis MN 55407	\$5,000 00
American Red Cross - Minneapolis Chapter NW 5597 P.O. Box 1450 Minneapolis MN 55485-5597	\$500 00
Blake School SDS 12-2577 P.O. Box 86 Minneapolis MN 55486-2577	\$5,000 00
Chebeague Island Library 247 South Road Unit #3 Chebeague Isla ME 04017	\$1,000 00
Chebeague Recreation Center Inc. RR 1 Box 320 Chebeague Isla ME 04017	\$1,000 00
Children's Theater Company and School 2400 Third Avenue South Minneapolis MN 55404	\$1,000 00
Graywolf Press Suite #600 250 Third Ave N Minneapolis MN 55401	\$500 00
Greater Twin Cities United Way P O Box 2949 Minneapolis MN 55404-0949	\$2,500 00
Highpoint Center for Printmaking 912 W Lake Street Minneapolis MN 55408	\$15,000.00

ATC# 11A

<i>Name</i>	<i>Deductible</i>
Island Institute 386 Main Street Rockland ME 04841	\$2,000.00
Los Angeles Philharmonic Association 151 South Grand Ave Los Angeles CA 90012	\$1,000 00
MacPhail Center for Music 501 South 2nd Street Minneapolis MN 55401	\$2,500 00
Midway Contemporary Art 527 Second Avenue SE Minneapolis MN 55414	\$5,000 00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis MN 55404	\$2,000 00
Minnesota Center for Book Arts 1011 Washington Avenue Room 100 Minneapolis MN 55415	\$500 00
Minnesota Childrens Museum 10 West 7th Street Saint Paul MN 55102	\$1,000 00
Minnesota Landscape Arboretum Foundation 3675 Arboretum Drve Chaska MN 55318	\$5,000 00
Minnesota Landscape Arboretum Foundation 3675 Arboretum Drve Chaska MN 55318	\$25,000 00
Minnesota Orchestral Association 1111 Nicollet Mall Minneapolis MN 55403	\$1,000 00
Minnesota Public Radio 480 Cedar Street St Paul MN 55101	\$2,000 00

<i>Name</i>	<i>Deductible</i>
Minnesota Zoo Foundation 13000 Zoo Boulevard Apple Valley MN 55124	\$500 00
Minnetonka Center for the Arts 2240 North Shore Drive Wayzata MN 55391	\$1,000 00
National MS Society - Minnesota Chapter 200 12th Ave S Minneapolis MN 55415	\$1,000 00
Nature Conservancy - Minnesota Chapter 1101 W River Parkway Suite 200 Minneapolis MN 55415	\$1,000 00
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$1,000 00
St. Martin's By The Lake P O Box 38 Minnetonka Bea MN 55361	\$1,000 00
The Cameron and Hayden Lord Foundation 110 Riverside Dr New York NY 10024	\$2,000 00
The Family Partnership 414 South Eighth Street Minneapolis MN 55404	\$1,000 00
The Hotchkiss School P O. Box 800 Lakeville CT 06039-0800	\$10,000 00
The Mattress Factory 500 Sampsonia Way Pittsburgh PA 15212	\$1,000 00
TPT. 172 East Fourth Street Saint Paul MN 55101	\$1,000 00

<i>Name</i>	<i>Deductible</i>
Tubman 3111 First Ave S Minneapolis MN 55408	\$1,000.00
Walker Art Center, Inc. 1750 Hennepin Avenue Minneapolis MN 55403	\$15,000 00
Yale University P.O Box 2038 New Haven CT 06521-2038	\$5,000 00
Abbott Northwestern Hospital Foundation 800 East 28th Street Mail Route 16509 Minneapolis MN 55407	\$2,000 00
Blake School SDS 12-2577 P.O Box 86 Minneapolis MN 55486-2577	\$5,000 00
Bolder Options 2100 Stevens Avenue Minneapolis MN 55404	\$1,000 00
Chebeague Island Historical Society 219 South Rd Chebeague Isla ME 04017	\$500 00
Chebeague Island Library 247 South Road Unit #3 Chebeague Isla ME 04017	\$1,000 00
Chebeague Recreation Center Inc. RR 1 Box 320 Chebeague Isla ME 04017	\$2,000 00
Greater Twin Cities United Way P.O Box 2949 Minneapolis MN 55404-0949	\$100,000 00
Guthrie Theater Foundation 818 South Second Street Minneapolis MN 55415	\$1,000 00

<i>Name</i>	<i>Deductible</i>
Highpoint Center for Printmaking 912 W. Lake Street Minneapolis MN 55408	\$25,000.00
Kid's Place 382 North Road Chebeague Isla ME 04017	\$10,000 00
Kwanzaa Community Church 2100 Emerson Ave N Minneapolis MN 55411	\$10,000 00
Mentoring Partnership of Minnesota Suite 200 81 South Ninth Street Minneapolis MN 55402	\$75,000 00
Mentoring Partnership of Minnesota Suite 200 81 South Ninth Street Minneapolis MN 55402	\$25,000.00
Mentoring Partnership of Minnesota Suite 200 81 South Ninth Street Minneapolis MN 55402	\$30,000 00
Minneapolis Heart Institute Foundation Room 100 920 East 28th Street Minneapolis MN 55407	\$5,000.00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis MN 55404	\$5,000 00
Minnesota Historical Society 345 West Kellogg Boulevard St Paul MN 55102	\$1,000 00
Minnesota Landscape Arboretum Foundation 3675 Arboretum Drive Chaska MN 55318	\$1,000 00
Minnesota Zoo Foundation 13000 Zoo Boulevard Apple Valley MN 55124	\$1,000 00

<i>Name</i>	<i>Deductible</i>
Minnetonka Center for the Arts 2240 North Shore Drive Wayzata MN 55391	\$1,000 00
Northern Hawaii Community Hospital 67-1125 Mamalahoa Hwy Kamuela HI 96743	\$50,000 00
Planned Parenthood of MN, ND, SD 1200 Lagoon Avenue Minneapolis MN 55408	\$10,000 00
Taft School 110 Woodbury Rd Watertown CT 06795	\$1,000 00
Taft School 110 Woodbury Rd Watertown CT 06795	\$50,000 00
The Family Partnership 414 South Eighth Street Minneapolis MN 55404	\$10,000 00
Twin Cities RISE! Suite 203 800 Washington Avenue North Minneapolis MN 55401	\$1,000 00
University of Minnesota Foundation C-M 3854 P O Box 70870 Saint Paul MN 55170-3854	\$1,000 00
Virginia Piper Cancer Institute 800 East 28th Street Minneapolis MN 55407	\$40,000 00
Walker Art Center, Inc. 1750 Hennepin Avenue Minneapolis MN 55403	\$5,000 00
Westminster Presbyterian Church of Minnea 1200 Marquette Avenue Minneapolis MN 55403	\$30,000 00

<i>Name</i>	<i>Deductible</i>
Westminster Presbyterian Church of Minnea 1200 Marquette Avenue Minneapolis MN 55403	\$100,000.00
Westminster Town Hall Forum 1200 Marquette Avenue Minneapolis MN 55403	\$1,000.00
Yale University P.O. Box 2038 New Haven CT 06521-2038	\$10,000.00
Admission Possible Suite 200 450 North Syndicate Street St Paul MN 55104	\$10,000 00
Ascension School 1726 Dupont Avenue N. Minneapolis MN 55411	\$45,000 00
Blake School SDS 12-2577 P.O. Box 86 Minneapolis MN 55486-2577	\$5,000 00
Carleton College One N College St Northfield MN 55057	\$1,000 00
Catholic Charities of St. Paul & Minneapolis SDS 12-2961 P O. Box 86 Minneapolis MN 55486-2961	\$10,000 00
Childrens Hospitals & Clinics of Minnesota 2910 Centre Pointe Drive Saint Paul MN 55113	\$7,500 00
Children's Theater Company and School 2400 Third Avenue South Minneapolis MN 55404	\$2,000 00
Convent of the Visitation School 2455 Visitation Drive Saint Paul MN 55120	\$1,500 00

<i>Name</i>	<i>Deductible</i>
Friends of the St. Paul Public Library 325 Cedar Street #555 Saint Paul MN 55101-1055	\$5,000 00
Greater Twin Cities United Way P.O. Box 2949 Minneapolis MN 55404-0949	\$6,000 00
Jeremiah Program 1510 Laurel Ave Suite 100 Minneapolis MN 55403	\$1,000 00
Kaleidoscope 2504 Columbus Ave S Minneapolis MN 55404	\$1,000 00
MacPhail Center for the Arts 501 South Second Street Minneapolis MN 55401	\$1,000 00
Minnesota Childrens Museum 10 West 7th Street Saint Paul MN 55102	\$1,000 00
Minnesota Zoo Foundation 13000 Zoo Boulevard Apple Valley MN 55124	\$1,000 00
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$500 00
Sister Kenny Foundation Mail Route 16509 800 E 28th Street Minneapolis MN 55407-3798	\$1,000 00
Skidmore College 815 North Broadway Saratoga Spgs NY 12866	\$2,000 00
The Hotchkiss School P.O. Box 800 Lakeville CT 06039-0800	\$1,500 00

<i>Name</i>	<i>Deductible</i>
Visitation Monastery of Minneapolis 1527 Fremont Ave N Minneapolis MN 55411	\$10,000 00
Youth Frontiers 6009 Excelsior Boulevard Minneapolis MN 55416	\$2,000 00
Blake School SDS 12-2577 P.O Box 86 Minneapolis MN 55486-2577	\$10,000.00
Childrens Hospitals & Clinics of Minnesota 2910 Centre Pointe Drive Saint Paul MN 55113	\$2,000 00
Greater Twin Cities United Way P O Box 2949 Minneapolis MN 55402-0949	\$25,000 00
Habitat for Humanity of Minnesota Inc. 2401 Lowry Ave Ne Suite 210 Minneapolis MN 55418	\$2,000 00
Highpoint Center for Printmaking 912 W Lake Street Minneapolis MN 55408	\$5,000 00
Highpoint Center for Printmaking 912 W. Lake Street Minneapolis MN 55408	\$1,000 00
MacPhail Center for the Arts 501 South Second Street Minneapolis MN 55401	\$500.00
Midway Contemporary Art 527 Second Avenue SE Minneapolis MN 55414	\$25,000 00
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis MN 55404	\$1,000 00

<i>Name</i>	<i>Deductible</i>
Minneapolis Parks Foundation 3954 Bryant Ave S Minneapolis MN 55409	\$1,000 00
Minnesota Land Trust Suite 240 2356 University Avenue West St. Paul MN 55114	\$1,000 00
Minnetonka Center for the Arts 2240 North Shore Drive Wayzata MN 55391	\$1,000 00
Planned Parenthood of MN, ND, SD 1200 Lagoon Avenue Minneapolis MN 55408	\$5,000 00
Science Museum of Minnesota 120 West Kellogg Boulevard St Paul MN 55102	\$1,000 00
Skidmore College 815 North Broadway Saratoga Spgs NY 12866	\$3,000.00
Southeast Land Trust of New Hampshire PO Box 675 Exeter NH 03833	\$1,000 00
Stages Theatre Company Inc. 1111 Mainstreet Hopkins MN 55343	\$1,000 00
Taft School 110 Woodbury Rd Watertown CT 06795	\$5,000.00
The Family Partnership 414 South Eighth Street Minneapolis MN 55404	\$5,000 00
Walker Art Center, Inc. 1750 Hennepin Avenue Minneapolis MN 55403	\$2,000 00

Name

Deductible

YMCA of Metropolitan Minneapolis
30 South Ninth Street

\$2,500 00

Minneapolis MN 55402

Total:

\$946,500 00

FORM 990, Part I GROSS AMOUNT FROM SALE OF ASSETS

Amount for Book Income		<u>Short Term</u> <u>Capital Gain/(Loss)</u>	<u>Long Term</u> <u>Capital Gain/(Loss)</u>	<u>Total</u> <u>Capital Gain/(Loss)</u>
Pass Thru from Partnerships:				
Okabena Fixed Income Fund, LLC	74-3049966	0	19,960	19,960
Okabena Diversified Equity Fund, LLC	41-1563584	91,701	64,485	156,186
Okabena Marketable Alternatives Fund, LLC	41-1858177	217	(6,629)	(6,412)
Okabena Special Opportunities Fund, LLC	26-1997977	1,528	(37,897)	(36,369)
Okabena Partnership V-9	41-1802435	0	(1,321)	(1,321)
Okabena Partnership V-10	41-1802434		(103)	(103)
		-----	-----	-----
Totals		<u>93,446</u>	<u>38,495</u>	<u>131,941</u>

Amount for Net Investment Income		<u>Short Term</u> <u>Capital Gain/(Loss)</u>	<u>Long Term</u> <u>Capital Gain/(Loss)</u>	<u>Total</u> <u>Capital Gain/(Loss)</u>
Pass Thru from Partnerships:				
Okabena Fixed Income Fund, LLC	74-3049966	0	19,960	19,960
Okabena Diversified Equity Fund, LLC	41-1563584	91,701	64,485	156,186
Okabena Marketable Alternatives Fund, LLC	41-1858177	217	(6,629)	(6,412)
Okabena Special Opportunities Fund, LLC	26-1997977	1,528	(37,897)	(36,369)
Okabena Partnership V-9	41-1802435	0	(1,321)	(1,321)
Okabena Partnership V-10	41-1802434		(103)	(103)
		-----	-----	-----
Totals		<u>93,446</u>	<u>38,495</u>	<u>131,941</u>

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

STONE PIER FOUNDATION, EMPLOYER ID# 52-2390637, HEREBY ELECTS UNDER IRC REGULATIONS §53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTIONS OF \$348,261, MADE DURING 2010, AS DISTRIBUTIONS OUT OF CORPUS.