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Form 990-PF

Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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
THE SOLSTICE FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
6300 POWERS FERRY ROAD STE 600 BOX
NO 354

Room/suite

City or town, state, and ZIP code
ATLANTA, GA 30339

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) **\$ 2,556,286**

J Accounting method Cash Accrual
 Other (specify) _____

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

A Employer identification number
58-2117440

B Telephone number (see page 10 of the instructions)
(404) 664-9681

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)	175,000			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	2,599	2,599		
4	Dividends and interest from securities.	50,588	50,588		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	52,523			
b	Gross sales price for all assets on line 6a 794,650				
7	Capital gain net income (from Part IV, line 2) . . .		92,455		
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)	8,761	8,761		
12	Total. Add lines 1 through 11	289,471	154,403		

Revenue	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)	4,850	4,850	0
c	Other professional fees (attach schedule)	11,354	11,354	0
17	Interest			
18	Taxes (attach schedule) (see page 14 of the instructions)	1,766	1,766	0
19	Depreciation (attach schedule) and depletion . . .			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	4,432	0	0
24	Total operating and administrative expenses.			
	Add lines 13 through 23	22,402	17,970	0
25	Contributions, gifts, grants paid	215,723		215,723
26	Total expenses and disbursements. Add lines 24 and 25	238,125	17,970	215,723
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	51,346		
b	Net investment income (if negative, enter -0-) . . .		136,433	
c	Adjusted net income (if negative, enter -0-) . . .			

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			
2	Savings and temporary cash investments	79,361	92,518	92,518
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			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,034,407	2,072,596	2,463,768
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)			
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)	2,113,768	2,165,114	2,556,286
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	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 ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
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	2,113,768	2,165,114	
30	Total net assets or fund balances (see page 17 of the instructions)	2,113,768	2,165,114	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,113,768	2,165,114	

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	2,113,768
2	Enter amount from Part I, line 27a	2	51,346
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,165,114
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	2,165,114

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 Additional Data Table			
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	See Additional Data Table			
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) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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 92,455
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))
2010	138,700	2,514,678	0 055156
2009	82,650	2,142,708	0 038573
2008	147,900	2,904,668	0 050918
2007	269,000	3,385,741	0 079451
2006	252,407	2,782,279	0 090720
2			2 0 314818
3			3 0 062964
4			4 2,619,562
5			5 164,938
6			6 1,364
7			7 166,302
8			8 215,723

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,364
	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			
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	1,364
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	1,364
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a		3,900
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	3,900
8	Enter any penalty for underpayment of estimated tax Check here <input 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,536
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/>	2,536	Refunded <input type="checkbox"/>	11 0

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation <input type="checkbox"/> \$ _____ 0	(2)	On foundation managers <input type="checkbox"/> \$ _____ 0	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>		Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► N/A				
14	The books are in care of ► HANCOCK ASKEW CO LLP Located at ► 275 SCIENTIFIC DRIVE SUITE 2500 NORCROSS GA	Telephone no ► (770) 246-0793 ZIP +4 ► 30092		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
16	and enter the amount of tax-exempt interest received or accrued during the year ►	16	Yes	No
At any time during calendar year 2011, 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 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.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	□ Yes	✓ No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	□ Yes	✓ No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	□ Yes	✓ No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	□ Yes	✓ No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	□ Yes	✓ No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	□ Yes	✓ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
c	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 2011?	1c	No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	2a	
	► If "Yes," list the years ► 20____, 20____, 20____, 20____		
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 20 of the instructions)	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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	
	► If "Yes" to 3a, did it have excess business holdings in 2011 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 2011)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2011?	4b	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
DAVID S LINDENBAUM 6300 POWERS FERRY RD STE 600 BOX 354 ATLANTA, GA 30339	DIRECTOR 1 00	0	0	0
CAROL S LINDENBAUM 6300 POWERS FERRY RD STE 600 BOX 354 ATLANTA, GA 30339	DIRECTOR 1 00	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.			<input checked="" type="checkbox"/>	0

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		

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.

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		
2		
3		
4		

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1		
2		
All other program-related investments See page 24 of the instructions		
3		
Total	Add lines 1 through 3	0

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	2,583,277
b	Average of monthly cash balances.	1b	76,177
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,659,454
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	2,659,454
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	39,892
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,619,562
6	Minimum investment return. Enter 5% of line 5.	6	130,978

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	130,978
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	1,364
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,364
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	129,614
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	129,614
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	129,614

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	215,723
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	215,723
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	1,364
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	214,359

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				129,614
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only.		0		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006.	125,289			
b From 2007.	105,913			
c From 2008.	3,084			
d From 2009.				
e From 2010.	121,925			
f Total of lines 3a through e.	356,211			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 215,723			0	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.			129,614	
e Remaining amount distributed out of corpus	86,109			0
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	442,320			
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	125,289			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	317,031			
10 Analysis of line 9				
a Excess from 2007.	105,913			
b Excess from 2008.	3,084			
c Excess from 2009.				
d Excess from 2010.	121,925			
e Excess from 2011.	86,109			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

DAVID S LINDENBAUM

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

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 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	215,723
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)	
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments.				
3	Interest on savings and temporary cash investments			14	2,599
4	Dividends and interest from securities.			14	50,588
5	Net rental income or (loss) from real estate				
a	Debt-financed property.				
b	Not debt-financed property.				
6	Net rental income or (loss) from personal property				
7	Other investment income.			14	8,761
8	Gain or (loss) from sales of assets other than inventory			18	52,523
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory.				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e).		0		0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions on page 28 to verify calculations.)			13	114,471

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship		
<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge</p>				
<p>***** Signature of officer or trustee</p>	<p>2012-05-07 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature ANNA J DAVIS</p>	<p>Date</p>	<p>Check if self- employed <input type="checkbox"/></p>	<p>PTIN P00662840</p>
	<p>Firm's name HANCOCK ASKEW & CO LLP</p>	<p>275 SCIENTIFIC DRIVE STE 2500</p>	<p>Firm's EIN <input type="checkbox"/> 58-0662558</p>	
	<p>Firm's address NORCROSS, GA 30092</p>	<p>Phone no (770) 246-0793</p>		

May the IRS discuss this return with the preparer shown above? See instructions **Yes** **No**

2011

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, or 990-PF.

Name of organization

THE SOLSTICE FOUNDATION INC

Employer identification number

58-2117440

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule—**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33^{1/3}% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ► \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE SOLSTICE FOUNDATION INC			Employer identification number 58-2117440
Part I Contributors (see Instructions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	See Additional Data Table	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
—	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
THE SOLSTICE FOUNDATION INC

Employer identification number

58-2117440

Part II Noncash Property (see Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	See Additional Data Table	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization THE SOLSTICE FOUNDATION INC		Employer identification number 58-2117440	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry) For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

Additional Data

Software ID:
Software Version:
EIN: 58-2117440
Name: THE SOLSTICE FOUNDATION INC

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339	\$ 1,471	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339	\$ 21,278	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339	\$ 15,276	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339	\$ 9,872	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339	\$ 7,506	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339	\$ 19,941	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	<u>DAVID LINDENBAUM</u> PO BOX 354 ATLANTA, GA 30339	\$ <u>8,819</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
8	<u>DAVID LINDENBAUM</u> PO BOX 354 ATLANTA, GA 30339	\$ <u>23,070</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
9	<u>DAVID LINDENBAUM</u> PO BOX 354 ATLANTA, GA 30339	\$ <u>10,570</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
10	<u>DAVID LINDENBAUM</u> PO BOX 354 ATLANTA, GA 30339	\$ <u>16,885</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
11	<u>DAVID LINDENBAUM</u> PO BOX 354 ATLANTA, GA 30339	\$ <u>8,337</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)
12	<u>DAVID LINDENBAUM</u> PO BOX 354 ATLANTA, GA 30339	\$ <u>9,382</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339 _____	\$ 7,994	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339 _____	\$ 7,954	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	DAVID LINDENBAUM PO BOX 354 ATLANTA, GA 30339 _____	\$ 6,645	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990 Schedule B, Part II - Noncash Property (see instructions):

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	117 SHS AMAZON	\$ 21,278	2011-12-20
3	39 SHS APPLE	\$ 15,276	2011-12-20
4	96 SHS CHEVRON CORP	\$ 9,872	2011-12-20
5	90 SHS COSTCO	\$ 7,506	2011-12-20
6	421 SHS DANAHER	\$ 19,941	2011-12-20
7	14 SHS GOOGLE	\$ 8,819	2011-12-20
8	124 SHS INTERNATIONAL BUSINESS MACHS	\$ 23,070	2011-12-20
9	24 SHS INTUITIVE SURGICAL	\$ 10,570	2011-12-20
10	253 SHS NATIONAL OILWELL	\$ 16,885	2011-12-20
11	66 SHS SIMON PROPERTY	\$ 8,337	2011-12-20
12	314 SHS SPECTRA ENERGY	\$ 9,382	2011-12-20
13	161 SHS UNITEDHEALTH GROUP	\$ 7,994	2011-12-20
14	117 SHS WHOLEFOODS MARKET	\$ 7,954	2011-12-20
15	97 SHS ALEXION PHARM	\$ 6,645	2011-12-20

Additional Data

Software ID:

Software Version:

EIN: 58-2117440

Name: THE SOLSTICE FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
180 SHS MFB NORTHERN FDS FIXED INC		2010-11-18	2011-02-17
250 03 SHS MFB NORTHERN FDS MULTI MAN		2010-12-21	2011-02-17
29 97 SHS MFB NORTHERN FDS MULTI MAN		2011-02-17	2011-02-17
833 18 SHS MFB NORTHERN FDS MUTLI-MANAGER		2010-11-18	2011-02-18
15 01 SHS MFB NORTHERN FDS MUTLI-MANAGER		2010-12-16	2011-02-19
309 09 SHS MFB NORTHERN FDS MUTLI-MANAGER		2010-12-21	2011-02-20
939 19 SHS MFB NORTHERN FDS MUTLI-MANAGER		2010-12-21	2011-02-21
253 53 SHS MFB NORTHERN FDS MUTLI-MANAGER		2010-07-15	2011-02-22
90 SHS COLGATE PALMOLIVE		2010-02-04	2011-02-02
80 SHS ADR TEVA PHARM		2009-02-17	2011-02-28
90 SHS ADR TEVA PHARM		2009-01-22	2011-02-28
15 SHS ALTERA CORP COM		2010-11-18	2011-03-08
20 SHS ALTERA CORP COM		2011-02-17	2011-03-08
75 SHS ALTERA CORP COM		2009-03-25	2011-03-08
20 SHS PEPSICO		2011-02-17	2011-03-08
125 SHS PEPSICO		2006-12-19	2011-03-08
48 SHS FEDEX CORP		2009-12-11	2011-03-25
15 SHS FEDEX CORP		2011-02-17	2011-03-28
90 SHS FEDEX CORP		2010-01-12	2011-03-28
12 SHS FEDEX CORP		2009-12-11	2011-03-28
174 SHS CISCO SYSTEMS INC		1997-12-19	2011-04-11
401 SHS CISCO SYSTEMS INC		2007-05-29	2011-04-11
10 SHS NIKE INC		2010-11-18	2011-04-26
10 SHS NIKE INC		2011-02-17	2011-04-26
44 SHS NIKE INC		2010-01-15	2011-04-26
GAIN - CISCO SHARES ADJUSTMENT TO COST BASIS			2011-04-26
52 SHS NIKE INC		2009-12-11	2011-05-02
485 SHS MICROSOFT		1999-06-22	2011-05-26
15 SHS MICROSOFT		2010-11-18	2011-05-26
25 SHS MICROSOFT		2011-02-17	2011-05-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
195 SHS NORTHERN FDS FIXED INC		2010-05-20	2011-05-26
85 SHS MFB NORTHERN FDS MULTI MAN		2009-10-13	2011-05-26
270 SHS MFB NORTHERN FDS EMERGING MAN		2010-07-15	2011-05-26
280 SHS MFB NORTHERN FUNDS HIGH YIELD		2010-02-22	2011-05-26
80 SHS MFB FUNDS SMALL CAP		2009-03-04	2011-05-26
736 39 SHS MFB NORTHERN MULTI MANAGER INTL		2011-02-17	2011-05-26
408 61 SHS MFB NORTHERN MULTI MANAGER INTL		2009-10-13	2011-05-26
139 44 SHS MFB NORTHERN MULTI MANAGER MID		2011-02-17	2011-05-26
65 56 SHS MFB NORTHERN MULTI MANAGER MID		2010-12-16	2011-05-26
40 SHS MFB NORTHERN MULTI MANAGER SMALL		2009-03-04	2011-05-26
10 SHS DANAHER CORP		2011-02-17	2011-05-26
5 SHS EATON CORP		2011-03-25	2011-05-26
15 SHS EMC CORP COM		2011-02-17	2011-05-26
5 SHS EMERSON ELECTRIC CO		2010-11-18	2011-05-26
5 SHS EXXON MOBIL CORP		2011-02-17	2011-05-26
20 SHS GENERAL ELECTRIC CO		2003-12-24	2011-05-26
5 SHS HJ HEINZ		2011-02-17	2011-05-26
5 SHS JOHNSON CONTROLS		2011-02-17	2011-05-26
10 SHS JP MORGAN CHASE		2008-02-06	2011-05-26
5 SHS MEDCO HEALTH SOLUTIONS		2011-02-17	2011-05-26
10 SHS MFC ISHARES TR BARCLAYS		2011-02-17	2011-05-26
15 SHS MFC SPDR GOLD		2011-02-17	2011-05-26
5 SHS MFC SPDR GOLD		2010-11-19	2011-05-26
5 SHS OMNICOM GROUP		2010-12-20	2011-05-26
15 SHS ORACLE CORP		2011-02-17	2011-05-26
10 SHS PRINCIPAL FINANCIAL GROUP		2010-12-06	2011-05-26
5 SHS PROCTER & GAMBLE		2011-02-17	2011-05-26
15 SHS SPECTRA ENERGY CORP		2011-02-17	2011-05-26
5 SHS TRAVELERS COS INC		2011-02-17	2011-05-26
10 SHS UNITED HEALTH GROUP		2011-02-17	2011-05-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 SHS US BANCORP		2010-11-18	2011-05-26
5 SHS US BANCORP		2010-12-17	2011-05-26
5 SHS WAL-MART STORES		2011-02-17	2011-05-26
10 SHS WALT DISNEY		2011-02-17	2011-05-26
15 SHS WELLS FARGO		2011-02-17	2011-05-26
5 SHS ADR NOVARTIS		2011-02-17	2011-05-26
5 SHS AMERICAN EXPRESS		2010-04-26	2011-05-26
5 SHS COVIDIEN PLC		2011-02-17	2011-05-26
265 SHS MFB NORTHERN FDS FIXED		2010-12-21	2011-06-27
45 78 SHS MFB NORTHERN FDS MULTI		2010-12-21	2011-06-27
64 22 SHS MFB NORTHERN FDS MULTI		2009-12-22	2011-06-27
365 SHS MFB NORTHERN FUNDS MULTI - EMERGING		2010-07-15	2011-06-27
385 SHS MFB NORTHERN FUNDS MULTI OPP FUND		2010-02-22	2011-06-27
115 SHS MFB NORTHERN FUNDS SMALL CAP CORE		2009-03-04	2011-06-27
1,565 SHS MFB NORTHERN MULTI-MANAGER INTL EQ		2009-10-13	2011-06-27
275 SHS MFB NORTHERN MULTI-MANAGER MID CAP		2010-12-16	2011-06-27
50 SHS MFB NORTHERN MULTI MANAGER SMALL CAP FUND		2009-03-04	2011-06-27
115 SHS MFB NORTHERN MULTI MANAGER SMALL CAP FUND		2009-03-04	2011-06-27
74 12 SHS MFO PIMCO FDS		2011-02-17	2011-06-27
190 88 SHS MFO PIMCO FDS		2009-06-01	2011-06-27
15 SHS LOWES COS INC		2010-11-18	2011-06-24
270 SHS LOWES COS INC		2010-04-26	2011-06-24
10 SHS MEDCO HEALTH SOLUTIONS		2011-02-17	2011-06-24
180 SHS MEDCO HEALTH SOLUTIONS		2009-12-21	2011-06-24
20 SHS MEDCO HEALTH SOLUTIONS		2008-01-25	2011-06-24
10 SHS ADR BHP BILLITON		2011-02-17	2011-06-24
3 SHS APPLE INC		2011-02-17	2011-06-27
10 SHS CHEVRON CORP		2011-02-17	2011-06-27
10 SHS DANAHER CORP		2011-02-17	2011-06-27
10 SHS DOMINION RES		2011-02-17	2011-06-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
15 SHS DU PONT		2011-02-17	2011-06-27
20 SHS EMC CORP		2011-02-17	2011-06-27
10 SHS EMERSON ELECTRIC		2007-12-31	2011-06-27
10 SHS EXXON MOBIL		2011-02-17	2011-06-27
5 SHS FRANKLIN RES INC		2011-02-17	2011-06-27
35 SHS GENERAL ELECTRIC		2003-12-24	2011-06-27
10 SHS INTERNATIONAL BUSINESS MACHS		2011-02-17	2011-06-27
10 SHS JOHNSON CONTROLS		2011-02-17	2011-06-27
10 SHS JP MORGAN CHASE		2008-02-06	2011-06-27
10 SHS MCKESSON CORP		2011-02-17	2011-06-27
14 SHS MFC ISHARES TR		2010-11-18	2011-06-27
34 SHS MFC SPDR GOLD		2010-11-19	2011-06-27
10 SHS NATIONAL OILWELL		2010-11-18	2011-06-27
10 SHS OMNICOM GROUP		2010-12-20	2011-06-27
15 SHS ORACLE CORP		2011-02-17	2011-06-27
10 SHS PROCTOR & GAMBLE		2011-02-17	2011-06-27
5 SHS SALESFORCE COMP		2011-02-17	2001-06-27
10 SHS SIMON PROPERTY		2011-02-17	2011-06-27
20 SHS SPECTRA ENERGY CORP		2011-02-17	2011-06-27
10 SHS TRAVELERS COS INC		2011-02-17	2011-06-27
10 SHS UNITED HEALTH GROUP		2011-02-17	2011-06-27
15 SHS WALT DISNEY		2011-02-17	2011-06-27
15 SHS WELLS FARGO		2011-02-17	2011-06-27
25 SHS MFB NORTHERN FDS FIXED INCOME		2010-12-21	2011-07-14
10 SHS MFB NORTHERN FDS MULTI-MANAGER GLOBAL		2009-12-22	2011-07-14
35 SHS MFB NORTHERN FDS MULTI EMERGING MKTS		2010-07-15	2011-07-14
35 SHS MFB NORTHERN HIGH YIELD		2010-02-22	2011-07-14
10 SHS MFB NORTHERN FUNDS SMALL CAP CORE		2010-12-16	2011-07-14
155 SHS MFB NORTHERN MULTI-MANAGER INTL EQUITY		2009-10-13	2011-07-14
30 SHS MFB NORTHERN MID CAP		2010-12-16	2011-07-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
15 SHS MFB NORTHERN MULTI MANAGER SMALL CAP		2009-03-04	2011-07-14
15 SHS MFO PIMCO FDS PAC		2009-06-01	2011-07-14
5 SHS ADR NOVARTIS		2011-02-17	2011-07-14
5 SHS ALTERA CORP COM		2009-03-25	2011-07-14
10 SHS AUTO DESK		2011-05-26	2011-07-14
10 SHS BERKSHIRE HATHAWAY		2011-02-17	2011-07-14
105 SHS BERKSHIRE HATHAWAY		2010-07-16	2011-07-14
5 SHS BRISTOL MYERS SQUIBB		2011-06-24	2011-07-14
10 SHS CITRIX SYS INC		2011-04-11	2011-07-14
10 SHS COVIDIEN PLC		2011-02-17	2011-07-14
5 SHS EATON CORP		2011-03-25	2011-07-14
10 SHS HJ HEINZ		2010-08-20	2011-07-14
5 SHS JP MORGAN		2008-02-06	2011-07-14
15 SHS JUNIPER NETWORKS		2010-11-19	2011-07-14
1 SHS MFC ISHARES BARCLAYS		2010-11-18	2011-07-14
3 SHS MFC SPDR		2010-11-19	2011-07-14
10 SHS PAYCHEX		2011-03-10	2011-07-14
5 SHS PEPSICO		2006-12-19	2011-07-14
15 SHS PRINCIPAL FINANCIAL GROUP		2010-11-18	2011-07-14
5 SHS SCHLUMBERGER LTD		2011-04-11	2011-07-14
15 SHS SUNCOR ENERGY INC		2010-11-18	2011-07-14
15 SHS US BANCORP		2010-11-18	2011-07-14
220 SHS DISNEY CO		2006-06-21	2011-07-14
55 SHS DISNEY CO		2010-05-20	2011-07-14
55 SHS DISNEY CO		2010-03-30	2011-07-14
5 SHS DISNEY CO		2011-02-17	2011-07-15
20 SHS EMERSON ELECTRIC		2011-02-17	2011-08-10
5 SHS EMERSON ELECTRIC CO		2010-11-18	2011-08-10
305 SHS EMERSON ELECTRIC CO		2007-12-31	2011-08-10
40 SHS STARWOOD HOTELS		2010-12-20	2011-08-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 SHS STARWOOD HOTELS		2010-12-17	2011-08-10
5090 SHS MFB NORTHERN FUNDS FIXED INCOME		2010-11-18	2001-08-31
255 SHS MFO PIMCO FDS		2009-06-01	2011-08-31
49 SHS PAYCHEX		2011-03-10	2011-08-29
56 SHS PAYCHEX		2011-03-09	2011-08-29
160 SHS PAYCHEX		2011-03-08	2011-08-29
74 SHS PEPSICO INC		2006-12-19	2011-08-29
5 SHS MFB NORTHERN FUNDS FIXED INCOME		2010-12-21	2011-09-01
52 SHS ISHARES TR BARCLAYS		2010-11-18	2011-08-31
78 SHS MFC SPDR GOLD		2010-11-19	2011-09-01
280 SHS MFC SPDR GOLD		2010-05-20	2011-09-01
66 SHS PEPSICO INC		2006-12-19	2011-08-30
215 SHS JUNIPER NETWORKS		2010-11-19	2011-09-22
110 SHS JUNIPER NETWORKS		2010-11-19	2011-09-22
26 SHS JUNIPER NETWORKS		2010-11-19	2011-09-22
125 SHS TRAVELERS COS INC		2009-11-13	2011-09-22
64 SHS JUNIPER NETWORKS		2011-05-23	2011-09-23
35 SHS JUNIPER NETWORKS		2011-09-01	2011-09-23
10 SHS MFB NORTHERN FDS MULTI-MANAGER EMERG		2011-09-01	2011-09-29
5 SHS MFB NORTHERN FUNDS MULTI HIGH		2011-08-31	2011-09-29
5 SHS MFB NORTHERN FUNDS MULTI MAN		2011-08-31	2011-09-29
40 SHS MFB NORTHERN MULTI MAN		2011-09-29	2011-09-29
15 SHS MFB NORTHERN MULTI-MANAGER MID		2011-09-01	2011-09-29
10 SHS MFB NORTHERN MULTI-MAN SMALL		2011-09-01	2011-09-29
345 SHS MFC ISHARES		2009-06-03	2011-09-29
68 SHS MFC I SHARES		2010-11-18	2011-09-29
2557 66 SHS MFO PIMCO FDS PAC INVT		2009-06-01	2011-09-29
122 34 SHS MMFO PIMCO FDS PAC INVT		2009-03-06	2011-09-29
150 SHS SUNCOR ENERGY		2009-05-19	2011-09-28
10 SHS SPDR GOLD TR		2010-11-19	2011-09-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
15 SHS SUNCOR ENERGY INC		2011-02-17	2011-09-29
25 SHS SUNCOR ENERGY INC		2011-09-01	2011-09-29
135 SHS SUNCOR ENERGY INC		2008-05-27	2011-09-29
10 SHS CUMMINS INC		2011-09-01	2011-10-21
121 SHS CUMMINS INC		2009-09-09	2011-10-21
3500 39 SHS MFB NOTHERN MULTI MANAGER		2011-09-01	2011-11-04
3892 54 SHS MFB NOTHERN MULTI MANAGER		2010-02-22	2011-11-04
1127 07 SHS MFB NOTHERN MULTU MANAGER		2009-10-13	2011-11-04
85 SHS GENERAL ELECTRIC		2011-09-01	2011-11-08
60 SHS GENERAL ELECTRIC		2011-02-17	2011-11-08
50 SHS GENERAL ELECTRIC		2010-11-18	2011-11-08
230 SHS GENERAL ELECTRIC		2003-12-24	2011-11-08
35 SHS UNITED HEALTH		2011-09-01	2011-11-08
5 SHS UNITED HEALTH		2011-02-17	2011-11-08
10 SHS UNITED HEALTH		2010-11-18	2011-11-08
60 SHS UNITED HEALTH		2010-02-04	2011-11-08
5 SHS MFB NOTHERN FDS MULTI MAN		2011-11-04	2011-11-17
5 SHS MFB NOTHERN FUNDS MULTI MAN		2011-08-31	2011-11-17
20 SHS MFB NOTHERN MULTI MAN		2009-10-13	2011-11-17
5 SHS AMERICAN EXPRESS		2010-04-26	2011-11-17
5 SHS COSTCO WHOLESALE		2011-09-01	2011-11-17
10 SHS DANAHER CORP		2011-09-01	2011-11-17
10 SHS DU PONT		2010-04-26	2011-11-17
15 SHS EMC CORP COM		2011-09-01	2011-11-17
5 SHS EXXON MOBIL CORP		2011-09-01	2011-11-17
10 SHS JP MORGAN CHASE		2008-02-06	2011-11-17
5 SHS MCKESSON CORP		2011-09-01	2011-11-17
5 SHS NORFOLK SOUTHERN CORP COM		2011-08-10	2011-11-17
5 SHS OMNICOM GROUP		2010-12-21	2011-11-17
10 SHS ORACLE CORP		2011-09-01	2011-11-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 SHS SCHLUMBERGER LTD		2011-04-11	2011-11-17
10 SHS SPECTRA ENERGY CORP		2011-09-01	2011-11-17
5 SHS WELLS FARGO		2011-09-01	2011-11-17
5 SHS WELLS FARGO		2011-02-17	2011-11-17
5 SHS WHOLE FOODS		2011-09-01	2011-11-17
175 SHS MFB NORTHERN FDS MULTI MAN		2011-09-01	2011-12-12
595 SHS MFB NORTHERN FDS MULTI		2011-09-01	2011-12-12
465 SHS MFB NORTHERN FUNDS FIXED INCOME		2010-05-20	2011-12-12
660 SHS MFB NORTHERN FUNDS HIGH		2011-08-31	2011-12-12
180 SHS MFB NORTHERN FUNDS SMALL CAP CORE		2010-12-16	2011-12-12
2115 SHS MFB NORTHERN MULTI-MANAGER		2009-10-13	2011-12-12
435 SHS NORTHERN MULTI MANAGER MID		2010-12-16	2011-12-12
507 SHS MFB NORTHERN MULTI MAN SMALL CAP		2011-05-26	2011-12-12
244 93 SHS MFB NORTHERN MULTI MAN SMALL CAP		2011-09-01	2011-12-12
10 SHS ABBOTT LABORATORIES		2009-12-21	2011-12-12
5 SHS ADR BHP BILLITON LTD		2010-11-18	2011-12-12
15 SHS ADR NOVARTIS		2011-09-01	2011-12-12
15 SHS ALTERA CORP COM		2011-09-01	2011-12-12
15 SHS AMERICAN EXPRESS		2011-09-01	2011-12-12
5 SHS APPLE INC		2011-09-01	2011-12-12
15 SHS AUTODESK INC		2011-05-26	2011-12-12
25 SHS BRISTOL MYERS SQUIBB		2011-11-08	2011-12-12
15 SHS CHEVERON CORP		2011-09-01	2011-12-12
15 SHS CITRIX SYS		2011-04-11	2011-12-12
10 SHS COCA COLA		2011-08-30	2011-12-12
10 SHS CONOCO PHILLIPS		2011-09-01	2011-12-12
10 SHS COSTCO		2011-09-01	2011-12-12
15 SHS COVIDIEN PLC		2011-09-01	2011-12-12
20 SHS DANAHER CORP		2011-09-01	2011-12-12
15 SHS DOMINION		2011-09-01	2011-12-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 SHS DU PONT		2011-02-17	2011-12-12
10 SHS DU PONT		2011-09-01	2011-12-12
15 SHS EATON CORP		2011-04-01	2011-12-12
30 SHS EMC CORP		2011-09-01	2011-12-12
15 SHS EXXON MOBIL		2011-09-01	2011-12-12
5 SHS FRANKLIN RES INC		2011-02-17	2011-12-12
5 SHS FRANKLIN RES INC		2011-09-01	2011-12-12
30 SHS GENERAL ELECTRIC		2003-12-24	2011-12-12
15 SHS HJ HEINZ		2011-09-01	2011-12-12
10 SHS INTERNATIONAL BUSINESS MACHS		2011-09-01	2011-12-12
10 SHS JOHNSON CONTROLS		2011-09-01	2011-12-12
10 SHS JOHNSON CONTROLS		2010-11-18	2011-12-12
20 SHS JP MORGAN CHASE		2008-02-06	2011-12-12
10 SHS MCDONALD'S CORP		2011-09-01	2011-12-12
10 SHS MCKESSON CORP		2011-09-01	2011-12-12
55 SHS MFC FLEXSHARES TR IBOXX		2011-09-29	2011-12-12
25 SHS MFC FLEXSHARES TR IBOXX		2011-11-04	2011-12-12
25 SHS MFC FLEXSHARES TR MORNINGSTAR		2011-09-29	2011-12-12
35 SHS MFC SPDR GOLD		2010-11-19	2011-12-12
10 SHS NATIONAL OILWELL		2011-02-17	2011-12-12
10 SHS NORFOLK SOUTHERN		2011-08-10	2011-12-12
15 SHS OMNICOM GROUP		2011-02-17	2011-12-12
5 SHS ORACLE CORP		2011-02-17	2011-12-12
25 SHS ORACLE CORP		2010-11-18	2011-12-12
25 SHS PRINCIPAL FINANCIAL GROUP		2011-02-17	2011-12-12
15 SHS PROCTER & GAMBLE		2006-12-19	2011-12-12
10 SHS QUALCOMM		2011-07-15	2011-12-12
5 SHS SALESFORCE COMP		2011-09-01	2011-12-12
5 SHS SCHLUMBERGER LTD		2011-02-17	2011-12-12
10 SHS SIMON PROPERTY		2011-09-01	2011-12-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
30 SHS SPECTRA ENERGY		2011-09-01	2011-12-12
5 SHS TRAVELERS COS INC		2011-02-17	2011-12-12
5 SHS TRAVELERS COS INC		2009-11-13	2011-12-12
5 SHS UNITED TECHNOLOGIES		2011-02-17	2011-12-12
15 SHS UNITED HEALTH GROUP		2009-12-21	2011-12-12
30 SHS US BANKCORP		2008-05-01	2011-12-12
9 SHS VF CORP		2011-09-01	2011-12-12
1 SHS VF CORP		2011-05-03	2011-12-12
10 SHS VERIZON COMM		2011-09-28	2011-12-12
15 SHS WALT DISNEY		2010-11-18	2011-12-12
30 SHS WELLS FARGO		2008-10-09	2011-12-12
5 SHS WHOLD FOODS		2011-09-01	2011-12-12
5 SHS WHOLD FOODS		2011-02-17	2011-12-12
10 SHS INTERNATIONAL BUSINESS MACHS		2011-01-01	2011-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,818		1,899	-81
4,556		4,872	-316
546		330	216
18,497		20,205	-1,708
333		365	-32
6,862		6,961	-99
20,850		21,151	-301
5,628		5,167	461
6,781		7,213	-432
4,000		3,437	563
4,499		3,817	682
651		495	156
868		837	31
3,255		1,315	1,940
1,272		1,295	-23
7,951		7,904	47
4,345		4,318	27
1,378		1,463	-85
8,267		7,794	473
1,102		1,079	23
3,042		1,537	1,505
7,006		2,807	4,199
800		827	-27
800		861	-61
3,518		2,848	670
2,452		1,988	464
4,172		3,319	853
11,698		2,961	8,737
362		389	-27
602		681	-79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,014		2,018	-4
1,603		1,410	193
6,132		5,503	629
3,088		2,568	520
1,246		1,158	88
7,430		7,555	-125
4,123		3,645	478
1,758		1,753	5
827		758	69
436		197	239
536		512	24
253		270	-17
423		409	14
270		277	-7
412		420	-8
388		166	222
269		242	27
190		211	-21
425		483	-58
323		317	6
1,109		1,059	50
2,223		2,026	197
741		658	83
234		233	1
502		496	6
310		300	10
331		320	11
410		397	13
307		299	8
477		426	51

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
125		125	0
124		131	-7
273		274	-1
411		437	-26
415		495	-80
311		286	25
254		237	17
273		256	17
2,732		2,677	55
834		797	37
1,170		1,044	126
8,129		7,439	690
4,150		3,954	196
1,740		1,664	76
15,243		13,960	1,283
3,350		3,179	171
531		246	285
1,221		566	655
636		695	-59
1,638		1,414	224
348		325	23
6,263		7,680	-1,417
537		634	-97
9,662		5,198	4,464
1,074		588	486
893		940	-47
993		1,075	-82
987		972	15
509		512	-3
476		442	34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
773		834	-61
516		545	-29
535		271	264
775		839	-64
618		649	-31
635		291	344
1,669		1,643	26
394		421	-27
398		483	-85
818		805	13
1,560		1,523	37
4,965		4,473	492
700		620	80
455		467	-12
471		496	-25
631		640	-9
719		705	14
1,128		1,082	46
529		530	-1
572		598	-26
505		426	79
569		656	-87
412		495	-83
259		259	0
187		163	24
793		713	80
381		359	22
155		145	10
1,542		1,383	159
375		347	28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
163		74	89
137		111	26
307		286	21
214		88	126
366		418	-52
852		850	2
7,942		8,333	-391
146		146	0
743		747	-4
527		511	16
256		270	-14
535		470	65
204		242	-38
456		522	-66
112		109	3
464		395	69
305		334	-29
344		316	28
429		429	0
431		454	-23
590		515	75
373		426	-53
4,221		3,066	1,155
2,117		1,788	329
2,117		1,925	192
192		219	-27
858		1,234	-376
215		277	-62
13,084		8,258	4,826
1,724		2,435	-711

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,310		5,957	-1,647
53,089		53,700	-611
2,354		1,890	464
1,289		1,639	-350
1,473		1,887	-414
4,211		5,371	-1,160
4,728		4,679	49
52		52	0
5,962		5,656	306
13,868		10,261	3,607
49,781		32,508	17,273
4,232		4,173	59
4,083		7,483	-3,400
2,089		4,923	-2,834
492		983	-491
5,891		6,688	-797
1,223		2,420	-1,197
669		749	-80
183		210	-27
50		52	-2
127		135	-8
334		366	-32
156		165	-9
89		95	-6
39,578		35,507	4,071
7,799		7,397	402
19,413		18,952	461
929		700	229
4,105		4,423	-318
1,572		1,316	256

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
395		678	-283
659		801	-142
3,556		6,420	-2,864
932		915	17
11,277		5,504	5,773
31,083		32,064	-981
34,566		33,904	662
10,008		10,053	-45
1,390		1,386	4
981		1,293	-312
818		805	13
3,762		1,912	1,850
1,591		1,664	-73
227		213	14
455		357	98
2,728		1,964	764
96		105	-9
51		52	-1
170		178	-8
239		237	2
413		400	13
476		447	29
467		407	60
355		334	21
391		370	21
310		483	-173
401		397	4
363		338	25
211		234	-23
317		280	37

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
368		454	-86
284		260	24
125		128	-3
125		165	-40
334		327	7
2,797		3,049	-252
11,329		12,495	-1,166
4,892		4,813	79
6,686		6,824	-138
2,525		2,605	-80
17,808		18,866	-1,058
4,894		5,029	-135
49		53	-4
2,373		2,329	44
540		417	123
360		437	-77
815		880	-65
529		545	-16
712		746	-34
1,951		1,912	39
502		627	-125
827		789	38
1,525		1,491	34
1,020		1,120	-100
666		699	-33
699		682	17
841		800	41
651		777	-126
908		895	13
751		732	19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
218		278	-60
436		481	-45
644		840	-196
688		668	20
1,190		1,110	80
480		649	-169
480		595	-115
490		249	241
786		786	0
1,916		1,709	207
312		311	1
312		369	-57
636		966	-330
982		905	77
792		794	-2
1,391		1,368	23
632		635	-3
812		786	26
5,666		4,604	1,062
699		814	-115
724		675	49
652		754	-102
155		165	-10
776		709	67
589		854	-265
960		963	-3
545		549	-4
572		641	-69
353		463	-110
1,212		1,177	35

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
870		781	89
278		299	-21
278		268	10
371		423	-52
720		481	239
775		1,049	-274
1,213		1,044	169
135		108	27
382		371	11
547		564	-17
782		1,004	-222
340		327	13
340		302	38
		1,257	-1,257
44,348			44,348

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-81
			-316
			216
			-1,708
			-32
			-99
			-301
			461
			-432
			563
			682
			156
			31
			1,940
			-23
			47
			27
			-85
			473
			23
			1,505
			4,199
			-27
			-61
			670
			464
			853
			8,737
			-27
			-79

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-4
			193
			629
			520
			88
			-125
			478
			5
			69
			239
			24
			-17
			14
			-7
			-8
			222
			27
			-21
			-58
			6
			50
			197
			83
			1
			6
			10
			11
			13
			8
			51

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			0
			-7
			-1
			-26
			-80
			25
			17
			17
			55
			37
			126
			690
			196
			76
			1,283
			171
			285
			655
			-59
			224
			23
			-1,417
			-97
			4,464
			486
			-47
			-82
			15
			-3
			34

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-61
			-29
			264
			-64
			-31
			344
			26
			-27
			-85
			13
			37
			492
			80
			-12
			-25
			-9
			14
			46
			-1
			-26
			79
			-87
			-83
			0
			24
			80
			22
			10
			159
			28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			89
			26
			21
			126
			-52
			2
			-391
			0
			-4
			16
			-14
			65
			-38
			-66
			3
			69
			-29
			28
			0
			-23
			75
			-53
			1,155
			329
			192
			-27
			-376
			-62
			4,826
			-711

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-1,647
			-611
			464
			-350
			-414
			-1,160
			49
			0
			306
			3,607
			17,273
			59
			-3,400
			-2,834
			-491
			-797
			-1,197
			-80
			-27
			-2
			-8
			-32
			-9
			-6
			4,071
			402
			461
			229
			-318
			256

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-283
			-142
			-2,864
			17
			5,773
			-981
			662
			-45
			4
			-312
			13
			1,850
			-73
			14
			98
			764
			-9
			-1
			-8
			2
			13
			29
			60
			21
			21
			-173
			4
			25
			-23
			37

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-86
			24
			-3
			-40
			7
			-252
			-1,166
			79
			-138
			-80
			-1,058
			-135
			-4
			44
			123
			-77
			-65
			-16
			-34
			39
			-125
			38
			34
			-100
			-33
			17
			41
			-126
			13
			19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-60
			-45
			-196
			20
			80
			-169
			-115
			241
			0
			207
			1
			-57
			-330
			77
			-2
			23
			-3
			26
			1,062
			-115
			49
			-102
			-10
			67
			-265
			-3
			-4
			-69
			-110
			35

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			89
			-21
			10
			-52
			239
			-274
			169
			27
			11
			-17
			-222
			13
			38
			-1,257
			44,348

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
COMPUTERS FOR YOUTH - ATL1660 CHATTAHOOCHEE AVENUE ATLANTA, GA 30318	501(C)(3)	EXEMPT	NOT SPECIFIED	30,000
DOCTORS WITHOUT BORDERS333 7TH AVENUE NEW YORK, NY 10001	501(C)(3)	EXEMPT	NOT SPECIFIED	15,000
DREAM HOUSE2092 SCENIC HIGHWAY SNELLVILLE, GA 30078	501(C)(3)	EXEMPT	NOT SPECIFIED	1,500
EARTH UNIVERSITY FOUNDATI 6300 POWERS FERRY RD ATLANTA, GA 30305	501 (C)(3)	EXEMPT	NOT SPECIFIED	16,050
GIRLS ON THE RUN5696 PEACHTREE PKWY NORCROSS, GA 30092	501(C)(3)	EXEMPT	NOT SPECIFIED	14,000
KATE'S CLUB1330 WEST PEACHTREE ST ATLANTA, GA 30309	501 (C)(3)	EXEMPT	NOT SPECIFIED	5,000
PREDISAN1625 COOLEGE ROAD TUCKER, GA 30084	501 (C)(3)	EXEMPT	NOT SPECIFIED	39,173
SAVE THE CHILDREN54 WILTON ROAD WESTPORT, CT 06880	501 (C)(3)	EXEMPT	NOT SPECIFIED	2,500
SPECIAL OLYMPICS4000 DEKALB TECHNOLOGY PA ATLANTA, GA 30340	501 (C)(3)	EXEMPT	NOT SPECIFIED	10,000
ROCKY MOUNTAIN JR ACHIEVEMENT151 SOUTH COLLEGE AVE FORT COLLINS, CO 80524	501 (C)(3)	EXEMPT	NOT SPECIFIED	5,000
ELIZABETH GLASER PEDIATRICS 1140 CONNECTICUT AVE NW SUITE 200 WASHINGTON, DC 20036	501 (C)(3)	EXEMPT	NOT SPECIFIED	10,000
LEUKEMIA SOCIETY2121 E HARMONY ROAD 150 FORT COLLINS, CO 80524	501 (C)(3)	EXEMPT	NOT SPECIFIED	2,500
GEORGIA CONSERVANCY817 WEST PEACHTREE STREET NW200 ATLANTA, GA 30308	501 (C)(3)	EXEMPT	NOT SPECIFIED	20,000
COLORADO SUCCEEDS1201 E COLFAX AVE 201 DENVER, CO 80218	501 (C)(3)	EXEMPT	NOT SPECIFIED	5,000
500 FOR LIFE6105 BLUE STONE ROADLOFT 421 ATLANTA, GA 30328	501 (C)(3)	EXEMPT	NOT SPECIFIED	5,000
AMERICAN RED CROSS3486 COVINGTON HIGHWAY DECATUR, GA 30032	501 (C)(3)	EXEMPT	NOT SPECIFIED	30,000
CHILDREN'S HARBOR1 OUR CHILDRENS HIGHWAY ALEXANDER CITY, AL 35010	501 (C)(3)	EXEMPT	NOT SPECIFIED	5,000
Total			► 3a	215,723

TY 2011 Accounting Fees Schedule

Name: THE SOLSTICE FOUNDATION INC

EIN: 58-2117440

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,850	4,850		0

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE SOLSTICE FOUNDATION INC

EIN: 58-2117440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	7,927	9,278
ADR BHP BILLITON LTD	7,820	10,595
ADR NOVARTIS	11,441	12,292
ALEXION PHARMACEUTICALS	6,644	6,936
ALTERA CORP COM	3,768	7,977
AMAZON COM INC.	33,447	35,659
AMERICAN EXPRESS COMPANY	15,970	16,274
APPLE COMPUTER INC	22,255	51,840
AUTODESK, INC.	8,485	6,369
BRISTOL MYERS SQUIBB	15,449	18,325
CHEVRON CORP COM	27,361	33,410
CITRIX SYSTEMS	11,650	13,176
COCA COLA	19,412	19,592
CONOCO PHILLIPS	9,259	10,931
COSTCO WHSL CORP	21,256	24,579
COVIDIEN LTD COM STOCK	11,033	10,127
DANAHER CORPORATION	34,602	42,383
DISNEY WALT CO COM	8,411	10,688
DOMINION RES INC	13,193	15,924
DU PONT	14,641	17,168
EATON CORP	14,237	11,535
EMC CORP COM	14,683	15,832
EXXON MOBIL CORP	14,948	29,666
FRANKLIN RES INC. COMMON STOCK	15,328	13,064
GENERAL ELECTRIC	13,927	13,880
GOOGLE INC.	22,638	30,357
GRAINGER WW INC	8,273	13,103
HJ HEINZ	11,770	13,510
INTERNATIONAL BUSINESS MACHS CORP	41,695	49,831
INTUITIVE SURGICAL, INC.	10,570	11,112

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	7,526	7,870
JOHNSON CONTROLS, INC.	8,830	10,160
JP MORGAN CHASE	23,048	16,625
MCDONALDS CORP	11,488	13,545
MCKESSON CORP	13,848	17,530
MFB NORTHERN FDS GLOBAL REAL ESTATE	53,758	68,688
MFB NORTHERN FUNDS FIXED INC	118,412	117,859
MFB NORTHERN FUNDS MUT MNG HIGH	163,369	158,112
MFB NORTHERN FUNDS SMALL CAP CORE	60,042	58,964
MFB NORTHERN MULTI MNG INTL EQ FD	314,087	413,989
MFB NORTHERN MULTI MNG MID CAP FD	67,522	112,299
MFB NORTHERN MULTI-MANAGER EMERGING	236,024	263,575
MFB NORTHERN MULTI-MANAGER SMALL CAP	29,648	51,611
MFC FLEXSHARES TR IBOXX	45,478	46,248
MFC FLEXSHARES TR MORNINGSTAR	19,665	20,625
MFC SPDR GOLD TR	75,102	114,752
MFO PIMCO FDS PAC INVT MGMT COMM	15,762	17,873
NATIONAL OILWELL VARCO COMM	26,164	31,819
NIKE INC.	6,661	10,022
NOBLE ENERGY	6,688	9,911
NORFOLK SOUTHERN	14,848	16,029
OMNICOM GROUP	13,410	13,151
ORACLE CORP	18,303	17,186
PRECISION CASTPARTS CORP	8,833	8,569
PRINCIPAL FINANCIAL	14,001	11,562
PROCTER & GAMBLE	16,434	18,679
QUALCOMM INC.	17,019	17,778
SALESFORCE	12,052	11,972
SCHLUMBERGER LTD	14,495	10,930
SIMON PROPERTY	22,145	27,722

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPECTRA ENERGY CORP	26,845	31,796
TRAVELERS COS INC.	8,485	9,467
UNITED HEALTH GROUP, INC.	19,695	26,658
UNITED TECHNOLOGIES CORP	5,100	9,867
US BANCORP	16,035	14,472
VERIZON	8,529	9,228
VF CORP	16,050	19,302
WAL-MART STORES	9,482	9,562
WELLS FARGO & CO	16,860	16,812
WHOLE FOODS MKT	18,760	25,536

TY 2011 Other Expenses Schedule

Name: THE SOLSTICE FOUNDATION INC

EIN: 58-2117440

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	695	0		0
US TAX PAYMENT - 2010	1,611	0		0
US TAX ESTIMATE - 2011	3,900	0		0
MISC EXP	-1,774	0		0

TY 2011 Other Income Schedule

Name: THE SOLSTICE FOUNDATION INC**EIN:** 58-2117440

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	8,214	8,214	8,214
OTHER INCOME	547	547	547

TY 2011 Other Professional Fees Schedule

Name: THE SOLSTICE FOUNDATION INC**EIN:** 58-2117440

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	11,354	11,354		0

TY 2011 Taxes Schedule

Name: THE SOLSTICE FOUNDATION INC**EIN:** 58-2117440

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,766	1,766		0