Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning 11/19 , 2012, and ending 12/31 , 2012

THE SOLICH FUND
8450 E CRESCENT PKWY #400
GREENWOOD VILLAGE, CO 80111

A Employer identification number: 46-1417348

B Telephone number (see the instructions): (303) 785-1550

C If exemption application is pending, check here ► [X]

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 ► [ ]

G Check all that apply. [X] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

H Check type of organization: [X] 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, column (c), line 16)* ► $ 30,049,010.

J Accounting method. [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc, received (att sch)	29,999,980.			
2 Ck ► [ ] if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1.	1.	1.	
4 Dividends and interest from securities	42,805.	42,805.	42,805.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	30,042,786.	42,806.	42,806.	
Operating and Administrative Expenses				
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 sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 **Total operating and administrative expenses.** Add lines 13 through 23				
25 Contributions, gifts, grants paid				
26 **Total expenses and disbursements.** Add lines 24 and 25	0.	0.	0.	0.
27 *Subtract line 26 from line 12:*				
a **Excess of revenue over expenses and disbursements**	30,042,786.			
b Net investment income (if negative, enter -0-)		42,806.		
c Adjusted net income (if negative, enter -0-)			42,806.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing			
2 Savings and temporary cash investments		325,317.	325,317.
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 instructions)			
7 Other notes and loans receivable (attach sch) ►			
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)		29,717,469.	29,723,693.
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)	0.	30,042,786.	30,049,010.
LIABILITIES 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & 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 ► ☐ 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 ► X and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds		30,042,786.	
30 **Total net assets or fund balances** (see instructions)	0.	30,042,786.	
31 **Total liabilities and net assets/fund balances** (see instructions)	0.	30,042,786.	

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	0.
2	Enter amount from Part I, line 27a	2	30,042,786.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	30,042,786.
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	30,042,786.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	N/A			
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	
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 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) N/A

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary – see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	856.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	856.
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	856.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a		
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	0.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached.	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 1 ►	9	895.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses* SEE STATEMENT 2	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► GEORGE SOLICH Telephone no ► (303) 785-1550 Located at ► 8450 E CRESCENT PKWY, #400 GREENWOOD VILLAGE ZIP + 4 ► 80111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 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 instructions.)	2 b	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. ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b		X

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

5 a 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 instructions) ☐ Yes ☒ No

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

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

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

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

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

6 a 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? **6 b** X (No)

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

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

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

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 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
SEE STATEMENT 3		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see 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 ► 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 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	►	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a Average monthly fair market value of securities	1a	2,476,974.
b Average of monthly cash balances	1b	27,110.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	2,504,084.
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	2,504,084.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,561.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,466,523.
6 **Minimum investment return.** Enter 5% of line 5 SHORT YEAR MODIFIED PERCENTAGE 0.5874 %	6	14,488.

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

1 Minimum investment return from Part X, line 6	1	14,488.
2a Tax on investment income for 2012 from Part VI, line 5 — 2a: 856.		
b Income tax for 2012. (This does not include the tax from Part VI) — 2b:		
c Add lines 2a and 2b	2c	856.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	13,632.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	13,632.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,632.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	
b Program-related investments – total from Part IX-B	1b	
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	0.
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 instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				13,632.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years. 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				13,632.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter. (1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

SEE STATEMENT 4

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

NONE

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

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

a The name, address, and telephone number or e-mail 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 N/A

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	1.	
4 Dividends and interest from securities			14	42,805.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				42,806.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 42,806.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	**1 a (1)**		X
(2) Other assets	**1 a (2)**		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
(4) Reimbursement arrangements	**1 b (4)**		X
(5) Loans or loan guarantees	**1 b (5)**		X
(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 11/13/13 ▶ co-president

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT G. FOWLER	[signature]	11/12/13		P00437791
Firm's name ▶ R.G. FOWLER & COMPANY, P.C.			Firm's EIN ▶ 84-1241825	
Firm's address ▶ 5460 S. QUEBEC STREET, #230 ENGLEWOOD, CO 80111			Phone no (303) 843-0323	

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization: THE SOLICH FUND

Employer identification number: 46-1417348

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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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	Employer identification number
THE SOLICH FUND	46-1417348

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GEORGE AND CAROL SOLICH 4073 E IRIS CT GREENWOOD VILLAGE, CO 80121	$ 29,999,980.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE SOLICH FUND

Employer identification number: 46-1417348

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS EQUITIES & PUBLICY TRADED PARTNERSHIPS-SEE ATTACHED LISTING	$ 29,702,203.	12/21/12

(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 SOLICH FUND

Employer identification number
46-1417348

Part III ***Exclusively* religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry.
For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) . . ► $ N/A
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
	N/A		

(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

STATEMENT 1
FORM 990-PF, PART VI, LINE 9
TAX DUE

TAX DUE	$	856.
LATE PAYMENT PENALTY		26.
LATE INTEREST		13.
TOTAL	$	895.

STATEMENT 2
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
GEORGE SOLICH	8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111
CAROL SOLICH	8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111

STATEMENT 3
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
GEORGE SOLICH 8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111	CO-PRESIDENT AS NEEDED	$ 0.	$ 0.	$ 0.
CAROL SOLICH 8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111	CO-PRESIDENT AS NEEDED	0.	0.	0.
ROBERT FOWLER 8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111	SECRETARY AS NEEDED	0.	0.	0.
TAD HERZ 8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111	TREASURER AS NEEDED	0.	0.	0.
GEOFF SOLICH 8450 E CRESCENT PKWY #400 GREENWOOD VILLAGE, CO 80111	BOARD MEMBER AS NEEDED	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART XV, LINE 1A
FOUNDATION MANAGERS - 2% OR MORE CONTRIBUTORS

GEORGE SOLICH
CAROL SOLICH

The Solich Fund
46-1417348
Attachment to Form 990-PF, Schedule B
Part II Noncash Property

(B) DESCRIPTION OF NONCASH PROPERTY GIVEN	QUANTITY	(C) FAIR MARKET VALUE	(D) DATE CONTRIBUTION RECEIVED
AMERICAN TOWER REIT	4,580	351,606	12/21/2012
AT&T INC	8,740	294,275	12/21/2012
AMGEN INC COM	8,433	735,020	12/21/2012
BCE INC	5,560	239,747	12/21/2012
BAYTEX ENERGY CORP S	4,875	211,185	12/21/2012
CANADIAN PACIFIC RAILWAY LTD	14,800	1,505,456	12/21/2012
CF INDS HLDGS INC	7,035	1,405,593	12/21/2012
DISCOVERY COMMUNICATION	11,740	741,381	12/21/2012
DISCOVERY COMMUNICATION	6,415	373,930	12/21/2012
DEERE CO	5,065	436,552	12/21/2012
D R HORTON INC	35,360	698,360	12/21/2012
ENSCO PLC SHS CL A	13,100	781,808	12/21/2012
EPR PPTYS	4,085	190,401	12/21/2012
FMC CORP	7,900	458,279	12/21/2012
GOOGLE INC CL A	1,050	751,411	12/21/2012
GENUINE PARTS CO	3,840	246,182	12/21/2012
JP MORGAN CHASE & CO	16,865	742,060	12/21/2012
LENNAR CORP	15,830	608,821	12/21/2012
M D C HOLDINGS INC DEL	27,540	1,006,311	12/21/2012
MONSANTO CO NEW DEL COM	3,835	354,929	12/21/2012
MAGNA INTL INC CL A	15,740	778,972	12/21/2012
PULTE GROUP	57,346	1,043,123	12/21/2012
PHILIP MORRIS INTL I	3,050	259,097	12/21/2012
PFIZER INC	9,860	247,288	12/21/2012
RACKSPACE HOSTING IN	18,130	1,320,951	12/21/2012
RYLAND GROUP INC	11,714	425,686	12/21/2012
SYNGENTA AG ADR	4,665	375,345	12/21/2012
SALESFORCE COM INC	5,700	963,015	12/21/2012
SOUTHERN COPPER CORP	26,070	980,492	12/21/2012
STARWOOD PPTY TR INC	46,285	1,080,291	12/21/2012
SSE PLC SPONSORED AD	9,085	213,315	12/21/2012
TARGA RESOURCES PART	4,845	180,718	12/21/2012
TRAVELERS COS INC	9,670	704,169	12/21/2012
TOLL BROS INC	31,080	986,479	12/21/2012
VENTAS INC	3,485	223,074	12/21/2012
VISA INC CL A SHRS	6,650	1,002,620	12/21/2012
KINDER MORGAN ENERGY	3,390	268,691	12/21/2012
TERRA NITROGEN L P	2,165	465,475	12/21/2012
ENTERPRISE PRDTS PRT	6,660	334,198	12/21/2012
PLAINS ALL AMERN PIP	5,600	254,576	12/21/2012
ALLIANCE RESRC PTNRS	3,765	218,595	12/21/2012
SUNOCO LOGISTICS PRT	27,005	1,343,768	12/21/2012
MAGELLAN MIDSTREAM	28,400	1,238,240	12/21/2012
WILLIAMS PARTNERS L	3,995	197,073	12/21/2012
ENERGY TRANSFER EQUITY	24,140	1,127,338	12/21/2012
PVR PARTNERS LP	6,715	174,522	12/21/2012
WESTPAC BANKING ADR	8,510	1,161,785	12/21/2012
TOTAL		29,702,203	

FMV of Assets-The Solich Fund EIN #46-1417348

THE SOLICH FUND

Account Number: 281-02819

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1.42	1.42		**1.42**		
ML BANK DEPOSIT PROGRAM	325,316.00	325,316.00	1.0000	**325,316.00**	65	.02
TOTAL		325,317.42		**325,317.42**	**65**	.02

EQUITIES Description	Symbol	Acquired	Quantity	Estimated Market Price	Estimated Market Value
ALLIANCE RESRC PTNRS LP	ARLP	10/23/09	775	58.0584	44,995.26
		11/24/09	775	58.0584	44,995.26
		01/04/10	595	58.0584	34,544.75
		01/21/10	760	58.0584	44,124.38
		02/26/10	860	58.0584	49,930.22
Subtotal			*3,765*		***218,589.87***

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Merrill Lynch Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Estimated Market Price	Estimated Market Value
AMERICAN TOWER REIT INC (HLDG CO) SHS	AMT	05/23/12	2,430	77.2700	187,766.10
		05/25/12	460	77.2700	35,544.20
		05/25/12	475	77.2700	36,703.25
		05/25/12	535	77.2700	41,339.45
		05/30/12	340	77.2700	26,271.80
		06/04/12	340	77.2700	26,271.80
Subtotal			*4,580*		***353,896.60***
AMGEN INC COM PV $0.0001	AMGN	06/28/12	8,433	86.2000	**726,924.60**
AT&T INC	T	10/23/09	1,625	33.7100	54,778.75
		11/24/09	1,490	33.7100	50,227.90
		01/04/10	1,600	33 7100	53,936.00
		01/21/10	2,185	33.7100	73,656.35
		02/26/10	1,840	33.7100	62,026.40
Subtotal			*8,740*		***294,625.40***
BAYTEX ENERGY CORP SHS	BTE	10/23/09	1,145	43.2400	49,509.80
		11/24/09	1,180	43.2400	51,023.20
		01/04/10	965	43.2400	41,726.60
		01/21/10	910	43.2400	39,348.40
		02/26/10	675	43.2400	29,187.00
Subtotal			*4,875*		***210,795.00***
BCE INC	BCE	03/15/11	3,705	42.9400	159,092.70
		03/19/12	1,855	42.9400	79,653.70
Subtotal			*5,560*		***238,746.40***
CANADIAN PACIFIC RAILWAY LTD	CP	05/23/12	2,190	101.6200	222,547.80
		05/23/12	5,725	101.6200	581,774.50
		05/25/12	345	101.6200	35,058.90
		05/25/12	415	101.6200	42,172.30
		05/25/12	415	101.6200	42,172.30
		05/25/12	215	101.6200	21,848.30
		05/25/12	525	101.6200	53,350.50

THE SOLICH FUND

Account Number: 281-02819

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
CANADIAN PACIFIC RAILWAY	CP	05/30/12	430	101.6200	43,696.60
		05/30/12	650	101.6200	66,053.00
		06/01/12	495	101.6200	50,301.90
		06/04/12	375	101.6200	38,107.50
		06/04/12	640	101.6200	65,036.80
		06/07/12	640	101.6200	65,036.80
		06/08/12	635	101.6200	64,528.70
		06/11/12	460	101.6200	46,745.20
		06/15/12	645	101.6200	65,544.90
Subtotal			*14,800*		***1,503,976.00***
CF INDS HLDGS INC	CF	05/23/12	1,870	203.1600	379,909.20
		05/23/12	1,835	203.1600	372,798.60
		05/25/12	135	203.1600	27,426.60
		05/25/12	245	203.1600	49,774.20
		05/25/12	205	203.1600	41,647.80
		05/29/12	120	203.1600	24,379.20
		05/30/12	55	203.1600	11,173.80
		05/30/12	185	203.1600	37,584.60
		06/01/12	150	203.1600	30,474.00
		06/01/12	175	203.1600	35,553.00
		06/04/12	240	203.1600	48,758.40
		06/04/12	270	203.1600	54,853.20
		06/07/12	170	203.1600	34,537.20
		06/07/12	125	203.1600	25,395.00
		06/08/12	165	203.1600	33,521.40
		06/08/12	200	203.1600	40,632.00
		06/11/12	150	203.1600	30,474.00
		06/11/12	150	203.1600	30,474.00
		06/15/12	285	203.1600	57,900.60
		06/15/12	305	203.1600	61,963.80
Subtotal			*7,035*		***1,429,230.60***

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Merrill Lynch
Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
D R HORTON INC	DHI	05/23/12	18,300	19.7800	361,974.00
		05/25/12	1,675	19.7800	33,131.50
		05/29/12	1,560	19.7800	30,856.80
		05/30/12	2,525	19.7800	49,944.50
		06/01/12	3,335	19.7800	65,966.30
		06/04/12	2,305	19.7800	45,592.90
		06/07/12	1,810	19.7800	35,801.80
		06/08/12	1,610	19.7800	31,845.80
		06/11/12	2,240	19.7800	44,307.20
Subtotal			*35,360*		***699,420.80***
DEERE CO	DE	05/23/12	2,785	86.4200	240,679.70
		05/25/12	185	86.4200	15,987.70
		05/25/12	335	86.4200	28,950.70
		05/30/12	155	86.4200	13,395.10
		06/01/12	355	86.4200	30,679.10
		06/04/12	260	86.4200	22,469.20
		06/07/12	275	86.4200	23,765.50
		06/08/12	270	86.4200	23,333.40
		06/11/12	265	86.4200	22,901.30
		06/15/12	180	86.4200	15,555.60
Subtotal			*5,065*		***437,717.30***
DISCOVERY COMMUNICATN *INC SERIES A*	DISCA	05/23/12	6,180	63.4800	392,306.40
		05/25/12	550	63.4800	34,914.00
		05/29/12	605	63.4800	38,405.40
		05/30/12	605	63.4800	38,405.40
		06/01/12	630	63.4800	39,992.40
		06/04/12	540	63.4800	34,279.20
		06/07/12	585	63.4800	37,135.80

FMV of Assets-The Solich Fund EIN #46-1417348

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
DISCOVERY COMMUNICATN	DISCA	06/08/12	580	63.4800	36,818.40
		06/11/12	430	63.4800	27,296.40
		06/15/12	1,035	63.4800	65,701.80
Subtotal			*11,740*		***745,255.20***
DISCOVERY COMMUNICATN *INC*	DISCK	05/23/12	3,465	58.5000	202,702.50
		05/25/12	580	58.5000	33,930.00
		05/25/12	670	58.5000	39,195.00
		05/25/12	680	58.5000	39,780.00
		05/30/12	560	58.5000	32,760.00
		06/04/12	460	58.5000	26,910.00
Subtotal			*6,415*		***375,277.50***
ENERGY TRANSFER EQUITY L *P*	ETE	10/23/09	990	45.4800	45,025.20
		11/24/09	1,040	45.4800	47,299.20
		01/04/10	1,015	45.4800	46,162.20
		01/21/10	645	45.4800	29,334.60
		02/26/10	1,115	45 4800	50,710.20
		05/17/12	19,335	45.4800	879,355 80
Subtotal			*24,140*		***1,097,887.20***
ENSCO PLC SHS CL A	ESV	05/23/12	6,470	59.2800	383,541.60
		05/25/12	95	59.2800	5,631.60
		05/25/12	760	59.2800	45,052.80
		05/30/12	940	59.2800	55,723.20
		06/01/12	1,150	59 2800	68,172.00
		06/04/12	655	59.2800	38,828.40
		06/07/12	545	59.2800	32,307.60
		06/08/12	890	59.2800	52,759.20
		06/11/12	680	59.2800	40,310.40
		06/15/12	915	59.2800	54,241.20
Subtotal			*13,100*		***776,568.00***

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FMV of Assets-The Solich Fund EIN #46-1417348

Merrill Lynch
Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
ENTERPRISE PRDTS PRTN LP	EPD	10/23/09	1,410	50.0800	70,612.80
L P		11/24/09	1,480	50.0800	74,118.40
		01/04/10	1,245	50.0800	62,349.60
		01/21/10	1,305	50.0800	65,354.40
		02/26/10	1,220	50.0800	61,097.60
Subtotal			*6,660*		***333,532.80***
EPR PPTYS	EPR	10/23/09	890	46.1100	41,037.90
COM SH BEN INT		11/24/09	1,050	46.1100	48,415.50
		01/04/10	705	46.1100	32,507.55
		01/21/10	915	46.1100	42,190.65
		02/26/10	525	46.1100	24,207.75
Subtotal			*4,085*		***188,359.35***
FMC CORP COM NEW	FMC	05/23/12	4,190	58.5200	245,198.80
		05/25/12	765	58.5200	44,767.80
		05/25/12	810	58.5200	47,401.20
		05/25/12	890	58.5200	52,082.80
		05/30/12	520	58.5200	30,430.40
		06/04/12	725	58.5200	42,427.00
Subtotal			*7,900*		***462,308.00***
GENUINE PARTS CO	GPC	10/23/09	800	63.5800	50,864.00
		11/24/09	855	63.5800	54,360 90
		01/04/10	835	63.5800	53,089.30
		01/21/10	785	63.5800	49,910.30
		02/26/10	565	63.5800	35,922.70
Subtotal			*3,840*		***244,147.20***

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THE SOLICH FUND | Account Number: 281-02819 | **24-Hour Assistance: (800) MERRILL**

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
GOOGLE INC CL A	GOOG	05/23/12	500	707.3800	353,690.00
		05/25/12	70	707.3800	49,516.60
		05/29/12	60	707.3800	42,442.80
		05/30/12	45	707.3800	31,832.10
		06/01/12	55	707.3800	38,905.90
		06/04/12	40	707.3800	28,295.20
		06/07/12	75	707.3800	53,053.50
		06/08/12	55	707.3800	38,905.90
		06/11/12	60	707.3800	42,442.80
		06/15/12	90	707.3800	63,664.20
Subtotal			*1,050*		***742,749.00***
JPMORGAN CHASE & CO	JPM	05/23/12	9,105	43.9691	400,338.66
		05/25/12	1,030	43.9691	45,288.17
		05/29/12	1,025	43.9691	45,068.33
		05/30/12	925	43.9691	40,671.42
		06/01/12	855	43.9691	37,593.58
		06/04/12	1,265	43.9691	55,620.91
		06/07/12	655	43.9691	28,799.76
		06/08/12	835	43.9691	36,714.20
		06/11/12	910	43.9691	40,011.88
		06/15/12	260	43.9691	11,431.97
Subtotal			*16,865*		***741,538.88***
KINDER MORGAN ENERGY *PARTNERS LP*	KMP	10/23/09	735	79.7900	58,645.65
		11/24/09	750	79.7900	59,842.50
		01/04/10	670	79.7900	53,459.30
		01/21/10	600	79.7900	47,874.00
		02/26/10	635	79.7900	50,666.65
Subtotal			*3,390*		***270,488.10***

Merrill Lynch
Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
LENNAR CORP CL A	LEN	05/23/12	7,535	38.6700	291,378.45
		05/25/12	1,500	38.6700	58,005.00
		05/25/12	1,470	38.6700	56,844.90
		05/25/12	1,720	38.6700	66,512.40
		05/30/12	1,465	38.6700	56,651.55
		06/04/12	2,140	38.6700	82,753.80
Subtotal			*15,830*		***612,146.10***
M D C HOLDINGS INC DEL	MDC	05/23/12	15,465	36.7600	568,493.40
		05/25/12	5	36.7600	183.80
		05/25/12	765	36.7600	28,121.40
		05/30/12	2,015	36.7600	74,071.40
		06/01/12	1,935	36 7600	71,130.60
		06/04/12	1,965	36.7600	72,233.40
		06/07/12	1,490	36.7600	54,772.40
		06/08/12	1,710	36.7600	62,859.60
		06/11/12	1,685	36.7600	61,940.60
		06/15/12	505	36.7600	18,563.80
Subtotal			*27,540*		***1,012,370.40***
MAGELLAN MIDSTREAM *PARTNERS LP*	MMP	10/23/09	1,520	43.1900	65,648.80
		11/24/09	1,530	43.1900	66,080.70
		01/04/10	1,300	43.1900	56,147.00
		01/21/10	1,350	43.1900	58,306.50
		02/26/10	1,150	43.1900	49,668.50
		05/17/12	21,550	43.1900	930,744.50
Subtotal			*28,400*		***1,226,596.00***
MAGNA INTL INC CL A VTG	MGA	05/23/12	7,370	50.0200	368,647.40
		05/25/12	810	50.0200	40,516.20
		05/29/12	780	50.0200	39,015.60
		05/30/12	870	50.0200	43,517.40
		06/01/12	1,055	50.0200	52,771.10
		06/04/12	1,190	50.0200	59,523.80

THE SOLICH FUND | Account Number: 281-02819 | **24-Hour Assistance: (800) MERRILL**

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
MAGNA INTL INC CL A VTG	MGA	06/07/12	190	50.0200	9,503.80
		06/08/12	1,020	50.0200	51,020.40
		06/11/12	905	50.0200	45,268.10
		06/15/12	820	50.0200	41,016.40
		07/02/12	730	50.0200	36,514.60
Subtotal			*15,740*		***787,314.80***
MONSANTO CO NEW DEL COM	MON	05/23/12	2,220	94.6500	210,123.00
		05/25/12	365	94.6500	34,547.25
		05/25/12	425	94.6500	40,226.25
		05/25/12	430	94.6500	40,699.50
		05/30/12	180	94.6500	17,037.00
		06/04/12	215	94 6500	20,349.75
Subtotal			*3,835*		***362,982.75***
PFIZER INC	PFE	09/02/10	9,860	25.0793	**247,281.90**
PHILIP MORRIS INTL INC	PM	11/04/10	3,050	83.6400	**255,102.00**
PLAINS ALL AMERN PIPL LP	PAA	10/23/09	1,190	45.2400	53,835.60
		11/24/09	1,240	45.2400	56,097.60
		01/04/10	1,120	45.2400	50,668.80
		01/21/10	1,010	45.2400	45,692.40
		02/26/10	1,040	45.2400	47,049.60
Subtotal			*5,600*		***253,344.00***
PULTE GROUP	PHM	06/29/12	57,346	18.1600	**1,041,403.36**
RACKSPACE HOSTING INC	RAX	05/23/12	8,155	74.2700	605,671.85
		05/25/12	595	74.2700	44,190.65
		05/25/12	1,070	74.2700	79,468.90
		05/30/12	520	74.2700	38,620.40
		06/01/12	860	74.2700	63,872.20
		06/04/12	955	74.2700	70,927.85
		06/07/12	2,290	74.2700	170,078.30

FMV of Assets-The Solich Fund EIN #46-1417348

Merrill Lynch
Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
RACKSPACE HOSTING INC	RAX	06/08/12	630	74.2700	46,790.10
		06/11/12	865	74.2700	64,243.55
		06/15/12	2,190	74.2700	162,651.30
Subtotal			*18,130*		***1,346,515.10***
RYLAND GROUP INC	RYL	06/29/12	11,714	36.5000	**427,561.00**
SALESFORCE COM INC	CRM	05/23/12	2,795	168.1000	469,839.50
		05/25/12	235	168.1000	39,503.50
		05/25/12	405	168.1000	68,080.50
		05/30/12	260	168.1000	43,706.00
		06/01/12	385	168.1000	64,718.50
		06/04/12	345	168.1000	57,994.50
		06/07/12	305	168.1000	51,270.50
		06/08/12	305	168.1000	51,270.50
		06/11/12	370	168.1000	62,197.00
		06/15/12	295	168.1000	49,589.50
Subtotal			*5,700*		***958,170.00***
SOUTHERN COPPER CORP	SCCO	05/17/12	26,070	37.8600	**987,010.20**
SSE PLC SPONSORED ADR	SSEZY	10/23/09	1,705	23.2600	39,658.30
		11/24/09	1,570	23.2600	36,518.20
		01/04/10	1,815	23.2600	42,216.90
		01/21/10	1,425	23.2600	33,145.50
		02/26/10	2,570	23.2600	59,778.20
Subtotal			*9,085*		***211,317.10***
STARWOOD PPTY TR INC	STWD	09/24/10	8,700	22.9600	199,752.00
COMMON STOCK		05/17/12	37,585	22.9600	862,951.60
Subtotal			*46,285*		***1,062,703.60***

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THE SOLICH FUND

Account Number: 281-02819

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	Symbol	Acquired	Quantity	Estimated Market Price	Estimated Market Value
SUNOCO LOGISTICS PRTS LP	SXL	10/23/09	1,470	49.7300	73,103.10
		11/24/09	1,500	49.7300	74,595.00
		01/04/10	1,230	49.7300	61,167.90
		01/21/10	1,110	49.7300	55,200.30
		02/26/10	1,560	49.7300	77,578.80
		05/17/12	20,135	49.7300	1,001,313.55
Subtotal			*27,005*		***1,342,958.65***
SYNGENTA AG ADR	SYT	05/23/12	2,470	80.8000	199,576.00
		05/25/12	510	80.8000	41,208.00
		05/25/12	490	80.8000	39,592.00
		05/25/12	590	80.8000	47,672.00
		05/30/12	245	80.8000	19,796.00
		06/04/12	360	80.8000	29,088.00
Subtotal			*4,665*		***376,932.00***
TARGA RESOURCES PARTNERS LP	NGLS	09/08/10	3,552	37.3800	132,773.76
		09/09/10	1,293	37.3800	48,332.34
Subtotal			*4,845*		***181,106.10***
TERRA NITROGEN L P	TNH	10/23/09	395	214.0900	84,565.55
		11/24/09	405	214.0900	86,706.45
		01/04/10	460	214.0900	98,481.40
		01/21/10	410	214.0900	87,776.90
		02/26/10	495	214.0900	105,974.55
Subtotal			*2,165*		***463,504.85***
TOLL BROS INC COM	TOL	05/23/12	14,865	32.3300	480,585 45
		05/25/12	1,230	32.3300	39,765.90
		05/29/12	1,275	32.3300	41,220.75
		05/30/12	2,035	32.3300	65,791.55
		06/01/12	2,490	32.3300	80,501.70
		06/04/12	2,005	32.3300	64,821.65
		06/07/12	1,895	32.3300	61,265.35

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Merrill Lynch
Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	Symbol	Acquired	Quantity	Estimated Market Price	Estimated Market Value
TOLL BROS INC COM	TOL	06/08/12	1,485	32.3300	48,010.05
		06/11/12	1,685	32.3300	54,476.05
		06/15/12	2,115	32.3300	68,377.95
Subtotal			*31,080*		***1,004,816.40***
TRAVELERS COS INC	TRV	05/23/12	4,850	71.8200	348,327.00
		05/25/12	565	71.8200	40,578.30
		05/29/12	525	71.8200	37,705.50
		05/30/12	475	71.8200	34,114.50
		06/01/12	440	71.8200	31,600.80
		06/04/12	455	71.8200	32,678.10
		06/07/12	640	71.8200	45,964.80
		06/08/12	475	71.8200	34,114.50
		06/11/12	495	71.8200	35,550.90
		06/15/12	375	71.8200	26,932.50
		07/02/12	375	71.8200	26,932.50
Subtotal			*9,670*		***694,499.40***
VENTAS INC *REIT*	VTR	10/23/09	745	64.7200	48,216.40
		11/24/09	690	64.7200	44,656 80
		01/04/10	735	64.7200	47,569.20
		01/21/10	690	64.7200	44,656.80
		02/26/10	625	64.7200	40,450.00
Subtotal			*3,485*		***225,549.20***
VISA INC CL A SHRS	V	05/23/12	3,425	151 5800	519,161.50
		05/25/12	360	151.5800	54,568.80
		05/29/12	355	151.5800	53,810.90
		05/30/12	325	151 5800	49,263.50
		06/01/12	485	151.5800	73,516.30
		06/04/12	250	151.5800	37,895.00
		06/07/12	400	151.5800	60,632.00

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THE SOLICH FUND

Account Number: 281-02819

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

EQUITIES (continued)

Description	*Symbol*	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
VISA INC CL A SHRS	V	06/08/12	395	151.5800	59,874.10
		06/11/12	280	151.5800	42,442.40
		06/15/12	375	151.5800	56,842.50
Subtotal			*6,650*		***1,008,007.00***
WESTPAC BANKING ADR	WBK	10/23/09	240	137.9100	33,098.40
		11/24/09	310	137.9100	42,752.10
		01/04/10	265	137.9100	36,546.15
		01/21/10	290	137.9100	39,993.90
		02/26/10	220	137.9100	30,340.20
		05/17/12	7,185	137.9100	990,883.35
Subtotal			*8,510*		***1,173,614.10***
WILLIAMS PARTNERS L P *COM UNIT LTD PARTNERSHIP*	WPZ	10/23/09	1,205	48.6600	58,635.30
		11/24/09	1,060	48.6600	51,579.60
		01/04/10	785	48.6600	38,198.10
		01/21/10	295	48.6600	14,354.70
		02/26/10	650	48.6600	31,629.00
Subtotal			*3,995*		***194,396.70***
TOTAL					**29,549,236.51**

OTHER

Description	*Acquired*	*Quantity*	*Estimated Market Price*	*Estimated Market Value*
PVR PARTNERS LP	10/23/09	1,550	25.9800	40,269.00
PVR PARTNERS LP	11/24/09	1,635	25.9800	42,477.30
PVR PARTNERS LP	01/04/10	1,075	25.9800	27,928.50
PVR PARTNERS LP	01/21/10	1,050	25.9800	27,279.00
PVR PARTNERS LP	02/26/10	1,405	25.9800	36,501.90
Subtotal		*6,715*		***174,455.70***
TOTAL				**174,455.70**

FMV of Assets-The Solich Fund EIN #46-1417348

Merrill Lynch
Wealth Management
Bank of America Corporation

THE SOLICH FUND

Account Number: 281-02819

YOUR EMA ASSETS

December 01, 2012 - December 31, 2012

	Estimated Market Value
LONG PORTFOLIO	
TOTAL	**30,049,009.63**

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545 1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868.

Electronic filing ***(e-file)***. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I — Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only .... ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE SOLICH FUND	46-1417348
File by the due date for filing your return. See instructions.	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	8450 E CRESCENT PKWY #400	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	GREENWOOD VILLAGE, CO 80111	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► GEORGE SOLICH

  Telephone No. ► (303) 843-0323 FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ..... ► [ ]. If it is for part of the group, check this box ... ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [ ] calendar year 20 ____ or

► [X] tax year beginning 11/19, 20 12, and ending 12/31, 20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [X] Initial return [ ] Final return [ ] Change in accounting period

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. *If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.*

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. THE SOLICH FUND	Employer identification number (EIN) or 46-1417348
File by the extended due date for filing your return See instructions	Number, street, and room or suite number. If a P.O box, see instructions R.G. FOWLER & COMPANY, P.C. 5460 S. QUEBEC STREET, #230	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ENGLEWOOD, CO 80111	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990 EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ▶ GEORGE SOLICH
  Telephone No ▶ (303) 843-0323 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year ____ , or other tax year beginning 11/19 , 20 12 , and ending 12/31 , 20 12

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension . TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA / Agent Date ▶ 8/14/13