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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE SOLSTICE FOUNDATION INC		A Employer identification number 58-2117440			
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		B Telephone number (see instructions) (404) 664-9681			
City or town, state, and ZIP code ATLANTA, GA 30339		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,736,992</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		9,631	9,631		
4 Dividends and interest from securities. . . . .		51,472	51,472		
5a Gross rents . . . . .					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		300,197			
b Gross sales price for all assets on line 6a <b>1,882,208</b>					
7 Capital gain net income (from Part IV, line 2) . . . . .			371,924		
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) . . . . .		<b>3,192</b>	3,192		
12 Total. Add lines 1 through 11 . . . . .		<b>364,492</b>	<b>436,219</b>		
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) . . . . .		<b>5,050</b>	5,100		0
c Other professional fees (attach schedule) . . . . .		<b>16,568</b>	16,568		0
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions)		<b>1,336</b>	1,336		0
19 Depreciation (attach schedule) and depletion . . . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .		<b>50</b>	50		0
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .		<b>23,004</b>	23,054		0
25 Contributions, gifts, grants paid. . . . .		<b>182,747</b>			<b>182,747</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>205,751</b>	23,054		<b>182,747</b>
Operating and Administrative Expenses					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<b>158,741</b>			
b Net investment income (if negative, enter -0-)			413,165		
c Adjusted net income (if negative, enter -0-)					

<b>Part II Balance Sheets</b>		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
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .			
2	Savings and temporary cash investments . . . . .	92,518	100,206	100,206
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) . . . . .	2,072,596	2,223,649	2,636,786
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	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,165,114	2,323,855	2,736,992
<b>Liabilities</b>				
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>				
	<b>Foundations that follow SFAS 117, check here ►</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
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	2,165,114	2,323,855	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,165,114	2,323,855	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,165,114	2,323,855	

**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	2,165,114
2	Enter amount from Part I, line 27a . . . . .	2	158,741
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3 . . . . .	4	2,323,855
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	2,323,855

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<b>(If gain, also enter in Part I, line 7)</b> <b>(If (loss), enter -0- in Part I, line 7)</b>	<b>2</b>	371,924
<b>3</b> 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

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	214,359	2,619,562	0.081830
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

**2** **Total** of line 1, column (d).

**2** 0.305928

**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** 0.061186

**4** Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.

**4** 2,692,051

**5** Multiply line 4 by line 3.

**5** 164,716

**6** Enter 1% of net investment income (1% of Part I, line 27b).

**6** 4,132

**7** Add lines 5 and 6.

**7** 168,848

**8** Enter qualifying distributions from Part XII, line 4.

**8** 182,747

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 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	4,132	
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
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		
3	Add lines 1 and 2. . . . .	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5		
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,536	
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	2,536	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input type="checkbox"/>	10		
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11		

**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 <b>Form 1120-POL</b> 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 <b>Form 990-T</b> 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		
	● 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? . . . . .	Yes	No
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	No
8a	Enter the states to which the foundation reports or with which it is registered (see 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	No
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)? <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		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► HANCOCK ASKEW CO LLP	Telephone no ► (770) 246-0793
	Located at ► 275 SCIENTIFIC DRIVE SUITE 2500 NORCROSS GA	ZIP +4 ► 30092

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ►	15
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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
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See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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? . . . . .		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? . . . . . ► Yes <input checked="" type="checkbox"/> 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). . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		No
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 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 <b>any</b> 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)? . . . . .		5b	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ►			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<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 instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation <b>(If not paid, enter -0-)</b>	(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 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				
<b>Total number of other employees paid over \$50,000.</b> . . . . .				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		

**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	2,658,011
b Average of monthly cash balances. . . . .	1b	75,036
c Fair market value of all other assets (see instructions). . . . .	1c	0
<b>d Total</b> (add lines 1a, b, and c). . . . .	1d	2,733,047
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
<b>2 Acquisition indebtedness applicable to line 1 assets.</b> . . . . .	2	0
<b>3 Subtract line 2 from line 1d.</b> . . . . .	3	2,733,047
<b>4 Cash deemed held for charitable activities</b> Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	40,996
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,692,051
<b>6 Minimum investment return.</b> Enter 5% of line 5. . . . .	6	134,603

**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	134,603
2a Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	4,132
b Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c Add lines 2a and 2b. . . . .	2c	4,132
3 Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	130,471
4 Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5 Add lines 3 and 4. . . . .	5	130,471
6 Deduction from distributable amount (see instructions). . . . .	6	0
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	130,471

**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	182,747
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	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	182,747
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	4,132
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	178,615

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				130,471
<b>2</b> Undistributed income, if any, as of the end of 2012			0	
<b>a</b> Enter amount for 2011 only. . . . .		0		
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	105,913			
<b>b</b> From 2008. . . . .	3,084			
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .	121,925			
<b>e</b> From 2011. . . . .	86,109			
<b>f Total of lines 3a through e. . . . .</b>	317,031			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 182,747			0	
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .			130,471	
<b>e</b> Remaining amount distributed out of corpus	52,276			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:	369,307			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	105,913			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	263,394			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	3,084			
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .	121,925			
<b>d</b> Excess from 2011. . . . .	86,109			
<b>e</b> Excess from 2012. . . . .	52,276			

**Part XIV Private Operating Foundations** (see 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 2012, 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 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 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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	182,747
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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



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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
167 34 SHS MFB NORTH FDS MULTI		2011-09-01	2012-01-24
6 07 SHS MFB NORTH FDS MULTI		2010-12-21	2012-01-24
10 46 SHS MFB NORTH FDS MULTI		2009-10-13	2012-01-24
36 84 SHS MFB NORTH FDS MULTI		2009-12-22	2012-01-24
110 36 SHS MFB NORTH FDS MULTI		2009-06-01	2012-01-24
3666 34 SHS MFB NORTH FDS MULTI		2008-11-26	2012-01-24
477 39 SHS MFB NORTH FDS MULTI		2000-01-07	2012-01-24
11,326 98 SHS MFB NORTHERN FDS FIXED		2010-12-31	2012-01-24
15,906 60 SHS MFB NORTHERN FUNDS MULTI MANAGER		2010-12-31	2012-01-24
4158 25 SHS MFB NORTHERN FUNDS SMALL CAP		2010-12-31	2012-01-24
50,059 11 SHS MFB NORTHERN MULTI-MANAGER		2010-12-31	2012-01-24
215 SHS ADR NOVARTIS AG		2010-12-31	2012-01-24
97 SHS ALEXION PHARMACEUTICALS INC		2011-12-20	2012-01-24
30 SHS AMAZON		2011-11-08	2012-01-24
5 SHS AMAZON		2011-09-01	2012-01-24
80 SHS AMAZON		2011-12-20	2012-01-24
1 SHS AMAZON		2011-12-20	2012-01-24
38 SHS APPLE INC		2011-12-20	2012-01-24
84 SHS CHEVERON CORP		2011-12-20	2012-01-24
80 SHS COSTCO WHOLESALE		2011-12-20	2012-01-24
5 SHS DANAHER CORP		2011-02-17	2012-01-24
210 SHS DANAHER CORP		2011-12-20	2012-01-24
191 SHS DANAHER CORP		2011-12-20	2012-01-24
59 SHS INTERNATIONAL BUSINESS MACHS		2011-12-20	2012-01-24
65 SHS INTERNATIONAL BUSINESS MACHS		2011-12-20	2012-01-24
2 SHS INTERNATIONAL BUSINESS MACHS		2011-09-01	2012-01-24
40 SHS INTERNATIONAL BUSINESS MACHS		2008-08-18	2012-01-24
24 SHS INTUITIVE SURGICAL INC		2011-12-20	2012-01-24
15 SHS MCKESSON		2011-09-01	2012-01-24
146 SHS MCKESSON		2009-12-11	2012-01-24

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
160 SHS NATIONAL OILWELL VARCO		2011-12-20	2012-01-24
88 SHS NATIONAL OILWELL VARCO		2011-12-20	2012-01-24
118 SHS SALESFORCE COM INC		2010-12-31	2012-01-24
60 SHS SIMON PROPERTY		2011-12-20	2012-01-24
289 SHS SPECTRA ENERGY CORP		2011-12-20	2012-01-24
146 SHS UNITEDHEALTH GROUP		2011-12-20	2012-01-24
107 SHS WHOLE FOODS		2011-12-20	2012-01-24
64 SHS MCKESSON		2010-12-31	2012-01-25
36 SHS AMAZON INC		2011-12-20	2012-02-14
54 SHS AMAZON INC		2010-12-31	2012-02-14
160 SHS DU PONT		2010-12-31	2012-02-14
127 SHS SPECTRA ENERGY		2008-08-20	2012-03-05
25 SHS SPECTRA ENERGY		2011-12-20	2012-03-09
148 SHS SPECTRA ENERGY		2010-12-31	2012-03-09
123 SHS TRAVELERS COS INC		2009-11-13	2012-03-12
37 SHS TRAVELERS COS INC		2010-12-31	2012-03-12
25 SHS GRAINGER WW INC		2010-12-31	2012-05-02
15 SHS UNITED HEALTH GROUP		2011-12-20	2012-05-02
40 SHS UNITED HEALTH GROUP		2010-12-31	2012-05-02
10 SHS WHOLE FOODS		2011-12-20	2012-05-03
85 SHS WHOLE FOODS		2010-12-31	2012-05-03
215 SHS ALTERA CORP		2009-03-25	2012-05-11
32 SHS CITRIX		2011-04-11	2012-05-11
15 SHS CITRIX		2011-02-17	2012-05-11
20 SHS CITRIX		2011-09-01	2012-05-11
15 SHS CITRIX		2010-07-22	2012-05-11
75 SHS PHILLIPS 66		2012-05-01	2012-05-11
6818 18 SHS MFB NORTHERN FDS MULTI MAN		2012-01-24	2012-06-08
16,260 05 SHS MFB NORTHERN FDS MULTI MAN		2010-12-31	2012-06-08
470 SHS PRINCIPAL FINANCIAL GROUP		2010-12-31	2012-06-11

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
30 SHS AMGEN INC		2012-01-25	2012-06-12
1 SHS APPLE		2011-12-20	2012-06-12
2 SHS APPLE		2011-09-01	2012-06-12
2 SHS APPLE		2011-02-17	2012-06-12
2 SHS APPLE		2006-07-28	2012-06-12
12 SHS CHEVRON		2011-12-20	2012-06-12
3 SHS CHEVRON		2011-09-01	2012-06-12
5 SHS CHEVRON		2011-02-17	2012-06-12
5 SHS CHEVRON		2008-11-20	2012-06-12
20 SHS DANAHER		2011-12-20	2012-06-12
5 SHS DANAHER CORP		2011-09-01	2012-06-12
10 SHS DANAHER		2010-11-18	2012-06-12
10 SHS DANAHER		2009-12-21	2012-06-12
8 SHS GOOGLE		2011-12-20	2012-06-12
50 SHS HOME DEPOT		2012-02-09	2012-06-12
45 SHS QUALCOMM INC		2012-01-24	2012-06-12
97 SHS UNITED HEALTH GROUP INC		2009-12-21	2012-06-12
75 SHS WELLS FARGO		2012-03-12	2012-06-12
28 SHS UNITED HEALTH GROUP		2009-12-21	2012-06-12
160 SHS WAL MART		2010-12-31	2012-08-06
96 SHS HJ HEINZ		2010-08-18	2012-08-13
54 SHS HJ HEINZ		2010-08-20	2012-08-14
100 SHS HJ HEINZ		2010-12-31	2012-08-15
210 SHS AUTODESK INC		2010-12-31	2012-09-24
100 SHS AUTOMATIC DATA PROCESSING		2012-01-24	2012-09-24
65 SHS AUTOMATIC DATA PROCESSING		2012-01-24	2012-09-24
150 SHS CONOCO PHILLIPS		2010-12-31	2012-10-17
6 SHS SIMON PROPERTY GROUP		2011-12-20	2012-10-17
4 SHS SIMON PROPERTY GROUP		2011-09-01	2012-10-17
12 SHS SIMON PROPERTY GROUP		2010-11-03	2012-10-17

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
28 SHS SIMON PROPERTY GROUP		2010-11-02	2012-10-17
3,351 21 SHS MFB NORTHERN HIGH YIELD		2012-01-24	2012-11-01
2615 06 SHS MFO PIMCO FDS PACT INV		2012-01-24	2012-11-02
35 SHS ABBOTT LABORATORIES		2009-12-21	2012-11-08
30 SHS ADR BHP BILLITON		2009-05-19	2012-11-08
75 SHS AMERICAN EXPRESS		2011-09-01	2012-11-08
50 SHS AMERICAN WATER WORKS CO		2012-02-14	2012-11-08
7 SHS AMGEN INC		2012-01-25	2012-11-08
33 SHS AMGEN INC		2012-01-24	2012-11-08
12 SHS APPLE INC		2006-07-28	2012-11-08
115 SHS BRISTOL MYERS SQUIBB		2011-11-08	2012-11-08
35 SHS CHEVRON CORP		2008-11-20	2012-11-08
25 SHS CITRIX SYS		2010-07-22	2012-11-08
77 SHS COCA COLA		2011-08-30	2012-11-08
43 SHS COCA COLA		2011-08-29	2012-11-08
10 SHS COSTCO		2011-12-20	2012-11-08
45 SHS COSTCO		2011-02-02	2012-11-08
5 SHS COVIDIEN PLC		2011-09-01	2012-11-08
40 SHS COVIDIEN PLC		2008-10-07	2012-11-08
50 SHS CVS CAREMARK CORP		2012-05-02	2012-11-08
38 SHS DANAHER CORP		2009-12-21	2012-11-08
27 SHS DANAHER CORP		2010-06-14	2012-11-08
5 SHS DOMINION RES		2011-09-01	2012-11-08
5 SHS DOMINION RES		2011-02-17	2012-11-08
55 SHS DOMINION RES		2010-09-13	2012-11-08
50 SHS DU PONT		2010-03-23	2012-11-08
5 SHS DU PONT		2010-03-22	2012-11-08
8 SHS EATON CORP		2011-04-01	2012-11-08
22 SHS EATON CORP		2011-03-31	2012-11-08
25 SHS EATON CORP		2011-03-31	2012-11-08

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
10 SHS EMC CORP		2011-09-01	2012-11-08
5 SHS EMC CORP		2011-02-17	2012-11-08
125 SHS EMC CORP		2010-11-18	2012-11-08
40 SHS EXPRESS CORP		2012-06-20	2012-11-08
5 SHS EXXON MOBIL CORP		2011-02-17	2012-11-08
5 SHS EXXON MOBIL CORP		2011-09-01	2012-11-08
5 SHS EXXON MOBIL CORP		2010-11-18	2012-11-08
25 SHS EXXON MOBIL CORP		2010-05-20	2012-11-08
35 SHS EXXON MOBIL CORP		2003-12-31	2012-11-08
25 SHS FRANKLIN RES INC		2011-09-01	2012-11-08
35 SHS GENERAL ELECTRIC		2003-12-24	2012-11-08
124 SHS GENERAL ELECTRIC		2010-05-05	2012-11-08
6 SHS GOOGLE		2011-12-20	2012-11-08
9 SHS GRAINGER		2010-09-13	2012-11-08
60 SHS HOME DEPOT		2012-02-09	2012-11-08
125 SHS INTEL CORP		2012-05-08	2012-11-08
17 SHS INTERCONTINENTAL EXCHANGE		2012-06-08	2012-11-08
5 SHS INTERNATIONAL BUSINESS MACHS		2010-11-18	2012-11-08
20 SHS INTERNATIONAL BUSINESS MACH		2008-08-18	2012-11-08
30 SHS JOHNSON & JOHNSON COM		2009-12-21	2012-11-08
15 SHS JOHNSON CONTROLS		2011-09-01	2012-11-08
50 SHS JOHNSON CONTROLS		2009-09-16	2012-11-08
150 SHS JP MORGAN CHASE		2008-02-06	2012-11-08
30 SHS MCDONALDS CORP		2012-08-06	2012-11-08
5 SHS NATIONAL OILWELL		2011-12-20	2012-11-08
15 SHS NATIONAL OILWELL		2011-09-01	2012-11-08
25 SHS NATIONAL OILWELL		2009-12-21	2012-11-08
20 SHS NIKE		2010-01-15	2012-11-08
10 SHS NOBLE CORP		2012-10-18	2012-11-08
27 SHS NOBLE CORP		2012-10-18	2012-11-08

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
18 SHS NOBLE CORP		2008-10-18	2012-11-08
50 SHS NORFOLK SOUTHERN CORP		2011-08-10	2012-11-08
50 SHS NUCOR CORP		2012-02-14	2012-11-08
10 SHS OMNICORP		2010-12-21	2012-11-08
2 SHS OMNICORP		2010-12-20	2012-11-08
48 SHS OMNICORP		2010-12-17	2012-11-08
25 SHS ORACLE CORP		2010-11-18	2012-11-08
125 SHS ORACLE CORP		2010-10-04	2012-11-08
8 SHS PRECISION CASTPARTS		2011-10-24	2012-11-08
3 SHS PRECISION CASTPARTS		2011-10-25	2012-11-08
20 SHS PROCTER & GAMBLE		2006-12-19	2012-11-08
5 SHS PROCTER & GAMBLE		2011-02-17	2012-11-08
20 SHS PROCTER & GAMBLE		2011-09-01	2012-11-08
15 SHS PROCTER & GAMBLE		2010-04-08	2012-11-08
70 SHS QUALCOM		2012-01-24	2012-11-08
40 SHS SCHLUMBERGER LTD		2011-02-17	2012-11-08
15 SHS SIMON PROPERTY GROUP		2010-11-02	2012-11-08
25 SHS SPECTRA ENERGY		2010-11-18	2012-11-08
85 SHS SPECTRA ENERGY		2008-02-25	2012-11-08
45 SHS ST JUDE MED INC		2012-09-27	2012-11-08
12 SHS STARBUCKS		2012-08-16	2012-11-08
33 SHS STARBUCKS		2013-08-16	2012-11-08
5 SHS UNITED TECHNOLOGIES		2011-02-17	2012-11-08
5 SHS UNITED TECHNOLOGIES		2011-09-01	2012-11-08
5 SHS UNITED TECHNOLOGIES		2010-05-20	2012-11-08
15 SHS UNITED TECHNOLOGIES		2010-02-22	2012-11-08
30 SHS UNITED HEALTH GROUP		2009-12-21	2012-11-08
110 SHS US BANCORP		2008-05-01	2012-11-08
30 SHS VF CORP		2011-05-03	2012-11-08
50 SHS VERIZON		2011-09-28	2012-11-08

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
20 SHS DISNEY		2011-09-01	2012-11-08
20 SHS DISNEY		2006-06-21	2012-11-08
41 SHS WELLS FARGO		2012-03-12	2012-11-08
64 SHS WELLS FARGO		2012-03-12	2012-11-08
10 SHS WELLS FARGO		2008-10-09	2012-11-08
35 SHS WHOLE FOODS MKT		2010-06-02	2012-11-08
130 SHS ABBOTT LABORATORIES		2010-12-31	2012-11-23
60 SHS AMGEN INC		2012-01-24	2012-11-23
90 SHS JOHNSON & JOHNSON		2010-12-31	2012-11-23
3 SHS GOOGLE		2011-09-01	2012-12-03
8 SHS GOOGLE		2009-06-02	2012-12-03
55 SHS PROCTER & GAMBLE		2010-04-08	2012-12-03
25 SHS PROCTER & GAMBLE		2010-05-20	2012-12-03
10 SHS PROCTER & GAMBLE		2006-01-11	2012-12-03
15 SHS PROCTER & GAMBLE		2005-10-12	2012-12-03
36 SHS GRAINGER		2010-12-31	2012-12-19
130 SHS WHOLE FOODS		2010-12-31	2012-12-19
10 SHS NOBLE ENERGY		2011-02-17	2012-11-08
20 SHS NOBLE ENERGY		2009-04-22	2012-11-08
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)
2,751		2,915	-164
100		106	-6
172		174	-2
606		599	7
1,814		1,470	344
60,275		41,173	19,102
7,849		3,790	4,059
118,140		118,694	-554
161,611		163,369	-1,758
62,499		60,042	2,457
439,018		314,087	124,931
12,013		11,442	571
7,199		3,696	3,503
5,545		6,527	-982
924		1,067	-143
14,786		5,689	9,097
184		71	113
16,141		2,458	13,683
8,959		5,824	3,135
6,525		4,436	2,089
260		256	4
10,916		6,600	4,316
9,928		6,002	3,926
11,288		1,769	9,519
12,436		7,838	4,598
383		342	41
7,653		5,026	2,627
10,680		7,838	2,842
1,145		1,191	-46
11,147		8,927	2,220

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
12,030		5,314	6,716
6,615		2,922	3,693
13,636		12,052	1,584
7,941		6,624	1,317
9,089		5,423	3,666
7,617		4,756	2,861
8,153		4,747	3,406
4,920		3,730	1,190
6,578		2,560	4,018
9,867		4,577	5,290
8,248		6,611	1,637
3,961		3,290	671
775		469	306
4,586		3,836	750
7,096		6,581	515
2,131		1,905	226
5,314		3,141	2,173
868		489	379
2,315		1,288	1,027
834		444	390
7,087		4,216	2,871
7,130		3,769	3,361
2,580		2,390	190
1,210		1,087	123
1,613		1,194	419
1,209		698	511
2,188		2,235	-47
75,000		74,114	886
268,778		236,024	32,754
11,541		14,001	-2,460

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
2,200		2,050	150
586		34	552
1,173		765	408
1,173		717	456
1,173		129	1,044
1,250			1,250
313		298	15
521		486	35
521		359	162
1,053		629	424
263		224	39
526		434	92
526		225	301
4,618		5,039	-421
2,639		2,246	393
2,580		2,619	-39
5,783		3,108	2,675
2,458		2,358	100
1,669		897	772
11,860		9,482	2,378
5,302		4,497	805
2,976		2,535	441
5,503		4,737	766
7,073		8,485	-1,412
5,861		5,652	209
3,807		3,674	133
8,435		7,023	1,412
917		662	255
611		471	140
1,833		1,205	628

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
4,278		2,790	1,488
25,000		23,995	1,005
25,000		23,928	1,072
2,294		1,458	836
2,120		1,494	626
4,197		3,732	465
1,839		1,712	127
607		478	129
2,859		2,252	607
7,152		776	6,376
3,824		3,627	197
3,854		2,510	1,344
1,545		1,163	382
2,867		2,691	176
1,601		1,494	107
983		555	428
4,425		3,236	1,189
275		259	16
2,200		2,050	150
2,318		2,251	67
1,968		856	1,112
1,399		608	791
264		244	20
264		221	43
2,903		2,425	478
2,228		1,908	320
223		187	36
377		448	-71
1,036		1,218	-182
1,177		1,369	-192

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
244		223	21
122		136	-14
3,051		2,705	346
2,462		2,155	307
456		420	36
456		370	86
456		351	105
2,278		1,521	757
3,188		1,432	1,756
3,197		2,973	224
739		291	448
2,615		2,269	346
4,069		948	3,121
1,817		1,034	783
3,688		2,695	993
2,700		3,412	-712
2,221		2,180	41
974		723	251
3,895		2,513	1,382
2,125		1,729	396
386		467	-81
1,286		1,349	-63
6,246		7,248	-1,002
2,599		2,688	-89
368		166	202
1,104		989	115
1,839		611	1,228
1,828		1,294	534
377		380	-3
1,018		1,027	-9

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
679		678	1
3,069		3,375	-306
2,006		2,250	-244
479		467	12
96		93	3
2,300		2,226	74
776		709	67
3,877		3,404	473
1,382		1,376	6
518		516	2
1,386		1,283	103
347		320	27
1,386		1,270	116
1,040		939	101
4,106		4,075	31
2,779		3,707	-928
2,282		1,495	787
721		602	119
2,450		2,025	425
1,719		1,936	-217
550		557	-7
1,512		1,517	-5
391		423	-32
391		368	23
391		337	54
1,172		779	393
1,680		961	719
3,650		3,846	-196
4,693		3,225	1,468
2,235		1,856	379

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
979		672	307
1,958		1,168	790
1,382		1,308	74
2,157		2,013	144
337		335	2
3,320		1,398	1,922
8,158		1,667	6,491
5,122		4,094	1,028
6,251		5,164	1,087
2,069		1,601	468
5,516		3,258	2,258
3,815		3,441	374
1,734		1,555	179
694		589	105
1,040		837	203
6,861		4,098	2,763
11,574		5,191	6,383
950		878	72
1,900		1,223	677
8,387			8,387

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

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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			- 164
			- 6
			- 2
			7
			344
			19,102
			4,059
			- 554
			- 1,758
			2,457
			124,931
			571
			3,503
			- 982
			- 143
			9,097
			113
			13,683
			3,135
			2,089
			4
			4,316
			3,926
			9,519
			4,598
			41
			2,627
			2,842
			- 46
			2,220

**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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			6,716
			3,693
			1,584
			1,317
			3,666
			2,861
			3,406
			1,190
			4,018
			5,290
			1,637
			671
			306
			750
			515
			226
			2,173
			379
			1,027
			390
			2,871
			3,361
			190
			123
			419
			511
			-47
			886
			32,754
			-2,460

**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))
			150
			552
			408
			456
			1,044
			1,250
			15
			35
			162
			424
			39
			92
			301
			-421
			393
			-39
			2,675
			100
			772
			2,378
			805
			441
			766
			-1,412
			209
			133
			1,412
			255
			140
			628

**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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			1,488
			1,005
			1,072
			836
			626
			465
			127
			129
			607
			6,376
			197
			1,344
			382
			176
			107
			428
			1,189
			16
			150
			67
			1,112
			791
			20
			43
			478
			320
			36
			-71
			-182
			-192

**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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			21
			-14
			346
			307
			36
			86
			105
			757
			1,756
			224
			448
			346
			3,121
			783
			993
			-712
			41
			251
			1,382
			396
			-81
			-63
			-1,002
			-89
			202
			115
			1,228
			534
			-3
			-9

**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))**

<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
			1
			-306
			-244
			12
			3
			74
			67
			473
			6
			2
			103
			27
			116
			101
			31
			-928
			787
			119
			425
			-217
			-7
			-5
			-32
			23
			54
			393
			719
			-196
			1,468
			379

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

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))
			307
			790
			74
			144
			2
			1,922
			6,491
			1,028
			1,087
			468
			2,258
			374
			179
			105
			203
			2,763
			6,383
			72
			677
			8,387

**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)				
<b>a Paid during the year</b>				
SHEPHERD CENTER 2020 PEACHTREE RD NW ATLANTA, GA 30309	501 (C) (3)	EXEMPT	NOT SPECIFIED	25,000
AMERICAN RED CROSS 3486 COVINGTON HIGHWAY DECATUR, GA 30032	501 (C) (3)	EXEMPT	NOT SPECIFIED	15,000
CHILDREN'S HEALTHCARE 1405 CLIFTON RD NE ATLANTA, GA 30322	501 (C) (3)	EXEMPT	NOT SPECIFIED	7,500
COLORADO SUCCEEDS 1201 E COLFAX AVE 201 DENVER, CO 80218	501 (C) (3)	EXEMPT	NOT SPECIFIED	2,500
COMPUTERS FOR YOUTH - ATL 1660 CHATTAHOOCHEE AVENUE ATLANTA, GA 30318	501(C) (3)	EXEMPT	NOT SPECIFIED	40,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	501(C) (3)	EXEMPT	NOT SPECIFIED	15,000
GEORGIA CONSERVANCY 817 WEST PEACHTREE STREET NW200 ATLANTA, GA 30308	501 (C) (3)	EXEMPT	NOT SPECIFIED	17,500
KATE'S CLUB 1330 WEST PEACHTREE ST ATLANTA, GA 30309	501 (C) (3)	EXEMPT	NOT SPECIFIED	7,500
PREDISAN USA 1625 COOLEDGE ROAD TUCKER, GA 30084	501 (C) (3)	EXEMPT	NOT SPECIFIED	22,247
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	501 (C) (3)	EXEMPT	NOT SPECIFIED	3,000
SPECIAL OLYMPICS 4000 DEKALB TECHNOLOGY PA ATLANTA, GA 30340	501 (C) (3)	EXEMPT	NOT SPECIFIED	10,000
HABITAT FOR HUMANITY 519 MEMORIAL DR SE ATLANTA, GA 30312	501 (C) (3)	EXEMPT	NOT SPECIFIED	10,000
CARE 151 ELLIS STREET NE ATLANTA, GA 30303	501 (C) (3)	EXEMPT	NOT SPECIFIED	2,500
NATIONAL ALLIANCE OF MENTAL ILLNESS 3050 PRESIDENTIAL DRIVE ATLANTA, GA 30340	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>182,747</b>

## TY 2012 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	5,050	5,100		0

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** THE SOLSTICE FOUNDATION INC

**EIN:** 58-2117440

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ABBOTT LABORATORIES	0	0
ADR BHP BILLITON LTD	6,327	9,413
ADR NOVARTIS	0	0
ALEXION PHARMACEUTICALS	0	0
ALTERA CORP COM	0	0
AMAZON COM INC.	0	0
AMERICAN EXPRESS COMPANY	12,238	15,520
AMERICAN WTR WKS CO INC	5,480	5,941
AMGEN INC	9,717	12,516
APPLE COMPUTER INC	20,378	41,043
AUTODESK, INC.	0	0
BRISTOL MYERS SQUIBB	11,821	13,199
CHEVRON CORP COM	16,991	18,384
CITRIX SYSTEMS	5,118	7,233
COCA COLA	15,227	15,950
CONOCO PHILLIPS	0	0
COSTCO WHSL CORP	10,514	15,803
COVIDIEN LTD COM STOCK	8,724	10,393
CVS CAREMARK CORP	14,610	15,714
DANAHER CORPORATION	11,019	21,522
DISNEY WALT CO COM	6,571	11,203
DOMINION RES INC	10,303	12,173
DU PONT	9,685	11,018
EATON CORP	11,201	11,382
EMC CORP COM	15,123	18,596
EMERSON ELECTRIC CO	11,433	11,651
EXPRESS SCRIPTS INC	13,812	14,310
EXXON MOBIL CORP	10,854	23,802
FRANKLIN RES INC. COMMON STOCK	12,355	13,953
GENERAL ELECTRIC	14,137	16,393

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOOGLE INC.	8,960	15,606
GRAINGER WW INC	0	0
HJ HEINZ	0	0
HOME DEPOT	17,059	23,503
INTEL CORP	10,781	8,149
INTERCONTINENTAL EXCHANGE INC	9,362	9,038
INTERNATIONAL BUSINESS MACHS CORP	10,021	15,324
INTUITIVE SURGICAL, INC.	0	0
JOHNSON & JOHNSON	0	0
JOHNSON CONTROLS, INC.	7,015	7,982
JP MORGAN CHASE	21,304	21,325
MCDONALDS CORP	15,520	15,878
MCKESSON CORP	0	0
MFB NORTHER HIGH YIELD NHFIX	91,005	96,096
MFB NORTHERN FDS GLOBAL REAL ESTATE	106,031	118,860
MFB NORTHERN FDS NOBOX	76,493	77,122
MFB NORTHERN FUNDS FIXED INC	0	0
MFB NORTHERN FUNDS MUT MNG HIGH	0	0
MFB NORTHERN FUNDS SMALL CAP CORE	0	0
MFB NORTHERN INTL EQ NOINX	455,000	500,500
MFB NORTHERN MULTI MNG INTL EQ FD	0	0
MFB NORTHERN MULTI MNG MID CAP FD	67,522	122,274
MFB NORTHERN MULTI-MANAGER EMERGING	0	0
MFB NORTHERN MULTI-MANAGER SMALL CAP	94,648	125,607
MFC FLEXSHARES TR IBOXX	45,478	48,076
MFC FLEXSHARES TR MORNINGSTAR	19,665	22,263
MFC SPDR GOLD TR	99,378	146,619
MFO DFA INV DFCEX	285,000	334,908
MFO HARRIS ASSOC OAKEX	52,500	58,066
MFO PIMCO FDS PAC INV MGMT COMM	28,580	30,773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MFO PIMCO FDS PHIYX	91,072	95,975
NATIONAL OILWELL VARCO COMM	7,173	11,961
NIKE INC.	5,366	8,669
NOBLE ENERGY	4,587	7,631
NORFOLK SOUTHERN	11,472	10,513
NUCOR CORP	6,973	6,693
OMNICOM GROUP	10,624	11,741
ORACLE CORP	14,190	17,326
PFIZER INC	21,950	22,447
PRECISION CASTPARTS CORP	9,331	10,608
PRINCIPAL FINANCIAL	0	0
PROCTER & GAMBLE	6,199	7,807
QUALCOMM INC.	17,601	20,777
SALESFORCE	0	0
SCHLUMBERGER LTD	12,870	10,394
SIMON PROPERTY	7,846	14,228
SPDR S&P 500	110,357	111,166
SPECTRA ENERGY CORP	7,709	9,172
ST JUDE MEDICAL INC.	10,296	8,674
STARBUCKS CORP	10,871	12,869
TRAVELERS COS INC.	0	0
UNITED HEALTH GROUP, INC.	9,104	13,018
UNITED TECHNOLOGIES CORP	3,193	8,611
US BANCORP	12,189	13,575
VERIZON	6,673	7,789
VF CORP	12,825	18,418
WAL-MART STORES	0	0
WELLS FARGO & CO	16,525	20,501
WHOLE FOODS MKT	0	0
NOBLE CORPORATION	11,693	11,142

## TY 2012 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	50	50		0

## TY 2012 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	2,919	2,919	2,919
OTHER INCOME	273	273	273

## TY 2012 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	16,568	16,568		0

## TY 2012 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,336	1,336		0