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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

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 or province, country, and ZIP or foreign postal code ATLANTA, GA 30339		C If exemption application is pending, check here ► <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 type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <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					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,922,632		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			
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)		0			
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		8,580	8,580		
4 Dividends and interest from securities.		52,065	52,065		
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10		158,910			
b Gross sales price for all assets on line 6a 819,507					
7 Capital gain net income (from Part IV, line 2)			159,023		
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)		9,213	9,213		
12 Total. Add lines 1 through 11		228,768	228,881		
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)		5,080	5,080		0
c Other professional fees (attach schedule)		16,370	16,370		0
17 Interest					
18 Taxes (attach schedule) (see instructions)		7,127	1,371		0
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		4,209	0		0
24 Total operating and administrative expenses.					
Add lines 13 through 23		32,786	22,821		0
25 Contributions, gifts, grants paid.		220,280			220,280
26 Total expenses and disbursements. Add lines 24 and 25		253,066	22,821		220,280
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-24,298			
b Net investment income (if negative, enter -0-)			206,060		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	100,206	74,583	74,583	
	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 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)	2,223,649	2,224,974	2,848,049	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)					
14	Land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach schedule) ►					
15	Other assets (describe ►)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,323,855	2,299,557	2,922,632		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)				
	23	Total liabilities (add lines 17 through 22)	0	0		
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
		and complete lines 24 through 26 and lines 30 and 31.				
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
		27	Capital stock, trust principal, or current funds	0	0	
		28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	2,323,855	2,299,557		
30		Total net assets or fund balances (see page 17 of the instructions)	2,323,855	2,299,557		
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,323,855	2,299,557		

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	2,323,855
2	Enter amount from Part I, line 27a	2	-24,298
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,299,557
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	2,299,557

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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1a See Additional Data Table

b

c

d

e

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

b

c

d

e

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

(i) FMV 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))
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	159,023
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)

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	178,615	2,692,051	0 066349
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

2 Total of line 1, column (d).

2 0 292826

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 058565

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.

4 2,825,248

5 Multiply line 4 by line 3.

5 165,461

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

6 2,061

7 Add lines 5 and 6.

7 167,522

8 Enter qualifying distributions from Part XII, line 4.

8 220,280

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		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,061
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,061
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	2,061
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,160
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	4,160
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,099
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,099 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? <i>If "Yes," attach a detailed description of the activities.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	
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>	<input type="checkbox"/> Yes	
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>	<input type="checkbox"/> Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ► N/A

14	The books are in care of ► HANCOCK ASKEW CO LLP Located at ► 275 SCIENTIFIC DRIVE SUITE 2500 NORCROSS GA	Telephone no ► (770) 246-0793 ZIP +4 ► 30092
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
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16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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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.**

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> 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 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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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 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)?		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 (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID S LINDENBAUM 6300 POWERS FERRY RD STE 600 BOX 354 ATLANTA, GA 30339	DIRECTOR 1 00	0	0	0
CAROL S LINDENBAUM 6300 POWERS FERRY RD STE 600 BOX 354 ATLANTA, GA 30339	DIRECTOR 1 00	0	0	0

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

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the instructions

3 _____

Total. Add lines 1 through 3

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	2,798,970
b	Average of monthly cash balances.	1b	69,302
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,868,272
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	2,868,272
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	43,024
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,825,248
6	Minimum investment return. Enter 5% of line 5.	6	141,262

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	141,262
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,061
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,061
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	139,201
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	139,201
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	139,201

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	220,280
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	220,280
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	2,061
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).	6	218,219
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				139,201
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	3,084			
b From 2009.				
c From 2010.	121,925			
d From 2011.	86,109			
e From 2012.	52,276			
f Total of lines 3a through e.	263,394			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 220,280			0	
a Applied to 2012, 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 2013 distributable amount.			139,201	
e Remaining amount distributed out of corpus	81,079			0
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	344,473			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
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 2008 not applied on line 5 or line 7 (see instructions)	3,084			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	341,389			
10 Analysis of line 9				
a Excess from 2009.	121,925			
b Excess from 2010.	86,109			
c Excess from 2011.	52,276			
e Excess from 2013.	81,079			

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 2013, enter the date of the ruling.			
1b	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.			
2b	85% of line 2a.			
2c	Qualifying distributions from Part XII, line 4 for each year listed.			
2d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
2e	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)				
a Paid during the year See Additional Data Table				
Total			► 3a	220,280
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
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	8,580
4 Dividends and interest from securities.				14	52,065
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.				14	9,213
8 Gain or (loss) from sales of assets other than inventory				18	158,910
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).			0		228,768
13 Total. Add line 12, columns (b), (d), and (e).				13	228,768

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
61SH DOMINION RES INC VA NEW COM		2010-09-13	2013-01-10
89SH DOMINION RES INC VA NEW COM		2010-09-13	2013-01-11
9SH DOMINION RES INC VA NEW COM		2010-09-13	2013-01-14
2SH DOMINION RES INC VA NEW COM		2010-09-13	2013-01-14
20SH DOMINION RES INC VA NEW COM		2010-11-18	2013-01-14
48SH DOMINION RES INC VA NEW COM		2010-09-13	2013-01-15
6SH DOMINION RES INC VA NEW COM		2010-09-13	2013-01-16
5SH OF IBM CORP COM		2008-08-18	2013-01-16
13SH OF IBM CORP COM		2008-06-19	2013-01-16
260SH JOHNSON CONTROLS INC COMMON STOCK		2009-09-16	2013-01-16
1SH SPECTRA ENERGY CORP		2008-02-25	2013-02-22
183SH SPECTRA ENERGY CORP		2008-02-25	2013-02-22
70SH SPECTRA ENERGY CORP		2008-02-25	2013-02-25
16SH SPECTRA ENERGY CORP		2008-02-25	2013-02-25
37SH SPECTRA ENERGY CORP		2010-05-20	2013-02-25
28SH SPECTRA ENERGY CORP		2010-05-20	2013-03-01
380SH BRISTOL MYERS SQUIBB		2011-06-24	2013-03-15
25SH BRISTOL MYERS SQUIBB		2011-09-01	2013-03-15
70SH COVIDIEN PLC USD		2008-10-07	2013-03-15
5SH COVIDIEN PLC USD		2010-11-18	2013-03-15
75SH NOBLE ENERGY INC		2009-04-22	2013-04-25
40SH ORACLE CORP COM		2011-09-01	2013-04-25
120SH ORACLE CORP COM		2010-10-04	2013-04-25
100SH COVIDIEN PLC USD		2009-12-18	2013-05-07
5SH COVIDIEN PLC USD		2010-11-18	2013-05-07
4248 66SH MFB NORTHERN INTL EQUITY INDEX FD NOINX		2011-01-24	2013-05-29
10SH AMERICAN EXPRESS		2011-09-01	2013-06-03
30SH AMERICAN EXPRESS		2010-04-26	2013-06-03
5SH AMGEN INC		2012-01-24	2013-06-03
18SH AMGEN INC		2012-03-01	2013-06-03

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
6SH APPLE INC COM		2012-12-03	2013-06-03
5SH APPLE INC COM		2006-07-28	2013-06-03
6SH CHEVRON		2011-09-01	2013-06-03
3SH CHEVRON		2010-05-20	2013-06-03
13SH CHEVRON		2008-11-20	2013-06-03
20SH CITRIC SYS INC		2010-07-22	2013-06-03
67SH COCA COLA		2012-08-13	2013-06-03
10SH COSTCO WHOLESALE CORP		2011-02-02	2013-06-03
12SH COSTCO WHOLESALE CORP		2008-01-11	2013-06-03
53SH CVS CAREMARK CORP		2012-05-02	2013-06-03
59SH DANAHER CORP		2008-10-22	2013-06-03
34SH DU PONT		2012-12-19	2013-06-03
29SH EATON CORP		2011-03-31	2013-06-03
110SH EMC CORP COM		2012-12-10	2013-06-03
34SH EMERSON ELECTRIC		2012-12-19	2013-06-03
36SH EXPRESS SCRIPT HLDG CO		2012-06-20	2013-06-03
1SH EXPRESS SCRIPT HLDG CO		2012-06-12	2013-06-03
40SH EXXON MOBIL CORP COM		2003-12-31	2013-06-03
11SH FRANKLIN RES INC COMMON STOCK		2011-09-01	2013-06-03
8SH FRANKLIN RES INC COMMON STOCK		2010-01-15	2013-06-03
105SH GENERAL ELECTRIC CO		2012-12-19	2013-06-03
3SH GOOGLE INC CL A CL A		2009-06-02	2013-06-03
65SH THE HOME DEPOT		2012-02-09	2013-06-03
11SH INTERCONTINENTAL EXCHANGE INC		2012-06-08	2013-06-03
8SH IBM		2008-06-19	2013-06-03
79SH JP MORGAN CHASE		2008-02-06	2013-06-03
25SH MCDONALDS CORP		2012-08-06	2013-06-03
35SH METLIFE INC COM		2013-02-22	2013-06-03
150SH MFC SPDR GOLD TR GOLD		2012-01-24	2013-06-03
255SH MFC SPDR GOLD TR GOLD		2010-05-20	2013-06-03

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
50SH MFC SPDR GOLD TR GOLD		2009-06-03	2013-06-03
36SH NATIONAL OILWELL VARCO COM		2009-05-19	2013-06-03
12SH NIKE INC		2010-01-15	2013-06-03
16SH NIKE INC		2009-12-11	2013-06-03
43SH NOBLE CORP		2012-10-18	2013-06-03
20SH NORFOLK COUTN CORP COM		2011-08-10	2013-06-03
25SH OMNICOM GROUP INC		2010-12-17	2013-06-03
16SH OMNICOM GROUP INC		2010-11-19	2013-06-03
121SH PFIZER		2012-12-03	2013-06-03
18SH PROCTER & GAMBLE		2005-10-12	2013-06-03
10SH QUALCOMM INC COM		2012-01-24	2013-06-03
33SH QUALCOMM INC COM		2011-07-15	2013-06-03
20SH SCHLUMBERGER LTD COM		2011-02-17	2013-06-03
10SH SIMON PROPERTY GROUP INC		2011-01-24	2013-06-03
5SH SIMON PROPERTY GROUP INC		2011-07-15	2013-06-03
3SH ST JUDE MEDICAL INC		2012-09-27	2013-06-03
36SH ST JUDE MEDICAL INC		2012-09-25	2013-06-03
12SH STARBUCKS		2012-08-16	2013-06-03
21SH STARBUCKS		2012-08-15	2013-06-03
5SH UNITED TECHNOLOGIES CORP		2005-06-13	2013-06-03
11SH UNITED TECHNOLOGIES CORP		2005-06-13	2013-06-03
39SH UNITED HEALTH GROUP INC		2012-11-23	2013-06-03
65SH US BANCORP		2008-05-01	2013-06-03
2SH VF CORP		2011-05-03	2013-06-03
16SH VF CORP		2011-04-26	2013-06-13
36SH DISNEY CO		2006-06-21	2013-06-03
87SH WELLS FARGO		2008-10-09	2013-06-03
125S DU PONT		2010-03-22	2013-06-21
35SH DU PONT		2010-05-20	2013-06-21
51SH DU PONT		2012-12-19	2013-06-21

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
45SH THE HOME DEPOT		2012-02-09	2013-07-01
27SH THE HOME DEPOT		2012-01-24	2013-07-01
6SH VF CORP		2011-05-02	2013-07-01
14SH VF CORP		2011-06-27	2013-07-01
6981 27SH MFB NORTHERN FDS BD INDEX FD NOBOX		2012-01-24	2013-09-04
21 96SH MFB NORTHERN FDS BD INDEX FD NOBOX		2012-12-19	2013-09-04
33 45SH MFB NORTHERN FDS BD INDEX FD NOBOX		2012-12-19	2013-09-04
3953 49SH MFB NORTHERN FDS BD INDEX FD NOBOX		2013-05-29	2013-09-04
6 49SH MFB NORTHERN FDS BD INDEX FD NOBOX		2013-06-04	2013-09-04
699 84SH MFO HARRIS ASSOC INVT TR OAKMARK INTL SM CAP FD		2012-01-24	2013-09-05
2664 34SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2009-03-06	2013-09-06
5 14SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2011-11-18	2013-09-06
51 25SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2011-12-07	2013-09-06
12 19SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2011-12-07	2013-09-06
1854 60SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2012-01-24	2013-09-06
33 39SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2012-12-13	2013-09-06
13 55SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2012-12-13	2013-09-06
7317 07SH MFO PIMCO FDS PAC INVT MGMT COMMODITY		2013-05-29	2013-09-06
1828SH MFC FLEXSHARES TR IBOXX		2011-09-29	2013-09-06
90SH SPDR GOLD		2009-06-03	2013-09-06
360SH SPDR GOLD TR		2009-03-09	2013-09-06
50SH COSTCO WHOLESALE		2008-01-11	2013-09-24
39SH NORFOLK SOUTH CORP COM		2011-08-10	2013-09-24
31SH UNITED HEALTH GROUPD		2012-11-23	2013-09-24
44SH UNITED HEALTH GROUP		2009-12-21	2013-09-24
76SH FRANKLIN RES INC COMMON STOCK		2010-01-15	2013-09-26
21SH SIMON PROPERTY GROUP INC		2009-12-21	2013-09-26
14SH SIMON PROPERTY		2010-07-23	2013-10-28
13SH SIMON PROPERTY		2010-07-22	2013-10-28
10SH ADR BHP BILLITON LTD SPONSORED		2011-09-01	2013-10-29

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
50SH ADR BHP BILLITON LTD SPONSORED		2009-05-19	2013-10-29
37SH ADR BHP BILLITON LTD SPONSORED		2009-05-19	2013-10-29
23SH ADR BHP BILLITON LTD SPONSORED		2009-05-19	2013-10-30
21SH SIMON PROPERTY GROUP INC		2010-07-22	2013-10-29
6SH SIMON PROPERTY GROUP INC		2010-07-22	2013-10-30
133 06SH MFB NORTHERN MULTI-MANAGER SMALL CAP FD		2011-09-01	2013-11-15
10 05SH MFB NORTHERN MULTI-MANAGER SMALL CAP FD		2011-11-04	2013-11-15
470 86SH MFB NORTHERN MULTI-MANAGER SMALL CAP FD		2012-01-24	2013-11-15
1429 74SH MFB NORTHERN INTL EQ INDEX FD		2013-09-09	2013-11-15
57SH OMNICOM GROUP		2010-11-19	2013-11-20
26SH OMNICOM GROUP		2010-11-19	2013-11-20
18SH OMNICOM GROUP		2010-11-19	2013-11-22
58SH OMNICOM GROUP		2010-11-19	2013-11-22
10SH OMNICOM GROUP		2010-12-20	2013-11-22
25SH OMNICOM GROUP INC		2011-09-01	2013-11-22
14 46SH MFB NORTH FDS GLO REAL ESTATE INDEX FD (NGREX)		2009-12-22	2013-12-06
96 11SH MFB NORTH FDS GLO REAL ESTATE INDEX FD (NGREX)		2010-05-20	2013-12-06
270 71SH MFB NORTH FDS GL REAL EST INDEX FD (NGREX)		2011-12-19	2013-12-06
2630 77SH MFB NORTH FDS GL REAL EST INDEX FD(NGREX)		2013-09-04	2013-12-06
245SH SPDR S&P 500 ETF TRUST		2012-11-05	2013-12-10
65SH ST JUDE MED INC COM		2012-09-25	2013-12-17
2SH ST JUDE MED INC COM		2012-09-25	2013-12-17
126SH UNITEDHEALTH GROUP INC		2009-12-21	2013-12-17
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)
3,181		2,676	505
4,653		3,923	730
472		395	77
105		88	17
1,049		856	193
2,515		2,101	414
315		263	52
961		628	333
2,497		1,628	869
8,197		7,015	1,182
29		24	5
5,385		4,360	1,025
2,057		1,668	389
470		381	89
1,087		727	360
809		550	259
14,716		11,074	3,642
968		747	221
4,573		3,588	985
327		217	110
8,699		4,587	4,112
1,298		1,118	180
3,893		3,268	625
6,511		4,701	1,810
326		217	109
47,500		39,937	7,563
759		498	261
2,278		1,424	854
524		341	183
1,886		1,215	671

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)
2,675		3,360	-685
2,229		323	1,906
753		597	156
377		223	154
1,632		932	700
1,294		931	363
2,778		2,341	437
1,132		719	413
1,359		784	575
3,152		2,386	766
3,681		1,693	1,988
1,905		1,500	405
1,952		1,588	364
2,598		2,753	-155
1,954		1,767	187
2,268		1,939	329
63		54	9
3,683		1,637	2,046
1,785		1,308	477
1,298		884	414
2,475		2,270	205
2,612		1,222	1,390
5,165		2,919	2,246
1,888		1,411	477
1,663		1,002	661
4,335		3,817	518
2,477		2,240	237
1,549		1,248	301
20,184		24,276	-4,092
34,312		29,606	4,706

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)
6,728		4,788	1,940
2,577		1,223	1,354
755		388	367
1,006		511	495
1,730		1,619	111
1,547		1,350	197
1,571		1,159	412
1,005		732	273
3,423		3,076	347
1,424		1,005	419
640		582	58
2,112		1,811	301
1,496		1,854	-358
1,711		980	731
855		430	425
133		129	4
1,591		1,548	43
763		552	211
1,336		955	381
476		147	329
1,048		323	725
2,466		2,038	428
2,294		2,273	21
370		215	155
2,960		1,701	1,259
2,380		1,051	1,329
3,546		2,912	634
6,593		4,671	1,922
1,846		1,264	582
2,690		2,250	440

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)
3,381		2,021	1,360
2,028		1,212	816
1,136		638	498
2,651		1,477	1,174
72,605		75,886	-3,281
228		240	-12
348		366	-18
41,116		42,500	-1,384
68		68	0
11,500		8,847	2,653
15,267		15,240	27
29		40	-11
294		389	-95
70		93	-23
10,627		12,500	-1,873
191		226	-35
78		92	-14
41,927		45,000	-3,073
45,315		45,478	-163
12,290		8,618	3,672
49,161		32,090	17,071
5,949		3,265	2,684
3,045		2,633	412
2,222		1,620	602
3,154		1,410	1,744
3,877		2,799	1,078
3,178		1,806	1,372
2,220		1,204	1,016
2,062		1,114	948
713		847	-134

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)
3,567		2,491	1,076
2,662		1,843	819
1,651		1,146	505
3,338		1,799	1,539
954		514	440
1,734		1,265	469
131		100	31
6,135		4,370	1,765
17,500		16,299	1,201
3,989		2,606	1,383
1,820		1,188	632
1,259		822	437
4,071		2,649	1,422
702		467	235
1,755		1,001	754
132		235	-103
877		1,483	-606
2,472		4,009	-1,537
24,019		23,414	605
43,857		34,663	9,194
3,768		2,796	972
116		86	30
8,995		4,037	4,958
44,933			44,933

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	
			505
			730
			77
			17
			193
			414
			52
			333
			869
			1,182
			5
			1,025
			389
			89
			360
			259
			3,642
			221
			985
			110
			4,112
			180
			625
			1,810
			109
			7,563
			261
			854
			183
			671

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	
			-685
			1,906
			156
			154
			700
			363
			437
			413
			575
			766
			1,988
			405
			364
			-155
			187
			329
			9
			2,046
			477
			414
			205
			1,390
			2,246
			477
			661
			518
			237
			301
			-4,092
			4,706

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,940
			1,354
			367
			495
			111
			197
			412
			273
			347
			419
			58
			301
			-358
			731
			425
			4
			43
			211
			381
			329
			725
			428
			21
			155
			1,259
			1,329
			634
			1,922
			582
			440

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	
			1,360
			816
			498
			1,174
			-3,281
			-12
			-18
			-1,384
			0
			2,653
			27
			-11
			-95
			-23
			-1,873
			-35
			-14
			-3,073
			-163
			3,672
			17,071
			2,684
			412
			602
			1,744
			1,078
			1,372
			1,016
			948
			-134

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	
			1,076
			819
			505
			1,539
			440
			469
			31
			1,765
			1,201
			1,383
			632
			437
			1,422
			235
			754
			-103
			-606
			-1,537
			605
			9,194
			972
			30
			4,958
			44,933

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JUNIOR ACHIEVEMENT 460 ABERNATHY RD ATLANTA, GA 30328	501 (C) (3)	EXEMPT	NOT SPECIFIED	14,780
PROJECT WALK ATLANTA 1755 GRASSLAND PKWY ALPHARETTA, GA 30004	501 (C) (3)	EXEMPT	NOT SPECIFIED	22,500
AMERICAN RED CROSS 3486 COVINGTON HIGHWAY DECATUR, GA 30032	501 (C) (3)	EXEMPT	NOT SPECIFIED	10,000
COLORADO SUCCEEDS 1201 E COLFAX AVE 201 DENVER, CO 80218	501 (C) (3)	EXEMPT	NOT SPECIFIED	2,500
CHASTAIN PARK CONSERVANCY 4001 POWERS FERRY ROAD ATLANTA, GA 30342	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
THE GEORGIA CONSERVANCY 817 WEST PEACHTREE STREET NW200 ATLANTA, GA 30308	501 (C) (3)	EXEMPT	NOT SPECIFIED	15,000
GRADY HEALTH FOUNDATION 191 PEACHTREE ST NE 820 ATLANTA, GA 30303	501 (C) (3)	EXEMPT	NOT SPECIFIED	3,500
SPECIAL OLYMPICS 4000 DEKALB TECHNOLOGY PA ATLANTA, GA 30340	501 (C) (3)	EXEMPT	NOT SPECIFIED	10,000
SHEPHERD CENTER 2020 PEACHTREE RD NW ATLANTA, GA 30309	501 (C) (3)	EXEMPT	NOT SPECIFIED	25,000
MILE HIGH FIVE FOUNDATION 1430 LARIMER STREET STE 208 DENVER, CO 80202	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
CFY ATLANTA 1660 CHATTAHOOCHEE AVENUE ATLANTA, GA 30318	501 (C) (3)	EXEMPT	NOT SPECIFIED	25,000
NAMI GEORGIA 3050 PRESIDENTIAL DRIVE ATLANTA, GA 30340	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
CENTER FOR VISUALLY IMPAIRED 739 WEST PEACHTREE STREET ATLANTA, GA 30308	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
GIRLS ON THE RUN OF THE ROCKIES 5565 S MADISON WAY GREENWOOD VILLAGE, CO 80121	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
BOCA GRANDE HEALTH CLINIC FOUNDATIO 280 PARK AVE BOCA GRANDE, FL 33921	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
Total			► 3a	220,280

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PEACE BY PIECE 1776 I STREET NW 9TH FL WASHINGTON, DC 20006	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
ANSWER ATLANTA 1445 CHESHIRE WAY ATLANTA, GA 30319	501 (C) (3)	EXEMPT	NOT SPECIFIED	2,500
CHILDREN'S HEALTHCARE OF ATLANTA 1405 CLIFTON RD NE ATLANTA, GA 30322	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
SAVE THE CHILDREN 54 WILTON RD WESTPORT, CT 06880	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
ISLAND SCHOOL ANNUAL FUND 135 1ST ST W BOCA GRANDE, FL 33921	501 (C) (3)	EXEMPT	NOT SPECIFIED	2,500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	501 (C) (3)	EXEMPT	NOT SPECIFIED	20,000
PREDISAN USA 1625 COOLEDGE RD TUCKER, GA 30084	501 (C) (3)	EXEMPT	NOT SPECIFIED	22,000
Total				220,280
			► 3a	

TY 2013 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	5,080	5,080		0

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE SOLSTICE FOUNDATION INC

EIN: 58-2117440

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADR BHP BILLITON LTD	0	0
AMERICAN EXPRESS COMPANY	10,317	20,868
AMERICAN WTR WKS CO INC	5,480	6,762
AMGEN INC	8,160	13,928
APPLE COMPUTER INC	16,695	37,033
BRISTOL MYERS SQUIBB	0	0
CHEVRON CORP COM	15,239	18,487
CITRIX SYSTEMS	4,188	5,693
COCA COLA	12,888	15,409
COSTCO WHSL CORP	5,746	10,473
COVIDIEN LTD COM STOCK	0	0
CVS CAREMARK CORP	12,224	19,467
DANAHER CORPORATION	9,326	25,167
DISNEY WALT CO COM	5,520	14,440
DOMINION RES INC	0	0
DU PONT	0	0
EATON CORP	9,613	13,778
EMC CORP COM	12,370	15,719
EMERSON ELECTRIC CO	9,666	13,053
EXPRESS SCRIPTS INC	13,717	18,052
EXXON MOBIL CORP	9,218	23,782
FRANKLIN RES INC. COMMON STOCK	7,365	11,546
GENERAL ELECTRIC	11,866	18,948
GOOGLE INC.	7,738	21,293
HOME DEPOT	10,907	20,009
INTEL CORP	10,781	10,254
INTERCONTINENTAL EXCHANGE INC	7,951	13,945
INTERNATIONAL BUSINESS MACHS CORP	6,763	10,129
JOHNSON CONTROLS, INC.	0	0
JP MORGAN CHASE	17,487	23,743

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCDONALDS CORP	13,280	15,040
MFB NORTHERN HIGH YIELD NHFIX	138,771	143,255
MFB NORTHERN FDS GLOBAL REAL ESTATE	101,890	114,958
MFB NORTHERN FDS NOBOX	0	0
MFB NORTHERN INTL EQ NOINX	488,764	624,658
MFB NORTHERN MULTI MNG MID CAP FD	67,521	141,196
MFB NORTHERN MULTI-MANAGER SMALL CAP	88,913	141,243
MFC FLEXSHARES TR IBOXX	0	0
MFC FLEXSHARES TR MORNINGSTAR	112,870	116,997
MFC SPDR GOLD TR	0	0
MFO DFA INVT DFCEX	360,000	391,800
MFO HARRIS ASSOC OAKEX	43,653	59,677
MFO PIMCO FDS PAC INVT MGMT COMM	0	0
MFO PIMCO FDS PHIYX	136,073	141,590
NATIONAL OILWELL VARCO COMM	5,950	11,055
NIKE INC.	4,467	11,010
NOBLE ENERGY	0	0
NORFOLK SOUTHERN	7,490	10,304
NUCOR CORP	6,973	8,274
OMNICOM GROUP	0	0
ORACLE CORP	9,804	13,774
PFIZER INC	18,874	23,708
PRECISION CASTPARTS CORP	9,331	15,081
PROCTER & GAMBLE	5,195	7,897
QUALCOMM INC.	15,208	21,681
SCHLUMBERGER LTD	11,017	11,714
SIMON PROPERTY	0	0
SPDR S&P 500	75,694	98,798
SPECTRA ENERGY CORP	0	0
ST JUDE MEDICAL INC.	5,737	8,301

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STARBUCKS CORP	9,365	16,227
UNITED HEALTH GROUP, INC.	0	0
UNITED TECHNOLOGIES CORP	2,611	10,128
US BANCORP	9,917	14,544
VERIZON	6,673	8,845
VF CORP	8,794	20,946
WELLS FARGO & CO	13,614	23,290
NOBLE CORPORATION	10,074	10,379
AMERICAN TOWER CORP	10,693	11,574
BAXTER INTL INC COMMON STOCK	11,478	11,963
CISCO SYSTEMS INC.	15,887	16,591
CITIGROUP INC COM	15,545	16,154
C R BARD	8,851	11,519
EXELON CORP COM	11,591	8,491
GILEAD SCIENCES INC	6,424	9,093
MERCK & CO. INC	15,371	17,768
METLIFE INC.	11,852	16,715
MFB NORTH FDS SHORT BD FD BSBAX	55,000	55,348
MONDELEZ INTL INC	11,153	11,931
MONSANTO CO NEW COM	10,598	12,005
PETSMART INC.	10,783	10,549

TY 2013 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
OTHER	4,209	0		0

TY 2013 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	6,116	6,116	6,116
OTHER INCOME	3,097	3,097	3,097

TY 2013 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	16,370	16,370		0

TY 2013 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,371	1,371		0
2012 TAX DUE AND 2013 ES PAID	5,756	0		0