

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

- Do not enter social security numbers on this form as it may be made public.
- Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

2017

Open to Public
Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

<p>Name of foundation THE SOLSTICE FOUNDATION INC</p> <p>Number and street (or P O box number if mail is not delivered to street address) 6300 POWERS FERRY ROAD STE 600-354</p> <p>City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30339</p> <p>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</p> <p>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</p> <p>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,076,691</p>		<p>A Employer identification number 58-2117440</p> <p>B Telephone number (see instructions) (404) 664-9681</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p>J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____</p> <p>(Part I, column (d) must be on cash basis)</p>			
<p>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))</p>		<p>(a) Revenue and expenses per books</p>	<p>(b) Net investment income</p>	<p>(c) Adjusted net income</p>	<p>(d) Disbursements for charitable purposes (cash basis only)</p>
<p>Revenue</p> <p>1 Contributions, gifts, grants, etc, received (attach schedule)</p> <p>2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B</p> <p>3 Interest on savings and temporary cash investments</p> <p>4 Dividends and interest from securities</p> <p>5a Gross rents</p> <p>b Net rental income or (loss)</p> <p>6a Net gain or (loss) from sale of assets not on line 10</p> <p>b Gross sales price for all assets on line 6a 1,291,434</p> <p>7 Capital gain net income (from Part IV, line 2)</p> <p>8 Net short-term capital gain</p> <p>9 Income modifications</p> <p>10a Gross sales less returns and allowances</p> <p>b Less Cost of goods sold</p> <p>c Gross profit or (loss) (attach schedule)</p> <p>11 Other income (attach schedule)</p> <p>12 Total. Add lines 1 through 11 624,140</p>		<p>366,175</p> <p></p> <p>44</p> <p>64,585</p> <p></p> <p>187,958</p> <p></p> <p></p> <p>415,905</p> <p></p> <p></p> <p>5,378</p> <p>5,378</p>	<p></p> <p></p> <p>44</p> <p>64,585</p> <p></p> <p></p> <p></p> <p></p> <p></p> <p></p> <p>5,378</p> <p>5,378</p>	<p></p>	<p></p>
<p>Operating and Administrative Expenses</p> <p>13 Compensation of officers, directors, trustees, etc</p> <p>14 Other employee salaries and wages</p> <p>15 Pension plans, employee benefits</p> <p>16a Legal fees (attach schedule)</p> <p>b Accounting fees (attach schedule)</p> <p>c Other professional fees (attach schedule)</p> <p>17 Interest</p> <p>18 Taxes (attach schedule) (see instructions)</p> <p>19 Depreciation (attach schedule) and depletion</p> <p>20 Occupancy</p> <p>21 Travel, conferences, and meetings</p> <p>22 Printing and publications</p> <p>23 Other expenses (attach schedule)</p> <p>24 Total operating and administrative expenses. Add lines 13 through 23 21,902</p> <p>25 Contributions, gifts, grants paid 225,750</p> <p>26 Total expenses and disbursements. Add lines 24 and 25 247,652</p> <p>27 Subtract line 26 from line 12</p> <p>a Excess of revenue over expenses and disbursements 376,488</p> <p>b Net investment income (if negative, enter -0-) 464,010</p> <p>c Adjusted net income (if negative, enter -0-) 21,902</p>		<p>0</p> <p></p> <p></p> <p></p> <p>5,050</p> <p>15,470</p> <p></p> <p>1,382</p> <p></p> <p></p> <p>21,902</p> <p>225,750</p> <p>247,652</p> <p></p> <p>376,488</p> <p>464,010</p> <p>21,902</p>	<p>0</p> <p></p> <p></p> <p></p> <p>5,050</p> <p>15,470</p> <p></p> <p>1,382</p> <p></p> <p></p> <p>21,902</p> <p>225,750</p> <p>225,750</p> <p></p>	<p>0</p> <p></p> <p></p> <p></p> <p>0</p> <p>0</p> <p></p> <p></p> <p></p> <p></p> <p>0</p> <p>0</p> <p>0</p> <p></p>	

	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		60,416	131,476	131,476
	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)		1,570,098	2,329,228	2,754,539
	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)		605,271	151,569	190,676
	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)		2,235,785	2,612,273	3,076,691
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		2,235,785	2,612,273	
	30 Total net assets or fund balances (see instructions)		2,235,785	2,612,273	
	31 Total liabilities and net assets/fund balances (see instructions)		2,235,785	2,612,273	

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	2,235,785
2	Enter amount from Part I, line 27a	2	376,488
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,612,273
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	2,612,273

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Additional Data Table					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a See Additional Data Table					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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))		
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	415,905	
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 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))
2016	239,449	2,493,945	0 096012
2015	233,526	2,696,990	0 086588
2014	210,079	2,897,964	0 072492
2013	218,219	2,825,248	0 077239
2012	178,615	2,692,051	0 066349
2 Total of line 1, column (d)			0 398680
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0 079736
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			2,644,758
5 Multiply line 4 by line 3			210,882
6 Enter 1% of net investment income (1% of Part I, line 27b)			4,640
7 Add lines 5 and 6			215,522
8 Enter qualifying distributions from Part XIII, line 4			225,750

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

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

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)	1	4,640
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	4,640
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	4,640
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,909
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	0
7	Total credits and payments Add lines 6a through 6d.	7	7,409
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
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	2,769
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ►	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?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	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>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ 0 (2) On foundation managers ► \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	Yes	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>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
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>	5	Yes	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?	6	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>	7	Yes	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►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>	8b	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	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>	10	Yes	No

Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 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 **Form 1041** —Check here and enter the amount of tax-exempt interest received or accrued during the year. ► 15 □
- 16 At any time during calendar year 2017, 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
- See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►

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

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

- 1a During the year did the foundation (either directly or indirectly)
- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
- (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
- b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►
- c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► 20____, 20____, 20____, 20____ Yes No
- 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? Yes No
- b If "Yes," did it have excess business holdings in 2017 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 2017). 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 2017? 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 4945(d)(4)(A)? (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)? Organizations relying on a current notice regarding disaster assistance check here. ►			5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b
	<i>If "Yes" to 6b, file Form 8870</i>			No
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	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ► 0				
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".				
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation		
NONE				
Total number of others receiving over \$50,000 for professional services. ► 0				
Part IX-A Summary of Direct Charitable Activities				
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.				Expenses
1				
2				
3				
4				
Part IX-B Summary of Program-Related Investments (see instructions)				
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2				Amount
1				
2				
All other program-related investments. See instructions				
3				
Total. Add lines 1 through 3 ► 0				

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,604,857
b	Average of monthly cash balances.	1b	80,176
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,685,033
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	2,685,033
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	40,275
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,644,758
6	Minimum investment return. Enter 5% of line 5.	6	132,238

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign

Part XI organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6.	1	132,238
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	4,640
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,640
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	127,598
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	127,598
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	127,598

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	225,750
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	225,750
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	4,640
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	221,110
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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				127,598
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	52,276			
b From 2013.	81,079			
c From 2014.	69,943			
d From 2015.	105,784			
e From 2016.	116,054			
f Total of lines 3a through e.	425,136			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 225,750			0	
a Applied to 2016, 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 2017 distributable amount.				127,598
e Remaining amount distributed out of corpus	98,152			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	523,288			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	52,276			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	471,012			
10 Analysis of line 9				
a Excess from 2013.	81,079			
b Excess from 2014.	69,943			
c Excess from 2015.	105,784			
d Excess from 2016.	116,054			
e Excess from 2017.	98,152			

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 2017, enter the date of the ruling. ►			
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 or email address 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

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	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	44	
4 Dividends and interest from securities.			14	64,585	
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	5,378	
8 Gain or (loss) from sales of assets other than inventory			18	187,958	
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		257,965	0
13 Total. Add line 12, columns (b), (d), and (e).			13		257,965
(See worksheet in line 13 instructions to verify calculations)					

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

Part XVII

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

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

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

(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No

- Other transactions

(3) Performance of services or membership in fundraising solicitations.

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value.

of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value

in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(b) Amount involved **(c) Name of noncharitable exempt organization** **(d) Description of transfers, transactions, and sharing arrangements**

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

* * * * *

2018-11-05

* * * * :

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

Paid Preparer Use Only	Print/Type preparer's name ANNA J DAVIS	Preparer's Signature	Date 2018-11-05	Check if self-employed ► <input type="checkbox"/>	PTIN P00662840
	Firm's name ► HANCOCK ASKEW & CO LLP				Firm's EIN ► 58-0662558
	Firm's address ► 275 SCIENTIFIC DRIVE STE 2500 NORCROSS, GA 30092				Phone no (770) 246-0793

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
143 SHS T ROWE PRICE GROUP	P	2015-12-17	2017-01-11
28 SHS VENTAS INC REIT	P	2016-11-04	2017-01-11
103 SHS QUALCOMM INC	P	2011-09-22	2017-01-24
52 SHS QUALCOMM INC	P	2011-09-23	2017-01-24
126 SHS TARGET CORPORATION	P	2015-12-17	2017-01-24
56 SHS TARGET CORPORATION	P	2016-02-01	2017-01-24
0 72 SHS ENBRIDGE INC F	P	2015-12-17	2017-03-01
45 SHS COCA COLA COMPANY	P	2011-10-21	2017-03-06
86 SHS COCA COLA COMPANY	P	2012-08-13	2017-03-06
45 SHS COCA COLA COMPANY	P	2012-08-13	2017-03-06

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
10,532		10,202	330
1,705		1,747	-42
5,652		5,178	474
2,854		2,593	261
8,044		9,183	-1,139
3,575		4,089	-514
30		17	13
1,900		1,525	375
3,631		2,988	643
1,900		1,525	375

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			330
			-42
			474
			261
			-1,139
			-514
			13
			375
			643
			375

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.)
188 SHS COCA COLA COMPANY	P	2016-02-01	2017-03-06
25 SHS JPMORGAN CHASE & CO	P	2011-02-17	2017-03-13
9 SHS JPMORGAN CHASE & CO	P	2012-03-13	2017-03-13
39 SHS EXXON MOBIL CORP	P	2017-01-24	2017-03-13
6 SHS JOHNSON & JOHNSON	P	2015-09-17	2017-03-13
21 SHS JOHNSON & JOHNSON	P	2016-03-01	2017-03-13
604 767 SHS DFA US SMALL CAP PORT INSTL	P	2015-03-23	2017-03-13
4 834 SHS DFA US SMALL CAP PORT INSTL	P	2016-12-15	2017-03-13
129 388 SHS DFA US SMALL CAP PORT INSTL	P	2016-12-15	2017-03-13
1 SHS CISCO SYSTEMS INC	P	2015-09-17	2017-03-13

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 (g) plus expense of sale	(h) (e) plus (f) minus (g)
7,937		8,096	-159
2,281		1,196	1,085
821		376	445
3,160		3,326	-166
757		571	186
2,650		2,241	409
20,443		19,691	752
163		165	-2
4,374		4,419	-45
34		26	8

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-159
			1,085
			445
			-166
			186
			409
			752
			-2
			-45
			8

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
81 SHS CISCO SYSTEMS INC	P	2016-03-01	2017-03-13
30 SHS PEPSICO INCORPORATED	P	2017-03-06	2017-03-13
7 SHS MICROSOFT CORP	P	2015-09-17	2017-03-13
44 SHS MICROSOFT CORP	P	2015-12-17	2017-03-13
3916 449 SHS BLACKROCK HIGH YIELD BD PORT CL INSTL	P	2014-12-22	2017-03-13
20 SHS NEXTERA ENERGY INC	P	2017-03-06	2017-03-13
43 SHS TEXAS INSTRUMENTS	P	2017-01-24	2017-03-13
20 SHS HOME DEPOT INC	P	2012-01-24	2017-03-13
61 SHS BB&T CORPORATION	P	2015-12-17	2017-03-13
16 SHS 3M COMPANY	P	2015-09-17	2017-03-13

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
2,753		2,168	585
3,271		3,293	-22
452		312	140
2,843		2,470	373
29,980		30,862	-882
2,593		2,617	-24
3,473		3,321	152
2,943		898	2,045
2,908		2,318	590
3,050		2,304	746

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			585
			-22
			140
			373
			-882
			-24
			152
			2,045
			590
			746

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
42 SHS ALTRIA GROUP INC	P	2016-02-01	2017-03-13
12 SHS LOCKHEED MARTIN CORP	P	2015-09-17	2017-03-13
60 SHS SPDR S&P 500 ETF	P	2015-03-23	2017-04-21
100 SHS SPDR S&P 500 ETF	P	2015-12-08	2017-04-21
100 SHS SPDR S&P 500 ETF	P	2015-12-08	2017-04-21
60 SHS SPDR S&P 500 ETF	P	2015-12-08	2017-04-21
15 SHS BLACKROCK INC	P	2015-09-17	2017-04-21
39 SHS VENTAS INC REIT	P	2015-12-17	2017-04-21
109 SHS OCCIDENTAL PETROL CO	P	2015-12-17	2017-05-05
43 SHS PNC FINANCIAL SRVCS	P	2015-09-17	2017-06-06

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,164		2,561	603
3,217		2,509	708
14,082		12,653	1,429
23,470		20,715	2,755
23,470		20,715	2,755
14,082		12,429	1,653
5,651		4,701	950
2,568		2,137	431
6,472		7,240	-768
5,084		3,908	1,176

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			603
			708
			1,429
			2,755
			2,755
			1,653
			950
			431
			-768
			1,176

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.)
39 SHS ENBRIDGE INC F	P	2015-12-17	2017-06-06
18 SHS HASBRO INC	P	2015-12-17	2017-06-06
393 SHS GENERAL ELECTRIC CO	D	1996-12-24	2017-06-06
64 SHS GENERAL ELECTRIC CO	P	2016-03-01	2017-06-06
52 SHS PNC FINANCIAL SRVCS	P	2015-09-17	2017-06-13
97 SHS OCCIDENTAL PETROL CO	P	2015-12-17	2017-06-13
1100 147 SHS DFA EMERGING MKTS CORE EQTY PORT INSTL	P	2012-06-08	2017-06-29
1121 514 SHS HARDING LOEVNER INST EMRG MKTS CL I	P	2015-12-08	2017-06-29
196 546 SHS T ROWE PRICE INTL DISCOVERY FD I	P	2016-05-13	2017-06-29
535 SHS SPDR S&P 500 ETF	P	2012-10-31	2017-06-29

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
1,519		921	598
1,952		1,204	748
10,970		3,419	7,551
1,786		1,908	-122
6,425		4,726	1,699
5,907		6,443	-536
22,500		21,402	1,098
22,500		17,150	5,350
12,500		10,396	2,104
129,147		75,694	53,453

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			598
			748
			7,551
			-122
			1,699
			-536
			1,098
			5,350
			2,104
			53,453

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
415 SHS SPDR S&P 500 ETF	P	2015-01-14	2017-06-29
100 SHS SPDR S&P 500 ETF	P	2015-12-08	2017-06-29
85 SHS SPDR S&P 500 ETF	P	2015-12-08	2017-06-29
40 SHS SPDR S&P 500 ETF	P	2015-12-08	2017-06-29
779 SHS SPDR S&P 500 ETF	P	2015-12-17	2017-06-29
21 SHS 3M COMPANY	P	2015-09-17	2017-08-03
10 SHS 3M COMPANY	P	2017-06-06	2017-08-03
273 SHS FASTENAL CO	P	2015-12-17	2017-08-03
14 SHS AIR PROD & CHEMICALS	P	2016-12-06	2017-08-03
46 SHS AUTO DATA PROCESSING	P	2015-12-17	2017-09-05

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
100,179		82,593	17,586
24,140		20,715	3,425
20,519		17,608	2,911
9,656		8,286	1,370
188,048		160,591	27,457
4,326		3,024	1,302
2,060		2,065	-5
11,683		10,935	748
2,059		2,054	5
4,894		3,931	963

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			17,586
			3,425
			2,911
			1,370
			27,457
			1,302
			-5
			748
			5
			963

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
626 534 SHS DFA INTL SMALL CO PORT INSTL	P	2016-03-18	2017-09-18
1208 208 SHS CAUSEWAY INTERNATIONAL VALUE FUND INST CL	P	2015-10-12	2017-09-18
250 SHS ISHARES CORE MSCI EAFE ETF	P	2016-03-10	2017-09-18
20 SHS LYONDELLBASELL INDS FCLASS A	P	2015-12-17	2017-10-03
11 SHS PFIZER INCORPORATED	P	2012-11-23	2017-10-03
88 SHS PFIZER INCORPORATED	P	2015-12-17	2017-10-03
33 SHS ABBOTT LABORATORIES	P	2016-07-08	2017-10-03
46 SHS KIMBERLY-CLARK CORP	P	2015-09-17	2017-10-13
6 SHS MICROSOFT CORP	P	2015-09-17	2017-11-07
40 SHS MICROSOFT CORP	P	2016-11-04	2017-11-07

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
13,250		10,789	2,461
20,000		17,787	2,213
15,971		12,867	3,104
1,986		1,760	226
394		265	129
3,150		2,851	299
1,773		1,383	390
5,434		4,987	447
504		267	237
3,362		2,377	985

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	Adjusted basis	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))
			2,461
			2,213
			3,104
			226
			129
			299
			390
			447
			237
			985

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
66 SHS MERCK & CO INC	P	2013-01-11	2017-11-07
35 SHS MERCK & CO INC	P	2013-01-15	2017-11-07
513 SHS WELLS FARGO BK N A	D	2017-12-14	2017-12-15
29 SHS MICRON TECHNOLOGY	D	2017-12-14	2017-12-15
100 SHS MICRON TECHNOLOGY	D	2017-12-14	2017-12-15
35 SHS NETFLIX INC	D	2017-12-14	2017-12-15
71 SHS APPLIED MATERIALS	D	2017-12-14	2017-12-15
84 SHS 3M COMPANY	D	2017-12-14	2017-12-15
335 SHS JPMORGAN CHASE & CO	D	2017-12-14	2017-12-15
77 SHS BOEING CO	D	2017-12-14	2017-12-15

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,676		2,850	826
1,950		1,506	444
30,787		12,305	18,482
1,228		292	936
4,236		1,118	3,118
6,660		1,919	4,741
3,706		1,320	2,386
20,096		11,769	8,327
35,596		15,846	19,750
22,728		5,445	17,283

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
			826
			444
			18,482
			936
			3,118
			4,741
			2,386
			8,327
			19,750
			17,283

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.)
87 SHS ALTABA INCORPORATED	D	2017-12-14	2017-12-15
102 SHS UNITEDHEALTH GRP INC	D	2017-12-14	2017-12-15
36 SHS ELECTRONIC ARTS INC	D	2017-12-14	2017-12-15
20 SHS BLACKROCK INC	D	2017-12-14	2017-12-15
16 SHS LAM RESEARCH CORP	D	2017-12-14	2017-12-15
21 SHS F M C CORP	D	2017-12-14	2017-12-15
66 SHS ALLSTATE CORPORATION	D	2017-12-14	2017-12-15
52 SHS GOLDMAN SACHS GROUP	D	2017-12-14	2017-12-15
516 SHS CISCO SYSTEMS INC	D	2017-12-14	2017-12-15
31 SHS NORTHRUP GRUMMAN CO	D	2017-12-14	2017-12-15

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)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
6,057		2,536	3,521
22,591		6,170	16,421
3,883		1,484	2,399
10,253		6,268	3,985
2,960		1,321	1,639
1,929		799	1,130
6,853		2,105	4,748
13,428		4,870	8,558
19,687		13,424	6,263
9,612		2,540	7,072

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			3,521
			16,421
			2,399
			3,985
			1,639
			1,130
			4,748
			8,558
			6,263
			7,072

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
41 SHS BROADCOM LTD F	D	2017-12-14	2017-12-15
81 SHS PNC FINANCIAL SRVCS	D	2017-12-14	2017-12-15
43 SHS ADOBE SYSTEMS INC	D	2017-12-14	2017-12-15
34 SHS ONEOK INC	D	2017-12-14	2017-12-15
63 SHS NVIDIA CORP	D	2017-12-14	2017-12-15
9 SHS INTUITIVE SURGICAL	D	2017-12-14	2017-12-15
666 SHS MICROSOFT CORP	D	2017-12-14	2017-12-15
34 SHS AMAZON COM INC	D	2017-12-14	2017-12-15
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
10,780		3,677	7,103
11,750		4,422	7,328
7,613		3,071	4,542
1,774		699	1,075
12,013		1,224	10,789
3,349		1,540	1,809
57,926		24,786	33,140
40,025		10,540	29,485
31,725			31,725

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			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			7,103
			7,328
			4,542
			1,075
			10,789
			1,809
			33,140
			29,485
			31,725

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				
AMERICAN HEART ASSOCIATION 1777 S HARRISON ST DENVER, CO 80210	501 (C) (3)	EXEMPT	NOT SPECIFIED	5,000
AMERICAN RED CROSS - HURRICANE RELI 3486 COVINGTON HIGHWAY DECATUR, GA 30032	501 (C) (3)	EXEMPT	HURRICANE RELIEF	10,000
ATLANTA BICYCLE COALITION 889 WYLIE STREET SE ATLANTA, GA 30316	501 (C) (3)	EXEMPT	SAFETY AND EDUCATION PROGRAMMING	6,250
Total				225,750
3a				

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				
CHILDREN'S HEALTHCARE OF ATLANTA - 1577 NORTHEAST EXPRESSWAY SUITE A ATLANTA, GA 30329	501 (C) (3)	EXEMPT	NOT SPECIFIED	20,000
JUNIOR ACHIEVEMENT ROCKY MOUNTAIN 1445 MARKET ST DENVER, CO 80202	501 (C) (3)	EXEMPT	NOT SPECIFIED	16,250
ODYSSEY ATLANTA 1424 WEST PACES FERRY RD NW ATLANTA, GA 30327	501 (C) (3)	EXEMPT	ODYSSEY ELEMENTARY PROGRAM	10,000
Total			►	225,750
3a				

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				
OUR HOUSE173 BOULEVARD ATLANTA, GA 30312	501 (C) (3)	EXEMPT	EARLY CHILDHOOD EDUCATION PROGRAM	5,000
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE RD NW ATLANTA, GA 30309	501 (C) (3)	EXEMPT	NOT SPECIFIED	40,000
SPECIAL OLYMPICS GEORGIA 4000 DEKALB TECHNOLOGY PKWY ATLANTA, GA 30340	501 (C) (3)	EXEMPT	NOT SPECIFIED	24,500
Total				225,750
3a				

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				
THE GATHERING PLACE 1535 HIGH STREET DENVER, CO 80218	501 (C) (3)	EXEMPT	NOT SPECIFIED	20,000
THE NATURE CONSERVANCY WASHINGTON P 74 WALL STREET SEATTLE, WA 98109	501 (C) (3)	EXEMPT	NOT SPECIFIED	31,250
SAVE THE CHILDREN FEDERATION 501 KINGS HIGHWAY FAIRFIELD, CT 06825	501 (C) (3)	EXEMPT	HURRICANE RELIEF	5,000
Total				225,750
3a				

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)				
<i>a Paid during the year</i>				
MIRACLE FOR MOM FOUNDATION 7125 CHERRY BLUFF DRIVE ATLANTA, GA 30350	501 (C) (3)	EXEMPT	NOT SPECIFIED	2,500
EMORY UNIVERSITY 201 DOWMAN DRIVE ATLANTA, GA 30322	501 (C) (3)	EXEMPT	NIA PROJECT	10,000
CENTER FOR THE VISUALLY IMPAIRED 739 WEST PEACHTREE ST NW ATLANTA, GA 30308	501 (C) (3)	EXEMPT	STARS PROGRAM	10,000
Total				225,750
3a				

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)				
<i>a Paid during the year</i>				
PROGRAM FOR EARLY PARENT SUPPORT 4649 SUNNYSIDE AVE N SEATTLE, WA 98103	501 (C) (3)	EXEMPT	NOT SPECIFIED	10,000
Total				225,750
3a				

TY 2017 Accounting Fees Schedule

Name: THE SOLSTICE FOUNDATION INC

EIN: 58-2117440

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,050	5,050		0

TY 2017 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
CORPORATE STOCK	2,329,228	2,754,539

TY 2017 Investments - Other Schedule

Name: THE SOLSTICE FOUNDATION INC

EIN: 58-2117440

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	151,569	190,676

TY 2017 Other Income Schedule

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

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	5,378	5,378	5,378

TY 2017 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	15,470	15,470		0

TY 2017 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,382	1,382		0

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

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF
 ► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990

2017**Name of the organization**
THE SOLSTICE FOUNDATION INC**Employer identification number**
58-2117440**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc. purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc. contributions totaling \$5,000 or more during the year. ► \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SOLSTICE FOUNDATION INC		Employer identification number 58-2117440	
Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID LINDENBAUM 6300 POWERS FERRY RD STE 600-354 ATLANTA, GA 30339	\$ 366,175	Person <input checked="" type="checkbox"/>
	Payroll <input type="checkbox"/>		
	Noncash <input checked="" type="checkbox"/>		
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
	Payroll <input type="checkbox"/>		
	Noncash <input type="checkbox"/>		
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
	Payroll <input type="checkbox"/>		
	Noncash <input type="checkbox"/>		
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
	Payroll <input type="checkbox"/>		
	Noncash <input type="checkbox"/>		
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
	Payroll <input type="checkbox"/>		
	Noncash <input type="checkbox"/>		
			(Complete Part II for noncash contributions)

Name of organization
THE SOLSTICE FOUNDATION INC

Employer identification number
58-2117440

Part II **Noncash Property** (See Instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization
THE SOLSTICE FOUNDATION INC

Employer identification number
58-2117440

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____*
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 58-2117440

Name: THE SOLSTICE FOUNDATION INC

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	43 SHARES ADOBE SYSTEMS INC	\$ 7,671	2017-12-14
<u>1</u>	66 SHARES ALLSTATE CORPORATION	\$ 6,806	2017-12-14
<u>1</u>	87 SHARES ALTABA INCORPORATED	\$ 6,060	2017-12-14
<u>1</u>	34 SHARES AMAZON COM INC	\$ 39,950	2017-12-14
<u>1</u>	71 SHARES APPLIED MATERIALS	\$ 3,655	2017-12-14
<u>1</u>	20 SHARES BLACKROCK INC	\$ 10,252	2017-12-14
<u>1</u>	77 SHARES BOEING CO	\$ 22,727	2017-12-14
<u>1</u>	41 SHARES BROADCOM LTD	\$ 10,699	2017-12-14
<u>1</u>	516 SHARES CISCO SYSTEMS INC	\$ 19,589	2017-12-14
<u>1</u>	36 SHARES ELECTRONIC ARTS INC	\$ 3,850	2017-12-14

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	21 SHARES FMC CORP	\$ 1,913	2017-12-14
<u>1</u>	52 SHARES GOLDMAN SACHS GROUP	\$ 13,478	2017-12-14
<u>1</u>	9 SHARES INTUITIVE SURGICAL	\$ 3,301	2017-12-14
<u>1</u>	335 SHARES JPMORGAN CHASE & CO	\$ 35,614	2017-12-14
<u>1</u>	16 SHARES LAM RESEARCH CORP	\$ 2,943	2017-12-14
<u>1</u>	129 SHARES MICRON TECHNOLOGY	\$ 5,482	2017-12-14
<u>1</u>	666 SHARES MICROSOFT CORP	\$ 56,908	2017-12-14
<u>1</u>	35 SHARES NETFLIX INC	\$ 6,718	2017-12-14
<u>1</u>	31 SHARES NORTHROP GRUMMAN CO	\$ 9,589	2017-12-14
<u>1</u>	63 SHARES NVIDIA CORP	\$ 11,864	2017-12-14

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
<u>1</u>	34 SHARES ONEOK INC	\$ 1,814	2017-12-14
<u>1</u>	81 SHARES PNC FINANCIAL SRVCS	\$ 11,711	2017-12-14
<u>1</u>	102 SHARES UNITEDHEALTH GRP INC	\$ 22,815	2017-12-14
<u>1</u>	513 SHARES WELLS FARGO BK NA	\$ 30,677	2017-12-14
<u>1</u>	84 SHARES 3M COMPANY	\$ 20,089	2017-12-14