EXTENSION GRANTED TO 08/16/2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation
THE SOKOLOFF FOUNDATION,INC.

Number and street (or P O box number if mail is not delivered to street address): 200 EAST 78TH STREET
Room/suite: 16D

City or town, state, and ZIP code: NEW YORK, NY 10075-2017

A Employer identification number 13-6155196

B Telephone number 212-744-5337

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 5,697,816.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(*Part I, column (d) must be on cash basis*)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	59,170.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	114,194.	114,194.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-128,315.			
	b	Gross sales price for all assets on line 6a 443,090.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	45,049.	114,194.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 2	500.	500.		500.
	b	Accounting fees STMT 3	5,843.	5,843.		5,843.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	8,458.	717.		717.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	1,587.	1,587.		1,587.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,388.	8,647.		8,647.
	25	Contributions, gifts, grants paid	255,385.			255,385.
	26	**Total expenses and disbursements.** Add lines 24 and 25	271,773.	8,647.		264,032.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-226,724.			
	b	**Net investment income** (if negative, enter -0-)		105,547.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions**

Form **990-PF** (2009)

2-17

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	133,345.	72,259.	72,259.
	2	Savings and temporary cash investments	340,812.	76,361.	76,361.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock STMT 7	4,196,099.	4,203,379.	5,471,342.
	c	Investments - corporate bonds STMT 8	0.	71,380.	77,854.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	4,670,256.	4,423,379.	5,697,816.
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			
	22	Other liabilities (describe ▶ DUE TO BROKER)	19,607.	0.	
	23	**Total liabilities** (add lines 17 through 22)	19,607.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ 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	4,650,649.	4,423,379.	
	30	**Total net assets or fund balances**	4,650,649.	4,423,379.	
	31	**Total liabilities and net assets/fund balances**	4,670,256.	4,423,379.	

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	4,650,649.
2	Enter amount from Part I, line 27a	2	-226,724.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,423,925.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	546.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,423,379.

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	THRU MORGAN STANLEY - SCHEDULE D-1.1	P	VARIOUS	VARIOUS
b	THRU MORGAN STANLEY - SCHEDULE D-1.1	P	VARIOUS	VARIOUS
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	83,521.		195,897.	-112,376.
b	359,569.		375,508.	-15,939.
c				
d				
e				

	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	
a				-112,376.
b				-15,939.
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 -128,315.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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))
2008	329,736.	5,956,559.	.055357
2007	318,969.	6,875,460.	.046392
2006	435,471.	6,420,108.	.067829
2005	265,934.	5,588,760.	.047584
2004	205,657.	4,865,781.	.042266

2	**Total** of line 1, column (d)	2	.259428
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	.051886
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,139,265.
5	Multiply line 4 by line 3	5	266,656.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,055.
7	Add lines 5 and 6	7	267,711.
8	Enter qualifying distributions from Part XII, line 4	8	264,032.

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 ▶ ☐ 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 ▶ ☐ 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)			1	2,111.
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	2,111.
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	2,111.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,000.		
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	10,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,889.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 3,000.	**Refunded** ▶		11	4,889.

Part VII-A Statements Regarding Activities

		Yes	No
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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEPHEN SOKOLOFF Telephone no. ▶ 212-744-5337

Located at ▶ 200 EAST 78TH STREET, APT# 16D, NEW YORK, NY ZIP+4 ▶ 10075-2017

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 N/A

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

			Yes	No
	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 page 20 of the instructions)? N/A	1b		
	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 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ________ , ________ , ________ , ________			
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.) N/A	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. ▶ ________ , ________ , ________ , ________			
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 2009 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 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **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? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

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

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.

(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
STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	MANAGER/TRUSTEE 10.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

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

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5,114,335.
b	Average of monthly cash balances		1b	103,193.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,217,528.
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	5,217,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	78,263.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,139,265.
6	**Minimum investment return** Enter 5% of line 5		6	256,963.

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	256,963.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 2,111.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,111.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	254,852.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	254,852.
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	254,852.

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	264,032.
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	264,032.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	264,032.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					254,852.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004					
b From 2005	2,822.				
c From 2006	128,218.				
d From 2007					
e From 2008	41,796.				
f **Total** of lines 3a through e		172,836.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $	264,032.				
a Applied to 2008, 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 2009 distributable amount					254,852.
e Remaining amount distributed out of corpus		9,180.			
5 Excess distributions carryover applied to 2009 (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		182,016.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a		182,016.			
10 Analysis of line 9:					
a Excess from 2005	2,822.				
b Excess from 2006	128,218.				
c Excess from 2007					
d Excess from 2008	41,796.				
e Excess from 2009	9,180.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

STEPHEN SOKOLOFF

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

STEPHEN SOKOLOFF, THE SOKOLOFF FOUNDATION,INC., 212-744-5337
200 EAST 78TH STREET, APT# 16D, NEW YORK, NY 10075-2017

b The form in which applications should be submitted and information and materials they should include:

UNRESTRICTED

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITY	GENERAL PURPOSES	255,385.
Total			▶ 3a	255,385.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	114,194.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-128,315.	
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.		-14,121.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -14,121.

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

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

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

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

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

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

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

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
N/A		

Sign Here

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

X Stephen Sokoloff X AUG 4, 10 X Pres.

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature

Date 7/27/10

Check if self-employed ☐

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code

MERSEL, KLEIN & COMPANY, LLP
450 SEVENTH AVENUE - SUITE 609
NEW YORK, NY 10123

EIN

Phone no. 212-564-4010

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE SOKOLOFF FOUNDATION, INC.	13-6155196

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE SOKOLOFF FOUNDATION, INC.	13-6155196

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 59,170.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE SOKOLOFF FOUNDATION, INC.	13-6155196

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,000 SHS PEPSIAMERICAS, INC.	$ 59,170.	11/09/09

(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
		$	

Sokoloff Foundation,Inc.

2009 Form 990-PF

DATE OF DONATION	AMOUNT	DONATION GIVEN TO	ADDRESS
January 9, 2009	$ 345 00	The Cardiovascular Research Foundation	111 East 59th Street, New York, NY 10022-1202
January 21, 2009	100 00	Carnegie Hall	881 Seventh Avenue, New York, NY 10019-3210
January 23, 2009	130 00	Neuberger Museum of Art	735 Anderson Hill Rd, Purchase, NY 10577-1400
January 23, 2009	50,000 00	Jewish Communal Fund	575 Madison Avenue, Ste 703, New York, NY 10022
January 29, 2009	1,500 00	Hospital for Special Surgery	535 E 70th Street, New York, NY 10021
February 18, 2009	500 00	Jewish Child Care Association	355 Lexington Avenue, Ste 1001, New York, NY 10017
February 23, 2009	1,000 00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
March 9, 2009	250 00	The Hayground School	151 Mitchells Lane, Bridgehampton, NY 11932
March 11, 2009	100 00	Fresh Air Fund	633 Third Avenue, 14th Fl, New York, NY 10017
March 11, 2009	150 00	Family Services of Westchester	One Gateway Plaza, Portchester, NY 10573
March 20, 2009	621 00	Ackerman Institute for the Family	149 East 78th Street, New York, NY 10075
March 30, 2009	250 00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
March 30, 2009	150 00	Carnegie Hall	881 Seventh Avenue, New York, NY 10019-3210
March 30, 2009	1,000 00	Hospital for Special Surgery	535 East 70th Street, New York, NY 10021
March 30, 2009	250 00	Alvin Ailey American Dance Theatre	405 West 55th Street, New York, NY 10019-4402
March 30, 2009	333 00	Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10028-0198
March 30, 2009	125 00	Stone Barnes Center for Food and Agriculture	630 Bedford Road, Pocantico Hills, NY 10591
April 16, 2009	290 00	Jacob Burns Film Center	405 Manville Road, Pleasantville, NY 10570
April 24, 2009	500 00	Parsons Dance	229 West 42nd Street, 8th Fl, New York, NY 10036
April 24, 2009	1,000 00	Beth Israel Medical Center	First Ave at 16th St, New York, NY 10003
April 27, 2009	700 00	Jewish Child Care Association	355 Lexington Avenue, Ste 1001, New York, NY 10017
April 28, 2009	200 00	Cancer Research Institute	One Exchange Plaza, 55 Broadway, New York, NY 10006
June 12, 2009	50,000 00	Jewish Communal Fund	575 Madison Avenue, Ste 703, New York, NY 10022
June 15, 2009	250 00	Westchester Caddie Scholarship Fund	49 Knollwood Road, Ste 220, Elmsford, NY 10523
June 28, 2009	500 00	Saratoga Plan	112 Spring St, Rm 202, Saratoga Springs, NY 12866
July 1, 2009	1,000 00	Jewish Child Care Association	355 Lexington Avenue, Ste 1001, New York, NY 10017
July 10, 2009	3,000 00	Congregation Emanu-El of Westchester	2125 Westchester Avenue East, Rye, NY 10580
July 27, 2009	450 00	92nd Street Y	1395 Lexington Avenue, New York, NY 10128
August 11, 2009	250 00	Seeds of Peace	370 Lexington Avenue, Ste 401, New York, NY 10017
August 11, 2009	150 00	The Jewish Museum	1109 Fifth Avenue, New York, NY 10128
August 20, 2009	500 00	Elem/Youth in Distress in Israel	211 Central Park West, New York, NY 10024
August 27, 2009	2,450 00	Manhattan Theatre Club	311 West 43rd Street, 8th Fl, New York, NY 10036
September 14, 2009	200 00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
September 14, 2009	220 00	American Folk Art Museum	49 East 52nd Street, New York, NY 10022
September 14, 2009	100 00	Center for Jewish History	15 West 16th Street, New York, NY 10011
September 14, 2009	1,200 00	International Center for Photography	1114 Avenue of the Americas, New York, NY 10036

September 14, 2009	500 00	Yeshiva Torah Vodaath	425 East Ninth Street, Brooklyn, NY 11218
September 14, 2009	100 00	City Harvest	575 Eighth Avenue, 4th Fl, New York, NY 10018
September 14, 2009	150 00	Foundation for Self Taught American Artists	30 South 17th Street, 12th Fl, Philadelphia, PA 19103-4196
October 1, 2009	2,400 00	Jazz at Lincoln Center	33 West 60th Street, New York, NY 10023-7999
October 6, 2009	1,000 00	White Plains Hospital	Davis Avenue at East Post Road, White Plains, NY 10601
October 6, 2009	2,500 00	Ackerman Institute for the Family	149 East 78th Street, New York, NY 10075
October 30, 2009	150 00	Museum of Art and Design	2 Columbus Circle, New York, NY 10019
November 5, 2009	150 00	Perfect Pet Rescue	1178 Angelo Drive, Beverly Hills, CA 90210
November 5, 2009	250 00	Grand Street Settlement	80 Pitt Street, New York, NY 10002
November 6, 2009	721 00	Whitney Museum of Art	945 Madison Avenue at 75th Street, New York, NY 10021
November 12, 2009	50,000 00	Jewish Communal Fund	575 Madison Avenue, Ste 703, New York, NY 10022
November 27, 2009	100 00	WNYC	160 Varick Street, New York, NY 10013
November 27, 2009	100 00	The Salvation Army	615 Slaters Lane, Alexandria, VA 22313
November 27, 2009	1,000 00	Parsons Dance	229 West 42nd Street, 8th Fl, New York, NY 10036
November 27, 2009	100 00	Human Development Services of Westchester	930 Mamaroneck Ave, Mamaroneck, NY 10543
November 27, 2009	500 00	Neighborhood Coalition for Shelter	157 East 86th Street, New York, NY 10028
December 3, 2009	250 00	University of North Carolina	208 West Franklin Street, Chapel Hill, NC 27599-6100
December 8, 2009	75,000 00	Jewish Communal Fund	575 Madison Avenue, Ste 703, New York, NY 10022
December 22, 2009	150 00	National Foundation for Facial Reconstruction	317 East 34th Street, Rm 901, New York, NY 10016
December 28, 2009	500 00	Jewish National Fund	42 East 69th Street, New York, NY 10021
TOTAL DONATIONS	**$ 255,385.00**		

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY - DIVIDENDS	103,767.	0.	103,767.
MORGAN STANLEY SMITH BARNEY - INTEREST	10,427.	0.	10,427.
TOTAL TO FM 990-PF, PART I, LN 4	114,194.	0.	114,194.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	500.	500.		500.
TO FM 990-PF, PG 1, LN 16A	500.	500.		500.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,843.	5,843.		5,843.
TO FORM 990-PF, PG 1, LN 16B	5,843.	5,843.		5,843.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	717.	717.		717.
SECTION 4940 TAX ON INVESTMENT INCOME	7,741.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,458.	717.		717.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	600.	600.		600.
BOOKKEEPING	495.	495.		495.
FILING FEES	250.	250.		250.
BANK CHARGES	242.	242.		242.
TO FORM 990-PF, PG 1, LN 23	1,587.	1,587.		1,587.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJ -RECLASS OF 2008 INCOME TO RETURN OF CAPITAL	516.
CURRENT PERIOD -NONDEDUCTIBLE CONTRIBUTIONS	30.
TOTAL TO FORM 990-PF, PART III, LINE 5	546.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE SCHEDULE 2	4,203,379.	5,471,342.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,203,379.	5,471,342.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE SCHEDULE 2	71,380.	77,854.
TOTAL TO FORM 990-PF, PART II, LINE 10C	71,380.	77,854.

Reserved Client
Financial Management Account
2009 Year End Summary

THE SOKOLOFF FOUNDATION

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	500	ADVANCED MEDICAL OPTICS INC	10/10/08	02/26/09	$ 11,000 00	$ 3,572 78		$ 7,427.22
125000020	1,000	BANK OF AMERICA CORP 8.20% REP 1/1,000TH OWNERSHIP INT NON-CUM PREFERRED STOCK SER H STRIP YIELD = 29.505%	05/20/08	02/18/09	7,141 26	25,000.00	(17,858 74)	
125000030	1,000	BANK OF AMERICA CORP 8.20% REP 1/1,000TH OWNERSHIP INT NON-CUM PREFERRED STOCK SER H STRIP YIELD = 41.635%	05/20/08	02/19/09	5,122.77	25,000 00	(19,877.23)	

SCHEDULE D-1.1

Reserved Client
Financial Management Account
2009 Year End Summary

THE SOKOLOFF FOUNDATION

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	1,000	BARCLAYS BANK PLC 8 125% NON CUM PFD SER 5 STRIP YIELD = 34 556% 8.1250% DUE 99/99/9999	04/08/08	03/05/09	$ 5,928 59	$ 25,000 00	($ 19,071 41)	
125000050	500	BOEING CO	06/25/08	03/18/09	16,349 32	35,160 54	(18,811 22)	
125000060	1,000	CITIGROUP 8.50% PFD DEP SHS 1/1000TH NON CUM SR F STRIP YIELD = 27.268% 8.5000% DUE 99/99/9999	05/08/08	02/03/09	8,142 06	25,000 00	(16,857 94)	
125000070	1,000	CITIGROUP 8.50% PFD DEP SHS 1/1000TH NON CUM SR F STRIP YIELD = 34 019% 8 5000% DUE 99/99/9999	05/06/08	02/17/09	6,677.20	25,000.00	(18,322 80)	
125000080	1,000	CITIGROUP 8.50% PFD DEP SHS 1/1000TH NON CUM SR F STRIP YIELD = 50 902% 8.5000% DUE 99/99/9999	09/22/08	02/19/09	4,617.30	17,240 08	(12,622 78)	
125000110	3,000	FEDERAL NATIONAL MORTGAGE ASSN VERSUS PURCHASE(S)	08/12/09	08/25/09	5,338 35	3,316.43		2,021 92
125000200	1,000	MYLAN INC - CGMI AND/OR ITS AFFILIATES	09/09/08	07/23/09	13,204.03	11,606.72		1,597.31
Total		-			$ 83,520 88	$ 195,898 55	($ 123,422 12)	$ 11,046.45

(112,375.67)

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1,000	ADVANCED MEDICAL OPTICS INC	11/14/06	02/26/09	$ 22,000 00	$ 39,314 03	($ 17,314 03)	
	1,000		12/29/06		22,000 00	35,588.41	(13,588 41)	
	500		03/13/07		11,000.00	19,045.81	(8,045.81)	
	500		06/05/07		11,000.00	18,349 54	(7,349 54)	
	500		06/20/07		11,000 00	17,116 38	(6,116 38)	

SCHEDULE D-1.1

Reserved Client
Financial Management Account
2009 Year End Summary

THE SOKOLOFF FOUNDATION

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	446 3333	DEL MONTE FOODS CO	05/12/93	07/15/09	$ 4,172 47	$ 1,881 04		$ 2,291 43 [b]
	446 3333		03/15/96		4,172 47	3,388 56		783 91 [b]
	161		01/03/03		1,505.08	1,306 06		199 02
	223.1667		09/23/97		2,086 24	2,242 71	(156 47) [b]	
	223.1667		12/07/00		2,086.24	2,191 56	(105 32) [b]	
125000100	068	DIRECTV CL A	07/17/96	11/25/09	2.17	.21		1 96 [b]
	306	MERGER 11/25/09 53045T102000	11/25/96		9.77	94		8 83 [b]
125000120	500	GENERAL MILLS INC	02/28/95	09/23/09	31,688 69	12,494 58		19,194 11 [b]
125000130	500	GRANITE CONSTRUCTION INC	01/07/94	04/02/09	19,376.52	3,723.06		15,653.46 [b]
125000140	10.3008	KAYNE ANDERSON MLP INVT	01/25/05	10/06/09	210 19	159.67 [R]		50 52
	999.6992	COMPANY	03/28/05		20,399.24	17,370.93 [R]		3,028.31
125000150	.3008	KAYNE ANDERSON MLP INVT COMPANY LIQUIDATION OF FRACTIONAL SHS	03/28/05	10/07/09	5.99	5.24		.75
125000160	1,000	MBNA CORP SER D 8.125% STRIP YIELD = 16 134% 8 1250% DUE 10/01/2032 NEXT CALL 03/05/09 AT 25.000	06/20/02	02/03/09	12,776 82	25,000 00	(12,223 18)	
125000170	400	MBNA CORP SER D 8 125%	06/20/02	02/19/09	3,059 20	10,000 00	(6,940 80)	
	600	STRIP YIELD = 27.554% 8.1250% DUE 10/01/2032 NEXT CALL 03/21/09 AT 25 000	04/04/03		4,588 80	15,564 39	(10,975 59)	
125000180	.0333	MERCK & CO INC NEW	07/22/04	11/03/09	1.09	.64		45
	0333	MERGER 11/03/09 806605101000	07/22/05		1.09	69		.40
	.0334		12/02/05		1 10	65		45
125000190	576.6667	MERCK & CO INC NEW	07/22/04	11/16/09	19,489.63	11,052 89		8,436.74
	576.6667		07/22/05		19,489.63	11,937.59		7,552 04
	46 6666		12/02/05		1,577 20	910.46		666.74
125000200	1,000	MYLAN INC CGMI AND/OR ITS AFFILIATES	04/03/08	07/23/09	13,204.03	12,442 35		761 68
125000210	2,000	PEPSIAMERICAS INC	10/05/73	12/01/09	59,506 80	59,170.00		336.80
125000220	500	QUESTAR CORP	09/03/97	11/09/09	20,864 26	5,114 91		15,749.35 [b]
125000230	1,000	SCHERING PLOUGH CORP	07/22/04	11/03/09	10,500 00	8,113 33		2,386 67
	1,000		07/22/05		10,500.00	8,762.75		1,737.25
	1,000		12/02/05		10,500 00	8,258 56		2,241 44

2009 YEAR END SUMMARY

SCHEDULE D-1.1

Reserved Client
Financial Management Account
2009 Year End Summary

THE SOKOLOFF FOUNDATION

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	1,000	WELLS FARGO & CO 8 00% PFD NON CUM CL J NEXT CALL.12/15/17 AT 25 000	12/18/07	03/06/09	$ 10,794 03	$ 25,000 00	($ 14,205 97)	
Total					$ 359,568 75	$ 375,507.94	($ 97,021 50)	$ 81,082.31

(15,939.19)

b *Based on information supplied by your Financial Advisor*

SCHEDULE D-1.1

MorganStanley
SmithBarney

Ref 00001317 00046175

Reserved Client
Financial Management Account
December 1 - December 31, 2009

THE SOKOLOFF FOUNDATION

Gain/loss summary

		This period	This year
Realized gain or (loss)		$ 55,538.99	$ 37,303.03 LT ($ 112,375 67) ST
Unrealized gain or (loss) to date	1,274,437.38		

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/09, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date. Please see the "Unsettled Purchases/Sales" section for more information. Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period. We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold.
Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1.00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1.00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated income (annualized)
75,970 01	WESTERN ASSET GOVERNMENT MONEY MARKET FUND CLASS A	$ 75,970 01		.01 %	$ 7.59
Total money fund		$ 75,970.01	$ 0.00	.01 %	$ 7.59

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Common stocks & options

Equity Weighting by Economic Sector

The "Equity Weighting by Economic Sector" represents the common stocks in your account. It does not include convertible preferred or other types of equity securities that you may own. Citi Investment Research & Analysis (CIRA) Sector recommendations are intended for capital appreciation oriented investors seeking to outperform the S&P 500. These Sector allocation recommendations may not be appropriate for all investors. Past performance is no guarantee of future results.

Citi Investment Research & Analysis (CIRA), Morgan Stanley & Co. Incorporated (Morgan Stanley) and Standard & Poor's research ratings may be shown for certain securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. Where a particular company is covered by both CIRA and Morgan Stanley, you can and should view both research reports. CIRA and Morgan Stanley research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other. CIRA stock recommendations include an investment rating and a risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next twelve months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria Please refer to the end of this statement for a guide describing CIRA ratings. Morgan Stanley and Standard & Poor's research ratings have been normalized by these providers to a 1 (Buy), 2 (Hold), and 3 (Sell). Morgan Stanley Smith Barney is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's.

Sector	% of assets	Citi Sector weight
Energy	26.25	13.00
Industrials	9.53	11.30
Consumer staples	12.73	11.00
Financials	.91	13.60
Utilities	9.71	3.60

Sector	% of assets	Citi Sector weight
Materials	11.17	3.40
Consumer discretionary	4.50	10 50
Health Care	19.26	10.40
Information technology	5.95	20.90

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
770	ANADARKO PETROLEUM CORP Rating: Citigroup : 1H Morgan Stanley : 2 S&P : 2	APC	02/25/97	$ 20,819 89	$ 27.038	$ 62.42	$ 48,063.40	$ 27,243 51# LT	130 85		
910			06/27/97	25,211 11	27.704	62.42	56,802.20	31,591 09# LT	125.31		
910			11/26/99	14,051.42	15.441	62 42	56,802.20	42,750 78# LT	304 25		
910			02/16/00	11,180.37	12.286	62.42	56,802.20	45,621.83# LT	408.05		
1,000			08/28/03	21,985.00	21.715	62 42	62,420.00	40,435.00 LT	183.92		
4,500				93,247 79	20.722		280,890.00	187,642.21	201 23	.576	1,620 00
279	CONOCOPHILLIPS Rating Morgan Stanley : 2 S&P : 1	COP	01/24/01	7,975.08	28.375	51.07	14,248.53	6,273,45 LT	78.66		
1,000			02/28/01	26,958.56	26.66	51.07	51,070.00	24,111 44 LT	89.44		
721			12/28/01	18,007.25	24.981	51.07	36,821.47	18,814.22 LT	104 48		
2,000				52,940.89	26.47		102,140.00	49,199.11	92.93	3 916	4,000.00

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Energy *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	EL PASO CORP	EP	05/18/94	$ 16,311 08	$ 16 31	$ 9 83	$ 9,830.00	($ 6,481.08)#	LT	(39 73)		
2,000	Rating: Citigroup : 2H		02/27/95	30,397.60	15.20	9 83	19,660 00	(10,737.60)#	LT	(35.32)		
1,000	Morgan Stanley : 2		03/02/04	7,787.20	7.60	9 83	9,830.00	2,042 80	LT	26 23		
1,200	S&P · 2		07/06/04	9,644.86	7.87	9 83	11,796 00	2,151.14	LT	22 30		
1,300			04/13/05	13,715 54	10 35	9 83	12,779 00	(936.54)	LT	(6 83)		
1,000			07/20/05	12,335.29	12 12	9 83	9,830 00	(2,505.29)	LT	(20 31)		
1,000			07/14/06	15,372.66	15 13	9.83	9,830 00	(5,542.66)	LT	(36 06)		
1,000			12/28/06	15,524 02	15.28	9.83	9,830 00	(5,694.02)	LT	(36.68)		
500			06/04/07	8,707 64	17 11	9 83	4,915 00	(3,792.64)	LT	(43 56)		
1,000			12/23/08	7,216.42	7.048	9 83	9,830 00	2,613.58	LT	36.22		
11,000				137,012 31	12 456		108,130 00	(28,882.31)		(21.08)	.406	440 00
1,000	FOREST OIL CORP-NEW	FST	02/12/09	18,496.82	18.226	22 25	22,250 00	3,753.18	ST	20 29		
1,000	Rating. Morgan Stanley : 2		07/01/09	15,229.16	14.986	22 25	22,250 00	7,020 84	ST	46.10		
2,000	S&P : 2			33,725.98	16.863		44,500 00	10,774 02		31 95		
500	MARATHON OIL CORP	MRO	06/17/08	26,727.16	52 848	31.22	15,610.00	(11,117.16)	LT	(41.59)		
500	Rating: Citigroup : 1H		07/22/08	22,074 32	43.648	31.22	15,610 00	(6,464.32)	LT	(29.28)		
500	Morgan Stanley : 3		10/22/08	11,370.65	22.388	31 22	15,610 00	4,239.35	LT	37.28		
1,500	S&P : 1			60,172 13	40.115		46,830 00	(13,342.13)		(22.17)	3.074	1,440 00
1,000	PEABODY ENERGY CORP	BTU	05/05/05	21,586.24	21.826	45 21	45,210.00	23,623.76	LT	109 44		
600	Rating Citigroup : 1H		09/14/05	20,959.85	35.173	45.21	27,126.00	6,166.15	LT	29 42		
400	Morgan Stanley : 1		11/04/05	15,259.69	38.389	45.21	18,084.00	2,824.31	LT	18.51		
300	S&P : 2		08/05/08	17,902 48	59.00	45.21	13,563 00	(4,339.48)	LT	(24.24)		
300			11/06/08	8,453.04	27.783	45 21	13,563 00	5,109 96	LT	60.45		
400			03/02/09	8,342.32	20.50	45.21	18,084.00	9,741.68	ST	116.77		
1,000			04/16/09	25,660.19	25.358	45.21	45,210.00	19,549.81	ST	76.19		
4,000				118,163 81	29.541		180,840 00	62,676.19		53 04	.619	1,120 00
593 4667	PLAINS EXPLORATION& PRODUCTION	PXP	12/03/97	15,626.38	26.332	27.66	16,415.29	788.91#	LT	5 05		
593.4667	COMPANY		12/17/97	15,231 26	25 666	27.66	16,415.29	1,184.03#	LT	7.77		
593.4667	Rating: Morgan Stanley : 1		08/05/98	8,716.05	14.687	27.66	16,415.29	7,699.24#	LT	88 33		
593.4667	S&P : 2		08/27/98	6,758 24	11.388	27.66	16,415.29	9,657.05#	LT	142.89		
1,186.9333			12/29/98	12,724.70	10.721	27.66	32,830 58	20,105.88#	LT	158 01		
1,186.9333			07/21/00	20,033 56	16.879	27 66	32,830 58	12,797 02	LT	63 88		
1,186.9333			11/21/00	25,541.07	21.519	27.66	32,830.58	7,289.51	LT	28 54		
1,186 9333			10/27/05	49,801.31	41.96	27 66	32,830 58	(16,970.73)	LT	(34 08)		
1,186.9333			05/16/06	47,598.43	40 104	27.66	32,830.58	(14,767 85)	LT	(31 03)		

SCHEDULE 2

Energy *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
93 4667	PLAINS EXPLORATION& PRODUCTION	PXP	02/22/07	$ 3,945.84	$ 42 218	$ 27.66	$ 2,585 29	($ 1,360.55)	LT	(34.48)		
8,402	COMPANY			205,976.84	24 515		232,399.35	26,422.51		12.83		
1,000	SCHLUMBERGER LTD	SLB	06/22/98	30,351.91	30.35	65.09	65,090.00	34,738.09#	LT	114.45		
600	Rating: Citigroup : 1M		05/24/99	15,837.84	26.395	65.09	39,054.00	23,216.16#	LT	146.59		
400	Morgan Stanley : 1		06/08/99	10,977.57	27.445	65.09	26,036.00	15,058.43#	LT	137.17		
1,000	S&P : 3		02/13/01	32,585.89	32.25	65.09	65,090.00	32,504.11	LT	99.75		
1,000			02/23/01	30,326.90	30.025	65.09	65,090.00	34,763.10	LT	114.63		
4,000				120,080.11	30.02		260,360.00	140,279.89		116 82	1.29	3,360 00
780	SPECTRA ENERGY CORP	SE	03/03/98	14,800.32	18.974	20 51	15,997.80	1,197.48#	LT	8.09		
780	Rating: Citigroup : 3H		04/09/98	15,194.84	19.48	20.51	15,997.80	802.96#	LT	5.28		
1,000	Morgan Stanley : 2		04/22/99	23,178.29	23.178	20.51	20,510.00	(2,668.29)#	LT	(11.51)		
940	S&P : 2		07/29/99	21,048 37	22.391	20.51	19,279.40	(1,768.97)#	LT	(8.40)		
1,000			01/12/07	26,431.10	26.10	20.51	20,510.00	(5,921.10)	LT	(22.40)		
500			02/15/07	13,142.61	25.90	20.51	10,255.00	(2,887.61)	LT	(21.97)		
5,000				113,795 53	22.759		102,550.00	(11,245.53)		(9.88)	4.875	5,000 00
Subtotal for energy				$ 935,115.39			$ 1,358,639.35	$ 423,523.96			1.24	$ 16,980.00

Materials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	E I DU PONT DE NEMOURS & CO	DD	12/10/07	$ 24,108 46	$ 47.69	$ 33.67	$ 16,835.00	($ 7,273.46)	LT	(30.17)		
500	Rating: Citigroup : 2M		01/17/08	21,768.48	43.00	33.67	16,835.00	(4,933.48)	LT	(22 66)		
500	S&P · 3		03/04/08	23,621 39	46.679	33.67	16,835.00	(6,786.39)	LT	(28.73)		
500			03/12/08	23,581.11	46.599	33.67	16,835.00	(6,746.11)	LT	(28 61)		
500			10/02/08	19,651.27	38.80	33.67	16,835.00	(2,816.27)	LT	(14.33)		
500			02/10/09	12,066.92	23.768	33 67	16,835.00	4,768.08	ST	39.51		
500			08/20/09	16,180.12	31.918	33.67	16,835.00	654.88	ST	4.05		
500			08/31/09	16,094.46	31.748	33.67	16,835.00	740.54	ST	4 60		
4,000				157,072.21	39 268		134,680 00	(22,392 21)		(14.26)	4.87	6,560 00
400	POTASH CORP SASK INC-	POT	03/22/06	11,579.33	28.724	108.50	43,400.00	31,820 67	LT	274.81		
900	Rating: Citigroup : 2H		03/28/06	24,991.48	27.523	108.50	97,650.00	72,658.52	LT	290.73		
600	Morgan Stanley : 1		05/18/06	18,807.60	31.116	108 50	65,100 00	46,292.40	LT	246.14		
1,900	S&P · 1			55,378.41	29.147		206,150.00	150,771.59		272.26	.368	760 00

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Materials *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Incom (annualized)
1,076	TEMPLE INLAND INC	TIN	05/16/05	$ 20,626 78	$ 19 169	$ 21 11	$ 22,714 36	$ 2,087.58	LT	10 12		
424	Rating S&P : 2		07/12/06	10,656.22	25.132	21 11	8,950 64	(1,705 58)	LT	(16 01)		
1,000			10/18/06	23,529 90	23.529	21.11	21,110 00	(2,419.90)	LT	(10.28)		
2,500				54,812.90	21.925		52,775 00	(2,037 90)		(3 72)	1.894	1,000 00
500	VULCAN MATERIALS CO	VMC	08/27/02	19,985.26	39.50	52.67	26,335 00	6,349 74	LT	31 77		
500	Rating: Citigroup : 2H		02/25/03	16,382.81	32.322	52.67	26,335 00	9,952.19	LT	60 75		
500	S&P : 3		02/26/03	16,321 26	32.20	52.67	26,335.00	10,013.74	LT	61.35		
500			03/10/04	23,510.67	46.46	52.67	26,335.00	2,824.33	LT	12.01		
500			08/13/04	23,254 78	45 91	52 67	26,335 00	3,080.22	LT	13.25		
500			10/20/04	23,923 55	47.28	52.67	26,335.00	2,411 45	LT	10.08		
500			05/13/09	21,769.48	43 00	52.67	26,335 00	4,565.52	ST	20 97		
3,500				145,147 81	41 471		184,345.00	39,197.19		27 01	1.898	3,500 00
Subtotal for materials				$ 412,411 33			$ 577,950 00	$ 165,538.67			2 04	
												$ 11,820 00

Industrials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Incom (annualized)
187 5	GRANITE CONSTRUCTION INC	GVA	01/07/94	$ 1,396.15	$ 7.446	$ 33.66	$ 6,311 25	$ 4,915 10#	LT	352.05		
2,362 5	Rating Morgan Stanley : 2		01/11/94	15,927.85	6 74	33.66	79,521.75	63,593.90#	LT	399.26		
2,700	S&P*Quantitative · 2		03/02/94	18,302 85	6.78	33.66	90,882 00	72,579.15#	LT	396 55		
3,375			04/13/95	18,913.49	5 606	33.66	113,602.50	94,689.01#	LT	500.64		
25			02/28/96	213.92	8 56	33.66	841.50	627.58#	LT	293.37		
1,350			03/12/96	11,252.85	8.333	33 66	45,441.00	34,188.15#	LT	303.82		
10,000				66,007.11	6 601		336,600.00	270,592 89		409.95	1 544	5,200 00
1,500	HEXCEL CORP NEW Rating S&P*Quantitative · 2	HXL	12/23/09	20,336.07	13.363	12.98	19,470 00	(866 07)	ST	(4.26)		
1,500	MUELLER WATER PRODUCTS INC	MWA	12/22/06	22,664 36	15 109	5 20	7,800.00	(14,864 36)	LT	(65 58)		
1,000			12/29/06	15,009 39	15 009	5 20	5,200 00	(9,809.39)	LT	(65 36)		
500			01/05/07	7,488 32	14.976	5.20	2,600.00	(4,888.32)	LT	(65 28)		
500			02/16/07	7,794.41	15.588	5.20	2,600 00	(5,194.41)	LT	(66 64)		
500			02/20/07	8,027 51	16 055	5 20	2,600.00	(5,427 51)	LT	(67 61)		
1,000			09/10/07	11,058 62	11.058	5 20	5,200 00	(5,858.62)	LT	(52.98)		
1,000			08/27/08	10,194 80	10.194	5.20	5,200.00	(4,994 80)	LT	(48.99)		

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Industrials *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
2,000	MUELLER WATER PRODUCTS INC	MWA	05/07/09	$ 8,730.26	$ 4.248	$ 5.20	$ 10,400.00	$ 1,669.74	ST	19.13		
8,000				90,967 67	11.371		41,600.00	(49,367.67)		(54.27)	1.346	560 00
500	PITNEY BOWES INC	PBI	08/31/00	18,298 42	36.596	22 76	11,380.00	(6,918.42)	LT	(37.81)		
500	Rating: S&P : 1		08/27/02	18,603.76	36.76	22.76	11,380.00	(7,223.76)	LT	(38.83)		
500			09/27/02	15,827.95	31.19	22.76	11,380.00	(4,447.95)	LT	(28.10)		
500			10/14/03	20,912.50	41.30	22.76	11,380.00	(9,532.50)	LT	(45.58)		
500			12/11/08	11,745.02	23.13	22.76	11,380.00	(365.02)	LT	(3.11)		
2,500				85,387 65	34 155		56,900.00	(28,487.65)		(33.36)	6.326	3,600.00
500	SUNPOWER CORP CL A	SPWRA	11/28/06	19,019 27	37.65	23 68	11,840.00	(7,179 27)	LT	(37.75)		
500	Rating. Citigroup : 3S S&P : 3		01/16/07	21,370.78	42.25	23 68	11,840 00	(9,530 78)	LT	(44.60)		
1,000				40,390.05	40.39		23,680.00	(16,710.05)		(41.37)		
1,000	TRC COMPANIES INC	TRR	11/01/02	17,360.58	17 10	2.99	2,990 00	(14,370.58)	LT	(82.78)		
1,000			11/11/02	15,039.66	14.80	2.99	2,990 00	(12,049.66)	LT	(80.12)		
1,000			11/29/02	11,349.40	11 143	2 99	2,990 00	(8,359.40)	LT	(73.65)		
1,000			05/28/03	12,199.99	11 97	2.99	2,990.00	(9,209.99)	LT	(75.49)		
1,000			12/09/04	18,218.37	17 93	2.99	2,990.00	(15,228.37)	LT	(83.59)		
5,000				74,168.00	14.834		14,950 00	(59,218 00)		(79 84)		
Subtotal for industrials				$ 377,256.55			$ 493,200.00	$ 115,943.45			1.89	$ 9,360.00

Consumer discretionary

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
400	DIRECTV CL A	DTV	07/17/96	$ 1,207 32	$ 3 018	$ 33.35	$ 13,340.00	$ 12,132 68#	LT	1,004.93		
1,800	Rating Citigroup : 1H		11/25/96	5,559.22	3 088	33.35	60,030.00	54,470.78#	LT	979 83		
2,200				6,766.54	3.076		73,370 00	66,603.46		984.31		
500	LIBERTY MEDIA HLDG CORP	LINTA	07/17/96	2,108.28	4.216	10.84	5,420 00	3,311.72#	LT	157.08		
2,250	INTERACTIVE SER A		11/25/96	9,707.72	4 314	10.84	24,390 00	14,682.28#	LT	151.24		
2,750	Rating Citigroup : 1H Morgan Stanley : 2 S&P : 2			11,816.00	4.297		29,810 00	17,994.00		152.29		
40	LIBERTY MEDIA CORP LIBERTY	LSTZA	07/17/96	188.91	4 722	46.15	1,846.00	1,657.09#	LT	877.18		
180	STARZ SER A		11/25/96	869.87	4 832	46.15	8,307.00	7,437.13#	LT	854.97		
220				1,058.78	4.813		10,153.00	9,094.22		858.93		

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Consumer discretionary *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	LOWES COMPANIES INC	LOW	09/07/06	$ 27,448.21	$ 27 11	$ 23 39	$ 23,390.00	($ 4,058.21)	LT	(14 78)		
500	Rating: Citigroup : 2M		09/19/06	14,454 22	28 53	23 39	11,695 00	(2,759 22)	LT	(19 09)		
500	Morgan Stanley . 1		10/20/06	15,286 93	30 15	23 39	11,695.00	(3,591.93)	LT	(23 50)		
1,000	S&P : 2		10/30/06	30,668.05	30.31	23.39	23,390 00	(7,278 05)	LT	(23.73)		
500			12/13/07	11,704 66	23 05	23 39	11,695.00	(9.66)	LT	(08)		
3,500				99,562 07	28.446		81,865 00	(17,697.07)		(17.77)	1.539	1,260 00
788	NEWELL RUBBERMAID INC	NWL	12/24/96	23,371 00	29 65	15.01	11,827.88	(11,543.12)#	LT	(49 39)		
365	Rating. Citigroup . 1M		12/24/96	10,825.40	29 65	15 01	5,478 65	(5,346.75)#	LT	(49.39)		
847	Morgan Stanley : 2		04/14/00	21,678.98	25.60	15 01	12,713 47	(8,965.51)#	LT	(41 36)		
500	S&P 2		07/31/03	11,960 44	23 53	15.01	7,505.00	(4,455 44)	LT	(37.25)		
2,500				67,835 82	27 134		37,525 00	(30,310 82)		(44 68)	1.332	500.00
Subtotal for consumer discretionary				$ 187,039 21			$ 232,723.00	$ 45,683.79			.75	$ 1,760 00

Consumer staples

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	CONAGRA FOODS INC	CAG	06/03/04	$ 14,081.01	$ 27.73	$ 23 05	$ 11,525.00	($ 2,556.01)	LT	(18.15)		
1,000	Rating: Citigroup : 1M		12/29/05	20,539 91	20 25	23 05	23,050.00	2,510 09	LT	12 22		
500	Morgan Stanley : 2		06/22/07	13,001.34	25.62	23 05	11,525.00	(1,476.34)	LT	(11.36)		
1,000	S&P : 2		10/16/09	21,815.87	21.538	23 05	23,050.00	1,234.13	ST	5 66		
1,000			11/30/09	22,542 60	22.237	23 05	23,050.00	507 40	ST	2.25		
4,000				91,980.73	22 995		92,200.00	219.27		.24	3 47	3,200 00
1,000	DEL MONTE FOODS CO	DLM	01/03/03	8,112 19	7 93	11.34	11,340.00	3,227 81	LT	39.79		
1,000	Rating: Morgan Stanley · 3		05/16/03	8,426 72	8.22	11.34	11,340 00	2,913.28	LT	34.57		
1,000			07/29/03	8,847 48	8 65	11.34	11,340 00	2,492.52	LT	28.17		
3,000				25,386.39	8 462		34,020 00	8,633 61		34.01	1 763	600 00
500	GENERAL MILLS INC	GIS	02/28/95	12,494.58	24.99	70 81	35,405 00	22,910 42#	LT	183 36		
1,000	Rating: Citigroup : 1M		04/18/95	24,833 05	24.83	70 81	70,810 00	45,976.95#	LT	185.14		
1,000	Morgan Stanley : 1		06/16/04	46,825 90	46 401	70.81	70,810 00	23,984.10	LT	51 22		
500	S&P : 1		04/17/09	25,251 83	49.916	70.81	35,405 00	10,153.17	ST	40 21		
3,000				109,405.36	36.468		212,430 00	103,024 64		94 17	2 767	5,880 00
1,000	H J HEINZ CO	HNZ	03/15/96	31,277.88	31.277	42.76	42,760 00	11,482 12#	LT	36 71		
1,000	Rating. Citigroup · 1M		12/30/05	34,062.09	33.69	42.76	42,760.00	8,697 91	LT	25.54		
500	S&P . 1		12/09/08	18,179.75	35 848	42.76	21,380 00	3,200.25	LT	17 60		

SCHEDULE 2

Consumer staples *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	H J HEINZ CO	HNZ	07/22/09	$ 19,077.50	$ 37.697	$ 42 76	$ 21,380 00	$ 2,302 50	ST	12 07		
500			09/21/09	20,145 97	39.778	42 76	21,380.00	1,234.03	ST	6.13		
3,500				122,743.19	35.069		149,660.00	26,916.81		21.93	3 928	5,880.00
1,000	PEPSICO INC	PEP	03/18/97	28,877.41	28.88	60.80	60,800.00	31,922 59#	LT	110.55	2.96	1,800 00
500	WHOLE FOODS MKT INC	WFMI	03/09/07	23,274 01	45.99	27.45	13,725.00	(9,549.01)	LT	(41.03)		
500	Rating. Citigroup : 2M		04/11/07	22,513.70	44.48	27.45	13,725.00	(8,788.70)	LT	(39.04)		
500	Morgan Stanley . 2 S&P : 3		04/23/07	23,490.52	46.42	27.45	13,725.00	(9,765.52)	LT	(41.57)		
500			05/07/07	22,931 62	45.31	27.45	13,725 00	(9,206.62)	LT	(40.15)		
500			05/10/07	20,339 11	40.20	27.45	13,725.00	(6,614 11)	LT	(32.52)		
500			09/05/07	21,924.36	43.35	27.45	13,725.00	(8,199.36)	LT	(37.40)		
500			02/15/08	19,857.12	39.208	27.45	13,725 00	(6,132.12)	LT	(30.88)		
500			06/24/08	12,984.19	25.586	27 45	13,725.00	740.81	LT	5.71		
4,000				167,314 63	41.829		109,800 00	(57,514.63)		(34 38)		
Subtotal for consumer staples				$ 545,707.71			$ 658,910.00	$ 113,202 29			2.63	
												$ 17,360.00

Health care

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	COVANCE INC	CVD	07/30/99	$ 9,979 72	$ 19.96	$ 54 57	$ 27,285 00	$ 17,305.28#	LT	173.40		
1,000	Rating. S&P : 1		09/08/99	10,928 16	10.93	54.57	54,570 00	43,641.84#	LT	399.35		
500			04/30/03	9,019 92	17.706	54 57	27,285.00	18,265.08	LT	202.50		
2,000				29,927.80	14 964		109,140.00	79,212.20		264.68		
980	JOHNSON & JOHNSON	JNJ	10/16/95	11,238.76	11.468	64.41	63,121.80	51,883.04#	LT	461.64		
628	Rating Citigroup : 1L		06/14/00	15,476 06	24.643	64 41	40,449.48	24,973.42	LT	161.37		
392	Morgan Stanley : 1 S&P : 1		06/14/00	9,652 61	24.624	64 41	25,248 72	15,596.11	LT	161.57		
1,000			10/29/03	49,767.07	49.33	64.41	64,410.00	14,642.93	LT	29.42		
500			11/25/03	25,625.45	50 66	64.41	32,205.00	6,579.55	LT	25.68		
3,500				111,759 95	31.931		225,435 00	113,675 05		101.71	3.043	6,860 00
486.75	LIFE TECHNOLOGIES CORP	LIFE	08/26/05	23,482.32	48.286	52.22	25,418.09	1,935 77	LT	8 24		
398 25	Rating: Morgan Stanley : 1		09/02/05	19,589.04	49.232	52.22	20,796.62	1,207.58	LT	6.16		
442.5	S&P : 1		09/20/05	23,427.06	52.99	52.22	23,107.35	(319.71)	LT	(1.36)		
442 5			12/08/05	27,685 01	62.621	52 22	23,107.35	(4,577.66)	LT	(16.53)		
1,770				94,183.43	53.211		92,429.41	(1,754.02)		(1.86)		

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Incom (annualized)
500	ELI LILLY & CO	LLY	03/30/09	$ 16,669.39	$ 32 888	$ 35.71	$ 17,855.00	$ 1,185 61	ST	7 11		
500	Rating: Citigroup · 1H		04/24/09	16,750 12	33.048	35 71	17,855.00	1,104 88	ST	6 60		
500	Morgan Stanley : 3		06/08/09	17,164.10	33 868	35.71	17,855.00	690 90	ST	4 03		
500	S&P : 2		06/16/09	16,730 18	33.008	35 71	17,855.00	1,124 82	ST	6 72		
500			09/30/09	16,719.06	33.02	35.71	17,855.00	1,135.94	ST	6 79		
500			10/28/09	17,228 31	34 03	35.71	17,855.00	626 69	ST	3 64		
3,000				101,261 16	33.754		107,130.00	5,868 84		5.80	5 488	5,880 00
530	MERCK & CO INC NEW	MRK	12/02/05	10,340.28	19 511	36.54	19,366.20	9,025.92	LT	87.29		
670	Rating: Citigroup : 1M		11/10/09	22,824 29	33.637	36.54	24,481 80	1,657 51	ST	7.26		
1,200	Morgan Stanley : 3			33,164.57	27 637		43,848 00	10,683 43		32 21	4 159	1,824 00
1,000	MYLAN INC	MYL	10/08/08	7,885.18	7 71	18 43	18,430 00	10,544.82	LT	133.73		
2,000	Rating: Citigroup : 1H		12/30/08	19,607.30	9 638	18.43	36,860 00	17,252.70	LT	87 99		
3,000	S&P : 1			27,492 48	9 164		55,290 00	27,797.52		101.11		
700	PFIZER INC	PFE	12/30/99	16,940 43	24.20	18 19	12,733.00	(4,207 43)#	LT	(24 84)		
300	Rating: Citigroup : 2H		09/20/04	9,446.17	31.04	18.19	5,457.00	(3,989.17)	LT	(42 23)		
1,000	Morgan Stanley · 1		03/20/06	26,782.56	26.449	18.19	18,190.00	(8,592.56)	LT	(32 08)		
1,000	S&P . 1		05/11/06	25,544.90	25.22	18.19	18,190 00	(7,354 90)	LT	(28 79)		
1,000			06/05/06	24,324.67	24.008	18.19	18,190 00	(6,134.67)	LT	(25.22)		
4,000				103,038 73	25.76		72,760.00	(30,278.73)		(29 39)	3 958	2,880 00
800	STRATEGIC DIAGNOSTICS INC	SDIX	01/18/01	3,191.21	3 812	1 36	1,088 00	(2,103 21)	LT	(65 91)		
1,900			04/18/01	7,434.00	3 85	1.36	2,584.00	(4,850 00)	LT	(65.24)		
100			04/18/01	382 00	3 76	1.36	136.00	(246 00)	LT	(64 40)		
1,500			04/15/05	4,320 70	2.788	1.36	2,040 00	(2,280.70)	LT	(52.79)		
1,700			12/06/06	6,130.49	3.493	1.36	2,312 00	(3,818.49)	LT	(62.29)		
1,000			10/03/07	5,258.14	5.11	1.36	1,360.00	(3,898.14)	LT	(74 14)		
7,000				26,716 54	3 817		9,520 00	(17,196.54)		(64.37)		
879	TEVA PHARMACEUTICAL INDS	TEVA	01/25/02	17,052 18	19.405	56.18	49,382.22	32,330 04	LT	189 59		
321	LTD ADR		03/24/06	13,650.03	41.95	56 18	18,033 78	4,383 75	LT	32.12		
800	Rating Citigroup : 1H		04/28/06	32,762.62	40 51	56 18	44,944 00	12,181 38	LT	37 18		
600	S&P : 1		05/10/06	24,243.89	40.043	56.18	33,708 00	9,464.11	LT	39.04		
400			05/10/06	16,182.39	40.08	56.18	22,472 00	6,289.61	LT	38.87		
500			07/06/06	16,420.59	32.43	56 18	28,090.00	11,669 41	LT	71.07		
500			09/19/06	17,582.62	34.70	56.18	28,090 00	10,507.38	LT	59.76		
500			11/09/06	16,058.90	31.68	56.18	28,090 00	12,031.10	LT	74.92		

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Health care *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	TEVA PHARMACEUTICAL INDS	TEVA	12/19/06	$ 15,957.99	$ 31.48	$ 56.18	$ 28,090.00	$ 12,132.01	LT	76.02		
5,000	LTD ADR			169,911 21	33 982		280,900.00	110,988.79		65 32	.398	1,118.00
Subtotal for health care				$ 697,455 87			$ 996,452.41	$ 298,996,54			1.86	$ 18,562.00

Financials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
400	FEDERAL NATIONAL MORTGAGE ASSN	FNM	12/12/07	$ 13,184.97	$ 32.50	$ 1.18	$ 472 00	($ 12,712.97)	LT	(96.42)		
400	Rating S&P : 2		01/18/08	13,025.92	32.14	1.18	472.00	(12,553.92)	LT	(96.38)		
400			01/25/08	12,876.19	31.735	1.18	472.00	(12,404.19)	LT	(96.33)		
300			02/21/08	8,778 82	28.80	1 18	354.00	(8,424.82)	LT	(95.97)		
500			07/07/08	8,150 74	16.028	1 18	590.00	(7,560.74)	LT	(92.76)		
500			08/18/08	3,171.62	6.15	1 18	590.00	(2,581.62)	LT	(81.40)		
2,500				59,188.26	23.675		2,950.00	(56,238.26)		(95 02)		
358.5232	FORESTAR GROUP INC	FOR	05/16/05	8,608 91	24 021	21.98	7,880.34	(728.57)	LT	(8.46)		
141 2768			07/12/06	4,447 54	31 493	21 98	3,105 26	(1,342.28)	LT	(30.18)		
333.2			10/18/06	9,820.57	29.485	21.98	7,323.74	(2,496.83)	LT	(25.42)		
367			03/04/08	9,053 03	24.27	21 98	8,066.66	(986.37)	LT	(10.90)		
800			07/22/08	15,262.27	18.79	21.98	17,584 00	2,321.73	LT	15 21		
2,000				47,192.32	23.596		43,960.00	(3,232.32)		(6 85)		
358.5232	GUARANTY FINL GRP INC	GFGFQ	05/16/05	5,326.78	14.863	.021	7.53	(5,319.25)	LT	(99.86)		
141.2768			07/12/06	2,751.92	19 486	.021	2.97	(2,748 95)	LT	(99.89)		
333.2			10/18/06	6,076 49	18.244	.021	7.00	(6,069 49)	LT	(99.88)		
367			01/10/08	4,530.91	12.071	.021	7.71	(4,523.20)	LT	(99.83)		
800			05/20/08	4,924.67	5.99	.021	16.80	(4,907.87)	LT	(99.66)		
2,000				23,610.77	11.805		42.01	(23,568.76)		(99.82)		
Subtotal for financials				$ 129,991.35			$ 46,952.01	($ 83,039 34)				

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Information technology

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
500	CHECKPOINT SYSTEMS INC	CKP	06/27/97	$ 7,815.01	$ 15 63	$ 15.25	$ 7,625.00	($ 190 01)#	LT	(2 43)		
1,000	Rating: S&P*Quantitative : 1		07/30/98	10,767.94	10.77	15 25	15,250 00	4,482 06#	LT	41.62		
1,500			04/26/01	13,583.75	8.99	15.25	22,875 00	9,291.25	LT	68 40		
1,000			11/12/01	9,378 64	9 19	15.25	15,250 00	5,871.36	LT	62 60		
4,000				41,545 34	10 386		61,000 00	19,454 66		46 83		
1,000	CORNING INC	GLW	09/21/07	24,245.82	23.93	19.31	19,310.00	(4,935 82)	LT	(20 36)		
1,000	Rating Citigroup · 1H		09/25/07	24,296 17	23.98	19.31	19,310 00	(4,986.17)	LT	(20 52)		
1,000	S&P : 1		09/28/07	24,973 91	24.653	19.31	19,310.00	(5,663 91)	LT	(22.68)		
1,000			05/22/08	27,456 27	27.118	19.31	19,310.00	(8,146 27)	LT	(29 67)		
4,000				100,972.17	25 243		77,240 00	(23,732 17)		(23.50)	1.035	800.00
1,000	HEWLETT PACKARD CO	HPQ	02/16/01	33,501 83	33 16	51.51	51,510 00	18,008 17	LT	53 75		
500	Rating Citigroup : 1M		08/30/01	11,928 19	23 52	51 51	25,755 00	13,826 81	LT	115.92		
1,500	Morgan Stanley : 1 S&P : 1			45,430 02	30 287		77,265.00	31,834.98		70 07	621	480 00
1,000	INTUIT INC	INTU	01/17/06	26,496 54	26 195	30.73	30,730 00	4,233.46	LT	15.98		
1,000	Rating. Morgan Stanley : 2		06/01/06	28,052 42	27 74	30.73	30,730 00	2,677.58	LT	9 54		
500	S&P : 2		11/08/06	17,434 03	34 44	30 73	15,365 00	(2,069.03)	LT	(11.87)		
500			11/17/06	16,410 50	32.41	30 73	15,365.00	(1,045 50)	LT	(6.37)		
3,000				88,393 49	29 464		92,190.00	3,796 51		4.30		
Subtotal for information technology				$ 276,341 02			$ 307,695 00	$ 31,353.98			41	$ 1,280 00

Utilities

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,000	CONSOLIDATED EDISON INC	ED	06/24/09	$ 36,833 05	$ 36.448	$ 45 43	$ 45,430.00	$ 8,596 95	ST	23 34		
1,000	Rating Citigroup : 1L		09/18/09	41,873.21	41.467	45.43	45,430 00	3,556.79	ST	8 49		
2,000	Morgan Stanley 2 S&P : 2			78,706.26	39.353		90,860 00	12,153.74		15 44	5 194	4,720.00
1,560	DUKE ENERGY CORP	DUK	03/03/98	20,531 08	13.16	17.21	26,847.60	6,316 52#	LT	30 77		
1,560	(HOLDING COMPANY) NEW		04/09/98	21,078 35	13.511	17.21	26,847 60	5,769 25#	LT	27 37		
2,000	Rating Citigroup : 1L		04/22/99	32,153.04	16.076	17.21	34,420 00	2,266 96#	LT	7.05		
1,880	Morgan Stanley : 2 S&P : 2		07/29/99	29,198 40	15.531	17.21	32,354 80	3,156 40#	LT	10 81		
7,000				102,960 87	14.709		120,470.00	17,509.13		17.01	5.578	6,720 00

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Utilities *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated income (annualized)
2,100	QUESTAR CORP	STR	09/03/97	$ 21,482.61	$ 10.23	$ 41.57	$ 87,297.00	$ 65,814.39#	LT	306.36		
400	Rating: Citigroup : 1M		09/03/97	4,073 18	10.185	41.57	16,628.00	12,554.82#	LT	308 23		
2,000	Morgan Stanley : 2		02/02/01	27,382 32	13 535	41.57	83,140 00	55,757.68	LT	203.63		
2,000	S&P . 2		06/20/01	26,667.71	13 18	41.57	83,140 00	56,472.29	LT	211.76		
500			07/29/08	27,090.70	53.57	41.57	20,785.00	(6,305.70)	LT	(23.28)		
7,000				106,696 52	15 242		290,990 00	184,293.48		172 73	1.25	3,640 00
Subtotal for utilities				$ 288,363 65			$ 502,320.00	$ 213,956.35			3.00	
												$ 15,080.00
Total common stocks				$ 3,849,682 08			$ 5,174,841.77	$ 86,709.52	ST	34.42	1.78	
								$ 1,238,450.17	LT			$ 92,202.00
Total common stocks and options				$ 3,849,682.08			$ 5,174,841.77	$ 86,709.52	ST		1.78	
								$ 1,238,450.17	LT			$ 92,202.00

Preferred stocks

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain securities. In addition, Standard & Poor's research ratings may be shown for certain securities CIRA is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared by Standard & Poor's. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. CIRA stock recommendations include an investment rating and risk rating. The Investment Rating Code (1, 2 or 3) is a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and a Risk Rating. The Risk Rating (L, M, H or S) represents the stock's expected risk, taking into account price volatility and fundamental criteria. Please refer to the end of this statement for a guide describing CIRA ratings

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated income (annualized)
500	PARTNERRE LTD 6.75%	PREPRC	12/27/07	$ 9,893 52	$ 19 50	$ 23.50	$ 11,750.00	$ 1,856.48	LT		
500	PFD		12/27/07	9,961.54	19.644	23 50	11,750.00	1,788.46	LT		
1,000	Rated BBB+ Next call on 02/03/10		04/22/09	18,622.94	18.35	23 50	23,500 00	4,877.06	ST		
2,000				38,478 00	19 239		47,000.00	8,522.00		7.18	3,375.00
1,500	ALLIANZ SE 8 375% Rated A+ Next call on 06/15/13	AZ.GA	06/03/08	37,500 00	25.00	24.625	36,937.50	(562.50)	LT	8.502	3,140 63
1,000	BARCLAYS BANK PLC 8.125% NON CUM PFD SER 5 Rated BBB+ Next call on 06/15/13	BCSPRD	04/08/08	25,000.00	25.00	24.86	24,860 00	(140.00)	LT	8.17	2,031 25

SCHEDULE 2

THE SOKOLOFF FOUNDATION

Preferred stocks *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Incom (annualized)
1,000	FPL GROUP CAPITAL INC 8.75% SER F PFD Rated BBB+ Next call on 03/01/14	FPLPRF	03/25/09	$ 25,519.22	$ 25.193	$ 28 79	$ 28,790.00	$ 3,270.78 ST	7.598 %	$ 2,187 50
1,000	FANNIE MAE 8.25% NON CUM PFD SER T Rated C Next call on 05/20/13	FNMPRT	05/13/08	25,000.00	25.00	.99	990 00	(24,010 00) LT		
1,000	FANNIE MAE FIXED/FLOAT 8 25% SER S NON CUM PFD Rated C Next call on 12/31/10	FNMPRS	04/17/08	24,900 40	24.58	1.10	1,100 00	(23,800 40) LT		
2,000	JP MORGAN CHASE CAPITAL 6.35% Rated BBB+ Next call on 06/01/10	JPMPRP	05/19/05	50,000 00	25 00	24 23	48,460 00	(1,540.00) LT	6 551	3,175 00
500	MBNA CORP SER D 8.125% Rated BB Next call on 02/03/10	KRBPRD	09/15/03	13,737 98	27.08	24 443	12,221 50	(1,516 48) LT	-	
500			10/08/03	13,560 96	26.70	24 443	12,221.50	(1,339.46) LT		
1,000				27,298 94	27.299		24,443 00	(2,855.94)	8.309	2,031 00
2,000	METLIFE INC 6.50% PFD Rated BBB- Next call on 09/15/10	METPRB	06/09/05	50,000 00	25 00	24.01	48,020 00	(1,980 00) LT	6.768	3,250 00
1,000	ROYAL BK SCOTLAND GRP 6.25 NON CUM SER P Rated CC Next call on 12/31/10	RBSPRP	10/26/05	25,000.00	25 00	10 22	10,220.00	(14,780 00) LT	15 288	1,562 50
1,000	WELLS FARGO & CO 8.00% PFD NON CUM CL J Rated A- Next call on 12/15/17	WFCPRJ	12/18/07	25,000.00	25.00	25.68	25,680.00	680.00 LT	7 788	2,000 00
Total preferred stocks				$ 353,696.56			$ 296,500.50	$ 8,147.84 ST ($ 65,343.90) LT	7.67	$ 22,752 88

SCHEDULE 2

MorganStanley
SmithBarney

Reserved Client
Financial Management Account
December 1 - December 31, 2009

THE SOKOLOFF FOUNDATION

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount.

Call features shown indicate the next regularly scheduled call date and price. Your holdings may be subject to other redemption features including sinking funds or extraordinary calls.

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings.

Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
25,000	CATERPILLAR FINANCIAL BOOK/ENTRY DTD 02/26/2009 INT: 04.500% MATY: 02/15/2011 Rating: A2/A	02/23/09 14912HNJ5	$ 25,000.00 $ 25,000.00	$ 100.00 $ 100.00	102.40 $ 425.00	$ 25,600.00	$ 600 00 $ 600.00	ST ST	4.394 $ 1,125.00	$ 0.00 $ 600.00
25,000	PSEG POWER INTERNOTES BOOK/ENTRY DTD 01/23/2009 INT 06.500% MATY: 01/15/2014 Rating: BAA1/BBB Next call on 01/15/10 @ 100.000	01/20/09 69362HAA7	25,000.00 25,000 00	100.00 100 00	100.015 749 31	25,003.75	3.75 3.75	ST ST	6.499 1,625.00	0 00 3.75
25,000	FREEPORT-MCMORAN COP DTD 03/19/2007 INT: 08 250% MATY: 04/01/2015 Rating: BA2/BBB- Next call on 04/01/11 @ 104.130	01/28/09 35671DAR6	21,380.00 21,380 00	85.50 85.50	109.00 515.63	27,250.00	5,870.00 5,870.00	ST ST	7.568 2,062.50	390 25 5,479.75
Total corporate bonds			$ 71,380.00		$ 1,689.94	$ 77,853.75	$ 6,473.75	ST	6.18	$ 390.25
75,000			$ 71,380.00				$ 0.00	LT	$ 4,812.50	$ 6,083.50
Total portfolio value			$ 4,350,728.65			$ 5,625,166.03	$ 101,331.11	ST	2.12	$ 390.25
LESS: MONEY MARKET FUNDS			(75,970.01)			(75,970.01)	$ 1,173,106.27	LT	$ 119,774.97	$ 6,083.50
NET PORTFOLIO VALUE			4,274,758.64			5,549,196.02				

#Based on information supplied by your Financial Advisor.

SCHEDULE 2

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print

File by the due date for filing your return See instructions

Name of Exempt Organization: THE SOKOLOFF FOUNDATION,INC.

Employer identification number: 13-6155196

Number, street, and room or suite no If a P.O box, see instructions: 200 EAST 78TH STREET, NO. 16D

City, town or post office, state, and ZIP code For a foreign address, see instructions: NEW YORK, NY 10075-2017

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ STEPHEN SOKOLOFF
200 EAST 78TH STREET, APT# 16D - NEW YORK, NY 10075-2017

Telephone No ▶ 212-744-5337 FAX No. ▶ 212-744-5337

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

~~▶ ☒ calendar year 2009 or~~

▶ ☐ tax year beginning ______________, and ending ______________ .

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 2,111.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 10,000.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

923831
05-26-09