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**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

**2011**

For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation <b>THE VIOLA FUND C/O ALAN S. HONIG, CPA</b>		<b>A Employer identification number</b> <b>13-3398045</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1501 BROADWAY</b>	Room/suite <b>1313</b>	<b>B Telephone number</b> <b>(212) 682-4142</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10036</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Final return, <input type="checkbox"/> Amended return, <input type="checkbox"/> Address change, <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>7,945,249.</b> (Part I, column (d) must be on cash basis)	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received	584,833.		N/A	
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	2,764.	2,764.		STATEMENT 1
<b>4</b> Dividends and interest from securities	299,274.	249,604.		STATEMENT 2
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	511,659.			
<b>b</b> Gross sales price for all assets on line 6a	3,954,385.			
<b>7</b> Capital gain net income (from Part IV, line 2)		511,659.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss)				
<b>11</b> Other income				
<b>12</b> Total. Add lines 1 through 11	1,398,530.	764,027.		
<b>13</b> Compensation of officers, directors, trustees, etc	0.	0.		0.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees				
<b>b</b> Accounting fees <b>STMT 3</b>	36,000.	36,000.		0.
<b>c</b> Other professional fees				
<b>17</b> Interest				
<b>18</b> Taxes <b>STMT 4</b>	8,118.	8,118.		0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses <b>STMT 5</b>	22,721.	22,721.		0.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	66,839.	66,839.		0.
<b>25</b> Contributions, gifts, grants paid	609,500.			609,500.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	676,339.	66,839.		609,500.
<b>27</b> Subtract line 26 from line 12				
<b>a</b> Excess of revenue over expenses and disbursements	722,191.			
<b>b</b> Net investment income (if negative, enter -0-)		697,188.		
<b>c</b> Adjusted net income (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	681,551.	868,596.	868,596.
	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	5,824,241.	6,329,489.	7,069,108.
	c Investments - corporate bonds			
Liabilities	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 ▶ PREPAID TAXES )	12,779.	7,545.	7,545.
	16 Total assets (to be completed by all filers)	6,518,571.	7,205,630.	7,945,249.
	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 ▶ )				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X			
	24 Unrestricted	6,518,571.	7,205,630.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	6,518,571.	7,205,630.		
31 Total liabilities and net assets/fund balances	6,518,571.	7,205,630.		

**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	6,518,571.
2 Enter amount from Part I, line 27a	2	722,191.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,240,762.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	35,132.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,205,630.

**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 NEUBERGER BERMAN-PER SCHEDULE		VARIOUS	VARIOUS
b NEUBERGER BERMAN-PER SCHEDULE		VARIOUS	VARIOUS
c MERRILL LYNCH-PER SCHEDULE		VARIOUS	VARIOUS
d MERRILL LYNCH-PER SCHEDULE		VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 401,780.		347,139.	54,641.
b 672,718.		399,487.	273,231.
c 1,334,340.		1,299,206.	35,134.
d 1,545,307.		1,396,894.	148,413.
e 240.			240.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			54,641.
b			273,231.
c			35,134.
d			148,413.
e			240.

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	511,659.
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))
2010	534,349.	7,017,853.	.076141
2009	518,351.	6,086,959.	.085158
2008	763,799.	10,998,619.	.069445
2007	659,161.	12,929,179.	.050982
2006	352,927.	13,047,702.	.027049

2 Total of line 1, column (d)	2	.308775
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	.061755
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,784,701.
5 Multiply line 4 by line 3	5	480,744.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,972.
7 Add lines 5 and 6	7	487,716.
8 Enter qualifying distributions from Part XII, line 4	8	609,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,972.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6,972.
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	6,972.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,545.
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	7,545.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	573.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 573. Refunded	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	X		
14	The books are in care of ► ALAN S. HONIG, CPA Telephone no ► (212) 764-1234 Located at ► 1501 BROADWAY SUITE 1313, NEW YORK, NY ZIP+4 ► 10036			
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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011?	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)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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?  Yes  No  
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?  Yes  No

**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
ABBY LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
MITCH LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
REBECCA LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	0.	0.	0.
DAVID LEIGH 49 EAST 68TH STREET NEW YORK, NY 10021	TRUSTEE, AS REQUIRED 0.00	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	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span>	

**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	7,149,625.
b	Average of monthly cash balances	1b	753,625.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,903,250.
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	7,903,250.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,549.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,784,701.
6	Minimum investment return. Enter 5% of line 5	6	389,235.

**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	389,235.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,972.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,972.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	382,263.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	382,263.
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	382,263.

**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	609,500.
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	609,500.
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	6,972.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	602,528.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				382,263.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	28,564.			
c From 2008	221,578.			
d From 2009	220,081.			
e From 2010	193,924.			
f Total of lines 3a through e	664,147.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 609,500.				
a Applied to 2010, 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 2011 distributable amount				382,263.
e Remaining amount distributed out of corpus	227,237.			
5 Excess distributions carryover applied to 2011 (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:	891,384.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	891,384.			
10 Analysis of line 9				
a Excess from 2007	28,564.			
b Excess from 2008	221,578.			
c Excess from 2009	220,081.			
d Excess from 2010	193,924.			
e Excess from 2011	227,237.			

**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 2011, 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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					
3 Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 8

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
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors







**Schedule B**

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

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011****Name of the organization**THE VIOLA FUND  
C/O ALAN S. HONIG, CPA**Employer identification number**

13-3398045

**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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization THE VIOLA FUND C/O ALAN S. HONIG, CPA	Employer identification number 13-3398045
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ABBY K LEIGH 49 EAST 68TH STREET NEW YORK, NY 10065	\$ 584,833.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization <b>THE VIOLA FUND</b> <b>C/O ALAN S. HONIG, CPA</b>	Employer identification number <b>13-3398045</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,000 SHARES OF CIE FINANCIERE RICHEMONT COMMON STOCK VALUED AT \$58.48 PER SHARE THE CLOSING PRICE	\$ 584,833.	04/06/11
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization <b>THE VIOLA FUND</b> <b>C/O ALAN S. HONIG, CPA</b>	Employer identification number <b>13-3398045</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
MERRILL LYNCH	2,764.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,764.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	263,828.	240.	263,588.
NEUBERGER BERMAN, STRAUSS GROUP	35,686.	0.	35,686.
TOTAL TO FM 990-PF, PART I, LN 4	299,514.	240.	299,274.

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 & TAX PREPARATION	36,000.	36,000.		0.
TO FORM 990-PF, PG 1, LN 16B	36,000.	36,000.		0.

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 ON DIVIDENDS	2,884.	2,884.		0.
FEDERAL TAX	5,234.	5,234.		0.
TO FORM 990-PF, PG 1, LN 18	8,118.	8,118.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES, NUEBERGER BERMAN	22,342.	22,342.		0.
FILING FEE	250.	250.		0.
OTHER EXPENSE	129.	129.		0.
TO FORM 990-PF, PG 1, LN 23	22,721.	22,721.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
TO CORRECT PRIOR YEAR COST BASIS OF SECURITIES	35,132.
TOTAL TO FORM 990-PF, PART III, LINE 5	35,132.



FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

ABBY LEIGH  
MITCH LEIGH

THE VIOLA FUND  
STATEMENT OF CHARITABLE CONTRIBUTIONS  
FOR THE YEAR ENDED DECEMBER 31, 2011

Environmental Defense Fund	\$ 350,000
Institute of Fine Arts, NYU	100,000
Metropolitan Opera	67,000
Hammer Museum	15,000
Union of Concerned Scientists	25,000
New York Stem Cell Foundation	5,000
Yale School of Music	7,500
Human Rights Watch	10,000
National Breast Cancer Coalition Fund	5,000
Brooklyn Academy of Music	3,500
Dorot	2,000
Center for Biological Diversity	5,000
NARAL	1,000
Earth Justice	1,000
N Y Service for the Handicapped	2,000
Bottomless Closet	2,500
Madison Park Conservatory	2,000
National Foundation for Facial Reconstruction	2,000
National Parks of NY Harbor	2,000
All Other	<u>2,000</u>
Total	<u>\$ 609,500</u>

See accountant's compilation report

**Capital Gains**

Internal Use Only Not for Public Distribution

C/O ALAN HONIG CPA THE VIOLA FUND  
 1501 BROADWAY - STE 1313  
 NEW YORK NY 10036-5505

13-3398045

**Capital Gains Summary From 01/01/2011 To 12/31/2011**

Description	Totals
Short Term Gain/Loss	54,640.75
Long Term Gain/Loss	273,231.19
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	327,871.94
Adjusted Basis	748,916.87
Proceeds	1,076,788.81
Total Curr Gain/Loss	0.00

**EQUITIES - COVERED**

Purchase Date	Close Date	No. of Shares	Orig. Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	LT Gain/Loss	ST Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
01/04/2011	02/03/2011	1,400.00	0.00	NWSA	NEWS CORPORATIO	14.895	16.860	20,853.00	23,603.25	0.00	2,750.26	20,853.00	0.00	0.00
02/09/2011	04/27/2011	400.00	0.00	OGXPY	N CLASS A	10.541	10.603	4,216.55	4,241.16	0.00	24.61	4,216.55	0.00	0.00
05/03/2011	06/28/2011	450.00	0.00	L	PETROLEO E	42.900	42.015	19,304.96	18,908.43	0.00	-396.53	19,304.96	0.00	0.00
05/04/2011	06/29/2011	950.00	0.00	PFE	GAS PARTICIPACOE	20.480	20.524	19,436.81	19,497.33	0.00	60.42	19,436.81	0.00	0.00
07/11/2011	08/12/2011	700.00	0.00	NWSA	S-SA SPONSORED	15.840	16.234	11,158.21	11,363.51	0.00	205.30	11,158.21	0.00	0.00
05/04/2011	08/12/2011	1,100.00	0.00	NWSA	ADR LOEWS CORP	17.440	16.234	18,183.89	17,856.95	0.00	-326.94	19,183.89	0.00	0.00
					N CLASS A									
					PFIZER INC									
					NEWS CORPORATIO									
					N CLASS A									
					NEWS CORPORATIO									
					N CLASS A									

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/27/2011	09/01/2011	400.00	0.00	AXP	AMERICAN EXPRESS COMPANY	47.070	49.729	18,827.96	19,891.10	1,063.14	0.00	18,827.96	0.00	0.00
04/21/2011	09/15/2011	400.00	0.00	AMGN	AMGEN CORP	54.606	55.767	21,842.44	22,306.38	463.94	0.00	21,842.44	0.00	0.00
04/27/2011	09/27/2011	250.00	0.00	CVA	COVANTA HOLDING CORPORATIO N	16.910	15.527	4,227.48	3,881.60	-345.88	0.00	4,227.48	0.00	0.00
01/28/2011	09/27/2011	800.00	0.00	CVA	COVANTA HOLDING CORPORATIO N	17.019	15.527	13,615.52	12,421.12	-1,194.40	0.00	13,615.52	0.00	0.00
03/10/2011	10/11/2011	1,050.00	0.00	ATVI	ACTIVISION	11.072	12.953	11,625.70	13,600.80	1,975.10	0.00	11,625.70	0.00	0.00
08/09/2011	10/27/2011	200.00	0.00	INTC	INTEL CORP	19.930	25.015	3,986.00	5,002.94	1,016.94	0.00	3,986.00	0.00	0.00
10/04/2011	10/27/2011	650.00	0.00	INTC	INTEL CORP	20.658	25.015	13,426.60	16,259.57	2,832.97	0.00	13,426.60	0.00	0.00
ST - TERM		8,750.00				181,705.22		181,705.22	188,832.15	7,126.93	0.00	181,705.22	0.00	0.00
TOTAL		8,750.00				181,705.22		181,705.22	188,832.15	7,126.93	0.00	181,705.22	0.00	0.00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
04/30/2010	04/27/2011	200.00	0.00	ESV	***ENSCO PLC SPONSORED ADR	45.392	57.934	9,078.42	11,586.54	2,508.12	0.00	9,078.42	0.00	0.00
12/22/2010	04/27/2011	3,850.00	0.00	OGXPY	***OGX PETROLEOE GAS PARTICIPACOE S SA SPONSORED ADR	10.988	10.603	42,303.80	40,821.15	-1,482.65	0.00	42,303.80	0.00	0.00
08/25/2010	04/27/2011	600.00	0.00	PXD	PIONEER NATURAL RESOURCES CO	56.468	89.280	33,680.68	59,566.91	25,686.23	0.00	33,680.68	0.00	0.00
11/12/2010	04/27/2011	550.00	0.00	RDC	ROWAN COMPANIES INC	31.332	40.703	17,232.33	22,386.11	5,153.78	0.00	17,232.33	0.00	0.00
11/03/2010	04/27/2011	750.00	0.00	RDC	ROWAN COMPANIES INC	31.021	40.703	23,285.68	30,526.51	7,260.83	0.00	23,285.68	0.00	0.00
12/15/2010	09/01/2011	350.00	0.00	ABT	ABBOTT LABORATORIE S	48.084	52.069	18,828.23	18,223.84	-1,394.61	0.00	18,828.23	0.00	0.00

13-3398045

ST - TERM	01/06/2010	09/01/2011	600.00	0.00	AXP	38 073	49,729	22,843.74	SIP	29,836.64	ST	8,992.90	GAIN	22,843.74	0.00	0.00
TOTAL	04/02/2008	01/26/2011	6,900.00	0.00				165,433.88		212,947.70	ST	47,513.82		185,433.88	0.00	0.00
	01/30/2009	01/27/2011	500.00	0.00	L	42,081	40,555	21,040.86		20,277.18	LT	0.00	-763.50	21,040.66	0.00	0.00
	01/30/2009	01/27/2011	350.00	0.00	RGA	36,293	59,201	12,702.62		20,719.99	LT	0.00	8,017.37	12,702.62	0.00	0.00
	04/30/2009	03/11/2011	2,200.00	0.00	PDE	15,167	41,854	33,366.87		91,636.82	LT	0.00	58,269.95	33,366.87	0.00	0.00
	03/17/2010	04/01/2011	850.00	0.00	PFE	17,233	20,337	14,647.96		17,286.10	LT	0.00	2,638.14	14,647.96	0.00	0.00
	04/14/2010	04/27/2011	1,150.00	0.00	ESV	48,047	57,934	55,254.05		66,622.58	LT	0.00	11,368.53	55,254.05	0.00	0.00
	07/23/2003	04/27/2011	850.00	0.00	APC	22,212	77,501	19,003.63		65,874.33	LT	0.00	46,870.70	19,003.63	0.00	0.00
	03/08/2006	04/27/2011	600.00	0.00	DVN	59,017	87,540	35,410.38		52,523.17	LT	0.00	17,112.79	35,410.38	0.00	0.00
	07/13/2008	04/27/2011	50.00	0.00	DVN	95,475	87,540	4,773.78		4,376.93	LT	0.00	-396.85	4,773.78	0.00	0.00
	01/30/2009	04/27/2011	100.00	0.00	OVN	63,031	87,540	8,303.08		8,753.86	LT	0.00	2,450.78	6,303.08	0.00	0.00
	02/08/2010	04/27/2011	100.00	0.00	OXY	77,560	102,565	7,755.97		10,256.33	LT	0.00	2,500.36	7,755.97	0.00	0.00
	03/06/2006	04/27/2011	850.00	0.00	OXY	48,526	102,565	39,547.53		87,178.83	LT	0.00	47,831.30	39,547.53	0.00	0.00
	10/05/2008	04/27/2011	50.00	0.00	OXY	74,804	102,565	3,745.22		5,128.17	LT	0.00	1,362.95	3,745.22	0.00	0.00
	01/29/2007	04/28/2011	1,850.00	0.00	SDRL NO	16,408	35,387	30,355.69		65,488.81	LT	0.00	35,111.12	30,355.69	0.00	0.00
	03/04/2008	06/29/2011	200.00	0.00	L	41,159	42,015	8,231.82		8,402.86	LT	0.00	171.04	8,231.82	0.00	0.00
	04/02/2008	08/29/2011	200.00	0.00	L	42,081	42,015	8,416.26		8,402.86	LT	0.00	-13.40	8,416.26	0.00	0.00
	01/14/2009	08/29/2011	800.00	0.00	ORCL	16,394	32,460	13,067.52		25,957.26	LT	0.00	12,899.74	13,067.52	0.00	0.00
	03/17/2010	06/29/2011	250.00	0.00	PFE	17,233	20,524	4,308.22		5,130.87	LT	0.00	822.65	4,308.22	0.00	0.00
	06/24/2002	08/12/2011	150.00	0.00	NWSA	10,419	16,234	1,562.88		2,435.04	LT	0.00	872.16	1,562.88	0.00	0.00

13-3398045

Purchase Date	Close Date	No. of Shares	Orig. Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
08/24/2002	08/17/2011	1,050.00	0.00	NWSA	NEWS CORPORATIO	10.419	17.089	10,940.15	17,942.68	LT	0.00	7,002.52	10,940.16	0.00	0.00
04/17/2009	09/01/2011	50.00	0.00	ABT	N CLASS A ABBOTT LABORATORIE S	43.436	52.089	2,171.77	2,603.41	LT	0.00	431.64	2,171.77	0.00	0.00
01/04/2010	09/15/2011	2,600.00	0.00	ATVI	ACTIVISION	11.344	12.047	29,493.78	31,320.29	LT	0.00	1,826.51	29,493.78	0.00	0.00
11/30/2009	09/27/2011	150.00	0.00	CVA	BLIZZARD INC COVANTA HOLDING CORPORATIO N	15.914	15.527	2,372.03	2,328.95	LT	0.00	-43.07	2,372.03	0.00	0.00
01/04/2010	10/11/2011	400.00	0.00	ATVI	ACTIVISION	11.344	12.953	4,537.50	5,181.26	LT	0.00	643.76	4,537.50	0.00	0.00
04/09/2010	10/12/2011	150.00	0.00	IBM	BLIZZARD INC INTERNATIONAL MACHINES CORP	127.417	187.610	19,112.57	28,141.01	LT	0.00	9,028.44	19,112.57	0.00	0.00
03/04/2008	10/12/2011	100.00	0.00	IBM	INTERNATIONAL BUSINESS MACHINES CORP	113.651	187.610	11,365.12	18,760.68	LT	0.00	7,395.56	11,365.12	0.00	0.00
LT - TERM TOTAL		15,600.00						399,487.07	672,718.26	LT	0.00	273,231.19	399,487.07	0.00	0.00
SECTION TOTAL		22,500.00						564,920.95	885,685.98		47,513.82	273,231.19	564,920.95	0.00	0.00

CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig. Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
08/18/2009	02/14/2011	2,700.00	0.00	MMM	***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	11.688	0.182	490.84	490.64		0.00	0.00	490.64	0.00	0.00
09/18/2009	05/11/2011	2,700.00	0.00	MMM	***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	11.507	0.182	490.64	490.64		0.00	0.00	490.64	0.00	0.00
04/29/2011	05/11/2011	350.00	0.00	MMM	***NAVIOS MARITIME PARTNERS L P UNIT LTD PARTNERSHIP INT	21.446	0.182	63.60	63.60		0.00	0.00	63.60	0.00	0.00

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09/18/2009	08/11/2011	2,700.00	0.00	NMM	11,325	0.186	502.05	502.05	0.00	0.00	502.05	0.00	0.00
					***NAVIOS								
					MARITIME								
					PARTNERS L P								
					UNIT LTD								
					PARTNERSHIP								
					INT								
05/06/2011	08/11/2011	300.00	0.00	NMM	19,967	0.186	55.78	55.78	0.00	0.00	55.78	0.00	0.00
					***NAVIOS								
					MARITIME								
					PARTNERS L P								
					UNIT LTD								
					PARTNERSHIP								
					INT								
04/29/2011	08/11/2011	350.00	0.00	NMM	21,264	0.186	65.08	65.08	0.00	0.00	65.08	0.00	0.00
					***NAVIOS								
					MARITIME								
					PARTNERS L P								
					UNIT LTD								
					PARTNERSHIP								
					INT								
09/18/2009	11/11/2011	2,700.00	0.00	NMM	11,139	0.186	502.05	502.05	0.00	0.00	502.05	0.00	0.00
					***NAVIOS								
					MARITIME								
					PARTNERS L P								
					UNIT LTD								
					PARTNERSHIP								
					INT								
04/28/2011	11/11/2011	350.00	0.00	NMM	21,078	0.186	65.08	65.08	0.00	0.00	65.08	0.00	0.00
					***NAVIOS								
					MARITIME								
					PARTNERS L P								
					UNIT LTD								
					PARTNERSHIP								
					INT								
05/08/2011	11/11/2011	300.00	0.00	NMM	19,681	0.186	55.78	55.78	0.00	0.00	55.78	0.00	0.00
					***NAVIOS								
					MARITIME								
					PARTNERS L P								
					UNIT LTD								
					PARTNERSHIP								
					INT								
SECTION		12,450.00					2,290.70	2,290.70	0.00	0.00	2,290.70	0.00	0.00
TOTAL													

\*\*\* This report is intended to be an internal worksheet and should not be relied upon for accuracy, unless it confirms with the official records of the firm.

13-3398041

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print  File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions <b>THE VIOLA FUND</b> <b>C/O ALAN S. HONIG, CPA</b>	Enter filer's identifying number, see instructions Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>13-3398045</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1501 BROADWAY, NO. 1313</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10036</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

**ALAN S. HONIG, CPA**

- The books are in the care of **▶ 1501 BROADWAY SUITE 1313 - NEW YORK, NY 10036**  
Telephone No. **▶ (212) 764-1234** FAX No. **▶ (212) 764-1197**
- 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 it is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

7 State in detail why you need the extension  
**INFORMATION NEEDED TO COMPLETE THE TAX RETURN IS NOT YET AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	5,300.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	7,545.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

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

Signature  Title  Date