EXTENSION GRANTED TO 11/15/2012

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

2011

For calendar year 2011 or tax year beginning , and ending

5994

Name of foundation: THE SOKOLOFF FOUNDATION, INC.

A Employer identification number: 13-6155196

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

B Telephone number: 212-744-5337

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

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,726,646.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

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))

	Line		(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	131,645.		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	149,162.	149,162.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	166,862.			
	b	Gross sales price for all assets on line 6a 972,030.				
	7	Capital gain net income (from Part IV, line 2)		166,862.		
	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	3,625.	3,625.		STATEMENT 2
	12	**Total** Add lines 1 through 11	451,294.	319,649.		
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				
	b	Accounting fees STMT 3	6,702.	6,702.		6,702.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 4	11,062.	3,740.		3,740.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	1,673.	1,673.		1,673.
	24	**Total operating and administrative expenses** Add lines 13 through 23	19,437.	12,115.		12,115.
	25	Contributions, gifts, grants paid	207,918.			207,918.
	26	**Total expenses and disbursements** Add lines 24 and 25	227,355.	12,115.		220,033.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	223,939.			
	b	**Net investment income** (if negative, enter -0-)		307,534.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 29 2013

RECEIVED APR 22 2013 MEMPHIS, TENN IRS-MRC

GB 5

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	35,091.	26,625.	26,625.
2 Savings and temporary cash investments	92,075.	163,442.	163,442.
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 6	4,489,451.	4,724,705.	6,536,579.
c Investments - corporate bonds STMT 7	46,380.	0.	0.
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)	4,662,997.	4,914,772.	6,726,646.
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)	0.	27,836.	
23 **Total liabilities** (add lines 17 through 22)	0.	27,836.	
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 ▶ [X] 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	4,662,997.	4,886,936.	
30 **Total net assets or fund balances**	4,662,997.	4,886,936.	
31 **Total liabilities and net assets/fund balances**	4,662,997.	4,914,772.	

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	4,662,997.
2 Enter amount from Part I, line 27a	2	223,939.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,886,936.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,886,936.

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	2,000 GUARANTY FINL GRP - WORTHLESS	P	VARIOUS	12/31/11
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	26,148.		22,873.	3,275.
b	945,882.		758,684.	187,198.
c			23,611.	-23,611.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,275.
b				187,198.
c				-23,611.
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 } 2 166,862.

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	142,869.	6,059,452.	.023578
2009	264,032.	5,139,265.	.051375
2008	329,736.	5,956,559.	.055357
2007	318,969.	6,875,460.	.046392
2006	435,471.	6,420,108.	.067829

2	Total of line 1, column (d)	2	.244531
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	.048906
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,566,150.
5	Multiply line 4 by line 3	5	321,124.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,075.
7	Add lines 5 and 6	7	324,199.
8	Enter qualifying distributions from Part XII, line 4	8	220,033.

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	6,151.
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	6,151.
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	6,151.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,200.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,200.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	12,400.
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	6,249.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 6,249. **Refunded** ▶			11	0.

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)? *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*	1b		X
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			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 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 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? ☐ 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 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)* 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 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)? 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

123551
12-02-11

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.

123561
12-02-11

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	6,635,285.
b	Average of monthly cash balances	1b	30,857.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,666,142.
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	6,666,142.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	99,992.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,566,150.
6	**Minimum investment return** Enter 5% of line 5	6	328,308.

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	328,308.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 6,151.		
b	Income tax for 2011. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,151.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	322,157.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	322,157.
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	322,157.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	220,033.
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	220,033.
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	220,033.

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					322,157.
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					
c From 2008	17,854.				
d From 2009	9,180.				
e From 2010					
f Total of lines 3a through e		27,034.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 220,033.					
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					220,033.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		27,034.			27,034.
6 **Enter the net total of each column as indicated below.**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
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					75,090.
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		0.			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 1	N/A	PUBLIC CHARITY	GENERAL PURPOSES	207,918.
Total			▶ 3a	207,918.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	149,162.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,625.	
8 Gain or (loss) from sales of assets other than inventory			18	166,862.	
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.		319,649.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 319,649.

(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) is based on all information of which preparer has any knowledge

X [signature] — Signature of officer or trustee | X 4/17/13 — Date | X PRES — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN KLEIN	[signature]	9/24/12		P00638200

Firm's name ▶ MERSEL, KLEIN & COMPANY, LLP — Firm's EIN ▶ 13-3801331

Firm's address ▶ 450 SEVENTH AVENUE - SUITE 609 NEW YORK, NY 10123 — 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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 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

RECEIVED
APR 2 2 2013
MEMPHIS, TENN
501 IRS-MIRSC

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, 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).

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

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	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 52,752.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 60,545.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 18,348.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 13-6155196

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	700 SHS GENZYME CORP.	$ 52,752.	02/14/11
2	500 SHS GOODRICH CORP.	$ 60,545.	09/28/11
3	150 SHS GOODRICH CORP.	$ 18,348.	12/15/11
		$	
		$	
		$	

Name of organization: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 13-6155196

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY SMITH BARNEY - DIVIDENDS	140,175.	0.	140,175.
MORGAN STANLEY SMITH BARNEY - INTEREST	8,987.	0.	8,987.
TOTAL TO FM 990-PF, PART I, LN 4	149,162.	0.	149,162.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM INVESTMENTS	3,625.	3,625.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,625.	3,625.	

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	6,702.	6,702.		6,702.
TO FORM 990-PF, PG 1, LN 16B	6,702.	6,702.		6,702.

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	3,740.	3,740.		3,740.
SECTION 4940 TAX ON INVESTMENT INCOME	7,322.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,062.	3,740.		3,740.

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	750.	750.		750.
BOOKKEEPING	300.	300.		300.
FILING FEES	250.	250.		250.
BANK CHARGES	223.	223.		223.
INVESTMENT ADVIS/CUSTDL FEES	150.	150.		150.
TO FORM 990-PF, PG 1, LN 23	1,673.	1,673.		1,673.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE SCHEDULE 2	4,724,705.	6,536,579.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,724,705.	6,536,579.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE SCHEDULE 2	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

Details of Short Term Gain (Loss) 2011

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
For additional information regarding this section see enclosed brochure

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000040	500	EQT CORPORATION INC	01/04/11	06/09/11	$ 26,147 57	$ 22,872 56	$ 3,275 01	$ 0 00
		VERSUS PURCHASE(S)				**$ 22,872 56**	**$ 3,275 01**	$ 0 00
Total SHORT TERM						$ 22,872 56	$ 3,275 01	$ 0 00
					$ 26,147 57	**$ 22,872 56**	**$ 3,275 01**	$ 0 00

SCHEDULE D-1.1

2011 Year End Summary

THE SOKOLOFF FOUNDATION

2011 YEAR END SUMMARY

Details of Long Term Gain (Loss) 2011

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 For additional information regarding this section see enclosed brochure

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	500	ANADARKO PETROLEUM CORP	02/25/97	03/23/11	$ 40,600 34	$ 13,519 41 d	$ 27,080 93	$ 0 00
						$ 13,519 41	$ 27,080 93	$ 0 00
125000020	270	ANADARKO PETROLEUM CORP	02/25/97	11/30/11	21,593 38	7,300 48 d	14,292 90	0 00
						7,300 48	14,292 90	0 00
	30		06/27/97		2,399 26	831 14 d	1,568 12	0 00
						831 14	1,568 12	0 00
125000030	25,000	CATERPILLAR FINANCIAL BOOK/ENTRY DTD 02/26/2009 DUE 02/15/2011 RATE 4 500	02/23/09	02/15/11	25,000 00	25,000 00	0 00	0 00
						25,000 00	0 00	0 00
125000050	600	EQT CORPORATION INC	06/18/10	07/19/11	35,748 60	24,955 80	10,792 80	0 00
						24,955 80	10,792 80	0 00
125000060	1,000	EL PASO CORP	05/18/94	10/17/11	24,180 29	16,311 08 d	7,869 21	0 00
						16,311 08	7,869 21	0 00
	400		02/27/95		9,672 12	6,079 52 d	3,592 60	0 00
						6,079 52	3,592 60	0 00
125000070	1,100	EL PASO CORP	02/27/95	10/21/11	26,985 23	16,718 68 d	10,266 55	0 00
						16,718 68	10,266 55	0 00
125000080	500	EL PASO CORP	02/27/95	10/26/11	12,522 48	7,599 40 d	4,923 08	0 00
						7,599 40	4,923 08	0 00
	500		03/02/04		12,522 48	3,893 60	8,628 88	0 00
						3,893 60	8,628 88	0 00
125000090	500	EL PASO CORP	03/02/04	11/04/11	12,275 25	3,893 60	8,381 65	0 00
						3,893 60	8,381 65	0 00
	500		07/06/04		12,275 24	4,018 69	8,256 55	0 00
						4,018 69	8,256 55	0 00
125000100	700	EL PASO CORP	07/06/04	11/08/11	17,246 09	5,626 17	11,619 92	0 00
						5,626 17	11,619 92	0 00
	300		04/13/05		7,391 18	3,165 12	4,226 06	0 00
						3,165 12	4,226 06	0 00
125000110	300	EL PASO CORP	04/13/05	11/10/11	7,295 56	3,165 13	4,130 43	0 00
						3,165 13	4,130 43	0 00

SCHEDULE D-1.1

Financial Management Account

December 1 - December 31, 2011

THE SOKOLOFF FOUNDATION

Gain/loss summary

Gain/loss summary		This period	This year
Original Realized gain or (loss)		$ 71,308 59	$ 288,426 14 LT $ 3,275 01 ST
Adjusted Realized gain or (loss)		71,308 59	288,426 14 LT 3,275 01 ST
Ordinary income (realized)		0 00	3,625 00
Capital gain or (loss) (realized)		71,308 59	288,076 15
Unrealized gain or (loss) to date	1,811,874 26		

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 12/31/11, 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)
163,441 58	MORGAN STANLEY AA MONEY TRUST	$ 163,441 58		01%	$ 16 34
Total money fund		$ 163,441 58	$ 0 00		$ 16.34

SCHEDULE 2 - INVESTMENTS

Financial Management Account

December 1 - December 31, 2011

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. LLC (Morgan Stanley) and Standard & Poor's equity 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 applicable research report for each company 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's equity research ratings are (1) (Buy), (2) (Neutral) and (3) (Sell) For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the end of this statement for a summary guide describing CIRA, Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney 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	31 64	11 80
Industrials	6 12	8 70
Consumer staples	11 74	13 70
Financials	2 29	15 20
Utilities	6 70	3 70

Sector	% of assets	Citi Sector weight
Materials	14 96	3 50
Consumer discretionary	5 01	9 90
Health Care	16 77	9 90
Information technology	4 79	19 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)
880	ANADARKO PETROLEUM CORP	APC	06/27/97	$ 24,379 97	$ 27 704	$ 76 33	$ 67,170 40	$ 42,790 43#	LT	175 51		
910	Rating: Citigroup 1		11/26/99	14,051 42	15 441	76 33	69,460 30	55,408 88#	LT	394 33		
910	S&P 1		02/16/00	11,180 37	12 286	76 33	69,460 30	58,279 93#	LT	521 27		
1,000			08/28/03	21,985 00	21 715	76 33	76,330 00	54,345 00	LT	247 19		
3,700				**71,596 78**	**19 35**		**282,421 00**	**210,824 24**		294 46	471	1,332 00
279	CONOCOPHILLIPS	COP	01/24/01	7,975 08	28 375	72 87	20,330 73	12,355 65	LT	154 93		
1,000	Rating. Citigroup : 2H		02/28/01	26,958 56	26 66	72 87	72,870 00	45,911 44	LT	170 30		
721	Morgan Stanley 3		12/28/01	18,007 25	24 981	72 87	52,539 27	34,532 02	LT	191 77		
2,000	S&P . 1			**52,940 89**	**26 47**		**145,740 00**	**92,799 11**		175 29	3 622	5,280 00
600	EQT CORPORATION INC	EQT	07/01/10	21,369 83	35 00	54 79	32,874 00	11,504 17	LT	53 83		
800	Rating. Citigroup 2		07/16/10	29,206 44	36 008	54 79	43,832 00	14,625 56	LT	50 08		
600	S&P 1		12/27/10	27,242 07	44 768	54.79	32,874 00	5,631 93	LT	20 67		

SCHEDULE 2 - INVESTMENTS

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)
500	EQT CORPORATION INC	EQT	12/30/11	$ 27,835 66	$ 54 897	$ 54 79	$ 27,395 00	($ 440 66)	ST	(1 58)		
2,500				105,654 00	42 262		136,975 00	31,321 00		29 64	1 606	2,200 00
200	EL PASO CORP	EP	12/23/08	1,443 28	7 048	26 57	5,314 00	3,870 72	LT	268 19		
1,000	Rating: Citigroup 1		03/12/10	11,577 44	11 377	26 57	26,570 00	14,992 56	LT	129 50		
2,000	Morgan Stanley 1		04/07/10	23,182 32	11 408	26 57	53,140 00	29,957 68	LT	129 23		
3,200	S&P 2			36,203 04	11 313		85,024 00	48,820 96		134 85	15	128 00
500	MARATHON OIL CORP	MRO	06/17/08	15,942 75	31 885	29 27	14,635 00	(1,307 75)	LT	(8 20)		
500	Rating: Citigroup . 1		07/22/08	13,167 33	26 334	29 27	14,635 00	1,467 67	LT	11 15		
500	Morgan Stanley 2		10/22/08	6,782 59	13 565	29 27	14,635 00	7,852 41	LT	115 77		
500	S&P 1		03/16/11	14,818 80	29 637	29 27	14,635 00	(183 80)	ST	(1 24)		
2,000				50,711 47	25 356		58,540 00	7,828.53		15 44	2 049	1,200 00
250	MARATHON PETROLEUM CORP	MPC	06/17/08	10,784 41	43 137	33 29	8,322 50	(2,461 91)	LT	(22 83)		
250	Rating. Citigroup · 1H		07/22/08	8,906 99	35 627	33 29	8,322 50	(584 49)	LT	(6 56)		
250			10/22/08	4,588 06	18 352	33 29	8,322 50	3,734 44	LT	81 39		
250			03/16/11	10,024 12	40 096	33 29	8,322 50	(1,701 62)	ST	(16 98)		
600			08/16/11	23,673 26	38 835	33 29	19,974 00	(3,699 26)	ST	(15 63)		
1,600				57,976 84	36 236		53,264 00	(4,712.84)		(8 13)	3 003	1,600 00
1,000	PEABODY ENERGY CORP	BTU	05/05/05	21,586 24	21 826	33 11	33,110 00	11,523 76	LT	53 38		
300	Rating: Citigroup 1		09/14/05	10,479 92	35 173	33 11	9,933 00	(546 92)	LT	(5 22)		
300	Morgan Stanley · 1		11/06/08	8,453 04	27 783	33 11	9,933 00	1,479 96	LT	17 51		
400	S&P · 1		03/02/09	8,342 32	20 50	33 11	13,244 00	4,901 68	LT	58 76		
1,000			04/16/09	25,660.19	25 358	33 11	33,110 00	7,449 81	LT	29 03		
3,000				74,521 71	24 841		99,330 00	24,808 29		33 29	1 026	1,020 00
484 9334	PLAINS EXPLORATION& PRODUCTION	PXP	12/17/97	12,445 76	25 666	36 72	17,806 75	5,360 99#	LT	43 07		
593 4667	COMPANY		08/05/98	8,716 05	14 687	36 72	21,792 10	13,076 05#	LT	150 02		
593 4667	Rating: S&P 1		08/27/98	6,758 24	11 388	36 72	21,792 10	15,033 86#	LT	222 45		
1,186 9333			12/29/98	12,724 70	10 721	36 72	43,584 19	30,859 49#	LT	242 52		
1,186 9333			07/21/00	20,033 56	16 879	36 72	43,584 19	23,550 63	LT	117 56		
1,186 9333			11/21/00	25,541 07	21 519	36 72	43,584 19	18,043 12	LT	70 64		
1,186 9333			10/27/05	49,801 31	41 96	36 72	43,584 19	(6,217 12)	LT	(12 48)		
1,186 9333			05/16/06	47,598 43	40 104	36 72	43,584 19	(4,014.24)	LT	(8 43)		
93 4667			02/22/07	3,945 84	42 218	36 72	3,432 10	(513 74)	LT	(13 02)		
7,700				187,564.96	24 359		282,744 00	95,179 04		50 74		
2,100	QEP RESOURCES INC	QEP	09/03/97	14,200 01	6 761	29 30	61,530 00	47,329 99#	LT	333 31		
400			09/03/97	2,692 37	6 73	29 30	11,720 00	9,027 63#	LT	335 30		

SCHEDULE 2 - INVESTMENTS

Financial Management Account

December 1 - December 31, 2011

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)
2,000	QEP RESOURCES INC	QEP	02/02/01	$ 18,099 71	$ 9 049	$ 29 30	$ 58,600 00	$ 40,500 29	LT	223 76		
2,000			06/20/01	17,627 36	8 813	29 30	58,600 00	40,972 64	LT	232 44		
1,000			07/27/10	30,375 08	29 931	29 30	29,300 00	(1,075 08)	LT	(3 54)		
7,500				82,994.53	11 066		219,750 00	136,755 47		164 78	273	600.00
300	SCHLUMBERGER LTD	SLB	06/22/98	9,105 57	30 35	68 31	20,493 00	11,387 43#	LT	125 06		
600	Rating: Citigroup 1		05/24/99	15,837 84	26 395	68 31	40,986 00	25,148 16#	LT	158 79		
400	Morgan Stanley 1		06/08/99	10,977 57	27 445	68 31	27,324 00	16,346 43#	LT	148 91		
1,000	S&P 1		02/13/01	32,585 89	32 25	68 31	68,310 00	35,724 11	LT	109 63		
1,000			02/23/01	30,326 90	30 025	68 31	68,310 00	37,983 10	LT	125 25		
3,300				98,833 77	29 95		225,423 00	126,589 23		128 08	1 463	3,300 00
780	SPECTRA ENERGY CORP	SE	03/03/98	14,800 32	18 974	30 75	23,985 00	9,184 68#	LT	62 06		
780	Rating Citigroup 2		04/09/98	15,194 84	19 48	30 75	23,985 00	8,790 16#	LT	57 85		
1,000	Morgan Stanley 2		04/22/99	23,178 29	23 178	30 75	30,750 00	7,571 71#	LT	32 67		
940	S&P 1		07/29/99	21,048 37	22 391	30 75	28,905 00	7,856 63#	LT	37 33		
1,000			01/12/07	26,431 10	26 10	30 75	30,750 00	4,318 90	LT	16 34		
500			02/15/07	13,142 61	25 90	30 75	15,375 00	2,232 39	LT	16 99		
5,000				113,795 53	22 759		153,750 00	39,954 47		35 11	3 642	5,600 00
500	TOTAL S A SPONS ADR	TOT	06/15/10	24,974 41	49 174	51 11	25,555 00	580 59	LT	2 32		
500	Rating: S&P 1		11/26/10	25,471 84	50 158	51 11	25,555 00	83 16	LT	33		
500			07/05/11	29,002 14	57 208	51.11	25,555 00	(3,447 14)	ST	(11 89)		
500			11/07/11	25,926 67	51 117	51 11	25,555 00	(371 67)	ST	(1 43)		
2,000				105,375.06	52 688		102,220 00	(3,155 06)		(2 99)	5 272	5,390 00
1,000	WILLIAMS COS INC	WMB	10/26/11	30,357 83	29 947	33 02	33,020 00	2,662 17	ST	8 77		
1,000			11/04/11	31,678 07	31 256	33 02	33,020 00	1,341 93	ST	4 24		
1,000			12/15/11	30,798 67	30 418	33 02	33,020 00	2,221 33	ST	7 21		
800			12/23/11	26,433 21	32 575	33 02	26,416 00	(17 21)	ST	(07)		
3,800				119,267 78	31 386		125,476 00	6,208 22		5 21	3 028	3,800 00
Subtotal for energy				$ 1,157,436 34			$ 1,970,657 00	$ 813,220 66			1 59	$ 31,450 00

SCHEDULE 2 - INVESTMENTS

Ref 00023783 00184757

MorganStanley
SmithBarney

Financial Management Account

December 1 - December 31, 2011

THE SOKOLOFF FOUNDATION

Materials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
800	LYONDELLBASELL INDU CL A	LYB	11/08/11	$ 28,305 17	$ 34 892	$ 32 49	$ 25,992 00	($ 2,313 17)	ST	(8 17)		
800	Rating: Citigroup 1		11/10/11	27,746 19	34.20	32 49	25,992 00	(1,754 19)	ST	(6 32)		
800	Morgan Stanley 1		11/14/11	28,810 75	35 518	32 49	25,992 00	(2,818 75)	ST	(9 78)		
800			11/18/11	28,020 85	34 54	32 49	25,992 00	(2,028 85)	ST	(7 24)		
3,200				112,882 98	35 276		103,968 00	(8,914 96)		(7 90)	3 077	3,200.00
500	E I DU PONT DE NEMOURS & CO	DD	12/10/07	24,108 46	47 69	45 78	22,890 00	(1,218 46)	LT	(5 05)		
500	Rating: Citigroup · 2		01/17/08	21,768 48	43 00	45 78	22,890 00	1,121 52	LT	5 15		
500	Morgan Stanley 2		03/04/08	23,621 39	46 679	45 78	22,890 00	(731 39)	LT	(3 10)		
500	S&P 1		03/12/08	23,581.11	46 599	45 78	22,890 00	(691 11)	LT	(2 93)		
500			10/02/08	19,651.27	38 80	45 78	22,890 00	3,238 73	LT	16 48		
500			02/10/09	12,066 92	23 768	45 78	22,890 00	10,823 08	LT	89 69		
500			08/20/09	16,180 12	31 918	45 78	22,890 00	6,709 88	LT	41 47		
500			08/31/09	16,094 46	31 748	45 78	22,890 00	6,795 54	LT	42 22		
4,000				157,072 21	39 268		183,120 00	26,047 79		16 58	3 582	6,560 00
500	MONSANTO CO NEW	MON	04/06/10	35,351 73	69 874	70 07	35,035 00	(316 73)	LT	(90)		
500	Rating: Citigroup . 1		06/21/10	25,311 67	49 899	70 07	35,035 00	9,723 33	LT	38 41		
500	Morgan Stanley . 1		08/26/10	28,367 16	55 95	70 07	35,035 00	6,667 84	LT	23 51		
500	S&P 2		09/17/10	28,442 43	56 099	70 07	35,035 00	6,592 57	LT	23 18		
400			03/09/11	28,177 83	69 468	70 07	28,028 00	(149 83)	ST	(53)		
400			04/06/11	28,048 59	69 227	70 07	28,028 00	(20 59)	ST	(07)		
400			12/12/11	28,003 88	69 038	70 07	28,028 00	24 12	ST	09		
3,200				201,703 29	63 032		224,224 00	22,520 71		11 17	1 712	3,840 00
300	POTASH CORP SASK INC-	POT	03/22/06	2,894 83	9 574	41 28	12,384 00	9,489 17	LT	327 80		
2,700	Rating. Citigroup 1		03/28/06	24,991 48	9 174	41 28	111,456 00	86,464 52	LT	345 98		
1,800	Morgan Stanley 1		05/18/06	18,807 60	10 372	41.28	74,304 00	55,496 40	LT	295 07		
900	S&P 1		07/06/10	25,739 07	28 159	41 28	37,152 00	11,412 93	LT	44 34		
5,700				72,432 98	12 708		235,296 00	162,863 02		224 85	678	1,596 00
500	VULCAN MATERIALS CO	VMC	08/27/02	19,985 26	39 50	39 35	19,675 00	(310 26)	LT	(1 55)		
500	Rating· Citigroup 3		02/25/03	16,382 81	32 322	39 35	19,675 00	3,292 19	LT	20 10		
500	S&P 2		02/26/03	16,321 26	32 20	39 35	19,675 00	3,353 74	LT	20 55		
500			03/10/04	23,510 67	46 46	39 35	19,675 00	(3,835 67)	LT	(16 31)		
500			08/13/04	23,254 78	45 91	39 35	19,675 00	(3,579 78)	LT	(15 39)		
500			10/20/04	23,923 55	47 28	39 35	19,675 00	(4,248 55)	LT	(17 76)		
500			05/13/09	21,769 48	43 00	39 35	19,675 00	(2,094 48)	LT	(9 62)		
500			01/27/10	23,457 59	46 176	39 35	19,675 00	(3,782 59)	LT	(16 13)		

SCHEDULE 2 - INVESTMENTS

Financial Management Account

December 1 - December 31, 2011

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 Income (annualized)
700	VULCAN MATERIALS CO	VMC	08/31/11	$ 24,927 71	$ 35 10	$ 39 35	$ 27,545 00	$ 2,617 29	ST	10 50		
4,700				193,533 11	41.177		184,945 00	(8,588 11)		(4 44)	101	188 00
Subtotal for materials				$ 737,624 55			$ 931,553 00	$ 193,928 45			1 65	$ 15,384 00

Industrials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
187 5	GRANITE CONSTRUCTION INC	GVA	01/07/94	$ 1,396 15	$ 7 446	$ 23 72	$ 4,447 50	$ 3,051 35#	LT	218 55		
2,362 5	Rating: Morgan Stanley . 3		01/11/94	15,927 85	6 74	23 72	56,038 50	40,110 65#	LT	251 83		
2,700	S&P*Quantitative 3		03/02/94	18,302 85	6 78	23 72	64,044 00	45,741 15#	LT	249 91		
3,375			04/13/95	18,913 49	5 606	23 72	80,055 00	61,141 51#	LT	323 27		
25			02/28/96	213 92	8 56	23 72	593 00	379 08#	LT	177 21		
1,350			03/12/96	11,252 85	8 333	23 72	32,022 00	20,769 15#	LT	184 57		
10,000				66,007 11	6 601		237,200 00	171,192 89		259 36	2 192	5,200 00
1,500	HEXCEL CORP NEW	HXL	12/23/09	20,336 07	13 363	24 21	36,315 00	15,978 93	LT	78 57		
1,000	Rating: S&P*Quantitative 3		03/03/10	12,403 37	12 19	24 21	24,210 00	11,806 63	LT	95 19		
1,200			04/27/11	25,403 92	20 867	24 21	29,052 00	3,648 08	ST	14 36		
3,700				58,143 36	15 714		89,577 00	31,433.64		54 06		
1,500	MUELLER WATER PRODUCTS INC	MWA	12/22/06	22,664 36	15 109	2 44	3,660 00	(19,004 36)	LT	(83 85)		
1,000			12/29/06	15,009 39	15 009	2 44	2,440 00	(12,569 39)	LT	(83 74)		
500			01/05/07	7,488 32	14 976	2 44	1,220 00	(6,268 32)	LT	(83 71)		
500			02/16/07	7,794 41	15 588	2 44	1,220 00	(6,574 41)	LT	(84 35)		
500			02/20/07	8,027 51	16 055	2 44	1,220 00	(6,807 51)	LT	(84 80)		
1,000			09/10/07	11,058 62	11 058	2 44	2,440 00	(8,618 62)	LT	(77 94)		
1,000			08/27/08	10,194 80	10 194	2 44	2,440 00	(7,754 80)	LT	(76 07)		
2,000			05/07/09	8,730 26	4 248	2 44	4,880 00	(3,850 26)	LT	(44 10)		
2,000			12/20/10	8,444 99	4 128	2 44	4,880 00	(3,564 99)	LT	(42 21)		
10,000				99,412 66	9 941		24,400 00	(75,012 66)		(75 46)	2 868	700 00
1,000	TRC COMPANIES INC	TRR	11/29/02	11,349 40	11 143	6 01	6,010 00	(5,339 40)	LT	(47 05)		
1,000			05/28/03	12,199 99	11 97	6 01	6,010 00	(6,189 99)	LT	(50 74)		
1,000			12/09/04	18,218 37	17 93	6 01	6,010 00	(12,208 37)	LT	(67 01)		
900			05/03/11	4,688 25	5 101	6 01	5,409 00	720 75	ST	15 37		
600			05/03/11	3,120 88	5 10	6 01	3,606 00	485 12	ST	15 54		
300			05/03/11	1,628 05	5 093	6 01	1,803 00	174 95	ST	10 75		

SCHEDULE 2 - INVESTMENTS

Financial Management Account

December 1 - December 31, 2011

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)
200	TRC COMPANIES INC	TRR	05/03/11	$ 1,118 00	$ 5 09	$ 6 01	$ 1,202 00	$ 84 00	ST	7 51		
5,000				52,322 94	10 465		30,050 00	(22,272 94)		(42 57)		
Subtotal for industrials				$ 275,886 07			$ 381,227 00	$ 105,340 93			1 54	
												$ 5,900 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)
1,500	COMCAST CORP CL A - SPL	CMCSK	02/25/11	$ 36,192 29	$ 23 848	$ 23 56	$ 35,340 00	($ 852 29)	ST	(2 35)		
1,000			06/23/11	22,888 80	22 526	23 56	23,560 00	671 20	ST	2 93		
2,500				59,081 09	23 632		58,900 00	(181 09)		(31)	1 91	1,125 00
400	DIRECTV CL A	DTV	07/17/96	1,207 32	3 018	42 76	17,104 00	15,896 68#	LT	1,316 69		
1,800	Rating: Citigroup 2		11/25/96	5,559 22	3 088	42 76	76,968 00	71,408 78#	LT	1,284 51		
2,200				6,766 54	3 076		94,072 00	87,305 46		1,290 25		
500	LIBERTY MEDIA HLDG CORP	LINTA	07/17/96	2,108 28	4 216	16 215	8,107 50	5,999 22#	LT	284 56		
2,250	INTERACTIVE SER A		11/25/96	9,707 72	4 314	16 215	36,483 75	26,776 03#	LT	275 82		
2,750	Rating: Citigroup 1 Morgan Stanley 2 S&P · 2			11,816 00	4 297		44,591 25	32,775 25		277 38		
1,000	LOWES COMPANIES INC	LOW	09/07/06	27,448 21	27 11	25 38	25,380 00	(2,068 21)	LT	(7 53)		
500	Rating: Citigroup 2 S&P · 2		09/19/06	14,454 22	28 53	25 38	12,690 00	(1,764 22)	LT	(12 21)		
500			10/20/06	15,286 93	30 15	25 38	12,690 00	(2,596 93)	LT	(16 99)		
1,000			10/30/06	30,668 05	30 31	25 38	25,380 00	(5,288 05)	LT	(17 24)		
500			12/13/07	11,704 66	23 05	25 38	12,690 00	985 34	LT	8 42		
1,000			09/15/10	21,823 91	21 448	25 38	25,380 00	3,556 09	LT	16 29		
4,500				121,385 98	26 975		114,210 00	(7,175.98)		(5 91)	2 206	2,520 00
Subtotal for consumer discretionary				$ 199,049 61			$ 311,773 25	$ 112,723 64			1 16	
												$ 3,645 00

SCHEDULE 2 - INVESTMENTS

THE SOKOLOFF FOUNDATION

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	$ 26 40	$ 13,200 00	($ 881 01)	LT	(6 26)		
1,000	Rating· Citigroup 1		12/29/05	20,539 91	20 25	26 40	26,400 00	5,860 09	LT	28 53		
500	Morgan Stanley 2		06/22/07	13,001 34	25 62	26 40	13,200 00	198 66	LT	1 53		
1,000	S&P 1		10/16/09	21,815 87	21 538	26 40	26,400 00	4,584 13	LT	21 01		
1,000			11/30/09	22,542 60	22 237	26 40	26,400 00	3,857 40	LT	17 11		
4,000				91,980 73	22 995		105,600 00	13,619 27		14 81	3 636	3,840 00
300	GENERAL MILLS INC	GIS	02/28/95	3,748 37	12 495	40 41	12,123 00	8,374 63#	LT	223 42		
2,000	Rating· Citigroup · 1		04/18/95	24,833 05	12 415	40 41	80,820 00	55,986 95#	LT	225 45		
2,000	Morgan Stanley 1		06/16/04	46,825 90	23 20	40 41	80,820 00	33,994 10	LT	72 60		
1,000	S&P 1		04/17/09	25,251 83	24 958	40 41	40,410 00	15,158 17	LT	60 03		
700			08/01/11	26,333 41	37 096	40 41	28,287 00	1,953 59	ST	7 42		
500			08/02/11	18,636 00	36 54	40 41	20,205 00	1,569 00	ST	8 42		
6,500				145,628 56	22 404		262,865 00	117,036 44		80 37	3 019	7,930 00
1,000	H J HEINZ CO	HNZ	03/15/96	31,277 88	31 277	54 04	54,040 00	22,762 12#	LT	72 77		
1,000	Rating: Citigroup 1		12/30/05	34,062 09	33 69	54 04	54,040 00	19,977 91	LT	58 65		
500	Morgan Stanley 1		12/09/08	18,179 75	35 848	54 04	27,020 00	8,840 25	LT	48 63		
500	S&P 1		07/22/09	19,077 50	37 697	54 04	27,020 00	7,942 50	LT	41 63		
500			09/21/09	20,145 97	39 778	54 04	27,020 00	6,874 03	LT	34 12		
3,500				122,743 19	35 069		189,140 00	66,396 81		54 09	3 552	6,720 00
500	WHOLE FOODS MKT INC	WFM	05/07/07	22,931 62	45 31	69 58	34,790 00	11,858 38	LT	51 71		
500	Rating Citigroup 2		05/10/07	20,339 11	40 20	69 58	34,790 00	14,450 89	LT	71 05		
500	Morgan Stanley 2		09/05/07	21,924 36	43 35	69 58	34,790 00	12,865 64	LT	58 68		
500	S&P 1		02/15/08	19,857 12	39 208	69 58	34,790 00	14,932 88	LT	75 20		
500			06/24/08	12,984 19	25 586	69 58	34,790 00	21,805 81	LT	167 94		
2,500				98,036 40	39 215		173,950 00	75,913 60		77 43	804	1,400 00
Subtotal for consumer staples				$ 458,388 88			$ 731,355 00	$ 272,966 12			2 71	$ 19,890 00

SCHEDULE 2 - INVESTMENTS

Financial Management Account

December 1 - December 31, 2011

THE SOKOLOFF FOUNDATION

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)
1,000	WARNER CHILCOTT PLC ORD	WCRX	05/20/11	$ 25,430 96	$ 25 068	$ 15 13	$ 15,130 00	($ 10,300 96)	ST	(40 51)		
1,500	CL A		10/11/11	24,604 99	16 148	15 13	22,695 00	(1,909 99)	ST	(7 76)		
2,500	Rating: Citigroup 1			50,035 95	20 014		37,825 00	(12,210 95)		(24 40)		
	Morgan Stanley 1											
	S&P 1											
500	COVANCE INC	CVD	07/30/99	9,979 72	19 96	45 72	22,860 00	12,880 28#	LT	129 06		
1,000	Rating: Citigroup 1		09/08/99	10,928 16	10 93	45 72	45,720 00	34,791 84#	LT	318 37		
500	Morgan Stanley 2		04/30/03	9,019 92	17 706	45 72	22,860 00	13,840 08	LT	153 44		
2,000	S&P 1			29,927 80	14 964		91,440 00	61,512 20		205 54		
980	JOHNSON & JOHNSON	JNJ	10/16/95	11,238 76	11 468	65 58	64,268 40	53,029 64#	LT	471 85		
628	Rating. Citigroup . 1		06/14/00	15,476 06	24 643	65 58	41,184 24	25,708 18	LT	166 12		
392	Morgan Stanley 2		06/14/00	9,652 61	24 624	65 58	25,707 36	16,054 75	LT	166 33		
1,000	S&P 1		10/29/03	49,767 07	49 33	65 58	65,580 00	15,812 93	LT	31 77		
500			11/25/03	25,625 45	50 66	65 58	32,790 00	7,164 55	LT	27 96		
3,500				111,759 95	31 931		229,530.00	117,770 05		105 38	3 476	7,980 00
486 75	LIFE TECHNOLOGIES CORP	LIFE	08/26/05	23,482 32	48 286	38 91	18,939 44	(4,542 88)	LT	(19 35)		
398 25	Rating: Citigroup 2		09/02/05	19,589 04	49 232	38 91	15,495 91	(4,093 13)	LT	(20 90)		
442 5	Morgan Stanley · 1		09/20/05	23,427 06	52 99	38 91	17,217 68	(6,209 38)	LT	(26 51)		
442 5	S&P 1		12/08/05	27,685 01	62 621	38 91	17,217 68	(10,467 33)	LT	(37 81)		
1,770				94,183 43	53 211		68,870 71	(25,312 72)		(26 88)		
500	ELI LILLY & CO	LLY	03/30/09	16,669 39	32 888	41 56	20,780 00	4,110 61	LT	24 66		
500	Rating Citigroup 2		04/24/09	16,750.12	33 048	41 56	20,780 00	4,029 88	LT	24 06		
500	Morgan Stanley 3		06/08/09	17,164 10	33 868	41 56	20,780 00	3,615 90	LT	21 07		
500	S&P 2		06/16/09	16,730 18	33 008	41 56	20,780 00	4,049 82	LT	24 21		
500			09/30/09	16,719 06	33 02	41 56	20,780 00	4,060 94	LT	24 29		
500			10/28/09	17,228 31	34 03	41 56	20,780 00	3,551 69	LT	20 62		
3,000				101,261 16	33 754		124,680 00	23,418 84		23 13	4 716	5,880 00
600	MERCK & CO INC NEW	MRK	11/10/09	20,439 66	33 637	37 70	22,620 00	2,180 34	LT	10 67		
500	Rating: Citigroup 2		02/04/10	18,758 60	36 90	37 70	18,850 00	91 40	LT	49		
700	Morgan Stanley 2		07/08/11	25,662 16	36 138	37 70	26,390 00	727 84	ST	2 84		
1,800	S&P · 1			64,860 42	36 034		67,860 00	2,999 58		4 62	4 456	3,024 00
1,000	MYLAN INC	MYL	12/30/08	9,803 65	9 638	21 46	21,460 00	11,656 35	LT	118 90		
600	Rating: Citigroup 1		05/21/10	11,890 24	19 50	21 46	12,876 00	985 76	LT	8 29		
1,400	Morgan Stanley 1		09/10/10	25,338 07	17 819	21 46	30,044 00	4,705 93	LT	18 57		
1,200	S&P 1		10/19/10	22,893 94	18 775	21 46	25,752 00	2,858 06	LT	12 48		

SCHEDULE 2 - INVESTMENTS

Ref 00023783 00184762

MorganStanley SmithBarney

Financial Management Account

December 1 - December 31, 2011

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)
1,000	MYLAN INC	MYL	04/28/11	$ 25,501 90	$ 25 138	$ 21 46	$ 21,460 00	($ 4,041 90)	ST	(15 85)		
5,200				95,427 80	18 352		111,592 00	16,164 20		16 94		
700	PFIZER INC	PFE	12/30/99	16,940 43	24 20	21 64	15,148 00	(1,792 43)#	LT	(10 58)		
300	Rating. Citigroup 2		09/20/04	9,446 17	31 04	21 64	6,492 00	(2,954 17)	LT	(31 27)		
1,000	Morgan Stanley 1 S&P 1		03/20/06	26,782 56	26 449	21 64	21,640 00	(5,142 56)	LT	(19 20)		
1,000			05/11/06	25,544 90	25 22	21 64	21,640 00	(3,904 90)	LT	(15 29)		
1,000			06/05/06	24,324 67	24 008	21 64	21,640 00	(2,684 67)	LT	(11 04)		
4,000				103,038 73	25 76		86,560 00	(16,478 73)		(15 99)	4 066	3,520 00
879	TEVA PHARMACEUTICAL INDS	TEVA	01/25/02	17,052 18	19.405	40 36	35,476 44	18,424 26	LT	108 05		
321	LTD ADR		03/24/06	13,650 03	41 95	40 36	12,955 56	(694 47)	LT	(5 09)		
800	Rating: Citigroup 1 Morgan Stanley · 2		04/28/06	32,762 62	40 51	40 36	32,288 00	(474 62)	LT	(1 45)		
600	S&P 2		05/10/06	24,243 89	40 043	40 36	24,216 00	(27 89)	LT	(12)		
400			05/10/06	16,182 39	40 08	40 36	16,144 00	(38 39)	LT	(24)		
500			07/06/06	16,420 59	32 43	40 36	20,180 00	3,759 41	LT	22 89		
500			09/19/06	17,582 62	34 70	40 36	20,180 00	2,597 38	LT	14 77		
500			11/09/06	16,058 90	31 68	40 36	20,180 00	4,121 10	LT	25 66		
500			12/19/06	15,957 99	31 48	40 36	20,180 00	4,222 01	LT	26 46		
600			08/04/11	25,079 30	41 20	40 36	24,216 00	(863 30)	ST	(3 44)		
5,600				194,990 51	34 82		226,016 00	31,025 49		15 91	1 944	4,396 00
Subtotal for health care				$ 845,485.75			$ 1,044,373 71	$ 198,887 96			2 37	
												$ 24,800 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)
1,000	AMERICAN EXPRESS CO	AXP	10/14/10	$ 39,701 85	$ 39 26	$ 47 17	$ 47,170 00	$ 7,468 15	LT	18 81		
500	Rating: Citigroup 1		01/11/11	22,891 58	45 057	47 17	23,585 00	693 42	ST	3 03		
500	Morgan Stanley 2 S&P 1		01/25/11	22,725 00	44 738	47.17	23,585 00	860 00	ST	3 78		
2,000				85,318 43	42 659		94,340 00	9,021 57		10 57	1.526	1,440 00
358 5232	FORESTAR GROUP INC	FOR	05/16/05	8,608 91	24 021	15 13	5,424 46	(3,184 45)	LT	(36 99)		
141 2768			07/12/06	4,447 54	31 493	15 13	2,137 52	(2,310 02)	LT	(51 94)		
333 2			10/18/06	9,820 57	29 485	15.13	5,041 32	(4,779 25)	LT	(48 67)		
367			03/04/08	9,053 03	24 27	15 13	5,552 71	(3,500 32)	LT	(38 66)		
800			07/22/08	15,262 27	18 79	15 13	12,104 00	(3,158 27)	LT	(20 69)		

SCHEDULE 2 - INVESTMENTS

Ref 00023783 00184763

MorganStanley
SmithBarney

Financial Management Account

December 1 - December 31, 2011

THE SOKOLOFF FOUNDATION

Financials *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,200	FORESTAR GROUP INC	FOR	12/15/10	$ 22,284 16	$ 18 251	$ 15 13	$ 18,156 00	($ 4,128 16)	LT	(18 53)		
3,200				69,476 48	21.711		48,416 01	(21,060 47)		(30 31)		
Subtotal for financials				$ 154,794 91			$ 142,756 01	($ 12,038 90)			1 00	$ 1,440.00

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	$ 10 94	$ 5,470 00	($ 2,345 01)#	LT	(30 01)		
1,000			07/30/98	10,767 94	10 77	10 94	10,940 00	172 06#	LT	1 60		
1,500			04/26/01	13,583 75	8 99	10 94	16,410 00	2,826 25	LT	20 81		
1,000			11/12/01	9,378 64	9 19	10 94	10,940 00	1,561 36	LT	16 65		
4,000				41,545 34	10 386		43,760 00	2,214 66		5 33		
1,000	CORNING INC	GLW	09/21/07	24,245 82	23 93	12 98	12,980 00	(11,265 82)	LT	(46 46)		
1,000	Rating Citigroup 2		09/25/07	24,296 17	23 98	12 98	12,980 00	(11,316 17)	LT	(46 58)		
1,000	S&P 1		09/28/07	24,973 91	24 653	12 98	12,980 00	(11,993 91)	LT	(48 03)		
1,000			05/22/08	27,456 27	27 118	12 98	12,980 00	(14,476 27)	LT	(52 72)		
1,000			08/04/10	19,631 64	19 239	12 98	12,980 00	(6,651 64)	LT	(33 88)		
500			01/06/11	9,931 35	19 509	12 98	6,490 00	(3,441 35)	ST	(34 65)		
5,500				130,535 16	23 734		71,390 00	(59,145 16)		(45 31)	2 311	1,650.00
1,000	HEWLETT PACKARD CO	HPQ	02/16/01	33,501 83	33 16	25 76	25,760 00	(7,741 83)	LT	(23 11)		
500	Rating: Citigroup 1		08/30/01	11,928.19	23 52	25 76	12,880 00	951 81	LT	7 98		
500	Morgan Stanley 2 S&P 2		04/15/11	20,491 87	40 268	25 76	12,880 00	(7,611 87)	ST	(37 15)		
2,000				65,921 89	32.961		51,520 00	(14,401 89)		(21 85)	1 863	960 00
1,000	INTUIT INC	INTU	06/01/06	28,052 42	27 74	52 59	52,590 00	24,537 58	LT	87 47		
500	Rating: Citigroup 1		11/08/06	17,434 03	34 44	52 59	26,295 00	8,860 97	LT	50 83		
500	Morgan Stanley · 2 S&P 2		11/17/06	16,410 50	32 41	52 59	26,295 00	9,884 50	LT	60 23		
500			02/04/11	24,605 95	48 445	52 59	26,295 00	1,689 05	ST	6 86		
2,500				86,502 90	34 601		131,475.00	44,972 10		51 99	1 14	1,500.00
Subtotal for information technology				$ 324,505 29			$ 298,145 00	($ 26,360 29)			1 37	$ 4,110 00

SCHEDULE 2 - INVESTMENTS

Financial Management Account

December 1 - December 31, 2011

THE SOKOLOFF FOUNDATION

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	$ 62 03	$ 62,030 00	$ 25,196 95	LT	68 41		
1,000	Rating· Citigroup · 1		09/18/09	41,873 21	41 467	62 03	62,030 00	20,156 79	LT	48 14		
2,000	S&P 2			78,706 26	39.353		124,060 00	45,353 74		57 62	3 869	4,800 00
1,560	DUKE ENERGY CORP	DUK	03/03/98	20,531 08	13 16	22 00	34,320 00	13,788 92#	LT	67 16		
1,560	(HOLDING COMPANY) NEW		04/09/98	21,078 35	13 511	22 00	34,320 00	13,241 65#	LT	62 82		
2,000	Rating: Citigroup 2		04/22/99	32,153 04	16 076	22 00	44,000 00	11,846 96#	LT	36 85		
1,880	S&P 2		07/29/99	29,198 40	15 531	22 00	41,360 00	12,161 60#	LT	41 65		
7,000				102,960 87	14 709		154,000 00	51,039 13		49 57	4 545	7,000 00
2,100	QUESTAR CORP	STR	09/03/97	7,282 60	3 467	19 86	41,706 00	34,423 40#	LT	472 68		
400	Rating: Citigroup 1		09/03/97	1,380 81	3 452	19 86	7,944 00	6,563 19#	LT	475 31		
2,000	Morgan Stanley 3		02/02/01	9,282 61	4 641	19 86	39,720 00	30,437 39	LT	327 90		
2,000	S&P 2		06/20/01	9,040 35	4 52	19 86	39,720 00	30,679 65	LT	339 36		
500			07/29/08	9,183 75	18 367	19 86	9,930 00	746 25	LT	8 13		
7,000				36,170.12	5.167		139,020 00	102,849.88		284 35	3 272	4,550 00
Subtotal for utilities				$ 217,837.25			$ 417,080.00	$ 199,242 75			3 92	$ 16,350 00
Total common stocks				$ 4,371,008 65			$ 6,228,919 97	($ 25,824 56)	ST	42.51	1 97	
								$ 1,883,735 88	LT			$ 122,969 00
Total common stocks and options				$ 4,371,008 65			$ 6,228,919.97	($ 25,824 56)	ST		1.97	
								$ 1,883,735.88	LT			$ 122,969 00

Preferred stocks

The credit rating from Moody's Investors Service and Standard & Poor's may be shown for certain securities. All credit ratings represent the "opinions" of the 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 these credit 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	$ 25 35	$ 12,675 00	$ 2,781 48	LT		
500	PFD		12/27/07	9,961 54	19 644	25 35	12,675 00	2,713 46	LT		
1,000	Rated BBB + Next call on 01/29/12		04/22/09	18,622 94	18 35	25 35	25,350 00	6,727 06	LT		
2,000				38,478 00	19 239		50,700 00	12,222 00		6 656	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	25 593	38,389 50	889 50	LT	8 18	3,140 63

SCHEDULE 2 - INVESTMENTS

MorganStanley
SmithBarney

Financial Management Account

December 1 - December 31, 2011

THE SOKOLOFF FOUNDATION

Preferred stocks *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
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	$ 22 28	$ 22,280 00	($ 2,720 00) LT	9 116%	$ 2,031.25
1,000	FANNIE MAE 8 25% NON CUM PFD SER T Rated C Next call on 05/20/13	FNMAT	05/13/08	25,000 00	25 00	1 40	1,400 00	(23,600 00) LT		
1,000	FANNIE MAE FIXED/FLOAT 8 25% SER S NON CUM PFD Rated C Next call on 12/31/15	FNMAS	04/17/08	24,900 40	24 58	1 38	1,380 00	(23,520 40) LT		
2,000	JP MORGAN CHASE CAPITAL 6 35% Rated BBB Next call on 01/29/12	JPMPRP	05/19/05	50,000 00	25 00	25 14	50,280 00	280 00 LT	6 314	3,175 00
500	MBNA CORP SER D 8 125%	KRBPRD	09/15/03	13,737 98	27 08	23 60	11,800 00	(1,937 98) LT		
500	Rated BB +		10/08/03	13,560 96	26 70	23 60	11,800 00	(1,760 96) LT		
1,000	Next call on 01/29/12			27,298 94	27.299		23,600 00	(3,698 94)	8 605	2,031 00
2,000	METLIFE INC 6 50% PFD Rated BBB- Next call on 01/29/12	METPRB	06/09/05	50,000 00	25 00	25 48	50,960 00	960 00 LT	6 377	3,250 00
1,000	NEXTERA ENERGY CAP HLDGS INC 8 75% GTD JR SUB DEB SER F Rated BBB Next call on 03/01/14	NEEPRF	03/25/09	25,519.22	25 193	28 95	28,950 00	3,430 78 LT	7 557	2,188 00
1,000	ROYAL BK SCOTLAND GRP 6 25 NON CUM SER P Rated C	RBSPRP	10/26/05	25,000 00	25 00	11 26	11,260 00	(13,740 00) LT		
1,000	WELLS FARGO & CO 8 00% PFD NON CUM CL J Rated BBB + Next call on 12/15/17	WFCPRJ	12/18/07	25,000 00	25 00	28 46	28,460 00	3,460 00 LT	7 027	2,000 00
Total preferred stocks				$ 353,696.56			$ 307,659.50	$ 0.00 ST	6.88	
								($ 46,037.06) LT		$ 21,190.88
Total portfolio value				$ 4,888,146.79			$ 6,700,021.05	($ 25,824.56) ST	2.15	$ 144,178.22
LESS: MONEY FUND				(163,441.58)			(163,441.58)	$ 1,837,698.82 LT		
NET PORTFOLIO VALUE				$ 4,724,705.21			$ 6,536,579.47			

#Based on information supplied by your Financial Advisor

SCHEDULE 2 - INVESTMENTS

Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print	Name of exempt organization or other filer, see instructions THE SOKOLOFF FOUNDATION,INC.	Employer identification number (EIN) or [X] 13-6155196
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 200 EAST 78TH STREET, NO. 16D	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10075-2017	

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-T (corporation)	07
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

RECEIVED APR 2 2 2013 MEMPHIS, TENN IRS-OSC

- 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 is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2012, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2011 or
▶ [ ] tax year beginning ______, and ending ______

2 If the tax year entered in line 1 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	$	12,400.
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	3b	$	5,200.
c **Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	7,200.

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

● 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE SOKOLOFF FOUNDATION, INC.	Employer identification number (EIN) or [X] 13-6155196
	Number, street, and room or suite no If a P O box, see instructions 200 EAST 78TH STREET, NO. 16D	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10075-2017	

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.

● 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 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
ALL THIRD PARTY INFORMATION HAS NOT YET BEEN RECEIVED. ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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	$ 12,400.
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	$ 12,400.
c	**Balance due.** 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 ▶ CPA Date ▶ 7/31/12

RECEIVED
APR 2 2 2013
MEMPHIS, TENN
501 IRS-MIRSC