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EXTENSION GRANTED TO 11/15/
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

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

Name of foundation THE SOOCH FOUNDATION		A Employer identification number 20-0399480
Number and street (or P O box number if mail is not delivered to street address) 600 WEST 7TH STREET	Room/suite	B Telephone number 512-472-5748
City or town, state, and ZIP code AUSTIN, TX 78701		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 13,383,499. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		101,452.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		355,160.	355,160.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		221,166.			STATEMENT 1
b Gross sales price for all assets on line 6a 3,470,053.					
7 Capital gain net income (from Part IV, line 2)			279,029.		
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 (loss)					
11 Other income		2,704.	2,704.		STATEMENT 3
12 Total. Add lines 1 through 11		680,482.	636,893.		
13 Compensation of officers, directors, trustees, etc.		55,000.	0.		55,000.
14 Other employee salaries and wages		105,150.	0.		105,150.
15 Pension plans, employee benefits		20,441.	0.		20,441.
16a Legal fees					
b Accounting fees STMT 4		17,320.	8,660.		8,660.
c Other professional fees STMT 5		28,939.	28,939.		0.
17 Interest					
18 Taxes STMT 6		27,907.	5,155.		12,252.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		18,280.	0.		18,280.
22 Printing and publications					
23 Other expenses STMT 7		40,486.	21,387.		17,764.
24 Total operating and administrative expenses. Add lines 13 through 23		313,523.	64,141.		237,547.
25 Contributions, gifts, grants paid		723,850.			723,850.
26 Total expenses and disbursements. Add lines 24 and 25		1,037,373.	64,141.		961,397.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-356,891.			
b Net investment income (if negative, enter -0-)			572,752.		
c 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	298,772.	497,570.	497,570.
	2 Savings and temporary cash investments			
	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 8	1,289,613.	1,305,270.	1,305,270.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	13,227,937.	11,580,659.	11,580,659.
	14 Land, buildings, and equipment basis ▶ 12,972.			
	Less: accumulated depreciation STMT 10 ▶ 12,972.			
	15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	14,816,322.	13,383,499.	13,383,499.	
Net Assets or Fund Balances	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 type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	14,816,322.	13,383,499.		
30 Total net assets or fund balances	14,816,322.	13,383,499.		
31 Total liabilities and net assets/fund balances	14,816,322.	13,383,499.		

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	14,816,322.
2 Enter amount from Part I, line 27a	2	-356,891.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,459,431.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	1,075,932.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,383,499.

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			
b	SEE ATTACHED STATEMENTS		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	3,470,053.	3,191,024.	279,029.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			279,029.

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	279,029.
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	920,189.	13,973,443.	.065853
2009	712,415.	9,143,318.	.077916
2008	1,063,918.	11,283,970.	.094286
2007	896,754.	13,425,225.	.066796
2006	633,328.	12,499,469.	.050668

2 Total of line 1, column (d)	2	.355519
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	.071104
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,284,204.
5 Multiply line 4 by line 3	5	1,015,664.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,728.
7 Add lines 5 and 6	7	1,021,392.
8 Enter qualifying distributions from Part XII, line 4 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.	8	961,397.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	11,455.
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	11,455.
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	11,455.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,432.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	13,432.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	84.	
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	1,893.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 1,893. Refunded <input type="checkbox"/>	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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 ► WWW.SOOCHFOUNDATION.ORG	X	
14	The books are in care of ► MARY ELLEN PIETRUSZYNSKI Telephone no ► 512-472-5748 Located at ► 600 WEST 7TH STREET, AUSTIN, TX ZIP+4 ► 78701		
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 ►	16	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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"/>	1b	X
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) 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? <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.) 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)? **5b** X
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? 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? **7b** Yes No N/A

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
SEE STATEMENT 11		55,000.	0.	1,200.

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
CAROLINE A. NEWMAN 600 WEST 7TH STREET, AUSTIN, TX 78701	40.00	56,400.	7,490.	0.

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	
SEE STATEMENT 12	64,420.
2	
SEE STATEMENT 13	10,825.
3	
SEE STATEMENT 14	2,046.
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,201,059.
b	Average of monthly cash balances	1b	300,671.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,501,730.
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	14,501,730.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,526.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,284,204.
6	Minimum investment return. Enter 5% of line 5	6	714,210.

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	714,210.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,455.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	11,455.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	702,755.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	702,755.
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	702,755.

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	961,397.
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	961,397.
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	961,397.

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				702,755.
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	403,209.			
d From 2009	352,989.			
e From 2010	229,755.			
f Total of lines 3a through e	985,953.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 961,397.				
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				702,755.
e Remaining amount distributed out of corpus	258,642.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,244,595.			
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	1,244,595.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	403,209.			
c Excess from 2009	352,989.			
d Excess from 2010	229,755.			
e Excess from 2011	258,642.			

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		(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					
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 15

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

Employer identification number

THE SOOCH FOUNDATION

20-0399480

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 SOOCH FOUNDATION	Employer identification number 20-0399480
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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	NAVDEEP S. SOOCH <hr/> 600 W. 7TH STREET <hr/> AUSTIN, TX 78701 <hr/>	\$ 98,452.	Person Payroll Noncash <input checked="" type="checkbox"/> X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution

Name of organization

Employer identification number

THE SOOCH FOUNDATION

20-0399480

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

THE SOOCH FOUNDATION

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 CAPITAL GAINS DISTRIBUTIONS - FUNDING	P	VARIOUS	VARIOUS
b CAPITAL GAINS DISTRIBUTIONS - SAGE	P	VARIOUS	VARIOUS
c ASPEN DIVERSIFIED FUND	P	VARIOUS	VARIOUS
d ASPEN DIVERSIFIED FUND	P	VARIOUS	VARIOUS
e SECTION 1256 - ASPEN DIVERSIFIED FUND	P	VARIOUS	VARIOUS
f FUNDING #7015 - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
g FUNDING #7015 - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
h FUNDING #7015 - KINDER MORGAN MGMT LLC	D	04/21/04	01/25/11
i 80000 FED HOME LN BK 5.375% MATURED DUE 08/19/11	P	07/20/06	08/19/11
j 165000 FED HOME LN BK 5.625% MATURED DUE 03/15/11	P	VARIOUS	03/15/11
k 105000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	P	09/20/07	03/15/11
l 60000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	P	10/29/07	03/15/11
m 15000 HOUSEHOLD FIN 6.375% 11NOTES DUE 10/15/11	P	09/08/08	10/15/11
n 10000 MORGAN ST DEAN 6.75% MATURED DUE 04/15/11	P	11/06/06	04/15/11
o 3000 NATL RURAL UTIL 7.25% 12NOTES DUE 03/01/12	P	07/15/04	10/24/11

(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 109,967.			109,967.
b 4,108.			4,108.
c -13,241.			-13,241.
d -1,835.			-1,835.
e -24,868.			-24,868.
f 1,475,657.		1,406,899.	68,758.
g 1,328,121.		1,252,342.	75,779.
h 99,489.		40,589.	58,900.
i 80,000.		79,925.	75.
j 165,000.		165,000.	0.
k 105,000.		105,000.	0.
l 60,000.		60,000.	0.
m 15,000.		15,000.	0.
n 10,000.		10,000.	0.
o 3,075.		3,024.	51.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			109,967.
b			4,108.
c			-13,241.
d			-1,835.
e			-24,868.
f			68,758.
g			75,779.
h			58,900.
i			75.
j			0.
k			0.
l			0.
m			0.
n			0.
o			51.

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
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

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.)
a	3000 NATL RURAL UTIL 7.25%	12	NOTES DUE 03/01/12	P	07/15/04	08/19/11
b	5000 OCCIDENTAL PETE 7%		CALLED DUE 11/01/13	P	10/16/08	03/31/11
c	15000 ORACLE CORP 5%	11	NOTES DUE 01/15/11	P	09/25/06	01/15/11
d	15000 VERIZON GLOBAL 7.375%		CALLED DUE 09/01/12	P	05/24/05	11/28/11
e	15000 VODAFONE GP PLC 5.5%		MATURED DUE 06/15/11	P	03/09/06	06/15/11
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						

(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 3,110.		3,036.	74.
b 5,683.		4,982.	701.
c 15,000.		14,946.	54.
d 15,787.		15,301.	486.
e 15,000.		14,980.	20.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			74.
b			701.
c			54.
d			486.
e			20.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	279,029.
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

**DURBIN
 BENNETT
 PETERSON**

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2011

Sooch Foundation Funding Account Acct# -7015

Short Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains
DFA Emerging Markets Small	01/27/2011	11/15/2011	2,124 787	41,242 74	50,000 00	-8,757 26
Drehaus Active Income Fund	01/27/2011	08/09/2011	6,222 222	65,706 66	70,000 00	-4,293 34
Harding Loevner Instl Emerging	01/25/2011	11/15/2011	2,974 702	44,111 92	50,000 00	-5,888 08
Loomis Sayles Strategic Income	07/19/2010	01/27/2011	42,955 998	643,032 82	607,846 36	35,186 46
Loomis Sayles Strategic Income	08/09/2010	01/27/2011	15,160 234	226,942 18	220,000 00	6,942 18
			<u>58,116 232</u>	<u>869,975 00</u>	<u>827,846 36</u>	<u>42,128 64</u>
PIMCO Commodity Real Retur	05/24/2010	05/10/2011	20,239 541	193,668 75	150,000 00	43,668 75
PIMCO Commodity Real Retur	06/17/2010	05/10/2011	549 644	5,259 45	4,133 32	1,126 13
PIMCO Commodity Real Retur	09/16/2010	05/10/2011	600 065	5,741 92	4,776 52	965 40
			<u>21,389 250</u>	<u>204,670 12</u>	<u>158,909 84</u>	<u>45,760 28</u>
Robeco Boston Partners Long/S	01/27/2011	10/21/2011	7,374 631	149,975 00	151,934 27	-1,959 27
Templeton Global Bond Adv	08/09/2010	08/09/2011	7,209 555	98,385 83	96,620 12	1,765 71
Templeton Global Bond Adv	09/15/2010	08/09/2011	58 710	801 19	792 58	8 61
Templeton Global Bond Adv	10/15/2010	08/09/2011	57 742	787 98	795 68	-7 70
			<u>7,326 007</u>	<u>99,975 00</u>	<u>98,208 38</u>	<u>1,766 62</u>

Short Term Gains (Sales) 1,475,656 44 1,406,898 85 68,757 59

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
DFA Emerging Markets Small	12/09/2009	11/15/2011	449 878	8,732 26	8,468 82	263 44
DFA Real Estate Securities	05/07/2004	06/14/2011	6,587 318	153,135 98	113,965 12	39,170 86
DFA Real Estate Securities	12/19/2007	06/14/2011	28 891	671 64	677 50	-5 86
DFA Real Estate Securities	12/19/2007	06/14/2011	75 643	1,758 48	1,773 83	-15 35
DFA Real Estate Securities	12/19/2007	06/14/2011	1,756 415	40,831 55	41,187 95	-356 40
DFA Real Estate Securities	03/10/2008	06/14/2011	43 234	1,005 06	936 87	68 19
DFA Real Estate Securities	06/10/2008	06/14/2011	110 650	2,572 29	2,673 31	-101 02
			<u>8,602 151</u>	<u>199,975 00</u>	<u>161,214 58</u>	<u>38,760 42</u>
Drehaus Active Income Fund	12/03/2009	08/09/2011	12,717 172	134,293 34	155,785 36	-21,492 02
First Eagle Overseas Inst'l	12/13/2007	10/21/2011	2,348 883	52,253 94	55,222 24	-2,968 30
First Eagle Overseas Inst'l	12/09/2009	10/21/2011	4,392 690	97,721 06	89,661 66	8,059 40
			<u>6,741 573</u>	<u>149,975 00</u>	<u>144,883 90</u>	<u>5,091 10</u>
Harbor International Inst'l	07/31/2008	10/21/2011	1,747 357	95,948 87	111,559 00	-15,610 13
Harbor International Inst'l	08/03/2010	10/21/2011	983 888	54,026 13	53,929 89	96 24
			<u>2,731 245</u>	<u>149,975 00</u>	<u>165,488 89</u>	<u>-15,513 89</u>

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2011

Sooch Foundation Funding Account Acct # -7015

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Harding Loevner Instl Emerging	05/04/2010	11/15/2011	22,607.582	335,248.35	331,000.00	4,248.35
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	100.000	8,576.17	6,958.04	1,618.13
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	66.000	5,660.27	4,592.31	1,067.96
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	900.000	77,184.62	62,622.39	14,562.23
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	100.000	8,576.17	6,958.04	1,618.13
			<u>1,166.000</u>	<u>99,997.23</u>	<u>81,130.78</u>	<u>18,866.45</u>
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	300.000	19,381.19	7,424.77	11,956.42
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	200.000	12,920.79	4,949.85	7,970.94
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	100.000	6,460.39	2,474.93	3,985.46
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	0.001	0.08	2,474.93	-2,474.85
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	<u>939.999</u>	<u>60,726.69</u>	<u>23,264.26</u>	<u>37,462.43</u>
			<u>940.000</u>	<u>60,726.77</u>	<u>25,739.19</u>	<u>34,987.58</u>
			<u>1,540.000</u>	<u>99,489.14</u>	<u>40,588.74</u>	<u>58,900.40</u>
Loomis Sayles Strategic Income	07/19/2010	08/09/2011	6,662.225	99,975.00	94,273.43	5,701.57
Royce Select I Investment	12/04/2009	05/10/2011	2,046.610	45,555.21	34,815.13	10,740.08
Royce Select I Investment	12/16/2009	05/10/2011	<u>198.563</u>	<u>4,419.79</u>	<u>3,431.17</u>	<u>988.62</u>
			<u>2,245.173</u>	<u>49,975.00</u>	<u>38,246.30</u>	<u>11,728.70</u>
Touchstone Small Cap Core Y	12/09/2009	05/10/2011	6,868.132	99,975.00	71,850.48	28,124.52
Long Term Gains (Sales)				<u>1,427,610.32</u>	<u>1,292,931.28</u>	<u>134,679.04</u>
Total Gains (Sales)				<u>2,903,266.76</u>	<u>2,699,830.13</u>	<u>203,436.63</u>
Total Short Term Gains						<u>68,757.59</u>
Total Long Term Gains						<u>134,679.04</u>
Total Gains						<u>203,436.63</u>

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS - FUNDING			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
109,967.	0.	0.	0.	109,967.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS - SAGE			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,108.	0.	0.	0.	4,108.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ASPEN DIVERSIFIED FUND			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
-13,241.	0.	0.	0.	-13,241.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ASPEN DIVERSIFIED FUND	-1,835.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1256 - ASPEN DIVERSIFIED FUND	-24,868.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FUNDING #7015 - SEE STATEMENT ATTACHED	1,475,657.	1,406,899.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FUNDING #7015 - SEE STATEMENT ATTACHED	1,328,121.	1,252,342.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FUNDING #7015 - KINDER MORGAN MGMT LLC	DONATED	04/21/04	01/25/11	99,489.	98,452.	0.	0.	1,037.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80000 FED HOME LN BK 5.375% MATURED DUE 08/19/11	PURCHASED	07/20/06	08/19/11	80,000.	79,925.	0.	0.	75.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165000 FED HOME LN BK 5.625% MATURED DUE 03/15/11	PURCHASED	VARIOUS	03/15/11	165,000.	165,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	PURCHASED	09/20/07	03/15/11	105,000.	105,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	PURCHASED	10/29/07	03/15/11	60,000.	60,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15000 HOUSEHOLD FIN 6.375% 11NOTES DUE 10/15/11	PURCHASED	09/08/08	10/15/11	15,000.	15,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10000 MORGAN ST DEAN 6.75% MATURED DUE 04/15/11	PURCHASED	11/06/06	04/15/11	10,000.	10,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3000 NATL RURAL UTIL 7.25% 12NOTES DUE 03/01/12	PURCHASED	07/15/04	10/24/11	3,075.	3,024.	0.	0.	51.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3000 NATL RURAL UTIL 7.25% 12NOTES DUE 03/01/12	PURCHASED	07/15/04	08/19/11	3,110.	3,036.	0.	0.	74.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5000 OCCIDENTAL PETE 7% CALLED DUE 11/01/13 @113.665 EFF 3/31/11	PURCHASED	10/16/08	03/31/11	5,683.	4,982.	0.	0.	701.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15000 ORACLE CORP 5% 11NOTES DUE 01/15/11	PURCHASED	09/25/06	01/15/11	15,000.	14,946.	0.	0.	54.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15000 VERIZON GLOBAL 7.375% CALLED DUE 09/01/12 @105.2 EFF 11/28/11	PURCHASED	05/24/05	11/28/11	15,787.	15,301.	0.	0.	486.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15000 VODAFONE GP PLC 5.5% 06/15/11	PURCHASED	03/09/06	06/15/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
15,000.	14,980.	0.	0.
(F) GAIN OR LOSS	20.		

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	221,166.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ASPEN DIVERSIFIED FD-DIV/INT	234.	0.	234.
SCHWAB-FUNDING A/C	253,183.	0.	253,183.
SCHWAB-SAGE INTERMEDIATE-DIV/INT	101,743.	0.	101,743.
TOTAL TO FM 990-PF, PART I, LN 4	355,160.	0.	355,160.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ASPEN DIVERSIFIED FUND-ORDINARY BUSINESS LOSS	-1,374.	-1,374.	
ASPEN DIVERSIFIED FUND-OTHER INCOME/LOSS	4,078.	4,078.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,704.	2,704.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,320.	8,660.		8,660.
TO FORM 990-PF, PG 1, LN 16B	17,320.	8,660.		8,660.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	28,939.	28,939.		0.
TO FORM 990-PF, PG 1, LN 16C	28,939.	28,939.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	5,155.	5,155.		0.
PAYROLL TAX	12,252.	0.		12,252.
EXCISE TAX	10,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,907.	5,155.		12,252.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNET/WEBSITE HOSTING	118.	0.		118.
OFFICE SUPPLIES	216.	0.		216.
STRATEGIC MGMT SEMINAR	11,778.	0.		11,778.
TELEPHONE	3,163.	0.		3,163.
BANK SERVICE CHARGES	9.	0.		9.

MISCELLANEOUS EXPENSES	660.	0.	0.
PAYROLL SERVICE FEES	1,876.	0.	1,876.
MEALS AND ENTERTAINMENT	1,207.	0.	604.
ASPEN DIV.FD-DEDUCTION	21,459.	21,387.	0.
TO FORM 990-PF, PG 1, LN 23	40,486.	21,387.	17,764.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
IRONWOOD INTERNATIONAL LTD	1,305,270.	1,305,270.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,305,270.	1,305,270.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	8,745,807.	8,745,807.
CORPORATE AND US BONDS	FMV	1,768,403.	1,768,403.
MERITAGE INSIGNIA OFFSHORE FUND	FMV	0.	0.
JH WHITNEY PAN ASIA FUND	FMV		
INTERNATIONAL		429,507.	429,507.
ASPEN DIVERSIFIED FUND LLC	FMV	636,942.	636,942.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,580,659.	11,580,659.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
ORGANIZATION COSTS	12,972.	12,972.	0.
TOTAL TO FM 990-PF, PART II, LN 14	12,972.	12,972.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NAVDEEP S. SOOCH 600 W. 7TH STREET AUSTIN, TX 78701	PRESIDENT & TREASURER 5.00	0.	0.	0.
DAVID R. WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	VICE PRESIDENT 1.00	0.	0.	0.
ISABEL WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	SECRETARY & TRUSTEE 1.00	0.	0.	0.
MARY ELLEN PIETRUSZYNSKI 600 W. 7TH STREET AUSTIN, TX 78701	EXECUTIVE DIRECTOR 20.00	55,000.	0.	1,200.
JOHN MCGOVERN 600 W. 7TH STREET AUSTIN, TX 78701	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,000.	0.	1,200.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY ONE

SOOCH FOUNDATION PROVIDES TECHNICAL ASSISTANCE TO ITS CURRENT GRANTEEES LOCATED IN INDIA IN THE AREAS OF FUND DEVELOPMENT, VOLUNTEER MANAGEMENT, ANALYSIS/RESEARCH, BOARD DEVELOPMENT AND STRATEGIC PLANNING TO THOSE THAT ARE INTERESTED OR HAVE A NEED, THROUGH EMPLOYMENT OF A SINGLE SOOCH FOUNDATION EMPLOYEE WHO IS DEDICATED TO SERVING AS A CONSULTANT TO FOUNDATION GRANTEEES IN INDIA. THE PURPOSE OF THE CONSULTING SERVICE IS TO BUILD UPON THE STRENGTH OF OUR GRANTOR/GRANTEE RELATIONSHIP AND TO HELP THE NONPROFITS THAT WE SUPPORT IN INDIA TO OVERCOME ORGANIZATIONAL AND STRATEGIC CHALLENGES. THIS TECHNICAL ASSISTANCE IS PROVIDED AT NO CHARGE AND IS ANOTHER WAY TO BUILD THE RELATIONSHIP BETWEEN

GRANTEE AND GRANTOR.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

64,420.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 13

ACTIVITY TWO

SOOCH FOUNDATION PRESENTS A STRATEGIC MANAGEMENT SEMINAR, NO MORE FREQUENTLY THAN ONCE ANNUALLY AND NO LESS FREQUENTLY THAN EVERY TWELVE MONTHS. THIS ONE DAY SEMINAR WAS HELD NOVEMBER 2, 2011 AT THE AT&T CONFERENCE CENTER ON THE CAMPUS OF THE UNIVERSITY OF TEXAS AT AUSTIN. IT WAS MADE AVAILABLE AT NO CHARGE FOR ALL GRANTEEES OF SOOCH FOUNDATION BOTH IN INDIA AND THE US. THIRTY-EIGHT PARTICIPANTS CHOSE TO TAKE PART. TWO PROFESSIONAL PRESENTERS WERE BROUGHT IN TO LEAD MORNING AND AFTERNOON SESSIONS ON TOPICS OF ENGAGING A CHANGING TEXAS POPULATION AND ON DEVELOPING THREE ESSENTIAL SKILLS FOR NONPROFIT SUCCESS. LEADERS WERE ENCOURAGED TO NETWORK AT MEALTIME AND BETWEEN SESSIONS OVER THE COURSE OF THE DAYLONG SEMINAR.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

10,825.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY THREE

SOOCH FOUNDATION EMPLOYEE, CAROLINE NEWMAN, WAS THE COMMUNICATIONS CHAIR FOR THE FIRST HALF OF THE YEAR AND THE GIVING PROFILE CHAIR FOR THE SECOND HALF OF THE YEAR FOR CENTRAL TEXAS EDUCATION FUNDERS (CTEF). THIS IS A COLLABORATIVE OF APPROXIMATELY 60 FUNDERS AND APPROXIMATELY 100 PEOPLE REPRESENTING FUNDERS WHO SUPPORT EDUCATION IN THE LOCAL AREA. CAROLINE SPENDS APPROXIMATELY THREE PERCENT OF HER TIME COMMUNICATING VIA EMAIL AND GATHERING DATA FOR THE GIVING PROFILE FOR THE BENEFIT OF THIS GROUP.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

2,046.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

NAVDEEP S. SOOCH
DAVID R. WELLAND
ISABEL WELLAND

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AUSTIN ISD 1111 WEST 6TH ST. AUSTIN, TX 78703	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	3,850.
BREAKTHROUGH AUSTIN 1050 EAST 11TH STREET, STE. 350 AUSTIN, TX 78702	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	35,000.
CAPITAL INVESTING IN DEVELOPMENT AND EMPLOYMENT OF ADULTS INC. P.O. BOX 1784 AUSTIN, TX 78767	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	150,000.
COMMUNITIES IN SCHOOLS 3000 SOUTH IH-35, STE. 200 AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
ENGLISH AT WORK 3710 CEDAR ST. AUSTIN, TX 78705	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN, TX 78751	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	11,000.
KIPP AUSTIN PUBLIC SCHOOLS 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	125,000.
LIFEWORKS AFFORDABLE HOUSING CORPORATION 1221 WEST BEN WHITE BLVD., STE 108-A AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	125,000.
UNIVERSITY OF TEXAS FOUNDATION POST OFFICE BOX 250 AUSTIN, TX 78767	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
WHOLE PLANET FOUNDATION 550 BOWIE STREET AUSTIN, TX 78703	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	100,000.
Total from continuation sheets				609,850.

Sooch Foundation
EIN # 20-0399480
Attachment to 2011 Form 990-PF
Return of Private Foundation

Statement Required by Reg. §53.4945-5(d)
Information with respect to expenditure responsibility grants

1. *Grantee:* **Whole Planet Foundation
550 Bowie Street
Austin, Texas 78703**

2. *Date Paid in Current
Tax Year:* **November 16th, 2011**

3. *Total Paid:* **\$ 100,000**

4. *Purpose:* **Sooch Foundation provided \$ 100,000 to support Grantee's partnership with Grameen Trust to create and manage a microcredit initiative of Grameen in Kerala, India under the Grameen Methodology of microfinance. Sooch Foundation is supporting a portion of the total capital required to establish an operationally and financially sustainable institution.**

5. *Amount of Grant
Spent by Grantee:* **\$ 100,000**

6. *Diversion:* **To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.**

7. *Date of Report(s) received
from Grantee:* **August 7, 2012 and October 3, 2012**

8. *Verification:* **Foundation reviewed the grant reports but did not undertake any verification of the Grantee's reports as there has not been any reason to doubt their accuracy or reliability.**

Application for Extension of Time To File an Exempt Organization Return

▶ **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 SOOCH FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-0399480
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. 600 WEST 7TH STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

MARY ELLEN PIETRUSZYNSKI

- The books are in the care of ▶ **600 WEST 7TH STREET - AUSTIN, TX 78701**
 Telephone No. ▶ **(512) 329-0464** FAX No. ▶ _____
- 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:
 ▶ 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	\$	13,432.
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	\$	8,432.
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	\$	5,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.
LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 1-2012)

• 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 SOOCH FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-0399480
	Number, street, and room or suite no. If a P.O. box, see instructions. 600 WEST 7TH STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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.

MARY ELLEN PIETRUSZYNSKI

• The books are in the care of **600 WEST 7TH STREET - AUSTIN, TX 78701**

Telephone No. **512-472-5748**

FAX No.

• 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

THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE 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	\$	10,857.
8b 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	\$	13,432.
8c 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 *Mary Ellen Pietruszynski CPA* Title *CPA*

Date *13 Aug 2012*