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

Name of foundation
THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC

A Employer identification number: 27-4360163

Number and street (or P O box number if mail is not delivered to street address): P O Box 1501, NJ2-130-03-31 — Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state, and ZIP code: PENNINGTON NJ 08534-1501

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 ☒ 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) ▶ $ 2,179,092

J Accounting method ☒ 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) (see instructions))*

	Line	Description	(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 (attach schedule)	279,240			
	2	Check ▶☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	50,619	50,521		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	1,915,248			
	b	Gross sales price for all assets on line 6a 2,450,165				
	7	Capital gain net income (from Part IV, line 2)		1,915,248		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total** Add lines 1 through 11	2,245,107	1,965,769	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	6,124	5,511	0	612
	b	Accounting fees (attach schedule)	3,500	0	0	3,500
	c	Other professional fees (attach schedule)	9,532	5,719	0	3,813
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	74,613	457	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	408	408	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	94,177	12,095	0	7,925
	25	Contributions, gifts, grants paid	300			300
	26	**Total expenses and disbursements** Add lines 24 and 25	94,477	12,095	0	8,225
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,150,630			
	b	**Net investment income** (if negative, enter -0-)		1,953,674		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	4,533	4,533
	2	Savings and temporary cash investments	0	169,001	169,001
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	169,707	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	1,868,457	2,005,558
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	169,707	2,041,991	2,179,092
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	169,707	2,041,991	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	169,707	2,041,991	
	31	**Total liabilities and net assets/fund balances** (see instructions)	169,707	2,041,991	

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	169,707
2	Enter amount from Part I, line 27a	2	2,150,630
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	353
4	Add lines 1, 2, and 3	4	2,320,690
5	Decreases not included in line 2 (itemize) ▶ EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	5	278,699
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,041,991

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	1,915,248
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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 the 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	0	1,973,881	0 000000
2009			0 000000
2008			0 000000
2007			0 000000
2006			0 000000

2 **Total** of line 1, column (d)	2	0 000000
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	0 000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,980,739
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,537
7 Add lines 5 and 6	7	19,537
8 Enter qualifying distributions from Part XII, line 4	8	8,225

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)

1 a	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		1	39,073
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	39,073
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	39,073
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 74,156		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	74,156
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	35,083
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶		11	35,083

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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
4 a	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?	4b	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*	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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 ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834			
	Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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?	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

	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? ☐ 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)?	1b	N/A	
	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 ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	3b	N/A	
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 Dunng 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)? (see instructions) ☐ 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**	N/A	
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? *If "Yes" to 6b, file Form 8870*	**6b**		X
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**	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 (see instructions).

(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
PETER H SODERBERG 255 WHISKEY ROW BOCA GRANDE FL 3392´	PRESEIDENT, TRE 1 00	0	0	0
ELSA A SODERBERG 255 WHISKEY ROW BOCA GRANDE FL 3392´	VICE PRESEIDEN 1 00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	0
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	1,917,846
b	Average of monthly cash balances	1b	93,057
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,010,903
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,010,903
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	30,164
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,980,739
6	**Minimum investment return.** Enter 5% of line 5	6	99,037

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	99,037
2a	Tax on investment income for 2011 from Part VI, line 5	2a	39,073		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	39,073
3	Distributable amount before adjustments Subtract line 2c from line 1			3	59,964
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	59,964
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	59,964

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	8,225
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	0
4	***Qualifying distributions.*** *Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4*	4	8,225
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,225

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					59,964
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				207	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 8,225					
a	Applied to 2010, but not more than line 2a				207	
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					8,018
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))*		0			0
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					
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 instructions				0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					51,946
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		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	0				
b	Excess from 2008	0				
c	Excess from 2009	0				
d	Excess from 2010	0				
e	Excess from 2011	0				

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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

PETER H SODERBERG ELSA A SODERBERG

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

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 Statement				
Total			▶ **3a**	300
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	50,619	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,915,248	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		1,965,867	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,965,867

(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) (See instructions)
	Not Applicable

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
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee	Date	Title
	5/3/2012	PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/3/2012		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

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 ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	27-4360163

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)

Name of organization	Employer identification number
THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	27-4360163

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	PETER & ELSA SODERBERG 255 WISKEY ROW BOCA GRANDE FL 33921 Foreign State or Province Foreign Country	$ 279,240	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	27-4360163

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	4920 SHARES OF DREYFUS MUNICPAL BOND FD	$ 56,137	12/14/2011
1	6478 SHARES OF T ROWE PRICE NEW HORIZONS F	$ 223,022	12/14/2011
		$ 0	
		$ 0	
		$ 0	
		$ 0	

Merrill Lynch Wealth Management
Bank of America Corporation

PRIVATE BANKING & INVESTMENT GROUP

PRICEWATERHOUSE COOPERS LLP
600 GRANT STREET
47TH FLOOR
PITTSBURGH PA 15219-2706

Net Portfolio Value: $2,179,092.68

Your Private Wealth Advisor:
ERDMANN-MCCAW GROUP
2 PICKWICK PLAZA 3RD FLOOR
GREENWICH CT 06830
1-800-838-0489

Trust Officer:
FRANK TIANGA
973-245-4514

SODERBERG FOUNDATION

This account is enrolled in the Personal Investment Advisory Program

December 01, 2011 - December 30, 2011

ASSETS	*December 30*	*November 30*
Cash/Money Accounts	**173,534.70**	94,717.23
Fixed Income	-	-
Equities	-	-
Mutual Funds	**1,893,085.38**	1,706,776.63
Options	-	-
Other	-	-
Alternative Investments	**112,472.60**	125,896.20
Subtotal (Long Portfolio)	***2,179,092.68***	*1,927,390.06*
TOTAL ASSETS	**$2,179,092.68**	$1,927,390.06

LIABILITIES		
Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	**$2,179,092.68**	$1,927,390.06

CASH FLOW	*This Statement*	*Year to Date*
Opening Cash/Money Accounts	**$94,717.23**	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	**270.00**	315.00
Subtotal	**270.00**	315.00
DEBITS		
Electronic Transfers	-	-
Other Debits	**(4,070.00)**	(78,271.00)
ML Trust Fees	**(990.32)**	(11.520 11)
Non ML Trust Fees	-	(6,123.75)
Bill Payment	-	-
Subtotal	**($5,060.32)**	*($95,914.86)*
Net Cash Flow	**($4,790.32)**	($95,599.86)
Dividends/Interest Income	**83,607.79**	103,235.12
Dividend Reinvestments	-	(801.24)
Security Purchases/Debits	-	(2,229,983 05)
Security Sales/Credits	-	2,396,683.73
Closing Cash/Money Accounts	**$173,534.70**	
Securities You Transferred In/Out	**279,239.52**	279,104.56

SODERBERG FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1,084.26	1,084.26		1,084.26	-	--
BIF MONEY FUND	141,637.00	141,637.00	1 0000	**141,637.00**	14	.01
TOTAL		142,721.26		**142,721.26**	14	.01

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
DREYFUS MUNICIPAL BOND FUND	48	541.45	11.4800	**551.04**	9.59		551	23	4.02
	4,872	0 N/A	11.4800	**55,930.56**				2,251	4.02
SYMBOL: DRTAX Initial Purchase·REINV Fixed Income 100%									
FIRST EAGLE GLOBAL CLASS I SYMBOL· SGIIX Initial Purchase·01/11/11 Fixed Income 2% Equity 98%	3,824	178,007.20	45.2700	**173,112.48**	(4,894.72)	178,007	(4,894)	2,450	1.41
.2890 Fractional Share		13 45	45.2700	**13.08**	(0 37)			1	1 41
GAMCO WESTWOOD MIGHTY MITES FUND CL AAA SYMBOL WEMMX Initial Purchase·01/11/11 Equity 100%	5,771	100,415 40	15.9700	**92,162.87**	(8,252.53)	100,415	(8,252)		
.9970 Fractional Share		17.34	15 9700	**15.92**	(1 42)			-	--
IVA WORLDWIDE FUND CL I SYMBOL IVWIX Initial Purchase·01/11/11 Fixed Income 17% Equity 83%	10,641	178,023.93	15.3600	**163,445.76**	(14,578.17)	178,023	(14,578)		

SODERBERG FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01. 2011 - December 30. 2011

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
0740 Fractional Share		1.23	15.3600	**1.14**	(0.09)				
IVY ASSET STRATEGY *FUND CL I* *SYMBOL. IVAEX Initial Purchase 01/11/11* *Equity 100%*	7,039	176,890 07	22.4500	**158,025.55**	(18,864.52)	176,890	**(18,864)**	**2,336**	1.47
7680 Fractional Share		19.29	22 4500	**17.24**	(2.05)			**1**	1 47
LOOMIS SAYLES INVT GRADE *BD FD CL Y* *SYMBOL: LSIIX Initial Purchase·01/11/11* *Fixed Income 100%*	9,481	115,004.53	11.9400	**113,203.14**	(1,801.39)	115,004	**(1,801)**	**6,504**	5.74
6360 Fractional Share		7 73	11 9400	**7.59**	(0.14)			**1**	5 74
MARKETFIELD FUND *SYMBOL. MFLDX Initial Purchase:01/11/11* *Equity 100%*	9,121	125,413 75	14.0200	**127,876.42**	2,462.67	125,413	**2,462**		
7310 Fractional Share		10 05	14.0200	**10.25**	20				
METROPOLITAN WEST TOTAL *RETURN BOND FD CL I* *SYMBOL: MWTIX Initial Purchase.01/11/11* *Fixed Income 100%*	11,058	115,003.20	10.3700	**114,671.46**	(331.74)	115,003	**(331)**	**5,297**	4.61
3330 Fractional Share		3 47	10 3700	**3.45**	(0.02)			**1**	4.61
NEUBERGER BERMAN *INTRINSIC VALUE CL INST* *SYMBOL: NINLX Initial Purchase·05/16/11*	7,962	100,002 72	9.1700	**73,011.54**	(26,991.18)	100,002	**(26,991)**		

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SODERBERG FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
Equity 100%									
NUVEEN TRADEWINDS GLOBAL *ALL CAP FD CL I* *SYMBOL: NWGRX Initial Purchase:01/11/11* *Equity 100%*	5,191	150,019 90	24.4300	**126,816.13**	(23,203.77)	150,019	**(23,203)**	**1,801**	1.42
PIMCO GLOBAL MULTI *ASSET FUND CL P* *SYMBOL: PGAPX Initial Purchase 01/11/11* *Fixed Income 55% Equity 45%*	15,414	178,339.98	10.7400	**165,546.36**	(12,793.62)	178,339	**(12,793)**	**8,940**	5.40
7710 Fractional Share		8 92	10.7400	**8.28**	(0.64)			**1**	5 40
PRUDENTIAL JENNISON *EQUITY INCOME FUND CL Z* *SYMBOL. JDEZX Initial Purchase 01/11/11* *Equity 100%*	11,186	150,004 26	12.9100	**144,411.26**	(5,593.00)	150,004	**(5,593)**	**5,750**	3.98
T ROWE PRICE NEW HRZN *FUND RETAIL CL* *SYMBOL: PRNHX Initial Purchase N/A* *Equity 100%*	6,478	0 ~~N/A~~	31.0300	**201,012.34**	N/A	N/A	**N/A**		
UAM FPA CRESCENT PORT *SYMBOL FPACX Initial Purchase 05/16/11* *Fixed Income 12% Equity 88%*	4,414	125,004 48	26.7800	**118,206.92**	(6,797.56)	125,004	**(6,797)**	**1,854**	1.56

SODERBERG FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
WASATCH EMERGING MARKETS	29,070	75,000 60	2.2100	**64,244.70**	(10,755.90)	75,000	**(10,755)**		
SMALL CAP FUND RETAIL CL									
SYMBOL WAEMX Initial Purchase:05/16/11									
Equity 100%									
Subtotal (Fixed Income)				420,855.61					
Subtotal (Equities)				*1,471,449.87*					
TOTAL		1,767,752.95		**1,892,305.48**	(132,390.37)		**(131,839)**	**37,211**	1.97

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

ALTERNATIVE INVESTMENTS Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
SPDR GOLD TRUST	01/11/11	740	135.0185	99,913.76	151.9900	**112,472.60**	12,558.84		
TOTAL				99,913 76		**112,472.60**	12,558.84		
TOTAL PRINCIPAL INVESTMENTS				**2,010,387.97**		**2,147,499.34**	(119,831.53)	**37,225**	1.73

Total values exclude N/A items

SODERBERG FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

December 01, 2011 - December 30, 2011

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	3,448 44	3,448 44		3,448.44		
BIF MONEY FUND	27,365.00	27,365.00	1.0000	27,365.00	3	.01
TOTAL		30,813.44		30,813.44	3	.01

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return($)	Estimated Annual Income	Current Yield%
LOOMIS SAYLES INVT GRADE BD FD CL Y SYMBOL: LSIIX Initial Purchase.REINV Fixed Income 100%	41	498.56	11.9400	489.54	(9.02)	N/A	489	29	5.74
METROPOLITAN WEST TOTAL RETURN BOND FD CL I SYMBOL. MWTIX Initial Purchase REINV Fixed Income 100%	28	291.47	10.3700	290.36	(1.11)	N/A	290	14	4.61
Subtotal (Fixed Income)				779.90					
TOTAL		790 03		779.90	(10.13)		779	43	5.51
TOTAL INCOME INVESTMENTS		31,603.47		31,593.34	(10.13)			45	.14

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment. Does not apply to income investments *denoted by "N/A"

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment) Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

SODERBERG FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

December 01, 2011 - December 30, 2011

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	2,041,991.44	**2,179,092.68**	(119,841.66)		**37,271**	1.71

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
12/30	Dividend		DREYFUS MUNICIPAL BOND FUND DIVIDEND PAY DATE 12/30/2011	97.99		
	Subtotal (Tax-Exempt Dividends)			97.99		97.99
12/01	Dividend		METROPOLITAN WEST TOTAL RETURN BOND FD CL I DIVIDEND PAY DATE 11/30/2011	426.37		
12/07	Dividend		LOOMIS SAYLES INVT GRADE BD FD CL Y DIVIDEND PAY DATE 12/06/2011	478.04		
12/08	* Lg Tm Cap Gain		PIMCO GLOBAL MULTI ASSET FUND CL P LONG TERM CAPITAL GAIN PAY DATE 12/07/2011		915.64	
12/08	Sh Tm Cap Gain		PIMCO GLOBAL MULTI ASSET FUND CL P SHORT TERM CAPITAL GAIN PAY DATE 12/07/2011		1,603.75	
12/09	Dividend		IVY ASSET STRATEGY FUND CL I	2,339.31		

+

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

December 01, 2011 - December 30, 2011

DIVIDENDS/INTEREST INCOME TRANSACTIONS (continued)

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
			DIVIDEND PAY DATE 12/08/2011			
12/13	*Lg Tm Cap Gain		» METROPOLITAN WEST TOTAL RETURN BOND FD CL I LONG TERM CAPITAL GAIN PAY DATE 12/12/2011		398 00	
12/13	Sh Tm Cap Gain		METROPOLITAN WEST TOTAL RETURN BOND FD CL I SHORT TERM CAPITAL GAIN PAY DATE 12/12/2011		525.49	
12/15	Dividend		FIRST EAGLE GLOBAL CLASS I DIVIDEND PAY DATE 12/14/2011	2,451.37		
12/15	*Lg Tm Cap Gain		» FIRST EAGLE GLOBAL CLASS I LONG TERM CAPITAL GAIN PAY DATE 12/14/2011		2,332.82	
12/15	Dividend		IVA WORLDWIDE FUND CL I DIVIDEND PAY DATE 12/14/2011	1,717.47		
12/15	*Lg Tm Cap Gain		» IVA WORLDWIDE FUND CL I LONG TERM CAPITAL GAIN PAY DATE 12/14/2011		6,377 20	
12/15	Sh Tm Cap Gain		IVA WORLDWIDE FUND CL I SHORT TERM CAPITAL GAIN PAY DATE 12/14/2011		2,674.10	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name OPHELIA'S PLACE				
Street				
City LIVERPOOL	State NY	Zip Code	Foreign Country	
Relationship NONE	Foundation Status 501(C)3			
Purpose of grant/contribution GENERAL OPERATING				Amount 300
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0
Name				
Street				
City	State	Zip Code	Foreign Country	
Relationship	Foundation Status			
Purpose of grant/contribution				Amount 0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	53,073
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	2,450,165	534,917	1,915,248
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
1	X	FIRST EAGLE	32008F606			1/11/2011		5/16/2011	34	33				1
2	X	FIRST EAGLE	32008F606			1/11/2011		5/16/2011	74,966	71,966				3,000
3	X	GAMCO WESTWOOD MIGHTY	361439888			1/11/2011		5/16/2011	0	0				0
4	X	GAMCO WESTWOOD MIGHTY	361439888			1/11/2011		5/16/2011	50,000	49,573				427
5	X	IVA WORLDWIDE	45070A206			1/11/2011		5/16/2011	16	16				0
6	X	IVA WORLDWIDE	45070A206			1/11/2011		5/16/2011	74,984	71,972				3,012
7	X	IVY ASSET STRATEGY	466001864			1/11/2011		5/16/2011	6	6				0
8	X	IVY ASSET STRATEGY	466001864			1/11/2011		5/16/2011	74,994	73,103				1,891
9	X	JOHNSON AND JOHNSON CO	478160104			2/3/1986		1/12/2011	2,021,684	171,651				1,850,033
10	X	PIMCO GLOBAL MULTI	72201P605			1/11/2011		5/16/2011	3	3				0
11	X	PIMCO GLOBAL MULTI	72201P605			1/11/2011		5/16/2011	74,997	71,653				3,344
12	X	SPDR GOLD TRUST	78463V107			1/11/2011		2/4/2011	33	34				-1
13	X	SPDR GOLD TRUST	78463V107			1/11/2011		3/3/2011	29	28				1
14	X	SPDR GOLD TRUST	78463V107			1/11/2011		4/7/2011	34	32				2
15	X	SPDR GOLD TRUST	78463V107			1/11/2011		5/9/2011	36	33				3
16	X	SPDR GOLD TRUST	78463V107			1/11/2011		6/8/2011	36	32				4
17	X	SPDR GOLD TRUST	78463V107			1/11/2011		7/8/2011	36	33				3
18	X	SPDR GOLD TRUST	78463V107			1/11/2011		8/10/2011	37	29				8
19	X	SPDR GOLD TRUST	78463V107			1/11/2011		9/9/2011	42	31				11
20	X	SPDR GOLD TRUST	78463V107			1/11/2011		10/13/2011	47	39				8
21	X	SPDR GOLD TRUST	78463V107			1/11/2011		11/14/2011	39	30				9
22	X	SPDR GOLD TRUST	78463V107			1/11/2011		12/9/2011	39	32				7
23	X	MARKETFIELD FUND	89833W865			1/11/2011		5/16/2011	4	4				0
24	X	MARKETFIELD FUND	89833W865			1/11/2011		5/16/2011	24,996	24,584				412
25														0
26														0
27														0
28														0
29														0
30														0
31														0

Line 16a (990-PF) - Legal Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		6,124	5,511	0	612
1	LEGAL FEES	6,124	5,511		612
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		3,500	0	0	3,500
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	3,500			3,500
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		9,532	5,719	0	3,813
1	MERRILL LYNCH FEES AS AGENT	9,532	5,719		3,813
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		74,613	457	0	0
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	74,156			
3	FOREIGN TAX WITHHELD	457	457		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		408	408	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES				
2	STATE AG FEES				
3	INVESTMENT FEES	408	408		
4	PARTNERSHIP DEDUCTIONS				
5	OTHER MISC FEES				
6					
7					
8					
9					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	53,073
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	2,397,092	0	534,917	1,862,175	0	0	0	1,862,175
1	FIRST EAGLE	32008F606		1/11/2011	5/16/2011	34	0	33	1			0	1
2	FIRST EAGLE	32008F606		1/11/2011	5/16/2011	74,966	0	71,966	3,000			0	3,000
3	GAMCO WESTWOOD MIGHTY	361439888		1/11/2011	5/16/2011	0	0	0	0			0	0
4	GAMCO WESTWOOD MIGHTY	361439888		1/11/2011	5/16/2011	50,000	0	49,573	427			0	427
5	IVA WORLDWIDE	45070A206		1/11/2011	5/16/2011	16	0	16	0			0	0
6	IVA WORLDWIDE	45070A206		1/11/2011	5/16/2011	74,984	0	71,972	3,012			0	3,012
7	IVY ASSET STRATEGY	466001864		1/11/2011	5/16/2011	6	0	6	0			0	0
8	IVY ASSET STRATEGY	466001864		1/11/2011	5/16/2011	74,994	0	73 103	1,891			0	1,891
9	JOHNSON AND JOHNSON COM	478160104		2/3/1986	1/12/2011	2,021,684	0	171,651	1,850,033			0	1,850,033
10	PIMCO GLOBAL MULTI	72201P605		1/11/2011	5/16/2011	3	0	3	0			0	0
11	PIMCO GLOBAL MULTI	72201P605		1/11/2011	5/16/2011	74,997	0	71,653	3,344			0	3,344
12	SPDR GOLD TRUST	78463V107		1/11/2011	2/4/2011	33	0	34	-1			0	-1
13	SPDR GOLD TRUST	78463V107		1/11/2011	3/3/2011	29	0	28	1			0	1
14	SPDR GOLD TRUST	78463V107		1/11/2011	4/7/2011	34	0	32	2			0	2
15	SPDR GOLD TRUST	78463V107		1/11/2011	5/9/2011	36	0	33	3			0	3
16	SPDR GOLD TRUST	78463V107		1/11/2011	6/8/2011	36	0	32	4			0	4
17	SPDR GOLD TRUST	78463V107		1/11/2011	7/8/2011	36	0	33	3			0	3
18	SPDR GOLD TRUST	78463V107		1/11/2011	8/10/2011	37	0	29	8			0	8
19	SPDR GOLD TRUST	78463V107		1/11/2011	9/9/2011	42	0	31	11			0	11
20	SPDR GOLD TRUST	78463V107		1/11/2011	10/13/2011	47	0	39	8			0	8
21	SPDR GOLD TRUST	78463V107		1/11/2011	11/14/2011	39	0	30	9			0	9
22	SPDR GOLD TRUST	78463V107		1/11/2011	12/9/2011	39	0	32	7			0	7
23	MARKETFIELD FUND	89833W865		1/11/2011	5/16/2011	4	0	4	0			0	0
24	MARKETFIELD FUND	89833W865		1/11/2011	5/16/2011	24,996	0	24,584	412			0	412
25						0	0	0	0			0	0
26						0	0	0	0			0	0
27						0	0	0	0			0	0
28						0	0	0	0			0	0
29						0	0	0	0			0	0
30						0	0	0	0			0	0
31						0	0	0	0			0	0

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

Did the foundation furnish a copy of Form 990-PF to the State Attorney General? [ ] Yes [X] No

If "No", please provide an explanation

FL DOES NOT HAVE AN AG FILING REQUIREMENT

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

0

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	PETER H SODERBERG		255 WHISKEY ROW	BOCA GRANDE	FL	33921		IDENT, TRE	1 00	
2	ELSA A SODERBERG		255 WHISKEY ROW	BOCA GRANDE	FL	33921		SEIDENT, SE	1 00	
3										
4										
5										
6										
7										
8										
9										
10										

Part

	Benefits	Expense Account	Explanation
	0	0	
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	74,156
7	Total		7	74,156

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	207
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	207