EXTENSION GRANTED TO 11/15/2013

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

**2012**

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE SOKOLOFF FOUNDATION, INC.

A Employer identification number: 13-6155196

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

B Telephone number: 212-744-5337

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

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ 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) ▶$ 7,676,396.

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))

| | Line | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 126,876. | | N/A | |
| | 2 Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 180,457. | 180,457. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 163,428. | | | |
| | b Gross sales price for all assets on line 6a 978,861. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 163,428. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 **Total.** Add lines 1 through 11 | 470,761. | 343,885. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees STMT 2 | 500. | 500. | | 500. |
| | b Accounting fees | | | | |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes STMT 3 | 12,077. | 4,877. | | 4,877. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 4 | 1,329. | 1,329. | | 1,329. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 13,906. | 6,706. | | 6,706. |
| | 25 Contributions, gifts, grants paid | 146,022. | | | 146,022. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 159,928. | 6,706. | | 152,728. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 310,833. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 337,179. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

RECEIVED NOV 21 2013 OGDEN, UT

SCANNED DEC 05 2013



618 15

| 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 | 26,625. | 30,575. | 30,575. |
| 2 Savings and temporary cash investments | 163,442. | 44,346. | 44,346. |
| 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 5 | 4,724,705. | 5,107,679. | 7,601,475. |
| c Investments - corporate bonds | | | |
| 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| Less accumulated depreciation ▶ | | | |
| 12 Investments - mortgage loans | | | |
| 13 Investments - other | | | |
| 14 Land, buildings, and equipment: basis ▶ | | | |
| Less accumulated depreciation ▶ | | | |
| 15 Other assets (describe ▶ ) | | | |
| 16 **Total assets** (to be completed by all filers) | 4,914,772. | 5,182,600. | 7,676,396. |
| **Liabilities** | | | |
| 17 Accounts payable and accrued expenses | | | |
| 18 Grants payable | | | |
| 19 Deferred revenue | | | |
| 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 Mortgages and other notes payable | | | |
| 22 Other liabilities (describe ▶ DUE TO BROKER ) | 27,836. | 0. | |
| 23 **Total liabilities** (add lines 17 through 22) | 27,836. | 0. | |
| **Net Assets or Fund Balances** | | | |
| **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 Unrestricted | | | |
| 25 Temporarily restricted | | | |
| 26 Permanently restricted | | | |
| **Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.** | | | |
| 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| 29 Retained earnings, accumulated income, endowment, or other funds | 4,886,936. | 5,182,600. | |
| 30 **Total net assets or fund balances** | 4,886,936. | 5,182,600. | |
| 31 **Total liabilities and net assets/fund balances** | 4,914,772. | 5,182,600. | |

## Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 4,886,936. |
| 2 | Enter amount from Part I, line 27a | 2 | 310,833. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 5,197,769. |
| 5 | Decreases not included in line 2 (itemize) ▶ PRIOR YEAR NONTAXABLE DISTRIBUTIONS | 5 | 15,169. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 5,182,600. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | THRU MORGAN STANLEY -SEE SCHEDULE D-1 | P | VARIOUS | VARIOUS |
| b | THRU MORGAN STANLEY -SEE SCHEDULE D-1 | P | VARIOUS | VARIOUS |
| c | THRU MORGAN STANLEY -SEE SCHEDULE D-2 | P | VARIOUS | VARIOUS |
| d | THRU MORGAN STANLEY -SEE SCHEDULE D-2 | P | VARIOUS | VARIOUS |
| 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 | 51,532. | | 54,940. | -3,408. |
| b | 475,312. | | 294,313. | 180,999. |
| c | 57,713. | | 51,305. | 6,408. |
| d | 394,304. | | 414,875. | -20,571. |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | -3,408. |
| b | | | | 180,999. |
| c | | | | 6,408. |
| d | | | | -20,571. |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 163,428.

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 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)) |
|---|---|---|---|
| 2011 | 220,033. | 6,566,150. | .033510 |
| 2010 | 142,869. | 6,059,452. | .023578 |
| 2009 | 264,032. | 5,139,265. | .051375 |
| 2008 | 329,736. | 5,956,559. | .055357 |
| 2007 | 318,969. | 6,875,460. | .046392 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .210212 |
| 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 | .042042 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 7,115,339. |
| 5 | Multiply line 4 by line 3 | 5 | 299,143. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,372. |
| 7 | Add lines 5 and 6 | 7 | 302,515. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 152,728. |

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

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

| | | | |
|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | 1 | 6,744. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 6,744. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 6,744. |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a 6,300. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 500. | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 6,800. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached | | 8 | 137. |
| 9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 6 ▶ | | 9 | 81. |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | |
| 11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ | Refunded ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|---|---|---|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? | 1b | | X |
| *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | | X |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ STEPHEN SOKOLOFF Telephone no. ▶ 212-744-5337
Located at ▶ 200 EAST 78TH STREET, APT# 16D, NEW YORK, NY ZIP+4 ▶ 10075-2017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A | 1b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ______, ______, ______, ______ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2012 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 2012.)* 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 2012? | 4b | | X |

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

| | | Yes | No |
|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No | | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | | |
| Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No | | | |
| *If "Yes," attach the statement required by Regulations section 53.4945-5(d).* | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No | | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |
| *If "Yes" to 6b, file Form 8870.* | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No | | | |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| STEPHEN SOKOLOFF<br>215 FOX MEADOW ROAD<br>SCARSDALE, NY 10583 | MANAGER/TRUSTEE<br>10.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

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



223551
12-05-12

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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

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

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



223561
12-05-12

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 7,195,094. |
| b | Average of monthly cash balances | 1b | 28,600. |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 7,223,694. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 7,223,694. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 108,355. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,115,339. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 355,767. |

**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 | 355,767. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,744. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 6,744. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 349,023. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 349,023. |
| 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 | 349,023. |

**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 | 152,728. |
| 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 | 152,728. |
| 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 | 152,728. |

**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 2011 | (c) 2011 | (d) 2012 |
|---|---|---|---|---|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 349,023. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 75,090. | |
| b Total for prior years: ____, ____, ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 152,728. | | | | |
| a Applied to 2011, but not more than line 2a | | | 75,090. | |
| 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 2012 distributable amount | | | | 77,638. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (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 | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 271,385. |
| 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 2007 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |



223581
12-05-12

**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 2012, 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) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 **Information Regarding Foundation Managers:**

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

STEPHEN SOKOLOFF

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

NONE

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

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

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

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

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

UNRESTRICTED

c Any submission deadlines:

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| SEE ATTACHED SCHEDULE 1 | N/A | PUBLIC CHARITY | GENERAL PURPOSES | 146,022. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3a | 146,022. |
| b *Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 180,457. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 14 | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 163,428. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 343,885. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) ... 13 343,885.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| N/A | | |

**Sign Here**

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

X Stephen Sokoloff Pres — Signature of officer or trustee

X 11/13/13 — Date

X Pres. — Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| STEVEN KLEIN | | 11/8/13 | | P00638200 |

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

Firm's address ▶ 450 SEVENTH AVENUE - SUITE 609 NEW YORK, NY 10123 — Phone no. 212-564-4010



223622
12-05-12

# 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

**2012**

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

**Organization type** (check one):

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

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

**General Rule**

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

**Special Rules**

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 13-6155196

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | STEPHEN SOKOLOFF<br>215 FOX MEADOW ROAD<br>SCARSDALE, NY 10583 | $ 24,810. | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution.) |
| 2 | STEPHEN SOKOLOFF<br>215 FOX MEADOW ROAD<br>SCARSDALE, NY 10583 | $ 31,348. | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution.) |
| 3 | STEPHEN SOKOLOFF<br>215 FOX MEADOW ROAD<br>SCARSDALE, NY 10583 | $ 30,548. | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution.) |
| 4 | STEPHEN SOKOLOFF<br>215 FOX MEADOW ROAD<br>SCARSDALE, NY 10583 | $ 36,170. | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution.) |
| 5 | MORGAN STANLEY CHARITABLE SPENDING ACCOUNT<br>1585 BROADWAY<br>NEW YORK, NY 10036 | $ 4,000. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |

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

**Part II** **Noncash Property** (see instructions). 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 | 200 SHS GOODRICH CORP. | $ 24,810. | 01/13/12 |
| 2 | 250 SHS GOODRICH CORP. | $ 31,348. | 04/24/12 |
| 3 | 700 SHS WILLIAMS SONOMA | $ 30,548. | 09/10/12 |
| 4 | 1,000 SHS COMCAST CORP CL A SPECIAL | $ 36,170. | 12/12/12 |
| | | $ | |
| | | $ | |

Name of organization: THE SOKOLOFF FOUNDATION, INC.

Employer identification number: 13-6155196

**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

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

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

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

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

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

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| MORGAN STANLEY SMITH BARNEY - DIVIDENDS | 70,815. | 0. | 70,815. |
| MORGAN STANLEY SMITH BARNEY - INTEREST | 4,205. | 0. | 4,205. |
| MORGAN STANLEY SMITH BARNEY HOLDINGS - DIVIDENDS | 102,620. | 0. | 102,620. |
| MORGAN STANLEY SMITH BARNEY HOLDINGS - INTEREST | 2,817. | 0. | 2,817. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 180,457. | 0. | 180,457. |

FORM 990-PF LEGAL FEES STATEMENT 2

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

FORM 990-PF TAXES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAX PAID | 4,877. | 4,877. | | 4,877. |
| SECTION 4940 TAX ON INVESTMENT INCOME | 7,200. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 12,077. | 4,877. | | 4,877. |

FORM 990-PF — OTHER EXPENSES — STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| TELEPHONE | 1,080. | 1,080. | | 1,080. |
| BANK CHARGES | 249. | 249. | | 249. |
| TO FORM 990-PF, PG 1, LN 23 | 1,329. | 1,329. | | 1,329. |

FORM 990-PF — CORPORATE STOCK — STATEMENT 5

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK - SEE SCHEDULE 2 | 5,107,679. | 7,601,475. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 5,107,679. | 7,601,475. |

FORM 990-PF — INTEREST AND PENALTIES — STATEMENT 6

| | |
|---|---|
| AMOUNT DUE FROM FORM 990-PF, PART VI | -56. |
| UNDERPAYMENT PENALTY | 137. |
| LATE PAYMENT INTEREST | 43. |
| LATE PAYMENT PENALTY | 94. |
| TOTAL AMOUNT DUE | 218. |

FORM 990-PF — LATE PAYMENT PENALTY — STATEMENT 7

| DESCRIPTION | DATE | AMOUNT | BALANCE | MONTHS | PENALTY |
|---|---|---|---|---|---|
| TAX DUE | 05/15/13 | 6,744. | 6,744. | | |
| EXTENSION PAYMENT | 05/15/13 | -500. | 6,244. | 3 | 94. |
| PAYMENT | 08/07/13 | -6,300. | -56. | | |
| DATE FILED | 08/15/13 | | -56. | | |
| TOTAL LATE PAYMENT PENALTY | | | | | 94. |

Ref: 00010714 00084275

# 2012 Year End Summary

*THE SOKOLOFF FOUNDATION*

*Account Number [redacted]02-17 [redacted]*

## Details of Short Term Gain (Loss) 2012

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

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost | (Loss) | Gain |
|---|---|---|---|---|---|---|---|---|
| 125000170 | 500 | TOTAL S.A SPONS ADR VERSUS PURCHASE(S) | 07/05/11 | 02/23/12 | $ 27,680 23 | $ 29,002.14 | ($ 1,321.91) | |
| 125000190 | 500 | TOTAL S.A SPONS ADR | 11/07/11 | 04/26/12 | 23,840 04 | 25,926.67 | (2,086.63) | |
| 125000210 | .1754 | WPX ENERGY INC | 10/26/11 | 01/03/12 | 2.95 | 2 95 | | |
| | .1754 | CASH IN LIEU OF .66666 | 11/04/11 | | 2.95 | 3.08 | (.13) | |
| | .1754 | RECORD 12/14/11 PAY 12/31/11 | 12/15/11 | | 2.95 | 2.99 | (.04) | |
| | .1404 | FROM: 969457100000 (SPINOFF) | 12/23/11 | | 2.38 | 2.57 | (.19) | |
| **Total** | | | | | $ 51,531.50 | $ 54,940.40 | ($ 3,408.90) | |

## Details of Long Term Gain (Loss) 2012

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

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost | (Loss) | Gain |
|---|---|---|---|---|---|---|---|---|
| 125000010 | 300 | ANADARKO PETROLEUM CORP | 06/27/97 | 02/03/12 | $ 24,835.17 | $ 8,311 35 | | $ 16,523.82 b |
| 125000020 | 500 | CONSOLIDATED EDISON INC | 06/24/09 | 05/22/12 | 29,127.73 | 18,416.53 | | 10,711.20 |
| 125000030 | .0753 | DUKE ENERGY CORP NEW | 03/03/98 | 07/02/12 | 5.15 | 2.97 | | 2.18 b |
| | .0753 | REVSPLT 07/02/12 26441C105000 | 04/09/98 | | 5.15 | 3.05 | | 2.10 b |
| | .0966 | | 04/22/99 | | 6.61 | 4 66 | | 1.95 b |
| | .0908 | | 07/29/99 | | 6.22 | 4.23 | | 1.99 b |
| 125000040 | 200 | EL PASO CORP | 12/23/08 | 01/04/12 | 5,193.42 | 1,443.28 | | 3,750.14 |
| | 800 | | 03/12/10 | | 20,773 68 | 9,261.95 | | 11,511.73 |
| 125000050 | 200 | EL PASO CORP | 03/12/10 | 01/11/12 | 5,248.77 | 2,315.49 | | 2,933.28 |
| | 900 | | 04/07/10 | | 23,619 48 | 10,432 04 | | 13,187 44 |
| 125000060 | 1,100 | EL PASO CORP | 04/07/10 | 01/18/12 | 29,203.94 | 12,750.28 | | 16,453.66 |
| 125000070 | 200 | GOODRICH CORP (DONATED STOCK) | 03/02/78 | 01/17/12 | 24,459.58 | 24,810.00 | | (350.42) |
| 125000080 | 250 | GOODRICH CORP (DONATED STOCK) | 03/06/78 | 04/25/12 | 30,949 00 | 31,347.50 | | (398.50) |

2012 YEAR END SUMMARY

SCHEDULE D-1

Ref: 00010714 00084276

# 2012 Year End Summary

*THE SOKOLOFF FOUNDATION*

*Account Number [redacted]402-17 [redacted]*

## Details of Long Term Gain (Loss) 2012 - *continued*

| Reference number | Quantity | Security Description | Opening Trade Date | Closing Trade Date | Sale Proceeds | Cost | (Loss) | Gain |
|---|---|---|---|---|---|---|---|---|
| 125000090 | 500 | H J HEINZ CO<br>VERSUS PURCHASE(S) | 09/21/09 | 02/16/12 | $ 25,666.57 | $ 20,145.97 | | $ 5,520.60 |
| 125000100 | 500 | INTUIT INC<br>VERSUS PURCHASE(S)<br>CGMI AND/OR ITS AFFILIATES | 02/04/11 | 03/26/12 | 28,988.94 | 24,605.95 | | 4,382.99 |
| 125000110 | 500 | INTUIT INC<br>CGMI AND/OR ITS AFFILIATES | 06/01/06 | 04/17/12 | 30,397.20 | 14,026 21 | | 16,370.99 |
| 125000120 | 500<br>850 | LIBERTY MEDIA HLDG CORP<br>INTERACTIVE SER A<br>CGMI AND/OR ITS AFFILIATES | 07/17/96<br>11/25/96 | 03/08/12 | 9,275.77<br>15,768.81 | 2,108.28<br>3,667.36 | | 7,167.49 b<br>12,101.45 b |
| 125000130 | 1,400 | LIBERTY MEDIA HLDG CORP<br>INTERACTIVE SER A<br>CGMI AND/OR ITS AFFILIATES | 11/25/96 | 03/23/12 | 26,404 07 | 6,040.36 | | 20,363 71 b |
| 125000140 | 400 | MONSANTO CO NEW | 04/06/10 | 06/27/12 | 31,980.39 | 28,281.38 | | 3,699 01 |
| 125000150 | 139.5<br>500<br>360.5 | PHILLIPS 66 | 01/24/01<br>02/28/01<br>12/28/01 | 06/06/12 | 4,338.62<br>15,550.62<br>11,212.00 | 1,827.09<br>6,176.21<br>4,125.46 | | 2,511.53<br>9,374.41<br>7,086.54 |
| 125000160 | 500 | TOTAL S.A SPONS ADR | 06/15/10 | 02/14/12 | 26,553.46 | 24,974 41 | | 1,579.05 |
| 125000180 | 500 | TOTAL S.A SPONS ADR | 11/26/10 | 03/13/12 | 27,639.29 | 25,471.84 | | 2,167.45 |
| 125000200 | 300 | WHOLE FOODS MKT INC<br>CGMI AND/OR ITS AFFILIATES | 05/07/07 | 06/15/12 | 28,102 20 | 13,758.97 | | 14,343.23 |
| Total | | | | | $ 475,311.84 | 294,312.82 | | 180,999.02 |

2012 YEAR END

SCHEDULE D-1

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.
NEW YORK NY 10075-2004

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: XXX-X0896XXX

**Customer Service: 866-324-6088**

**This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.**

## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

**OMB NO. 1545-0715**

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

### Short Term - Noncovered Securities
\# (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part I with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| COVANCE INC | CUSIP: 222816100 | Symbol (Box 1d): CVD | | | | | | |
| | 500.000 | 01/20/12 | 12/07/12 | $28,520.03 | $23,388 05 | $0 00 | $5,131 98 | $0 00 |
| KRAFT FOODS INC CL A | CUSIP: 50075N104 | Symbol (Box 1d): | | | | | | |
| | 700.000 | 05/07/12 | 10/01/12 | $29,193.31 | $27,916 74 | $0 00 | $1,276 57 | $0 00 |
| **Total Short Term Noncovered Securities** | | | | **$57,713.34** | **$51,304.79** | **$0.00** | **$6,408.55** | **$0.00** |

### Long Term - Noncovered Securities
\# (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| COMCAST CORP CL A SPECIAL NEW | CUSIP: 20030N200 | Symbol (Box 1d): CMCSK | | | | | | |
| | 800.000 | 02/25/11 | 07/13/12 | $24,756.61 | $19,302.55 | $0.00 | $5,454.06 | $0 00 |
| | 700 000 | 02/25/11 | 09/13/12 | $23,765.47 | $16,889.73 | $0 00 | $6,875.74 | $0 00 |
| | 1,000.000 | 06/23/11 | 10/04/12 | $34,938.84 | $22,888.80 | $0.00 | $12,050 04 | $0 00 |
| (DONATED STOCK) | 1,000.000 | 12/27/89 | 12/12/12 | $36,012.30 | 36,170.00 | $0.00 | (157.70) | $0.00 |
| Security Subtotal | 3,500.000 | | | $119,473.22 | 95,251.08 | $0.00 | 24,222.14 | $0.00 |
| CORNING INC | CUSIP: 219350105 | Symbol (Box 1d): GLW | | | | | | |
| | 1,000 000 | 09/21/07 | 07/31/12 | $11,255.15 | $24,245 82 | $0.00 | ($12,990.67) | $0.00 |
| | 1,000 000 | 09/25/07 | 07/31/12 | $11,255.15 | $24,296.17 | $0.00 | ($13,041.02) | $0 00 |
| | 200.000 | 09/28/07 | 07/31/12 | $2,251.04 | $4,994.78 | $0.00 | ($2,743.74) | $0.00 |
| Security Subtotal | 2,200.000 | | | $24,761.34 | $53,536.77 | $0.00 | ($28,775.43) | $0.00 |

CONTINUED ON NEXT PAGE



SCHEDULE D-2

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.
NEW YORK NY 10075-2004

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: [illegible]0896 [illegible]

**Customer Service: 866-324-6088**

**This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.**

## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

**Gross Proceeds less commissions and option premiums on stocks, bonds, etc.**

**Long Term - Noncovered Securities** # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )
(Continued)

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| DIRECTV COM | CUSIP: 25490A309 | | Symbol (Box 1d): DTV | | | | | |
| | 500.000 | 11/25/96 | 09/06/12 | $26,266 27 | $1,544 23 | $0 00 | $24,722 04 | $0 00 |
| ELI LILLY & CO | CUSIP: 532457108 | | Symbol (Box 1d): LLY | | | | | |
| | 500.000 | 03/30/09 | 10/09/12 | $25,923.86 | $16,669 39 | $0 00 | $9,254 47 | $0.00 |
| FANNIE MAE PFD SER S 8.25 | CUSIP: 313586752 | | Symbol (Box 1d): FNMAS | | | | | |
| | 1,000 000 | 04/17/08 | 09/06/12 | $785.48 | $24,900.40 | $0 00 | ($24,114 92) | $0 00 |
| FANNIE MAE 8 25% SER T PFD | CUSIP: 313586737 | | Symbol (Box 1d): FNMAT | | | | | |
| | 1,000 000 | 05/13/08 | 09/06/12 | $903.47 | $25,000.00 | $0 00 | ($24,096 53) | $0 00 |
| GENERAL MILLS INC | CUSIP: 370334104 | | Symbol (Box 1d): GIS | | | | | |
| | 700 000 | 08/01/11 | 10/16/12 | $27,414 51 | $26,333 41 | $0 00 | $1,081 10 | $0 00 |
| HEWLETT PACKARD | CUSIP: 428236103 | | Symbol (Box 1d): HPQ | | | | | |
| | 1,000.000 | 02/16/01 | 11/30/12 | $12,734.38 | $33,501.83 | $0.00 | ($20,767.45) | $0.00 |
| | 500 000 | 08/30/01 | 11/30/12 | $6,367.19 | $11,928.19 | $0.00 | ($5,561.00) | $0.00 |
| | 500.000 | 04/15/11 | 11/30/12 | $6,367.18 | $20,491.87 | $0.00 | ($14,124.69) | $0.00 |
| Security Subtotal | 2,000.000 | | | $25,468.75 | $65,921.89 | $0.00 | ($40,453.14) | $0.00 |
| INTUIT INC | CUSIP: 461202103 | | Symbol (Box 1d): INTU | | | | | |
| | 500.000 | 06/01/06 | 08/22/12 | $29,015.59 | $14,026 21 | $0.00 | $14,989.38 | $0 00 |
| | 500 000 | 11/08/06 | 11/01/12 | $30,198.51 | $17,434 03 | $0 00 | $12,764.48 | $0 00 |
| | 500.000 | 11/17/06 | 11/09/12 | $29,624.55 | $16,410.50 | $0.00 | $13,214.05 | $0.00 |
| Security Subtotal | 1,500.000 | | | $88,838.65 | $47,870.74 | $0.00 | $40,967.91 | $0.00 |

CONTINUED ON NEXT PAGE



SCHEDULE D-2

Morgan Stanley

**Corporate Tax Statement**
**Tax Year 2012**

THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.
NEW YORK NY 10075-2004

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: XXXXX0896XXX

**Customer Service: 866-324-6088**

**This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.**

## 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) — OMB NO. 1545-0715

### Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

### Long Term - Noncovered Securities # (Continued)
(Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked )

| DESCRIPTION (Box 8) | QUANTITY (Box 1e) | DATE ACQUIRED (Box 1b) | DATE OF SALE (Box 1a) | SALES PRICE (Box 2a) | ADJUSTED COST OR OTHER BASIS (Box 3) | WASH SALE LOSS DISALLOWED (Box 5) | GAIN/(LOSS) AMOUNT | FEDERAL INCOME TAX WITHHELD (Box 4) |
|---|---|---|---|---|---|---|---|---|
| MBNA CAP SERS D 8125 *32OC01 CUSIP: 55266J200 Symbol (Box 1d): | | | | | | | | |
| | 500.000 | 09/15/03 | 07/25/12 | $12,500 00 | $13,737.98 | $0 00 | ($1,237.98) | $0 00 |
| | 500.000 | 10/08/03 | 07/25/12 | $12,500.00 | $13,560.96 | $0.00 | ($1,060.96) | $0.00 |
| Security Subtotal | 1,000 000 | | | $25,000.00 | $27,298.94 | $0.00 | ($2,298.94) | $0.00 |
| WILLIAMS SONOMA CUSIP: 969904101 Symbol (Box 1d): WSM | | | | | | | | |
| (DONATED STOCK) | 700 000 | 05/24/88 | 08/22/12 | $29,468.27 | 30,548.00 | $0.00 | (1,079.73) | $0 00 |
| Total Long Term Noncovered Securities | | | | $394,303.82 | 414,874.85 | $0.00 | (20,571.03) | $0.00 |
| Total Short and Long Term, Covered and Noncovered Securities | | | | $452,017.16 | 466,179.64 | $0.00 | (14,162.48) | $0.00 |

### Form 1099-B Total Reportable Amounts

| | | | | |
|---|---|---|---|---|
| Total Sales Price (Box 2) | $452,017.16 | | | |
| Total Cost or Other Basis (Box 3) | | $0.00 | | |
| Total Wash Sale Loss Disallowed (Box 5) | | | $0.00 | |
| Total Fed Tax Withheld (Box 4) | | | | $0.00 |

# Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.



SCHEDULE D-2

015362 MS13OA01 069462

## Sokoloff Foundation, Inc

## 2012

| DATE OF DONATION | AMOUNT | DONATION GIVEN TO: | ADDRESS |
|---|---|---|---|
| January 12, 2012 | $3,000.00 | Jewish Child Care Assoc | 1075 Broadway, Pleasantville, NY 10570 |
| January 13, 2012 | $800.00 | Katonah Museum of Art | 134 Jay Street, Katonah, NY 10536 |
| February 8, 2012 | $500.00 | Yeshiva Torah Vodaath | 425 E 9th Street, Brooklyn, NY 11218 |
| February 24, 2012 | $2,400.00 | Jazz at Lincoln Center | 33 West 60th Street, New York, NY 10023 |
| March 19, 2012 | $1,000.00 | Beth Israel Medical Center | First Ave at 16th St, New York, NY 10003 |
| April 2, 2012 | $207.00 | Solomon R Guggenheim Fdn | 1071 5th Ave, New York, NY 10128 |
| April 12, 2012 | $1,800.00 | Parson's Dance | 229 West 42nd Street, 8th Fl, New York, NY 10036 |
| April 12, 2012 | $2,150.00 | Katonah Museum of Art | 134 Jay Street, Katonah, NY 10536 |
| April 13, 2012 | $398.00 | Metropolitan Museum of Art | 1000 Fifth Avenue, New York, NY 10028-0198 |
| April 17, 2012 | $100.00 | NY Public Radio | 160 Varick Street, New York, NY 10013 |
| April 27, 2012 | $1,000.00 | Intl Center of Photography | 1114 Ave of the Americas, New York, NY 10036 |
| May 25, 2012 | $500.00 | Jewish National Fund | 42 East 69th Street, New York, NY 10021 |
| May 30, 2012 | $500.00 | Katonah Museum of Art | 134 Jay Street, Katonah, NY 10536 |
| June 7, 2012 | $1,100.00 | Katonah Museum of Art | 134 Jay Street, Katonah, NY 10536 |
| June 15, 2012 | $450.00 | 92nd Street Y | 1395 Lexington Avenue, New York, NY 10128 |
| July 17, 2012 | $290.00 | Jacob Burns Film Center | 405 Manville Road, Pleasantville, NY 10570 |
| July 19, 2012 | $250.00 | Westchester Caddie Scholarship Fd | 49 Knollwood Road, Ste 220, Elmsford, NY 10523 |
| July 20, 2012 | $150.00 | The Jewish Museum | 1109 Fifth Avenue, New York, NY 10128 |
| July 26, 2012 | $3,450.00 | Congregation Emanu-el of Westchester | 2125 Westchester Avenue East, Rye, NY 10580 |
| July 26, 2012 | $500.00 | Hayground School | 151 Mitchell Ln, Bridgehampton, NY 11932 |
| July 26, 2012 | $100.00 | City Harvest | 575 8th Ave, #4, New York, NY 10018 |
| July 26, 2012 | $150.00 | American Folk Art Museum | 1865 Broadway, 11th Floor, New York, NY 10023 |
| July 26, 2012 | $1,000.00 | Neighborhood Coalition for Shelter | 157 E 86th Street, New York, NY 10028 |
| August 15, 2012 | $300.00 | Congregation Emanu-el of Westchester | 2125 Westchester Avenue East, Rye, NY 10580 |
| August 17, 2012 | $2,440.00 | Manhattan Threatre Club | 261 W 47th Street, New York, NY 10036 |
| August 17, 2012 | $600.00 | Katonah Museum of Art | 134 Jay Street, Katonah, NY 10536 |
| September 12, 2012 | $60,000.00 | Jewish Communal Fund | 575 Madison Ave, New York, NY 10022 |
| October 2, 2012 | $400.00 | Katonah Museum of Art | 134 Jay Street, Katonah, NY 10536 |
| October 17, 2012 | $3,000.00 | NYU Langone Medical Ceter | 550 1st Ave, New York, NY 10016 |
| October 25, 2012 | $250.00 | Corning Museum of Glass | 1 Museum Way, Corning, NY 14830 |
| October 25, 2012 | $2,000.00 | NY Public Radio | 160 Varick Street, New York, NY 10013 |

SCHEDULE I - CONTRIBUTIONS PAID

| | | | |
|---|---|---|---|
| October 29, 2012 | $250.00 | Grand Street Settlement | 80 Pitts Street, New York, NY 10002 |
| November 7, 2012 | $150.00 | Perfect Pet Rescue | 1178 Angelo Drive, Beverly Hills, CA 90210 |
| November 7, 2012 | $250.00 | UNC Chapel Hill | 103 South Building, Chapil Hill, NC 27599 |
| November 7, 2012 | $862.00 | Whitney Museum of Art | 945 Madison Ave, New York, NY 10021 |
| December 18, 2012 | $1,200.00 | Intl Center of Photography | 1114 Ave of the Americas, New York, NY 10036 |
| December 19, 2012 | $100.00 | Adirondack Council | 103 Hand Avenue, Ste 3, Elizabethtown, NY 12932 |
| December 19, 2012 | $200.00 | Museum of Art & Design | 2 Columbus Circle, New York, NY 10019 |
| December 19, 2012 | $2,000.00 | The Multiple Sclerosis Fdn | 6520 North Andrews Ave, Ft. Lauderdale, FL 33309 |
| December 19, 2012 | $100.00 | Central Park Conservatory | 14 E 60th Street, New York, NY 10022 |
| December 19, 2012 | $125.00 | Stone Baris Center for Food and Agric. | 630 Bedford Road, Pocantico Hills, NY 10591 |
| December 27, 2012 | $50,000.00 | Jewish Communal Fund | 575 Madison Ave, New York, NY 10022 |
| | | | |
| | | | |
| | | | |
| **Total** | | **$146,022.00** | |

SCHEDULE 1 - CONTRIBUTIONS PAID

Morgan Stanley

**CLIENT STATEMENT** | For the Period December 1-31, 2012

# Holdings

Active Assets Account [redacted]0896[redacted]
THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

*This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month Please see the "Unsettled Purchases/Sales Activity" section for more information*
*The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Expanded Disclosures Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date*
*Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate*
*Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures*
*New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Expanded Disclosures for additional information*

## CASH, DEPOSITS AND MONEY MARKET FUNDS

*Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available*

| Description | Value | Estimated Annual Income | 7-Day Current Yield % | Annual Percentage Yield % |
|---|---|---|---|---|
| CASH | $1,984 63 | | | |
| MS ACTIVE ASSETS MONEY TRUST | 42,361 45 | 4 24 | 0 010 | — |

| | Percentage of Assets % | Market Value | Estimated Annual Income<br>Accrued Interest |
|---|---|---|---|
| CASH, DEPOSITS AND MONEY MARKET FUNDS | 0 6% | $44,346 08 | $4 24<br>$0 00 |

*Money market funds seek to maintain a share price of $1 00 therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures*
*The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account*

001249 MSADT161



SCHEDULE 2 - INVESTMENTS

# Morgan Stanley

**CLIENT STATEMENT** | *For the Period December 1-31, 2012*

## Holdings

**Active Assets Account** [redacted]0896-[redacted]

**THE SOKOLOFF FOUNDATION**
**200 EAST 78TH ST.**

### STOCKS

**COMMON STOCKS**

*Morgan Stanley & Co LLC (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor s equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both Morgan Stanley and CIRA, you can and should view both research reports CIRA's equity research ratings are (1) Buy, (2) Neutral and (3) Sell For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold) and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley CIRA and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor s*

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **AMERICAN EXPRESS CO (AXP)** | 10/14/10 | 1,000 000 | $39 702 | $39,701 85 | $57,480 00 | $17,778 15 LT | | |
| | 1/11/11 | 500 000 | 45 783 | 22 891 58 | 28 740 00 | 5,848 42 LT | | |
| | 1/25/11 | 500 000 | 45 450 | 22,725 00 | 28,740 00 | 6 015 00 LT | | |
| | **Total** | 2 000 000 | | 85,318 43 | **114,960 00** | 29,641 57 LT | 1 600 00 | 1 39 |
| *Share Price $57 480, Rating Morgan Stanley 2, Citigroup 1, S&P 1, Next Dividend Payable 02/2013* | | | | | | | | |
| **ANADARKO PETE (APC)** | 6/27/97 | 580 000 | 27 705 | 16,068 62 | 43,099 80 | 27,031 18 LT 1 | | |
| | 11/26/99 | 910 000 | 15 441 | 14,051 42 | 67,622 10 | 53,570 68 LT 1 | | |
| | 2/16/00 | 910 000 | 12 286 | 11,180 37 | 67,622 10 | 56,441 73 LT 1 | | |
| | 8/28/03 | 1,000 000 | 21 985 | 21,985 00 | 74,310 00 | 52,325 00 LT | | |
| | **Total** | 3,400 000 | | 63,285 41 | **252,654 00** | 189,368 59 LT | 1,224 00 | 0 48 |
| *Share Price $74 310, Rating Morgan Stanley 1, Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **CHECKPOINT SYS INCORPORATED (CKP)** | 6/27/97 | 500 000 | 15 630 | 7,815 01 | 5,370 00 | (2,445 01) LT 1 | | |
| | 7/30/98 | 1,000 000 | 10 768 | 10,767 94 | 10,740 00 | (27 94) LT 1 | | |
| | 4/26/01 | 1,500 000 | 9 056 | 13,583 75 | 16,110 00 | 2 526 25 LT | | |
| | 11/12/01 | 1,000 000 | 9 379 | 9,378 64 | 10,740 00 | 1,361 36 LT | | |
| | **Total** | 4 000 000 | | 41,545 34 | **42,960 00** | 1,414 66 LT | — | — |
| *Share Price $10 740* | | | | | | | | |
| **COMPASS MINERALS INTER INC (CMP)** | 9/28/12 | 400 000 | 75 745 | 30,297 86 | 29,884 00 | (413 86) ST | | |
| | 10/25/12 | 400 000 | 78 440 | 31,376 19 | 29 884 00 | (1,492 19) ST | | |
| | **Total** | 800 000 | | 61 674 05 | **59,768 00** | (1,906 05) ST | 1,584 00 | 2 65 |
| *Share Price $74 710 Rating S&P 3, Next Dividend Payable 03/2013* | | | | | | | | |
| **CONAGRA FOODS INC (CAG)** | 6/3/04 | 500 000 | 28 162 | 14,081 01 | 14,750 00 | 668 99 LT | | |
| | 12/29/05 | 1,000 000 | 20 540 | 20,539 91 | 29,500 00 | 8 960 09 LT | | |
| | 6/22/07 | 500 000 | 26 003 | 13,001 34 | 14,750 00 | 1,748 66 LT | | |
| | 10/16/09 | 1 000 000 | 21 816 | 21,815 87 | 29,500 00 | 7,684 13 LT | | |
| | 11/30/09 | 1,000 000 | 22 543 | 22,542 60 | 29,500 00 | 6,957 40 LT | | |

CONTINUED



SCHEDULE 2 - INVESTMENTS

## Holdings

Active Assets Account [redacted]0896[redacted]
THE SOKOLOFF FOUNDATION
200 EAST 78TH ST

### STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 4,000 000 | | 91,980 73 | **118,000 00** | 26 019 27 LT | 4,000 00 | 3 38 |
| *Share Price $29 500, Rating Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **CONOCOPHILLIPS (COP)** | 1/24/01 | 279 000 | 22 036 | 6,147 99 | 16,179 21 | 10,031 22 LT | | |
| | 2/28/01 | 1,000 000 | 20 782 | 20 782 35 | 57 990 00 | 37,207 65 LT | | |
| | 12/28/01 | 721 000 | 19 254 | 13,881 79 | 41,810 79 | 27,929 00 LT | | |
| | 5/29/12 | 500 000 | 54 005 | 27,002 40 | 28 995 00 | 1,992 60 ST | | |
| | **Total** | 2,500 000 | | 67,814 53 | **144,975 00** | 75,167 87 LT<br>1,992 60 ST | 6,600 00 | 4 55 |
| *Share Price $57 990, Rating Morgan Stanley 3, Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **CONS EDISON INC (HLDG CO) (ED)** | 6/24/09 | 500 000 | 36 833 | 18,416 52 | 27,770 00 | 9,353 48 LT | | |
| | 9/18/09 | 1,000 000 | 41 873 | 41,873 21 | 55,540 00 | 13,666 79 LT | | |
| | **Total** | 1,500 000 | | 60,289 73 | **83,310 00** | 23,020 27 LT | 3,630 00 | 4 35 |
| *Share Price $55 540, Rating Morgan Stanley 3, Citigroup 2, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| **CORNING INC (GLW)** | 9/28/07 | 600 000 | 24 974 | 14,984 35 | 7,572 00 | (7,412 35) LT | | |
| | 9/28/07 | 200 000 | 24 974 | 4,994 78 | 2,524 00 | (2 470 78) LT | | |
| | 5/22/08 | 1,000 000 | 27 456 | 27,456 27 | 12,620 00 | (14,836 27) LT | | |
| | 8/4/10 | 1,000 000 | 19 632 | 19 631 64 | 12,620 00 | (7 011 64) LT | | |
| | 1/6/11 | 500 000 | 19 863 | 9,931 35 | 6,310 00 | (3,621 35) LT | | |
| | **Total** | 3,300 000 | | 76,998 39 | **41,646 00** | (35,352 39) LT | 1,188 00 | 2 85 |
| *Share Price $12 620, Rating Morgan Stanley 3, Citigroup 2 S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| **COVANCE INC (CVD)** | 7/30/99 | 500 000 | 19 959 | 9,979 72 | 28 885 00 | 18,905 28 LT 1 | | |
| | 9/8/99 | 1,000 000 | 10 928 | 10,928 16 | 57,770 00 | 46 841 84 LT 1 | | |
| | 4/30/03 | 500 000 | 18 040 | 9,019 92 | 28,885 00 | 19 865 08 LT | | |
| | 1/13/12 | 600 000 | 44 230 | 26,537 86 | 34,662 00 | 8,124 14 ST | | |
| | 1/20/12 | 100 000 | 46 776 | 4,677 61 | 5,777 00 | 1 099 39 ST | | |
| | **Total** | 2,700 000 | | 61,143 27 | **155,979 00** | 85,612 20 LT<br>9,223 53 ST | — | — |
| *Share Price $57 770, Rating Morgan Stanley 2, Citigroup 2, S&P 2* | | | | | | | | |
| **DIRECTV COM (DTV)** | 7/17/96 | 400 000 | 3 018 | 1,207 32 | 20,064 00 | 18,856 68 LT 1 | | |
| | 11/25/96 | 1,300 000 | 3 088 | 4,014 99 | 65,208 00 | 61,193 01 LT 1 | | |
| | **Total** | 1,700 000 | | 5,222 31 | **85,272 00** | 80,049 69 LT | — | — |
| *Share Price $50 160, Rating Morgan Stanley 1, Citigroup 1, S&P 2* | | | | | | | | |

CONTINUED

001249 MSADT161



SCHEDULE 2 - INVESTMENTS

# Holdings

**Active Assets Account** [redacted]0896[redacted] **THE SOKOLOFF FOUNDATION** **200 EAST 78TH ST.**

## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| DOW CHEMICAL CO (DOW) | 1/18/12 | 1 000 000 | 33 425 | 33,424 55 | 32 329 40 | (1,095 15) ST | | |
| | 2/13/12 | 1,000 000 | 34 617 | 34,617 23 | 32,329 40 | (2,287 83) ST | | |
| | 4/12/12 | 800 000 | 33 142 | 26 513 88 | 25,863 52 | (650 36) ST | | |
| | 10/22/12 | 1,000 000 | 29 955 | 29,955 40 | 32,329 40 | 2,374 00 ST | | |
| | **Total** | 3,800 000 | | 124,511 06 | **122,851 72** | (1,659 34) ST | 4,864 00 | 3 95 |
| *Share Price $32 329, Rating Morgan Stanley 2, Citigroup 1, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| DU PONT EI DE NEMOURS & CO (DD) | 12/10/07 | 500 000 | 48 217 | 24,108 46 | 22,489 25 | (1,619 21) LT | | |
| | 1/17/08 | 500 000 | 43 537 | 21,768 48 | 22,489 25 | 720 77 LT | | |
| | 3/4/08 | 500 000 | 47 243 | 23,621 39 | 22,489 25 | (1,132 14) LT | | |
| | 3/12/08 | 500 000 | 47 162 | 23,581 11 | 22,489 25 | (1,091 86) LT | | |
| | 10/2/08 | 500 000 | 39 303 | 19 651 27 | 22,489 25 | 2,837 98 LT | | |
| | 2/10/09 | 500 000 | 24 134 | 12,066 92 | 22,489 25 | 10,422 33 LT | | |
| | 8/20/09 | 500 000 | 32 360 | 16 180 12 | 22,489 25 | 6,309 13 LT | | |
| | 8/31/09 | 500 000 | 32 189 | 16 094 46 | 22,489 25 | 6 394 79 LT | | |
| | **Total** | 4,000 000 | | 157,072 21 | **179,914 00** | 22,841 79 LT | 6,880 00 | 3 82 |
| *Share Price $44 979, Rating Morgan Stanley 2, Citigroup 2, S&P 3, Next Dividend Payable 03/2013* | | | | | | | | |
| DUKE ENERGY CORP NEW (DUK) | 3/3/98 | 519 925 | 39 483 | 20,528 11 | 33 171 21 | 12,643 10 LT 1 | | |
| | 4/9/98 | 519 925 | 40 535 | 21,075 30 | 33 171 21 | 12,095 91 LT 1 | | |
| | 4/22/99 | 666 571 | 48 229 | 32,148 38 | 42,527 22 | 10,378 84 LT 1 | | |
| | 7/29/99 | 626 579 | 46 593 | 29,194 17 | 39,975 74 | 10 781 57 LT 1 | | |
| | **Total** | 2,333 000 | | 102,945 96 | **148,845 40** | 45,899 42 LT | 7,138 98 | 4 79 |
| *Share Price $63 800, Rating Morgan Stanley 1, Citigroup 1, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| ELI LILLY & CO (LLY) | 4/24/09 | 500 000 | 33 500 | 16,750 12 | 24,660 00 | 7,909 88 LT | | |
| | 6/8/09 | 500 000 | 34 328 | 17,164 10 | 24,660 00 | 7,495 90 LT | | |
| | 6/16/09 | 500 000 | 33 460 | 16,730 18 | 24,660 00 | 7 929 82 LT | | |
| | 9/30/09 | 500 000 | 33 438 | 16,719 06 | 24,660 00 | 7,940 94 LT | | |
| | 10/28/09 | 500 000 | 34 457 | 17,228 31 | 24,660 00 | 7,431 69 LT | | |
| | **Total** | 2,500 000 | | 84,591 77 | **123,300 00** | 38,708 23 LT | 4,900 00 | 3 97 |
| *Share Price $49 320 Rating Morgan Stanley 3 Citigroup 1, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |

CONTINUED



SCHEDULE 2 - INVESTMENTS

# Holdings

Active Assets Account [redacted]896[redacted]
THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| EQT CORPORATION COM NEW (EQT) | 7/1/10 | 600 000 | 35 616 | 21,369 83 | 35 388 00 | 14,018 17 LT | | |
| | 7/16/10 | 800 000 | 36 508 | 29,206 44 | 47 184 00 | 17,977 56 LT | | |
| | 12/27/10 | 600 000 | 45 403 | 27,242 07 | 35,388 00 | 8,145 93 LT | | |
| | 12/30/11 | 500 000 | 55 671 | 27 835 66 | 29,490 00 | 1 654 34 LT | | |
| | 3/5/12 | 500 000 | 53 157 | 26,578 67 | 29 490 00 | 2 911 33 ST | | |
| | **Total** | 3 000 000 | | 132,232 67 | **176,940 00** | 41,796 00 LT<br>2,911 33 ST | 2,640 00 | 1 49 |
| *Share Price $58 980, Rating Citigroup 2 S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| FORESTAR GROUP INC (FOR) | 5/16/05 | 358 523 | 24 012 | 8,608 91 | 6,213 20 | (2,395 71) LT | | |
| | 7/12/06 | 141 276 | 31 481 | 4,447 54 | 2,448 31 | (1 999 23) LT | | |
| | 10/18/06 | 333 200 | 29 474 | 9,820 57 | 5,774 36 | (4,046 21) LT | | |
| | 3/4/08 | 367 000 | 24 668 | 9,053 03 | 6,360 11 | (2,692 92) LT | | |
| | 7/22/08 | 800 000 | 19 078 | 15,262 27 | 13,864 00 | (1 398 27) LT | | |
| | 12/15/10 | 1,200 000 | 18 570 | 22,284 16 | 20,796 00 | (1,488 16) LT | | |
| | 3/22/12 | 1,500 001 | 15 807 | 23 710 18 | 25 995 02 | 2,284 84 ST | | |
| | **Total** | 4,700 000 | | 93,186 66 | **81,451 00** | (14,020 50) LT<br>2,284 84 ST | — | — |
| *Share Price $17 330* | | | | | | | | |
| FREEPORT MCMORAN CP&GLD (FCX) | 4/23/12 | 700 000 | 37 701 | 26,390 87 | 23,940 00 | (2,450 87) ST | | |
| | 5/9/12 | 700 000 | 36 164 | 25,314 66 | 23,940 00 | (1,374 66) ST | | |
| | 6/28/12 | 800 000 | 32 710 | 26,168 13 | 27 360 00 | 1,191 87 ST | | |
| | 12/5/12 | 800 000 | 33 670 | 26,936 18 | 27,360 00 | 423 82 ST | | |
| | **Total** | 3,000 000 | | 104 809 84 | **102,600 00** | (2 209 84) ST | 3,750 00 | 3 65 |
| *Share Price $34 200, Rating Morgan Stanley 1 Citigroup 2, S&P 3, Next Dividend Payable 02/2013* | | | | | | | | |
| GENERAL MILLS INC (GIS) | 2/28/95 | 300 000 | 12 495 | 3,748 37 | 12,126 00 | 8,377 63 LT 1 | | |
| | 4/18/95 | 2,000 000 | 12 417 | 24,833 05 | 80,840 00 | 56,006 95 LT 1 | | |
| | 6/16/04 | 2 000 000 | 23 413 | 46,825 90 | 80,840 00 | 34 014 10 LT | | |
| | 4/17/09 | 1,000 000 | 25 252 | 25,251 83 | 40,420 00 | 15,168 17 LT | | |
| | 8/2/11 | 500 000 | 37 272 | 18,636 00 | 20,210 00 | 1 574 00 LT | | |
| | **Total** | 5 800 000 | | 119,295 15 | **234,436 00** | 115,140 85 LT | 7,656 00 | 3 26 |
| *Share Price $40 420 Rating Morgan Stanley 1 Citigroup 1, S&P 1, Next Dividend Payable 02/2013* | | | | | | | | |

CONTINUED

001249 MSADT161



SCHEDULE 2 - INVESTMENTS

# Morgan Stanley

**CLIENT STATEMENT** | For the Period December 1-31, 2012

## Holdings

Active Assets Account [redacted]0896-[redacted]

THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **GNC HOLDINGS,INC COM CL A (GNC)** | 11/27/12 | 800 000 | 34 871 | 27,897 11 | 26,624 00 | (1,273 11) ST | 352 00 | 1 32 |
| *Share Price $33 280, Rating Morgan Stanley 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **GRANITE CONSTR INC (GVA)** | 1/7/94 | 187 500 | 7 446 | 1,396 15 | 6,303 75 | 4,907 60 LT 1 | | |
| | 1/11/94 | 2,362 500 | 6 742 | 15,927 85 | 79,427 25 | 63,499 40 LT 1 | | |
| | 3/2/94 | 2,700 000 | 6 779 | 18,302 85 | 90,774 00 | 72 471 15 LT 1 | | |
| | 4/13/95 | 3 375 000 | 5 604 | 18,913 49 | 113,467 50 | 94,554 01 LT 1 | | |
| | 2/28/96 | 25 000 | 8 557 | 213 92 | 840 50 | 626 58 LT 1 | | |
| | 3/12/96 | 1,350 000 | 8 335 | 11,252 85 | 45,387 00 | 34,134 15 LT 1 | | |
| | **Total** | 10,000 000 | | 66,007 11 | 336,200 00 | 270,192 89 LT | 5,200 00 | 1 54 |
| *Share Price $33 620, Next Dividend Payable 01/15/13* | | | | | | | | |
| **H J HEINZ CO (HNZ)** | 3/15/96 | 1,000 000 | 31 278 | 31,277 88 | 57,680 00 | 26,402 12 LT 1 | | |
| | 12/30/05 | 1,000 000 | 34 062 | 34,062 09 | 57,680 00 | 23 617 91 LT | | |
| | 12/9/08 | 500 000 | 36 360 | 18,179 75 | 28,840 00 | 10,660 25 LT | | |
| | 7/22/09 | 500 000 | 38 155 | 19,077 50 | 28,840 00 | 9,762 50 LT | | |
| | **Total** | 3,000 000 | | 102,597 22 | 173,040 00 | 70 442 78 LT | 6,180 00 | 3 57 |
| *Share Price $57 680, Rating Morgan Stanley 3, Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **HESS CORPORATION (HES)** | 5/16/12 | 600 000 | 45 041 | 27,024 52 | 31,776 00 | 4,751 48 ST | | |
| | 5/31/12 | 600 000 | 44 625 | 26,774 84 | 31,776 00 | 5,001 16 ST | | |
| | 6/21/12 | 600 000 | 41 597 | 24,958 03 | 31,776 00 | 6 817 97 ST | | |
| | 7/30/12 | 600 000 | 48 825 | 29,295 26 | 31,776 00 | 2 480 74 ST D | | |
| | 10/10/12 | 500 000 | 53 339 | 26,669 48 | 26,480 00 | (189 48) ST D | | |
| | **Total** | 2,900 000 | | 134 722 13 | 153,584 00 | 18,861 87 ST | 1,160 00 | 0 75 |
| *Share Price $52 960 Rating Morgan Stanley 1, Citigroup 1H, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **HEWLETT PACKARD (HPQ)** | 8/23/12 | 1 300 000 | 17 903 | 23 273 91 | 18,525.00 | (4,748 91) ST | 686 40 | 3 70 |
| *Share Price $14 250, Rating Morgan Stanley 2, Citigroup 3, S&P 2, Next Dividend Payable 01/02/13* | | | | | | | | |
| **HEXCEL CORP NEW (HXL)** | 12/23/09 | 1,500 000 | 13 557 | 20,336 07 | 40,440 00 | 20,103 93 LT | | |
| | 3/3/10 | 1,000 000 | 12 403 | 12,403 37 | 26,960 00 | 14 556 63 LT | | |
| | 4/27/11 | 1,200 000 | 21 170 | 25,403 92 | 32 352 00 | 6,948 08 LT | | |
| | 4/3/12 | 1 000 000 | 25 321 | 25,320 72 | 26 960 00 | 1 639 28 ST | | |
| | 7/20/12 | 1,000 000 | 25 636 | 25,636 28 | 26,960 00 | 1,323 72 ST | | |

CONTINUED



SCHEDULE 2 - INVESTMENTS

# Holdings

Active Assets Account [redacted]0896[redacted]
**THE SOKOLOFF FOUNDATION**
**200 EAST 78TH ST.**

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 5,700 000 | | 109,100 36 | **153,672 00** | 41,608 64 LT<br>2,963 00 ST | — | — |
| *Share Price $26 960* | | | | | | | | |
| **JOHNSON & JOHNSON (JNJ)** | 10/16/95 | 980 000 | 11 468 | 11,238 76 | 68 698 00 | 57 459 24 LT 1 | | |
| | 6/14/00 | 628 000 | 24 643 | 15,476 06 | 44,022 80 | 28,546 74 LT | | |
| | 6/14/00 | 392 000 | 24 624 | 9,652 61 | 27,479 20 | 17,826 59 LT | | |
| | 10/29/03 | 1,000 000 | 49 767 | 49,767 07 | 70,100 00 | 20,332 93 LT | | |
| | 11/25/03 | 500 000 | 51 251 | 25 625 45 | 35,050 00 | 9,424 55 LT | | |
| | **Total** | 3,500 000 | | 111,759 95 | **245,350 00** | 133,590 05 LT | 8,540 00 | 3 48 |
| *Share Price $70 100, Rating Morgan Stanley 2, Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **LIFE TECHNOLOGIES CORP (LIFE)** | 8/26/05 | 486 750 | 48 243 | 23,482 32 | 23,865 35 | 383 03 LT | | |
| | 9/2/05 | 398 250 | 49 188 | 19,589 04 | 19,526 19 | (62 85) LT | | |
| | 9/20/05 | 442 500 | 52 943 | 23,427 06 | 21,695 77 | (1,731 29) LT | | |
| | 12/8/05 | 442 500 | 62 565 | 27,685 01 | 21,695 77 | (5,989 24) LT | | |
| | 1/27/12 | 530 000 | 49 355 | 26,158 06 | 25,985 90 | (172 16) ST | | |
| | **Total** | 2,300 000 | | 120,341 49 | **112,769 00** | (7,400 35) LT<br>(172 16) ST | — | — |
| *Share Price $49 030, Rating Morgan Stanley 2, Citigroup 1, S&P 1* | | | | | | | | |
| **LOWES COMPANIES INC (LOW)** | 9/7/06 | 1,000 000 | 27 448 | 27,448 21 | 35 520 00 | 8,071 79 LT | | |
| | 9/19/06 | 500 000 | 28 908 | 14,454 22 | 17,760 00 | 3,305 78 LT | | |
| | 10/20/06 | 500 000 | 30 574 | 15,286 93 | 17,760 00 | 2 473 07 LT | | |
| | 10/30/06 | 1,000 000 | 30 668 | 30,668 05 | 35,520 00 | 4 851 95 LT | | |
| | 12/13/07 | 500 000 | 23 409 | 11,704 66 | 17,760 00 | 6,055 34 LT | | |
| | 9/15/10 | 1,000 000 | 21 824 | 21,823 91 | 35,520 00 | 13,696 09 LT | | |
| | **Total** | 4,500 000 | | 121,385 98 | **159,840 00** | 38,454 02 LT | 2,880 00 | 1 80 |
| *Share Price $35 520 Rating Morgan Stanley 1, Citigroup 2, S&P 3, Next Dividend Payable 02/2013* | | | | | | | | |
| **LYONDELLBASELL NV CL-A (LYB)** | 11/8/11 | 800 000 | 35 381 | 28,305 17 | 45 672 00 | 17,366 83 LT | | |
| | 11/10/11 | 800 000 | 34 683 | 27,746 19 | 45 672 00 | 17,925 81 LT | | |
| | 11/14/11 | 800 000 | 36 013 | 28,810 75 | 45,672 00 | 16,861 25 LT | | |
| | 11/18/11 | 800 000 | 35 026 | 28,020 85 | 45,672 00 | 17,651 15 LT | | |

CONTINUED

001249 MSADT161



SCHEDULE 2 - INVESTMENTS

## Holdings

Active Assets Account [redacted]0896-[redacted] THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

### STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | 2/7/12 | 600 000 | 45 585 | 27,350 78 | 34,254 00 | 6,903 22 ST | | |
| | 11/13/12 | 500 000 | 51 339 | 25,669 62 | 28,545 00 | 2,875 38 ST | | |
| | 11/30/12 | 500 000 | 50 540 | 25,269 88 | 28,545 00 | 3,275 12 ST | | |
| | **Total** | 4,800 000 | | 191,173 24 | **274,032 00** | 69 805 04 LT<br>13,053 72 ST | 7 680 00 | 2 80 |
| *Share Price $57 090, Rating Morgan Stanley 1, Citigroup 1, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| **MARATHON OIL CO (MRO)** | 6/17/08 | 500 000 | 31 886 | 15 942 75 | 15,330 00 | (612 75) LT | | |
| | 7/22/08 | 500 000 | 26 335 | 13,167 33 | 15,330 00 | 2,162 67 LT | | |
| | 10/22/08 | 500 000 | 13 565 | 6,782 59 | 15,330 00 | 8,547 41 LT | | |
| | 3/16/11 | 500 000 | 29 638 | 14,818 80 | 15,330 00 | 511 20 LT | | |
| | **Total** | 2,000 000 | | 50,711 47 | **61,320 00** | 10,608 53 LT | 1,360 00 | 2 21 |
| *Share Price $30 660, Rating Morgan Stanley 2, Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **MARATHON PETROLEUM CORP (MPC)** | 6/17/08 | 250 000 | 43 138 | 10,784 41 | 15,750 00 | 4,965 59 LT | | |
| | 7/22/08 | 250 000 | 35 628 | 8 906 99 | 15,750 00 | 6,843 01 LT | | |
| | 10/22/08 | 250 000 | 18 352 | 4,588 06 | 15,750 00 | 11,161 94 LT | | |
| | 3/16/11 | 250 000 | 40 096 | 10,024 12 | 15,750 00 | 5,725 88 LT | | |
| | 8/16/11 | 600 000 | 39 455 | 23,673 26 | 37,800 00 | 14,126 74 LT | | |
| | 1/24/12 | 600 000 | 39 468 | 23,680 55 | 37 800 00 | 14 119 45 ST | | |
| | 2/22/12 | 600 000 | 44 129 | 26 477 44 | 37,800 00 | 11,322 56 ST | | |
| | 12/19/12 | 400 000 | 63 292 | 25,316 79 | 25 200 00 | (116 79) ST | | |
| | **Total** | 3,200 000 | | 133,451 62 | **201,600 00** | 42,823 16 LT<br>25,325 22 ST | 4,480 00 | 2 22 |
| *Share Price $63 000, Rating Morgan Stanley 1, Citigroup 2, S&P 1 Next Dividend Payable 03/2013* | | | | | | | | |
| **MERCK & CO INC NEW COM (MRK)** | 11/10/09 | 600 000 | 34 066 | 20,439 66 | 24,564 00 | 4,124 34 LT | | |
| | 2/4/10 | 500 000 | 37 517 | 18 758 60 | 20 470 00 | 1,711 40 LT | | |
| | 7/8/11 | 700 000 | 36 660 | 25,662 16 | 28,658 00 | 2,995 84 LT | | |
| | **Total** | 1,800 000 | | 64,860 42 | **73,692 00** | 8,831 58 LT | 3,096 00 | 4 20 |
| *Share Price $40 940, Rating Morgan Stanley 2, Citigroup 2, S&P 1, Next Dividend Payable 01/08/13* | | | | | | | | |
| **MONSANTO CO/NEW (MON)** | 4/6/10 | 100 000 | 70 704 | 7,070 35 | 9,465 00 | 2,394 65 LT | | |
| | 6/21/10 | 500 000 | 50 623 | 25,311 67 | 47 325 00 | 22,013 33 LT | | |
| | 8/26/10 | 500 000 | 56 734 | 28,367 16 | 47,325 00 | 18,957 84 LT | | |

CONTINUED



SCHEDULE 2 – INVESTMENTS

# Holdings

**Active Assets Account**
[redacted]0896-[redacted]

**THE SOKOLOFF FOUNDATION**
**200 EAST 78TH ST.**

## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | 9/17/10 | 500 000 | 56 885 | 28,442 43 | 47 325 00 | 18,882 57 LT | | |
| | 3/9/11 | 400 000 | 70 445 | 28 177 83 | 37,860 00 | 9,682 17 LT | | |
| | 4/6/11 | 400 000 | 70 121 | 28,048 59 | 37,860 00 | 9 811 41 LT | | |
| | 12/12/11 | 400 000 | 70 010 | 28,003 88 | 37,860 00 | 9 856 12 LT | | |
| | **Total** | 2,800 000 | | 173,421 91 | **265,020 00** | 91,598 09 LT | 4,200 00 | 1 58 |
| *Share Price $94 650, Rating Morgan Stanley 1, Citigroup 1, S&P 2, Next Dividend Payable 01/2013* | | | | | | | | |
| **MUELLER WATER PROD INC SER A (MWA)** | 12/22/06 | 1,500 000 | 15 040 | 22,559 36 | 8 415 00 | (14,144 36) LT | | |
| | 12/29/06 | 1,000 000 | 14 939 | 14,939 39 | 5,610 00 | (9,329 39) LT | | |
| | 1/5/07 | 500 000 | 14 907 | 7 453 32 | 2 805 00 | (4,648 32) LT | | |
| | 2/16/07 | 500 000 | 15 519 | 7,759 41 | 2 805 00 | (4,954 41) LT | | |
| | 2/20/07 | 500 000 | 15 985 | 7,992 51 | 2,805 00 | (5,187 51) LT | | |
| | 9/10/07 | 1,000 000 | 10 989 | 10,988 62 | 5,610 00 | (5,378 62) LT | | |
| | 8/27/08 | 1,000 000 | 10 125 | 10,124 80 | 5,610 00 | (4,514 80) LT | | |
| | 5/7/09 | 2,000 000 | 4 295 | 8,590 26 | 11,220 00 | 2,629 74 LT | | |
| | 12/20/10 | 2 000 000 | 4 153 | 8,304 99 | 11,220 00 | 2,915 01 LT | | |
| | 12/17/12 | 2,000 000 | 5 681 | 11,361 45 | 11,220 00 | (141 45) ST | | |
| | **Total** | 12,000 000 | | 110,074 11 | **67,320 00** | (42,612 66) LT<br>(141 45) ST | 840 00 | 1 24 |
| *Share Price $5 610 Next Dividend Payable 02/2013* | | | | | | | | |
| **MYLAN INC (MYL)** | 12/30/08 | 1,000 000 | 9 804 | 9 803 65 | 27,450 00 | 17,646 35 LT | | |
| | 5/21/10 | 600 000 | 19 817 | 11,890 24 | 16,470 00 | 4 579 76 LT | | |
| | 9/10/10 | 1,400 000 | 18 099 | 25,338 07 | 38,430 00 | 13,091 93 LT | | |
| | 10/19/10 | 1,200 000 | 19 078 | 22,893 94 | 32,940 00 | 10,046 06 LT | | |
| | 4/28/11 | 1,000 000 | 25 502 | 25 501 90 | 27,450 00 | 1,948 10 LT | | |
| | **Total** | 5,200 000 | | 95,427 80 | **142,740 00** | 47 312 20 LT | — | — |
| *Share Price $27 450, Rating Morgan Stanley 1, S&P 1* | | | | | | | | |
| **NUANCE COMMUNICATIONS INC (NUAN)** | 5/22/12 | 1,200 000 | 22 029 | 26,434 83 | 26,784 00 | 349 17 ST | | |
| | 7/23/12 | 1,300 000 | 20 668 | 26,868 16 | 29,016 00 | 2,147 84 ST | | |

CONTINUED

001249 MSADT161



SCHEDULE 2 - INVESTMENTS

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 2 500 000 | | 53,302 99 | **55,800 00** | 2,497 01 ST | — | — |
| *Share Price $22 320, Rating Morgan Stanley 1* | | | | | | | | |
| **PEABODY ENERGY CORP (BTU)** | 5/5/05 | 600 000 | 21 586 | 12,951 74 | 15,966 00 | 3 014 26 LT | | |
| | 11/4/05 | 400 000 | 38 149 | 15,259 69 | 10,644 00 | (4,615 69) LT | | |
| | 8/5/08 | 300 000 | 59 675 | 17,902 48 | 7,983 00 | (9,919 48) LT | | |
| | 11/6/08 | 300 000 | 28 177 | 8,453 04 | 7,983 00 | (470 04) LT | | |
| | 3/2/09 | 400 000 | 20 856 | 8,342 32 | 10,644 00 | 2,301 68 LT | | |
| | 4/16/09 | 1,000 000 | 25 660 | 25,660 19 | 26,610 00 | 949 81 LT | | |
| | 11/7/12 | 1 000 000 | 26 712 | 26,712 01 | 26,610 00 | (102 01) ST | | |
| | **Total** | 4,000 000 | | 115,281 47 | **106,440 00** | (8,739 46) LT<br>(102 01) ST | 1,360 00 | 1 27 |
| *Share Price $26 610, Rating Morgan Stanley 2, Citigroup 1, S&P 2, Next Dividend Payable 02/2013* | | | | | | | | |
| **PFIZER INC (PFE)** | 12/30/99 | 700 000 | 24 201 | 16,940 43 | 17,555 51 | 615 08 LT 1 | | |
| | 9/20/04 | 300 000 | 31 487 | 9 446 17 | 7 523 79 | (1,922 38) LT | | |
| | 3/20/06 | 1,000 000 | 26 783 | 26,782 56 | 25,079 30 | (1,703 26) LT | | |
| | 5/11/06 | 1 000 000 | 25 545 | 25,544 90 | 25,079 30 | (465 60) LT | | |
| | 6/5/06 | 1,000 000 | 24 325 | 24,324 67 | 25,079 30 | 754 63 LT | | |
| | **Total** | 4,000 000 | | 103,038 73 | **100,317 20** | (2,721 53) LT | 3,840 00 | 3 82 |
| *Share Price $25 079, Rating Morgan Stanley 1, Citigroup 1 S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **PLAINS EXPL & PRDTN CO (PXP)** | 12/17/97 | 484 933 | 25 665 | 12,445 76 | 22,762 75 | 10,316 99 LT 1 | | |
| | 8/5/98 | 593 466 | 14 687 | 8,716 05 | 27,857 29 | 19,141 24 LT 1 | | |
| | 8/27/98 | 593 466 | 11 388 | 6,758 24 | 27,857 29 | 21,099 05 LT 1 | | |
| | 12/29/98 | 1,186 933 | 10 721 | 12,724 70 | 55,714 63 | 42,989 93 LT 1 | | |
| | 7/21/00 | 1 186 933 | 16 878 | 20 033 56 | 55,714 63 | 35,681 07 LT | | |
| | 11/21/00 | 1,186 933 | 21 519 | 25,541 07 | 55,714 63 | 30,173 56 LT | | |
| | 10/27/05 | 1 186 933 | 41 958 | 49,801 31 | 55,714 63 | 5,913 32 LT | | |
| | 5/16/06 | 1,186 933 | 40 102 | 47 598 43 | 55,714 63 | 8,116 20 LT | | |
| | 2/22/07 | 93 470 | 42 215 | 3,945 84 | 4,387 48 | 441 64 LT | | |

CONTINUED



SCHEDULE 2 – INVESTMENTS

# Holdings

Active Assets Account [redacted]0896[redacted]
THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 7,700 000 | | 187,564 96 | **361,438 00** | 173,873 00 LT | — | — |
| *Share Price $46 940, Rating S&P 2* | | | | | | | | |
| **POTASH CP OF SASKATCHEWAN INC (POT)** | 3/22/06 | 300 000 | 9 649 | 2 894 83 | 12 207 00 | 9,312 17 LT | | |
| | 3/28/06 | 2,700 000 | 9 256 | 24,991 48 | 109,863 00 | 84,871 52 LT | | |
| | 5/18/06 | 1,800 000 | 10 449 | 18,807 60 | 73,242 00 | 54,434 40 LT | | |
| | 7/6/10 | 900 000 | 28 599 | 25,739 07 | 36,621 00 | 10,881 93 LT | | |
| | 5/4/12 | 600 000 | 43 171 | 25,902 50 | 24,414 00 | (1,488 50) ST | | |
| | **Total** | 6 300 000 | | 98,335 48 | **256,347 00** | 159,500 02 LT<br>(1,488 50) ST | 5 292 00 | 2 06 |
| *Share Price $40 690, Rating Citigroup 2 S&P 1, Next Dividend Payable 02/2013* | | | | | | | | |
| **QEP RESOURCES INC (QEP)** | 9/3/97 | 2,100 000 | 6 762 | 14,200 01 | 63,567 00 | 49,366 99 LT 1 | | |
| | 9/3/97 | 400 000 | 6 731 | 2 692 37 | 12,108 00 | 9 415 63 LT 1 | | |
| | 2/2/01 | 2,000 000 | 9 050 | 18,099 71 | 60,540 00 | 42,440 29 LT | | |
| | 6/20/01 | 2,000 000 | 8 814 | 17,627 36 | 60,540 00 | 42,912 64 LT | | |
| | 7/27/10 | 1,000 000 | 30 375 | 30,375 08 | 30,270 00 | (105 08) LT | | |
| | **Total** | 7,500 000 | | 82,994 53 | **227,025.00** | 144,030 47 LT | 600 00 | 0 26 |
| *Share Price $30 270, Rating S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **QUESTAR CORP (STR)** | 9/3/97 | 2,100 000 | 3 468 | 7,282 60 | 41,496 00 | 34,213 40 LT 1 | | |
| | 9/3/97 | 400 000 | 3 452 | 1,380 81 | 7,904 00 | 6,523 19 LT 1 | | |
| | 2/2/01 | 2,000 000 | 4 641 | 9,282 61 | 39,520 00 | 30,237 39 LT | | |
| | 6/20/01 | 2,000 000 | 4 520 | 9,040 35 | 39 520 00 | 30,479 65 LT | | |
| | 7/29/08 | 500 000 | 18 368 | 9,183 75 | 9 880 00 | 696 25 LT | | |
| | **Total** | 7 000 000 | | 36,170 12 | **138,320 00** | 102,149 88 LT | 4,760 00 | 3 44 |
| *Share Price $19 760, Rating Morgan Stanley 3, Citigroup 2, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| **SCHLUMBERGER LTD (SLB)** | 6/22/98 | 300 000 | 30 352 | 9,105 57 | 20,789 58 | 11,684 01 LT 1 | | |
| | 5/24/99 | 600 000 | 26 396 | 15 837 84 | 41,579 16 | 25,741 32 LT 1 | | |
| | 6/8/99 | 400 000 | 27 444 | 10,977 57 | 27,719 44 | 16 741 87 LT 1 | | |
| | 2/13/01 | 1 000 000 | 32 586 | 32,585 89 | 69 298 60 | 36 712 71 LT | | |
| | 2/23/01 | 1,000 000 | 30 327 | 30,326 90 | 69 298 60 | 38,971 70 LT | | |
| | **Total** | 3,300 000 | | 98,833 77 | **228,685 38** | 129 851 61 LT | 3,630 00 | 1 58 |
| *Share Price $69 299, Rating Morgan Stanley 1, Citigroup 1, S&P 2 Next Dividend Payable 01/11/13* | | | | | | | | |

CONTINUED

00129 MSADT161



SCHEDULE 2 - INVESTMENTS

# Morgan Stanley

**CLIENT STATEMENT** | For the Period December 1-31, 2012

## Holdings

Active Assets Account
[redacted]0896[redacted]

THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

### STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **SPECTRA ENERGY CORP COM (SE)** | 3/3/98 | 780 000 | 18 975 | 14,800 32 | 21,356 40 | 6,556 08 LT 1 | | |
| | 4/9/98 | 780 000 | 19 481 | 15,194 84 | 21,356 40 | 6,161 56 LT 1 | | |
| | 4/22/99 | 1 000 000 | 23 178 | 23,178 29 | 27,380 00 | 4,201 71 LT 1 | | |
| | 7/29/99 | 940 000 | 22 392 | 21,048 37 | 25,737 20 | 4 688 83 LT 1 | | |
| | 1/12/07 | 1,000 000 | 26 431 | 26,431 10 | 27,380 00 | 948 90 LT | | |
| | 2/15/07 | 500 000 | 26 285 | 13,142 61 | 13,690 00 | 547 39 LT | | |
| | **Total** | 5,000 000 | | 113,795 53 | **136,900 00** | 23,104 47 LT | 6,100 00 | 4 45 |
| *Share Price $27 380, Rating Morgan Stanley 2, Citigroup 2, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **TEVA PHARMACEUTICALS ADR (TEVA)** | 1/25/02 | 879 000 | 19 400 | 17,052 18 | 32,821 86 | 15,769 68 LT | | |
| | 3/24/06 | 321 000 | 42 523 | 13,650 03 | 11,986 14 | (1,663 89) LT | | |
| | 4/28/06 | 800 000 | 40 953 | 32,762 62 | 29,872 00 | (2,890 62) LT | | |
| | 5/10/06 | 400 000 | 40 456 | 16 182 39 | 14,936 00 | (1,246 39) LT | | |
| | 5/10/06 | 600 000 | 40 406 | 24,243 89 | 22,404 00 | (1 839 89) LT | | |
| | 7/6/06 | 500 000 | 32 841 | 16,420 59 | 18,670 00 | 2,249 41 LT | | |
| | 9/19/06 | 500 000 | 35 165 | 17,582 62 | 18 670 00 | 1 087 38 LT | | |
| | 11/9/06 | 500 000 | 32 118 | 16,058 90 | 18 670 00 | 2,611 10 LT | | |
| | 12/19/06 | 500 000 | 31 916 | 15,957 99 | 18,670 00 | 2,712 01 LT | | |
| | 8/4/11 | 600 000 | 41 799 | 25,079 30 | 22,404 00 | (2 675 30) LT | | |
| | **Total** | 5,600 000 | | 194,990 51 | **209,104 00** | 14,113 49 LT | 4,502 40 | 2 15 |
| *Share Price $37 340, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| **THE MOSAIC CO (HLDG CO) NEW (MOS)** | 8/9/12 | 500 000 | 59 336 | 29,668 19 | 28 315 00 | (1 353 19) ST | | |
| | 9/11/12 | 500 000 | 61 114 | 30,557 00 | 28 315 00 | (2,242 00) ST | | |
| | **Total** | 1 000 000 | | 60,225 19 | **56,630 00** | (3 595 19) ST | 1 000 00 | 1 76 |
| *Share Price $56 630, Rating Morgan Stanley 1, Citigroup 1, S&P 2, Next Dividend Payable 02/2013* | | | | | | | | |
| **TRC COS INC (TRR)** | 11/29/02 | 1,000 000 | 11 349 | 11 349 40 | 5 820 00 | (5,529 40) LT | | |
| | 5/28/03 | 1,000 000 | 12 200 | 12 199 99 | 5,820 00 | (6,379 99) LT | | |
| | 12/9/04 | 1,000 000 | 18 218 | 18,218 37 | 5 820 00 | (12,398 37) LT | | |
| | 5/3/11 | 900 000 | 5 209 | 4,688 25 | 5 238 00 | 549 75 LT | | |
| | 5/3/11 | 300 000 | 5 427 | 1,628 05 | 1,746 00 | 117 95 LT | | |
| | 5/3/11 | 600 000 | 5 201 | 3,120 88 | 3,492 00 | 371 12 LT | | |
| | 5/3/11 | 200 000 | 5 590 | 1,118 00 | 1,164 00 | 46 00 LT | | |

CONTINUED



SCHEDULE 2 - INVESTMENTS

# Morgan Stanley

**CLIENT STATEMENT** | For the Period December 1-31, 2012

## Holdings

**Active Assets Account** [redacted]0896-[redacted]

**THE SOKOLOFF FOUNDATION**
**200 EAST 78TH ST.**

### STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 5,000 000 | | 52,322 94 | **29,100 00** | (23,222 94) LT | — | — |
| *Share Price $5 820* | | | | | | | | |
| **UNION PACIFIC CORP (UNP)** | 9/20/12 | 200 000 | 121 875 | 24,374 98 | **25,144 00** | 769 02 ST | 552 00 | 2 19 |
| *Share Price $125 720, Rating Morgan Stanley 1, Citigroup 1, S&P 2, Next Dividend Payable 01/02/13* | | | | | | | | |
| **VULCAN MATERIALS CO (VMC)** | 8/27/02 | 500 000 | 39 971 | 19,985 26 | 26,025 00 | 6,039 74 LT | | |
| | 2/25/03 | 500 000 | 32 766 | 16,382 81 | 26,025 00 | 9,642 19 LT | | |
| | 2/26/03 | 500 000 | 32 643 | 16 321 26 | 26,025 00 | 9,703 74 LT | | |
| | 3/10/04 | 500 000 | 47 021 | 23,510 67 | 26 025 00 | 2,514 33 LT | | |
| | 8/13/04 | 500 000 | 46 510 | 23,254 78 | 26 025 00 | 2,770 22 LT | | |
| | 10/20/04 | 500 000 | 47 847 | 23,923 55 | 26,025 00 | 2,101 45 LT | | |
| | 5/13/09 | 500 000 | 43 539 | 21,769 48 | 26,025 00 | 4,255 52 LT | | |
| | 1/27/10 | 500 000 | 46 915 | 23,457 59 | 26,025 00 | 2,567 41 LT | | |
| | 8/31/11 | 700 000 | 35 611 | 24,927 71 | 36,435 00 | 11,507 29 LT | | |
| | **Total** | 4,700 000 | | 193,533 11 | **244,635 00** | 51 101 89 LT | 188 00 | 0 07 |
| *Share Price $52 050, Rating S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |
| **WARNER CHILCOTT PLC IRELAND A (WCRX)** | 5/20/11 | 1,000.000 | 25 431 | 25,430 96 | 12,040 00 | (13,390 96) LT | | |
| | 10/11/11 | 1,500 000 | 16 403 | 24,604 99 | 18,060 00 | (6,544 99) LT | | |
| | **Total** | 2,500 000 | | 50,035 95 | **30,100 00** | (19,935 95) LT | 1,250 00 | 4 15 |
| *Share Price $12 040, Rating Morgan Stanley 3, S&P 2, Next Dividend Payable 06/2013* | | | | | | | | |
| **WHOLE FOODS MARKETS INC (WFM)** | 5/7/07 | 200 000 | 45 863 | 9,172 65 | 18 232 00 | 9,059 35 LT | | |
| | 5/10/07 | 500 000 | 40 678 | 20,339 11 | 45,580 00 | 25,240 89 LT | | |
| | 9/5/07 | 500 000 | 43 849 | 21,924 36 | 45,580 00 | 23,655 64 LT | | |
| | 2/15/08 | 500 000 | 39 714 | 19,857 12 | 45,580 00 | 25,722 88 LT | | |
| | 6/24/08 | 500 000 | 25 968 | 12,984 19 | 45,580 00 | 32,595 81 LT | | |
| | **Total** | 2,200 000 | | 84,277 43 | **200,552 00** | 116 274 57 LT | 1,760 00 | 0 87 |
| *Share Price $91 160, Rating Morgan Stanley 1, Citigroup 2, S&P 2, Next Dividend Payable 03/2013* | | | | | | | | |
| **WILLIAMS CO INC (WMB)** | 10/26/11 | 1,000 000 | 24 748 | 24,747 70 | 32,740 00 | 7,992 30 LT | | |
| | 11/4/11 | 1,000 000 | 25 824 | 25,823 96 | 32 740 00 | 6,916 04 LT | | |
| | 12/15/11 | 1,000 000 | 25 107 | 25,107 08 | 32 740 00 | 7,632 92 LT | | |
| | 12/23/11 | 800 000 | 26 935 | 21,548 35 | 26,192 00 | 4,643 65 LT | | |
| | **Total** | 3,800 000 | | 97 227 09 | **124,412 00** | 27,184 91 LT | 4,940 00 | 3 97 |
| *Share Price $32 740, Rating Morgan Stanley 1, Citigroup 1, S&P 1, Next Dividend Payable 03/2013* | | | | | | | | |

CONTINUED

001249 MSADT161



SCHEDULE 2- INVESTMENTS

Morgan Stanley

**CLIENT STATEMENT** | For the Period December 1-31, 2012

# Holdings

**Active Assets Account** [redacted]0896[redacted]
**THE SOKOLOFF FOUNDATION**
**200 EAST 78TH ST.**

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| WPX ENERGY INC (WPX) | 10/26/11 | 333 157 | 16 830 | 5,607 18 | 4,957 37 | (649 81) LT | | |
| | 11/4/11 | 333 157 | 17 562 | 5,851 03 | 4,957 37 | (893 66) LT | | |
| | 12/15/11 | 333 157 | 17 075 | 5,688 60 | 4,957 37 | (731 23) LT | | |
| | 12/23/11 | 266 526 | 18 318 | 4,882 29 | 3,965 90 | (916 39) LT | | |
| | 1/10/12 | 1,534 003 | 17 193 | 26,373 91 | 22 825 96 | (3 547 95) ST | | |
| | **Total** | 2,800 000 | | 48,403 01 | **41,664 00** | (3,191 09) LT<br>(3,547 95) ST | — | — |
| *Share Price $14 880, Rating S&P 2* | | | | | | | | |
| **COMMON STOCKS** | | | | **$4,864,831 13** | **$7,307,803 70** | **$2,383,934 83 LT**<br>**$59,037 63 ST** | **$144,083.78**<br>**$0 00** | **1 97%** |

### PREFERRED STOCKS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **ALLIANZ SE 8 375% (AZMAA)** | 6/3/08 | 1,500 000 | $25 000 | $37,500 00 | **$38,437 50** | $937 50 LT | $3,141 00 | 8 17 |
| *Share Price $25 625 Moody A3 S&P A+* | | | | | | | | |
| **BARCLAYS BANK PLC 8 125% ADR (BCS D)** | 4/8/08 | 1,000 000 | 25 000 | 25 000 00 | **25,430 00** | 430 00 LT | 2,031 00 | 7 98 |
| *Share Price $25 430, Moody BA2 S&P BBB, Next Dividend Payable 03/2013* | | | | | | | | |
| **METLIFE INC 6 5000% SER B (MET B)** | 6/9/05 | 2 000 000 | 25 000 | 50,000 00 | **50,444 00** | 444 00 LT | 3,250 00 | 6 44 |
| *Share Price $25 222, Moody BAA2 S&P BBB-, Next Dividend Payable 03/2013* | | | | | | | | |
| **PARTNERRE LTD SER C 6 75 PRF (PRE C)** | 12/27/07 | 500 000 | 19 787 | 9,893 52 | 12,605 00 | 2,711 48 LT | | |
| | 12/27/07 | 500 000 | 19 923 | 9 961 54 | 12 605 00 | 2,643 46 LT | | |
| | 4/22/09 | 1,000 000 | 18 623 | 18 622 94 | 25,210 00 | 6,587 06 LT | | |
| | **Total** | 2 000 000 | | 38,478 00 | **50,420 00** | 11 942 00 LT | 3,376 00 | 6 69 |
| *Share Price $25 210 Moody BAA2 S&P BBB, Next Dividend Payable 03/2013* | | | | | | | | |
| **ROYAL BK SCOTLAND 6 25 SER P (RBS P)** | 10/26/05 | 1,000 000 | 25 000 | 25,000 00 | **22,320 00** | (2 680 00) LT | 1,563 00 | 7 00 |
| *Share Price $22 320, S&P BB, Next Dividend Payable 03/2013* | | | | | | | | |
| **WELLS FARGO 8% NON-CUM SER J (WFC J)** | 12/18/07 | 1,000 000 | 25 000 | 25 000 00 | **29,350 00** | 4,350 00 LT | 2,000 00 | 6 81 |
| *Share Price $29 350, Moody BAA3 S&P BBB+, Next Dividend Payable 03/2013* | | | | | | | | |
| **PREFERRED STOCKS** | | | | **$200,978 00** | **$216,401 50** | **$15,423 50 LT** | **$15,361 00**<br>**$0 00** | **7 10%** |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | **98 4%** | **$5,065,809 13** | **$7,524,205 20** | **$2,399,358 33 LT**<br>**$59,037 63 ST** | **$159,444 78**<br>**$0 00** | **2 12%** |



SCHEDULE 2 - INVESTMENTS

Morgan Stanley

**CLIENT STATEMENT** | For the Period December 1-31, 2012

# Holdings

Active Assets Account [redacted]0896-[redacted]
THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

## CORPORATE FIXED INCOME

**FIXED-RATE CAPITAL SECURITIES**

| Security Description | Trade Date | Face Value | Orig Unit Cost / Adj Unit Cost | Orig Total Cost / Adj Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| JPMCHASE CAPITAL XVI (JPM.P) | 5/19/05 | 2,000 000 | $25 000 | $50,000 00 | | | $3,175 00 | 6 27 |
| | | | $25 000 | $50,000 00 | $50,560 00 | $560 00 LT | — | |
| *Unit Price $25 280, Coupon Rate 6 350%, Matures 06/01/2035, Interest Paid Quarterly Sep 01, Callable $25 00 on 01/29/13; Moody BAA2 S&P BBB* | | | | | | | | |
| NEXTERA ENERGY CAPITAL (NEE F) | 3/25/09 | 1,000 000 | 25 519 | 25,519 22 | | | 2,187 50 | 8 18 |
| | | | 25 519 | 25,519 22 | 26,710 00 | 1,190 78 LT | — | |
| *Unit Price $26 710, Coupon Rate 8 750%, Matures 03/01/2069, Interest Paid Quarterly Mar 01, Callable $25 00 on 03/01/14, Moody BAA2 S&P BBB* | | | | | | | | |

| | Face Value / Percentage of Assets % | Orig Total Cost / Adj Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| CORPORATE FIXED INCOME | — | $75,519.22 | | | $5,362 50 | 6 94% |
| | 1 0% | $75,519.22 | $77,270 00 | $1,750 78 LT | $0 00 | |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100 0% | $5,141,328.35 | $7,645,821 28 | $2,401,109 11 LT | $164,811.52 | 2 16% |
| | | | | $59,037 63 ST | $0 00 | |

TOTAL VALUE (includes accrued interest) $7,645,821.28

(44,346.08) MONEY FUND

7,601,475.20

*1 - This information reflects your requested adjustments to the transaction details*
*D - Periodic payments on this security consist of interest and option premium The cost basis for this tax lot is reduced by ~~the option premium received~~ The interest portion is reported on Form 1099-INT*
*Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash MMF, Deposits and positions stating 'Please Provide' are not included*

ADJUSTMENTS TO COST BASIS

PEABODY ENERGY 2005-2008 (Pg 14) (14,047.75)
LYONDELLBASELL 2011 NONTAX DISTRIB (Pg 14) (14,468.88)
LYONDELLBASELL 2012 NONTAX DISTRIB (4,608.21)
MUELLER WATER 2012 NONTAX DISTRIB (Pg 13) ( 525.00)
ADJUSTED COST BASIS 5,107,678.51

001249 MSADT161



SCHEDULE 2 - INVESTMENTS

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ [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. | Employer identification number (EIN) or |
|---|---|---|
| | THE SOKOLOFF FOUNDATION,INC. | 13-6155196 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no. If a P.O. box, see instructions. 200 EAST 78TH STREET, NO. 16D | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10075-2017 | |

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

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | 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 |

- The books are in the care of ▶ STEPHEN SOKOLOFF 200 EAST 78TH STREET, APT# 16D - NEW YORK, NY 10075-2017
  Telephone No ▶ 212-744-5337 FAX No. ▶ 212-744-5337
- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 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 | $ 6,749. |
| 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 | $ 6,249. |
| 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 | $ 500. |

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

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

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

Enter filer's identifying number, see instructions

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

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

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

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

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

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

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______________, and ending ______________.

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

7 State in detail why you need the extension
ALL THIRD PARTY INFORMATION HAS NOT YET BEEN RECEIVED. ADDITIONAL TIME IS NECESSARY IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

| | | | |
|---|---|---|---|
| 8a | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | $ 6,744. |
| b | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | $ 13,049. |
| c | **Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | $ 0. |

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

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

Signature ▶ Title ▶ CPA Date ▶ 8/6/13



223842
01-21-13