



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE SOOCH FOUNDATION		A Employer identification number 20-0399480
Number and street (or P O box number if mail is not delivered to street address) 600 WEST 7TH STREET	Room/suite	B Telephone number 512-472-5755
City or town, state, and ZIP code AUSTIN, TX 78701		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,048,169	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
RECEIVED NOV 25 2013 OSC					
Revenue	1 Contributions, gifts, grants, etc., received	10,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	269,861.	269,861.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-150,931.			STATEMENT 1
	b Gross sales price for all assets on line 6a	2,753,038.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	-101,410.	-101,410.		STATEMENT 3	
12 Total. Add lines 1 through 11	27,520.	168,451.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	55,000.	0.		55,000.
	14 Other employee salaries and wages	58,092.	0.		58,092.
	15 Pension plans, employee benefits	6,801.	0.		6,801.
	16a Legal fees				
	b Accounting fees STMT 4	1,011.	506.		505.
	c Other professional fees STMT 5	27,280.	27,280.		0.
	17 Interest				
	18 Taxes STMT 6	18,647.	4,995.		8,652.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,149.	0.		1,149.
	22 Printing and publications				
	23 Other expenses STMT 7	31,075.	27,542.		5,750.
	24 Total operating and administrative expenses. Add lines 13 through 23	199,055.	60,323.		135,949.
	25 Contributions, gifts, grants paid	676,500.			676,500.
26 Total expenses and disbursements. Add lines 24 and 25	875,555.	60,323.		812,449.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-848,035.				
b Net investment income (if negative, enter -0-)		108,128.			
c Adjusted net income (if negative, enter -0-)			N/A		

SCANNED NOV 27 2013

90-18 13

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		497,570.	410,112.	410,112.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U S and state government obligations					
	b	Investments - corporate stock STMT 8	1,305,270.	1,445,308.	1,445,308.		
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 9	11,580,659.	12,192,749.	12,192,749.			
14	Land, buildings, and equipment basis ▶ 12,972.						
	Less: accumulated depreciation STMT 10 ▶ 12,972.						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			13,383,499.	14,048,169.	14,048,169.	
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 ▶)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
	29	Retained earnings, accumulated income, endowment, or other funds	13,383,499.	14,048,169.			
30	Total net assets or fund balances	13,383,499.	14,048,169.				
31	Total liabilities and net assets/fund balances	13,383,499.	14,048,169.				

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	13,383,499.
2	Enter amount from Part I, line 27a	2	-848,035.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	1,512,705.
4	Add lines 1, 2, and 3	4	14,048,169.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,048,169.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)	
1a	SEE ATTACHED STATEMENTS				
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	2,753,038.	2,901,824.	-148,786.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e			-148,786.		
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	-148,786.
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	961,397.	14,284,204.	.067305	
2010	920,189.	13,973,443.	.065853	
2009	712,415.	9,143,318.	.077916	
2008	1,063,918.	11,283,970.	.094286	
2007	896,754.	13,425,225.	.066796	
2	Total of line 1, column (d)		2	.372156
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	.074431
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	13,536,753.
5	Multiply line 4 by line 3		5	1,007,554.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	1,081.
7	Add lines 5 and 6		7	1,008,635.
8	Enter qualifying distributions from Part XII, line 4		8	812,449.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2,163.
3 Add lines 1 and 2		0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2,163.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		0.
6 Credits/Payments		2,163.
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,893.
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d		11,893.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		3.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		9,727.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 9,727. Refunded		0.

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.SOOCHFUNDATION.ORG</u>		X	
14	The books are in care of ► <u>MARY ELLEN PIETRUSZYNSKI</u> Telephone no ► <u>512-472-5755</u> Located at ► <u>600 WEST 7TH STREET, AUSTIN, TX</u> ZIP+4 ► <u>78701</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►		Yes	No
				X

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

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

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

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

5b	X
6b	X
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
NAVDEEP S. SOOCH 600 W. 7TH STREET AUSTIN, TX 78701	PRESIDENT & TREASURER 5.00	0.	0.	0.
DAVID R. WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	VICE PRESIDENT 1.00	0.	0.	0.
ISABEL WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	SECRETARY & TRUSTEE 1.00	0.	0.	0.
JOHN MCGOVERN 600 W. 7TH STREET AUSTIN, TX 78701	TRUSTEE 1.00	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
CAROLINE A. NEWMAN 600 WEST 7TH STREET, AUSTIN, TX 78701	40.00	58,092.	6,801.	0.
MARY ELLEN PIETRUSZYNSKI 600 WEST 7TH STREET, AUSTIN, TX 78701	20.00	55,000.	0.	1,200.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
SEE STATEMENT 11	2,080.
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.

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	13,326,160.
b	Average of monthly cash balances	1b	416,736.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,742,896.
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	13,742,896.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	206,143.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,536,753.
6	Minimum investment return. Enter 5% of line 5	6	676,838.

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	676,838.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,163.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,163.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	674,675.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	674,675.
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	674,675.

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	812,449.
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	812,449.
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	812,449.

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				674,675.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	403,209.			
c From 2009	352,989.			
d From 2010	229,755.			
e From 2011	258,642.			
f Total of lines 3a through e	1,244,595.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 812,449.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount	137,774.			674,675.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,382,369.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,382,369.			
10 Analysis of line 9				
a Excess from 2008	403,209.			
b Excess from 2009	352,989.			
c Excess from 2010	229,755.			
d Excess from 2011	258,642.			
e Excess from 2012	137,774.			

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

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

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

SEE STATEMENT 12

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:

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
ASSISTANCE LEAGUE OF AUSTIN 4901 BURNET RD AUSTIN, TX 78756	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	35,000.
AUSTIN AREA URBAN LEAGUE 8011A CAMERON RD. AUSTIN, TX 78754	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	18,500.
AUSTIN COMMUNITY FOUNDATION FOR THE CAPITAL AREA 4315 GUADALUPE, SUITE 300 AUSTIN, TX 78751	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	5,000.
AUSTIN INTERFAITH 1301 S.IH35, SUITE 313 AUSTIN, TX 78741	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	27,000.
AUSTIN ISD 1111 WEST 6TH ST. AUSTIN, TX 78703	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
Total	SEE CONTINUATION SHEET(S)			676,500.
b Approved for future payment				
NONE				
Total				0.

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

THE SOOCH FOUNDATION

Employer identification number

20-0399480

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE SOOCH FOUNDATION

20-0399480

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NAVDEEP S. SOOCH 600 W. 7TH STREET AUSTIN, TN 78701	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE SOOCH FOUNDATION

20-0399480

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
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization

Employer identification number

THE SOOCH FOUNDATION

20-0399480

Part III

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE SOOCH FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a CAPITAL GAINS DISTRIBUTIONS - FUNDING			
b CAPITAL GAINS DISTRIBUTIONS - SAGE			
c SHORT-TERM GAINS - ASPEN DIVERSIFIED FUND			
d LONG-TERM LOSSES - ASPEN DIVERSIFIED FUND			
e SECTION 1256 - ASPEN DIVERSIFIED FUND			
f FUNDING #7015 - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
g 10000 CAMPBELL SOUP CO 5% MATURED DUE 12/03/12	P	04/10/08	12/03/12
h 10000 CATERPILLAR FINA 4.85% MATURED DUE 12/07/12	P	06/19/08	12/07/12
i 15000 CITIGROUP INC 5.625% MATURED DUE 08/27/12	P	05/24/05	08/27/12
j 10000 CITIGROUP INC 5.625% MATURED DUE 08/27/12	P	03/15/07	08/27/12
k 15000 GE CAPITAL 5.25% MATURED DUE 10/19/12	P	06/13/08	10/19/12
l 15000 GENL ELECTRIC CAP 6% MATURED DUE 06/15/12	P	07/30/08	06/15/12
m 9000 NATL RURAL UTIL 7.25% MATURED DUE 03/01/12	P	07/15/04	03/01/12
n 10000 PECO ENERGY CO 4.75% MATURED DUE 10/01/12	P	03/13/06	10/01/12
o ASPEN DIVERSIFIED FUND LLC	P	VARIOUS	08/14/12

(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 88,033.			88,033.
b 6,260.			6,260.
c 50,626.			50,626.
d -12,793.			-12,793.
e 166,551.			166,551.
f 2,360,361.		2,477,755.	-117,394.
g 10,000.		10,000.	0.
h 10,000.		9,974.	26.
i 15,000.		15,000.	0.
j 10,000.		10,000.	0.
k 15,000.		15,000.	0.
l 15,000.		15,000.	0.
m 9,000.		9,000.	0.
n 10,000.		10,000.	0.
o		65,021.	-65,021.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) 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	
a			88,033.
b			6,260.
c			50,626.
d			-12,793.
e			166,551.
f			-117,394.
g			0.
h			26.
i			0.
j			0.
k			0.
l			0.
m			0.
n			0.
o			-65,021.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DISPOSAL OF MERITAGE INSIGNIA OFFSHORE FUND LP	P	VARIOUS	12/31/12
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		265,074.	-265,074.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-265,074.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-148,786.
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

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2012

Sooch Foundation Funding Account Acct #: 7015

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
Driehaus Active Income Fund	12/03/2009	05/23/2012	81,573.896	850,000.00	999,280.22	-149,280.22
Driehaus Active Income Fund	12/03/2009	12/20/2012	28,157.912	299,881.76	344,934.42	-45,052.66
Driehaus Active Income Fund	12/31/2009	12/20/2012	5,346.719	56,942.56	57,798.03	-855.47
Driehaus Active Income Fund	05/04/2010	12/20/2012	4,054.054	43,175.68	45,000.00	-1,824.32
			37,558.685	400,000.00	447,732.45	-47,732.45
			119,132.581	1,250,000.00	1,447,012.67	-197,012.67
PIMCO Short-Term Inst'l Fund	06/09/2009	02/28/2012	4,789.063	46,835.12	46,000.00	835.12
PIMCO Short-Term Inst'l Fund	07/29/2009	02/28/2012	1,645.211	16,089.50	16,000.00	89.50
PIMCO Short-Term Inst'l Fund	12/03/2009	02/28/2012	35,648.853	348,631.52	350,800.66	-2,169.14
PIMCO Short-Term Inst'l Fund	12/09/2009	02/28/2012	144.510	1,413.25	1,419.09	-5.84
PIMCO Short-Term Inst'l Fund	08/09/2010	02/28/2012	20,199.495	197,542.98	200,000.00	-2,457.02
PIMCO Short-Term Inst'l Fund	08/31/2010	02/28/2012	12.440	121.66	123.28	-1.62
PIMCO Short-Term Inst'l Fund	09/30/2010	02/28/2012	15.367	150.28	152.59	-2.31
PIMCO Short-Term Inst'l Fund	10/29/2010	02/28/2012	15.594	152.50	155.00	-2.50
			62,470.533	610,936.81	614,650.62	-3,713.81
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	185.000	11,711.31	9,305.71	2,405.60
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	100.000	6,330.43	5,030.11	1,300.32
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	200.000	12,660.87	10,060.22	2,600.65
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	100.000	6,329.73	5,030.11	1,299.62
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	100.000	6,331.33	5,030.11	1,301.22
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	200.000	12,660.87	10,060.22	2,600.65
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	1,000.000	63,304.32	50,301.12	13,003.20
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	174.000	11,014.95	8,752.22	2,262.73
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	1,426.000	90,271.96	71,729.40	18,542.56
			1,600.000	101,286.91	80,481.62	20,805.29
PowerShares FTSE RAFI US 10	09/21/2010	12/20/2012	389.000	24,622.66	19,567.14	5,055.52
PowerShares FTSE RAFI US 10	01/25/2011	12/20/2012	875.000	55,385.16	50,006.45	5,378.71
PowerShares FTSE RAFI US 10	01/27/2011	12/20/2012	863.000	54,625.59	49,965.43	4,660.16
PowerShares FTSE RAFI US 10	05/10/2011	12/20/2012	200.000	12,659.47	12,095.20	564.27
PowerShares FTSE RAFI US 10	05/10/2011	12/20/2012	288.000	18,229.63	17,417.09	812.54
PowerShares FTSE RAFI US 10	05/10/2011	12/20/2012	385.000	24,369.46	23,283.27	1,086.19
			3,000.000	189,891.97	172,334.58	17,557.39
PowerShares FTSE RAFI US 10	05/10/2011	12/20/2012	400.000	25,328.93	24,190.41	1,138.52
PowerShares FTSE RAFI US 10	05/10/2011	12/20/2012	100.000	6,332.23	6,047.60	284.63

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2012

Sooch Foundation Funding Account Acct #: 7015

Long Term Capital Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Long Term Gains</u>
PowerShares FTSE RAFI US 10	05/10/2011	12/20/2012	115.000	7,280.35	6,954.74	325.61
			7,100.000	449,449.25	384,826.55	64,622.70
Touchstone Small Cap Core Y	12/09/2009	12/20/2012	2,988.643	49,975.00	31,265.48	18,709.52
Long Term Gains (Sales)				2,360,361.06	2,477,755.32	-117,394.26
Total Gains (Sales)				2,360,361.06	2,477,755.32	-117,394.26
Total Long Term Gains						-117,394.26
Total Gains						-117,394.26

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AVANCE INC. 4818 E BEN WHITE BLVD STE 205 AUSTIN, TX 78741	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	10,000.
BREAKTHROUGH 1050 EAST 11TH STREET, STE. 350 AUSTIN, TX 78702	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	25,000.
CAPITAL INVESTING IN DEVELOPMENT AND EMPLOYMENT OF ADULTS INC. P.O. BOX 1784 AUSTIN, TX 78767	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	150,000.
COMMUNITIES IN SCHOOLS OF CENTRAL TEXAS 3000 SOUTH IH-35, STE. 200 AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	30,000.
E3 ALLIANCE 5930 MIDDLE FISKVILLE ROAD, SUITE 507 AUSTIN, TX 78752	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	1,000.
ENGLISH AT WORK-INGLES EN EL TRABAJO 3710 CEDAR ST. AUSTIN, TX 78705	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
FOUNDATION COMMUNITIES, INC 3036 S. 1ST ST. AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	15,000.
GOODWILL INDUSTRIES OF CENTRAL TEXAS 300 N LAMAR BLVD AUSTIN, TX 78703	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	25,000.
KIPP AUSTIN PUBLIC SCHOOLS 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	100,000.
LIFEWORCS AFFORDABLE HOUSING CORPORATION 1221 WEST BEN WHITE BLVD., STE 108-A AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	130,000.
Total from continuation sheets				571,000.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS - FUNDING			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
88,033.	0.	0.	0.	88,033.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS - SAGE			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,260.	0.	0.	0.	6,260.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SHORT-TERM GAINS - ASPEN DIVERSIFIED FUND			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
50,626.	0.	0.	0.	50,626.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LONG-TERM LOSSES - ASPEN DIVERSIFIED FUND	-12,793.	0.	0.	PURCHASED		
						-12,793.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1256 - ASPEN DIVERSIFIED FUND	166,551.	0.	0.	PURCHASED		
						166,551.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FUNDING #7015 - SEE STATEMENT ATTACHED	2,360,361.	2,477,755.	0.	PURCHASED	VARIOUS	VARIOUS
						-117,394.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
10000 CAMPBELL SOUP CO 12/03/12	10,000.	10,000.	0.	PURCHASED	04/10/08	12/03/12
						0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10000 CATERPILLAR FINA 4.85% MATURED DUE 12/07/12	10,000.	9,974.	0.	0.	26.	PURCHASED	06/19/08	12/07/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15000 CITIGROUP INC 5.625% MATURED DUE 08/27/12	15,000.	15,000.	0.	0.	0.	PURCHASED	05/24/05	08/27/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10000 CITIGROUP INC 5.625% MATURED DUE 08/27/12	10,000.	10,000.	0.	0.	0.	PURCHASED	03/15/07	08/27/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15000 GE CAPITAL 5.25% MATURED DUE 10/19/12	15,000.	15,000.	0.	0.	0.	PURCHASED	06/13/08	10/19/12

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15000 GENL ELECTRIC CAP 06/15/12	6% MATURED DUE	PURCHASED	07/30/08	06/15/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,000.	15,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
9000 NATL RURAL UTIL 03/01/12	7.25% MATURED DUE	PURCHASED	07/15/04	03/01/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,000.	9,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10000 PECO ENERGY CO 10/01/12	4.75% MATURED DUE	PURCHASED	03/13/06	10/01/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	10,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ASPEN DIVERSIFIED FUND LLC		PURCHASED	VARIOUS	08/14/12
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	67,166.	0.	0.	-67,166.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSAL OF MERITAGE INSIGNIA OFFSHORE FUND LP	PURCHASED	VARIOUS	12/31/12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE
	0.	265,074.	0.
	(E) DEPREC.	(F) GAIN OR LOSS	
	0.	-265,074.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-150,931.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ASPEN DIVERSIFIED FD-DIV/INT	817.	0.	817.
SCHWAB-FUNDING A/C	191,776.	0.	191,776.
SCHWAB-SAGE INTERMEDIATE-DIV/INT	77,268.	0.	77,268.
TOTAL TO FM 990-PF, PART I, LN 4	269,861.	0.	269,861.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ASPEN DIVERSIFIED FUND-ORDINARY BUSINESS LOSS	-156,620.	-156,620.	
ASPEN DIVERSIFIED FUND-OTHER INCOME/LOSS	55,210.	55,210.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-101,410.	-101,410.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,011.	506.		505.
TO FORM 990-PF, PG 1, LN 16B	1,011.	506.		505.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	27,280.	27,280.		0.
TO FORM 990-PF, PG 1, LN 16C	27,280.	27,280.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	4,995.	4,995.		0.
PAYROLL TAX	8,652.	0.		8,652.
EXCISE TAX	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,647.	4,995.		8,652.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNET/WEBSITE HOSTING	114.	0.		114.
STRATEGIC MGMT SEMINAR	415.	0.		415.
TELEPHONE	2,818.	0.		2,818.
BANK SERVICE CHARGES	170.	0.		170.
PAYROLL SERVICE FEES	1,882.	0.		1,882.

MEALS AND ENTERTAINMENT	351.	0.	351.
ASPEN DIVERSIFIED-DEDUCTIONS	25,325.	27,542.	0.
TOTAL TO FORM 990-PF, PG 1, LN 23	31,075.	27,542.	5,750.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
IRONWOOD INTERNATIONAL LTD	1,445,308.	1,445,308.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,445,308.	1,445,308.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	8,987,895.	8,987,895.
CORPORATE AND US BONDS	FMV	1,333,115.	1,333,115.
JH WHITNEY PAN ASIA FUND INT'L	FMV	36,254.	36,254.
ASPEN DIVERSIFIED FUND LLC	FMV	0.	0.
CAIS MILLENNIUM INT'L LTD	FMV	500,000.	500,000.
GRAHAM GLOBAL INVESTMENT FUND	FMV	500,000.	500,000.
CANDLEWOOD INVESTMENT GROUP LP	FMV	835,485.	835,485.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,192,749.	12,192,749.

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

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

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 11

ACTIVITY ONE

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

EXPENSES

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

2,080.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

NAVDEEP S. SOOCH
DAVID R. WELLAND
ISABEL WELLAND

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE SOOCH FOUNDATION	Employer identification number (EIN) or 20-0399480
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 600 WEST 7TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

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

MARY ELLEN PIETRUSZYNSKI

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

Telephone No. ▶ **512-472-5748** FAX No. ▶ _____

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

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

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:
 ▶ 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	\$	11,893.
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	\$	1,893.
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	\$	10,000.

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

1916F

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions THE SOOCH FOUNDATION	Employer identification number (EIN) or 20-0399480
	Number, street, and room or suite no. If a P.O. box, see instructions. 600 WEST 7TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

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

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.

MARY ELLEN PIETRUSZYNSKI

• The books are in the care of **600 WEST 7TH STREET - AUSTIN, TX 78701**
Telephone No. **512-472-5748** FAX No.

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 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
THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	11,893.
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	\$	11,893.
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 *Mary Ellen Pietruszynski* Title **CPA** Date **9 AUG 2013**