EXTENSION GRANTED TO 08/15/2014

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal code: NEW YORK, NY 10075-2017

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 9,479,068.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	209,273.		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	198,619.	198,619.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	599,278.			
	b Gross sales price for all assets on line 6a 1,738,976.				
	7 Capital gain net income (from Part IV, line 2)		599,278.		
	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	71.	71.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,007,241.	797,968.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	8,273.	2,068.		6,205.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	10,880.	3,019.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,405.	371.		1,326.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,558.	5,458.		7,531.
	25 Contributions, gifts, grants paid	383,345.			383,345.
	26 **Total expenses and disbursements.** Add lines 24 and 25	404,903.	5,458.		390,876.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	602,338.			
	b **Net investment income** (if negative, enter -0-)		792,510.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	30,575.	54,057.	54,057.
	2 Savings and temporary cash investments	44,346.	118,213.	118,213.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	5,107,679.	5,612,668.	9,306,798.
	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 - see the instructions. Also, see page 1, item I)	5,182,600.	5,784,938.	9,479,068.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,182,600.	5,784,938.	
	30 Total net assets or fund balances	5,182,600.	5,784,938.	
	31 Total liabilities and net assets/fund balances	5,182,600.	5,784,938.	

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	5,182,600.
2 Enter amount from Part I, line 27a	2	602,338.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,784,938.
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	5,784,938.

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-2	P	VARIOUS	VARIOUS
c	THRU MORGAN STANLEY - SEE SCHEDULE D-3	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
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	149,142.		111,761.	37,381.
b	33,342.		34,502.	-1,160.
c	1,555,392.		993,435.	561,957.
d	1,100.			1,100.
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				37,381.
b				-1,160.
c				561,957.
d				1,100.
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** 599,278.

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))
2012	152,728.	7,115,339.	.021465
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

2	**Total** of line 1, column (d)	2	.185285
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	.037057
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,470,906.
5	Multiply line 4 by line 3	5	313,906.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,925.
7	Add lines 5 and 6	7	321,831.
8	Enter qualifying distributions from Part XII, line 4	8	390,876.

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 ▶ [X] and enter 1% of Part I, line 27b		1	7,925.
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	7,925.
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	7,925.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 7,300.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 600.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	7,900.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	25.
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 2014 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 the 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 2013 or the taxable year beginning in 2013 (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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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 215 FOX MEADOW ROAD SCARSDALE, NY 10583	MANAGER/TRUSTEE 10.00	0.	0.	0.

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

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

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

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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.

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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	8,557,589.
b	Average of monthly cash balances			1b	42,316.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	8,599,905.
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	8,599,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	128,999.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	8,470,906.
6	**Minimum investment return**. Enter 5% of line 5			6	423,545.

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	423,545.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,925.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	415,620.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	415,620.
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	415,620.

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	390,876.
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	390,876.
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	7,925.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	382,951.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				415,620.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			271,385.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 390,876.				
a Applied to 2012, but not more than line 2a			271,385.	
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 2013 distributable amount				119,491.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				296,129.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE 1	N/A	PC	IN SUPPORT OF THE ORGANIZATIONS TAX EXEMPT PURPOSE	383,345.
Total			▶ **3a**	383,345.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	198,619.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	71.	
8 Gain or (loss) from sales of assets other than inventory			18	599,278.	
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.		797,968.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 797,968.

(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

Signature of officer or trustee: Stephen Sokoloff — Date: 7/30/14 — Title: Pres.

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		6/25/14		P00638200
Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no. 212-286-2600	

323622
10-10-13

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization

THE SOKOLOFF FOUNDATION, INC.

Employer identification number

13-6155196

Organization type (check one)

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

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 44,124.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 66,312.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 49,120.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 49,470.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

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	600 SHS LIFE TECHNOLOGIES CORP.	$ 44,124.	04/19/13
2	900 SHS LIFE TECHNOLOGIES CORP.	$ 66,312.	05/21/13
3	1,000 SHS HARRIS TEETER SUPERMARKETS, INC.	$ 49,120.	09/17/13
4	1,000 SHS HARRIS TEETER SUPERMARKETS, INC.	$ 49,470.	12/06/13
		$	
		$	

Name of organization	Employer identification number
THE SOKOLOFF FOUNDATION, INC.	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	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - DIVIDENDS	196,147.	1,100.	195,047.	195,047.	
MORGAN STANLEY - INTEREST	3,572.	0.	3,572.	3,572.	
TO PART I, LINE 4	199,719.	1,100.	198,619.	198,619.	

FORM 990-PF	OTHER INCOME	STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM INVESTMENTS	71.	71.	
TOTAL TO FORM 990-PF, PART I, LINE 11	71.	71.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,273.	2,068.		6,205.
TO FORM 990-PF, PG 1, LN 16B	8,273.	2,068.		6,205.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,019.	3,019.		0.
SECTION 4940 TAX ON INVESTMENT INCOME	7,861.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,880.	3,019.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TELEPHONE	1,080.	0.		1,080.
BANK CHARGES	292.	46.		246.
BOOKKEEPING SERVICES	325.	325.		0.
FILING FEES	500.	0.		0.
INTEREST & PENALTIES	208.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,405.	371.		1,326.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE SCHEDULE 2	5,612,668.	9,306,798.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,612,668.	9,306,798.

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: 052 140896 053

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 - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A 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)
COMPASS MINERALS INTER INC	CUSIP: 20451N101		Symbol (Box 1d): CMP					
	300.000	10/25/12	05/01/13	$25,336.09	$23,532.14	$0.00	$1,803.95	$0.00
GNC HOLDINGS,INC COM CL A	CUSIP: 36191G107		Symbol (Box 1d): GNC					
	500.000	11/27/12	10/24/13	$27,850.64	$17,435.70	$0.00	$10,414.94	$0.00
	200.000	03/19/13	12/13/13	$11,462.24	$7,717.28	$0.00	$3,744.96	$0.00
	500.000	03/19/13	12/16/13	$28,710.98	$19,293.21	$0.00	$9,417.77	$0.00
Security Subtotal	1,200.000			$68,023.86	$44,446.19	$0.00	$23,577.67	$0.00
HEWLETT PACKARD	CUSIP: 428236103		Symbol (Box 1d): HPQ					
	1,300.000	08/23/12	03/22/13	$29,522.40	$23,273.91	$0.00	$6,248.49	$0.00
HEXCEL CORP NEW	CUSIP: 428291108		Symbol (Box 1d): HXL					
	800.000	07/20/12	05/14/13	$26,259.83	$20,509.02	$0.00	$5,750.81	$0.00
Total Short Term Covered Securities				**$149,142.18**	**$111,761.26**	**$0.00**	**$37,380.92**	**$0.00**

SCHEDULE D-1

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: 052 140896 053

Customer Service: 866-324-6088

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

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

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D 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)
GNC HOLDINGS,INC COM CL A	CUSIP: 36191G107	Symbol (Box 1d): GNC						
	300.000	11/27/12	12/13/13	$17,193.37	$10,461.42	$0.00	$6,731 95	$0.00
PEABODY ENERGY CORP	CUSIP: 704549104	Symbol (Box 1d): BTU						
	900.000	11/07/12	11/29/13	$16,149.05	$24,040.81	$0.00	($7,891.76)	$0.00
Total Long Term Covered Securities				**$33,342.42**	**$34,502.23**	**$0.00**	**($1,159.81)**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

018870 MS13OA01 105451

SCHEDULE D-2

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: 052 140896 053

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS — 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 E 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)
ACTAVIS PLC	CUSIP: G0083B108	Symbol (Box 1d): ACT						
	160.000	05/20/11	10/29/13	$24,306.64	$25,430.96	$0.00	($1,124.32)	$0.00
ALLIANZ SE 8.375%	CUSIP: 018805200	Symbol (Box 1d): AZMAA						
	1,500.000	06/03/08	06/17/13	$37,500.00	$37,500.00	$0.00	$0.00	$0.00
AMERICAN EXPRESS CO	CUSIP: 025816109	Symbol (Box 1d): AXP						
	400.000	01/11/11	06/07/13	$30,812.00	$18,313.26	$0.00	$12,498.74	$0.00
	100.000	01/11/11	07/08/13	$7,608.98	$4,578.32	$0.00	$3,030.66	$0.00
	300.000	01/25/11	07/08/13	$22,826.93	$13,635.00	$0.00	$9,191.93	$0.00
Security Subtotal	**800.000**			**$61,247.91**	**$36,526.58**	**$0.00**	**$24,721.33**	**$0.00**
ANADARKO PETE	CUSIP: 032511107	Symbol (Box 1d): APC						
	300.000	06/27/97	09/11/13	$27,845.81	$8,311.36	$0.00	$19,534.45	$0.00
CONAGRA FOODS INC	CUSIP: 205887102	Symbol (Box 1d): CAG						
	500.000	06/03/04	04/23/13	$17,764.67	$14,081.01	$0.00	$3,683.66	$0.00
	200.000	06/22/07	04/23/13	$7,105.87	$5,200.54	$0.00	$1,905.33	$0.00
Security Subtotal	**700.000**			**$24,870.54**	**$19,281.55**	**$0.00**	**$5,588.99**	**$0.00**
COVANCE INC	CUSIP: 222816100	Symbol (Box 1d): CVD						
	400.000	07/30/99	01/09/13	$24,031.39	$7,983.78	$0.00	$16,047.61	$0.00
DU PONT EI DE NEMOURS & CO	CUSIP: 263534109	Symbol (Box 1d): DD						
	500.000	12/10/07	07/17/13	$28,233.57	$24,108.46	$0.00	$4,125.11	$0.00
FREEPORT MCMORAN CP&GLD	CUSIP: 35671D857	Symbol (Box 1d): FCX						
	0.163	12/29/98	06/03/13	$5.06	$5.24	$0.00	($0.18)	$0.00

CONTINUED ON NEXT PAGE

SCHEDULE D-2

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: 052 140896 053

Customer Service: 866-324-6088

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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 E 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)
GRANITE CONSTR INC	CUSIP: 387328107		Symbol (Box 1d): GVA					
	187.500	01/07/94	01/02/13	$6,436.13	$1,396.15	$0.00	$5,039.98	$0.00
	612.500	01/11/94	01/02/13	$21,024.71	$4,129.44	$0.00	$16,895.27	$0.00
	25.000	02/28/96	01/28/13	$902.38	$213.92	$0.00	$688.46	$0.00
	675.000	03/12/96	01/28/13	$24,364.33	$5,626.43	$0.00	$18,737.90	$0.00
Security Subtotal	1,500.000			$52,727.55	$11,365.94	$0.00	$41,361.61	$0.00
H J HEINZ CO	CUSIP: 423074103		Symbol (Box 1d):					
	500.000	03/15/96	02/14/13	$35,783.87	$15,638.94	$0.00	$20,144.93	$0.00
	500.000	03/15/96	02/21/13	$35,750.73	$15,638.94	$0.00	$20,111.79	$0.00
	500.000	12/30/05	02/27/13	$35,850.08	$17,031.05	$0.00	$18,819.03	$0.00
	500.000	12/30/05	03/11/13	$35,826.09	$17,031.05	$0.00	$18,795.04	$0.00
	500.000	12/09/08	04/04/13	$35,931.74	$18,179.75	$0.00	$17,751.99	$0.00
	500.000	07/22/09	04/04/13	$35,931.74	$19,077.50	$0.00	$16,854.24	$0.00
Security Subtotal	3,000.000			$215,074.25	$102,597.23	$0.00	$112,477.02	$0.00
HARRIS TEETER SUPERMKTS INC	CUSIP: 414585109		Symbol (Box 1d):					
	1,000.000	05/04/83	09/19/13	$48,781.76	49,120.00		(338.24)	$0.00
	1,000.000	12/31/71	12/09/13	$49,044.62	49,470.00		(425.38)	$0.00
Security Subtotal	2,000.000			$97,826.38	98,590.00		(763.62)	$0.00
HEXCEL CORP NEW	CUSIP: 428291108		Symbol (Box 1d): HXL					
	700.000	12/23/09	09/16/13	$26,726.73	$9,490.17	$0.00	$17,236.56	$0.00
JPMCHASE CAP XVI 6350 *35JN01	CUSIP: 481228203		Symbol (Box 1d): JPM.P					
	2,000.000	05/19/05	05/08/13	$50,000.00	$50,000.00	$0.00	$0.00	$0.00

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SCHEDULE D-2

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: 052 140896 053

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 E 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)
LIFE TECHNOLOGIES CORP	CUSIP: 53217V109	Symbol (Box 1d): LIFE						
	400.000	08/26/05	02/05/13	$25,191.47	$19,297.23	$0.00	$5,894.24	$0.00
	400.000	12/08/05	04/15/13	$28,844.00	$25,026.00	$0.00	$3,818.00	$0.00
	400.000	08/03/95	04/22/13	$29,051.69	29,416.00		<364.31>	$0.00
	200.000	08/03/95	05/20/13	$14,527.18	14,708.00		<180.82>	$0.00
	200.000	08/03/95	05/20/13	$14,527.17	14,736.00		<208.83>	$0.00
	400.000	08/03/95	05/24/13	$29,225.05	29,472.00		<246.95>	$0.00
	357.500	09/20/05	06/24/13	$26,125.17	$18,926.95	$0.00	$7,198.22	$0.00
	42.500	12/08/05	06/24/13	$3,105.79	$2,659.01	$0.00	$446.78	$0.00
	86.750	08/26/05	07/23/13	$6,389.31	$4,185.09	$0.00	$2,204.22	$0.00
	13.250	09/02/05	07/23/13	$975.89	$651.74	$0.00	$324.15	$0.00
	300.000	08/03/95	07/23/13	$22,095.59	22,104.00		<8.41>	$0.00
	385.000	09/02/05	08/06/13	$28,453.63	$18,937.30	$0.00	$9,516.33	$0.00
	15.000	09/20/05	08/06/13	$1,108.58	$794.14	$0.00	$314.44	$0.00
	70.000	09/20/05	08/12/13	$5,168.75	$3,705.98	$0.00	$1,462.77	$0.00
	330.000	01/27/12	08/12/13	$24,366.96	$16,287.09	$0.00	$8,079.87	$0.00
	200.000	01/27/12	08/28/13	$14,673.64	$9,870.97	$0.00	$4,802.67	$0.00
Security Subtotal	3,800.000			$273,829.87	230,777.50		43,052.37	$0.00
LYONDELLBASELL NV CL-A	CUSIP: N53745100	Symbol (Box 1d): LYB						
	400.000	11/08/11	12/24/13	$31,287.07	$13,779.40	$0.00	$17,507.67	$0.00

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SCHEDULE D-2

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number: 052 140896 053

Customer Service: 866-324-6088

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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 E 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)
MYLAN INC	CUSIP: 628530107		Symbol (Box 1d): MYL					
	700.000	12/30/08	11/08/13	$27,864.44	$6,862.56	$0.00	$21,001.88	$0.00
	300.000	12/30/08	11/15/13	$12,548.22	$2,941.10	$0.00	$9,607.12	$0.00
	400.000	05/21/10	11/15/13	$16,730.97	$7,926.83	$0.00	$8,804.14	$0.00
Security Subtotal	**1,400.000**			**$57,143.63**	**$17,730.49**	**$0.00**	**$39,413.14**	**$0.00**
PARTNERRE LTD SER C 6.75 PRF	CUSIP: G6852T204		Symbol (Box 1d):					
	500.000	12/27/07	03/18/13	$12,500.00	$9,893.52	$0.00	$2,606.48	$0.00
	500.000	12/27/07	03/18/13	$12,500.00	$9,961.54	$0.00	$2,538.46	$0.00
	1,000.000	04/22/09	03/18/13	$25,000.00	$18,622.94	$0.00	$6,377.06	$0.00
Security Subtotal	**2,000.000**			**$50,000.00**	**$38,478.00**	**$0.00**	**$11,522.00**	**$0.00**
PEABODY ENERGY CORP	CUSIP: 704549104		Symbol (Box 1d): BTU					
	300.000	09/14/05	11/29/13	$5,383.01	$10,479.92	$0.00	($5,096.91)	$0.00
	300.000	11/06/08	11/29/13	$5,383.01	$8,453.04	$0.00	($3,070.03)	$0.00
Security Subtotal	**600.000**			**$10,766.02**	**$18,932.96**	**$0.00**	**($8,166.94)**	**$0.00**
PFIZER INC	CUSIP: 717081103		Symbol (Box 1d): PFE					
	300.000	09/20/04	04/02/13	$8,635.57	$9,446.17	$0.00	($810.60)	$0.00
	700.000	12/30/99	04/02/13	$20,149.66	$16,940.43	$0.00	$3,209.23	$0.00
Security Subtotal	**1,000.000**			**$28,785.23**	**$26,386.60**	**$0.00**	**$2,398.63**	**$0.00**
PLAINS EXPL & PRDTN CO	CUSIP: 726505100		Symbol (Box 1d):					
	506.530	10/27/05	02/01/13	$24,024.97	$21,252.97	$0.00	$2,772.00	$0.00
	93.470	02/22/07	02/01/13	$4,433.33	$3,945.84	$0.00	$487.49	$0.00
	1,186.933	07/21/00	06/03/13	$54,324.64	$19,747.67	$0.00	$34,576.97	$0.00
	1,186.933	11/21/00	06/03/13	$54,324.64	$25,255.18	$0.00	$29,069.46	$0.00
	680.403	10/27/05	06/03/13	$31,141.31	$28,384.43	$0.00	$2,756.88	$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

SCHEDULE D-2

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: XXX-XX-5196
Account Number. 052 140896 053

Customer Service: 866-324-6088

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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 E 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)
PLAINS EXPL & PRDTN CO	1,186.933	05/16/06	06/03/13	$54,324.64	$47,312.54	$0.00	$7,012.10	$0.00
	484.933	12/17/97	06/03/13	$22,194.86	$12,328.95	$0.00	$9,865 91	$0.00
	593.466	08/05/98	06/03/13	$27,162.30	$8,573.09	$0.00	$18,589.21	$0.00
	593.466	08/27/98	06/03/13	$27,162.30	$6,615.28	$0.00	$20,547.02	$0.00
	1,186.933	12/29/98	06/03/13	$54,324.61	$12,438.76	$0.00	$41,885.85	$0.00
Security Subtotal	**7,700.000**			**$353,417.60**	**$185,854.71**	**$0.00**	**$167,562.89**	**$0.00**
WHOLE FOODS MARKETS INC	**CUSIP:** 966837106	**Symbol (Box 1d):** WFM						
	400.000	05/07/07	06/13/13	$20,249.17	$9,172.65	$0.00	$11,076.52	$0.00
	100.000	05/10/07	06/13/13	$5,062.29	$2,033.91	$0.00	$3,028.38	$0.00

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SCHEDULE D-2

Morgan Stanley

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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 E 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)
WHOLE FOODS MARKETS INC	500.000	09/05/07	09/18/13	$29,211.52	$10,962.18	$0.00	$18,249.34	$0.00
	400.000	05/10/07	10/22/13	$25,243.42	$8,135.64	$0.00	$17,107.78	$0.00
Security Subtotal	1,400.000			$79,766.40	$30,304.38	$0.00	$49,462.02	$0.00
Total Long Term Noncovered Securities				**$1,555,391.65**	993,435.30		561,956.35	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	$1,737,876.25		
Total Cost or Other Basis (Box 3)			
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

Sokoloff Foundation, Inc

2013

DATE OF DONATION	AMOUNT	DONATION GIVEN TO:	ADDRESS
February 12, 2013	$1,000.00	Jewish Child Care Assoc	1075 Broadway, Pleasantville, NY 10570
January 15, 2013	$276.00	Museum of Art & Design	2 Columbus Circle, New York, NY 10019
February 7, 2013	$250.00	Alvin Ailey Dance Fdn	405 West 55th Street, New York, NY 10019
February 21, 2013	$2,430.00	Jazz at Lincoln Center	33 West 60th Street, New York, NY 10023
February 22, 2013	$207.00	Solomon R Guggenheim Fdn	1071 5th Ave, New York, NY 10128
February 22, 2013	$496.00	Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10028-0198
February 26, 2013	$200.00	NY Society Library	53 East 79th Street, New York, NY 10075
March 11, 2013	$1,800 00	Parsons Dance	229 West 42nd Street, 8th Fl, New York, NY 10036
April 3, 2013	$2,200 00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
April 8, 2013	$1,000.00	Beth Israel Medical Center	First Avenue at 16th St, New York, NY 10003
April 30, 2013	$50,000 00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
May 27, 2013	$80,000.00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
May 27, 2013	$250.00	Mental Health Assoc of NYC	50 Broadway, 19th Floor, New York, NY 10004
May 27, 2013	$500.00	Jewish Natl Fund	42 East 69th Street, New York, NY 10021
May 27, 2013	$150.00	American Folk Art Museum	1865 Broadway, 11th Floor, New York, NY 10023
May 27, 2013	$290.00	Jacob Burns Film Center	405 Manville Road, Pleasantville, NY 10570
May 27, 2013	$250.00	Planned Parenthood Federation of Amer	434 West 33rd Street, New York, NY 10001
May 27, 2013	$250.00	Seeds of Peace	370 Lexington Avenue, Ste 401, New York, NY 10017
June 8, 2013	$200.00	OXFAM America	226 Causeway Street, 5th Fl, Boston, MA 02114
June 8, 2013	$1,000.00	WCMC Pediatric Brain & Spinal Center	525 East 678Street, Box 99, New York, NY 10065
June 18, 2013	$500 00	Congregation Emanu-el of Westchester	2125 Westchester Avenue East, Rye, NY 10580
June 11, 2013	$100.00	Fresh Air fund	633 Third Avenue, 14th Fl, New York, NY 10017
June 12, 2013	$100 00	World Wildlife Fund	1250 24th Street, N.W., Washington, DC 20037
June 19, 2013	$400 00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
June 25, 2013	$125 00	Breast Cancer Research Fdn	60 East 56th Street, 8th Fl, New York, NY 10022
June 26, 2013	$468.00	92nd Street Y	1395 Lexington Avenue, New York, NY 10128
July 20, 2013	$1,000.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
July 17, 2013	$10,000.00	Jewish Child Care Assoc	1075 Broadway, Pleasantville, NY 10570
July 24, 2013	$300.00	Westchester Caddie Sholarship Fd	49 Knollwood Road, Ste 220, Elmsford, NY 10523
July 29, 2013	$100.00	City Harvest	575 8th Ave, #4, New York, NY 10018

SCHEDULE I - CONTRIBUTIONS PAID

July 29, 2013	$3,550.00	Congregation Emanu-el of Westchester	2125 Westchester Avenue East, Rye, NY 10580
July 29, 2013	$101.00	The Jewish Museum	1109 Fifth Avenue, New York, NY 10128
July 29, 2013	$50,000 00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
August 5, 2013	$450 00	92nd Street Y	1395 Lexington Avenue, New York, NY 10128
August 29, 2013	$1,000.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
September 9, 2013	$3,890 00	Manhattan Theatre Club	261 W 47th Street, New York, NY 10036
September 24, 2013	$300.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
October 1, 2013	$2,000.00	Ackerman Inst for Family Therapy	936 Broadway, 2nd Floor, New York, NY 10010
October 18, 2013	$2,000.00	Tisch MSRCNY (MS)	521 West 57th Street, New York, NY 10019
October 19, 2002	$2,350 00	NY Public Radio	160 Varick Street, New York, NY 10013
October 24, 2013	$75,000 00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
November 4, 2013	$2,000.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
November 7, 2013	$200.00	Museum of Art & Design	2 Columbus Circle, New York, NY 10019
November 8, 2013	$250.00	UNC Chapel Hill	103 South Building, Chapil Hill, NC 27599
November 11, 2013	$862.00	Whitney Museum of Art	945 Madison Ave, New York, NY 10021
November 15, 2013	$250.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
November 21, 2013	$1,200.00	Intl Center of Photography	1114 Avenue of the Americas, New York, NY 10036
December 3, 2013	$500.00	Hayground School	151 Mitchell Ln, Bridgehampton, NY 11932
December 11, 2013	$80,000.00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
December 11, 2013	$100.00	The Salvation Army	615 Salters Lane, Alexandria, VA 22313
December 11, 2013	$250.00	Corning Museum of Glass	1 museum Way, Corning, NY 14830
December 18, 2013	$1,000 00	Voices Against Brain Cancer	1375 Broadway, 3rd Fl, New York, NY 10018
December 18, 2013	$250.00	The Foundation for Facial Recontruction	333 East 30th Street, New York, NY 10016

Total: $383,345.00

SCHEDULE I – CONTRIBUTIONS PAID

Account Detail

Active Assets Account 052-140896-053

THE SOKOLOFF FOUNDATION
200 EAST 78TH ST

Investment Objectives†: Capital Appreciation, Income, Speculation

Brokerage Account

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could 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 may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, 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, 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 on covered securities 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. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$1,115.63			
MS ACTIVE ASSETS MONEY TRUST	117,097.23	11.71	0.010	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, BDP, AND MMFs	1.3%	$118,212.86	$11.71 $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

SCHEDULE 2 - INVESTMENTS

003142 MSADT093

Account Detail — Active Assets Account 052-140896-053 — THE SOKOLOFF FOUNDATION, 200 EAST 78TH ST

STOCKS

COMMON STOCKS

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACTAVIS PLC (ACT)	10/11/11	240.000	$102.521	$24,604.99	$40,320.00	$15,715.01 LT		
	1/7/13	160.000	80.647	12,903.52	26,880.00	13,976.48 ST		
	Total	400.000		37,508.51	**67,200.00**	15,715.01 LT 13,976.48 ST	—	—
Share Price: $168.000; Rating: Morgan Stanley: 1, S&P: 1								
AMERICAN EXPRESS CO (AXP)	10/14/10	1,000.000	39.702	39,701.85	90,730.00	51,028.15 LT		
	1/25/11	200.000	45.450	9,090.00	18,146.00	9,056.00 LT		
	Total	1,200.000		48,791.85	**108,876.00**	60,084.15 LT	1,104.00	1.01
Share Price: $90.730; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 02/2014								
ANADARKO PETE (APC)	6/27/97	280.000	27.705	7,757.27	22,209.60	14,452.33 LT 1		
	11/26/99	910.000	15.441	14,051.42	72,181.20	58,129.78 LT 1		
	2/16/00	910.000	12.286	11,180.37	72,181.20	61,000.83 LT 1		
	8/28/03	1,000.000	21.985	21,985.00	79,320.00	57,335.00 LT		
	Total	3,100.000		54,974.06	**245,892.00**	190,917.94 LT	2,232.00	0.90
Share Price: $79.320; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 03/2014								
CHECKPOINT SYS INCORPORATED (CKP)	6/27/97	500.000	15.630	7,815.01	7,885.00	69.99 LT 1		
	7/30/98	1,000.000	10.768	10,767.94	15,770.00	5,002.06 LT 1		
	4/26/01	1,500.000	9.056	13,583.75	23,655.00	10,071.25 LT		
	11/12/01	1,000.000	9.379	9,378.64	15,770.00	6,391.36 LT		
	5/29/13	1,000.000	13.218	13,217.50	15,770.00	2,552.50 ST		
	10/15/13	1,400.000	17.996	25,194.76	22,078.00	(3,116.76) ST		
	Total	6,400.000		79,957.60	**100,928.00**	21,534.66 LT (564.26) ST	—	—
Share Price: $15.770								
CHESAPEAKE ENERGY CORP (CHK)	5/23/13	1,200.000	21.970	26,364.54	32,568.00	6,203.46 ST		
	8/22/13	1,000.000	25.885	25,885.34	27,140.00	1,254.66 ST		
	9/30/13	1,000.000	26.229	26,228.74	27,140.00	911.26 ST		
	10/14/13	1,000.000	26.784	26,784.13	27,140.00	355.87 ST		
	Total	4,200.000		105,262.75	**113,988.00**	8,725.25 ST	1,470.00	1.28
Share Price: $27.140; Rating: S&P: 2; Next Dividend Payable 01/2014								

SCHEDULE 2 - INVESTMENTS

Account Detail

Active Assets Account 052-140896-053

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 %
COMPASS MINERALS INTER INC (CMP)	9/28/12	400.000	75.745	30,297.86	32,020.00	1,722.14 LT		
	10/25/12	100.000	78.440	7,844.05	8,005.00	160.95 LT		
	2/8/13	300.000	75.529	22,658.80	24,015.00	1,356.20 ST		
	12/11/13	300.000	74.793	22,437.84	24,015.00	1,577.16 ST		
	12/23/13	300.000	79.873	23,962.02	24,015.00	52.98 ST		
	Total	1,400.000		107,200.57	**112,070.00**	1,883.09 LT 2,986.34 ST	3,052.00	2.72
Share Price: $80.050; Rating: S&P: 3; Next Dividend Payable 03/2014								
CONAGRA FOODS INC (CAG)	12/29/05	1,000.000	20.540	20,539.91	33,700.00	13,160.09 LT		
	6/22/07	300.000	26.003	7,800.80	10,110.00	2,309.20 LT		
	10/16/09	1,000.000	21.816	21,815.87	33,700.00	11,884.13 LT		
	11/30/09	1,000.000	22.543	22,542.60	33,700.00	11,157.40 LT		
	Total	3,300.000		72,699.18	**111,210.00**	38,510.82 LT	3,300.00	2.96
Share Price: $33.700; Rating: S&P: 1; Next Dividend Payable 03/2014								
CONOCOPHILLIPS (COP)	1/24/01	279.000	22.036	6,147.99	19,711.35	13,563.36 LT		
	2/28/01	1,000.000	20.782	20,782.35	70,650.00	49,867.65 LT		
	12/28/01	721.000	19.254	13,881.79	50,938.65	37,056.86 LT		
	5/29/12	500.000	54.005	27,002.40	35,325.00	8,322.60 LT		
	Total	2,500.000		67,814.53	**176,625.00**	108,810.47 LT	6,900.00	3.90
Share Price: $70.650; Rating: Morgan Stanley: 3, S&P: 1; Next Dividend Payable 03/2014								
CONS EDISON INC (HLDG CO) (ED)	6/24/09	500.000	36.833	18,416.52	27,640.00	9,223.48 LT		
	9/18/09	1,000.000	41.873	41,873.21	55,280.00	13,406.79 LT		
	Total	1,500.000		60,289.73	**82,920.00**	22,630.27 LT	3,690.00	4.45
Share Price: $55.280; Rating. Morgan Stanley: 3, S&P: 1; Next Dividend Payable 03/2014								
CORNING INC (GLW)	9/28/07	600.000	24.974	14,984.35	10,692.00	(4,292.35) LT		
	9/28/07	200.000	24.974	4,994.78	3,564.00	(1,430.78) LT		
	5/22/08	1,000.000	27.456	27,456.27	17,820.00	(9,636.27) LT		
	8/4/10	1,000.000	19.632	19,631.64	17,820.00	(1,811.64) LT		
	1/6/11	500.000	19.863	9,931.35	8,910.00	(1,021.35) LT		
	Total	3,300.000		76,998.39	**58,806.00**	(18,192.39) LT	1,320.00	2.24
Share Price: $17.820; Rating: S&P: 1; Next Dividend Payable 03/2014								
COVANCE INC (CVD)	7/30/99	100.000	19.959	1,995.94	8,806.00	6,810.06 LT 1		
	9/8/99	1,000.000	10.928	10,928.16	88,060.00	77,131.84 LT 1		
	4/30/03	500.000	18.040	9,019.92	44,030.00	35,010.08 LT		
	1/13/12	600.000	44.230	26,537.86	52,836.00	26,298.14 LT		
	1/20/12	100.000	46.776	4,677.61	8,806.00	4,128.39 LT		

SCHEDULE 2 - INVESTMENTS

003142 MSADT093

Account Detail

Active Assets Account 052-140896-053 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	2,300.000		53,159.49	**202,538.00**	149,378.51 LT	—	—
Share Price: $88.060; Rating: Morgan Stanley: 2, S&P: 1								
DIRECTV COM (DTV)	7/17/96	400.000	3.018	1,207.32	27,624.00	26,416.68 LT 1		
	11/25/96	1,300.000	3.088	4,014.99	89,778.00	85,763.01 LT 1		
	Total	1,700.000		5,222.31	**117,402.00**	112,179.69 LT	—	—
Share Price: $69.060; Rating: Morgan Stanley: 1, S&P: 2								
DOW CHEMICAL CO (DOW)	1/18/12	1,000.000	33.425	33,424.55	44,400.00	10,975.45 LT		
	2/13/12	1,000.000	34.617	34,617.23	44,400.00	9,782.77 LT		
	4/12/12	800.000	33.142	26,513.88	35,520.00	9,006.12 LT		
	10/22/12	1,000.000	29.955	29,955.40	44,400.00	14,444.60 LT		
	Total	3,800.000		124,511.06	**168,720.00**	44,208.94 LT	4,864.00	2.88
Share Price: $44.400; Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 01/30/14								
DU PONT EI DE NEMOURS & CO (DD)	1/17/08	500.000	43.537	21,768.48	32,485.00	10,716.52 LT		
	3/4/08	500.000	47.243	23,621.39	32,485.00	8,863.61 LT		
	3/12/08	500.000	47.162	23,581.11	32,485.00	8,903.89 LT		
	10/2/08	500.000	39.303	19,651.27	32,485.00	12,833.73 LT		
	2/10/09	500.000	24.134	12,066.92	32,485.00	20,418.08 LT		
	8/20/09	500.000	32.360	16,180.12	32,485.00	16,304.88 LT		
	8/31/09	500.000	32.189	16,094.46	32,485.00	16,390.54 LT		
	2/13/13	500.000	48.250	24,124.98	32,485.00	8,360.02 ST		
	Total	4,000.000		157,088.73	**259,880.00**	94,431.25 LT 8,360.02 ST	7,200.00	2.77
Share Price: $64.970; Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 03/2014								
DUKE ENERGY CORP NEW (DUK)	3/3/98	519.925	39.483	20,528.11	35,880.02	15,351.91 LT 1		
	4/9/98	519.925	40.535	21,075.30	35,880.02	14,804.72 LT 1		
	4/22/99	666.571	48.229	32,148.38	46,000.06	13,851.68 LT 1		
	7/29/99	626.579	46.593	29,194.17	43,240.21	14,046.04 LT 1		
	8/5/13	367.000	72.480	26,600.33	25,326.67	(1,273.66) ST		
	Total	2,700.000		129,546.29	**186,327.00**	58,054.35 LT (1,273.66) ST	8,424.00	4.52
Share Price: $69.010; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 03/2014								
ELI LILLY & CO (LLY)	4/24/09	500.000	33.500	16,750.12	25,500.00	8,749.88 LT		
	6/8/09	500.000	34.328	17,164.10	25,500.00	8,335.90 LT		
	6/16/09	500.000	33.460	16,730.18	25,500.00	8,769.82 LT		
	9/30/09	500.000	33.438	16,719.06	25,500.00	8,780.94 LT		
	10/28/09	500.000	34.457	17,228.31	25,500.00	8,271.69 LT		

SCHEDULE 2 - INVESTMENTS

Account Detail — Active Assets Account 052-140898-053 — 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	2,500.000		84,591.77	**127,500.00**	42,908.23 LT	4,900.00	3.84
Share Price: $51.000; Rating: Morgan Stanley: 3, S&P: 2; Next Dividend Payable 03/2014								
EQT CORPORATION COM NEW (EQT)	7/1/10	600.000	35.616	21,369.83	53,868.00	32,498.17 LT		
	7/16/10	800.000	36.508	29,206.44	71,824.00	42,617.56 LT		
	12/27/10	600.000	45.403	27,242.07	53,868.00	26,625.93 LT		
	12/30/11	500.000	55.671	27,835.66	44,890.00	17,054.34 LT		
	3/5/12	500.000	53.157	26,578.67	44,890.00	18,311.33 LT		
	Total	3,000.000		132,232.67	**269,340.00**	137,107.33 LT	360.00	0.13
Share Price: $89.780; Rating: Morgan Stanley: 2, S&P: 3; Next Dividend Payable 03/2014								
FORESTAR GROUP INC (FOR)	5/16/05	358.523	24.012	8,608.91	7,625.78	(983.13) LT		
	7/12/06	141.276	31.481	4,447.54	3,004.94	(1,442.60) LT		
	10/18/06	333.200	29.474	9,820.57	7,087.16	(2,733.41) LT		
	3/4/08	367.000	24.668	9,053.03	7,806.09	(1,246.94) LT		
	7/22/08	800.000	19.078	15,262.27	17,016.00	1,753.73 LT		
	12/15/10	1,200.000	18.570	22,284.16	25,524.00	3,239.84 LT		
	3/22/12	1,500.001	15.807	23,710.18	31,905.02	8,194.84 LT		
	4/19/13	1,200.000	21.188	25,425.28	25,524.00	98.72 ST		
	Total	5,900.000		118,611.94	**125,493.00**	6,782.33 LT 98.72 ST	—	—
Share Price: $21.270								
FREEPORT MCMORAN CP&GLD (FCX)	12/17/97	3.631	32.170	116.81	137.03	20.22 LT G		
	8/5/98	4.444	32.169	142.96	167.71	24.75 LT G		
	8/27/98	4.444	32.169	142.96	167.71	24.75 LT G		
	12/29/98	8.725	32.172	280.70	329.28	48.58 LT G		
	7/21/00	8.887	32.169	285.89	335.39	49.50 LT G		
	11/21/00	8.887	32.169	285.89	335.39	49.50 LT G		
	10/27/05	5.095	32.171	163.91	192.28	28.37 LT G		
	5/16/06	8.887	32.169	285.89	335.39	49.50 LT G		
	4/23/12	700.000	37.701	26,390.87	26,418.00	27.13 LT		
	5/9/12	700.000	36.164	25,314.66	26,418.00	1,103.34 LT		
	6/28/12	800.000	32.710	26,168.13	30,192.00	4,023.87 LT		
	12/5/12	800.000	33.670	26,936.18	30,192.00	3,255.82 LT		
	6/20/13	947.000	28.024	26,538.49	35,739.78	9,201.29 ST		
	8/1/13	1,000.000	29.477	29,476.57	37,740.00	8,263.43 ST		

SCHEDULE 2 - INVESTMENTS

003142 MSADT093

Account Detail — Active Assets Account 052-140896-053 — 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		162,529.91	**188,700.00**	8,705.33 LT 17,464.72 ST	6,250.00	3.31
Share Price: $37.740; Rating: Morgan Stanley: 1, S&P: 3; Next Dividend Payable 02/2014								
GENERAL MILLS INC (GIS)	2/28/95	300.000	12.495	3,748.37	14,973.00	11,224.63 LT 1		
	4/18/95	2,000.000	12.417	24,833.05	99,820.00	74,986.95 LT 1		
	6/16/04	2,000.000	23.413	46,825.90	99,820.00	52,994.10 LT		
	4/17/09	1,000.000	25.252	25,251.83	49,910.00	24,658.17 LT		
	8/2/11	500.000	37.272	18,636.00	24,955.00	6,319.00 LT		
	Total	5,800.000		119,295.15	**289,478.00**	170,182.85 LT	8,816.00	3.04
Share Price: $49.910; Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 02/2014								
GRANITE CONSTR INC (GVA)	1/11/94	1,750.000	6.742	11,798.41	61,215.00	49,416.59 LT 1		
	3/2/94	2,700.000	6.779	18,302.85	94,446.00	76,143.15 LT 1		
	4/13/95	3,375.000	5.604	18,913.49	118,057.50	99,144.01 LT 1		
	3/12/96	675.000	8.335	5,626.42	23,611.50	17,985.08 LT 1		
	5/1/13	1,000.000	26.937	26,937.25	34,980.00	8,042.75 ST		
	11/4/13	800.000	30.471	24,376.90	27,984.00	3,607.10 ST		
	Total	10,300.000		105,955.32	**360,294.00**	242,688.83 LT 11,649.85 ST	5,356.00	1.48
Share Price: $34.980; Next Dividend Payable 01/15/14								
HESS CORPORATION (HES)	5/16/12	600.000	45.041	27,024.52	49,800.00	22,775.48 LT		
	5/31/12	600.000	44.625	26,774.84	49,800.00	23,025.16 LT		
	6/21/12	600.000	41.597	24,958.03	49,800.00	24,841.97 LT		
	7/30/12	600.000	48.825	29,295.26	49,800.00	20,504.74 ST D		
	10/10/12	500.000	53.339	26,669.48	41,500.00	14,830.52 ST D		
	Total	2,900.000		134,722.13	**240,700.00**	70,642.61 LT 35,335.26 ST	2,900.00	1.20
Share Price: $83.000; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 03/2014								
HEXCEL CORP NEW (HXL)	12/23/09	800.000	13.557	10,845.90	35,752.00	24,906.10 LT		
	3/3/10	1,000.000	12.403	12,403.37	44,690.00	32,286.63 LT		
	4/27/11	1,200.000	21.170	25,403.92	53,628.00	28,224.08 LT		
	4/3/12	1,000.000	25.321	25,320.72	44,690.00	19,369.28 LT		
	7/20/12	200.000	25.636	5,127.26	8,938.00	3,810.74 LT		
	11/18/13	600.000	44.497	26,698.37	26,814.00	115.63 ST		
	Total	4,800.000		105,799.54	**214,512.00**	108,596.83 LT 115.63 ST	—	—

Share Price: $44.690

SCHEDULE 2 - INVESTMENTS

Account Detail

Active Assets Account 052-140896-053

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 %
HOLLYFRONTIER CORP COM (HFC)	6/12/13	600.000	45.958	27,574.80	29,814.00	2,239.20 ST		
	8/28/13	600.000	45.311	27,186.44	29,814.00	2,627.56 ST		
	11/5/13	600.000	47.211	28,326.71	29,814.00	1,487.29 ST		
	Total	1,800.000		83,087.95	**89,442.00**	6,354.05 ST	2,160.00	2.41
Share Price: $49.690; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 03/2014								
JOHNSON & JOHNSON (JNJ)	10/16/95	980.000	11.468	11,238.76	89,758.20	78,519.44 LT 1		
	6/14/00	628.000	24.643	15,476.06	57,518.52	42,042.46 LT		
	6/14/00	392.000	24.624	9,652.61	35,903.28	26,250.67 LT		
	10/29/03	1,000.000	49.767	49,767.07	91,590.00	41,822.93 LT		
	11/25/03	500.000	51.251	25,625.45	45,795.00	20,169.55 LT		
	Total	3,500.000		111,759.95	**320,565.00**	208,805.05 LT	9,240.00	2.88
Share Price: $91.590; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 03/2014								
KINDER MORGAN INCORP (KMI)	2/25/13	700.000	37.164	26,014.80	25,200.00	(814.80) ST		
	3/12/13	700.000	37.782	26,447.59	25,200.00	(1,247.59) ST		
	3/18/13	700.000	36.903	25,832.41	25,200.00	(632.41) ST		
	4/3/13	700.000	38.298	26,808.28	25,200.00	(1,608.28) ST		
	4/12/13	700.000	39.299	27,509.32	25,200.00	(2,309.32) ST		
	Total	3,500.000		132,612.40	**126,000.00**	(6,612.40) ST	5,740.00	4.55
Share Price: $36.000; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 02/2014								
LOWES COMPANIES INC (LOW)	9/7/06	1,000.000	27.448	27,448.21	49,550.00	22,101.79 LT		
	9/19/06	500.000	28.908	14,454.22	24,775.00	10,320.78 LT		
	10/20/06	500.000	30.574	15,286.93	24,775.00	9,488.07 LT		
	10/30/06	1,000.000	30.668	30,668.05	49,550.00	18,881.95 LT		
	12/13/07	500.000	23.409	11,704.66	24,775.00	13,070.34 LT		
	9/15/10	1,000.000	21.824	21,823.91	49,550.00	27,726.09 LT		
	Total	4,500.000		121,385.98	**222,975.00**	101,589.02 LT	3,240.00	1.45
Share Price: $49.550; Rating: S&P: 3; Next Dividend Payable 02/2014								
LYONDELLBASELL NV CL-A (LYB)	11/8/11	400.000	34.449	13,779.40	32,112.00	18,332.60 LT R		
	11/10/11	800.000	33.750	26,999.83	64,224.00	37,224.17 LT R		
	11/14/11	800.000	35.081	28,064.41	64,224.00	36,159.59 LT R		
	11/18/11	800.000	34.093	27,274.49	64,224.00	36,949.51 LT R		
	2/7/12	600.000	44.652	26,791.02	48,168.00	21,376.98 LT R		
	11/13/12	500.000	50.511	25,255.71	40,140.00	14,884.29 LT R		
	11/30/12	500.000	50.540	25,269.88	40,140.00	14,870.12 LT		
	3/11/13	400.000	64.706	25,882.55	32,112.00	6,229.45 ST		

SCHEDULE 2 - INVESTMENTS

003142 MSADT093

Account Detail

Active Assets Account 052-140896-053
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	4,800.000		199,317.29	**385,344.00**	179,797.26 LT 6,229.45 ST	11,520.00	2.98
Share Price: $80.280; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 03/2014								
MARATHON OIL CO (MRO)	6/17/08	500.000	31.886	15,942.75	17,650.00	1,707.25 LT		
	7/22/08	500.000	26.335	13,167.33	17,650.00	4,482.67 LT		
	10/22/08	500.000	13.565	6,782.59	17,650.00	10,867.41 LT		
	3/16/11	500.000	29.638	14,818.80	17,650.00	2,831.20 LT		
	Total	2,000.000		50,711.47	**70,600.00**	19,888.53 LT	1,520.00	2.15
Share Price: $35.300; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 03/2014								
MARATHON PETROLEUM CORP (MPC)	6/17/08	250.000	43.138	10,784.41	22,932.50	12,148.09 LT		
	7/22/08	250.000	35.628	8,906.99	22,932.50	14,025.51 LT		
	10/22/08	250.000	18.352	4,588.06	22,932.50	18,344.44 LT		
	3/16/11	250.000	40.096	10,024.12	22,932.50	12,908.38 LT		
	8/16/11	600.000	39.455	23,673.26	55,038.00	31,364.74 LT		
	1/24/12	600.000	39.468	23,680.55	55,038.00	31,357.45 LT		
	2/22/12	600.000	44.129	26,477.44	55,038.00	28,560.56 LT		
	12/19/12	400.000	63.292	25,316.79	36,692.00	11,375.21 LT		
	Total	3,200.000		133,451.62	**293,536.00**	160,084.38 LT	5,376.00	1.83
Share Price: $91.730; Rating: Morgan Stanley: 1, S&P: 1; Next Dividend Payable 03/2014								
MERCK & CO INC NEW COM (MRK)	11/10/09	600.000	34.066	20,439.66	30,030.00	9,590.34 LT		
	2/4/10	500.000	37.517	18,758.60	25,025.00	6,266.40 LT		
	7/8/11	700.000	36.660	25,662.16	35,035.00	9,372.84 LT		
	Total	1,800.000		64,860.42	**90,090.00**	25,229.58 LT	3,168.00	3.51
Share Price: $50.050; Rating: Morgan Stanley: 3, S&P: 1; Next Dividend Payable 01/08/14								
MONSANTO CO/NEW (MON)	4/6/10	100.000	70.704	7,070.35	11,655.00	4,584.65 LT		
	6/21/10	500.000	50.623	25,311.67	58,275.00	32,963.33 LT		
	8/26/10	500.000	56.734	28,367.16	58,275.00	29,907.84 LT		
	9/17/10	500.000	56.885	28,442.43	58,275.00	29,832.57 LT		
	3/9/11	400.000	70.445	28,177.83	46,620.00	18,442.17 LT		
	4/6/11	400.000	70.121	28,048.59	46,620.00	18,571.41 LT		
	12/12/11	400.000	70.010	28,003.88	46,620.00	18,616.12 LT		
	Total	2,800.000		173,421.91	**326,340.00**	152,918.09 LT	4,816.00	1.47
Share Price: $116.550; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 01/2014								
MUELLER WATER PROD INC SER A (MWA)	12/22/06	1,500.000	15.022	22,533.11	14,055.00	(8,478.11) LT R		
	12/29/06	1,000.000	14.922	14,921.89	9,370.00	(5,551.89) LT R		
	1/5/07	500.000	14.889	7,444.57	4,685.00	(2,759.57) LT R		

SCHEDULE 2 - INVESTMENTS

Account Detail | Active Assets Account 052-140896-053 | 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 %
	2/16/07	500.000	15.501	7,750.66	4,685.00	(3,065.66) LT R		
	2/20/07	500.000	15.968	7,983.76	4,685.00	(3,298.76) LT R		
	9/10/07	1,000.000	10.971	10,971.12	9,370.00	(1,601.12) LT R		
	8/27/08	1,000.000	10.107	10,107.30	9,370.00	(737.30) LT R		
	5/7/09	2,000.000	4.278	8,555.26	18,740.00	10,184.74 LT R		
	12/20/10	2,000.000	4.135	8,269.99	18,740.00	10,470.01 LT R		
	12/17/12	2,000.000	5.681	11,361.45	18,740.00	7,378.55 LT		
	5/9/13	1,000.000	7.492	7,491.90	9,370.00	1,878.10 ST		
	11/22/13	3,000.000	9.144	27,431.93	28,110.00	678.07 ST		
	Total	16,000.000		144,822.94	**149,920.00**	2,540.89 LT 2,556.17 ST	1,120.00	0.74
Share Price: $9.370; Next Dividend Payable 02/2014								
MYLAN INC (MYL)	5/21/10	200.000	19.817	3,963.41	8,680.00	4,716.59 LT		
	9/10/10	1,400.000	18.099	25,338.07	60,760.00	35,421.93 LT		
	10/19/10	1,200.000	19.078	22,893.94	52,080.00	29,186.06 LT		
	4/28/11	1,000.000	25.502	25,501.90	43,400.00	17,898.10 LT		
	5/3/13	900.000	29.408	26,467.21	39,060.00	12,592.79 ST		
	Total	4,700.000		104,164.53	**203,980.00**	87,222.68 LT 12,592.79 ST	—	—
Share Price: $43.400; Rating: Morgan Stanley: 2, S&P: 1								
NUANCE COMMUNICATIONS INC (NUAN)	5/22/12	1,200.000	22.029	26,434.83	18,240.00	(8,194.83) LT		
	7/23/12	1,300.000	20.668	26,868.16	19,760.00	(7,108.16) LT		
	8/2/13	1,300.000	19.567	25,436.62	19,760.00	(5,676.62) ST		
	Total	3,800.000		78,739.61	**57,760.00**	(15,302.99) LT (5,676.62) ST	—	—
Share Price: $15.200; Rating: Morgan Stanley: 2								
PEABODY ENERGY CORP (BTU)	5/5/05	1,000.000	21.586	21,586.24	19,530.00	(2,056.24) LT 1		
	3/2/09	400.000	20.856	8,342.32	7,812.00	(530.32) LT 1		
	4/16/09	1,000.000	25.660	25,660.19	19,530.00	(6,130.19) LT 1		
	11/7/12	100.000	26.712	2,671.20	1,953.00	(718.20) LT		
	Total	2,500.000		58,259.95	**48,825.00**	(9,434.95) LT	850.00	1.74
Share Price: $19.530, Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 02/2014								
PFIZER INC (PFE)	3/20/06	1,000.000	26.783	26,782.56	30,630.00	3,847.44 LT		
	5/11/06	1,000.000	25.545	25,544.90	30,630.00	5,085.10 LT		
	6/5/06	1,000.000	24.325	24,324.67	30,630.00	6,305.33 LT		

SCHEDULE 2 - INVESTMENTS

003142 MSADT093

Account Detail

Active Assets Account 052-140896-053

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	3,000.000		76,652.13	**91,890.00**	15,237.87 LT	3,120.00	3.39
Share Price: $30.630; Rating: Morgan Stanley: 1, S&P: 1; Next Dividend Payable 03/2014								
POTASH CP OF SASKATCHEWAN INC (POT)	3/22/06	300.000	9.649	2,894.83	9,888.00	6,993.17 LT		
	3/28/06	2,700.000	9.256	24,991.48	88,992.00	64,000.52 LT		
	5/18/06	1,800.000	10.449	18,807.60	59,328.00	40,520.40 LT		
	7/6/10	900.000	28.599	25,739.07	29,664.00	3,924.93 LT		
	5/4/12	600.000	43.171	25,902.50	19,776.00	(6,126.50) LT		
	9/3/13	800.000	30.056	24,045.13	26,368.00	2,322.87 ST		
	Total	7,100.000		122,380.61	**234,016.00**	109,312.52 LT 2,322.87 ST	9,940.00	4.24
Share Price: $32.960; Rating: Morgan Stanley: 2, S&P: 2, Next Dividend Payable 02/2014								
QEP RESOURCES INC (QEP)	9/3/97	2,100.000	6.762	14,200.01	64,365.00	50,164.99 LT 1		
	9/3/97	400.000	6.731	2,692.37	12,260.00	9,567.63 LT 1		
	2/2/01	2,000.000	9.050	18,099.71	61,300.00	43,200.29 LT		
	6/20/01	2,000.000	8.814	17,627.36	61,300.00	43,672.64 LT		
	7/27/10	1,000.000	30.375	30,375.08	30,650.00	274.92 LT		
	Total	7,500.000		82,994.53	**229,875.00**	146,880.47 LT	600.00	0.26
Share Price: $30.650; Rating: S&P: 1; Next Dividend Payable 03/2014								
QUESTAR CORP (STR)	9/3/97	2,100.000	3.468	7,282.60	48,279.00	40,996.40 LT 1		
	9/3/97	400.000	3.452	1,380.81	9,196.00	7,815.19 LT 1		
	2/2/01	2,000.000	4.641	9,282.61	45,980.00	36,697.39 LT		
	6/20/01	2,000.000	4.520	9,040.35	45,980.00	36,939.65 LT		
	7/29/08	500.000	18.368	9,183.75	11,495.00	2,311.25 LT		
	Total	7,000.000		36,170.12	**160,930.00**	124,759.88 LT	5,040.00	3.13
Share Price: $22.990; Rating: Morgan Stanley: 2, S&P. 2; Next Dividend Payable 03/2014								
SCHLUMBERGER LTD (SLB)	6/22/98	300.000	30.352	9,105.57	27,033.00	17,927.43 LT 1		
	5/24/99	600.000	26.396	15,837.84	54,066.00	38,228.16 LT 1		
	6/8/99	400.000	27.444	10,977.57	36,044.00	25,066.43 LT 1		
	2/13/01	1,000.000	32.586	32,585.89	90,110.00	57,524.11 LT		
	2/23/01	1,000.000	30.327	30,326.90	90,110.00	59,783.10 LT		
	4/17/13	400.000	72.039	28,815.66	36,044.00	7,228.34 ST		
	Total	3,700.000		127,649.43	**333,407.00**	198,529.23 LT 7,228.34 ST	4,625.00	1.38
Share Price: $90.110; Rating: Morgan Stanley: 1, S&P: 1; Next Dividend Payable 01/10/14								

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 %
SPECTRA ENERGY CORP COM (SE)	3/3/98	780.000	18.975	14,800.32	27,783.60	12,983.28 LT 1		
	4/9/98	780.000	19.481	15,194.84	27,783.60	12,588.76 LT 1		
	4/22/99	1,000.000	23.178	23,178.29	35,620.00	12,441.71 LT 1		
	7/29/99	940.000	22.392	21,048.37	33,482.80	12,434.43 LT 1		
	1/12/07	1,000.000	26.431	26,431.10	35,620.00	9,188.90 LT		
	2/15/07	500.000	26.285	13,142.61	17,810.00	4,667.39 LT		
	Total	5,000.000		113,795.53	**178,100.00**	64,304.47 LT	6,100.00	3.42
Share Price: $35.620; Rating: Morgan Stanley: 1, S&P: 1; Next Dividend Payable 03/2014								
SUBSEA 7 S.A. SPONSORED ADR (SUBCY)	2/11/13	1,100.000	24.414	26,854.93	21,296.00	(5,558.93) ST		
	4/16/13	1,200.000	22.456	26,946.85	23,232.00	(3,714.85) ST		
	7/19/13	1,200.000	19.376	23,251.64	23,232.00	(19.64) ST		
	Total	3,500.000		77,053.42	**67,760.00**	(9,293.42) ST	2,030.00	2.99
Share Price: $19.360								
TEVA PHARMACEUTICALS ADR (TEVA)	1/25/02	879.000	19.400	17,052.18	35,230.32	18,178.14 LT		
	3/24/06	321.000	42.523	13,650.03	12,865.68	(784.35) LT		
	4/28/06	800.000	40.953	32,762.62	32,064.00	(698.62) LT		
	5/10/06	400.000	40.456	16,182.39	16,032.00	(150.39) LT		
	5/10/06	600.000	40.406	24,243.89	24,048.00	(195.89) LT		
	7/6/06	500.000	32.841	16,420.59	20,040.00	3,619.41 LT		
	9/19/06	500.000	35.165	17,582.62	20,040.00	2,457.38 LT		
	11/9/06	500.000	32.118	16,058.90	20,040.00	3,981.10 LT		
	12/19/06	500.000	31.916	15,957.99	20,040.00	4,082.01 LT		
	8/4/11	600.000	41.799	25,079.30	24,048.00	(1,031.30) LT		
	4/25/13	700.000	38.764	27,134.71	28,056.00	921.29 ST		
	Total	6,300.000		222,125.22	**252,504.00**	29,457.49 LT 921.29 ST	6,841.80	2.70
Share Price: $40.080; Rating: Morgan Stanley: 3, S&P: 3; Next Dividend Payable 03/2014								
TEXAS INSTRUMENTS (TXN)	4/30/13	700.000	36.701	25,690.96	30,737.00	5,046.04 ST		
	6/6/13	700.000	36.024	25,216.48	30,737.00	5,520.52 ST		
	7/23/13	700.000	39.433	27,602.79	30,737.00	3,134.21 ST		
	Total	2,100.000		78,510.23	**92,211.00**	13,700.77 ST	2,520.00	2.73
Share Price: $43.910; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 02/2014								
THE MOSAIC CO (HLDG CO) NEW (MOS)	8/9/12	500.000	59.336	29,668.19	23,635.00	(6,033.19) LT		
	9/11/12	500.000	61.114	30,557.00	23,635.00	(6,922.00) LT		
	3/7/13	500.000	60.117	30,058.37	23,635.00	(6,423.37) ST		
	8/7/13	800.000	41.728	33,382.65	37,816.00	4,433.35 ST		

SCHEDULE 2 - INVESTMENTS

003142 MSADT093

Account Detail

Active Assets Account 052-140896-053 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 %
	8/12/13	700.000	43.659	30,561.36	33,089.00	2,527.64 ST		
	Total	3,000.000		154,227.57	**141,810.00**	(12,955.19) LT 537.62 ST	3,000.00	2.11
Share Price: $47.270; Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 03/2014								
TRC COS INC (TRR)	11/29/02	1,000.000	11.349	11,349.40	7,140.00	(4,209.40) LT		
	5/28/03	1,000.000	12.200	12,199.99	7,140.00	(5,059.99) LT		
	12/9/04	1,000.000	18.218	18,218.37	7,140.00	(11,078.37) LT		
	5/3/11	900.000	5.209	4,688.25	6,426.00	1,737.75 LT		
	5/3/11	300.000	5.427	1,628.05	2,142.00	513.95 LT		
	5/3/11	600.000	5.201	3,120.88	4,284.00	1,163.12 LT		
	5/3/11	200.000	5.590	1,118.00	1,428.00	310.00 LT		
	7/18/13	1,500.000	8.689	13,033.94	10,710.00	(2,323.94) ST		
	11/7/13	1,500.000	7.301	10,951.87	10,710.00	(241.87) ST		
	Total	8,000.000		76,308.75	**57,120.00**	(16,622.94) LT (2,565.81) ST	—	—
Share Price: $7.140								
UNION PACIFIC CORP (UNP)	9/20/12	200.000	121.875	24,374.98	**33,600.00**	9,225.02 LT	632.00	1.88
Share Price: $168.000; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 01/02/14								
VERIZON COMMUNICATIONS (VZ)	9/10/13	700.000	47.045	32,931.42	34,398.00	1,466.58 ST		
	9/26/13	600.000	48.116	28,869.37	29,484.00	614.63 ST		
	Total	1,300.000		61,800.79	**63,882.00**	2,081.21 ST	2,756.00	4.31
Share Price: $49.140; Rating: S&P: 2; Next Dividend Payable 02/2014								
VULCAN MATERIALS CO (VMC)	8/27/02	500.000	39.971	19,985.26	29,710.00	9,724.74 LT		
	2/25/03	500.000	32.766	16,382.81	29,710.00	13,327.19 LT		
	2/26/03	500.000	32.643	16,321.26	29,710.00	13,388.74 LT		
	3/10/04	500.000	47.021	23,510.67	29,710.00	6,199.33 LT		
	8/13/04	500.000	46.510	23,254.78	29,710.00	6,455.22 LT		
	10/20/04	500.000	47.847	23,923.55	29,710.00	5,786.45 LT		
	5/13/09	500.000	43.539	21,769.48	29,710.00	7,940.52 LT		
	1/27/10	500.000	46.915	23,457.59	29,710.00	6,252.41 LT		
	8/31/11	700.000	35.611	24,927.71	41,594.00	16,666.29 LT		
	4/5/13	600.000	49.054	29,432.28	35,652.00	6,219.72 ST		
	Total	5,300.000		222,965.39	**314,926.00**	85,740.89 LT 6,219.72 ST	212.00	0.06
Share Price: $59.420; Rating. S&P: 2; Next Dividend Payable 03/2014								

SCHEDULE 2 - INVESTMENTS

Account Detail

Active Assets Account 052-140896-053
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 %
WESTERN REFINING, INC (WNR)	11/25/13	700.000	39.048	27,333.64	**29,687.00**	2,353.36 ST	616.00	2.07
Share Price: $42.410; Rating: Morgan Stanley: 2; Next Dividend Payable 02/2014								
WEYERHAEUSER CO (WY)	7/15/13	1,000.000	29.777	29,777.09	31,570.00	1,792.91 ST		
	8/15/13	1,000.000	27.562	27,561.70	31,570.00	4,008.30 ST		
	9/26/13	1,000.000	29.178	29,177.74	31,570.00	2,392.26 ST		
	12/3/13	1,000.000	29.872	29,871.58	31,570.00	1,698.42 ST		
	12/17/13	1,000.000	30.487	30,486.74	31,570.00	1,083.26 ST		
	Total	5,000.000		146,874.85	**157,850.00**	10,975.15 ST	4,400.00	2.78
Share Price: $31.570; Rating: S&P: 1; Next Dividend Payable 02/2014								
WHOLE FOODS MARKETS INC (WFM)	5/10/07	500.000	20.339	10,169.55	28,915.00	18,745.45 LT		
	9/5/07	500.000	21.924	10,962.18	28,915.00	17,952.82 LT		
	2/15/08	1,000.000	19.857	19,857.12	57,830.00	37,972.88 LT		
	6/24/08	1,000.000	12.984	12,984.19	57,830.00	44,845.81 LT		
	Total	3,000.000		53,973.04	**173,490.00**	119,516.96 LT	1,440.00	0.83
Share Price: $57.830; Rating: S&P: 2; Next Dividend Payable 01/2014								
WILLIAMS CO INC (WMB)	10/26/11	1,000.000	24.748	24,747.70	38,570.00	13,822.30 LT		
	11/4/11	1,000.000	25.824	25,823.96	38,570.00	12,746.04 LT		
	12/15/11	1,000.000	25.107	25,107.08	38,570.00	13,462.92 LT		
	12/23/11	800.000	26.935	21,548.35	30,856.00	9,307.65 LT		
	Total	3,800.000		97,227.09	**146,566.00**	49,338.91 LT	5,776.00	3.94
Share Price: $38.570; Rating: Morgan Stanley: 1, S&P: 1; Next Dividend Payable 03/2014								
WPX ENERGY INC (WPX)	10/26/11	333.157	16.830	5,607.18	6,789.74	1,182.56 LT		
	11/4/11	333.157	17.562	5,851.03	6,789.74	938.71 LT		
	12/15/11	333.157	17.075	5,688.60	6,789.74	1,101.14 LT		
	12/23/11	266.526	18.318	4,882.29	5,431.80	549.51 LT		
	1/10/12	1,534.003	17.193	26,373.91	31,262.98	4,889.07 LT		
	6/10/13	1,300.000	19.567	25,437.40	26,494.00	1,056.60 ST		
	Total	4,100.000		73,840.41	**83,558.00**	8,660.99 LT 1,056.60 ST	—	—
Share Price: $20.380; Rating: S&P. 2								
COMMON STOCKS				**$5,477,617.23**	**$9,157,958.00**	**$3,532,485.21 LT** **$147,855.49 ST**	**$180,536.80** **$0.00**	**1.97%**

SCHEDULE 2 - INVESTMENTS

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Account Detail

Active Assets Account 052-140896-053 THE SOKOLOFF FOUNDATION 200 EAST 78TH ST

STOCKS

PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BARCLAYS BANK PLC 8.125% ADR (BCS.D)	4/8/08	1,000.000	$25.000	$25,000.00	**$25,370.00**	$370.00 LT	$2,031.00	8.00
Share Price: $25.370; Moody BA2 S&P BBB-; Next Dividend Payable 03/2014								
METLIFE INC 6.5000% SER B (MET.B)	6/9/05	2,000.000	25.000	50,000.00	**49,800.00**	(200.00) LT	3,250.00	6.52
Share Price: $24.900; Moody BAA2 S&P BBB-; Next Dividend Payable 03/2014								
ROYAL BK SCOTLAND 6.25 SER P (RBS.P)	10/26/05	1,000.000	25.000	25,000.00	**20,240.00**	(4,760.00) LT	1,563.00	7.72
Share Price: $20.240; S&P BB; Next Dividend Payable 03/2014								
WELLS FARGO 8% NON-CUM SER J (WFC.J)	12/18/07	1,000.000	25.000	25,000.00	**27,960.00**	2,960.00 LT	2,000.00	7.15
Share Price: $27.960; Moody BAA3 S&P BBB+; Next Dividend Payable 03/2014								
PREFERRED STOCKS				**$125,000.00**	**$123,370.00**	**$(1,630.00) LT**	**$8,844.00** **$0.00**	**7.17%**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	**98.5%**	**$5,602,617.23**	**$9,281,328.00**	**$3,530,855.21 LT** **$147,855.49 ST**	**$189,380.80** **$0.00**	**2.04%**

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 %
NEXTERA ENERGY CAPITAL (NEE.F)	3/25/09	1,000.000	$25.519 $25.519	$25,519.22 $25,519.22	**$25,470.00**	$(49.22) LT	$2,187.50 —	8.58
Unit Price: $25.470; 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	— **0.3%**	**$25,519.22** **$25,519.22**	**$25,470.00**	**$(49.22) LT**	**$2,187.50** **$0.00**	**8.59%**

SCHEDULE 2 - INVESTMENTS

Account Detail

Active Assets Account 052-140896-053 THE SOKOLOFF FOUNDATION 200 EAST 78TH ST.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$5,628,136.45	$9,425,010.86	$3,530,805.99 LT $147,855.49 ST	$191,580.01 $0.00	2.03%

$9,425,010.86

ADJUSTMENTS TO COST BASIS

LYONDELL BASELL 2011 NONTAX DISTRIB	- ⟨11,483.45⟩	⟨118,212.86⟩ MONEY FUND
LYONDELL BASELL 2012 NONTAX DISTRIB	⟨3,634.54⟩	9,306,798 FMV
MULLER WATER 2012 NONTAX DISTRIB	⟨350.-⟩	
ADJUSTED COST	5,612,668.46	

ACTIVITY

INVESTMENT RELATED ACTIVITY

PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS

Trade Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
12/3	12/6	Bought	WEYERHAEUSER CO	PREFERENTIAL RATE ACTED AS AGENT	1,000.000	$29.4980	$(29,871.58)
12/9	12/12	Sold	HARRIS TEETER SUPERMKTS INC	PREFERENTIAL RATE ACTED AS AGENT	1,000.000	49.4730	49,044.62
12/11	12/16	Bought	COMPASS MINERALS INTER INC	PREFERENTIAL RATE ACTED AS AGENT	300.000	73.6000	(22,437.84)
12/13	12/18	Sold	GNC HOLDINGS,INC COM CL A	PREFERENTIAL RATE ACTED AS AGENT	500.000	58.0514	28,655.61
12/16	12/19	Sold	GNC HOLDINGS,INC COM CL A	PREFERENTIAL RATE ACTED AS AGENT	500.000	58.1631	28,710.98
12/17	12/20	Bought	WEYERHAEUSER CO	PREFERENTIAL RATE ACTED AS AGENT	1,000.000	30.1081	(30,486.74)
12/23	12/27	Bought	COMPASS MINERALS INTER INC	PREFERENTIAL RATE ACTED AS AGENT	300.000	78.6762	(23,962.02)
12/24	12/30	Sold	LYONDELLBASELL NV CL-A	PREFERENTIAL RATE ACTED AS AGENT	400.000	79.1971	31,287.07
TOTAL PURCHASES, DIVIDEND REINVESTMENTS, SALES AND REDEMPTIONS							**$30,940.10**
TOTAL PURCHASES							$(106,758.18)
TOTAL SALES AND REDEMPTIONS							$137,698.28

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

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SCHEDULE 2 - INVESTMENTS

Form **8868**
(Rev. January 2014)
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.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

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.

Enter filer's identifying number

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 7,900.
b	If this application is for Forms 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	$ 7,300.
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	$ 600.

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