EXTENSION GRANTED TO 08/17/2015

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

2014

Open to Public Inspection

For calendar year 2014 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: ☒ 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) ▶$ 9,915,818.

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	232,670.		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	207,987.	207,987.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	545,454.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 1,180,126.				
	7	Capital gain net income (from Part IV, line 2)		764,153.		
	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	-309.	-309.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	985,802.	971,831.		
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 4	19,573.	4,893.		14,680.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	10,995.	2,370.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	1,936.	447.		1,487.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	32,504.	7,710.		16,167.
	25	Contributions, gifts, grants paid	301,394.			301,394.
	26	**Total expenses and disbursements.** Add lines 24 and 25	333,898.	7,710.		317,561.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	651,904.			
	b	**Net investment income** (if negative, enter -0-)		964,121.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	54,057.	61,499.	61,499.
	2 Savings and temporary cash investments	118,213.	200,878.	200,878.
	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 7	5,612,668.	6,174,465.	9,653,441.
	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)	5,784,938.	6,436,842.	9,915,818.
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 ▶ ☒ **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	5,784,938.	6,436,842.	
	30 **Total net assets or fund balances**	5,784,938.	6,436,842.	
	31 **Total liabilities and net assets/fund balances**	5,784,938.	6,436,842.	

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	5,784,938.
2	Enter amount from Part I, line 27a	2	651,904.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,436,842.
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	6,436,842.

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	THRU PSHP K-1: BOARDWALK PIPELINE PTRS		VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	31,462.		25,952.	5,510.
b	126,298.		94,443.	31,855.
c	1,017,431.		295,579.	721,852.
d				1.
e	4,935.			4,935.

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				5,510.
b				31,855.
c				721,852.
d				1.
e				4,935.

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 } 2 764,153.

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))
2013	382,951.	8,470,906.	.045208
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

2	**Total** of line 1, column (d)	2	.175136
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	.035027
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	9,881,440.
5	Multiply line 4 by line 3	5	346,117.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,641.
7	Add lines 5 and 6	7	355,758.
8	Enter qualifying distributions from Part XII, line 4	8	317,561.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	19,282.
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	19,282.
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	19,282.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	22,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	30,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	10,718.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		10,718. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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?	2		X
If "Yes," attach a detailed description of the activities			
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?	5		X
If "Yes," attach the statement required by General Instruction T.			
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 2014 or the taxable year beginning in 2014 (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			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014.)*	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 2014?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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

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	9,929,936.
b	Average of monthly cash balances		1b	101,983.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,031,919.
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	10,031,919.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	150,479.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	9,881,440.
6	**Minimum investment return.** Enter 5% of line 5		6	494,072.

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	494,072.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 19,282.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	19,282.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	474,790.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	474,790.
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	474,790.

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	317,561.
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	317,561.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	317,561.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				474,790.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			296,129.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 317,561.				
a Applied to 2013, but not more than line 2a			296,129.	
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 2014 distributable amount				21,432.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				453,358.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 ▶ [X] 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	301,394.
Total			▶ 3a	301,394.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	207,987.	
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			01	-309.	
8 Gain or (loss) from sales of assets other than inventory			18	545,454.	
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.		753,132.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 753,132.

(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

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

X [signature] | X 7/22/15 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN KLEIN	[signature]	7/21/15		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

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

2014

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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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	$ 49,370.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 33,855.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
3	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 51,045.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
4	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 57,150.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
5	STEPHEN SOKOLOFF 215 FOX MEADOW ROAD SCARSDALE, NY 10583	$ 37,354.	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	1,000 SHS HARRIS TEETER SUPERMARKETS INC	$ 49,370.	01/02/14
2	500 SHS CHENIERE ENERGY INC NEW	$ 33,855.	06/16/14
3	300 SHS ALLERGAN INC	$ 51,045.	07/28/14
4	300 SHS ALLERGAN INC	$ 57,150.	10/08/14
5	200 SHS ALLERGAN INC	$ 37,354.	10/29/14
		$	

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

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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 info 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

THE SOKOLOFF FOUNDATION,INC. 13-6155196

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRU MORGAN STANLEY - SEE SCHEDULE D-1	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,462.	25,952.	0.	0.	5,510.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRU MORGAN STANLEY - SEE SCHEDULE D-2	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126,298.	94,443.	0.	0.	31,855.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRU MORGAN STANLEY - SEE SCHEDULE D-3	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,017,431.	514,278.	0.	0.	503,153.

THE SOKOLOFF FOUNDATION,INC. 13-6155196

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THRU PSHP K-1: BOARDWALK PIPELINE PTRS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	1.

CAPITAL GAINS DIVIDENDS FROM PART IV	4,935.
TOTAL TO FORM 990-PF, PART I, LINE 6A	545,454.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - DIVIDENDS	212,374.	4,935.	207,439.	207,439.	
MORGAN STANLEY - INTEREST	547.	0.	547.	547.	
THRU PSHP K-1: BOARDWALK PIPELINE PTRS	1.	0.	1.	1.	
TO PART I, LINE 4	212,922.	4,935.	207,987.	207,987.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY BUS LOSS THRU PSHP K-1: BOARDWALK PIPELINE PTRS	-309.	-309.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-309.	-309.	

THE SOKOLOFF FOUNDATION, INC. 13-6155196

FORM 990-PF	ACCOUNTING FEES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,573.	4,893.		14,680.
TO FORM 990-PF, PG 1, LN 16B	19,573.	4,893.		14,680.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	2,370.	2,370.		0.
FEDERAL EXCISE TAX PAID	8,625.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,995.	2,370.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

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	228.	71.		157.
BOOKKEEPING SERVICES	375.	375.		0.
FILING FEES	250.	0.		250.
OTHER EXPENSES THRU PSHP K-1: BOARDWALK PIPELINE PTRS	3.	1.		0.
TO FORM 990-PF, PG 1, LN 23	1,936.	447.		1,487.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE SCHEDULE 2	6,174,465.	9,653,441.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,174,465.	9,653,441.

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Short Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part I with box B checked)

DESCRIPTION (Box 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BOARDWALK PIPELINE PTNRS LP		CUSIP: 096627104		Symbol: BWP				
	2,000.000	02/10/14	05/02/14	$31,429.76	25,913.81	$0.00	5,515.95	$0 00
SEVENTY SEVEN ENERGY INC COM		CUSIP: 818097107		Symbol: SSE				
	0.964	10/14/13	06/30/14	$24.66	$20.79	$0 00	$3.87	$0.00
TRI POINTE HOMES INC		CUSIP: 87265H109		Symbol: TPH				
	0.507	07/15/13	07/09/14	$7.53	$17.17	$0.00	($9.64)	$0 00
Total Short Term Noncovered Securities				**$31,461.95**	25,951.77	**$0.00**	5,510.18	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

018048 MS13OA01 108422

SCHEDULE- D-1

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Covered Securities (Consider Box 3 (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 1a)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f))	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
COMPASS MINERALS INTER INC	CUSIP: 20451N101		Symbol: CMP					
	300.000	09/28/12	04/29/14	$26,048.30	$22,723.40	$0.00	$3,324 90	$0 00
GRANITE CONSTR INC	CUSIP: 387328107		Symbol: GVA					
	700.000	11/04/13	12/17/14	$25,735.29	$21,329.79	$0.00	$4,405.50	$0.00
KINDER MORGAN INCORP	CUSIP: 49456B101		Symbol: KMI					
	700.000	02/25/13	08/11/14	$27,613.89	$26,014.80	$0.00	$1,599.09	$0.00
UNION PACIFIC CORP	CUSIP: 907818108		Symbol: UNP					
	299.000	09/20/12	12/02/14	$35,139.83	$18,220.30	$0 00	$16,919 53	$0 00
	101.000	09/20/12	12/18/14	$11,760.57	$6,154.68	$0.00	$5,605.89	$0.00
Security Subtotal	**400.000**			**$46,900.40**	**$24,374.98**	**$0.00**	**$22,525.42**	**$0.00**
Total Long Term Covered Securities				**$126,297.88**	**$94,442.97**	**$0.00**	**$31,854.91**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

SCHEDULE D-2

018048 MS13OA01 108423

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ACTAVIS PLC	CUSIP: G0083B108		Symbol (Box 1d): ACT					
	100 000	10/11/11	11/18/14	$25,735 89	$10,252 08	$0 00	$15,483 81	$0 00
	100.000	10/11/11	11/24/14	$26,263.62	$10,252.08	$0.00	$16,011.54	$0.00
Security Subtotal	**200.000**			**$51,999.51**	**$20,504.16**	**$0.00**	**$31,495.35**	**$0.00**
ALLERGAN INC	CUSIP: 018490102		Symbol (Box 1d): AGN					
	300 000	08/18/89	07/29/14	$50,653 81	$1,775 66	$0 00	$48,878 15	$0 00
	100 000	08/18/89	10/08/14	$18,813 99	$591 88	$0 00	$18,222 11	$0 00
	200 000	08/23/89	10/08/14	$37,627 97	$1,183 23	$0.00	$36,444 74	$0 00
	200.000	08/23/89	10/29/14	$36,931.77	$1,183.23	$0.00	$35,748.54	$0.00
Security Subtotal	**800.000**			**$144,027.54**	**$4,734.00**	**$0.00**	**$139,293.54**	**$0.00**
CHENIERE ENERGY INC NEW	CUSIP: 16411R208		Symbol (Box 1d): LNG					
	500 000	06/11/10	06/16/14	$33,671 10	$1,466 12	$0 00	$32,204 98	$0 00
CONAGRA FOODS INC	CUSIP: 205887102		Symbol (Box 1d): CAG					
	700 000	12/29/05	09/18/14	$23,158 58	$14,377 94	$0 00	$8,780 64	$0 00
DIRECTV COM	CUSIP: 25490A309		Symbol (Box 1d): DTV					
	300 000	07/17/96	05/16/14	$25,487 18	$905 49	$0 00	$24,581 69	$0 00
	100 000	07/17/96	09/04/14	$8,527 30	$301 83	$0 00	$8,225 47	$0 00
	200 000	11/25/96	09/04/14	$17,054 59	$617 69	$0 00	$16,436 90	$0 00
	300 000	11/25/96	09/12/14	$25,609 79	$926 54	$0 00	$24,683 25	$0 00
	300 000	11/25/96	09/24/14	$25,678 82	$926 54	$0 00	$24,752 28	$0 00
	500.000	11/25/96	10/03/14	$43,317.96	$1,544.23	$0.00	$41,773.73	$0.00
Security Subtotal	**1,700.000**			**$145,675.64**	**$5,222.32**	**$0 00**	**$140,453.32**	**$0.00**

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SCHEDULE D-3

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
DUKE ENERGY CORP NEW	**CUSIP:** 26441C204		**Symbol (Box 1d):** DUK					
	300 000	03/03/98	10/08/14	$22,733 72	$11,844 85	$0 00	$10,888 87	$0 00
ELI LILLY & CO	**CUSIP:** 532457108		**Symbol (Box 1d):** LLY					
	500 000	04/24/09	04/09/14	$29,737.96	$16,750 12	$0 00	$12,987 84	$0 00
	400.000	06/08/09	10/24/14	$26,009.45	$13,731.28	$0.00	$12,278.17	$0.00
Security Subtotal	**900.000**			**$55,747.41**	**$30,481.40**	**$0.00**	**$25,266.01**	**$0.00**
EQT CORPORATION COM NEW	**CUSIP:** 26884L109		**Symbol (Box 1d):** EQT					
	300 000	07/01/10	04/24/14	$31,962 63	$10,684.91	$0 00	$21,277 72	$0 00
GRANITE CONSTR INC	**CUSIP:** 387328107		**Symbol (Box 1d):** GVA					
	700 000	01/11/94	07/01/14	$25,715 24	$4,719 37	$0 00	$20,995 87	$0 00
	700.000	01/11/94	10/23/14	$23,386.96	$4,719.37	$0.00	$18,667.59	$0.00
Security Subtotal	**1,400.000**			**$49,102.20**	**$9,438.74**	**$0.00**	**$39,663.46**	**$0.00**
HARRIS TEETER SUPERMKTS INC	**CUSIP:** 414585109		**Symbol (Box 1d):**					
	1,000 000	12/31/71	01/03/14	$48,913 62	$3,875 00	$0 00	$45,038 62	$0 00
JOHNSON & JOHNSON	**CUSIP:** 478160104		**Symbol (Box 1d):** JNJ					
	300 000	10/16/95	06/06/14	$30,524 05	$3,440.44	$0 00	$27,083 61	$0 00
LOWES COMPANIES INC	**CUSIP:** 548661107		**Symbol (Box 1d):** LOW					
	500 000	09/07/06	10/28/14	$27,593 21	$13,724.11	$0 00	$13,869 10	$0 00
LYONDELLBASELL NV CL-A	**CUSIP:** N53745100		**Symbol (Box 1d):** LYB					
	300 000	11/08/11	05/29/14	$29,602 70	$10,334 55	$0 00	$19,268 15	$0 00
	100 000	11/08/11	07/09/14	$9,742 48	$3,444 85	$0 00	$6,297 63	$0 00
	200 000	11/10/11	07/09/14	$19,484.97	$6,749.96	$0 00	$12,735 01	$0 00

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SCHEDULE D-3

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
LYONDELLBASELL NV CL-A(Cont)	CUSIP: N53745100		Symbol (Box 1d): LYB					
	200 000	11/10/11	08/25/14	$22,244.21	$6,749.96	$0.00	$15,494.25	$0.00
Security Subtotal	**800.000**			**$81,074.36**	**$27,279.32**	**$0.00**	**$53,795.04**	**$0.00**
MARATHON PETROLEUM CORP	CUSIP: 56585A102		Symbol (Box 1d): MPC					
	250 000	06/17/08	03/18/14	$23,198.87	$10,784.41	$0 00	$12,414 46	$0 00
	50.000	07/22/08	03/18/14	$4,639.77	$1,781.40	$0.00	$2,858.37	$0.00
Security Subtotal	**300.000**			**$27,838.64**	**$12,565.81**	**$0.00**	**$15,272.83**	**$0.00**
MYLAN INC	CUSIP: 628530107		Symbol (Box 1d): MYL					
	200 000	05/21/10	02/19/14	$10,055 01	$3,963 41	$0 00	$6,091 60	$0 00
	300 000	09/10/10	02/19/14	$15,082 52	$5,429.59	$0 00	$9,652 93	$0 00
	500 000	09/10/10	03/04/14	$28,221 80	$9,049 31	$0 00	$19,172 49	$0.00
	500.000	09/10/10	07/15/14	$25,726.84	$9,049.31	$0.00	$16,677.53	$0.00
Security Subtotal	**1,500.000**			**$79,086.17**	**$27,491.62**	**$0.00**	**$51,594.55**	**$0.00**
NEXTERA 8750 *69MH01	CUSIP: 65339K506		Symbol (Box 1d):					
	1,000 000	03/25/09	03/03/14	$25,000.00	$25,519 22	$0 00	($519 22)	$0 00
ROYAL BK SCOTLAND 6.25 SER P	CUSIP: 780097762		Symbol (Box 1d): RBS P					
	1,000 000	10/26/05	08/13/14	$23,473 78	$25,000 00	$0 00	($1,526 22)	$0 00
SCHLUMBERGER LTD	CUSIP: 806857108		Symbol (Box 1d): SLB					
	300 000	06/22/98	03/28/14	$28,854 28	$9,105.57	$0 00	$19,748 71	$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

SCHEDULE D-3

018048 MS13OA01 108425

Morgan Stanley

Corporate Tax Statement
Tax Year 2014

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

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
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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. Consider the Net Proceeds box checked in IRS box 6 (Reported to IRS) for all option transactions

Long Term - Noncovered Securities # (Consider Box 5 (Noncovered Security) as being checked and Box 3 (Basis Reported to IRS) as not being checked for this section These transactions should be reported on Form 8949 Part II with box E checked.) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY	DATE ACQUIRED (Box 1b)	DATE SOLD (Box 1c)	PROCEEDS (Box 1d)	COST OR OTHER BASIS (Box 1e)	ADJUSTMENTS/CODE (Box 1g)/(Box 1f)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
TEVA PHARMACEUTICALS ADR	CUSIP: 881624209		Symbol (Box 1d): TEVA					
	500 000	01/25/02	03/31/14	$25,998 54	$9,699 76	$0 00	$16,298 78	$0 00
	379 000	01/25/02	10/30/14	$21,124 05	$7,352 42	$0 00	$13,771 63	$0 00
	221.000	03/24/06	10/30/14	$12,317.72	$9,397.68	$0.00	$2,920.04	$0.00
Security Subtotal	**1,100.000**			**$59,440.31**	**$26,449.86**	**$0.00**	**$32,990.45**	**$0.00**
WILLIAMS CO INC	CUSIP: 969457100		Symbol (Box 1d): WMB					
	500 000	10/26/11	06/16/14	$27,554 04	$12,373 85	$0 00	$15,180 19	$0 00
Total Long Term Noncovered Securities				**$1,017,430.79**	**$295,579.24**	**$0.00**	**$721,851.55**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$1,143,728.67**	**$390,022.21**	**$0.00**	**$753,706.46**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$1,175,190.62**	415,973.98	**$0.00**	759,216.64	**$0.00**

Form 1099-B Total Reportable Amounts - Does not include cost basis or adjustment amounts for noncovered securities

Total IRS Reportable Proceeds (Box 1d)	**$1,175,190.62**			
Total IRS Reportable Cost or Other Basis for Covered Securities (Box 1e)		**$94,442.97**		
Total IRS Reportable Adjustments (Box 1g)			**$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 adjustments resulting from a wash sale or market discount will not be reported to the IRS. The cost basis is provided for informational purposes only and may not reflect required adjustments under the applicable tax regulations. Please consult your tax advisor regarding any adjustments to your original cost basis

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

SCHEDULE D-3

Sokoloff Foundation, Inc

2014

DATE OF DONATION	AMOUNT	DONATION GIVEN TO:	ADDRESS
February 3, 2014	$270.00	Museum of Modern Art	11 W 53rd St, New York, NY 10019
February 3, 2014	$150.00	Israel Tennis Center	57 W 38th Street, ste 605, New York, NY 10018
February 3, 2014	$125.00	Stone Barns Ctr for Food & Agric.	630 Bedford Road, Tarrytown, NY 10591
February 3, 2014	$466.00	Metropolitan Museum of Art	33 West 60th Street, New York, NY 10023
March 17, 2014	$500 00	Stormking Art Center	Old Pleasant Hill Rd, PO Box 280, Mountainville, NY 10853
March 17, 2014	$2,500.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
April 7, 2014	$153.00	Solomon Guggenheim Fdn	1071 Fifth Avenue, New York, NY 10128
April 7, 2014	$400.00	Katonah Museum of Art	134 Jay Street, Katonah, NY 10536
April 7, 2014	$50,000.00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
April 8, 2014	$3,000.00	Jazz at Lincoln Center	3 Columbus Cir, New York, NY 10019
July 30, 2014	$300.00	Westchester Caddie Scholarship Fd	49 Knollwood Road, Ste 220, Elmsford, NY 10523
June 1, 2014	$290.00	Jacob Burns Film Center	405 Manville Road, Pleasantville, NY 10570
June 13, 2014	$75,000.00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
June 2, 2014	$200.00	AFYA	140 Saw Mill River Road, Yonkers, NY 10701
August 2, 2014	$450.00	92nd Street Y	1395 Lexington Avenue, New York, NY 10128
August 2, 2014	$4,070.00	Manhattan Theatre Club	261 W 47th Street, New York, NY 10036
August 2, 2014	$500 00	Corning Museuam of Glass	1 Museum Way, Corning, NY 14830
August 3, 2014	$468.00	92nd Street Y	1395 Lexington Avenue, New York, NY 10128
August 4, 2014	$125.00	Stone Barns Ctr for Food & Agric	630 Bedford Rfoad, Tarrytown, NY 10591
August 25, 2014	$3,650.00	Congregation Emanu-el of Westchester	2125 Westchester Avenue East, Rye, NY 10580
August 27, 2014	$10,000.00	Whitney Museum of Art	945 Madison Ave, New York, NY 10021
September 25, 2014	$2,500.00	Tisch MSRCNY (MS)	521 West 57th Street, New York, NY 10019
September 25, 2014	$100.00	City Harvest	575 8th Ave, #4, New York, NY 10018
September 25, 2014	$100.00	Fresh Air Fund	633 3rd Avenue, New York, NY 10017
September 29, 2014	$250.00	Planned Parenthood	26 Bleecker Street, New York, NY 10012
September 29, 2014	$2,500.00	NY Public Radio	160 Varick Street, New York, NY 10013
September 29, 2014	$10,000.00	Ackerman Inst for Family Therapy	936 Broadway, 2nd Floor, New York, NY 10010
October 1, 2014	$500.00	Yeshiva Torah Vodaath	425 E 9th Street, Brooklyn, NY 11218
October 1, 2014	$85.00	Thirteen	825 Eigth Ave, New York, NY 10019
October 7, 2014	$150.00	The Jewish Museum	575 8th Ave, #4, New York, NY 10018

SCHEDULE 1

October 9, 2014	$3,000.00	NYU Langone Medical Center	One Park Ave, 17th FL, New York, NY 10016
October 13, 2014	$822.00	Whitney Museum of Art	945 Madison Ave, New York, NY 10021
October 31, 2014	$80,000.00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
November 24, 2014	$1,200.00	Intl Center of Photography	1114 Avenue of the Americas, New York, NY 10036
December 8, 2014	$10,000.00	Jewish Child Care Assoc	1075 Broadway, Pleasantville, NY 10570
December 8, 2014	$10,000.00	Ackerman Inst for Family Therapy	936 Broadway, 2nd Floor, New York, NY 10010
December 9, 2014	$1,000.00	Weil Cornell Medical College	1300 York Avenue, New York, NY 10065
December 9, 2014	$200.00	Museum of Art & Design	2 Columbus Circle, New York, NY 10019
December 19, 2014	$200.00	OXFAM America	226 Causeway St, 5th Fl, Boston, MA 02114
December 19, 2014	$270.00	Museum of Modern Art	11 W 53rd Street, New York, NY 10019
December 19, 2014	$100.00	Scarsdale Voluntary Amb. Corp	PO Box 92, Scarsdale, NY 10583
December 19, 2014	$150.00	Amer Folk Art Museum	2 Lincoln Square, New York, NY 10023
December 23, 2014	$25,000.00	Jewish Communal Fund	575 Madison Ave, New York, NY 10022
December 30, 2014	$100.00	The Salvation Army	615 Salters Lane, Alexandria, VA 22313
December 30, 2014	$250.00	ECAD (Educated Canines Assist with Disblty)	PO Box 251, Dobbs Ferry, NY 10522
December 30, 2014	$200.00	Acts Missionary Prison Ministry	120-18 Aldrica St, Apt 18A, Bronx, NY 10475
December 30, 2014	$100.00	HDSW	930 Mamaroneck Ave, Mamaroneck, NY 10543

Total: $301,394.00

SCHEDULE 1

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

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley) and Standard & Poor's equity research ratings are shown for certain securities These ratings represent the opinions of the research provider and are not representations or guarantees of performance. The applicable research report contains more information regarding the analyst's opinions, analysis, and rating, and you should read the entire research report and not infer its contents. For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Refer to your June or December statement for a summary guide describing the ratings. We do not take responsibility for, nor guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ACTAVIS PLC (ACT)	10/11/11	40.000	$102.521	$4,100.83	$10,296 40	$6,195.57 LT		
	1/7/13	160.000	80.647	12,903 52	41,185.60	28,282.08 LT		
	Total	200.000		17,004.35	**51,482.00**	34,477 65 LT	—	—
Share Price: $257.410, Rating Morgan Stanley: 1, S&P 2								
AMERICAN EXPRESS CO (AXP)	10/14/10	1,000.000	39.702	39,701.85	93,040.00	53,338.15 LT		
	1/25/11	200.000	45.450	9,090 00	18,608.00	9,518.00 LT		
	Total	1,200.000		48,791.85	**111,648.00**	62,856.15 LT	1,248 00	1 11
Share Price: $93.040; Rating: Morgan Stanley. 1, S&P. 1, Next Dividend Payable 02/2015								
ANADARKO PETE (APC)	6/27/97	280.000	27.705	7,757.27	23,100.00	15,342.73 LT 1		
	11/26/99	910.000	15.441	14,051.42	75,075.00	61,023.58 LT 1		
	2/16/00	910.000	12 286	11,180.37	75,075.00	63,894.63 LT 1		
	8/28/03	1,000.000	21.985	21,985.00	82,500.00	60,515.00 LT		
	Total	3,100.000		54,974.06	**255,750.00**	200,775.94 LT	3,348.00	1.30
Share Price: $82.500; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 03/2015								
CABOT OIL & GAS CORP A (COG)	3/21/14	800.000	33 439	26,751.22	23,688.00	(3,063.22) ST		
	3/24/14	800.000	33.113	26,490.28	23,688.00	(2,802.28) ST		
	4/11/14	800.000	32 984	26,387.56	23,688.00	(2,699.56) ST		
	Total	2,400.000		79,629 06	**71,064.00**	(8,565.06) ST	192.00	0.27
Share Price. $29 610; Rating: Morgan Stanley. 2, S&P: 1; Next Dividend Payable 02/2015								
CHECKPOINT SYS INCORPORATED (CKP)	6/27/97	500.000	15 630	7,815 01	6,865.00	(950.01) LT 1		
	7/30/98	1,000.000	10.768	10,767.94	13,730 00	2,962.06 LT 1		
	4/26/01	1,500.000	9.056	13,583.75	20,595.00	7,011.25 LT		
	11/12/01	1,000.000	9 379	9,378 64	13,730.00	4,351.36 LT		
	5/29/13	1,000.000	13 218	13,217 50	13,730.00	512.50 LT		
	10/15/13	1,400.000	17 996	25,194 76	19,222 00	(5,972.76) LT		
	Total	6,400.000		79,957.60	**87,872.00**	7,914 40 LT	—	—
Share Price: $13 730								
CHESAPEAKE ENERGY CORP (CHK)	5/23/13	1,200.000	20.707	24,848.58	23,484.00	(1,364.58) LT		
	8/22/13	1,000.000	24.397	24,396.93	19,570.00	(4,826 93) LT		
	9/30/13	1,000.000	24.721	24,720.59	19,570 00	(5,150.59) LT		
	10/14/13	1,000.000	25.244	25,244 04	19,570.00	(5,674.04) LT		

SCHEDULE 2 - INVESTMENTS

Morgan Stanley

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	4,200.000		99,210.14	**82,194.00**	(17,016.14) LT	1,470.00	1.78
Share Price: $19 570, Rating: S&P· 2; Next Dividend Payable 01/2015								
COMPASS MINERALS INTER INC (CMP)	9/28/12	100.000	75 745	7,574.47	8,683 00	1,108.53 LT		
	10/25/12	100.000	78 440	7,844.05	8,683.00	838.95 LT		
	2/8/13	300.000	75.529	22,658.80	26,049.00	3,390.20 LT		
	12/11/13	300.000	74.793	22,437.84	26,049.00	3,611.16 LT		
	12/23/13	300.000	79 873	23,962.02	26,049.00	2,086.98 LT		
	1/3/14	300.000	80.619	24,185.61	26,049.00	1,863.39 ST		
	7/29/14	300.000	89.055	26,716.55	26,049.00	(667.55) ST		
	11/19/14	300.000	91.657	27,497.10	26,049 00	(1,448.10) ST.		
	Total	2,000.000		162,876.44	**173,660.00**	11,035.82 LT (252.26) ST	4,800 00	2 76
Share Price. $86 830, Rating: S&P 3, Next Dividend Payable 03/2015								
CONAGRA FOODS INC (CAG)	12/29/05	300.000	20.540	6,161.97	10,884 00	4,722.03 LT		
	6/22/07	300.000	26 003	7,800.80	10,884.00	3,083.20 LT		
	10/16/09	1,000.000	21 816	21,815 87	36,280.00	14,464.13 LT		
	11/30/09	1,000.000	22.543	22,542.60	36,280 00	13,737.40 LT		
	7/21/14	900.000	31 098	27,988.61	32,652 00	4,663 39 ST		
	Total	3,500.000		86,309 85	**126,980.00**	36,006 76 LT 4,663.39 ST	3,500.00	2 75
Share Price: $36 280; Rating Morgan Stanley: 2, S&P· 2; Next Dividend Payable 03/2015								
CONOCOPHILLIPS (COP)	1/24/01	279.000	22 036	6,147.99	19,267.74	13,119 75 LT		
	2/28/01	1,000.000	20 782	20,782 35	69,060.00	48,277.65 LT		
	12/28/01	721.000	19.254	13,881.79	49,792.26	35,910.47 LT		
	5/29/12	500.000	54 005	27,002.40	34,530 00	7,527.60 LT		
	Total	2,500.000		67,814.53	**172,650.00**	104,835.47 LT	7,300 00	4 22
Share Price· $69 060; Rating· Morgan Stanley· 2, S&P· 1; Next Dividend Payable 03/2015								
CONS EDISON INC (HLDG CO) (ED)	6/24/09	500.000	36 833	18,416.52	33,005 00	14,588.48 LT		
	9/18/09	1,000.000	41 873	41,873.21	66,010.00	24,136.79 LT		
	Total	1,500.000		60,289.73	**99,015.00**	38,725.27 LT	3,780 00	3 81
Share Price. $66.010; Rating· Morgan Stanley· 3, S&P. 3; Next Dividend Payable 03/2015								
CORNING INC (GLW)	9/28/07	600.000	24 974	14,984 35	13,758.00	(1,226.35) LT		
	9/28/07	200.000	24 974	4,994.78	4,586.00	(408.78) LT		
	5/22/08	1,000.000	27 456	27,456.27	22,930.00	(4,526.27) LT		
	8/4/10	1,000.000	19.632	19,631.64	22,930.00	3,298.36 LT		
	1/6/11	500.000	19.863	9,931.35	11,465 00	1,533.65 LT		

SCHEDULE 2 - INVESTMENTS

002383 MSADT092

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 %
	1/3/14	1,400 000	18.127	25,378.39	32,102 00	6,723.61 ST		
	6/24/14	1,200 000	22 422	26,906 73	27,516.00	609 27 ST		
	Total	5,900.000		129,283 51	**135,287.00**	(1,329 39) LT 7,332 88 ST	2,832 00	2 09
Share Price. $22.930, Rating Morgan Stanley. 2, S&P: 2; Next Dividend Payable 03/2015								
COVANCE INC (CVD)	7/30/99	100 000	19 959	1,995 94	10,384.00	8,388.06 LT 1		
	9/8/99	1,000 000	10.928	10,928 16	103,840.00	92,911 84 LT 1		
	4/30/03	500 000	18 040	9,019 92	51,920.00	42,900 08 LT		
	1/13/12	600 000	44 230	26,537 86	62,304.00	35,766.14 LT		
	1/20/12	100.000	46.776	4,677.61	10,384 00	5,706.39 LT		
	Total	2,300.000		53,159.49	**238,832.00**	185,672.51 LT	—	—
Share Price: $103.840; Rating: Morgan Stanley: 2, S&P. 2								
DOMINION RES INC (NEW) (D)	3/5/14	400.000	69.455	27,782.00	30,760.00	2,978.00 ST		
	4/4/14	400 000	70.677	28,270.74	30,760.00	2,489.26 ST		
	6/2/14	400 000	70.586	28,234.27	30,760.00	2,525.73 ST		
	Total	1,200.000		84,287.01	**92,280.00**	7,992.99 ST	2,880.00	3.12
Share Price. $76.900, Rating. Morgan Stanley. 1, S&P: 3; Next Dividend Payable 03/2015								
DOW CHEMICAL CO (DOW)	1/18/12	1,000 000	33.425	33,424.55	45,610 00	12,185 45 LT		
	2/13/12	1,000.000	34.617	34,617.23	45,610.00	10,992.77 LT		
	4/12/12	800.000	33.142	26,513.88	36,488.00	9,974.12 LT		
	10/22/12	1,000 000	29 955	29,955.40	45,610 00	15,654 60 LT		
	Total	3,800.000		124,511.06	**173,318.00**	48,806.94 LT	6,384.00	3.68
Share Price $45.610; Rating: Morgan Stanley 2, S&P. 2; Next Dividend Payable 01/30/15								
DU PONT EI DE NEMOURS & CO (DD)	1/17/08	500 000	43 537	21,768.48	36,970.00	15,201.52 LT		
	3/4/08	500.000	47.243	23,621.39	36,970.00	13,348.61 LT		
	3/12/08	500.000	47.162	23,581.11	36,970.00	13,388 89 LT		
	10/2/08	500.000	39.303	19,651.27	36,970.00	17,318 73 LT		
	2/10/09	500.000	24 134	12,066.92	36,970 00	24,903.08 LT		
	8/20/09	500.000	32.360	16,180.12	36,970.00	20,789 88 LT		
	8/31/09	500.000	32 189	16,094.46	36,970.00	20,875 54 LT		
	2/13/13	500 000	48.250	24,124 98	36,970.00	12,845.02 LT		
	Total	4,000 000		157,088.73	**295,760.00**	138,671.27 LT	7,520.00	2.54
Share Price $73 940, Rating: Morgan Stanley 2, S&P. 2, Next Dividend Payable 03/2015								
DUKE ENERGY CORP NEW (DUK)	3/3/98	219 925	39 483	8,683 26	18,372.53	9,689 27 LT 1		
	4/9/98	519 925	40 535	21,075.30	43,434.53	22,359.23 LT 1		
	4/22/99	666 571	48 229	32,148 38	55,685.34	23,536 96 LT 1		

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 %
	7/29/99	626 579	46.593	29,194.17	52,344.40	23,150.23 LT 1		
	8/5/13	367 000	72.480	26,600.33	30,659.18	4,058.85 LT		
	Total	2,400 000		117,701 44	**200,496.00**	82,794.54 LT	7,632 00	3 80
Share Price: $83.540, Rating. Morgan Stanley 2, S&P 3, Next Dividend Payable 03/2015								
ELI LILLY & CO (LLY)	6/8/09	100 000	34.328	3,432.82	6,899.00	3,466.18 LT		
	6/16/09	500 000	33.460	16,730.18	34,495.00	17,764.82 LT		
	9/30/09	500 000	33.438	16,719.06	34,495.00	17,775 94 LT		
	10/28/09	500 000	34.457	17,228.31	34,495.00	17,266.69 LT		
	Total	1,600 000		54,110.37	**110,384.00**	56,273.63 LT	3,200 00	2 89
Share Price $68 990; Rating· Morgan Stanley: 1, S&P· 2, Next Dividend Payable 03/2015								
EQT CORPORATION COM NEW (EQT)	7/1/10	300 000	35.616	10,684.91	22,710.00	12,025.09 LT		
	7/16/10	800 000	36 508	29,206.44	60,560.00	31,353.56 LT		
	12/27/10	600 000	45 403	27,242.07	45,420.00	18,177.93 LT		
	12/30/11	500 000	55.671	27,835.66	37,850.00	10,014.34 LT		
	3/5/12	500 000	53.157	26,578 67	37,850 00	11,271.33 LT		
	Total	2,700 000		121,547.75	**204,390.00**	82,842 25 LT	324 00	0.15
Share Price $75 700; Rating Morgan Stanley. 2, S&P. 2, Next Dividend Payable 03/2015								
FORESTAR GROUP INC (FOR)	5/16/05	358 523	24.012	8,608.91	5,521 25	(3,087 66) LT		
	7/12/06	141 276	31 481	4,447.54	2,175.65	(2,271.89) LT		
	10/18/06	333 200	29.474	9,820.57	5,131.28	(4,689.29) LT		
	3/4/08	367 000	24.668	9,053 03	5,651 80	(3,401.23) LT		
	7/22/08	800 000	19.078	15,262 27	12,320.00	(2,942 27) LT		
	12/15/10	1,200 000	18 570	22,284 16	18,480.00	(3,804 16) LT		
	3/22/12	1,500 001	15.807	23,710 18	23,100 02	(610 16) LT		
	4/19/13	1,200 000	21.188	25,425.28	18,480.00	(6,945.28) LT		
	Total	5,900 000		118,611 94	**90,860.00**	(27,751 94) LT	—	—
Share Price: $15 400								
FREEPORT-MCMORAN INC (FCX)	12/17/97	3 631	32.170	116.81	84 82	(31.99) LT G		
	8/5/98	4 444	32 169	142.96	103.81	(39.15) LT G		
	8/27/98	4 444	32.169	142.96	103.81	(39.15) LT G		
	12/29/98	8 725	32 172	280.70	203.82	(76 88) LT G		
	7/21/00	8 887	32.169	285 89	207.60	(78.29) LT G		
	11/21/00	8 887	32.169	285.89	207.60	(78.29) LT G		
	10/27/05	5 095	32.171	163 91	119 02	(44 89) LT G		
	5/16/06	8 887	32 169	285 89	207 60	(78 29) LT G		
	4/23/12	700 000	37.701	26,390.87	16,352.00	(10,038.87) LT		

SCHEDULE 2 - INVESTMENTS

002383 MSADT092

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 %
	5/9/12	700 000	36.164	25,314 66	16,352.00	(8,962.66) LT		
	6/28/12	800,000	32 710	26,168.13	18,688 00	(7,480 13) LT		
	12/5/12	800,000	33.670	26,936.18	18,688.00	(8,248.18) LT		
	6/20/13	947 000	28 024	26,538.49	22,121.92	(4,416 57) LT		
	8/1/13	1,000.000	29 477	29,476.57	23,360.00	(6,116.57) LT		
	9/24/14	1,000,000	33 572	33,571 69	23,360.00	(10,211 69) ST		
	12/4/14	900.000	26.840	24,156 27	21,024 00	(3,132.27) ST		
	Total	6,900 000		220,257.87	**161,184.00**	(45,729 91) LT (13,343 96) ST	8,625 00	5 35

Share Price· $23 360; Rating Morgan Stanley 2, S&P. 1; Next Dividend Payable 02/2015

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GENERAL MILLS INC (GIS)	2/28/95	300.000	12.495	3,748 37	15,999 00	12,250 63 LT 1		
	4/18/95	2,000 000	12 417	24,833.05	106,660.00	81,826.95 LT 1		
	6/16/04	2,000 000	23.413	46,825.90	106,660 00	59,834.10 LT		
	4/17/09	1,000,000	25 252	25,251 83	53,330.00	28,078 17 LT		
	8/2/11	500.000	37.272	18,636 00	26,665.00	8,029.00 LT		
	Total	5,800.000		119,295.15	**309,314.00**	190,018 85 LT	9,512.00	3.07

Share Price $53.330, Rating. Morgan Stanley: 3, S&P. 3; Next Dividend Payable 02/2015

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GRANITE CONSTR INC (GVA)	1/11/94	350 000	6.742	2,359.68	13,307.00	10,947.32 LT 1		
	3/2/94	2,700.000	6.779	18,302.85	102,654.00	84,351 15 LT 1		
	4/13/95	3,375 000	5.604	18,913.49	128,317.50	109,404.01 LT 1		
	3/12/96	675.000	8 335	5,626.42	25,663.50	20,037.08 LT 1		
	5/1/13	1,000 000	26.937	26,937.25	38,020.00	11,082.75 LT		
	11/4/13	100 000	30.471	3,047.11	3,802 00	754 89 LT		
	Total	8,200 000		75,186.80	**311,764.00**	236,577.20 LT	4,264.00	1.36

Share Price. $38.020; Next Dividend Payable 01/15/15

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HALYARD HEALTH INC (HYH)	11/11/14	700.000	37.061	25,942.63	31,829.00	5,886 37 ST		
	12/9/14	600.000	39 568	23,741.07	27,282 00	3,540.93 ST		
	Total	1,300 000		49,683.70	**59,111.00**	9,427.30 ST	—	—

Share Price: $45 470, Rating· Morgan Stanley. 2

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HESS CORPORATION (HES)	5/16/12	600.000	45.041	27,024.52	44,292.00	17,267 48 LT		
	5/31/12	600 000	44 625	26,774 84	44,292.00	17,517.16 LT		
	6/21/12	600.000	41 597	24,958.03	44,292.00	19,333.97 LT		
	7/30/12	600.000	48 825	29,295.26	44,292.00	14,996 74 LT		
	10/10/12	500.000	53.339	26,669.48	36,910 00	10,240.52 LT		
	Total	2,900.000		134,722 13	**214,078.00**	79,355.87 LT	2,900.00	1 35

Share Price. $73 820, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 03/2015

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 %
HEXCEL CORP NEW (HXL)	12/23/09	800.000	13.557	10,845.90	33,192 00	22,346.10 LT		
	3/3/10	1,000 000	12 403	12,403 37	41,490 00	29,086 63 LT		
	4/27/11	1,200 000	21.170	25,403 92	49,788 00	24,384.08 LT		
	4/3/12	1,000.000	25.321	25,320.72	41,490.00	16,169 28 LT		
	7/20/12	200 000	25 636	5,127.26	8,298.00	3,170.74 LT		
	11/18/13	600 000	44 497	26,698 37	24,894 00	(1,804 37) LT		
	Total	4,800.000		105,799 54	**199,152.00**	93,352.46 LT	—	—
Share Price: $41.490								
HOLLYFRONTIER CORP COM (HFC)	6/12/13	600 000	45.958	27,574.80	22,488.00	(5,086 80) LT		
	8/28/13	600 000	45 311	27,186.44	22,488.00	(4,698.44) LT		
	11/5/13	600,000	47 211	28,326 71	22,488 00	(5,838 71) LT		
	5/8/14	500.000	50.803	25,401.71	18,740.00	(6,661.71) ST		
	12/10/14	600 000	38.166	22,899.31	22,488 00	(411.31) ST		
	Total	2,900 000		131,388 97	**108,692.00**	(15,623 95) LT (7,073.02) ST	3,712 00	3 41
Share Price. $37.480; Rating· Morgan Stanley. 2, S&P: 1; Next Dividend Payable 03/2015								
JOHNSON & JOHNSON (JNJ)	10/16/95	680.000	11 468	7,798 32	71,107 60	63,309 28 LT 1		
	6/14/00	628 000	24.643	15,476.06	65,669.96	50,193.90 LT		
	6/14/00	392.000	24.624	9,652.61	40,991.44	31,338 83 LT		
	10/29/03	1,000.000	49.767	49,767.07	104,570.00	54,802.93 LT		
	11/25/03	500.000	51 251	25,625.45	52,285.00	26,659.55 LT		
	Total	3,200.000		108,319 51	**334,624.00**	226,304.49 LT	8,960.00	2 67
Share Price: $104.570; Rating: Morgan Stanley 2, S&P: 1; Next Dividend Payable 03/2015								
KINDER MORGAN INCORP (KMI)	3/12/13	700.000	37 782	26,447.59	29,617.00	3,169.41 LT		
	3/18/13	700.000	36.903	25,832.41	29,617 00	3,784.59 LT		
	4/3/13	700.000	38 298	26,808.28	29,617 00	2,808.72 LT		
	4/12/13	700.000	39.299	27,509.32	29,617.00	2,107 68 LT		
	Total	2,800.000		106,597.60	**118,468.00**	11,870.40 LT	4,928.00	4.15
Share Price $42.310; Rating. Morgan Stanley· 2, S&P: 2; Next Dividend Payable 02/2015								
LOWES COMPANIES INC (LOW)	9/7/06	500.000	27 448	13,724.11	34,400.00	20,675.89 LT		
	9/19/06	500.000	28.908	14,454 22	34,400 00	19,945 78 LT		
	10/20/06	500.000	30.574	15,286.93	34,400.00	19,113.07 LT		
	10/30/06	1,000.000	30 668	30,668 05	68,800 00	38,131.95 LT		
	12/13/07	500.000	23.409	11,704.66	34,400.00	22,695.34 LT		
	9/15/10	1,000.000	21.824	21,823 91	68,800 00	46,976 09 LT		

SCHEDULE 2- INVESTMENTS

002383 MSADT092

Account Detail | Active Assets Account 062-140886-053 | 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	4,000 000		107,661.88	**275,200.00**	167,538.12 LT	3,680.00	1.33
Share Price· $68 800, Rating· Morgan Stanley 2, S&P: 2; Next Dividend Payable 02/2015								
LYONDELLBASELL NV CL-A (LYB)	11/10/11	400.000	33.750	13,499.92	31,756.00	18,256.08 LT R		
	11/14/11	800.000	35.081	28,064.41	63,512.00	35,447.59 LT R		
	11/18/11	800.000	34 093	27,274.49	63,512.00	36,237.51 LT R		
	2/7/12	600.000	44.652	26,791.02	47,634.00	20,842.98 LT R		
	11/13/12	500.000	50.511	25,255.71	39,695 00	14,439.29 LT R		
	11/30/12	500.000	50.540	25,269.88	39,695.00	14,425.12 LT		
	3/11/13	400.000	64.706	25,882.55	31,756.00	5,873 45 LT		
	Total	4,000.000		172,037.98	**317,560.00**	145,522.02 LT	11,200.00	3.52
Share Price· $79.390; Rating: Morgan Stanley: 1, S&P: 1, Next Dividend Payable 03/2015								
MARATHON OIL CO (MRO)	6/17/08	500 000	31.886	15,942.75	14,145.00	(1,797.75) LT		
	7/22/08	500 000	26.335	13,167.33	14,145.00	977.67 LT		
	10/22/08	500.000	13.565	6,782.59	14,145.00	7,362.41 LT		
	3/16/11	500.000	29.638	14,818.80	14,145.00	(673.80) LT		
	Total	2,000 000		50,711 47	**56,580.00**	5,868 53 LT	1,680 00	2 96
Share Price: $28 290; Rating Morgan Stanley· 2, S&P 2; Next Dividend Payable 03/2015								
MARATHON PETROLEUM CORP (MPC)	7/22/08	200.000	35.628	7,125.59	18,052 00	10,926 41 LT		
	10/22/08	250.000	18.352	4,588 06	22,565.00	17,976.94 LT		
	3/16/11	250 000	40 096	10,024 12	22,565.00	12,540.88 LT		
	8/16/11	600 000	39.455	23,673.26	54,156 00	30,482.74 LT		
	1/24/12	600.000	39.468	23,680 55	54,156.00	30,475.45 LT		
	2/22/12	600 000	44.129	26,477 44	54,156.00	27,678 56 LT		
	12/19/12	400 000	63.292	25,316 79	36,104 00	10,787.21 LT		
	Total	2,900 000		120,885 81	**261,754.00**	140,868.19 LT	5,800.00	2 21
Share Price· $90 260, Rating· Morgan Stanley 1, S&P 1; Next Dividend Payable 03/2015								
MERCK & CO INC NEW COM (MRK)	11/10/09	600 000	34 066	20,439 66	34,074 00	13,634.34 LT		
	2/4/10	500 000	37 517	18,758 60	28,395.00	9,636 40 LT		
	7/8/11	700 000	36 660	25,662.16	39,753.00	14,090.84 LT		
	Total	1,800.000		64,860.42	**102,222.00**	37,361.58 LT	3,240 00	3.16
Share Price. $56 790, Rating. Morgan Stanley. 2, S&P. 2, Next Dividend Payable 01/08/15								
MONSANTO CO/NEW (MON)	4/6/10	100.000	70.704	7,070 35	11,947.00	4,876.65 LT		
	6/21/10	500.000	50.623	25,311.67	59,735.00	34,423.33 LT		
	8/26/10	500.000	56.734	28,367 16	59,735.00	31,367 84 LT		
	9/17/10	500 000	56.885	28,442.43	59,735.00	31,292.57 LT		
	3/9/11	400.000	70.445	28,177.83	47,788.00	19,610.17 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 %
	4/6/11	400.000	70 121	28,048.59	47,788 00	19,739 41 LT		
	12/12/11	400.000	70.010	28,003.88	47,788 00	19,784.12 LT		
	10/22/14	200.000	115.373	23,074.52	23,894.00	819.48 ST		
	Total	3,000.000		196,496.43	**358,410.00**	161,094.09 LT 819.48 ST	5,880 00	1 64
Share Price: $119.470, Rating Morgan Stanley 1, S&P 1, Next Dividend Payable 01/2015								
MUELLER WATER PROD INC SER A (MWA)	12/22/06	1,500.000	15.022	22,533 11	15,360 00	(7,173.11) LT R		
	12/29/06	1,000.000	14 922	14,921.89	10,240.00	(4,681.89) LT R		
	1/5/07	500.000	14 889	7,444.57	5,120 00	(2,324.57) LT R		
	2/16/07	500.000	15.501	7,750 66	5,120.00	(2,630.66) LT R		
	2/20/07	500.000	15.968	7,983.76	5,120.00	(2,863 76) LT R		
	9/10/07	1,000.000	10.971	10,971.12	10,240 00	(731 12) LT R		
	8/27/08	1,000.000	10 107	10,107 30	10,240 00	132 70 LT R		
	5/7/09	2,000.000	4 278	8,555 26	20,480 00	11,924 74 LT R		
	12/20/10	2,000.000	4 135	8,269.99	20,480.00	12,210.01 LT R		
	12/17/12	2,000.000	5 681	11,361 45	20,480.00	9,118.55 LT		
	5/9/13	1,000.000	7.492	7,491 90	10,240.00	2,748 10 LT		
	11/22/13	3,000.000	9 144	27,431.93	30,720.00	3,288.07 LT		
	Total	16,000.000		144,822.94	**163,840.00**	19,017 06 LT	1,120 00	0 68
Share Price: $10 240; Next Dividend Payable 02/2015								
MYLAN INC (MYL)	9/10/10	100.000	18.099	1,809.86	5,637.00	3,827.14 LT		
	10/19/10	1,200.000	19 078	22,893 94	67,644 00	44,750 06 LT		
	4/28/11	1,000.000	25.502	25,501.90	56,370 00	30,868 10 LT		
	5/3/13	900.000	29.408	26,467.21	50,733.00	24,265.79 LT		
	Total	3,200.000		76,672.91	**180,384.00**	103,711.09 LT	—	—
Share Price: $56.370, Rating. S&P. 1								
NUANCE COMMUNICATIONS INC (NUAN)	5/22/12	1,200.000	22.029	26,434.83	17,124.00	(9,310.83) LT		
	7/23/12	1,300.000	20.668	26,868.16	18,551.00	(8,317.16) LT		
	8/2/13	1,300.000	19.567	25,436.62	18,551.00	(6,885.62) LT		
	Total	3,800.000		78,739 61	**54,226.00**	(24,513.61) LT	—	—
Share Price. $14.270; Rating. Morgan Stanley. 2								
PEABODY ENERGY CORP (BTU)	5/5/05	1,000.000	21 586	21,586.24	7,740.00	(13,846.24) LT 1		
	3/2/09	400.000	20 856	8,342.32	3,096 00	(5,246.32) LT 1		
	4/16/09	1,000.000	25.660	25,660.19	7,740 00	(17,920.19) LT 1		
	11/7/12	100.000	26.712	2,671 20	774.00	(1,897.20) LT		

SCHEDULE 2 - INVESTMENTS

002383 MSADT092

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	2,500 000		58,259.95	**19,350.00**	(38,909.95) LT	850 00	4.39
Share Price: $7 740, Rating Morgan Stanley: 1, S&P 2; Next Dividend Payable 02/2015								
PFIZER INC (PFE)	3/20/06	1,000 000	26.783	26,782.56	31,150.00	4,367.44 LT		
	5/11/06	1,000 000	25 545	25,544 90	31,150 00	5,605.10 LT		
	6/5/06	1,000 000	24 325	24,324 67	31,150.00	6,825.33 LT		
	Total	3,000 000		76,652.13	**93,450.00**	16,797.87 LT	3,360.00	3.59
Share Price: $31.150; Rating Morgan Stanley: 2, S&P 1, Next Dividend Payable 03/2015								
POTASH CP OF SASKATCHEWAN INC (POT)	3/22/06	300,000	9.649	2,894.83	10,596.00	7,701.17 LT		
	3/28/06	2,700 000	9.256	24,991 48	95,364 00	70,372 52 LT		
	5/18/06	1,800,000	10 449	18,807 60	63,576 00	44,768 40 LT		
	7/6/10	900,000	28.599	25,739 07	31,788.00	6,048.93 LT		
	5/4/12	600 000	43 171	25,902.50	21,192.00	(4,710.50) LT		
	9/3/13	800 000	30 056	24,045.13	28,256.00	4,210.87 LT		
	Total	7,100,000		122,380.61	**250,772.00**	128,391.39 LT	9,940 00	3.96
Share Price: $35 320, Rating: Morgan Stanley: 2, S&P: 2; Next Dividend Payable 02/2015								
QEP RESOURCES INC (QEP)	9/3/97	2,100 000	6.762	14,200 01	42,462 00	28,261 99 LT 1		
	9/3/97	400,000	6.731	2,692.37	8,088.00	5,395 63 LT 1		
	2/2/01	2,000,000	9.050	18,099.71	40,440.00	22,340.29 LT		
	6/20/01	2,000,000	8.814	17,627.36	40,440.00	22,812.64 LT		
	7/27/10	1,000,000	30 375	30,375 08	20,220 00	(10,155.08) LT		
	Total	7,500,000		82,994.53	**151,650.00**	68,655.47 LT	600.00	0 39
Share Price: $20 220; Rating S&P: 2; Next Dividend Payable 03/2015								
QUESTAR CORP (STR)	9/3/97	2,100,000	3.468	7,282.60	53,088.00	45,805.40 LT 1		
	9/3/97	400,000	3 452	1,380.81	10,112.00	8,731.19 LT 1		
	2/2/01	2,000,000	4 641	9,282.61	50,560.00	41,277.39 LT		
	6/20/01	2,000,000	4 520	9,040 35	50,560.00	41,519 65 LT		
	7/29/08	500 000	18 368	9,183.75	12,640.00	3,456 25 LT		
	Total	7,000 000		36,170.12	**176,960.00**	140,789.88 LT	5,320.00	3 00
Share Price. $25 280, Rating: S&P: 3, Next Dividend Payable 03/2015								
SCHLUMBERGER LTD (SLB)	5/24/99	600,000	26.396	15,837 84	51,246 00	35,408 16 LT 1		
	6/8/99	400 000	27.444	10,977.57	34,164 00	23,186.43 LT 1		
	2/13/01	1,000 000	32.586	32,585.89	85,410.00	52,824.11 LT		
	2/23/01	1,000 000	30 327	30,326.90	85,410 00	55,083 10 LT		
	4/17/13	400,000	72.039	28,815 66	34,164.00	5,348 34 LT		
	Total	3,400 000		118,543 86	**290,394.00**	171,850 14 LT	5,440.00	1 87
Share Price: $85 410; Rating Morgan Stanley 1, S&P 1; Next Dividend Payable 01/09/15								

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 %
SEVENTY SEVEN ENERGY INC COM (SSE)	5/23/13	85.430	17.745	1,515.96	462.17	(1,053 79) LT		
	8/22/13	71.190	20 908	1,488.41	385.13	(1,103.28) LT		
	9/30/13	71.190	21 185	1,508.15	385.13	(1,123.02) LT		
	10/14/13	71.190	21.341	1,519.30	385.13	(1,134 17) LT		
	7/7/14	1,000 000	26.714	26,713 93	5,410 00	(21,303.93) ST		
	7/10/14	1,000.000	25 863	25,862.91	5,410.00	(20,452.91) ST		
	9/16/14	1,001.000	24.179	24,203 62	5,415.41	(18,788.21) ST		
	Total	3,300.000		82,812.28	**17,853.00**	(4,414.26) LT (60,545.05) ST	—	—
Share Price. $5 410, Rating· Morgan Stanley· 1								
SPECTRA ENERGY CORP COM (SE)	3/3/98	780.000	18 975	14,800.32	28,314.00	13,513.68 LT 1		
	4/9/98	780.000	19.481	15,194 84	28,314.00	13,119.16 LT 1		
	4/22/99	1,000 000	23.178	23,178.29	36,300.00	13,121.71 LT 1		
	7/29/99	940.000	22 392	21,048.37	34,122.00	13,073.63 LT 1		
	1/12/07	1,000.000	26 431	26,431.10	36,300.00	9,868.90 LT		
	2/15/07	500 000	26.285	13,142 61	18,150.00	5,007 39 LT		
	Total	5,000 000		113,795.53	**181,500.00**	67,704 47 LT	7,400 00	4.07
Share Price $36.300, Rating. Morgan Stanley. 2, S&P. 2; Next Dividend Payable 03/2015								
STERIS CORPORATION (STE)	8/8/14	500.000	52.358	26,179.19	32,425.00	6,245 81 ST		
	8/13/14	500.000	54.029	27,014.70	32,425.00	5,410.30 ST		
	10/3/14	500 000	55.465	27,732.57	32,425.00	4,692.43 ST		
	10/9/14	400.000	58.421	23,368.54	25,940.00	2,571.46 ST		
	10/15/14	400 000	55.796	22,318 56	25,940 00	3,621.44 ST		
	Total	2,300 000		126,613 56	**149,155.00**	22,541.44 ST	2,116.00	1.41
Share Price $64 850; Next Dividend Payable 03/2015								
SUBSEA 7 S.A. SPONSORED ADR (SUBCY)	2/11/13	1,100 000	24 414	26,854.93	11,308.00	(15,546 93) LT		
	4/16/13	1,200 000	22 456	26,946.85	12,336 00	(14,610 85) LT		
	7/19/13	1,200 000	19.376	23,251 64	12,336.00	(10,915.64) LT		
	Total	3,500 000		77,053.42	**35,980.00**	(41,073.42) LT	1,974 00	5 48
Share Price $10 280								
TEVA PHARMACEUTICALS ADR (TEVA)	3/24/06	100.000	42.523	4,252.35	5,751.00	1,498.65 LT		
	4/28/06	800.000	40 953	32,762.62	46,008.00	13,245.38 LT		
	5/10/06	400.000	40 456	16,182.39	23,004.00	6,821.61 LT		
	5/10/06	600 000	40.406	24,243 89	34,506 00	10,262 11 LT		
	7/6/06	500 000	32.841	16,420 59	28,755.00	12,334.41 LT		
	9/19/06	500.000	35.165	17,582.62	28,755.00	11,172 38 LT		

SCHEDULE 2 - INVESTMENTS

002383 MSADT092

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 %
	11/9/06	500.000	32.118	16,058 90	28,755 00	12,696.10 LT		
	12/19/06	500.000	31.916	15,957.99	28,755.00	12,797.01 LT		
	8/4/11	600.000	41.799	25,079 30	34,506 00	9,426 70 LT		
	4/25/13	700.000	38 764	27,134.71	40,257.00	13,122.29 LT		
	Total	5,200.000		195,675.36	**299,052.00**	103,376.64 LT	5,985.00	2 00
Share Price: $57.510; Rating. Morgan Stanley: 2, S&P: 2; Next Dividend Payable 03/2015								
TEXAS INSTRUMENTS (TXN)	4/30/13	700.000	36 701	25,690.96	37,425.50	11,734 54 LT		
	6/6/13	700.000	36 024	25,216.48	37,425.50	12,209.02 LT		
	7/23/13	700.000	39 433	27,602.79	37,425.50	9,822.71 LT		
	3/21/14	600.000	47 557	28,534.24	32,079.00	3,544 76 ST		
	Total	2,700.000		107,044.47	**144,355.50**	33,766.27 LT 3,544.76 ST	3,672 00	2.54
Share Price $53.465, Rating. Morgan Stanley 2, S&P. 2, Next Dividend Payable 02/2015								
THE MOSAIC CO (HLDG CO) NEW (MOS)	8/9/12	500.000	59 336	29,668.19	22,825.00	(6,843.19) LT		
	9/11/12	500.000	61.114	30,557 00	22,825.00	(7,732 00) LT		
	3/7/13	500.000	60 117	30,058.37	22,825.00	(7,233.37) LT		
	8/7/13	800.000	41.728	33,382.65	36,520.00	3,137.35 LT		
	8/12/13	700.000	43 659	30,561.36	31,955 00	1,393.64 LT		
	Total	3,000.000		154,227.57	**136,950.00**	(17,277 57) LT	3,000 00	2 19
Share Price: $45 650; Rating: Morgan Stanley: 2, S&P: 1; Next Dividend Payable 03/2015								
TRC COS INC (TRR)	11/29/02	1,000.000	11 349	11,349.40	6,340.00	(5,009.40) LT		
	5/28/03	1,000.000	12.200	12,199.99	6,340 00	(5,859.99) LT		
	12/9/04	1,000.000	18.218	18,218.37	6,340.00	(11,878.37) LT		
	5/3/11	900.000	5 209	4,688.25	5,706 00	1,017.75 LT		
	5/3/11	300.000	5 427	1,628.05	1,902.00	273.95 LT		
	5/3/11	600.000	5.201	3,120 88	3,804 00	683.12 LT		
	5/3/11	200.000	5 590	1,118.00	1,268.00	150.00 LT		
	7/18/13	1,500.000	8.689	13,033.94	9,510.00	(3,523.94) LT		
	11/7/13	1,500.000	7.301	10,951.87	9,510.00	(1,441.87) LT		
	Total	8,000.000		76,308.75	**50,720.00**	(25,588 75) LT	—	—
Share Price: $6 340								
TRI POINTE HOMES INC (TPH)	7/15/13	628.000	33.875	21,273.45	9,577.00	(11,696.45) LT		
	7/22/14	1,772.000	14.977	26,538.53	27,023.00	484.47 ST		
	8/5/14	1,700.000	13.567	23,064.54	25,925.00	2,860.46 ST		

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	4,100.000		70,876.52	**62,525.00**	(11,696 45) LT 3,344.93 ST	—	—
Share Price: $15 250								
VERIZON COMMUNICATIONS (VZ)	9/10/13	700.000	47 045	32,931 42	32,746.00	(185.42) LT		
	9/26/13	600.000	48 116	28,869.37	28,068 00	(801 37) LT		
	10/14/14	500.000	49 011	24,505 67	23,390.00	(1,115 67) ST		
	Total	1,800.000		86,306.46	**84,204.00**	(986 79) LT (1,115 67) ST	3,960.00	4.70
Share Price: $46 780, Rating Morgan Stanley 1, S&P 2; Next Dividend Payable 02/2015								
VULCAN MATERIALS CO (VMC)	8/27/02	500.000	39 971	19,985.26	32,865 00	12,879 74 LT		
	2/25/03	500.000	32 766	16,382.81	32,865 00	16,482.19 LT		
	2/26/03	500.000	32.643	16,321.26	32,865 00	16,543.74 LT		
	3/10/04	500.000	47.021	23,510.67	32,865.00	9,354.33 LT		
	8/13/04	500.000	46.510	23,254 78	32,865 00	9,610.22 LT		
	10/20/04	500.000	47.847	23,923 55	32,865.00	8,941 45 LT		
	5/13/09	500.000	43.539	21,769.48	32,865.00	11,095.52 LT		
	1/27/10	500.000	46.915	23,457.59	32,865.00	9,407.41 LT		
	8/31/11	700.000	35.611	24,927.71	46,011.00	21,083 29 LT		
	4/5/13	600.000	49.054	29,432 28	39,438.00	10,005.72 LT		
	Total	5,300.000		222,965.39	**348,369.00**	125,403.61 LT	1,272 00	0 36
Share Price: $65 730; Rating: S&P. 3; Next Dividend Payable 03/2015								
WESTERN REFINING, INC (WNR)	11/25/13	700.000	39 048	27,333.64	26,446.00	(887.64) LT		
	5/6/14	600.000	43.280	25,967.98	22,668 00	(3,299.98) ST		
	5/13/14	700.000	41.539	29,077.41	26,446 00	(2,631 41) ST		
	Total	2,000.000		82,379.03	**75,560.00**	(887.64) LT (5,931.39) ST	2,400 00	3.17
Share Price: $37.780; Rating. Morgan Stanley 2; Next Dividend Payable 02/2015								
WEYERHAEUSER CO (WY)	8/15/13	1,000.000	27.562	27,561 70	35,890 00	8,328 30 LT		
	9/26/13	1,000.000	29.178	29,177.74	35,890.00	6,712.26 LT		
	12/3/13	1,000.000	29.872	29,871 58	35,890 00	6,018.42 LT		
	12/17/13	1,000.000	30 487	30,486 74	35,890 00	5,403.26 LT		
	7/9/14	715.000	—	Pending Corp. Action	25,661 35	N/A		
	Total	4,715.000		0.00	**169,221.35**	26,462.24 LT	5,469 00	3.23
Share Price. $35.890, Rating S&P 2, Next Dividend Payable 02/2015								

SCHEDULE 2 - INVESTMENTS

002383 MSADT092

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WHOLE FOODS MARKETS INC (WFM)	5/10/07	500 000	20 339	10,169.55	25,210.00	15,040.45 LT		
	9/5/07	500.000	21.924	10,962.18	25,210.00	14,247.82 LT		
	2/15/08	1,000 000	19.857	19,857.12	50,420.00	30,562.88 LT		
	6/24/08	1,000.000	12.984	12,984 19	50,420.00	37,435 81 LT		
	5/14/14	700.000	39.396	27,577.39	35,294.00	7,716.61 ST		
	9/5/14	700.000	40.022	28,015.50	35,294.00	7,278.50 ST		
	10/6/14	600 000	39 055	23,433.10	30,252.00	6,818 90 ST		
	Total	5,000.000		132,999.03	**252,100.00**	97,286.96 LT 21,814 01 ST	2,600.00	1.03
Share Price: $50 420; Rating: Morgan Stanley: 1, S&P: 2; Next Dividend Payable 01/2015								
WILLIAMS CO INC (WMB)	10/26/11	500.000	24.748	12,373.85	22,470 00	10,096.15 LT		
	11/4/11	1,000.000	25.824	25,823.96	44,940.00	19,116.04 LT		
	12/15/11	1,000.000	25.107	25,107 08	44,940.00	19,832.92 LT		
	12/23/11	800.000	26 935	21,548.35	35,952 00	14,403.65 LT		
	Total	3,300 000		84,853.24	**148,302.00**	63,448.76 LT	7,524.00	5.07
Share Price: $44.940; Rating Morgan Stanley: 1, S&P. 2, Next Dividend Payable 03/2015								
WPX ENERGY INC (WPX)	10/26/11	333 157	16.830	5,607.18	3,874.61	(1,732.57) LT		
	11/4/11	333 157	17.562	5,851 03	3,874 61	(1,976 42) LT		
	12/15/11	333.157	17.075	5,688 60	3,874.61	(1,813.99) LT		
	12/23/11	266.526	18 318	4,882 29	3,099.69	(1,782.60) LT		
	1/10/12	1,534 003	17 193	26,373 91	17,840 45	(8,533.46) LT		
	6/10/13	1,300.000	19.567	25,437.40	15,119.00	(10,318.40) LT		
	Total	4,100 000		73,840.41	**47,683.00**	(26,157 44) LT	—	—
Share Price: $11 630, Rating S&P 2								
COMMON STOCKS				**$5,964,051.85**	**$9,546,590.85**	**$3,455,125.04 LT** **$(15,345.23) ST**	**$204,793.00** **$0.00**	**2.14%**

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	**$26,080.00**	$1,080 00 LT	$2,031 00	7 78
Share Price $26 080, Moody BA2 S&P BB, Next Dividend Payable 03/2015								
METLIFE INC 6.5000% SER B (MET.B)	6/9/05	2,000.000	25.000	50,000.00	**51,600.00**	1,600.00 LT	3,250.00	6 29
Share Price. $25.800, Moody BAA2 S&P BBB-, Next Dividend Payable 03/2015								
WELLS FARGO 8% NON-CUM SER J (WFC.J)	12/18/07	1,000.000	25 000	25,000 00	**29,170.00**	4,170 00 LT	2,000 00	6.85
Share Price. $29 170; Moody BAA3; Next Dividend Payable 03/2015								

SCHEDULE 2 - INVESTMENTS

Account Detail

Active Assets Account 052-140898-053
THE SOKOLOFF FOUNDATION
200 EAST 78TH ST.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
PREFERRED STOCKS		$100,000.00	$106,850.00	$6,850.00 LT	$7,281.00 $0.00	6.81%
STOCKS	98.0%	$6,064,051.85	$9,653,440.85	$3,461,975.04 LT $(15,345.23) ST	$212,074.00 $0.00	2.20%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$6,064,051.85	$9,854,318.77	$3,461,975.04 LT $(15,345.23) ST	$212,094.02 $0.00	2.15%

$9,854,318.77
<200,877.92> MONEY FUND
9,653,440.85 FMV

ADJUSTMENTS TO COST BASIS

LYONDELL BASELL - 2011 NONTAX DISTRIB	<11,483.45>
LYONDELL BASELL - 2012 NONTAX DISTRIB	<3,634.54>
MULLER WATER - 2012 NONTAX DISTRIB	<350.->
TRI POINTE HOMES - CORRECTION TO COST BASIS	<21,273.45> 8,486.47
WEYERHAUSER - 7/9/14 COST BASIS	117,097.76 21,290.62
LYONDELL BASELL - ADJ TO COST BASIS	279.48
TOTAL COST BASIS	6,174,464.74

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (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 17, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ [X] calendar year 2014 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	$ 30,000.
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	$ 8,000.
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	$ 22,000.

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.*