

EXTENSION GRANTED TO 11/15/12
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE SOOCH FOUNDATION		A Employer identification number 20-0399480
Number and street (or P.O. box number if mail is not delivered to street address) 600 WEST 7TH STREET		B Telephone number 512-472-5748
City or town, state, and ZIP code AUSTIN, TX 78701		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ... <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 13,383,499. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	101,452.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	355,160.	355,160.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	221,166.			STATEMENT 1
b Gross sales price for all assets on line 6a 3,470,053.				
7 Capital gain net income (from Part IV, line 2)		279,029.		
8 Net short-term capital gain			COPY	
9 Income modifications			RETAIN FOR YOUR FILE	
10a Gross sales less returns and allowances			PREPARED BY	
b Less: Cost of goods sold			DURBIN BENNETT PETERSON	
c Gross profit or (loss)				
11 Other income	2,704.	2,704.		STATEMENT 3
12 Total. Add lines 1 through 11	680,482.	636,893.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	55,000.	0.		55,000.
14 Other employee salaries and wages	105,150.	0.		105,150.
15 Pension plans, employee benefits	20,441.	0.		20,441.
16a Legal fees				
b Accounting fees STMT 4	17,320.	8,660.		8,660.
c Other professional fees STMT 5	28,939.	28,939.		0.
17 Interest				
18 Taxes STMT 6	27,907.	5,155.		12,252.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	18,280.	0.		18,280.
22 Printing and publications				
23 Other expenses STMT 7	40,486.	21,387.		17,764.
24 Total operating and administrative expenses. Add lines 13 through 23	313,523.	64,141.		237,547.
25 Contributions, gifts, grants paid	723,850.			723,850.
26 Total expenses and disbursements. Add lines 24 and 25	1,037,373.	64,141.		961,397.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-356,891.			
b Net investment income (if negative, enter -0-)		572,752.		
c Adjusted net income (if negative, enter -0-)			N/A	

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	298,772.	497,570.	497,570.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	1,289,613.	1,305,270.	1,305,270.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	13,227,937.	11,580,659.	11,580,659.
	14 Land, buildings, and equipment: basis ▶ 12,972.			
	Less: accumulated depreciation STMT 10 ▶ 12,972.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	14,816,322.	13,383,499.	13,383,499.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds ...	14,816,322.	13,383,499.		
30 Total net assets or fund balances	14,816,322.	13,383,499.		
31 Total liabilities and net assets/fund balances	14,816,322.	13,383,499.		

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	14,816,322.
2 Enter amount from Part I, line 27a	2	-356,891.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,459,431.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	1,075,932.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,383,499.

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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,470,053.		3,191,024.	279,029.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			279,029.

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	279,029.
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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	920,189.	13,973,443.	.065853
2009	712,415.	9,143,318.	.077916
2008	1,063,918.	11,283,970.	.094286
2007	896,754.	13,425,225.	.066796
2006	633,328.	12,499,469.	.050668

2 Total of line 1, column (d)	2	.355519
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	.071104
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	14,284,204.
5 Multiply line 4 by line 3	5	1,015,664.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,728.
7 Add lines 5 and 6	7	1,021,392.
8 Enter qualifying distributions from Part XII, line 4	8	961,397.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,455.
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	11,455.
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	11,455.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,432.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,432.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	84.	
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	1,893.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,893. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► WWW.SOOCHFUNDATION.ORG	13	X	
14	The books are in care of ► MARY ELLEN PIETRUSZYNSKI Telephone no. ► 512-472-5748 Located at ► 600 WEST 7TH STREET, AUSTIN, TX ZIP+4 ► 78701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) 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 2011?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? SEE ATTACHED STATEMENT Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

	5b	X
	6b	X
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		55,000.	0.	1,200.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROLINE A. NEWMAN 600 WEST 7TH STREET, AUSTIN, TX 78701	40.00	56,400.	7,490.	0.

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
SEE STATEMENT 12	64,420.
2	
SEE STATEMENT 13	10,825.
3	
SEE STATEMENT 14	2,046.
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,201,059.
b	Average of monthly cash balances	1b	300,671.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,501,730.
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	14,501,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,526.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,284,204.
6	Minimum investment return. Enter 5% of line 5	6	714,210.

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	714,210.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,455.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,455.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	702,755.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	702,755.
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	702,755.

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	961,397.
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	961,397.
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	961,397.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				702,755.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008		403,209.		
d From 2009		352,989.		
e From 2010		229,755.		
f Total of lines 3a through e	985,953.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$		961,397.		
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				702,755.
e Remaining amount distributed out of corpus	258,642.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,244,595.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,244,595.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	403,209.			
c Excess from 2009	352,989.			
d Excess from 2010	229,755.			
e Excess from 2011	258,642.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

SEE STATEMENT 15

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

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:
-
- b** The form in which applications should be submitted and information and materials they should include:
-
- c** Any submission deadlines:
-
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASSET INDIA FOUNDATION (ACHIEVING SOCIAL EQUALITY) 6201 N. CAMINO ESQUINA TUCSON, AZ 85718	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	7,000.
ASSISTANCE LEAGUE OF AUSTIN 4901 BURNET RD AUSTIN, TX 78756	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	25,000.
AUSTIN CAN ACADEMY 2406 ROSEWOOD AVE. AUSTIN, TX 78702	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	10,000.
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE, SUITE 300 AUSTIN, TX 78751	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	45,000.
AUSTIN INTERFAITH 1301 S.IH35, SUITE 313 AUSTIN, TX 78741	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	27,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				723,850.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: 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

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>	<table border="1"> <tr> <th></th> <th>Yes</th> <th>No</th> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td>1a(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td>X</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td>X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td>X</td> </tr> <tr> <td>1c</td> <td></td> <td>X</td> </tr> </table>		Yes	No				1a(1)		X	1a(2)		X				1b(1)		X	1b(2)		X	1b(3)		X	1b(4)		X	1b(5)		X	1b(6)		X	1c		X
	Yes	No																																			
1a(1)		X																																			
1a(2)		X																																			
1b(1)		X																																			
1b(2)		X																																			
1b(3)		X																																			
1b(4)		X																																			
1b(5)		X																																			
1b(6)		X																																			
1c		X																																			

(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.?) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ DURBIN BENNETT PETERSON TAX ADVISORS	<i>Stephanie S. Todd CPA</i>	13 Nov 2012		P00175982
	Firm's address ▶ 100 CONGRESS AVENUE, SUITE 1600 AUSTIN, TX 78701				Firm's EIN ▶ 74-2473150 Phone no. 512-439-4800

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AUSTIN ISD 1111 WEST 6TH ST. AUSTIN, TX 78703	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	3,850.
BREAKTHROUGH AUSTIN 1050 EAST 11TH STREET, STE. 350 AUSTIN, TX 78702	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	35,000.
CAPITAL INVESTING IN DEVELOPMENT AND EMPLOYMENT OF ADULTS INC. P.O. BOX 1784 AUSTIN, TX 78767	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	150,000.
COMMUNITIES IN SCHOOLS 3000 SOUTH IH-35, STE. 200 AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
ENGLISH AT WORK 3710 CEDAR ST. AUSTIN, TX 78705	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
HELPING HAND HOME FOR CHILDREN 3804 AVENUE B AUSTIN, TX 78751	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	11,000.
KIPP AUSTIN PUBLIC SCHOOLS 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	125,000.
LIFEWORCS AFFORDABLE HOUSING CORPORATION 1221 WEST BEN WHITE BLVD., STE 108-A AUSTIN, TX 78704	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	125,000.
UNIVERSITY OF TEXAS FOUNDATION POST OFFICE BOX 250 AUSTIN, TX 78767	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	20,000.
WHOLE PLANET FOUNDATION 550 BOWIE STREET AUSTIN, TX 78703	N/A	501(C)(3)	TO SUPPORT ORGANIZATION'S PURPOSE	100,000.
Total from continuation sheets				609,850.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

THE SOOCH FOUNDATION

Employer identification number

20-0399480

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE SOOCH FOUNDATION

20-0399480

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NAVDEEP S. SOOCH 600 W. 7TH STREET AUSTIN, TX 78701	\$ 98,452.	Person Payroll Noncash <input checked="" type="checkbox"/> X (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
		\$ _____	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization THE SOOCH FOUNDATION	Employer identification number 20-0399480
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,540.00 SHS KINDER MORGAN MANAGEMENT, LLC	\$ 98,452.	01/20/11
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE SOOCH FOUNDATION	Employer identification number 20-0399480
--	---

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

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS DISTRIBUTIONS - FUNDING	P	VARIOUS	VARIOUS
b CAPITAL GAINS DISTRIBUTIONS - SAGE	P	VARIOUS	VARIOUS
c ASPEN DIVERSIFIED FUND	P	VARIOUS	VARIOUS
d ASPEN DIVERSIFIED FUND	P	VARIOUS	VARIOUS
e SECTION 1256 - ASPEN DIVERSIFIED FUND	P	VARIOUS	VARIOUS
f FUNDING #7015 - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
g FUNDING #7015 - SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
h FUNDING #7015 - KINDER MORGAN MGMT LLC	D	04/21/04	01/25/11
i 80000 FED HOME LN BK 5.375% MATURED DUE 08/19/11	P	07/20/06	08/19/11
j 165000 FED HOME LN BK 5.625% MATURED DUE 03/15/11	P	VARIOUS	03/15/11
k 105000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	P	09/20/07	03/15/11
l 60000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	P	10/29/07	03/15/11
m 15000 HOUSEHOLD FIN 6.375% 11NOTES DUE 10/15/11	P	09/08/08	10/15/11
n 10000 MORGAN ST DEAN 6.75% MATURED DUE 04/15/11	P	11/06/06	04/15/11
o 3000 NATL RURAL UTIL 7.25% 12NOTES DUE 03/01/12	P	07/15/04	10/24/11

(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 109,967.			109,967.
b 4,108.			4,108.
c -13,241.			-13,241.
d -1,835.			-1,835.
e -24,868.			-24,868.
f 1,475,657.		1,406,899.	68,758.
g 1,328,121.		1,252,342.	75,779.
h 99,489.		40,589.	58,900.
i 80,000.		79,925.	75.
j 165,000.		165,000.	0.
k 105,000.		105,000.	0.
l 60,000.		60,000.	0.
m 15,000.		15,000.	0.
n 10,000.		10,000.	0.
o 3,075.		3,024.	51.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			109,967.
b			4,108.
c			-13,241.
d			-1,835.
e			-24,868.
f			68,758.
g			75,779.
h			58,900.
i			75.
j			0.
k			0.
l			0.
m			0.
n			0.
o			51.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	3000	NATL RURAL UTIL 7.25%	12NOTES DUE 03/01/12	P	07/15/04	08/19/11
b	5000	OCCIDENTAL PETE 7%	CALLED DUE 11/01/13	P	10/16/08	03/31/11
c	15000	ORACLE CORP 5%	11NOTES DUE 01/15/11	P	09/25/06	01/15/11
d	15000	VERIZON GLOBAL 7.375%	CALLED DUE 09/01/12	P	05/24/05	11/28/11
e	15000	VODAFONE GP PLC 5.5%	MATURED DUE 06/15/11	P	03/09/06	06/15/11
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,110.		3,036.	74.
b 5,683.		4,982.	701.
c 15,000.		14,946.	54.
d 15,787.		15,301.	486.
e 15,000.		14,980.	20.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			74.
b			701.
c			54.
d			486.
e			20.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	279,029.
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

**DURBIN
 BENNETT
 PETERSON**

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2011

Sooch Foundation Funding Account Acct #: -7015

Short Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains
DFA Emerging Markets Small	01/27/2011	11/15/2011	2,124.787	41,242.74	50,000.00	-8,757.26
Driehaus Active Income Fund	01/27/2011	08/09/2011	6,222.222	65,706.66	70,000.00	-4,293.34
Harding Loevner Instl Emerging	01/25/2011	11/15/2011	2,974.702	44,111.92	50,000.00	-5,888.08
Loomis Sayles Strategic Income	07/19/2010	01/27/2011	42,955.998	643,032.82	607,846.36	35,186.46
Loomis Sayles Strategic Income	08/09/2010	01/27/2011	15,160.234	226,942.18	220,000.00	6,942.18
			58,116.232	869,975.00	827,846.36	42,128.64
PIMCO Commodity Real Retur	05/24/2010	05/10/2011	20,239.541	193,668.75	150,000.00	43,668.75
PIMCO Commodity Real Retur	06/17/2010	05/10/2011	549.644	5,259.45	4,133.32	1,126.13
PIMCO Commodity Real Retur	09/16/2010	05/10/2011	600.065	5,741.92	4,776.52	965.40
			21,389.250	204,670.12	158,909.84	45,760.28
Robeco Boston Partners Long/S	01/27/2011	10/21/2011	7,374.631	149,975.00	151,934.27	-1,959.27
Templeton Global Bond Adv	08/09/2010	08/09/2011	7,209.555	98,385.83	96,620.12	1,765.71
Templeton Global Bond Adv	09/15/2010	08/09/2011	58.710	801.19	792.58	8.61
Templeton Global Bond Adv	10/15/2010	08/09/2011	57.742	787.98	795.68	-7.70
			7,326.007	99,975.00	98,208.38	1,766.62
Short Term Gains (Sales)				1,475,656.44	1,406,898.85	68,757.59

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
DFA Emerging Markets Small	12/09/2009	11/15/2011	449.878	8,732.26	8,468.82	263.44
DFA Real Estate Securities	05/07/2004	06/14/2011	6,587.318	153,135.98	113,965.12	39,170.86
DFA Real Estate Securities	12/19/2007	06/14/2011	28.891	671.64	677.50	-5.86
DFA Real Estate Securities	12/19/2007	06/14/2011	75.643	1,758.48	1,773.83	-15.35
DFA Real Estate Securities	12/19/2007	06/14/2011	1,756.415	40,831.55	41,187.95	-356.40
DFA Real Estate Securities	03/10/2008	06/14/2011	43.234	1,005.06	936.87	68.19
DFA Real Estate Securities	06/10/2008	06/14/2011	110.650	2,572.29	2,673.31	-101.02
			8,602.151	199,975.00	161,214.58	38,760.42
Driehaus Active Income Fund	12/03/2009	08/09/2011	12,717.172	134,293.34	155,785.36	-21,492.02
First Eagle Overseas Inst'l	12/13/2007	10/21/2011	2,348.883	52,253.94	55,222.24	-2,968.30
First Eagle Overseas Inst'l	12/09/2009	10/21/2011	4,392.690	97,721.06	89,661.66	8,059.40
			6,741.573	149,975.00	144,883.90	5,091.10
Harbor International Inst'l	07/31/2008	10/21/2011	1,747.357	95,948.87	111,559.00	-15,610.13
Harbor International Inst'l	08/03/2010	10/21/2011	983.888	54,026.13	53,929.89	96.24
			2,731.245	149,975.00	165,488.89	-15,513.89

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2011

Sooch Foundation Funding Account Acct #: -7015

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
Harding Loevner Instl Emerging	05/04/2010	11/15/2011	22,607.582	335,248.35	331,000.00	4,248.35
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	100.000	8,576.17	6,958.04	1,618.13
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	66.000	5,660.27	4,592.31	1,067.96
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	900.000	77,184.62	62,622.39	14,562.23
iShares S&P MidCap 400 Index	12/09/2009	10/21/2011	100.000	8,576.17	6,958.04	1,618.13
			1,166.000	99,997.23	81,130.78	18,866.45
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	300.000	19,381.19	7,424.77	11,956.42
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	200.000	12,920.79	4,949.85	7,970.94
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	100.000	6,460.39	2,474.93	3,985.46
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	0.001	0.08	2,474.93	-2,474.85
Kinder Morgan Mgmt, LLC	04/21/2004	01/25/2011	939.999	60,726.69	23,264.26	37,462.43
			940.000	60,726.77	25,739.19	34,987.58
			1,540.000	99,489.14	40,588.74	58,900.40
Loomis Sayles Strategic Income	07/19/2010	08/09/2011	6,662.225	99,975.00	94,273.43	5,701.57
Royce Select I Investment	12/04/2009	05/10/2011	2,046.610	45,555.21	34,815.13	10,740.08
Royce Select I Investment	12/16/2009	05/10/2011	198.563	4,419.79	3,431.17	988.62
			2,245.173	49,975.00	38,246.30	11,728.70
Touchstone Small Cap Core Y	12/09/2009	05/10/2011	6,868.132	99,975.00	71,850.48	28,124.52
Long Term Gains (Sales)				1,427,610.32	1,292,931.28	134,679.04
Total Gains (Sales)				2,903,266.76	2,699,830.13	203,436.63
Total Short Term Gains						68,757.59
Total Long Term Gains						134,679.04
Total Gains						203,436.63

Asset Number	Description of property								
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction	
	1 ORGANIZATION COSTS								
	040204		60M	43	12,972.		12,972.	0.	
	* TOTAL 990-PF PG 1 DEPR & AMORT								
					12,972.	0.	12,972.	0.	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS - FUNDING			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
109,967.	0.	0.	0.	109,967.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAINS DISTRIBUTIONS - SAGE			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
4,108.	0.	0.	0.	4,108.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ASPEN DIVERSIFIED FUND			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
-13,241.	0.	0.	0.	-13,241.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ASPEN DIVERSIFIED FUND	-1,835.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SECTION 1256 - ASPEN DIVERSIFIED FUND	-24,868.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FUNDING #7015 - SEE STATEMENT ATTACHED	1,475,657.	1,406,899.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FUNDING #7015 - SEE STATEMENT ATTACHED	1,328,121.	1,252,342.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FUNDING #7015 - KINDER MORGAN MGMT LLC	DONATED	04/21/04	01/25/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99,489.	98,452.	0.	0.	1,037.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
80000 FED HOME LN BK 5.375% MATURED DUE 08/19/11	PURCHASED	07/20/06	08/19/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,000.	79,925.	0.	0.	75.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
165000 FED HOME LN BK 5.625% MATURED DUE 03/15/11	PURCHASED	VARIOUS	03/15/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
165,000.	165,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
105000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	PURCHASED	09/20/07	03/15/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,000.	105,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
60000 FED HM LN MTG 5.625% MATURED DUE 03/15/11	PURCHASED	10/29/07	03/15/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,000.	60,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
15000 HOUSEHOLD FIN 6.375% 11NOTES DUE 10/15/11	PURCHASED	09/08/08	10/15/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,000.	15,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
10000 MORGAN ST DEAN 6.75% MATURED DUE 04/15/11	PURCHASED	11/06/06	04/15/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	10,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
3000 NATL RURAL UTIL 7.25% 12NOTES DUE 03/01/12	PURCHASED	07/15/04	10/24/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,075.	3,024.	0.	0.	51.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3000 NATL RURAL UTIL 7.25% 12NOTES DUE 03/01/12	PURCHASED	07/15/04	08/19/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
3,110.	3,036.	0.	0.
(F) GAIN OR LOSS	74.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5000 OCCIDENTAL PETE 7% CALLED DUE 11/01/13 @113.665 EFF 3/31/11	PURCHASED	10/16/08	03/31/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
5,683.	4,982.	0.	0.
(F) GAIN OR LOSS	701.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15000 ORACLE CORP 5% 11NOTES DUE 01/15/11	PURCHASED	09/25/06	01/15/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
15,000.	14,946.	0.	0.
(F) GAIN OR LOSS	54.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
15000 VERIZON GLOBAL 7.375% CALLED DUE 09/01/12 @105.2 EFF 11/28/11	PURCHASED	05/24/05	11/28/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
15,787.	15,301.	0.	0.
(F) GAIN OR LOSS	486.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
15000 VODAFONE GP PLC 5.5% 06/15/11	MATURED DUE PURCHASED	03/09/06	06/15/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,000.	14,980.	0.	0.	20.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	221,166.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ASPEN DIVERSIFIED FD-DIV/INT	234.	0.	234.
SCHWAB-FUNDING A/C	253,183.	0.	253,183.
SCHWAB-SAGE INTERMEDIATE-DIV/INT	101,743.	0.	101,743.
TOTAL TO FM 990-PF, PART I, LN 4	355,160.	0.	355,160.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ASPEN DIVERSIFIED FUND-ORDINARY BUSINESS LOSS	-1,374.	-1,374.	
ASPEN DIVERSIFIED FUND-OTHER INCOME/LOSS	4,078.	4,078.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,704.	2,704.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,320.	8,660.		8,660.
TO FORM 990-PF, PG 1, LN 16B	17,320.	8,660.		8,660.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT FEES	28,939.	28,939.		0.
TO FORM 990-PF, PG 1, LN 16C	28,939.	28,939.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	5,155.	5,155.		0.
PAYROLL TAX	12,252.	0.		12,252.
EXCISE TAX	10,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,907.	5,155.		12,252.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNET/WEBSITE HOSTING	118.	0.		118.
OFFICE SUPPLIES	216.	0.		216.
STRATEGIC MGMT SEMINAR	11,778.	0.		11,778.
TELEPHONE	3,163.	0.		3,163.
BANK SERVICE CHARGES	9.	0.		9.

MISCELLANEOUS EXPENSES	660.	0.	0.
PAYROLL SERVICE FEES	1,876.	0.	1,876.
MEALS AND ENTERTAINMENT	1,207.	0.	604.
ASPEN DIV.FD-DEDUCTION	21,459.	21,387.	0.
TO FORM 990-PF, PG 1, LN 23	40,486.	21,387.	17,764.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
IRONWOOD INTERNATIONAL LTD	1,305,270.	1,305,270.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,305,270.	1,305,270.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	8,745,807.	8,745,807.
CORPORATE AND US BONDS	FMV	1,768,403.	1,768,403.
MERITAGE INSIGNIA OFFSHORE FUND	FMV	0.	0.
JH WHITNEY PAN ASIA FUND INTERNATIONAL	FMV	429,507.	429,507.
ASPEN DIVERSIFIED FUND LLC	FMV	636,942.	636,942.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,580,659.	11,580,659.

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

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

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
NAVDEEP S. SOOCH 600 W. 7TH STREET AUSTIN, TX 78701	PRESIDENT & TREASURER 5.00	0.	0.	0.
DAVID R. WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	VICE PRESIDENT 1.00	0.	0.	0.
ISABEL WELLAND 600 W. 7TH STREET AUSTIN, TX 78701	SECRETARY & TRUSTEE 1.00	0.	0.	0.
MARY ELLEN PIETRUSZYNSKI 600 W. 7TH STREET AUSTIN, TX 78701	EXECUTIVE DIRECTOR 20.00	55,000.	0.	1,200.
JOHN MCGOVERN 600 W. 7TH STREET AUSTIN, TX 78701	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		55,000.	0.	1,200.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY ONE

SOOCH FOUNDATION PROVIDES TECHNICAL ASSISTANCE TO ITS CURRENT GRANTEES LOCATED IN INDIA IN THE AREAS OF FUND DEVELOPMENT, VOLUNTEER MANAGEMENT, ANALYSIS/RESEARCH, BOARD DEVELOPMENT AND STRATEGIC PLANNING TO THOSE THAT ARE INTERESTED OR HAVE A NEED, THROUGH EMPLOYMENT OF A SINGLE SOOCH FOUNDATION EMPLOYEE WHO IS DEDICATED TO SERVING AS A CONSULTANT TO FOUNDATION GRANTEES IN INDIA. THE PURPOSE OF THE CONSULTING SERVICE IS TO BUILD UPON THE STRENGTH OF OUR GRANTOR/GRANTEE RELATIONSHIP AND TO HELP THE NONPROFITS THAT WE SUPPORT IN INDIA TO OVERCOME ORGANIZATIONAL AND STRATEGIC CHALLENGES. THIS TECHNICAL ASSISTANCE IS PROVIDED AT NO CHARGE AND IS ANOTHER WAY TO BUILD THE RELATIONSHIP BETWEEN

GRANTEE AND GRANTOR.

EXPENSES

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

64,420.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 13

ACTIVITY TWO

SOOCH FOUNDATION PRESENTS A STRATEGIC MANAGEMENT SEMINAR, NO MORE FREQUENTLY THAN ONCE ANNUALLY AND NO LESS FREQUENTLY THAN EVERY TWELVE MONTHS. THIS ONE DAY SEMINAR WAS HELD NOVEMBER 2, 2011 AT THE AT&T CONFERENCE CENTER ON THE CAMPUS OF THE UNIVERSITY OF TEXAS AT AUSTIN. IT WAS MADE AVAILABLE AT NO CHARGE FOR ALL GRANTEES OF SOOCH FOUNDATION BOTH IN INDIA AND THE US. THIRTY-EIGHT PARTICIPANTS CHOSE TO TAKE PART. TWO PROFESSIONAL PRESENTERS WERE BROUGHT IN TO LEAD MORNING AND AFTERNOON SESSIONS ON TOPICS OF ENGAGING A CHANGING TEXAS POPULATION AND ON DEVELOPING THREE ESSENTIAL SKILLS FOR NONPROFIT SUCCESS. LEADERS WERE ENCOURAGED TO NETWORK AT MEALTIME AND BETWEEN SESSIONS OVER THE COURSE OF THE DAYLONG SEMINAR.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

10,825.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 14

ACTIVITY THREE

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

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

2,046.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

NAVDEEP S. SOOCH
DAVID R. WELLAND
ISABEL WELLAND

Sooch Foundation
EIN # 20-0399480
Attachment to 2011 Form 990-PF
Return of Private Foundation

Statement Required by Reg. §53.4945-5(d)
Information with respect to expenditure responsibility grants

1. *Grantee:* **Whole Planet Foundation
550 Bowie Street
Austin, Texas 78703**

2. *Date Paid in Current Tax Year:* November 16th, 2011

3. *Total Paid:* **\$ 100,000**

4. *Purpose:* **Sooch Foundation provided \$ 100,000 to support Grantee's partnership with Grameen Trust to create and manage a microcredit initiative of Grameen in Kerala, India under the Grameen Methodology of microfinance. Sooch Foundation is supporting a portion of the total capital required to establish an operationally and financially sustainable institution.**

5. *Amount of Grant Spent by Grantee:* **\$ 100,000**

6. *Diversion:* **To the knowledge of the Foundation, and based on the report furnished by the Grantee, no part has been used for other than its intended purpose.**

7. *Date of Report(s) received from Grantee:* August 7, 2012 and October 3, 2012

8. *Verification:* **Foundation reviewed the grant reports but did not undertake any verification of the Grantee's reports as there has not been any reason to doubt their accuracy or reliability.**

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM **990-PF**

2011

Name THE SOOCH FOUNDATION	Employer identification number 20-0399480
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)	1	11,455.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c Credit for federal tax paid on fuels (see instructions)	2c	
d Total. Add lines 2a through 2c	2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	11,455.
4 Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	8,238.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	8,238.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 05/15/11	06/15/11	09/15/11	12/15/11
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10 2,060.	3,668.	2,863.	2,864.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11 2,932.		3,000.	2,500.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		872.		
13 Add lines 11 and 12		872.	3,000.	2,500.
14 Add amounts on lines 16 and 17 of the preceding column			2,796.	2,659.
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 2,932.	872.	204.	0.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18		17 2,796.	2,659.	2,864.
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18 872.			

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)				
20 Number of days from due date of installment on line 9 to the date shown on line 19				
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	\$	\$	\$	\$
23 Number of days on line 20 after 06/30/2011 and before 10/1/2011				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	SEE ATTACHED WORKSHEET			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times *\%}{366}$	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2012 and before 10/01/2012				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times *\%}{366}$	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times *\%}{366}$	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times *\%}{365}$	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$

38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns **38** \$ **84.**

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

**FORM 990-PF
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Name(s) THE SOOCH FOUNDATION					Identifying Number 20-0399480
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/11	2,060.	2,060.			
05/15/11	-2,932.	-872.			
06/15/11	3,668.	2,796.	89	.000109589	27.
09/12/11	-3,000.	-204.			
09/15/11	2,863.	2,659.	15	.000109589	4.
09/30/11	0.	2,659.	74	.000082192	16.
12/13/11	-2,500.	159.	2	.000082192	
12/15/11	2,864.	3,023.	16	.000082192	4.
12/31/11	0.	3,023.	135	.000081967	33.
05/14/12	-5,000.	-1,977.			
Penalty Due (Sum of Column F)					84.

* Date of estimated tax payment, withholding credit date or installment due date.

Form **5471**

Information Return of U.S. Persons With Respect To Certain Foreign Corporations

OMB No. 1545-0704

(Rev. December 2007)

▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Information furnished for the foreign corporation's annual accounting period (tax year required by section 898) (see instructions) beginning **January 1, 20 11**, and ending **December, 20 11**

Attachment
Sequence No. **121**

Name of person filing this return The Sooch Foundation		A Identifying number 20-0399480
Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address) 600 West 7th Street		B Category of filer (See instructions. Check applicable box(es): 1 (repealed) 2 <input type="checkbox"/> 3 <input checked="" type="checkbox"/> 4 <input type="checkbox"/> 5 <input type="checkbox"/>
City or town, state, and ZIP code Austin, TX 78701		C Enter the total percentage of the foreign corporation's voting stock you owned at the end of its annual accounting period 0%
Filer's tax year beginning January 1 , 20 11 , and ending		December 31 , 20 11

D Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director
The Sooch Foundation	600 West 7th Street, Austin TX 78701	20-0399480	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars unless otherwise indicated.

1a Name and address of foreign corporation J.H. Whitney Pan Asia Fund International, Walker Fund Services, 87 Mary Street, George Town, Grand Cayman, Cayman Islands				b Employer identification number, if any Foreign	
				c Country under whose laws incorporated Cayman Islands	
d Date of incorporation February 23, 2005	e Principal place of business New York	f Principal business activity code number 523900	g Principal business activity Investments	h Functional currency USD	

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States J.H. Whitney Investment Management LLC 75 Rockefeller Plaza 14h floor New York, NY 10019		b If a U.S. income tax return was filed, enter: <table border="1"> <tr> <td>(i) Taxable income or (loss) N/A</td> <td>(ii) U.S. income tax paid (after all credits) N/A</td> </tr> </table>		(i) Taxable income or (loss) N/A	(ii) U.S. income tax paid (after all credits) N/A
(i) Taxable income or (loss) N/A	(ii) U.S. income tax paid (after all credits) N/A				
c Name and address of foreign corporation's statutory or resident agent in country of incorporation Walker Fund Services, 87 Mary Street, George Town, Grand Cayman, Cayman Islands		d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different JP Morgan Hedge Fund Services One Beacon Street Boston, MA 02108			

Schedule A Stock of the Foreign Corporation

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
Non-Voting Units	5,026	2,967

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 49958V

Form **5471** (Rev. 12-2007)

Schedule B U.S. Shareholders of Foreign Corporation (see instructions)

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. <i>Note: This description should match the corresponding description entered in Schedule A, column (a).</i>	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of subpart F income (enter as a percentage)
The Sooch Foundation 600 West 7th Street Austin, TX 78701 EIN 20-0399480	Non-Voting Units	500	500	0.0%

Schedule C Income Statement (see instructions)

Important: Report all information in functional currency in accordance with U.S. GAAP. Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for DASTM corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	
	4 Dividends	4	
	5 Interest	5	316
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
7 Net gain or (loss) on sale of capital assets	7	599,149	
8 Other income (attach schedule)	8		
9 Total income (add lines 3 through 8)	9	599,465	
Deductions	10 Compensation not deducted elsewhere	10	
	11a Rents	11a	
	b Royalties and license fees	11b	
	12 Interest	12	
	13 Depreciation not deducted elsewhere	13	
	14 Depletion	14	
	15 Taxes (exclude provision for income, war profits, and excess profits taxes)	15	
	16 Other deductions (attach schedule—exclude provision for income, war profits, and excess profits taxes)	16	1,234,440
17 Total deductions (add lines 10 through 16)	17	1,234,440	
Net Income	18 Net income or (loss) before extraordinary items, prior period adjustments, and the provision for income, war profits, and excess profits taxes (subtract line 17 from line 9)	18	-634,975
	19 Extraordinary items and prior period adjustments (see instructions)	19	
	20 Provision for income, war profits, and excess profits taxes (see instructions)	20	
	21 Current year net income or (loss) per books (combine lines 18 through 20)	21	

Schedule E Income, War Profits, and Excess Profits Taxes Paid or Accrued (see instructions)

(a) Name of country or U.S. possession	Amount of tax		
	(b) In foreign currency	(c) Conversion rate	(d) In U.S. dollars
1 U.S.			N/A
2			
3			
4			
5			
6			
7			
8 Total			

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1 Cash		7,860	3,345
2a Trade notes and accounts receivable			
b Less allowance for bad debts		()	()
3 Inventories			
4 Other current assets (attach schedule)			
5 Loans to shareholders and other related persons			
6 Investment in subsidiaries (attach schedule)			
7 Other investments (attach schedule)		5,606,551	3,275,029
8a Buildings and other depreciable assets			
b Less accumulated depreciation		()	()
9a Depletable assets			
b Less accumulated depletion		()	()
10 Land (net of any amortization)			
11 Intangible assets:			
a Goodwill			
b Organization costs			
c Patents, trademarks, and other intangible assets			
d Less accumulated amortization for lines 11a, b, and c		()	()
12 Other assets (attach schedule)		3,658	10,000
13 Total assets		5,618,069	3,288,374
Liabilities and Shareholders' Equity			
14 Accounts payable		34,363	20,763
15 Other current liabilities (attach schedule)			
16 Loans from shareholders and other related persons			
17 Other liabilities (attach schedule)			611,673
18 Capital stock:			
a Preferred stock			
b Common stock			
19 Paid-in or capital surplus (attach reconciliation)			
20 Retained earnings		5,583,733	2,655,938
21 Less cost of treasury stock		()	()
22 Total liabilities and shareholders' equity		5,618,069	3,288,374

Schedule G Other Information

- | | | |
|---|-------------------------------------|-------------------------------------|
| | Yes | No |
| 1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," see the instructions for required attachment. | | |
| 2 During the tax year, did the foreign corporation own an interest in any trust? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as entities separate from their owners under Regulations sections 301.7701-2 and 301.7701-3 (see instructions)? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| If "Yes," you are generally required to attach Form 8858 for each entity (see instructions). | | |
| 4 During the tax year, was the foreign corporation a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5 During the course of the tax year, did the foreign corporation become a participant in any cost sharing arrangement? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Schedule H Current Earnings and Profits (see instructions)

Important: Enter the amounts on lines 1 through 5c in functional currency.

1 Current year net income or (loss) per foreign books of account		1	
2 Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):	Net Additions	Net Subtractions	
	a Capital gains or losses		
	b Depreciation and amortization		
	c Depletion		
	d Investment or incentive allowance		
	e Charges to statutory reserves.		
	f Inventory adjustments		
	g Taxes.		
	h Other (attach schedule)		
3 Total net additions			
4 Total net subtractions			
5a Current earnings and profits (line 1 plus line 3 minus line 4)			5a
b DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)			5b
c Combine lines 5a and 5b			5c
d Current earnings and profits in U.S. dollars (line 5c translated at the appropriate exchange rate as defined in section 989(b) and the related regulations (see instructions))			5d
Enter exchange rate used for line 5d ▶			

Schedule I Summary of Shareholder's Income From Foreign Corporation (see instructions)

1 Subpart F income (line 38b, Worksheet A in the instructions)	1	
2 Earnings invested in U.S. property (line 17, Worksheet B in the instructions)	2	
3 Previously excluded subpart F income withdrawn from qualified investments (line 6b, Worksheet C in the instructions)	3	
4 Previously excluded export trade income withdrawn from investment in export trade assets (line 7b, Worksheet D in the instructions)	4	
5 Factoring income	5	
6 Total of lines 1 through 5. Enter here and on your income tax return. See instructions.	6	
7 Dividends received (translated at spot rate on payment date under section 989(b)(1))	7	
8 Exchange gain or (loss) on a distribution of previously taxed income	8	

- | | | |
|---|--------------------------|--------------------------|
| • Was any income of the foreign corporation blocked? | <input type="checkbox"/> | <input type="checkbox"/> |
| • Did any such income become unblocked during the tax year (see section 964(b))?. | <input type="checkbox"/> | <input type="checkbox"/> |
- If the answer to either question is "Yes," attach an explanation.

**SCHEDULE O
(Form 5471)**

(Rev. December 2005)
Department of the Treasury
Internal Revenue Service

Organization or Reorganization of Foreign Corporation, and Acquisitions and Dispositions of its Stock

OMB No. 1545-0704

▶ Attach to Form 5471. See Instructions for Form 5471.

Name of person filing Form 5471 The Sooch Foundation	Identifying number 20-0399480
Name of foreign corporation J.H. Whitney Pan Asia Fund (International)	

Important: Complete a *separate* Schedule O for each foreign corporation for which information must be reported.

Part I To Be Completed by U.S. Officers and Directors

(a) Name of shareholder for whom acquisition information is reported	(b) Address of shareholder	(c) Identifying number of shareholder	(d) Date of original 10% acquisition	(e) Date of additional 10% acquisition

Part II To Be Completed by U.S. Shareholders

Note: If this return is required because one or more shareholders became U.S. persons, attach a list showing the names of such persons and the date each became a U.S. person.

Section A—General Shareholder Information

(a) Name, address, and identifying number of shareholder(s) filing this schedule	(b) For shareholder's latest U.S. income tax return filed, indicate:			(c) Date (if any) shareholder last filed information return under section 6046 for the foreign corporation
	(1) Type of return (enter form number)	(2) Date return filed	(3) Internal Revenue Service Center where filed	
The Sooch Foundation 600 West 7th Street Austin TX 78701 <input checked="" type="checkbox"/>	990-PF	11/15/2011	Ogden	11/15/2011

Section B—U.S. Persons Who Are Officers or Directors of the Foreign Corporation

(a) Name of U.S. officer or director	(b) Address	(c) Social security number	(d) Check appropriate box(es)	
			Officer	Director

Section C—Acquisition of Stock

(a) Name of shareholder(s) filing this schedule	(b) Class of stock acquired	(c) Date of acquisition	(d) Method of acquisition	(e) Number of shares acquired		
				(1) Directly	(2) Indirectly	(3) Constructively
The Sooch Foundation	nonvoting units	1/1/2010	purchase	500		

(f) Amount paid or value given	(g) Name and address of person from whom shares were acquired
\$500,000	J.H. Whitney Pan Asia Fund (International)

Section D—Disposition of Stock

(a) Name of shareholder disposing of stock	(b) Class of stock	(c) Date of disposition	(d) Method of disposition	(e) Number of shares disposed of		
				(1) Directly	(2) Indirectly	(3) Constructively

(f) Amount received	(g) Name and address of person to whom disposition of stock was made

Section E—Organization or Reorganization of Foreign Corporation

(a) Name and address of transferor		(b) Identifying number (if any)	(c) Date of transfer

(d) Assets transferred to foreign corporation			(e) Description of assets transferred by, or notes or securities issued by, foreign corporation
(1) Description of assets	(2) Fair market value	(3) Adjusted basis (if transferor was U.S. person)	

Section F—Additional Information

(a) If the foreign corporation or a predecessor U.S. corporation filed (or joined with a consolidated group in filing) a U.S. income tax return for any of the last 3 years, attach a statement indicating the year for which a return was filed (and, if applicable, the name of the corporation filing the consolidated return), the taxable income or loss, and the U.S. income tax paid (after all credits).

(b) List the date of any reorganization of the foreign corporation that occurred during the last 4 years while any U.S. person held 10% or more in value or vote (directly or indirectly) of the corporation's stock ►

(c) If the foreign corporation is a member of a group constituting a chain of ownership, attach a chart, for each unit of which a shareholder owns 10% or more in value or voting power of the outstanding stock. The chart must indicate the corporation's position in the chain of ownership and the percentages of stock ownership (see instructions for an example).

Supporting detail to Financial information in form 5471
For the Period January 1, 2011 - December 31, 2011

Name of Person Filing this Return The Sooch Foundation (EIN 20-0399480)
Name of Foreign Entity J.H. Whitney Pan Asia Fund (International) (EIN: N/A)

Support for Schedule C

	2011
Income Statement	
Line 16 Other Deductions	
Expenses allocated from J.H. Whitney Pan Asia Master Fund	51,259
Management Fees	50,993
Administration fees	20,000
Professional fees	15,803
Trustee Fees	6,000
Miscellaneous expenses	3,657
Unrealized losses	<u>1,086,728</u>
	1,234,440

Support for Schedule F

	2010	2011
Assets		
Line 7 Other Investments		
Investment in J.H. Whitney Pan Asia Master Fund	5,606,551	3,275,029
Line 12 Other Assets		
Prepaid expenses	3,658	
Due From Master		10,000
Liabilities		
Line 17 Other liabilities		
Redemptions payable		611,673
Line 20 reconciliation of Net Assets		
Beginning Balance	3,506,139	5,583,733
Current Year Net Income/(Loss)	127,594	(634,975)
Subscriptions/(Redemptions)	<u>1,950,000</u>	<u>(2,292,820)</u>
Ending Balance	5,583,733	2,655,938

Application for Extension of Time To File an Exempt Organization Return

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

- ▶ If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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 <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions. THE SOOCH FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 20-0399480
	Number, street, and room or suite no. If a P.O. box, see instructions. 600 WEST 7TH STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. AUSTIN, TX 78701	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MARY ELLEN PIETRUSZYNSKI

• The books are in the care of ▶ **600 WEST 7TH STREET - AUSTIN, TX 78701**
Telephone No. ▶ **(512) 329-0464** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2011** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	13,432.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	8,432.
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	\$	5,000.

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

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

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

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

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

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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

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

MARY ELLEN PIETRUSZYNSKI

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

Telephone No. **512-472-5748**

FAX No.

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

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension
THE TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO FILE IN ORDER TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	10,857.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	13,432.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **Stephen A. Hal CPA** Title **CPA**

Date **13 Nov 2012**