



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



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

OMB No 1545-0052

2008

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

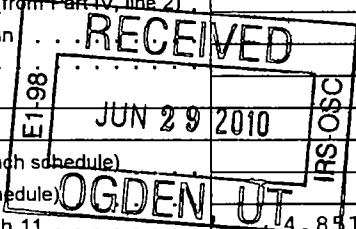
For calendar year 2008, or tax year beginning 11/01, 2008, and ending 10/31, 2009
G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation PEIERLS FOUNDATION C/O UNITED STATES TRUST COMPANY, N.A.		A Employer identification number 13-6082503
	Number and street (or P O box number if mail is not delivered to street address) 114 WEST 47TH STREET ATTN. JOHN S. KENNEDY	Room/suite	B Telephone number (see page 10 of the instructions) (212) 852-3493
	City or town, state, and ZIP code NEW YORK, NY 10036		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 88,642,808.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(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 (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.	533,957.			
	2 Interest on savings and temporary cash investments	6,810.	6,810.		STMT 1
	3 Dividends and interest from securities	270,678.	270,678.		STMT 2
	4a Gross rents				
	b Net rental income or (loss)				
	5a Net gain or (loss) from sale of assets not on line 10	4,039,749.			
	b Gross sales price for all assets on line 5a	15,750,363.			
	7 Capital gain net income (from Part IV, line 2)		4,039,749.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,851,194.	4,317,237.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	8,336.	8,336.	NONE	NONE
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 4	33,811.	33,811.		
	17 Interest STMT 5	5,702.	5,702.		
	18 Taxes (attach schedule) (see page 14 of the instructions) *	145,547.	6,849.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	214,926.	213,426.		1,500.
	24 Total operating and administrative expenses. Add lines 13 through 23	408,322.	268,124.	NONE	1,500.
	25 Contributions, gifts, grants paid	4,086,700.			4,086,700.
	26 Total expenses and disbursements. Add lines 24 and 25	4,495,022.	268,124.	NONE	4,088,200.
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		356,172.			
b Net investment income (if negative, enter -0-)			4,049,113.		
c Adjusted net income (if negative, enter -0-)				-0-	

g/k 4

SCANNED JUL 21 2010



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

1	Cash - non-interest-bearing	7,707,913.	10,783,069.	10,783,069.
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 (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 8	107,966,109.	104,169,586.	73,929,291.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 9	3,015,810.	3,970,045.	3,930,448.
14	Land, buildings, and equipment basis			
	Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	118,689,832.	118,922,700.	88,642,808.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			

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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	118,689,832.	118,922,700.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		NONE	
30	Total net assets or fund balances (see page 17 of the instructions)	118,689,832.	118,922,700.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	118,689,832.	118,922,700.	

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	118,689,832.
2	Enter amount from Part I, line 27a	2	356,172.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	119,046,004.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	123,304.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	118,922,700.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	4,039,749.	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 7</p> <p>If (loss), enter -0- in Part I, line 7</p> </div> <div style="font-size: 3em; margin: 0 10px;">}</div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)</p> <p>If (loss), enter -0- in Part I, line 8.</p> </div> <div style="font-size: 3em; margin: 0 10px;">}</div> </div>					

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	5,493,900.	113,042,422.	0.048600
2006	6,224,012.	127,491,594.	0.048819
2005	6,004,262.	113,839,633.	0.052743
2004	4,488,965.	96,124,308.	0.046700
2003	3,723,045.	97,772,052.	0.038079
2 Total of line 1, column (d)			2 0.234941
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 0.046988
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 86,025,447.
5 Multiply line 4 by line 3			5 4,042,164.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 40,491.
7 Add lines 5 and 6			7 4,082,655.
8 Enter qualifying distributions from Part XII, line 4			8 4,088,200.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter. _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	40,491.
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	
3	Add lines 1 and 2	3	40,491.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	40,491.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6 a	32,265.
b	Exempt foreign organizations-tax withheld at source	6 b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c	NONE
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments. Add lines 6a through 6d	7	32,265.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	136.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,362.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2008)

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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>UNITED STATES TRUST COMPANY</u> Telephone no <u>212-852-3493</u>			
	Located at <u>114 WEST 47TH STREET NEW YORK, NY</u> ZIP + 4 <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u>			
	and enter the amount of tax-exempt interest received or accrued during the year	15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <u> </u>		
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u> </u>		
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 page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2008 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 2008)	3b	X
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 2008?	4b	X

Form 990-PF (2008)

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 page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **5b** N/A

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 **6b** X

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 **7b** N/A

If you answered "Yes" to 6b, also 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

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 (see page 22 of the instructions).**

(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		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2008)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 12		33,811.

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A** Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2008)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	72,088,154.
b	Average of monthly cash balances	1b	11,277,280.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,970,045.
d	Total (add lines 1a, b, and c)	1d	87,335,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	87,335,479.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,310,032.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,025,447.
6	Minimum investment return. Enter 5% of line 5	6	4,301,272.

Part XI Distributable Amount (see page 25 of the 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	4,301,272.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	40,491.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	40,491.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,260,781.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,260,781.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,260,781.

Part XII Qualifying Distributions (see page 25 of the 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	4,088,200.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,088,200.
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 (see page 26 of the instructions)	5	40,491.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,047,709.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				4,260,781.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			3,964,714.	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 4,088,200.				
a Applied to 2007, but not more than line 2a . . .			3,964,714.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				123,486.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				4,137,295.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004 . . .				
b Excess from 2005 . . .				
c Excess from 2006 . . .				
d Excess from 2007 . . .				
e Excess from 2008 . . .	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a 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 page 27 of the 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 13

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

N/A

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 page 28 of the 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

SEE STATEMENT 14

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

SEE STATEMENT 15

c Any submission deadlines

NONE, NO RESPONSE WILL BE SENT UNLESS FOUNDATION IS FAVORABLY INCLINED

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

NO GRANTS TO INDIVIDUALS, ONLY RECOGNIZED PUBLIC CHARITIES

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 16				
Total			▶ 3a	4,086,700.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,810.	
4 Dividends and interest from securities			14	270,678.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				4,039,749.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				4,317,237.	
13 Total. Add line 12, columns (b), (d), and (e)					4,317,237.

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

E. Jeffrey Powell
Signature of officer or trustee

6/24/10
Date

President
Title

Signature of officer or trustee

Date _____

Title

Sign Here

Paid Preparer's Use Only	
1	2
3	4
5	6
7	8
9	10
11	12
13	14
15	16
17	18
19	20
21	22
23	24
25	26
27	28
29	30
31	32
33	34
35	36
37	38
39	40
41	42
43	44
45	46
47	48
49	50
51	52
53	54
55	56
57	58
59	60
61	62
63	64
65	66
67	68
69	70
71	72
73	74
75	76
77	78
79	80
81	82
83	84
85	86
87	88
89	90
91	92
93	94
95	96
97	98
99	100

Preparer's
signature

► *Severin O'Marr*

Date

Date
6/24/10

Check if self-emp

Preparer's identifying number
(See Signature on page 30 of the
instructions)

P00506764

Firm's name (or yours if self-employed), address, and ZIP code

► MARRS, SEVIER & COMPANY LLC
230 SOUTH HOLLAND STREET
LAKEWOOD, CO

EIN ► 84-1315809

Phone no 303-922-6654

Form 990-PF (2008)

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

PEIERLS FOUNDATION

C/O UNITED STATES TRUST COMPANY, N.A.

Employer identification number

13-6082503

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 organizations 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 Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate 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. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization **PEIERLS FOUNDATION**

Employer identification number

C/O UNITED STATES TRUST COMPANY, N.A.**13-6082503****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	<u>ETHEL PEIERLS CHARITABLE LEAD UNITRUST</u> <u>114 WEST 47TH STREET</u> <u>NEW YORK, NY 10036</u>	\$ <u>533,957.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				199,744.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				326,715.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				6,619.	
		132900 ALLSCRIPTS-MISYS HEALTH				06/22/2001	03/24/2009
1,299,489.		23,662.				1,275,827.	
		43600 ALLSCRIPT-MISYS HEALTH				06/25/2001	03/24/2009
426,319.		333.				425,986.	
		754 AAVIZA TECHNOLOGY				03/26/2004	10/26/2009
6.		8,242.				-8,236.	
		783 AVIZA TECHNOLOGY				03/31/2004	10/26/2009
6.		8,559.				-8,553.	
		3132 AVIZA TECHNOLOGY				04/12/2004	10/26/2009
24.		34,560.				-34,536.	
		38628 AVIZA TECHNOLOGY				03/22/2004	10/26/2009
299.		408,483.				-408,184.	
		22533 AVIZA TECHNOLOGY				03/23/2004	10/26/2009
174.		243,797.				-243,623.	
		22823 AVIZA TECHNOLOGY				03/29/2004	10/26/2009
177.		248,814.				-248,637.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6061 AVIZA TECHNOLOGY					03/24/2004	10/26/2009
47.		66,153.					-66,106.	
		2871 AVIZA TECHNOLOGY					04/13/2004	10/26/2009
22.		31,310.					-31,288.	
		.2 BIOSANTE PHARMACEUTICAL					10/14/2009	10/23/2009
1.							1.	
		58300 CELL GENESYS					06/12/2002	10/14/2009
19,607.		718,792.					-699,185.	
		55000 CLARENT CORP					03/15/2001	10/27/2009
		409,270.					-409,270.	
		55000 CLARENT CORP					03/15/2001	10/27/2009
		409,270.					-409,270.	
		64000 CLARENT CORP					02/05/2002	10/27/2009
		44,072.					-44,072.	
		64000 CLARENT CORP					02/05/2002	10/27/2009
		44,072.					-44,072.	
		797 CLARENT CORP					01/24/2000	10/27/2009
		13,405.					-13,405.	
		12625 CORRPRO COMPANIES					06/14/1995	04/06/2009
17,984.		76,231.					-58,247.	
		18750 CORRPRO COMPANIES					06/12/1995	04/06/2009
26,709.		113,214.					-86,505.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1900 DIVINE					10/12/2001	07/06/2009
388.							388.	
		2001 DIVINE					10/10/2001	07/06/2009
409.							409.	
		1000 FABRIK INC CV PROM NOTE					10/23/2008	05/06/2009
1,000,000.		1,000,000.						
		333333 FABRIK INC WTS EXP					10/23/2008	05/06/2009
		1,000.					-1,000.	
		21850 FINOVA GROUP					03/28/2000	10/26/2009
206.		395,178.					-394,972.	
		21850 FINOVA GROUP					03/28/2000	10/26/2009
206.		395,178.					-394,972.	
		.4 FORCE10 NETWORKS					06/28/2007	09/30/2009
102.							102.	
		1444 GENZYME BIOSURGERY					04/04/1994	12/30/2008
5,963.							5,963.	
		95000 IMMUNICON					02/02/2005	10/26/2009
1,860.		564,300.					-562,440.	
		68000 IMMUNICON					02/02/2005	10/27/2009
1,360.		403,920.					-402,560.	
		8500 IN FOCUS GROUP					10/09/1996	05/28/2009
8,075.		56,578.					-48,503.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4800 IN FOCUS CROUP					08/13/1996	05/28/2009
4,560.		31,500.					-26,940.	
		20000 IN FOCUS GROUP					12/28/2000	05/28/2009
19,000.		293,500.					-274,500.	
		20000 IN FOCUS GROUP					12/28/2000	05/28/2009
19,000.		293,500.					-274,500.	
		3700 IN FOCUS GROUP					12/27/2000	05/28/2009
3,515.		54,760.					-51,245.	
		3700 IN FOCUS GROUP					12/27/2000	05/28/2009
3,515.		54,760.					-51,245.	
		16850 KFORCE					06/22/2000	04/22/2009
173,583.		116,518.					57,065.	
		168500 KFORCE					06/22/2000	04/22/2009
173,583.		116,518.					57,065.	
		31900 KFORCE					06/09/2000	04/22/2009
328,622.		239,968.					88,654.	
		31900 KFORCE					06/09/2000	04/22/2009
328,622.		239,968.					88,654.	
		13150 KFORCE					06/21/2000	04/22/2009
135,466.		91,754.					43,712.	
		13150 KFORCE					06/21/2000	04/22/2009
135,466.		91,754.					43,712.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8800 LIPID SCIENCES					04/24/2007	10/26/2009
181.		12,934.					-12,753.	
		8800 LIPID SCIENCES					05/11/2007	10/26/2009
181.		11,967.					-11,786.	
		35200 LIPID SCIENCES					04/26/2007	10/26/2009
725.		51,744.					-51,019.	
		32900 LIPID SCIENCES					04/30/2007	10/26/2009
678.		47,998.					-47,320.	
		24400 LIPID SCIENCES					05/02/2007	10/26/2009
503.		34,912.					-34,409.	
		30800 LIPID SCIENCES					05/04/2007	10/26/2009
634.		44,611.					-43,977.	
		14000 LIPID SCIENCES					04/16/2007	10/26/2009
288.		20,580.					-20,292.	
		10100 LIPID SCIENCES					04/12/2007	10/26/2009
208.		14,792.					-14,584.	
		14900 LIPID SCIENCES					04/13/2007	10/26/2009
307.		21,836.					-21,529.	
		59100 LIPID SCIENCES					05/08/2007	10/26/2009
1,217.		84,093.					-82,876.	
		49900 LIPID SCIENCES					05/01/2007	10/26/2009
1,028.		71,956.					-70,928.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		42500 LIPID SCIENCES					05/09/2007	10/26/2009
875.		59,670.					-58,795.	
		26900 LIPID SCIENCES					04/27/2007	10/26/2009
554.		39,524.					-38,970.	
		8400 LIPID SCIENCES					04/17/2007	10/26/2009
173.		12,348.					-12,175.	
		28200 LIPID SCIENCES					05/10/2007	10/26/2009
581.		38,250.					-37,669.	
		5100 LIPID SCIENCES					04/20/2007	10/26/2009
105.		7,409.					-7,304.	
		13800 LIPID SCIENCES					05/11/2007	10/27/2009
276.		18,767.					-18,491.	
		22776 LIPID SCIENCES					05/15/2007	10/27/2009
456.		31,133.					-30,677.	
		8900 LIPID SCIENCES					05/14/2007	10/27/2009
178.		12,104.					-11,926.	
		70600 OMRIX BIOPHARMACEUTICALS					03/10/2008	10/30/2008
1,765,000.		1,064,704.					700,296.	
		1500 ONCOGENEX PHARMACEUTICALS					10/12/2007	05/22/2009
28,614.		16,907.					11,707.	
		8622 ONCOGENEX PHARMACEUTICALS					10/10/2007	05/22/2009
164,471.		96,907.					67,564.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
370,698.		19433 ONCOGENEX PHARMACEUTICAL					10/11/2007	05/22/2009
		218,793.					151,905.	
57,342.		3006 ONCPGENEX PHARMACEUTICALS					10/01/2007	05/22/2009
		33,050.					24,292.	
311,354.		16322 ONCOGENEX PHARMACEUTICAL					10/02/2007	05/22/2009
		180,810.					130,544.	
186,300.		45000 SOAPSTONE NETWORKS					09/20/2001	07/24/2009
		304,200.					-117,900.	
183,712.		44375 SOAPSTONE NETWORKS					07/24/2001	07/24/2009
		897,121.					-713,409.	
544,207.		15800 SYBASE					11/28/2000	04/24/2009
		263,337.					280,870.	
89,542.		2600 SYBASE					11/28/2000	04/28/2009
		43,334.					46,208.	
1,005,974.		100000 VANDA PHARMACEUTICALS					10/03/2008	05/11/2009
		95,150.					910,824.	
1,095,977.		100000 VANDA PHARMACEUTICALS					10/03/2008	05/12/2009
		95,150.					1,000,827.	
449,789.		36900 VANDA PHARMACEUTICALS					10/03/2008	05/13/2009
		76,758.					373,031.	
1,226,255.		100600 VANDA PHARMACEUTICALS					10/03/2008	05/13/2009
		95,721.					1,130,534.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
779,712.		62500 VANDA PHARMACEUTICALS					10/06/2008	05/19/2009
		58,121.					721,591.	
442,373.		34400 VANDA PHARMACEUTICALS					10/06/2008	05/22/2009
		32,040.					410,333.	
649,627.		49600 VANDA PHARMACEUTICALS					10/06/2008	05/26/2009
		46,197.					603,430.	
52,463.		3800 VANDA PHARMACEUTICALS					10/06/2008	05/27/2009
		3,539.					48,924.	
637,845.		46200 VANDA PHARMACEUTICALS					10/07/2008	05/27/2009
		43,031.					594,814.	
729,844.		50400 VANDA PHARMACEUTICALS					10/07/2008	05/28/2009
		46,943.					682,901.	
302,672.		20700 VANDA PHARMACEUTICALS					10/07/2008	05/29/2009
		19,280.					283,392.	
1.		.5 VERNALIS PLC					01/27/2000	06/02/2009
							1.	
TOTAL GAIN (LOSS)					4,039,749.	
							=====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNAL REVENUE SERVICE	533.	533.
BANK OF AMERICA	5.	5.
BOULDER VENTURES IV ANNEX. LP	1,585.	1,585.
ACCELERATED TECHNOLOGIES	3,800.	3,800.
BOULDER VENTURES V	887.	887.
TOTAL	6,810.	6,810.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS RECEIVED BY US TRUST	270,678.	270,678.
	-----	-----
TOTAL	270,678.	270,678.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL	8,336.	8,336.		
	-----	-----	-----	-----
TOTALS	8,336.	8,336.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT FEES	33,811.	33,811.
	-----	-----
TOTALS	33,811.	33,811.
	=====	=====

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOULDER VENTURES IV, ANNEX, LP	2,751.	2,751.
ACCELERATED TECHNOLOGIES II	1,317.	1,317.
BOULDER VENTURES V, LP	1,634.	1,634.
TOTALS	5,702.	5,702.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
US EXCISE TAXES	138,698.	
FOREIGN TAXES	6,849.	6,849.
	-----	-----
TOTALS	145,547.	6,849.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
BOULDER VENTURES IV, ANNEX, LP	51,125.	51,125.	
ACCELERATED TECHNOLOGIES	82,633.	82,633.	
BOULDER VENTURES V, LP	79,353.	79,353.	
FILING FEE	1,500.		1,500.
NOTIFICATION AD	115.	115.	
OVERDRAFT FEE	200.	200.	
	-----	-----	-----
TOTALS	214,926.	213,426.	1,500.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

	ENDING BOOK VALUE -----	ENDING FMV ----
SCHEDULE ATTACHED	104,169,586. -----	73,929,291. -----
TOTALS	104,169,586. =====	73,929,291. =====

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company -----	Shares -----	Cost -----	Total Value -----
Acusphere Inc.	\$ 378,300.00	\$ 1,844,197.87	\$ 32,155.50
Aioi Insurance Co. Ltd.	201,000.00	1,350,345.94	903,744.24
Alnylam Pharmaceuticals Inc.	187,100.00	1,304,084.00	3,188,184.00
American Financial Group Inc.	26,550.00	416,384.96	653,130.00
American International Group Inc	2,300.00	2,275,588.00	77,326.00
AML Communications Inc.	157,400.00	448,983.50	201,472.00
Anchor Pacific Underwriters	108.00	-	0.08
Antigenics Inc.	113,100.00	1,006,285.71	113,100.00
ARCA BioPharma Wts.	6,159.00	13,694.00	13,694.00
ARCA biopharma, Inc.	181,889.00	1,740,248.21	502,013.64
Ardea Biosciences, Inc.	38,025.00	1,106,786.77	513,337.50
Arena Pharmaceutical Inc.	175,000.00	1,006,250.00	617,750.00
Array Biopharma Inc.	153,000.00	966,763.05	273,870.00
Aspen Exploration Corp.	9,687.00	32,645.19	9,687.00
AspenBio Pharma Inc.	2,044,728.00	2,182,625.52	3,455,590.32
Astea International Inc.	22,920.00	16,615.26	73,344.00
Aventine Renewable Energy Hold	75,000.00	1,171,177.50	26,625.00
Bactolac Pharmaceutical Inc.	5.00	160,650.01	90,000.00
BaroFold 8% Cv Note (3/31/09)	700.00	693,000.00	693,000.00
BaroFold Inc.	123,000.00	184,500.00	-

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company	Shares	Cost	Total Value
-----	-----	-----	-----
Barofold Inc. Ser. A Pfd.	369,500.00	886,800.00	18,475.00
Barofold Inc. Wts Expire 7/24/16	189,583.00	7,000.00	7,000.00
Biocryst Pharmaceuticals Inc.	243,900.00	1,299,997.22	2,178,027.00
BioSante Pharmaceuticals	260,657.00	478,096.49	396,198.64
Cambridge Holdings Ltd.	467,637.00	67,106.55	9,352.74
Candela Corp.	53,600.00	148,703.83	166,160.00
Cardiovascular Systems Inc.	58,840.00	673,997.83	287,727.60
Cel-Sci Corp.	18,800.00	92,834.00	19,740.00
Ciber, Inc.	25,102.00	183,708.92	80,828.44
Ciprico Inc.	52,800.00	466,481.80	322.08
Coachman Industries Inc.	53,800.00	601,037.46	62,408.00
Cortex Pharmaceuticals Inc.	383,000.00	795,840.00	65,110.00
Crossroads Systems, Inc.	353,600.00	1,054,245.29	70,720.00
Cyclacel Pharmaceuticals Inc.	3,060.00	125,955.80	2,662.20
Data I/O Corp.	11,000.00	60,500.00	41,800.00
Descartes Systems Group, Inc.	223,600.00	1,084,495.34	1,167,192.00
Digi International Inc.	49,000.00	450,279.90	389,550.00
Ditech Networks, Inc.	231,000.00	1,207,384.04	295,680.00
Divine Inc.	19,763.00	519,267.45	98.82
EDCI Holdings, Inc.	19,810.00	557,766.51	115,492.30
Eloquent Inc. Escrow Units	206,900.00	6,207.00	-
EMS Technologies Inc.	40,600.00	449,283.78	707,658.00

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company	Shares	Cost	Total Value
-----	-----	-----	-----
Endologix Inc.	14,800.00	97,818.76	70,448.00
Evotec AG ADS	195,395.90	2,235,112.66	1,146,973.90
Exelixis Inc.	88,684.00	1,578,428.07	539,198.72
Fischer Imaging Corp.	74,400.00	450,351.00	77.40
Force10 Networks Ser. A-1 Pfd.	1,852.00	1,855,640.00	472,834.00
Force10 Networks Ser. B Pfd.	7,441.00	899,840.13	899,840.00
Forestar Group Inc.	54,500.00	1,282,556.46	804,420.00
Good Times Restaurants Inc.	40,960.00	284,494.52	47,169.54
GTx, Inc.	138,500.00	1,399,766.50	1,243,730.00
Hiberna Corp. Series A Pfd.	150,000.00	150,000.00	150,000.00
Hollis-Eden PharmaceuticalsInc	420,100.00	1,165,103.72	214,461.05
Human Genome Sciences Inc.	97,900.00	1,203,866.13	1,829,751.00
HyperActive Technologies Units	2,285,000.00	799,750.00	799,750.00
Hypercom Corp.	50,000.00	451,938.50	142,500.00
IMPAX Laboratories Inc.	173,000.00	1,129,690.00	1,536,240.00
ImThera Medical, Inc. Units	1,150,000.00	1,145,607.00	1,552,500.00
Incyte Corp.	116,400.00	719,882.82	685,596.00
Insignia Solutions PLC ADS	68,800.00	348,995.94	2,064.00
Inspire Pharmaceuticals Inc.	244,800.00	714,446.70	1,094,256.00
Integrated Silicon Solution	44,400.00	399,045.00	155,400.00
International Business Mach.	4,920.00	130,539.00	593,401.20

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company	Shares	Cost	Total Value
-----	-----	-----	-----
Ista Pharmaceuticals Inc.	362,500.00	1,447,838.51	1,326,750.00
Kent Int'l Holdings Inc.	22,840.00	246,647.08	42,254.00
Keryx Biopharmaceuticals Inc	156,600.00	1,749,333.29	313,200.00
Keynote Systems Inc.	56,000.00	1,166,610.08	572,320.00
Kinross Gold Corp.	8,680.00	58,925.79	161,274.40
Landec Corp.	142,600.00	449,903.00	932,604.00
Lantronix Inc.	353,600.00	779,706.02	201,552.00
Lipid Sciences Inc.	408,924.00	528,062.80	6,951.71
LiveWire Mobile, Inc.	269,100.00	1,145,414.64	78,039.00
Lpath Inc.	2,786,842.00	2,043,598.37	2,287,718.60
Lpath Inc. '05 Wts Exp 9/30/10	540,000.00	194,400.00	81,000.00
Lpath Inc. '07 Wts. Exp 4/6/12	205,533.00	112,632.08	112,632.08
Lpath Inc. '07 Wts. Exp 6/13/12	43,596.00	23,890.61	23,890.61
Lpath Inc. '08 Wts. Exp 8/12/13	296,053.00	139,737.01	118,421.20
Magnum Semiconductr Ser E cv Pfd	570,000.00	1,197,000.00	1,197,000.00
MDI, Inc.	5,610.00	492,180.00	1,963.50
Micromet Inc.	42,399.00	1,096,970.00	216,658.89
MiddleBrook Pharmaceuticals Inc.	203,000.00	1,240,219.20	198,940.00
miRagen Therapeutic Ser A cv Pfd	200,000.00	600,000.00	600,000.00
Motricity Inc. 12/07 Units	1,300,000.00	1,260,220.00	1,260,220.00
Move, Inc.	171,100.00	1,041,720.16	350,755.00
Myriad Pharmaceuticals Inc.	90,000.00	515,640.59	496,800.00

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company -----	Shares -----	Cost -----	Total Value -----
New Frontier Energy Inc.	350,824.00	394,030.02	59,640.08
New Frontier Energy Ser B cv Pfd	2,075.30	413,110.05	109,805.00
NipponKoa Insurance Co. Ltd.	111,000.00	425,972.19	618,029.13
Orchid Cellmark Inc.	463,000.00	2,003,997.81	708,390.00
OrthoLogic Corp.	276,600.00	1,250,076.23	188,088.00
OSI Pharmaceuticals Inc.	105,900.00	437,185.48	3,412,098.00
Osmetech plc	22,851,920.00	750,000.00	71,786.00
Pain Therapeutics Inc.	177,400.00	896,574.28	899,418.00
PAION AG	5,314.00	257,154.50	12,623.25
Peerless Systems Corp.	353,400.00	1,097,839.36	826,956.00
Pepperball Tech. Ser. A cv. Pfd.	186,693.00	211,049.00	7,468.00
PepperBall Tech. Ser. B cv Pfd	45,925.00	578,655.00	18,370.00
PepperBall Technologies Inc.	369,379.00	940,027.25	29,550.24
Peregrine Pharmaceuticals Inc.	369,800.00	634,241.88	1,042,836.00
Peregrine Semicond Ser D1 cv Pfd	840,000.00	1,248,658.32	1,248,658.00
Performance Technologies Inc.	285,300.00	914,166.11	801,693.00
Pfizer Inc.	55,000.00	896,635.30	936,650.00
PFSweb, Inc.	84,127.00	877,274.00	123,666.69
Pharmacyclics, Inc.	386,000.00	1,656,160.49	752,700.00
PhotoMedex, Inc.	12,081.00	366,787.50	9,060.75
Planar Systems Inc.	30,600.00	184,743.00	69,462.00

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company	Shares	Cost	Total Value
-----	-----	-----	-----
Powerwave Technologies Inc.	15,970.00	203,218.25	19,962.50
Prescient Medical Ser. C cv. Pfd	210,000.00	1,260,000.00	630,000.00
Prescient Medical Units	707.90	707,994.00	707,994.00
ProStor Sys 6% Sub cv Prom. Note	148.00	148,005.00	296,010.00
ProStor Systems Inc Ser B cv Pfd	207,522.00	296,010.00	157,717.00
PSS World Medical Inc.	5,071.00	36,967.59	102,535.62
Qualmark Corp.	50,546.00	394,915.96	20,218.40
Quantia Communic. Ser D cv Pfd	100,000.00	100,000.00	100,000.00
Quantia Communicat. Ser C cv Pfd	1,204,094.50	800,000.00	1,200,000.00
Reflex Security Ser.B Conv. Pfd.	1,300,000.00	1,300,000.00	13,000.00
Reflex Security Ser.C Conv. Pfd.	12,600.00	-	126.00
Remec, Inc.	46,384.00	138,725.04	38,034.88
Riscorp Inc. Contingent Rights	97,900.00	-	-
Riverstone Networks, Inc.	282,400.00	340,236.82	8,472.00
RMI Corp. Ser. D Convertible Pfd	650,000.00	1,027,000.00	1,027,000.00
Sangamo Biosciences Inc.	246,000.00	1,127,935.86	1,308,720.00
Sciclone Pharmaceuticals Inc.	353,900.00	1,400,033.21	870,594.00
SolFocus Ser. C cv Pfd.	6,353,472.00	1,000,100.00	1,000,100.00
Solitario Expl. & Royalty Corp.	5,884.00	6,884.28	11,179.60
Sompo Japan Insurance Inc.	151,000.00	1,391,399.07	910,803.31
SONICblue Inc.	48,600.00	195,320.32	34.02
Strasbaugh	2,954.00	-	768.04

Peierls Foundation
Part ii, Line 10b
10/31/2009

Company	Shares	Cost	Total Value
Suniva Inc. Ser. B cv. Pfd.	192,123.00	1,500,324.10	1,772,400.00
Sunrise Telecom, Inc.	10,700.00	21,724.09	8,774.00
Swiss Medica Inc.	16.00	-	0.03
Sybase, Inc.	22,252.00	370,872.14	879,289.12
Symmetricom, Inc.	182,443.00	600,705.65	873,901.97
The Quantum Group Inc.	568.00	1,020.13	340.80
The Quantum Group Inc. Units	87,190.00	563,979.69	84,574.30
The Suggestion Box Inc.	5,000.00	353,644.50	450.00
Titan Pharmaceuticals Inc.	153,600.00	1,047,803.25	264,192.00
Tokio Marine Holdings Inc.	59,000.00	896,155.45	1,713,296.28
TranSwitch Corporation	138,759.00	920,376.86	63,829.14
Ubics, Inc.	292,900.00	801,212.78	46,864.00
Urstadt Biddle Prop. Class A	31,300.00	220,628.75	462,301.00
Urstadt Biddle Properties Inc.	31,300.00	220,628.75	434,131.00
Vanda Pharmaceuticals Inc.	359,900.00	329,723.60	3,670,980.00
Verilink Corp.	30.00	449,883.00	37.50
Vernalis PLC	1,242.00	498,745.64	3,521.07
Yamanashi Chuo Bank	68,000.00	709,114.91	314,759.08
YM Biosciences Inc.	685,000.00	1,242,622.71	883,650.00
		<u>\$ 104,169,586.00</u>	<u>\$ 73,929,290.70</u>

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOULDER VENTURES IV ANNEX, LP	1,689,944.	1,284,897.
BOULDER VENTURES V, LP	768,838.	1,238,832.
ACCELERATED TECHNOLOGIES	919,340.	814,796.
REFLEX SYSTEMS	591,923.	591,923.
TOTALS	3,970,045.	3,930,448.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ADJUSTMENT TO BASIS IN PASS-THROUGH
PARTNERSHIP REFLECTING ACTIVITY
SUBSEQUENT TO CALENDAR YEAR K-1S USED
IN REPORTING INCOME ON RETURN

123,304.

TOTAL

123,304.
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

E. JEFFREY PEIERLS
73 SOUTH HOLMAN WAY
GOLDEN, CO 80401

PRESIDENT

BRIAN E. PEIERLS
7808 HARVESTMAN COVE
AUSTIN, TX 78731

VICE PRESIDENT

MALCOLM A. MOORE
DAVISWRIGHT TREMAINE LLP
SUITE 2200
1201 THIRD AVENUE
SEATTLE, WA 98101

SECRETARY

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
UNITED STATES TRUST COMPANY 114 WEST 47TH STREET NEW YORK, NY 10036	ACCOUNT CUSTODIAN	33,811.
TOTAL COMPENSATION		----- 33,811. =====

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JEFFREY PEIERLS
BRIAN PEIERLS

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

=====

JEFFREY PEIERLS
73 SOUTH HOLMAN WAY
GOLDEN, CO 80401

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS
=====

NO SPECIFIC FORM REQUIRED, BUT INCLUDE FINANCIAL STATEMENTS, AND COPY
OF IRS EXEMPTION LETTER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

AMERICAN FOUNDATION FOR THE BLIND

11 PENN PLAZA SUITE 300

NEW YORK, NY 10001

18,300.

CHIEF SEATTLE COUNCIL, BOY SCOUTS OF AMERICA

PO BOX 440408

SEATTLE, WA 98114-9758

27,700.

MEHARRY MEDICAL COLLEGE

1005 DRIVE D.B. TODD JR. BLVD.

NASHVILLE, TN 37208-3599

53,300.

NAACP LEGAL DEFENSE & EDUCATION FUND

99 HUDSON STREET SUITE 1600

NEW YORK, NY 10013-2897

37,100.

NAACP SPECIAL CONTRIBUTION FUND

4805 MT. HOPE DRIVE

BALTIMORE, MD 21215-3297

15,500.

PLANNED PARENTHOOD OF WESTERN WASHINGTON

2001 EAST MADISON STREET

SEATTLE, WA 98122-2959

75,400.

RECORDING FOR THE BLIND AND DYSLEXIC

20 ROSZEL ROAD

PRINCETON, NJ 08540-9983

27,700.

F.I. PROCTOR AT UCSF

95 KIRKHAM STREET

SAN FRANCISCO, CA 94143-0944

98,800.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

MARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET N.W. SUITE 700 WASHINGTON, DC 20005		54,000.
LIVING CLASSROOM FOUNDATION 802 SOUTH CAROLINE STREET BALTIMORE, MD 21231		57,800.
ARTHRITIS FOUNDATION 1330 WEST PEACHTREE STREET ATLANTA, GA 38309		27,800.
NORTHERN NEW JERSEY COUNCIL, BSA PO BOX 620 OAKLAND, NJ 07436		27,700.
SAYWHATCLUB 18620 89TH AVENUE NE BOTHELL, WA 98011		7,200.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001		211,200.
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY 151 WASHINGTON STREET NEWARK, NJ 07102		75,400.
POPULATION RESOURCE CENTER 1 HIGHLAND ROAD PRINCETON, NJ 08540		20,600.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

LAKE WASHINGTON COLLEGE FOUNDATION

11605 132ND AVENUE N.E.

KIRKLAND, WA 98034-8506

52,700.

PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION

707 RIO GRNADE

AUSTIN, TX 78701

75,400.

PACIFIC LEGAL FOUNDATION

3900 LENNANE DRIVE SUITE 200

SACRAMENTO, CA 95834

40,500.

VIRGINIA GARCIA MEMORIAL HEALTH CENTER

PO BOX 568

CORNELIUS, OR 97113

68,200.

BIG BROTHERS BIG SISTERS OF AUSTIN, TEXAS

1400 TILLARY STREET

AUSTIN, TX 78721

69,500.

BOY SCOUTS OF AMERICA, CAPITAL AREA COUNCIL

7540 ED BLUESTEIN BLVD.

AUSTIN, TX 78723-2399

27,700.

AUSTIN COMMUNITY COLLEGE FOUNDATION

5930 MIDDLE FISKVILLE ROAD

AUSTIN, TX 78752

31,500.

PLANNED PARENTHOOD ASSOCIATION OF HIDALGO COUNTY

916 EAST HACKBERRY

MCALLEN, TX 78501

103,100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

RECIPIENT NAME AND ADDRESS

AMOUNT

RAISING AUSTIN PO BOX 10047 AUSTIN, TX 78756-1047			25,000.
DEERFIELD ACADEMY DEERFIELD, MA 01342			63,200.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011			50,200.
THE INTERFAITH ALLIANCE FOUNDATION 1212 NEW YORK AVENUE NW, 7TH FLOOR WASHINGTON, DC 20005			50,200.
AMERICAN HEART ASSOCIATION OF COLORADO 1280 SOUTH PARKER ROAD DENVER, CO 80231			15,800.
BOY SCOUTS OF AMERICA, DENVER AREA COUNCIL 2901 WEST 19TH AVENUE DENVER, CO 80204-1786			25,400.
CARE, INC. 41 SUTTER STREET SUITE 300 SAN FRANCISCO, CA 94104			200,200.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289			190,200.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

HISPANIC SCHOLARSHIP FUND

55 SECOND STREET, SUITE 1500

SAN FRANCISCO, CA 94105

618,200.

PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS

950 BROADWAY

DENVER, CO 80203-2706

74,500.

THE NATURE CONSERVATORY

2424 SPRUCE STREET

BOULDER, CO 80302-4617

237,200.

YALE UNIVERSITY, OFFICE OF DEVELOPMENT

PO BOX 2038

NEW HAVEN, CT 06521-2038

37,400.

COLORADO UPLIFT

1888 SHERMAN STREET, SUITE 570

DENVER, CO 80203

113,200.

AMERICAN INDIAN COLLEGE FUND

8333 GREENWOOD BLVD.

DENVER, CO 80221-4488

110,200.

THE DEAFNESS RESEARCH FOUNDATION

1050 17TH STREET, NW, SUITE 701

WASHINGTON, DC 20036

30,900.

UNITARIAN UNIVERSALIST ASSOCIATION

25 BEACON STREET

BOSTON, MA 02108

20,100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNITED NEGRO COLLEGE FUND
PO BOX 10444
FAIRFAX, VA 22031-8044

145,200.

SOUTHERN INSTITUTE FOR EDUCATION & RESEARCH
6035 HURST STREET
NEW ORLEANS, LA 70118

15,000.

METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION
PO BOX 173362 - CAMPUS BOX 14
DENVER, CO 80217-9002

113,600.

COLLEGE SUMMIT-COLORADO
1201 EAST COLFAX AVENUE, SUITE 301
DENVER, CO 80218

40,300.

GIRLS INCORPORATED OF METRO DENVER
1499 JULIAN STREET
DENVER, CO 80204

29,000.

COLORADO I HAVE A DREAM FOUNDATION
1836 GRANT STREET
DENVER, CO 80203-2022

121,900.

ENERGY OUTREACH COLORADO
225 EAST 16TH AVENUE, SUITE 200
DENVER, CO 80203-1612

29,900.

YOUTHBI2 INC.
1617 EAST 35TH AVENUE
DENVER, CO 80205

65,200.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

HOPE CENTER
3400 ELIZABETH STREET
DENVER, CO 80205-4244
51,200.

SPANISH GED PROGRAM - SKINNER NEIGHBORHOOD CENTER
C/O MHUM 2505 18TH STREET
DENVER, CO 80211
9,000.

THE AFRICAN-AMERICAN SCHOLARSHIP PROJECT
C/O MHUM 2505 18TH STREET
DENVER, CO 80211
175,000.

BIG BROTHERS BIG SISTERS OF COLORADO
2420 WEST 26TH AVENUE, SUITE 450-D
DENVER, CO 80211-5305
35,200.

AMERICAN UNITED FOR SEPARATION OF CHURCH AND STATE
518 C STREET NE
WASHINGTON, DC 20002
50,200.

UNITARIAN-UIVERSALIST SERVICE COMMITTEE
689 MASSACHUSETTS AVENUE
CAMBRIDGE, MA 02139-3302
40,000.

TOTAL CONTRIBUTIONS PAID
4,086,700.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust **PEIERLS FOUNDATION**
C/O UNITED STATES TRUST COMPANY, N.A.

Employer identification number
13-6082503

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,459,898.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	199,744.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back. ►	5	7,659,642.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,953,227.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	326,715.
9 Capital gain distributions	9	6,619.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back. ►	12	-3,619,893.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		7,659,642.
14 Net long-term gain or (loss):			
a Total for year	14a		-3,619,893.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		4,039,749.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,200	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25		
26 Subtract line 25 from line 24.	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15).		30	
31 Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T).		34	

Schedule D (Form 1041) 2008

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2008

Name of estate or trust

Employer identification number

PEIERLS FOUNDATION

13-6082503

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b		7,459,898.
--	--	------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 132900 ALLSCRIPTS-MISYS HEALTH	06/22/2001	03/24/2009	1,299,489.	23,662.	1,275,827.
43600 ALLSCRIPT-MISYS HEALTH	06/25/2001	03/24/2009	426,319.	333.	425,986.
754 AAVIZA TECHNOLOGY	03/26/2004	10/26/2009	6.	8,242.	-8,236.
783 AVIZA TECHNOLOGY	03/31/2004	10/26/2009	6.	8,559.	-8,553.
3132 AVIZA TECHNOLOGY	04/12/2004	10/26/2009	24.	34,560.	-34,536.
38628 AVIZA TECHNOLOGY	03/22/2004	10/26/2009	299.	408,483.	-408,184.
22533 AVIZA TECHNOLOGY	03/23/2004	10/26/2009	174.	243,797.	-243,623.
22823 AVIZA TECHNOLOGY	03/29/2004	10/26/2009	177.	248,814.	-248,637.
6061 AVIZA TECHNOLOGY	03/24/2004	10/26/2009	47.	66,153.	-66,106.
2871 AVIZA TECHNOLOGY	04/13/2004	10/26/2009	22.	31,310.	-31,288.
58300 CELL GENESYS	06/12/2002	10/14/2009	19,607.	718,792.	-699,185.
55000 CLARENT CORP	03/15/2001	10/27/2009		409,270.	-409,270.
55000 CLARENT CORP	03/15/2001	10/27/2009		409,270.	-409,270.
64000 CLARENT CORP	02/05/2002	10/27/2009		44,072.	-44,072.
64000 CLARENT CORP	02/05/2002	10/27/2009		44,072.	-44,072.
797 CLARENT CORP	01/24/2000	10/27/2009		13,405.	-13,405.
12625 CORRPRO COMPANIES	06/14/1995	04/06/2009	17,984.	76,231.	-58,247.
18750 CORRPRO COMPANIES	06/12/1995	04/06/2009	26,709.	113,214.	-86,505.
1900 DIVINE	10/12/2001	07/06/2009	388.		388.
2001 DIVINE	10/10/2001	07/06/2009	409.		409.
21850 FINOVA GROUP	03/28/2000	10/26/2009	206.	395,178.	-394,972.
21850 FINOVA GROUP	03/28/2000	10/26/2009	206.	395,178.	-394,972.
.4 FORCE10 NETWORKS	06/28/2007	09/30/2009	102.		102.
1444 GENZYME BIOSURGERY	04/04/1994	12/30/2008	5,963.		5,963.
95000 IMMUNICON	02/02/2005	10/26/2009	1,860.	564,300.	-562,440.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
68000 IMMUNICON	02/02/2005	10/27/2009	1,360.	403,920.	-402,560.
8500 IN FOCUS GROUP	10/09/1996	05/28/2009	8,075.	56,578.	-48,503.
4800 IN FOCUS CROUP	08/13/1996	05/28/2009	4,560.	31,500.	-26,940.
20000 IN FOCUS GROUP	12/28/2000	05/28/2009	19,000.	293,500.	-274,500.
20000 IN FOCUS GROUP	12/28/2000	05/28/2009	19,000.	293,500.	-274,500.
3700 IN FOCUS GROUP	12/27/2000	05/28/2009	3,515.	54,760.	-51,245.
3700 IN FOCUS GROUP	12/27/2000	05/28/2009	3,515.	54,760.	-51,245.
16850 KFORCE	06/22/2000	04/22/2009	173,583.	116,518.	57,065.
168500 KFORCE	06/22/2000	04/22/2009	173,583.	116,518.	57,065.
31900 KFORCE	06/09/2000	04/22/2009	328,622.	239,968.	88,654.
31900 KFORCE	06/09/2000	04/22/2009	328,622.	239,968.	88,654.
13150 KFORCE	06/21/2000	04/22/2009	135,466.	91,754.	43,712.
13150 KFORCE	06/21/2000	04/22/2009	135,466.	91,754.	43,712.
8800 LIPID SCIENCES	04/24/2007	10/26/2009	181.	12,934.	-12,753.
8800 LIPID SCIENCES	05/11/2007	10/26/2009	181.	11,967.	-11,786.
35200 LIPID SCIENCES	04/26/2007	10/26/2009	725.	51,744.	-51,019.
32900 LIPID SCIENCES	04/30/2007	10/26/2009	678.	47,998.	-47,320.
24400 LIPID SCIENCES	05/02/2007	10/26/2009	503.	34,912.	-34,409.
30800 LIPID SCIENCES	05/04/2007	10/26/2009	634.	44,611.	-43,977.
14000 LIPID SCIENCES	04/16/2007	10/26/2009	288.	20,580.	-20,292.
10100 LIPID SCIENCES	04/12/2007	10/26/2009	208.	14,792.	-14,584.
14900 LIPID SCIENCES	04/13/2007	10/26/2009	307.	21,836.	-21,529.
59100 LIPID SCIENCES	05/08/2007	10/26/2009	1,217.	84,093.	-82,876.
49900 LIPID SCIENCES	05/01/2007	10/26/2009	1,028.	71,956.	-70,928.
42500 LIPID SCIENCES	05/09/2007	10/26/2009	875.	59,670.	-58,795.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2008

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b -3,953,227.

Schedule D-1 (Form 1041) 2008

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

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	PEIERLS FOUNDATION	Employer identification number
	C/O UNITED STATES TRUST COMPANY, N.A.		13-6082503
	Number, street, and room or suite no. If a P.O. box, see instructions		
	114 WEST 47TH STREET		
City, town or post office, state, and ZIP code. For a foreign address, see instructions			
NEW YORK, NY 10036			

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► UNITED STATES TRUST COMPANY

Telephone No ► _____ 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or
 ► ☒ tax year beginning 11/01, 2008, and ending 10/31, 2009

2 If this tax year 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	\$ 15,456.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 15,456.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ NONE

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

• 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).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	PEIERLS FOUNDATION	Employer identification number
		C/O UNITED STATES TRUST COMPANY, N.A.	13-6082503
	Number, street, and room or suite no. If a P O box, see instructions		For IRS use only
	114 WEST 47TH STREET		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	NEW YORK, NY 10036		

Check type of return to be filed (File a separate application for each return).

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- The books are in the care of ☒ **UNITED STATES TRUST COMPANY**
Telephone No ☐ 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 09/15/2010
- 5 For calendar year 11/01/2008, or other tax year beginning 11/01/2008, and ending 10/31/2009
- 6 If this tax year 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 ADDITIONAL TIME IS NEEDED TO SECURE THE NECESSARY INFORMATION TO FILE A COMPLETE 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 \$	32,265.
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 \$	32,265.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	NONE

Signature and Verification

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 MARRS, SEVIER & COMPANY LLC Title CMA Date 6.11.10
230 SOUTH HOLLAND STREET
LAKEWOOD, CO 80226

Form 8868 (Rev. 4-2009)