



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**

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 10/01 , **2009, and ending** 9/30 , **2010**

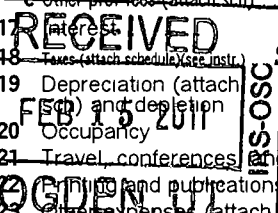
G Check all that apply: Initial return Initial Return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	PEALE FOUNDATION, INC C/O ELIZABETH ALLEN 665 OLD QUAKER HILL ROAD PAWLING, NY 12564	A Employer identification number 14-1746478
		B Telephone number (see the instructions)
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		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,175,251.		D 1 Foreign organizations, check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (att sch)	134,118.			
2	Chk <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	33,347.	33,347.		
4	Dividends and interest from securities	93,081.	93,081.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	16,316.			
b	Gross sales price for all assets on line 6a 1,027,175.				
7	Capital gain net income (from Part IV, line 2)		16,316.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) SEE STATEMENT 1	38,406.	38,406.		
12	Total. Add lines 1 through 11	315,268.	181,150.	0.	
13	Compensation of officers, directors, trustees, etc	30,000.	7,500.		22,500.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 2	7,800.	5,850.		1,950.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule) (see instr.) SEE STM 3	377.	377.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 4	64,998.	50,773.		14,225.
24	Total operating and administrative expenses. Add lines 13 through 23	103,175.	64,500.		38,675.
25	Contributions, gifts, grants paid PART XV	321,000.			321,000.
26	Total expenses and disbursements. Add lines 24 and 25	424,175.	64,500.	0.	359,675.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-108,907.			
b	Net investment income (if negative, enter -0-)		116,650.		
c	Adjusted net income (if negative, enter -0-)			0.	

SCANNED FEB 23 2011 FCZKCFR

ADMITTED TO THE OFFICE OF THE SUPERVISOR OF FINANCIAL SERVICES



G18 18

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
A S S E T S	1 Cash – non-interest-bearing	72,814.	46,582.	46,583.
	2 Savings and temporary cash investments	138,281.	147,272.	147,272.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch.) ▶			
	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)	4,894,502.	4,661,286.	4,656,746.
	c Investments – corporate bonds (attach schedule)	185,418.	590,391.	590,391.
	11 Investments – land, buildings, and equipment basis ▶	85,000.		
Less: accumulated depreciation (attach schedule) SEE STMT 5 ▶	85,000.	85,000.	183,200.	
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe SEE STATEMENT 6)	12,566.	479,414.	551,059.	
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	5,388,581.	6,009,945.	6,175,251.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses	16,800.	14,500.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	16,800.	14,500.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	5,371,781.	5,995,445.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	5,371,781.	5,995,445.	
	31 Total liabilities and net assets/fund balances (see the instructions)	5,388,581.	6,009,945.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,371,781.
2 Enter amount from Part I, line 27a	2	-108,907.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	732,571.
4 Add lines 1, 2, and 3	4	5,995,445.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,995,445.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 8			
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			

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

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	16,316.
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) (see the instructions). If (loss), enter -0- in Part I, line 8]	3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	378,710.	4,822,487.	0.078530
2007	480,865.	6,965,935.	0.069031
2006	502,057.	7,056,158.	0.071152
2005	482,238.	6,808,960.	0.070824
2004	400,762.	6,687,543.	0.059927

2 Total of line 1, column (d)	2	0.349464
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	0.069893
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,090,390.
5 Multiply line 4 by line 3	5	425,676.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,167.
7 Add lines 5 and 6	7	426,843.
8 Enter qualifying distributions from Part XII, line 4	8	359,675.

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 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 or determination letter: _____ (attach copy of letter if necessary - see instr.)		
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	2,333.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,333.
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	2,333.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6 a	
b	Exempt foreign organizations – tax withheld at source	6 b	
c	Tax paid with application for extension of time to file (Form 8868)	6 c	
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	25.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,358.
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 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address		X	
14 The books are in care of ▶ <u>PEALE FOUNDATION INC.</u> Telephone no. ▶ <u>(914) 855-5000</u> Located at ▶ <u>665 OLD QUAKER HILL ROAD., PAWLING, N.Y. PAW</u> ZIP + 4 ▶ <u>12564</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A	▶	<input type="checkbox"/> N/A
			▶ 15	N/A

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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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 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 ▶ 20__ , 20__ , 20__ , 20__		
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 2009 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 2009)	3b	N/A
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 2009?	4b	X

BAA

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 instructions) Yes No

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

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

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b N/A

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 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
MARGARET P. EVERETT 36 COZIER HILL ROAD SHERMAN, CT 06784	PRES/DIRECTO 0	10,000.	0.	0.
JOHN S. PEALE 211A NORTHWEST 2ND ST CHARLOTTESVILLE, VA 22902	V. PRES/DIREC 0	10,000.	0.	0.
ELIZABETH PEALE ALLEN 665 OLD QUAKER HILL ROAD PAWLING, NY 12564	SEC/TREA/DIR 0	10,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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 ▶ 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 – (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

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

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.

BAA

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	5,316,665.
b Average of monthly cash balances	1b	132,213.
c Fair market value of all other assets (see instructions)	1c	734,259.
d Total (add lines 1a, b, and c)	1d	6,183,137.
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	6,183,137.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	92,747.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,090,390.
6 Minimum investment return. Enter 5% of line 5	6	304,520.

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	304,520.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,333.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,333.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	302,187.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	302,187.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	302,187.

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	359,675.
b Program-related investments – total from Part IX-B	1b	
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	359,675.
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 instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	359,675.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				302,187.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: 20 ____, 20 ____, 20 ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	69,609.			
b From 2005	146,588.			
c From 2006	151,189.			
d From 2007	140,650.			
e From 2008	139,230.			
f Total of lines 3a through e	647,266.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 359,675.				
a Applied to 2008, 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 2009 distributable amount				302,187.
e Remaining amount distributed out of corpus	57,488.			
5 Excess distributions carryover applied to 2009 (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	704,754.			
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 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	69,609.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	635,145.			
10 Analysis of line 9:				
a Excess from 2005	146,588.			
b Excess from 2006	151,189.			
c Excess from 2007	140,650.			
d Excess from 2008	139,230.			
e Excess from 2009	57,488.			

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization 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))
 NONE

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.
 SEE STATEMENT 9

b The form in which applications should be submitted and information and materials they should include:
 SEE STATEMENT FOR LINE 2A

c Any submission deadlines
 SEE STATEMENT FOR LINE 2A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				
Total				▶ 3a 321,000.
b Approved for future payment				
Total				▶ 3b

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization **PEALE FOUNDATION, INC**
C/O ELIZABETH ALLEN

Employer identification number
14-1746478

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 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)/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, aggregate 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 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: 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

PEALE FOUNDATION, INC

14-1746478

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RUTH S. PEALE MARITAL TRUST ----- 665 OLD QUAKER HILL ROAD ----- PAWLING, NY 12564, -----	\$ 134,118.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

PEALE FOUNDATION, INC

Employer identification number

14-1746478

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once - see instructions.) ▶ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
(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	

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

1/14/11

02:34PM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	\$ 38,406.	\$ 38,406.	
TOTAL	<u>\$ 38,406.</u>	<u>\$ 38,406.</u>	<u>0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 7,800.	\$ 5,850.		\$ 1,950.
TOTAL	<u>\$ 7,800.</u>	<u>\$ 5,850.</u>	<u>\$ 0.</u>	<u>\$ 1,950.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX ON DIVIDENDS	\$ 377.	\$ 377.		
TOTAL	<u>\$ 377.</u>	<u>\$ 377.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	\$ 2,239.	\$ 2,239.		N/A
BANK CHARGES	73.	18.		\$ 55.
FILING FEES	947.			947.
INVESTMENT MGMT FEES	45,844.	45,844.		
MEETING EXPENSE	10,430.	2,608.		7,822.
OFFICE	255.	64.		191.
PENALTIES	5,210.			5,210.
TOTAL	<u>\$ 64,998.</u>	<u>\$ 50,773.</u>	<u>\$ 0.</u>	<u>\$ 14,225.</u>

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

1/14/11

02:34PM

STATEMENT 5
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	\$ 85,000.		\$ 85,000.	\$ 183,200.
TOTAL	\$ 85,000.	\$ 0.	\$ 85,000.	\$ 183,200.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	\$ 9,902.	\$ 9,902.
CONTRIBUTION RECEIVABLE	138,157.	138,157.
NET INTANGIBLE ASSETS	331,355.	403,000.
TOTAL	\$ 479,414.	\$ 551,059.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

CONTRIBUTED ASSETS	\$ 385,883.
UNREALIZED GAIN ON INVESTMENTS	346,688.
TOTAL	\$ 732,571.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	FIDELITY S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
2	FIDELITY L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
3	BEAR STERNS ACCT #218 S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
4	BEAR STERNS ACCT #218 L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
5	BEAR STERNS ACCT #512 S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
6	BEAR STERNS ACCT #512 L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
7	BEAR STERNS ACCT #513 S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS
8	BEAR STERNS ACCT #513 L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	40,543.		38,607.	1,936.			\$ 1,936.	
2	321,389.		353,449.	-32,060.			-32,060.	
3	94,769.		78,233.	16,536.			16,536.	
4	108,018.		126,533.	-18,515.			-18,515.	
5	290,777.		279,025.	11,752.			11,752.	
6	2,044.		2,332.	-288.			-288.	

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

1/14/11

02:34PM

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
7	18,201.		17,553.	648.				\$ 648.
8	151,434.		115,127.	36,307.				36,307.
							TOTAL	\$ 16,316.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME: ELIZABETH PEALE ALLEN
CARE OF:
STREET ADDRESS: 665 QUAKER HILL ROAD
CITY, STATE, ZIP CODE: PAWLING, NY 12564
TELEPHONE:
FORM AND CONTENT: MUST BE IN WRITING; NO PRESCRIBED FORMAT
SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BLANTON PEALE INSTITUTE 3 WEST 29TH STREET NEW YORK, N.Y. 10001, NY 10001	NONE	CHAR	RELIGIOUS/EDUCA	\$ 70,000.
PITTSBURGH EXPERIMENT 1802 INVESTMENT BLVD PITTSBURGH, PA.15222, PA 15222	NONE	CHAR	RELIGIOUS	20,000.
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, N.Y. 10023, NY 10023	NONE	CHAR	RELIGIOUS	20,000.
MARBLE COLLEGIATE CHURCH ONE WEST 29TH STREET NEW YORK, N.Y. 10001, NY 10001	NONE	CHAR	RELIGIOUS	20,000.

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

1/14/11

02 34PM

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LUMONOS (FKA: FAITH AT WORK) 150 S. WASHINGTON ST.#204 FALLS CHURCH, VA. 22046, VA 22046	NONE	CHAR	RELIGIOUS	\$ 5,000.
HENRY MEMORIAL PRESBYTER BELLEVUE AVENUE DUBLIN, GA. 31040, GA 31040	NONE	CHAR	RELIGIOUS	1,000.
LAKESIDE PRESBYTERIAN CHURCH 2690 DIXIE HIGHWAY LAKESIDE PARK, KY. 41014, KY 41014	NONE	CHAR	RELIGIOUS	2,000.
STONY BROOK SCHOOL CHAPMAN PARKWAY STONYBROOK, N.Y. 11790, NY 11790	NONE	CHAR	EDUCATIONAL	2,000.
WESTMINSTER PRESBYTERIAN P.O. BOX 3365, ROGBY ROAD CHARLOTTSVILLE, VA. 22903, VA 22903	NONE	CHAR	RELIGIOUS	2,000.
CHINA CONNECTION 458 PASADENA AVE PASADENA, CA 91105, CA 91105	NONE	CHAR	RELIGIOUS	1,000.
THE TUTWILER CLINIC 205 ALMA STREET TUTWILER, MS 38963, MS 38963	NONE	CHAR	HEALTH	1,000.
TRINITY PAWLING SCHOOL 700 ROUTE 22 PAWLING, NY 12564, NY 12564	NONE	CHAR	EDUCATIONAL	10,000.
WAINWRIGHT HOUSE 260 STUYVESANT AVENUE RYE, NY 10580, NY 10580	NONE	CHAR	EDUC. & RELIGIOUS	500.
UPPER VALLEY HAVEN 713 HARTFORD AVENUE WHITE RIVER JUNCTION, VT 05001, VT 01123	NONE	CHAR	EDUCATIONAL	1,000.
THE DREAM CENTER 2301 BELLEVUE AVE, LOS ANGELES, CA 90026	NONE	CHAR	EDUCATIONAL	1,000.

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

1/14/11

02:34PM

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
GUIDEPOSTS, A CHURCH CORPORATION 39 SEMINARY HILL ROAD CARMEL, NY 10512	NONE	CHAR	RELIGIOUS	\$ 150,500.
OLD NORTH CHURCH IN MARBLEHEAD 35 WASHINGTON ST MARBLEHEAD, MA 01945	NONE	CHAR	RELIGIOUS	2,000.
GREENFIELD HILL CONGREGATIONAL CHURCH 1045 OLD ACADEMY ROAD FAIRFIELD, CT 06824	NONE	CHAR	RELIGIOUS	1,000.
TEAM BREWER'S HOPE 1824 OLD FARM LANE LANCASTER, PA 17602	NONE	CHAR	HEALTH	1,000.
CENTER FOR GLOBAL HEALTH UNIV OF VIRGINIA PO BOX 801379 CHARLOTTESVILLE, VA 22908	NONE	CHAR	HEALTH	10,000.
TOTAL \$				<u>321,000.</u>

Peale Foundation
 Captial Gains and Losses
 Fidelity Acct # 633-601853
 10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
SHORT TERM						
American Express Co	1,000	1/27/2010	9/14/2010	40,542.56	38,607.30	1,935.26
Total Short-term				40,542.56	38,607.30	1,935.26
LONG TERM						
Apache Corp	200	7/26/2004	1/27/2010	20,567.73	9,362.16	11,205.57
Citigroup Inc	2,000	6/27/2008	1/27/2010	6,540.31	37,634.40	(31,094.09)
Citigroup Inc	1,000	7/28/2008	1/27/2010	3,270.16	21,330.90	(18,060.74)
Principal Finl Group Inc	500	3/14/2007	5/4/2010	15,240.59	30,093.40	(14,852.81)
Principal Finl Group Inc	500	4/20/2007	5/4/2010	15,240.59	31,229.85	(15,989.26)
Principal Finl Group Inc	200	3/28/2008	5/4/2010	6,096.24	11,470.00	(5,373.76)
Exxon Mobil Corp	400	2/12/1992	8/26/2010	23,788.16	7,440.91	16,347.25
Johnson & Johnson	200	9/22/1994	8/26/2010	11,812.33	2,501.10	9,311.23
Berkshire Hathaway Inc Cl A	500	6/4/2002	8/26/2010	38,932.69	24,515.00	14,417.69
Disney Walt Co	1,000	1/21/1994	9/14/2010	34,025.22	19,190.67	14,834.55
Disney Walt Co	500	12/27/1999	9/14/2010	17,012.61	14,600.00	2,412.61
Johnson & Johnson	500	6/4/2002	9/14/2010	29,857.99	29,680.00	177.99
Microsoft Corp	600	3/16/2001	9/14/2010	14,433.79	16,563.00	(2,129.21)
Microsoft Corp	800	7/31/2001	9/14/2010	19,245.05	26,817.00	(7,571.95)
Microsoft Corp	600	8/31/2004	9/14/2010	14,433.79	16,311.00	(1,877.21)
JP Morgan Chase & Co	500	2/2/2007	9/22/2010	20,224.10	25,030.00	(4,805.90)
Johnson & Johnson	500	6/4/2002	9/22/2010	30,667.53	29,680.00	987.53
Total Long-term				321,388.88	353,449.39	(32,060.51)
Overall total				361,931.44	392,056.69	(30,125.25)

Peale Foundation
 Captial Gains and Losses
 JP Morgan Acct # 036-02512
 10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
SHORT TERM						
Charlotte Russe Hldg Inc	173	7/22/2009	10/31/2009	3,027.50	2,397.23	630.27
Autonation Inc Del	125	7/22/2009	1/20/2010	2,399.96	2,391.25	8.71
Airtran Holdings Inc	365	7/22/2009	1/20/2010	2,000.90	2,391.66	(390.76)
Amkor Technology	423	7/22/2009	1/20/2010	2,835.50	2,398.93	436.57
Asbury Automotive Group Inc	195	7/22/2009	1/20/2010	2,541.43	2,382.70	158.73
Ashland Inc	80	7/22/2009	1/20/2010	3,225.82	2,377.00	848.82
Allegiant Travel Co	57	7/22/2009	1/20/2010	2,855.71	2,438.40	417.31
Ampco-Pittsburgh Corp	94	7/22/2009	1/20/2010	2,946.78	2,444.74	502.04
Buffalo Wild Wings Inc	69	7/22/2009	1/20/2010	3,184.81	2,424.54	760.27
BE Aerospace Inc	162	7/22/2009	1/20/2010	3,973.97	2,385.37	1,588.60
Berry Petroleum Co-CI A	111	7/22/2009	1/20/2010	3,164.56	2,380.16	784.40
Cemex S A B DE C V	260	7/22/2009	1/20/2010	3,039.36	2,384.20	655.16
Corinthian Colleges Inc	145	1/23/2009	1/20/2010	1,931.01	2,688.50	(757.49)
Carters Inc	97	7/22/2009	1/20/2010	2,531.66	2,395.90	135.76
CB Richard Ellis Group	252	7/22/2009	1/20/2010	3,298.18	2,397.67	900.51
Central Garden & Pet Co	215	7/22/2009	1/20/2010	1,937.27	2,368.72	(431.45)
Chicos Fas Inc	237	7/22/2009	1/20/2010	3,234.69	2,393.20	841.49
Celgene Corp	50	7/22/2009	1/20/2010	2,970.91	2,415.00	555.91
DineEquity Inc	82	7/22/2009	1/20/2010	1,950.87	2,373.70	(422.83)
EV3 Inc	217	7/22/2009	1/20/2010	3,335.28	2,391.98	943.30
Ford Motor Co	116	7/22/2009	1/20/2010	1,345.87	734.28	611.59
Group 1 Automotive Inc	88	7/22/2009	1/20/2010	2,729.37	2,401.20	328.17
Goldman Sachs Group	15	7/22/2009	1/20/2010	2,499.56	2,384.40	115.16
Global Industries LTD	378	7/22/2009	1/20/2010	2,859.45	2,402.13	457.32
Green Mountain Coffee Roasters	36	7/8/2009	1/20/2010	2,936.29	2,004.32	931.97
Human Genome Sciences Inc	166	7/22/2009	1/20/2010	4,901.91	2,316.31	2,585.60
LKQ Corporation	134	7/22/2009	1/20/2010	2,700.07	2,390.26	309.81
NewMarket Corporation	30	7/22/2009	1/20/2010	3,556.84	2,397.36	1,159.48
Onyx Pharmaceuticals Inc	67	7/22/2009	1/20/2010	2,028.12	2,422.58	(394.46)
Prudential Financial Inc	62	7/22/2009	1/20/2010	3,319.43	2,397.71	921.72
Par Pharmaceuticals Inc	145	7/22/2009	1/20/2010	3,896.69	2,402.73	1,493.96
Pep Boys - Manny Moe & Jack	237	7/22/2009	1/20/2010	2,004.27	2,379.19	(374.92)
O Reilly Automotive Inc	58	1/23/2009	1/20/2010	2,209.19	1,697.66	511.53
Resmed Inc	60	7/22/2009	1/20/2010	3,184.04	2,389.18	794.86
Rite Aid Corp	1,875	7/22/2009	1/20/2010	2,831.21	2,419.69	411.52
Smith Micro Software Inc	215	7/22/2009	1/20/2010	1,836.05	2,388.80	(552.75)
Strayer Education Inc	11	7/22/2009	1/20/2010	2,364.41	2,350.40	14.01
Sonic Automotive Inc-CI A	225	7/22/2009	1/20/2010	2,432.44	2,407.16	25.28
Suntech Pwr Hldgs Co LTD	135	7/22/2009	1/20/2010	2,056.02	2,398.63	(342.61)
Scotts Miracle-Gro Co	61	1/23/2009	1/20/2010	2,510.86	2,082.54	428.32
Tempur Pedic International Inc	45	7/22/2009	1/20/2010	1,126.33	643.61	482.72
Tessera Technologies Inc	87	7/22/2009	1/20/2010	1,680.81	2,378.50	(697.69)
THQ Inc	292	7/22/2009	1/20/2010	1,544.66	2,420.76	(876.10)
Thor Industries Inc	126	7/22/2009	1/20/2010	4,022.05	2,381.10	1,640.95
Triquint Semiconductor Inc	384	7/22/2009	1/20/2010	2,361.57	2,401.04	(39.47)
Tyson Foods Inc-CI A	206	7/22/2009	1/20/2010	2,827.83	2,398.45	429.38
United Therapeutics Corp Del	56	7/22/2009	1/20/2010	3,282.45	2,376.00	906.45
Universal Forest Productions Inc	55	7/22/2009	1/20/2010	1,949.11	2,425.52	(476.41)
Valassis Communications Inc	175	7/22/2009	1/20/2010	3,442.20	1,259.21	2,182.99
Warner Music Group Corp	428	7/22/2009	1/20/2010	2,172.41	2,404.80	(232.39)

Peale Foundation
 Capital Gains and Losses
 JP Morgan Acct # 036-02512
 10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
Western Digital Corp	80	7/22/2009	1/20/2010	3,515.96	2,409.12	1,106.84
XL Capital	186	7/22/2009	1/20/2010	3,257.17	2,376.95	880.22
Blue Nile Inc	52	7/22/2009	1/31/2010	2,944.41	2,392.28	552.13
Blackboard Inc	74	7/22/2009	1/31/2010	3,172.66	2,396.12	776.54
Continental Airlines Inc-CI B	152	1/20/2010	7/15/2010	3,538.57	3,134.23	404.34
Continental Airlines Inc-CI B	17	4/23/2010	7/15/2010	395.76	372.30	23.46
AMR Corp	386	1/20/2010	7/19/2010	2,567.42	3,165.20	(597.78)
AMR Corp	43	4/23/2010	7/19/2010	286.01	339.27	(53.26)
ACCO Brands Corp	368	1/20/2010	7/19/2010	1,803.16	3,021.72	(1,218.56)
ACCO Brands Corp	41	4/23/2010	7/19/2010	200.90	356.70	(155.80)
Avis Budget Group Inc	247	1/20/2010	7/19/2010	2,502.93	3,088.07	(585.14)
Avis Budget Group Inc	28	4/23/2010	7/19/2010	283.73	405.72	(121.99)
Agrium Inc	50	1/20/2010	7/19/2010	2,943.59	3,092.51	(148.92)
Agrium Inc	6	4/23/2010	7/19/2010	353.23	375.96	(22.73)
American Superconductor Corp	77	1/20/2010	7/19/2010	2,180.06	3,109.19	(929.13)
American Superconductor Corp	9	4/23/2010	7/19/2010	254.81	286.02	(31.21)
Bucyrus Intl Inc	48	1/20/2010	7/19/2010	2,501.71	3,050.79	(549.08)
Bucyrus Intl Inc	5	4/23/2010	7/19/2010	260.60	339.80	(79.20)
Belo Corp	532	1/20/2010	7/19/2010	3,106.08	3,099.27	6.81
Belo Corp	60	4/23/2010	7/19/2010	350.31	539.40	(189.09)
CNH Global NV	109	1/20/2010	7/19/2010	2,982.60	3,023.47	(40.87)
CNH Global NV	12	4/23/2010	7/19/2010	328.36	380.04	(51.68)
Cleveland Cliffs Inc	62	1/20/2010	7/19/2010	2,912.84	3,057.07	(144.23)
Cleveland Cliffs Inc	7	4/23/2010	7/19/2010	328.87	509.74	(180.87)
Cirrus Logic Inc	16	7/15/2010	7/19/2010	280.07	286.76	(6.69)
Cott Corp	28	1/20/2010	7/19/2010	169.84	235.76	(65.92)
Cott Corp	41	4/23/2010	7/19/2010	248.70	352.60	(103.90)
Cree Inc	49	1/20/2010	7/19/2010	3,203.19	3,095.20	107.99
Cree Inc	6	4/23/2010	7/19/2010	392.23	477.18	(84.95)
Dsw Inc	117	1/20/2010	7/19/2010	2,714.18	3,063.36	(349.18)
Dsw Inc	13	4/23/2010	7/19/2010	301.58	365.43	(63.85)
Delta Air Lines Inc	239	1/20/2010	7/19/2010	2,569.21	3,161.41	(592.20)
Delta Air Lines Inc	27	4/23/2010	7/19/2010	290.24	353.43	(63.19)
Elizabeth Arden Inc	188	1/20/2010	7/19/2010	2,793.42	3,037.10	(243.68)
Elizabeth Arden Inc	21	4/23/2010	7/19/2010	312.03	392.49	(80.46)
Ford Motor Co	265	7/22/2009	7/19/2010	3,044.80	1,677.45	1,367.35
Ford Motor Co	30	4/23/2010	7/19/2010	344.69	425.40	(80.71)
Fuel Systems Solutions Inc	71	1/20/2010	7/19/2010	1,935.07	3,140.13	(1,205.06)
Fuel Systems Solutions Inc	8	4/23/2010	7/19/2010	218.04	269.60	(51.56)
Ferro Corp	376	1/20/2010	7/19/2010	2,704.44	3,066.47	(362.03)
Ferro Corp	42	4/23/2010	7/19/2010	302.09	430.50	(128.41)
Gannett Company Incorporated	191	1/20/2010	7/19/2010	2,639.95	3,079.03	(439.08)
Gannett Company Incorporated	21	4/23/2010	7/19/2010	290.26	384.30	(94.04)
Gencorp Inc	475	1/20/2010	7/19/2010	2,380.37	3,057.91	(677.54)
Gencorp Inc	53	4/23/2010	7/19/2010	265.60	308.46	(42.86)
Gentex Corp	169	1/20/2010	7/19/2010	3,188.10	3,069.34	118.76
Gentex Corp	19	4/23/2010	7/19/2010	358.42	432.44	(74.02)
Hartford Financial Services Group	114	1/20/2010	7/19/2010	2,471.82	3,116.52	(644.70)
Hartford Financial Services Group	13	4/23/2010	7/19/2010	281.87	382.59	(100.72)
Ion Geophysical Corp	495	1/20/2010	7/19/2010	1,957.54	3,030.79	(1,073.25)
Ion Geophysical Corp	56	4/23/2010	7/19/2010	221.46	338.80	(117.34)

Peale Foundation
 Captial Gains and Losses
 JP Morgan Acct # 036-02512
 10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
Hutchinson Technology Inc	312	1/20/2010	7/19/2010	1,386.53	3,095.29	(1,708.76)
Hutchinson Technology Inc	35	4/23/2010	7/19/2010	155.54	263.20	(107.66)
Jones Lang LaSalle Inc	52	1/20/2010	7/19/2010	3,421.63	3,030.37	391.26
Jones Lang LaSalle Inc	6	4/23/2010	7/19/2010	394.80	486.00	(91.20)
Jabil Circuit Incorporated	182	1/20/2010	7/19/2010	2,735.77	3,087.08	(351.31)
Jabil Circuit Incorporated	20	4/23/2010	7/19/2010	300.63	338.20	(37.57)
Las Vegas Sands Corp	31	1/20/2010	7/19/2010	733.86	571.08	162.78
La Z Boy Inc	280	1/20/2010	7/19/2010	2,044.83	3,101.57	(1,056.74)
La Z Boy Inc	31	4/23/2010	7/19/2010	226.39	455.39	(229.00)
McClatchy Co	576	1/20/2010	7/19/2010	1,906.98	3,027.86	(1,120.88)
McClatchy Co	65	4/23/2010	7/19/2010	215.20	372.45	(157.25)
Quantum Corporation	1,039	1/20/2010	7/19/2010	1,935.62	3,056.63	(1,121.01)
Quantum Corporation	117	4/23/2010	7/19/2010	217.97	341.23	(123.26)
Priceline Com Inc	15	1/20/2010	7/19/2010	3,308.72	3,162.46	146.26
Priceline Com Inc	2	4/23/2010	7/19/2010	441.16	521.12	(79.96)
Ruby Tuesday Inc	322	7/22/2009	7/19/2010	2,898.69	2,413.15	485.54
Ruby Tuesday Inc	90	1/20/2010	7/19/2010	810.19	677.39	132.80
Ruby Tuesday Inc	46	4/23/2010	7/19/2010	414.10	548.78	(134.68)
Skechers Usa Inc	100	1/20/2010	7/19/2010	3,300.27	3,095.14	205.13
Skechers Usa Inc	11	4/23/2010	7/19/2010	363.03	460.46	(97.43)
Southern Copper Corp	94	1/20/2010	7/19/2010	2,774.52	3,059.57	(285.05)
Southern Copper Corp	11	4/23/2010	7/19/2010	324.68	344.63	(19.95)
Sanmina-SCI Corp	25	1/20/2010	7/19/2010	358.93	302.64	56.29
Stein Mart Inc	236	7/22/2009	7/19/2010	1,652.65	2,438.20	(785.55)
Stein Mart Inc	71	1/20/2010	7/19/2010	497.20	713.45	(216.25)
Stein Mart Inc	34	4/23/2010	7/19/2010	238.09	342.04	(103.95)
Tenneco Inc	163	1/20/2010	7/19/2010	3,719.10	3,088.48	630.62
Tenneco Inc	18	4/23/2010	7/19/2010	410.70	475.02	(64.32)
Tempur Pedic International Inc	19	7/22/2009	7/19/2010	595.14	271.75	323.39
TRW Automotive Holdings Corp	120	1/20/2010	7/19/2010	3,559.46	3,072.46	487.00
TRW Automotive Holdings Corp	13	4/23/2010	7/19/2010	385.61	448.89	(63.28)
Tw Telecom Incorporated	181	1/20/2010	7/19/2010	3,177.41	3,067.52	109.89
Tw Telecom Incorporated	20	4/23/2010	7/19/2010	351.09	359.80	(8.71)
United Continental Holdings	235	1/20/2010	7/19/2010	4,678.99	3,155.16	1,523.83
United Continental Holdings	26	4/23/2010	7/19/2010	517.68	583.66	(65.98)
Unisys Corp	87	1/20/2010	7/19/2010	1,803.44	3,105.90	(1,302.46)
Unisys Corp	10	4/23/2010	7/19/2010	207.29	384.40	(177.11)
Urban Outfitters Inc	96	1/20/2010	7/19/2010	3,122.19	3,065.00	57.19
Urban Outfitters Inc	11	4/23/2010	7/19/2010	357.75	438.48	(80.73)
Valeant Pharmaceuticals Intl	87	1/20/2010	7/19/2010	4,696.22	3,103.50	1,592.72
Valeant Pharmaceuticals Intl	10	4/23/2010	7/19/2010	539.80	419.00	120.80
Vonage Holdings Corp	531	1/20/2010	7/19/2010	1,189.63	836.96	352.67
Valassis Communications Inc	47	7/22/2009	7/19/2010	1,371.66	338.19	1,033.47
Veeco Instruments Inc.	86	1/20/2010	7/19/2010	3,403.32	3,112.82	290.50
Veeco Instruments Inc.	10	4/23/2010	7/19/2010	395.74	511.30	(115.56)
Zumiez Inc	220	1/20/2010	7/19/2010	3,686.36	3,036.70	649.66
Zumiez Inc	25	4/23/2010	7/19/2010	418.91	504.50	(85.59)
Zoll Medical Corp	104	1/20/2010	7/19/2010	2,564.35	3,101.99	(537.64)
Zoll Medical Corp	12	4/23/2010	7/19/2010	295.89	348.72	(52.83)
Anadarko Petroleum Corp	47	1/20/2010	7/19/2010	2,189.50	3,095.42	(905.92)
Anadarko Petroleum Corp	5	4/23/2010	7/19/2010	232.93	365.95	(133.02)

Peale Foundation
Capital Gains and Losses
JP Morgan Acct # 036-02512
10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
Total Short-term				290,776.77	279,024.71	11,752.06
LONG-TERM						
Cott Corp	337	7/17/2009	7/19/2010	2,044.20	2,331.89	(287.69)
Total Long-term				2,044.20	2,331.89	(287.69)
Overall total				292,820.97	281,356.60	11,464.37

Peale Foundation
 Captial Gains and Losses
 JP Morgan Acct # 036-02513
 10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
SHORT TERM						
Ishares Inc Italy	178	10/31/2009	1/31/2010	3,617.41	3,750.96	(133.55)
Ishares Inc Japan	16	10/31/2009	1/31/2010	167.03	158.56	8.47
Ishares Inc Malaysia	146	10/31/2009	1/31/2010	1,642.11	1,550.52	91.59
Ishares Inc Spain	34	10/31/2009	1/31/2010	1,678.55	1,696.26	(17.71)
Ishares Inc Switzerland	7	10/31/2009	1/31/2010	161.55	152.81	8.74
Ishares Inc CDA	19	10/31/2009	1/31/2010	514.84	496.99	17.85
Ishares Inc Turkey	5	10/31/2009	1/31/2010	290.64	266.85	23.79
Ishares Inc France	74	10/31/2009	1/31/2010	1,994.27	1,938.71	55.56
iShares MSCI Israel	27	10/31/2009	1/31/2010	1,529.80	1,356.17	173.63
PowerShares India Portfolio	207	10/31/2009	1/31/2010	4,812.58	4,485.34	327.24
Ishares Inc South Korea	37	10/31/2009	5/31/2010	1,792.37	1,699.56	92.81
Total Short-term				18,201.15	17,552.73	648.42
LONG TERM						
Ishares Trust MSCI Eafe Index	2,087	10/16/2008	10/31/2009	114,942.32	92,545.93	22,396.39
Ishares Trust MSCI Emerging Markets	916	10/16/2008	10/31/2009	36,491.86	22,581.05	13,910.81
Total Long-term				151,434.18	115,126.98	36,307.20
Overall Total				169,635.33	132,679.71	36,955.62

Peale Foundation
 Capital Gains and Losses
 JP Morgan Acct # 062-21218
 10/1/09 - 9/30/10

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
SHORT TERM						
Ishares Trust Healthcare	1,537	11/18/2008	11/18/2009	94,768.98	78,233.30	16,535.68
Total Short-term				94,768.98	78,233.30	16,535.68
LONG TERM						
CVS Caremark Corp	12	11/26/2007	9/30/2010	362.87	326.95	35.92
Vanguard Sector Index Tele	100	8/22/2007	9/30/2010	6,188.89	7,739.79	(1,550.90)
Vanguard Sector Index Tele	1,249	8/22/2007	9/30/2010	77,274.32	96,669.98	(19,395.66)
CVS Caremark Corp	12	11/26/2007	9/30/2010	362.87	326.95	35.92
CVS Caremark Corp	100	11/26/2007	9/30/2010	3,024.00	2,724.56	299.44
CVS Caremark Corp	200	11/26/2007	9/30/2010	6,047.89	5,449.12	598.77
CVS Caremark Corp	488	11/26/2007	9/30/2010	14,756.92	13,295.85	1,461.07
Total Long-term				108,017.76	126,533.20	(18,515.44)
Overall total				202,786.74	204,766.50	(1,979.76)

Peale Foundation, Inc.
Attachment to 990-PF
Part II, Line 10b
Schedule of Corporate Stocks

<u>Name</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Alcoa Inc Com	Market Value	108,990	108,990
Anadarko Pete Corp A Pershing Co	Market Value	148,330	148,330
Apache Corp	Market Value	136,864	136,864
Apple, Inc.	Market Value	56,750	56,750
Berkshire Hathaway Inc Cl A	Market Value	164,623	164,623
Canadian Natl Ry	Market Value	128,040	128,040
Carpenter Technology	Market Value	101,130	101,130
Church & Dwight Co. Inc.	Market Value	162,350	162,350
ConocoPhillips	Market Value	158,047	158,047
Du Pont E I De Nemours & Co	Market Value	133,860	133,860
Exxon Mobil Corp	Market Value	163,126	163,126
General Electric Co	Market Value	65,000	65,000
Hewlett Packard	Market Value	106,437	106,437
IBM	Market Value	107,312	107,312
Ishares Inc	Market Value	79,320	79,320
JP Morgan Chase & Co	Market Value	57,090	57,090
McDonalds Corp	Market Value	134,118	134,118
Microsoft Corp	Market Value	48,980	48,980
Microsoft Corp	Market Value	17,143	17,143
NYSE Euronext	Market Value	42,855	42,855
Oracle Corp	Market Value	139,119	139,119
Pepsico	Market Value	132,880	132,880
Procter & Gamble Co	Market Value	59,970	59,970
United Technologies Corp Del Com	Market Value	128,214	128,214
Washington Real Estate Investment	Market Value	126,920	126,920
American Express Co	Market Value	117,936	117,936
Berkshire Hathaway Inc Cl B	Market Value	124,020	124,020
CVS Caremark Corp	Market Value	62,940	62,940
Calamos Convertible	Market Value	45,017	45,017
Comcast Corp	Market Value	76,117	76,117
General Electric Co	Market Value	64,123	64,123
Ishares Trust	Market Value	144,567	144,567
JP Morgan Chase & Co	Market Value	187,978	187,978
Pfizer, Inc.	Market Value	85,850	85,850
Procter & Gamble	Market Value	207,856	207,856
Schwab Charles Corp	Market Value	26,007	26,007
Sector Spider Utilities	Market Value	67,561	67,561
Sector Spider Trust Energy	Market Value	260,903	260,903

Peale Foundation, Inc.
Attachment to 990-PF
Part II, Line 10b
Schedule of Corporate Stocks

<u>Name</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Sector Spider Trust Materials	Market Value	51,956	51,956
Taiwan Semiconductor	Market Value	203	203
Yahoo Inc	Market Value	53,024	53,024
Adtran Inc	Market Value	4,201	4,201
Advance Auto Parts Inc	Market Value	4,225	4,225
Aeropostale Inc	Market Value	2,999	2,999
Akamai Technologies Inc	Market Value	4,315	4,315
American Axle & Manufacturing	Market Value	4,266	4,266
Applied Micro Circuits Corp	Market Value	3,460	3,460
ArvinMeritor Inc	Market Value	4,149	4,149
Autoliv, Inc.	Market Value	4,769	4,769
Baldor Electric Co	Market Value	4,161	4,161
Brown Shoe Company Inc	Market Value	2,936	2,936
Children's Place Retail Stores Inc	Market Value	4,097	4,097
Chipotle Mexican Grill Inc	Market Value	4,644	4,644
Cimarex Energy Co	Market Value	3,441	3,441
Cirrus Logic Inc	Market Value	3,764	3,764
Coinstar Inc	Market Value	3,439	3,439
Core Laboratories NV	Market Value	4,138	4,138
Cracker Barrel Old Country Store Inc	Market Value	4,010	4,010
Crocs Inc	Market Value	4,550	4,550
DineEquity Inc	Market Value	5,218	5,218
Eresearchtechnology Inc	Market Value	3,179	3,179
F5 Networks Inc	Market Value	5,087	5,087
Genworth Financial Inc	Market Value	3,324	3,324
Hershey Company	Market Value	3,474	3,474
LAM Research Corp	Market Value	3,808	3,808
Las Vegas Sands Corp	Market Value	5,471	5,471
Lattice Semiconductor Corp	Market Value	3,211	3,211
Metropcs Communications Incorporated	Market Value	4,351	4,351
Netflix Com Inc	Market Value	5,027	5,027
Newmont Mining Corp	Market Value	4,020	4,020
Novellus Systems Inc	Market Value	3,721	3,721
OmniVision Technologies Inc	Market Value	3,779	3,779
Overstock.com Inc	Market Value	3,238	3,238
Power One Incorporated	Market Value	3,872	3,872
Quiksilver Inc	Market Value	3,683	3,683
Sanmina-SCI Corp	Market Value	3,117	3,117

Peale Foundation, Inc.
Attachment to 990-PF
Part II, Line 10b
Schedule of Corporate Stocks

<u>Name</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Sapient Corp	Market Value	4,225	4,225
SeaChange International Inc	Market Value	3,075	3,075
Sinclair Broadcast Group Inc	Market Value	4,605	4,605
Stillwater Mining Co	Market Value	4,917	4,917
Sunoco Inc	Market Value	4,125	4,125
Tempur Pedic International Inc	Market Value	3,658	3,658
Thoratec Corp	Market Value	3,180	3,180
Tyco Electronics Limited	Market Value	4,208	4,208
Us Airways Group Inc	Market Value	4,024	4,024
Valassis Communications Inc	Market Value	4,304	4,304
Vonage Holdings Corp	Market Value	4,205	4,205
Whole Foods Market Inc	Market Value	3,711	3,711
Ishares Inc Australia	Market Value	2,113	2,113
Ishares Inc Belgium	Market Value	637	637
Ishares Inc Brazil	Market Value	4,001	4,001
Ishares Inc CDA	Market Value	5,746	5,746
Ishares Inc China	Market Value	10,534	10,534
Ishares Inc France	Market Value	9,404	9,404
Ishares Inc Germany	Market Value	2,354	2,354
Ishares Inc Hong Kong	Market Value	9,433	9,433
Ishares Inc Italy	Market Value	2,957	2,957
Ishares Inc Japan	Market Value	14,027	14,027
Ishares Inc Singapore	Market Value	11,422	11,422
Ishares Inc South Korea	Market Value	16,368	16,368
Ishares Inc Spain	Market Value	6,138	6,138
Ishares Inc Sweden	Market Value	7,938	7,938
Ishares Inc Switzerland	Market Value	1,780	1,780
Ishares Inc Tiawan	Market Value	20,198	20,198
Ishares Inc Turkey	Market Value	9,734	9,734
Ishares Inc UK	Market Value	31,166	31,166
iShares MSCI Israel	Market Value	8,346	8,346
iShares MSCI Thailand	Market Value	11,543	11,543
		<u>4,656,746</u>	<u>4,656,746</u>

Peale Foundation, Inc.
Attachment to 990-PF
Part II, Line 10c
Schedule of Corporate Bonds

<u>Name</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
AT&T Broadband 8.375%	Market Value	22,065	22,065
J P Morgan Chase & Co 6.625%	Market Value	53,776	53,776
Verizon 6.875%	Market Value	107,863	107,863
Goldman Sachs 5.50%	Market Value	109,887	109,887
GE Capital Internotes 5.25%	Market Value	50,238	50,238
Kraft Foods 6.125%	Market Value	117,900	117,900
Con Edison Co 7.125%	Market Value	128,662	128,662
		<u>590,391</u>	<u>590,391</u>