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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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 11/01, 2009, and ending 10/31, 2010

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

Room/suite

114 WEST 47TH STREET

B Telephone number (see page 10 of the instructions)

(212) 852-1000

City or town, state, and ZIP code

NEW YORK, NY 10036

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 94,001,736.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,035,783.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	41,034.	40,421.		ATCH 1
4 Dividends and interest from securities	278,547.	277,275.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,933,819.			
b Gross sales price for all assets on line 6a	10,310,561.			
7 Capital gain net income (from Part IV, line 2)		3,933,819.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	6,289,183.	4,251,515.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	6,679.	6,679.	0.	0.
b Accounting fees (attach schedule) ATCH 4	7,500.	7,500.	0.	0.
c Other professional fees (attach schedule)	37,174.	37,174.		
17 Interest. ATTACHMENT 6	2,524.	2,524.		
18 Taxes (attach schedule) (see page 14 of the instructions)	47,873.	7,382.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	206,802.	205,302.		
24 Total operating and administrative expenses. Add lines 13 through 23	308,552.	266,561.	0.	0.
25 Contributions, gifts, grants paid	4,803,500.			4,803,500.
26 Total expenses and disbursements. Add lines 24 and 25	5,112,052.	266,561.	0.	4,803,500.
27 Subtract line 26 from line 12.	1,177,131.			
a Excess of revenue over expenses and disbursements		3,984,954.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 7 Form 990-PF (2009)

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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		10,783,069.	9,558,221.	9,558,221.
	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 16 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) ATCH 9	104,169,586.	102,737,140.	77,255,580.	
	c	Investments - corporate bonds (attach schedule) ATCH 10		1,666,756.	1,666,756.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11	3,970,045.	5,127,633.	5,521,179.		
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)	118,922,700.	119,089,750.	94,001,736.		
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	118,922,700.	119,089,750.		
	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, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	118,922,700.	119,089,750.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	118,922,700.	119,089,750.		

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	118,922,700.
2	Enter amount from Part I, line 27a	2	1,177,131.
3	Other increases not included in line 2 (itemize) ATTACHMENT 12	3	787,687.
4	Add lines 1, 2, and 3	4	120,887,518.
5	Decreases not included in line 2 (itemize) ATTACHMENT 13	5	1,797,768.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	119,089,750.

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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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	3,933,819.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. }					

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))	
2008	4,800,000.	112,943,499.	0.042499	
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	
2 Total of line 1, column (d)			2	0.239361
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	0.047872
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4	94,305,101.
5 Multiply line 4 by line 3			5	4,514,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	39,850.
7 Add lines 5 and 6			7	4,554,424.
8 Enter qualifying distributions from Part XII, line 4			8	4,803,500.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	39,850.
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			
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	39,850.
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	39,850.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	80,000.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	80,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	225.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	39,925.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 39,925. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (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

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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 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 <input type="checkbox"/> N/A				
14 The books are in care of <input type="checkbox"/> UNITED STATES TRUST COMPANY Telephone no. <input type="checkbox"/> 212-852-1000				
Located at <input type="checkbox"/> 114 WEST 47TH STREET NEW YORK, NY ZIP + 4 <input type="checkbox"/> 10036				
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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)? <input type="checkbox"/> 1b		
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? <input type="checkbox"/> 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 <input type="checkbox"/> _____		
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) <input type="checkbox"/> 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> _____		
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 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) <input type="checkbox"/> 3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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? <input type="checkbox"/> 4b		X

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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)? **5b** ☐

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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** ☐

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
ATTACHMENT 14		-0-	-0-	-0-

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 ☐

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
NONE		

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	

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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	78,528,573.
b	Average of monthly cash balances	1b	13,056,124.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	4,156,522.
d	Total (add lines 1a, b, and c)	1d	95,741,219.
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	0.
3	Subtract line 2 from line 1d	3	95,741,219.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,436,118.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	94,305,101.
6	Minimum investment return. Enter 5% of line 5	6	4,715,255.

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	4,715,255.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	39,850.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	39,850.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,675,405.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,675,405.
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	4,675,405.

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	4,803,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,803,500.
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	39,850.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,763,650.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,675,405.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			4,137,295.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 4,803,500.				
a Applied to 2008, but not more than line 2a			4,137,295.	
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 2009 distributable amount				666,205.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				4,009,200.
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

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

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)

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

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

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 28 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))

ATTACHMENT 15

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

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:

ATTACHMENT 16

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

ATTACHMENT 17

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>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year ATTACHMENT 18				
Total.			▶ 3a	4,803,500.
b Approved for future payment				
Total.			▶ 3b	

Form 990-PF (2009)

Schedule of Contributors

OMB No. 1545-0047

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

2009

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 its 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).

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

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

Name of organization	PEIERLS FOUNDATION C/O UNITED STATES TRUST COMPANY, N.A.	Employer identification number 13-6082503
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	E. JEFFREY PEIERLS 73 SOUTH HOLMAN WAY GOLDEN, CO 80401	\$ 1,170,844.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	E. JEFFREY PEIERLS 73 SOUTH HOLMAN WAY GOLDEN, CO 80401	\$ 343,853.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	UD ETHEL F PEIERLS CHAR LEAD TRUST 114 WEST 47TH STREET NEW YORK, NY 10036	\$ 516,370.	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.)

Name of organization **PETERLS FOUNDATION**

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

Employer identification number

13-6082503

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	20524 SHS OSI PHARMACEUTICALS _____ _____ _____	\$ <u>1,170,844.</u>	<u>03/25/2010</u>
<u>2</u>	38355 SHS ZAREBA SYSTEMS _____ _____ _____	\$ <u>343,853.</u>	<u>03/26/2010</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RECEIPTS NOT REPORTED AS INCOME - REFUND	10,325.
ADJUSTMENT TO BASIS IN PASS-THROUGHS REFLECTING ACTIVITY SUBSEQUENT TO CALENDAR K-1S USED IN REPORTING INCOME	775,345. 2,017.
TOTAL	<u>787,687.</u>

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTERNAL REVENUE SERVICE	613.	
AEROGROW	22,619.	22,619.
BOULDER VENTURES IV ANNEX. LP	457.	457.
ACCELERATED TECHNOLOGIES II, LP	1,120.	1,120.
REFLEX SYSTEMS, LLC	2,905.	2,905.
PROSTAR SYSTEMS	13,320.	13,320.
TOTAL	<u>41,034.</u>	<u>40,421.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST	264,675.	264,675.
US TRUST - OTHER INCOME	1,272.	
REFLEX SECURITY, LLC	12,600.	12,600.
TOTAL	<u>278,547.</u>	<u>277,275.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SEC 13D FILING FEES	6,679.	6,679.		
TOTALS	<u>6,679.</u>	<u>6,679.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION	7,500.	7,500.		
TOTALS	<u>7,500.</u>	<u>7,500.</u>	<u>0.</u>	<u>0.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	37,174.	37,174.
TOTALS	37,174.	37,174.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BOULDER VENTURES V, LP	1,149.	1,149.
ACCELERATED TECHNOLOGIES II LP	1,375.	1,375.
TOTALS	<u>2,524.</u>	<u>2,524.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US EXCISE TAXES	40,491.	
FOREIGN TAXES	7,382.	7,382.
TOTALS	47,873.	7,382.

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOULDER VENTURES IV, ANNEX, LP	43,680.	43,680.
ACCELERATED TECHNOLOGIES II LP	83,522.	83,522.
BOULDER VENTURES V, LP	77,975.	77,975.
FILING FEE, NEW YORK	1,500.	
NOTIFICATION ADVERTISEMENT	125.	125.
TOTALS	<u>206,802.</u>	<u>205,302.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
378300 ACUSPHERE INC.	1,844,198.	26,481.
8000000 AEROGROW INTL INC	120,000.	120,000.
107800 ALL AMERN GROUP INC	660,167.	16,170.
187100 ALNYLAM PHARMACEUTICALS	1,304,084.	2,458,494.
26550 AMERICAN FINANCIAL GROUP	465,453.	811,899.
2300 AMERICAN INTERNATIONAL GR	2,275,588.	96,623.
6880 AMERICAS SUPPLIERS INC	348,996.	1,238.
157400 AML COMMUNICATIONS INC.	448,984.	217,212.
113100 ANTIGENICS INC.	1,006,286.	101,790.
6159 ARCA BIOPHARMA WTS.	13,694.	13,694.
160989 ARCA BIOPHARMA, INC.	1,539,585.	624,637.
38025 ARDEA BIOSCIENCES, INC.	1,106,787.	810,693.
175000 ARENA PHARMACEUTICAL IN	1,006,250.	288,750.
153000 ARRAY BIOPHARMA INC.	966,763.	495,720.
9687 ASPEN EXPLORATION CORP.	32,645.	3,875.
2077463 ASPENBIO PHARMA INC.	2,182,626.	1,398,974.
22920 ASTEA INTL INC	251,546.	55,696.
776 AVENTINE RENEWABLE WTS	2,328.	4,966.
5 BACTOLAC PHARMACEUT	160,650.	162,500.
243900 BIOCRYST PHARMACEUTICAL	1,299,997.	1,209,744.
518657 BIOSANTE PHARMACEUT	876,227.	777,986.
467637 CAMBRIDGE HLDGS LTD	161,225.	98,204.
276600 CAPSTONE THERAPEUT	1,250,076.	243,408.
58840 CARDIOVASCULAR SYS	673,998.	385,990.
18800 CEL-SCI CORP COM	92,834.	12,912.
25102 CIBER INC	183,809.	92,124.
52800 CIPRICO INC.	466,482.	53.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
383000 CORTEX PHARMACEUT	795,840.	65,110.
353600 CROSSROADS SYS INC	1,054,245.	424,320.
238160 CYCLACEL PHARMACEUT	509,424.	227,894.
11000 DATA I O CORP	60,500.	58,630.
223600 DESCARTES SYS GROUP	1,084,495.	1,413,152.
49000 DIGI INTL INC	450,280.	473,340.
231000 DITECH NETWORKS	1,207,384.	328,020.
19810 EDCI HLDGS INC	465,056.	67,552.
206900 ELOQUENT INC	6,207.	
40600 EMS TECHNOLOGIES INC	449,284.	724,304.
14800 ENDOLOGIX INC	97,819.	81,844.
195395 EVOTEC AG	2,235,113.	1,302,503.
88684 EXELIXIS INC	1,578,428.	396,417.
74080 FORCE10 NETWORKS INC	1,855,640.	472,834.
297640 FORCE10 NETWORKS INC	899,840.	899,840.
54500 FORESTAR GROUP INC	1,282,556.	931,950.
234828 GENMARK DIAGNOSTICS	1,599,635.	1,150,657.
40960 GOOD TIMES RESTAURANT	284,495.	30,720.
138500 GTX INC	1,399,767.	387,800.
420100 HARBOR BIOSCIENCES	1,165,104.	67,216.
150000 HIBERNA CORPORATION	150,000.	150,000.
97900 HUMAN GENOME SCIENCES	1,203,866.	2,631,552.
2285000 HYPERACTIVE TECHNOL	799,750.	799,750.
700000 HYPERACTIVE TECHNOL	245,000.	245,000.
50000 HYPERCOM CORP	451,939.	298,000.
173000 IMPAX LABORATORIES	1,129,690.	3,259,320.
1150000 IMTHERA MEDICAL INC	1,145,607.	2,530,000.
116400 INCYTE CORP	719,883.	1,939,224.
244800 INSPIRE PHARMACEUT	714,447.	1,713,600.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
44400 INTEGRATED SILICON	399,045.	333,444.
4920 INT'L BUSINESS MACHS	130,539.	706,512.
362500 ISTA PHARMACEUT INC	1,447,839.	1,566,000.
22840 KENT INTL HLDGS INC	246,647.	41,569.
156600 KERYX HIOPHARMACEUT	1,749,333.	808,056.
56000 KEYNOTE SYS INC	1,166,610.	682,640.
8680 KINROSS GOLD CORP	58,926.	155,806.
142600 LANDEC CORP	449,903.	896,954.
58933 LANTRONIX INC	779,701.	196,247.
408924 LIPID SCIENCES INC	528,063.	2,862.
26910 LIVEWIRE MOBILE INC	1,145,415.	80,730.
2786842 LPATH INC	2,043,598.	2,731,105.
205533 LPATH INC 07 WTS 4/6/12	111,182.	112,632.
43596 LPATH INC 07 STS 6/13/12	23,584.	23,891.
296053 LPATH INC 8 WTS 8/12/13	139,737.	118,421.
1394179 MAGNUM SEMICONDUCTOR	1,511,405.	1,673,015.
5610 MDI INC COM	492,180.	28.
42399 MICROMET INC	1,096,970.	317,569.
203000 MIDDLEBROOK	1,240,219.	17,255.
200000 MIRAGEN THERAPEUTIC	600,000.	600,000.
86667 MOTRICITY INC	1,260,220.	1,040,871.
171100 MOVE INC	1,040,495.	403,796.
38190 MS&D INSURANCE	1,350,346.	916,465.
170000 MYREXIS INC	963,885.	623,900.
44456 NETLOGIC MICROSYSTEMS	1,027,000.	1,336,347.
2850824 NEW FRONTIER ENERGY	644,030.	450,000.
2075.25 NEW FRONTIER ENERGY	413,110.	112,997.
250900 NIPPONKOA INSURANCE CO.	1,817,571.	1,722,504.
104800 OMEROS CORP	555,620.	840,496.
463000 ORCHID CELLMARK INC	2,003,998.	694,500.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
105900 OSI PAHRMACEUTICAL	896,574.	1,362,432.
177400 PAIN THERAPEUT INC	450,054.	19,078.
5314 PAION AG		
353400 PEERLESS SYS CORP	1,097,839.	1,130,880.
186693 PEPPERBALL TECHNOL	211,049.	1,400.
45925 PEPPERBALL TECHNOL	578,655.	3,444.
369378 PEPPER BALL TECHNOL	940,027.	7,388.
369800 PEREGRINE PHARMACEUT	634,242.	562,096.
840000 PEREGRINE SEMICONDR SER	1,248,658.	1,248,658.
265300 PERFORMANCE TECHNOL	914,166.	576,306.
55000 PFIZER INC	896,635.	957,825.
84127 PFSWEB INC	877,266.	327,254.
251900 PHARMACYCLICS, INC.	509,093.	1,541,628.
2014 PHOTOMEDEX INC	366,788.	10,614.
30600 PLANAR SYS INC	184,743.	70,380.
15970 POWERWAVE TECHNOL	203,218.	34,735.
457766 PRESCIENT MEDICAL INC	2,003,295.	302,126.
369600 PROFOLDRX INC	136,752.	136,752.
94900 PROGENICS PHARMACEUT	385,668.	446,030.
912775 PROSTOR SYSTEMS INC	309,330.	465,515.
207522 PROSTOR SYSTEMS INC	296,010.	105,836.
5071 PSS WORLD MED INC	36,968.	119,929.
50546 QUALMARK CORP	394,916.	9,603.
100000 QUANTIA COMMUNICA	100,000.	100,000.
1204095 QUANTIA COMMUNICA	800,000.	1,204,094.
174380 QUANTUM GROUP INC WTS	19,800.	52.
174380 QUANTUM GROUP INC WTS	11,550.	35.
262138 QUANTUM GROUP INC WTS	565,000.	2,752.
1300000 REFLEX SECURITY INC	1,300,000.	13,000.
12600 REFLEX SECURITY INC	12,600.	126.
46384 REMEC INC	138,725.	43,601.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
282400 RIVERSTONE NETWORKS, IN	340,237.	
5000 SAFE COMMUNICATIONS	353,645.	3,550.
246000 SANGAMO BIOSCIENCES	1,127,936.	917,580.
353900 SCICLONE PHARMACEUT	1,400,033.	1,192,643.
6353472 SOLFOCUS SER. C CV PFD	1,000,100.	1,000,100.
5884 SOLITARIO EXPL & RTY	6,884.	13,062.
48600 SONICBLUE INC.	195,320.	39.
2954 STRASBAUGH	21,886.	739.
192123 SUNIVA INC	1,500,324.	1,772,400.
10700 SUNRISE TEL ECOM INC	21,724.	4,708.
182 443 SYMMETRICOM INC	600,706.	1,136,620.
15602 SYNERON MEDICAL L TD	148,668.	164,289.
153600 TITAN PHARMACEUT INC	1,047,803.	187,392.
59000 TOKIO MARINE HOLDINGS IN	896,155.	1,661,229.
17344 TRANSWITCH CORP	920,329.	38,330.
292900 UBICS INC	801,213.	149,379.
31300 URSTADT BIDDLE PROP. CLA	191,019.	601,273.
31300 URSTADT BIDDLE PROPERTIE	193,899.	515,981.
359900 VANDA PHARMACEUT INC	329,724.	2,630,869.
30 VERILINK CORP	449,889.	1.
1242 VERNALIS PLC	498,544.	1,738.
68000 YAMANASHI CHUO BANK	709,115.	262,545.
685000 YM BIOSCIENCES INC.	1,242,623.	1,390,550.
TOTALS	<u>102,737,140.</u>	<u>77,255,580.</u>

FORM 990PF, PART II - CORPORATE BONDS

<u>ATTACHMENT 10</u>		
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
800000 AEROGROW INTL INC	680,000.	680,000.
400000 CAMBRIDGE-8003 PRES.	400,000.	400,000.
143756 MIRAGEN THERAPEUTIC	143,756.	143,756.
443000 SOLFOCUS NOTES	443,000.	443,000.
TOTALS	<u>1,666,756.</u>	<u>1,666,756.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>ATTACHMENT 11</u>	
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
BOULDER VENTURES IV ANNEX, LP	1,488,174.
BOULDER VENTURES V, LP	1,139,714.
ACCELERATED TECHNOLOGIES II LP	1,076,681.
REFLEX SYSTEMS, LLC	398,661.
CF INVESTORS LLC	891,906.
LONGWOOD FOUNDERS FUND, LP	132,497.
TOTALS	5,127,633.
	1,383,255.
	1,609,614.
	988,568.
	591,923.
	891,906.
	55,913.
	5,521,179.

ATTACHMENT 13FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCESS FMV OVER COST BASIS OF SECURITIES CONTRIBUTED TO THE FOUNDATION	1,395,778.
PRIOR YEAR COST ADJUSTMENT	205,823.
PASSIVE LOSS FROM PASS-THROUGH (REFLEX SYSTEMS, LLC)	196,167.
TOTAL	<u>1,797,768.</u>

PEIERLS FOUNDATION

13-6082503

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

ATTACHMENT 14

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
2600 CENTURY SQUARE
1501 4TH AVENUE
SEATTLE, WA 98101

SECRETARY

GRAND TOTALS

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

E. JEFFREY PEIERLS
BRIAN E. PEIERLS

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

E. 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 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENTRECIPIENT NAME AND ADDRESSPURPOSE OF GRANT OR CONTRIBUTIONAMOUNT

AMERICAN FOUNDATION FOR THE BLIND

2 PENN PLAZA SUITE 1102

NEW YORK, NY 10121

18,400

AMERICAN RED CROSS

2025 EAST STREET N W.

WASHINGTON, DC 20006

351,700

CHIEF SEATTLE COUNCIL, BOY SCOUTS OF AMERICA

PO BOX 440408

SEATTLE, WA 98114-9758

27,800.

MEHARRY MEDICAL COLLEGE

1005 DRIVE D B. TODD JR. BLVD

NASHVILLE, TN 37208-3599

53,400.

NAACP LEGAL DEFENSE & EDUCATIONAL FUND

99 HUDSON STREET SUITE 1600

NEW YORK, NY 10013-2897

23,100.

NAACP LEGAL DEFENSE & EDUCATIONAL FUND

99 HUDSON STREET, SUITE 1600

NEW YORK, NY 10013-2897

14,200

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF WESTERN WASHINGTON 2001 EAST MADISON STREET SEATTLE, WA 98122-2959			75,500
NAACP SPECIAL CONTRIBUTION FUND 4805 MT HOPE DRIVE BALTIMORE, MD 21215-3297			15,600
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540-9983			27,800.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET N.W. SUITE 700 WASHINGTON, DC 20005			54,100
LIVING CLASSROOM FOUNDATION 802 SOUTH CAROLINE STREET BALTIMORE, MD 21231			57,900.
ARTHRITIS FOUNDATION 1330 WEST PEACHTREE STREET ATLANTA, GA 38309			27,900.

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHERN NEW JERSEY COUNCIL, BSA PO BOX 620 OAKLAND, NJ 07436			27,800
SAYWHATCLUB 18620 89TH AVENUE NE BOTHELL, WA 98011			7,300.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001			211,300
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY 151 WASHINGTON STREET NEWARK, NJ 07102			75,500
POPULATION RESOURCE CENTER ONE HIGHLAND ROAD PRINCETON, NJ 08540			20,700
LAKE WASHINGTON COLLEGE FOUNDATION 11605 132ND AVENUE N E KIRKLAND, WA 98034-8506			52,800.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION 707 RIO GRNAD AUSTIN, TX 78701		75,500
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE SUITE 200 SACRAMENTO, CA 95834		40,600
VIRGINIA GARCIA MEMORIAL HEALTH CENTER PO BOX 568 CORNELIUS, OR 97113		68,300
BIG BROTHERS BIG SISTERS OF AUSTIN, TEXAS 1400 TILLARY STREET AUSTIN, TX 78721		69,600.
BOY SCOUTS OF AMERICA, CAPITAL AREA COUNCIL 7540 ED BLUESTEIN BLVD. AUSTIN, TX 78723-2399		27,800
AUSTIN COMMUNITY COLLEGE FOUNDATION 5930 MIDDLE FISKVILLE ROAD AUSTIN, TX 78752		31,600.

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PLANNED PARENTHOOD ASSOCIATION OF HIDALGO COUNTY

916 EAST HACKBERRY

MCALLEN, TX 78501

RAISING AUSTIN

PO BOX 10047

AUSTIN, TX 78756-1047

DEERFIELD ACADEMY

DEERFIELD, MA 01342

NATURAL RESOURCES DEFENSE COUNCIL

40 WEST 20TH STREET

NEW YORK, NY 10011

THE INTERFAITH ALLIANCE FOUNDATION

1212 NEW YORK AVENUE NW, 7TH FLOOR

WASHINGTON, DC 20005

AMERICAN HEART ASSOCIATION OF COLORADO

1280 SOUTH PARKER ROAD

DENVER, CO 80231

103,200.

50,000

63,300.

50,300

50,300

15,900

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA, DENVER AREA COUNCIL 2901 WEST 19TH AVENUE DENVER, CO 80204-1786			25,500
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289			520,300
HISPANIC SCHOLARSHIP FUND 55 SECOND STREET, SUITE 1500 SAN FRANCISCO, CA 94105			618,300.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 950 BROADWAY DENVER, CO 80203-2706			74,600.
STANFORD GRADUATE SCHOOL OF BUSINESS 518 MEMORIAL WAY STANFORD, CA 94305-5015			64,300
THE NATURE CONSERVATORY 2424 SPRUCE STREET BOULDER, CO 80302-4617			377,000

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE UNIVERSITY, OFFICE OF DEVELOPMENT PO BOX 2038 NEW HAVEN, CT 06521-2038			37,500.
COLORADO UPLIFT 1888 SHERMAN STREET, SUITE 570 DENVER, CO 80203			13,300
AMERICAN INDIAN FUND 8333 GREENWOOD BLVD. DENVER, CO 80221-4488			110,300
THE DEAFNESS RESEARCH FOUNDATION 1050 17TH STREET, NW, SUITE 701 WASHINGTON, DC 20036			31,000.
UNITARIAN UNIVERSALIST ASSOCIATION 25 BEACON STREET BOSTON, MA 02108			20,200.
UNITED NEGRO COLLEGE FUND PO BOX 10444 FAIRFAX, VA 22031-8044			145,300

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHERN INSTITUTE FOR EDUCATION & RESEARCH 6035 HURST STREET NEW ORLEANS, LA 70118			15,100.
METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION PO BOX 173362 - CAMPUS BOX 14 DENVER, CO 80217-9002			113,700
COLLEGE SUMMIT-COLORADO 1201 EAST COLFAX AVENUE, SUITE 301 DENVER, CO 80218			40,400
GIRLS INCORPORATED OF METRO DENVER 1499 JULIAN STREET DENVER, CO 80204			29,100.
COLORADO I HAVE A DREAM FOUNDATION 1836 GRANT STREET DENVER, CO 80203-2022			22,000
DOCTORS WITHOUT BORDERS, USA 333 SEVENTH AVENUE, SECOND FLOOR NEW YORK, NY 10001-5004			210,100

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENERGY OUTREACH COLORADO 225 EAST 16TH AVENUE, SUITE 200 DENVER, CO 80203-1612		30,000
YOUTHBIZ INC. 1617 EAST 35TH AVENUE DENVER, CO 80205		65,300
HOPE CENTER 3400 ELIZABETH STREET DENVER, CO 80205-4244		51,300
SPANISH GED PROGRAM - SKINNER NEIGHBORHOOD CENTER C/O MHUW 2505 18TH STREET DENVER, CO 80211		175,100.
THE AFRICAN-AMERICAN SCHOLARSHIP PROJECT C/O MHUW 2505 18TH STREET DENVER, CO 80211		35,300
BIG BROTHERS BIG SISTERS OF COLORADO 2420 WEST 26TH AVENUE, SUITE 450-D DENVER, CO 80211-5305		

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

AMERICAN UNITED FOR SEPARATION OF CHURCH AND STATE

518 C STREET NE

WASHINGTON, DC 20002

50,300.

F.I. PROCTOR AT UCSF

95 KIRKHAM STREET

SAN FRANCISCO, CA 94143-0944

98,900

UNITARIAN-UNIVERSALIST SERVICE COMMITTEE

689 MASSACHUSETTS AVENUE

CAMBRIDGE, MA 02139-3302

40,100.

TOTAL CONTRIBUTIONS PAID

4,803,500.

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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

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	-403,000.
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	-27,872.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 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	-430,872.

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	4,486,848.
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	-122,157.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 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	4,364,691.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-430,872.
14	Net long-term gain or (loss):			
a	Total for year	14a		4,364,691.
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		3,933,819.

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: a The loss on line 15, column (3) or b \$3,000
16	()

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 \$2,300	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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

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.

2009

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

(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)
1a 400 BAROFOLD 8% CV NOTE	01/30/2009	01/25/2010		396,000.	-396,000.
189583 BAROFOLD INC WTS	07/24/2009	01/25/2010		7,000.	-7,000.
1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b					-403,000

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b		-403,000.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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					
1174 ARCA BIOPHARMA INC	10/14/2005	03/26/2010	10,529.	8,518.	2,011.
19726 ARCA BIOPHARMA INC	02/22/2006	03/26/2010	176,906.	192,145.	-15,239.
75000 AVENTINE RENEWABLE ENER	02/12/2007	03/15/2010	2,328.	1,171,178.	-1,168,850.
300 BAROFOLD 8% CV NOTE	11/24/2008	01/25/2010		297,000.	-297,000.
123000 BAROFOLD INC	03/20/2006	01/25/2010		184,500.	-184,500.
369500 BAROFOLD INC SER A PREF	05/22/2007	01/25/2010		886,800.	-886,800.
671 CAMBRIDGE-EXCESS CAP RET	05/16/1988	12/31/2009	50.		50.
170000 CAMBRIDGE-EXCESS CAP	07/22/1992	12/31/2009	15,470.		15,470.
40000 CAMBRIDGE-EXCESS CAP	04/16/1986	12/31/2009	3,640.		3,640.
2088 DIVINE INC	12/19/2000	09/24/2010		69,353.	-69,353.
5111 DIVINE INC	11/29/2000	09/24/2010		171,844.	-171,844.
616 DIVINE INC	11/28/2000	09/24/2010		20,676.	-20,676.
1400 DIVINE INC	11/30/2000	09/24/2010		47,044.	-47,044.
884 DIVINE INC	12/15/2000	09/24/2010		29,722.	-29,722.
725 DIVINE INC	12/07/2000	09/24/2010		23,125.	-23,125.
3204 DIVINE INC	12/20/2000	09/24/2010		96,232.	-96,232.
1834 DIVINE INC	12/18/2000	09/24/2010		61,272.	-61,272.
626000 ERA CORP SER B CV PREF	10/18/2006	03/31/2010	357,043.		357,043.
29400 FISCHER IMAGING	12/31/1996	10/29/2010		175,739.	-175,739.
45000 FISCHER IMAGING	12/30/1996	10/29/2010		274,613.	-274,613.
.3 LANTRONIX	02/21/2002	12/29/2009	1.		1.
540000 LPATH INC 05 WTS 9/30	11/30/2005	09/30/2010		194,400.	-194,400.
.1 NETLOGIC MICROSYSTEMS	05/29/2008	11/20/2009	42.		42.
25300 OSI PHARMACEUTICALS	06/30/1998	03/02/2010	1,428,202.	142,313.	1,285,889.
16600 OSI PHARMACEUTICALS	09/29/1995	03/02/2010	937,081.	92,337.	844,744.

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

Schedule D-1 (Form 1041) 2009

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					
13300 OSI PHARMACEUTICALS	02/23/1994	03/02/2010	751,253.	46,550.	704,703.
4000 OSI PHARMACEUTICALS	02/25/1994	03/02/2010	225,803.	14,160.	211,643.
14100 OSI PHARMACEUTICALS	02/23/1994	03/02/2010	795,955.	49,350.	746,605.
6700 OSI PHARMACEUTICALS	03/30/1994	03/02/2010	378,451.	22,613.	355,838.
2300 OSI PHARMACEUTICALS	12/30/1994	03/10/2010	131,036.	6,038.	124,998.
3600 OSI PHARMACEUTICALS	08/06/1990	03/10/2010	205,100.	5,850.	199,250.
7300 OSI PHARMACEUTICALS	03/30/1994	03/10/2010	415,897.	24,638.	391,259.
12700 OSI PHARMACEUTICALS	12/30/1994	03/10/2010	723,546.	33,337.	690,209.
3000 OSI PHARMACEUTICALS	10/27/1987	03/19/2010	176,286.	9,120.	167,166.
1024 OSI PHARMACEUTICALS	08/06/1990	03/19/2010	60,172.	1,664.	58,508.
2000 OSI PHARMACEUTICALS	06/14/1990	03/19/2010	117,524.	3,250.	114,274.
2000 OSI PHARMACEUTICALS	01/09/1990	03/19/2010	117,524.	4,000.	113,524.
5000 OSI PHARMACEUTICALS	02/02/1989	03/19/2010	293,810.	11,875.	281,935.
4300 OSI PHARMACEUTICALS	01/25/1994	03/19/2010	252,677.	14,381.	238,296.
3200 OSI PHARMACEUTICALS	01/25/1994	03/29/2010	189,394.	10,702.	178,692.
11700 PHARMACYCLICS	12/19/2001	02/23/2010	69,246.	109,525.	-40,279.
34700 PHARMACYCLICS	12/21/2001	03/03/2010	213,881.	317,736.	-103,855.
8000 PHARMACEUTICALS	04/22/2005	03/03/2010	49,310.	58,145.	-8,835.
18300 PHARMACYCLICS	12/19/2001	03/03/2010	112,796.	171,309.	-58,513.
5600 PHARMACYCLICS	04/25/2005	03/03/2010	34,517.	40,712.	-6,195.
21900 PHARMACYCLICS	12/22/2001	03/03/2010	134,986.	200,616.	-65,630.
3700 PHARMACYCLICS	04/20/2005	03/03/2010	31,493.	26,836.	4,657.
13800 PHARMACYCLICS	04/26/2005	04/15/2010	117,462.	98,529.	18,933.
16400 PHARMACYCLICS	04/25/2005	04/15/2010	139,592.	119,198.	20,394.
22252 SYBASE	11/28/2000	07/30/2010	1,446,380.	370,872.	1,075,508.

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

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 4,486,848.

Schedule D-1 (Form 1041) 2009

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)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-27,872.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-122,157.	
10,529.		1174 ARCA BIOPHARMA INC PROPERTY TYPE: SECURITIES 8,518.4,538,660.			4,538,660.	P	10/14/2005	03/26/2010
							2,011.	
176,906.		19726 ARCA BIOPHARMA INC PROPERTY TYPE: SECURITIES 192,145.		150,029.		P	02/22/2006	03/26/2010
							-15,239.	
2,328.		75000 AVENTINE RENEWABLE ENER 1,171,178.					02/12/2007	03/15/2010
							-1168850.	
		300 BAROFOLD 8% CV NOTE 297,000.					11/24/2008	01/25/2010
							-297,000.	
		400 BAROFOLD 8% CV NOTE 396,000.					01/30/2009	01/25/2010
							-396,000.	
		123000 BAROFOLD INC 184,500.					03/20/2006	01/25/2010
							-184,500.	
		369500 BAROFOLD INC SER A PREF 886,800.					05/22/2007	01/25/2010
							-886,800.	
		189583 BAROFOLD INC WTS 7,000.					07/24/2009	01/25/2010
							-7,000.	
50.		671 CAMBRIDGE-EXCESS CAP RET					05/16/1988	12/31/2009
							50.	
15,470.		170000 CAMBRIDGE-EXCESS CAP					07/22/1992	12/31/2009
							15,470.	
3,640.		40000 CAMBRIDGE-EXCESS CAP					04/16/1986	12/31/2009
							3,640.	
		2088 DIVINE INC 69,353.					12/19/2000	09/24/2010
							-69,353.	

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)	
357,043.		5111 DIVINE INC 171,844.				11/29/2000 -171,844.	09/24/2010
		616 DIVINE INC 20,676.				11/28/2000 -20,676.	09/24/2010
		1400 DIVINE INC 47,044.				11/30/2000 -47,044.	09/24/2010
		884 DIVINE INC 29,722.				12/15/2000 -29,722.	09/24/2010
		725 DIVINE INC 23,125.				12/07/2000 -23,125.	09/24/2010
		3204 DIVINE INC 96,232.				12/20/2000 -96,232.	09/24/2010
		1834 DIVINE INC 61,272.				12/18/2000 -61,272.	09/24/2010
		626000 ERA CORP SER B CV PREF				10/18/2006 357,043.	03/31/2010
		29400 FISCHER IMAGING 175,739.				12/31/1996 -175,739.	10/29/2010
		45000 FISCHER IMAGING 274,613.				12/30/1996 -274,613.	10/29/2010
1.		.3 LANTRONIX				02/21/2002 1.	12/29/2009
		540000 LPATH INC 05 WTS 9/30 194,400.				11/30/2005 -194,400.	09/30/2010

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)	
42.		.1 NETLOGIC MICROSYSTEMS					05/29/2008 42.	11/20/2009
1,428,202.		25300 OSI PHARMACEUTICALS 142,313.					06/30/1998 1,285,889.	03/02/2010
937,081.		16600 OSI PHARMACEUTICALS 92,337.					09/29/1995 844,744.	03/02/2010
751,253.		13300 OSI PHARMACEUTICALS 46,550.					02/23/1994 704,703.	03/02/2010
225,803.		4000 OSI PHARMACEUTICALS 14,160.					02/25/1994 211,643.	03/02/2010
795,955.		14100 OSI PHARMACEUTICALS 49,350.					02/23/1994 746,605.	03/02/2010
378,451.		6700 OSI PHARMACEUTICALS 22,613.					03/30/1994 355,838.	03/02/2010
131,036.		2300 OSI PHARMACEUTICALS 6,038.					12/30/1994 124,998.	03/10/2010
205,100.		3600 OSI PHARMACEUTICALS 5,850.					08/06/1990 199,250.	03/10/2010
415,897.		7300 OSI PHARMACEUTICALS 24,638.					03/30/1994 391,259.	03/10/2010
723,546.		12700 OSI PHARMACEUTICALS 33,337.					12/30/1994 690,209.	03/10/2010
176,286.		3000 OSI PHARMACEUTICALS 9,120.					10/27/1987 167,166.	03/19/2010

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)	
60,172.		1024 OSI PHARMACEUTICALS 1,664.					08/06/1990 58,508.	03/19/2010
117,524.		2000 OSI PHARMACEUTICALS 3,250.					06/14/1990 114,274.	03/19/2010
117,524.		2000 OSI PHARMACEUTICALS 4,000.					01/09/1990 113,524.	03/19/2010
293,810.		5000 OSI PHARMACEUTICALS 11,875.					02/02/1989 281,935.	03/19/2010
252,677.		4300 OSI PHARMACEUTICALS 14,381.					01/25/1994 238,296.	03/19/2010
189,394.		3200 OSI PHARMACEUTICALS 10,702.					01/25/1994 178,692.	03/29/2010
69,246.		11700 PHARMACYCLICS 109,525.					12/19/2001 -40,279.	02/23/2010
213,881.		34700 PHARMACYCLICS 317,736.					12/21/2001 -103,855.	03/03/2010
49,310.		8000 PHARMACEUTICALS 58,145.					04/22/2005 -8,835.	03/03/2010
112,796.		18300 PHARMACYCLICS 171,309.					12/19/2001 -58,513.	03/03/2010
34,517.		5600 PHARMACYCLICS 40,712.					04/25/2005 -6,195.	03/03/2010
134,986.		21900 PHARMACYCLICS 200,616.					12/22/2001 -65,630.	03/03/2010

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)	
31,493.		3700 PHARMACYCLICS 26,836.					04/20/2005 4,657.	03/03/2010
117,462.		13800 PHARMACYCLICS 98,529.					04/26/2005 18,933.	04/15/2010
139,592.		16400 PHARMACYCLICS 119,198.					04/25/2005 20,394.	04/15/2010
1,446,380.		22252 SYBASE 370,872.					11/28/2000 1,075,508.	07/30/2010
10.		.9 SYNERON MEDICAL					12/22/2000 10.	01/15/2010
2.		.9 TRANSWITCH					03/24/2004 2.	12/04/2009
27,000.		3000 ZAREBA SYSTEMS 7,265.					08/18/1989 19,735.	04/02/2010
54,000.		6000 ZAREBA SYSTEMS 11,022.					10/27/1987 42,978.	04/02/2010
20,250.		2250 ZAREBA SYSTEMS 4,890.					12/21/1998 15,360.	04/02/2010
44,550.		4950 ZAREBA SYSTEMS 8,362.					12/07/1992 36,188.	04/02/2010
60,750.		6750 ZAREBA SYSTEMS 13,206.					04/26/1991 47,544.	04/02/2010
4,050.		450 ZAREBA SYSTEMS 880.					04/26/1991 3,170.	04/02/2010

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)	
4,050.		450 ZAREBA SYSTEMS 880.					04/26/1991 3,170.	04/02/2010
47,250.		5250 ZAREBA SYSTEMS 5,489.					02/16/1995 41,761.	04/02/2010
47,250.		5250 ZAREBA SYSTEMS 5,843.					12/15/1999 41,407.	04/02/2010
36,045.		4005 ZAREBA SYSTEMS 6,088.					01/17/1991 29,957.	04/02/2010
TOTAL GAIN (LOSS)					<u>3,933,819.</u>	

Form **8868**

(Rev. January 2011)

Department of the Treasury
Internal Revenue Service**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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☐ calendar year 20 ____ or
- ▶ ☒ tax year beginning 11/01, 20 09, and ending 10/31, 20 10.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	39,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	80,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2011)

- 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 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		

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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


- 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, 2011.
- 5 For calendar year 11/01, 2009, and ending 10/31, 2010.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED TO COMPLETE THE 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	\$ 43,001.
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	\$ 80,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

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  Title CPA Date 6-3-11

MARRS, SEVIER & COMPANY LLC
230 SOUTH HOLLAND STREET
LAKEWOOD, CO 80226

Form 8868 (Rev. 1-2011)