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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning MAR 1, 2010 , and ending FEB 28, 2011

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

Name of foundation
THE PEGGY MEYERHOFF PEARLSTONE
FOUNDATION, INC.

A Employer identification number
52-1035731

Number and street (or P O box number if mail is not delivered to street address)
2 VILLAGE SQUARE
Room/suite 212

B Telephone number
410-532-2263

City or town, state, and ZIP code
BALTIMORE, MD 21210-1624

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 ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 5,578,644.

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

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

SCANNED JUL 18 2011

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,593.	4,593.		STATEMENT 1
	4 Dividends and interest from securities	44,623.	44,623.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	145,942.			
	b Gross sales price for all assets on line 6a 2,397,684.				
	7 Capital gain net income (from Part IV, line 2)		145,942.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<34,724.>	<34,724.>		STATEMENT 3
	12 **Total** Add lines 1 through 11	160,434.	160,434.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	12,000.	12,000.		0.
	c Other professional fees STMT 5	56,826.	26,826.		30,000.
	17 Interest	2,918.	2,918.		0.
	18 Taxes STMT 6	1,137.	1,137.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	20,392.	20,392.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	93,273.	63,273.		30,000.
	25 Contributions, gifts, grants paid	314,000.			314,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	407,273.	63,273.		344,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<246,839.>			
	b **Net investment income** (if negative, enter -0-)		97,161.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	379,487.	82,218.	82,218.
	3	Accounts receivable ▶ 38.			
		Less: allowance for doubtful accounts ▶		38.	38.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	4,718,072.	4,768,464.	5,496,388.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,097,559.	4,850,720.	5,578,644.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,097,559.	4,850,720.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	5,097,559.	4,850,720.	
	31	**Total liabilities and net assets/fund balances**	5,097,559.	4,850,720.	

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	5,097,559.
2	Enter amount from Part I, line 27a	2	<246,839.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,850,720.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,850,720.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	2,397,684.		2,251,742.	145,942.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				145,942.

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 — 145,942.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	370,000.	4,402,388.	.084045
2008	329,500.	6,002,345.	.054895
2007	310,210.	7,508,831.	.041313
2006	255,500.	6,270,002.	.040750
2005	245,000.	5,745,549.	.042642

2	**Total** of line 1, column (d)	2	.263645
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	.052729
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,003,870.
5	Multiply line 4 by line 3	5	263,849.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	972.
7	Add lines 5 and 6	7	264,821.
8	Enter qualifying distributions from Part XII, line 4	8	344,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	972.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	972.
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	972.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d 38.		
7 Total credits and payments. Add lines 6a through 6d		7	38.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	934.
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 2011 estimated tax** ▶	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ N/A

14 The books are in care of ▶ RICHARD L. PEARLSTONE Telephone no. ▶ 410-532-2263

Located at ▶ 2 VILLAGE SQUARE, SUITE 212, BALTIMORE, MD ZIP+4 ▶ 21210-1624

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A — **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD L. PEARLSTONE P.O. BOX 1860 ASPEN, CO 816121860	VP/SEC/TREAS/ 0.00	0.	0.	0.
ELLEN P. LEARY 710 6TH AVENUE NORTH NAPLES, FL 34102	PRESIDENT 0.00	0.	0.	0.
EUGENE SCHREIBER 20 SOUTH CHARLES STREET, SUITE 1200 BALTIMORE, MD 21201	ASST. SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	4,853,011.
b	Average of monthly cash balances	1b	227,060.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,080,071.
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	5,080,071.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,201.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,003,870.
6	**Minimum investment return** Enter 5% of line 5	6	250,194.

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	250,194.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	972.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	972.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	249,222.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	249,222.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	249,222.

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	344,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	344,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	972.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	343,028.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				249,222.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009 118,187.				
f **Total** of lines 3a through e	118,187.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 344,000.				
a Applied to 2009, 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 2010 distributable amount				249,222.
e Remaining amount distributed out of corpus	94,778.			
5 Excess distributions carryover applied to 2010 (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	212,965.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	212,965.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009 118,187.				
e Excess from 2010 94,778.				

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 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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:

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				314,000.
Total			▶ 3a	314,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,593.	
4 Dividends and interest from securities			14	44,623.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<34,724.>	
8 Gain or (loss) from sales of assets other than inventory			18	145,942.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		160,434.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 160,434.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Eugene H Schreiber | 7/5/11 | Asst ~~VP~~/SEC/~~TREAS~~

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
GEORGE W. COX	Geo W. Cox, CPA	7/1/11		

Firm's name ▶ COX, FERBER & ASSOCIATES, LLC — Firm's EIN ▶

Firm's address ▶ 4 NORTH PARK DRIVE, SUITE 121 HUNT VALLEY, MD 21030 — Phone no. 410-771-8033

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

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	ICAHN ENTERPRISES LP	P		07/06/10
b	THRU STIFEL NICOLAUS	P		
c	THRU MORGAN STANLEY	P		
d	THRU PNC	P		
e	BARON PARTNERS FUND	P	12/31/02	10/18/10
f	ICAHN ENTERPRISES LP	P		
g	PASSPORT 1 LP			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,112.		14,949.	<9,837.>
b	296,510.		282,767.	13,743.
c	1,723,503.		1,737,643.	<14,140.>
d	27,510.		22,769.	4,741.
e	345,000.		190,397.	154,603.
f	49.			49.
g			3,217.	<3,217.>
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<9,837.>
b				13,743.
c				<14,140.>
d				4,741.
e				154,603.
f				49.
g				<3,217.>
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	145,942.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

023591
05-01-10

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ICAHN ENTERPRISES LP	41.
PASSPORT I LP	4,552.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,593.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ICAHN ENTERPRISES LP	6.	0.	6.
PASSPORT I LP	18,450.	0.	18,450.
THRU MORGAN STANLEY	14,414.	0.	14,414.
THRU PNC BANK	545.	0.	545.
THRU STIFEL NICOLAUS	11,208.	0.	11,208.
TOTAL TO FM 990-PF, PART I, LN 4	44,623.	0.	44,623.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASSPORT I, LLP	<34,599.>	<34,599.>	
ICAHN ENTERPRISES, LP	<125.>	<125.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<34,724.>	<34,724.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,000.	12,000.		0.
TO FORM 990-PF, PG 1, LN 16B	12,000.	12,000.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	26,422.	26,422.		0.
CONSULTING FEES	30,000.	0.		30,000.
CUSTODY FEES	404.	404.		0.
TO FORM 990-PF, PG 1, LN 16C	56,826.	26,826.		30,000.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,137.	1,137.		0.
TO FORM 990-PF, PG 1, LN 18	1,137.	1,137.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO EXPENSES THRU PARTNERSHIP	20,392.	20,392.		0.
TO FORM 990-PF, PG 1, LN 23	20,392.	20,392.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	FMV	2,975,022.	4,153,872.
INVESTMENT PARTNERSHIPS	FMV	1,793,442.	1,342,516.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,768,464.	5,496,388.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD L. PEARLSTONE
2 VILLAGE SQUARE, STE 212
BALTIMORE, MD 212101624

TELEPHONE NUMBER

410-532-2263

FORM AND CONTENT OF APPLICATIONS

A WRITTEN PROPOSAL SHOULD BE SUBMITTED DESCRIBING THE ACTIVITIES REQUEST TO BE FUNDED WITH ANY SUPPORTING DETAILS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

THE PEGGY MEYERHOFF PEARLSTONE FOUNDATION, INC
SCHEDULE OF CHARITABLE CONTRIBUTIONS (EIN#52-1035731)
FORM 990PF, PART XV, ITEM 3
For the Year Ended February 28, 2011

RECIPIENT	ADDRESS	FOUNDATION STATUS	STATEMENT OF PURPOSE	AMOUNT
Agape Foundation	San Francisco, CA	501(c)(3)	General Purpose of Organization	$ 2,000
Baltimore School for the Arts	Baltimore, MD	501(c)(3)	General Purpose of Organization	7,500
Baltimore Tennis Patrons	Baltimore, MD	501(c)(3)	General Purpose of Organization	10,000
Black Commentator com	Mullica Hill, NJ	501(c)(3)	General Purpose of Organization	3,000
Boys & Girls Club of Collier County	Naples, FL	501(c)(3)	General Purpose of Organization	3,000
Center For Constitutional Rights	New York, NY	501(c)(3)	General Purpose of Organization	5,000
Center For Social Inclusion for Alston/Bannerman Fellowship	Baltimore, MD	501(c)(3)	General Purpose of Organization	5,000
Center For the Study of Public Policy	Dorchester, MA	501(c)(3)	General Purpose of Organization	10,000
Coalition of Immokalee Workers	Immokalee, FL	501(c)(3)	General Purpose of Organization	3,000
David Lawrence Center	Naples, FL	501(c)(3)	General Purpose of Organization	10,000
Davis-Putter Scholarship Fund	New York, NY	501(c)(3)	General Purpose of Organization	3,000
DC Jobs with Justice	Washington, DC	501(c)(3)	General Purpose of Organization	10,000
Doctors Without Borders USA	Hagerstown, MD	501(c)(3)	General Purpose of Organization	7,500
Esperanza Center	San Antonio, TX	501(c)(3)	General Purpose of Organization	5,000
Florida Immigrant Coalition	Miami, FL	501(c)(3)	General Purpose of Organization	5,000
Girl Scouts Eastern Massachusetts	Boston, MA	501(c)(3)	General Purpose of Organization	10,000
Grassroots Global Justice	North Miami, FL	501(c)(3)	General Purpose of Organization	5,000
Harry Chapin Food Bank	Ft Myers, FL	501(c)(3)	General Purpose of Organization	7,500
Healthcare Justice Fund	St Louis, MO	501(c)(3)	General Purpose of Organization	35,000
Highlander Folk Center	New Market, TN	501(c)(3)	General Purpose of Organization	5,000
Institute for In These Times	Chicago, IL	501(c)(3)	General Purpose of Organization	3,000
Institute for Policy Studies	Washington, DC	501(c)(3)	General Purpose of Organization	7,500
Institute for Southern Studies	Durham, NC	501(c)(3)	General Purpose of Organization	7,500
Jewish Law Institute	Central Islap, NY	501(c)(3)	General Purpose of Organization	12,000
Kopkind Colony	Guildford, VT	501(c)(3)	General Purpose of Organization	3,000
Labor Education & Research Project	Detroit, MI	501(c)(3)	General Purpose of Organization	20,000
Left Forum	New York, NY	501(c)(3)	General Purpose of Organization	3,000
Massachusetts Jobs With Justice	Boston, MA	501(c)(3)	General Purpose of Organization	10,000
Monthly Review Foundation	New York, NY	501(c)(3)	General Purpose of Organization	7,500
Movement Strategy Center	Oakland, CA	501(c)(3)	General Purpose of Organization	5,000
Naples Art Museum	Naples, FL	501(c)(3)	General Purpose of Organization	3,000
Naples Philharmonic Center for the Arts	Naples, FL	501(c)(3)	General Purpose of Organization	3,000
Neighborhood Health Clinic	Naples, FL	501(c)(3)	General Purpose of Organization	10,000
PowerU Center for Social Change	Miami, FL	501(c)(3)	General Purpose of Organization	5,000
Reflect and Strengthen	Dorchester, MA	501(c)(3)	General Purpose of Organization	7,500
Rob's Barbershop Community Foundation	Odenton, MD	501(c)(3)	General Purpose of Organization	500
South Florida Jobs With Justice	Miami, FL	501(c)(3)	General Purpose of Organization	5,000
Susan G Komen Foundation	Dallas, TX	501(c)(3)	General Purpose of Organization	1,000
The Museo Alameda	San Antonio, TX	501(c)(3)	General Purpose of Organization	2,000
Thermal Belt Community Tennis Association	Tryon, NC	501(c)(3)	General Purpose of Organization	5,000
Transnational Information Exchange	Frankfort, Germany	501(c)(3)	General Purpose of Organization	20,000
Tryon Fine Arts	Tryon, NC	501(c)(3)	General Purpose of Organization	3,000
United for Peace and Justice	New York, NY	501(c)(3)	General Purpose of Organization	2,000
Upstairs Artspace	Tryon, NC	501(c)(3)	General Purpose of Organization	1,000
US Human Rights Network	Atlanta, GA	501(c)(3)	General Purpose of Organization	3,000
US Labor Against the War	Washington, DC	501(c)(3)	General Purpose of Organization	2,000
War Times/Tiempo De Guerras	Emeryville, CA	501(c)(3)	General Purpose of Organization	1,000
WGBH Education Foundation - "Point of View"	Boston, MA	501(c)(3)	General Purpose of Organization	10,000
				$ 314,000

PEGGY MEYERHOFF PEARLSTONE FOUNDATION
SCHEDULE OF SALE OF INVESTMENTS
FOR THE YEAR ENDED FEBRUARY 28, 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NUMBER OF SHARES	SALE PRICE	COST	GAIN (LOSS)
Baron Partners Fund Institutional Class	12/31/02	10/18/10	19,040	$ 345,000	$ 190,397	$ 154,603
C H Robinson Worldwide Inc.	03/08/06	09/13/10	213	14,490	9,329	5,161
Allegheny Energy Inc	04/07/06	07/06/10	721	14,637	24,397	(9,759)
Anglo American PLC Adr	04/07/06	07/06/10	1,686	29,673	38,137	(8,464)
Anglo American PLC Adr	04/07/06	05/06/10	43	842	973	(130)
CACI Intl Inc CL A	04/07/06	07/06/10	230	9,392	14,903	(5,511)
Cnooc Ltd Spons Adr	04/07/06	07/06/10	72	12,093	5,681	6,412
El Paso Corp	04/07/06	07/06/10	2,919	32,319	35,787	(3,468)
Hong Kong Exchanges and Cleari-HKD	04/07/06	07/06/10	800	12,400	5,640	6,760
Huaneng Power International Inc	04/07/06	03/11/10	178	4,272	4,913	(641)
Labranche & Co Inc	04/07/06	07/06/10	1,492	6,132	24,051	(17,919)
Labranche & Company Inc	04/07/06	04/29/10	108	523	1,741	(1,218)
Legg Mason Inc	04/07/06	07/06/10	120	3,281	15,090	(11,809)
Leucadia National Corp	04/07/06	07/06/10	1,700	32,254	51,252	(18,998)
London Stock Exchange Group	04/07/06	07/06/10	776	6,596	13,428	(6,832)
Nasdaq OMX Group Inc	04/07/06	07/06/10	340	5,900	14,038	(8,139)
NYSE Euronext	04/07/06	07/06/10	260	7,046	20,381	(13,335)
Osaka Securities Exchange Co Ltd	04/07/06	07/06/10	3	14,175	12,700	1,475
RRI Energy Inc	04/07/06	07/06/10	1,651	6,229	18,257	(12,028)
Sears Holdings Corporation	04/07/06	07/06/10	81	4,924	11,235	(6,311)
Washington Post Co Class B	04/07/06	07/06/10	18	7,336	13,643	(6,307)
Williams Cos Inc	04/07/06	07/06/10	1,400	24,938	30,856	(5,918)
Nara Bancorp Inc	05/01/06	07/06/10	275	2,186	5,229	(3,043)
Wilshire Bancorp	05/01/06	07/06/10	275	1,959	5,028	(3,069)
Gazprom Oao Spons Adr	05/05/06	07/06/10	200	3,878	10,072	(6,194)
Singapore Exchange Ltd SGX	06/01/06	07/06/10	4,000	21,200	10,155	11,044
Singapore Exchange Ltd SGX	07/31/06	07/06/10	1,000	5,300	2,352	2,948
Forest City Enterprises Inc Class A	08/01/06	07/06/10	100	1,100	5,010	(3,910)
JSE Limited	08/02/06	07/06/10	2,500	21,100	10,775	10,325
CME Group Inc Class A	09/07/06	07/06/10	33	9,081	14,581	(5,500)
Intercontinental Exchange Inc	09/07/06	07/06/10	160	16,522	10,438	6,084
Beijing Capital Intl Airport	11/10/06	07/02/10	8,000	4,766	5,520	(754)
Beijing Capital Intl Airport	12/20/06	07/02/10	10,000	5,958	6,800	(842)
Power Corp of Canada	02/08/07	07/06/10	546	13,285	17,294	(4,008)
Power Corp Canada	02/08/07	05/05/10	234	2,699	501	2,198
Brookfield Asset Mgmt Inc	03/19/07	07/06/10	345	7,656	12,214	(4,558)
The Link Real Estate Investment	05/14/07	07/06/10	6,000	15,240	13,926	1,314
Berkshire Hathaway Inc CL B	06/13/07	12/06/10	160	12,852	11,584	1,269
Icahn Enterprises LP Dep Unit	08/13/07	07/06/10	145	5,112	14,949	(9,836)
Affiliated Managers Group	10/25/07	07/02/10	142	8,591	18,322	(9,732)
Urbana Corp	11/05/07	07/06/10	1,800	2,262	8,602	(6,340)
Urbana Corp	11/06/07	07/06/10	1,575	1,979	7,643	(5,664)
Wynn Resorts Ltd	11/07/07	07/06/10	115	8,626	16,049	(7,424)
Potash Corp Saskatchewan Inc	05/15/08	03/25/10	25	3,072	2,304	768
Potash Corp Saskatchewan Inc	05/18/08	08/19/10	10	1,467	922	545
Colgate Palmolive Co	05/21/08	02/04/11	262	19,891	18,930	962
Expeditors International Washington Inc.	06/18/08	10/28/10	150	7,324	6,949	374
Expeditors Intl of Wash Inc	06/18/08	12/06/10	269	14,843	11,433	3,411
Ecolab Inc	07/16/08	02/22/11	461	22,236	20,069	2,167
Mastercard Icn	07/17/08	07/06/10	42	8,381	11,986	(3,605)
Trimble Navigation Ltd	07/22/08	12/14/10	50	2,058	1,406	652
Time Warner Cable Inc	08/07/08	07/06/10	18	941	778	163
Time Warner Inc	08/07/08	07/06/10	75	2,137	2,318	(180)
Philip Morris Intl Inc	08/19/08	07/06/10	400	18,728	21,815	(3,086)
Time Warner Cable Inc	08/19/08	07/06/10	97	5,088	4,523	565
Time Warner Inc	08/19/08	07/06/10	387	10,970	12,792	(1,822)
Anglo American PLC Adr	08/21/08	07/06/10	352	6,195	9,591	(3,396)
China Unicom Hong Kong Limited	08/27/08	03/30/10	381	4,262	6,549	(2,287)

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PEGGY MEYERHOFF PEARLSTONE FOUNDATION
SCHEDULE OF SALE OF INVESTMENTS
FOR THE YEAR ENDED FEBRUARY 28, 2011

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NUMBER OF SHARES	SALE PRICE	COST	GAIN (LOSS)
China Unicom Hong Kong Ltd	08/27/08	07/06/10	640	8,744	11,000	(2,256)
Cheung Kong Holdings Ltd	08/28/08	04/21/10	900	11,608	12,757	(1,149)
Cheung Kong HoldingsLtd	08/28/08	07/06/10	1,100	12,870	15,592	(2,722)
Henderson Land Development Co	09/11/08	07/06/10	4,000	23,400	22,172	1,227
WTS Henderson Land Dev Co LTD	09/11/08	07/01/10	800	120	-	120
Cenovus Energy Inc	10/22/08	07/06/10	335	8,731	6,658	2,073
Encana Corp	10/22/08	07/06/10	335	10,235	7,215	3,020
Canadian Oil Sands Trust	10/27/08	07/06/10	800	20,288	17,030	3,257
Wynn Resorts Ltd	11/06/08	07/06/10	109	8,176	4,811	3,365
Fastenal Co.	11/21/08	12/27/10	50	2,945	2,333	613
Fastenal Company	11/21/08	03/08/10	469	21,304	15,477	5,827
RMR Asia Pacific Real Estate	02/12/09	07/06/10	123	1,850	1,537	314
ITT Educational Services Inc	02/27/09	07/02/10	120	9,534	13,716	(4,182)
Nuveen Senior Income Fund	03/04/09	07/06/10	1,523	10,208	4,916	5,292
RMR Asia Pacific Real Estate	03/24/09	07/06/10	135	2,028	1,538	489
Market Vectors ETF Tr Gaming ETF	03/25/09	07/06/10	350	7,998	5,890	2,108
EW Scripps Company New Class A	04/07/09	07/06/10	515	3,662	927	2,735
EW Scripps Company New Class A	04/08/09	07/06/10	1,544	10,979	2,528	8,451
EW Scripps Company New Class A	04/08/09	07/06/10	82	583	130	453
Resmed Inc	04/15/09	02/04/11	150	4,574	3,256	1,318
Calpine Corp new	04/17/09	07/06/10	1,382	17,773	13,019	4,754
Calpine Corp New	04/17/09	03/03/10	247	2,773	2,327	447
Pargesa Holding SA	04/17/09	07/06/10	235	15,016	13,853	1,163
Pargesa Holding SA Geneve	04/17/09	04/15/10	52	4,464	3,065	1,398
Pargesa Holding SA Geneve	04/17/09	04/23/10	49	4,147	2,889	1,258
Pimco Income Strategy Fd II	04/17/09	07/06/10	1,199	12,053	6,401	5,652
ITT Educational Services Inc	04/28/09	07/02/10	38	3,019	3,836	(817)
Forest City Enterprises Inc Class A	04/29/09	07/06/10	744	8,186	5,644	2,542
ITT Educational Services Inc	05/07/09	07/02/10	128	10,169	11,510	(1,341)
St Joe Company	05/12/09	07/06/10	283	6,559	7,217	(657)
CME Group Inc Class A	05/21/09	07/06/10	20	5,504	5,621	(118)
Franco-Nevada Corp	06/05/09	07/06/10	415	12,398	11,132	1,266
Expeditors International Washington Inc	06/09/09	12/13/10	25	1,398	1,158	240
Expeditors Intl of Wash Inc	06/09/09	12/06/10	33	1,821	1,135	686
Dean Foods Co New	07/14/09	07/06/10	200	2,151	3,994	(1,843)
Silver Wheaton Corp	08/05/09	07/06/10	410	7,521	4,137	3,384
Value Partners Group Ltd	08/05/09	07/01/10	8,000	4,720	3,970	750
Teradata Corp	08/06/09	07/02/10	706	21,075	18,374	2,701
Greenlight Capital Re Ltd Class A	08/21/09	07/06/10	214	5,400	3,970	1,430
Kunlun Energy Company	08/24/09	07/06/10	4,500	5,670	4,198	1,472
Scripps Network Interactive	09/08/09	12/06/10	22	1,141	747	394
Pico Holdings Inc New	09/22/09	07/06/10	14	421	462	(41)
Pico Holdings Inc New	09/23/09	07/06/10	246	7,400	8,212	(812)
CNA Surety Corp	10/05/09	07/08/10	900	14,551	14,597	(46)
Ethan Allen Interiors Inc	10/05/09	07/08/10	1,000	13,711	15,460	(1,749)
Harley Davidson Inc	10/05/09	04/30/10	200	6,896	4,370	2,526
Harley-Davidson Inc	10/05/09	07/08/10	500	11,271	10,925	346
Johnson & Johnson	10/05/09	07/08/10	350	21,322	20,934	388
Magna International CL A	10/05/09	07/08/10	450	29,547	18,491	11,056
Merck & Co Inc New	10/05/09	07/08/10	600	21,360	19,044	2,316
Berkshire Hathaway Inc CL B	10/06/09	07/08/10	300	23,745	19,770	3,975
Home Depot Inc	10/06/09	07/08/10	700	19,475	18,473	1,003
Illinois Tool Works Inc	10/06/09	07/08/10	450	19,224	19,696	(472)
Pharmaceutical Holdrs Trust	10/06/09	07/08/10	300	18,396	19,623	(1,227)
Superior Ind Intl Inc	10/06/09	04/29/10	800	13,804	11,328	2,476
Wal-Mart Stores Inc	10/06/09	07/08/10	300	14,667	14,784	(117)
Check Point Software Technologies Ltd	10/07/09	05/10/10	353	11,507	10,276	1,231
Cree Inc	10/07/09	04/15/10	51	3,205	1,431	1,774

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NUMBER OF SHARES	SALE PRICE	COST	GAIN (LOSS)
Cree Inc	10/07/09	05/24/10	39	7,730	4,219	3,510
Life Technologies Corp	10/07/09	05/21/10	251	12,086	11,787	299
Medco Health Solutions Inc	10/07/09	04/15/10	151	9,348	8,269	1,080
Jarden Corp	10/19/09	07/06/10	272	7,024	7,860	(836)
Intuitive Surgical Inc	10/23/09	05/21/10	12	11,120	9,252	1,868
Red Hat Inc	10/23/09	05/10/10	340	9,868	9,326	542
Pico Holdings Inc New	10/28/09	07/06/10	190	5,715	6,412	(697)
Greenlight Capital Re Ltd Class A	11/05/09	07/06/10	188	4,744	4,194	550
Baidu Inc	11/10/09	03/08/10	6	3,139	2,541	598
Baidu Inc	11/10/09	04/29/10	4	2,841	1,694	1,147
Baidu Inc Spon Adr Rptng	11/10/09	07/02/10	120	8,096	5,082	3,015
Cerner Corp	11/11/09	07/02/10	132	10,020	10,553	(534)
Greenlight Capital Re Ltd Class A	11/11/09	07/06/10	332	8,377	7,802	576
Sybase Inc	11/12/09	03/23/10	68	3,250	2,733	518
Sybase Inc	11/12/09	05/07/10	205	8,235	8,238	(4)
Apple Inc	11/17/09	04/21/10	45	3,895	3,110	786
Apple Inc	11/17/09	07/02/10	45	11,073	9,330	1,743
Alcon Inc	11/23/09	07/02/10	85	12,673	12,493	180
UTS Energy Corp	12/09/09	07/06/10	2,209	4,436	4,369	66
UTS Energy Corp	12/10/09	07/06/10	1,752	3,518	3,616	(98)
Netflix Inc	12/14/09	03/11/10	56	3,988	3,122	866
Netflix Inc	12/14/09	04/07/10	42	3,407	2,342	1,066
Netflix Inc	12/14/09	04/23/10	32	3,196	1,784	1,412
Netflix Inc	12/14/09	07/02/10	94	10,111	5,241	4,871
Miscellaneous Cash in Lieu	12/15/09	06/15/10	-	1,418	-	1,418
Nuance Communications Inc	12/28/09	07/02/10	786	11,601	12,638	(1,037)
Tenaris SA Sponsered ADR	12/28/09	05/05/10	297	11,182	12,731	(1,549)
Celgene Corp	01/15/10	05/25/10	223	11,944	12,796	(852)
Computer Sciences Corp	01/15/10	04/07/10	217	11,678	12,185	(506)
Computershare Limited CPU	01/20/10	07/06/10	375	3,225	4,242	(1,017)
Priceline Com Inc	01/21/10	04/07/10	16	4,246	3,352	894
Priceline Com Inc	01/21/10	05/18/10	46	9,315	9,637	(322)
PNC Financial Services Group	02/09/10	07/06/10	79	4,478	4,029	449
Visa Inc	02/16/10	05/17/10	128	10,100	10,974	(874)
Greenlight Capital Re Ltd Class A	02/24/10	07/06/10	86	2,170	2,087	83
Greenlight Capital Re Ltd Class A	02/25/10	07/06/10	73	1,842	1,781	61
Las Vegas Sands Corp	02/26/10	03/17/10	192	3,878	3,121	758
Las Vegas Sands Corp	02/26/10	04/23/10	144	3,656	2,341	1,316
Las Vegas Sands Corp	02/26/10	07/02/10	432	9,216	7,022	2,194
Cephalon Inc	03/01/10	05/05/10	182	11,430	12,604	(1,173)
F5 Networks inc	03/02/10	07/02/10	214	14,653	12,518	2,136
Salesforce com Inc	03/02/10	07/02/10	177	15,428	12,567	2,861
Brookfield Asset Mgmt Inc.	03/03/10	07/06/10	191	4,238	4,619	(380)
Davita Inc	03/03/10	07/02/10	204	12,444	12,862	(418)
Seagate Technology	03/05/10	05/20/10	643	10,499	12,763	(2,264)
Coach Inc	03/09/10	11/08/10	204	10,783	7,726	3,056
Starbucks Corp	03/09/10	07/02/10	549	13,330	12,925	405
China Oilfield Services Ltd	03/11/10	07/06/10	2,900	3,277	4,449	(1,172)
Newfield Exploration Company	03/11/10	05/20/10	239	11,520	12,951	(1,431)
Franco-Nevada Corp	03/17/10	07/06/10	152	4,541	4,066	475
Trina Solar Limited Sponsored ADR	03/17/10	05/17/10	566	10,952	13,074	(2,122)
Amerisourcebergen Corp	03/22/10	07/02/10	453	14,016	13,044	972
Franco-Nevada Corp	03/25/10	07/06/10	216	6,453	5,496	957
Jarden Corp	03/30/10	07/06/10	131	3,383	4,365	(982)
Cognizant Tech Solutions CL A	04/05/10	07/02/10	259	12,795	13,500	(705)
Estee Lauder Cos Inc CL A	04/12/10	07/02/10	206	11,751	13,514	(1,763)
Agilent Technologies, Inc	04/14/10	07/02/10	395	10,919	13,527	(2,608)
Marvel Technology Group Inc	04/15/10	05/07/10	607	11,533	13,688	(2,155)

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Nationale Portefeuillemaatscha-Eur	04/15/10	07/06/10	86	3,762	4,699	(936)
Pimco Income Strategy	04/16/10	04/30/10	1,197	168	3,539	(3,372)
Autozone, Inc	04/21/10	07/06/10	26	5,051	4,683	368
Autozone, Inc	04/27/10	07/06/10	25	4,857	4,627	230
Nationale Portefeuillemaatscha-Eur	04/27/10	07/06/10	87	3,806	4,709	(903)
Autozone, Inc	04/28/10	07/06/10	25	4,857	4,516	341
Pimco Income Strategy Fd II	05/03/10	07/06/10	399	4,011	3,372	640
Autonation Inc	05/04/10	07/06/10	228	4,194	4,616	(422)
Autozone, Inc	05/05/10	07/06/10	22	4,274	4,049	225
CNA Surety Corp	06/04/10	07/08/10	300	4,850	4,920	(69)
Dell Inc	06/04/10	07/08/10	1,200	15,159	16,128	(968)
Johnson & Johnson	06/04/10	07/08/10	50	3,046	2,922	124
Wal-Mart Stores Inc	06/04/10	07/08/10	100	4,889	5,109	(220)
Calamos Asset Management Inc	06/17/10	07/08/10	1,800	15,860	17,117	(1,257)
AT&T Inc	07/02/10	07/23/10	6	154	145	9
Autodesk Inc	07/02/10	07/23/10	150	4,258	3,639	619
Autodesk Inc	07/02/10	11/08/10	109	3,864	2,644	1,220
Autodesk, Inc	07/02/10	02/02/11	202	8,743	4,901	3,842
Bed Bath & Beyond	07/02/10	11/08/10	20	899	723	176
Bed Bath & Beyond	07/02/10	02/02/11	33	1,571	1,193	378
Best Buy Inc	07/02/10	11/08/10	98	4,396	3,332	1,065
Celgene Corp	07/02/10	07/23/10	7	370	356	13
Celgene Corp	07/02/10	11/08/10	9	548	458	90
Costco Wholesale Corp	07/02/10	11/08/10	9	583	488	94
Costco Wholesale Corp	07/02/10	02/02/11	46	3,269	2,497	773
Genzyme Corp	07/02/10	07/23/10	89	5,765	4,675	1,090
Genzyme Corp	07/02/10	10/04/10	262	18,558	13,763	4,795
Intel Corp	07/02/10	07/23/10	56	1,212	1,070	141
Intl Business Machines Corp	07/02/10	02/02/11	23	3,760	2,783	977
Lowes Companies Inc	07/02/10	02/02/11	144	3,499	2,901	598
Nike Inc CL B	07/02/10	11/08/10	1	84	68	16
Oracle Corp	07/02/10	07/23/10	16	390	350	40
Oracle Corp	07/02/10	11/08/10	54	1,570	1,181	389
Oracle Corp	07/02/10	02/02/11	160	5,320	3,499	1,821
Qualcomm Inc.	07/02/10	07/23/10	99	3,863	3,188	675
Qualcomm Inc	07/02/10	11/08/10	71	3,390	2,286	1,103
Qualcomm Inc	07/02/10	02/02/11	92	4,977	2,962	2,015
Research in Motion Ltd	07/02/10	07/23/10	56	3,115	2,684	431
Research In Motion Ltd	07/02/10	02/02/11	50	3,057	2,397	660
Verizon Communications	07/02/10	07/23/10	14	391	374	17
Verizon Communications	07/02/10	11/08/10	44	1,457	1,177	280
Verizon Communications	07/02/10	02/02/11	76	2,734	2,032	702
Apple Inc	07/06/10	09/27/10	10	2,928	2,481	447
Berkshire Hathaway Inc CL B	07/06/10	07/26/10	360	28,270	27,799	470
Cognizant Tech Solutions CL A	07/06/10	09/27/10	140	8,925	6,929	1,995
Ecolab Inc	07/06/10	01/15/11	885	43,500	39,922	3,578
Expeditors Intl of Wash Inc	07/06/10	10/25/10	280	13,981	9,508	4,473
Expeditors Intl of Wash Inc	07/06/10	12/06/10	660	36,375	22,412	13,963
Gilead Sciences Inc	07/06/10	11/04/10	280	11,108	9,682	1,426
Pepsico Inc	07/06/10	02/07/11	585	37,202	35,888	1,314
Qualcomm Inc	07/06/10	09/10/10	610	24,490	19,976	4,515
Stericycle	07/06/10	01/16/11	50	3,883	3,187	696
Genzyme Corp.	07/08/10	10/04/10	367	25,995	19,381	6,614
Amazon Com Inc	07/23/10	09/15/10	60	8,631	6,985	1,646
Schlumberger Ltd	08/15/10	03/18/10	50	3,255	4,442	(1,187)
Cisco Sys, Inc	11/08/10	02/02/11	1,854	40,033	40,811	(778)
				$ 2,397,635	$ 2,248,525	$ 149,110

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