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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 10/01, **2010, and ending** 9/30, 2011

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

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN
665 OLD QUAKER HILL ROAD
PAWLING, NY 12564

A Employer identification number
14-1746478

B Telephone number (see the instructions)
914-855-5000

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 foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,812,441.

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 the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	-------------------------------------------------------------

1	Contributions, gifts, grants, etc, received (att sch)			
2	Chk <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
3	Interest on savings and temporary cash investments	33,505.	33,505.	
4	Dividends and interest from securities	105,441.	105,441.	
5a	Gross rents			
b	Net rental income or (loss)			
6a	Net gain/(loss) from sale of assets not on line 10	260,706.		
b	Gross sales price for all assets on line 6a	1,432,532.		
7	Capital gain net income (from Part IV, line 2)		260,706.	
8	Net short-term capital gain			
9	Income modifications			
10a	Gross sales less returns and allowances			
b	Less Cost of goods sold			
c	Gross profit/(loss) (att sch)			
11	Other income (attach schedule) SEE STATEMENT 1	127,167.	127,167.	
12	Total. Add lines 1 through 11	526,819.	526,819.	0.
13	Compensation of officers, directors, trustees, etc	45,000.	11,250.	33,750.
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule) SEE ST 2	25,000.	25,000.	
b	Accounting fees (attach sch) SEE ST 3	8,500.	6,375.	2,125.
c	Other prof fees (attach sch)			
17	Interest			
18	Taxes (attach schedule)(see instr) SEE STM 4	2,874.	516.	2,358.
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule) SEE STATEMENT 5	148,001.	98,088.	49,913.
24	Total operating and administrative expenses. Add lines 13 through 23	229,375.	141,229.	88,146.
25	Contributions, gifts, grants paid PART XV	481,100.		481,100.
26	Total expenses and disbursements. Add lines 24 and 25	710,475.	141,229.	569,246.
27	Subtract line 26 from line 12:			
a	Excess of revenue over expenses and disbursements	-183,656.		
b	Net investment income (if negative, enter -0-)		385,590.	
c	Adjusted net income (if negative, enter -0-)		0.	

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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	46,582.	80,444.	80,444.
	2 Savings and temporary cash investments	147,272.	74,882.	74,882.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	4,661,286.	4,307,823.	4,307,823.
	c Investments – corporate bonds (attach schedule)	590,391.	637,163.	637,163.
	LIABILITIES	11 Investments – land, buildings, and equipment: basis	85,000.	
Less: accumulated depreciation (attach schedule) SEE STMT 6		85,000.	85,000.	300,000.
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 7)		479,414.	313,617.	412,129.
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item 1)		6,009,945.	5,498,929.	5,812,441.
17 Accounts payable and accrued expenses		14,500.	15,400.	
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe)				
23 Total liabilities (add lines 17 through 22)	14,500.	15,400.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	5,995,445.	5,483,529.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see the instructions)	5,995,445.	5,483,529.		
31 Total liabilities and net assets/fund balances (see the instructions)	6,009,945.	5,498,929.		

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	5,995,445.
2 Enter amount from Part I, line 27a	2	-183,656.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,811,789.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 8	5	328,260.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,483,529.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	260,706.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8]	3	0.

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	359,675.	6,090,390.	0.059056
2008	378,710.	4,822,487.	0.078530
2007	480,865.	6,965,935.	0.069031
2006	502,057.	7,056,158.	0.071152
2005	482,238.	6,808,960.	0.070824

2 Total of line 1, column (d)	2	0.348593
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	0.069719
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,713,489.
5 Multiply line 4 by line 3	5	468,058.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,856.
7 Add lines 5 and 6	7	471,914.
8 Enter qualifying distributions from Part XII, line 4	8	569,246.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary- see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,856.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,856.
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	3,856.
6	Credits/Payments.		
a	2010 estimated tax pmts 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	
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	61.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 10	9	3,970.
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
1 a		X
1 b		X
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		
1 c		X
d		
e		
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ <u>PEALE FOUNDATION INC.</u> Telephone no. ▶ <u>(914) 855-5000</u> Located at ▶ <u>665 OLD QUAKER HILL ROAD., PAWLING, N.Y. PAW</u> ZIP + 4 ▶ <u>12564</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <input type="checkbox"/> N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (see instructions) Yes No

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET P. EVERETT 36 COZIER HILL ROAD SHERMAN, CT 06784	PRES/DIRECTO 0	15,000.	0.	0.
JOHN S. PEALE 211A NORTHWEST 2ND ST CHARLOTTESVILLE, VA 22902	V. PRES/DIREC 0	15,000.	0.	0.
ELIZABETH PEALE ALLEN 665 OLD QUAKER HILL ROAD PAWLING, NY 12564	SEC/TREA/DIR 0	15,000.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3 0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	5,888,450.
b	Average of monthly cash balances	1b	215,146.
c	Fair market value of all other assets (see instructions)	1c	712,129.
d	Total (add lines 1a, b, and c)	1d	6,815,725.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,815,725.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	102,236.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,713,489.
6	Minimum investment return Enter 5% of line 5	6	335,674.

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	335,674.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,856.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,856.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	331,818.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	331,818.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	331,818.

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	569,246.
b	Program-related investments— total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	569,246.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,856.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	565,390.

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				331,818.
2 Undistributed income, if any, as of the end of 2010.				
a Enter amount for 2009 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	146,588.			
b From 2006	151,189.			
c From 2007	140,650.			
d From 2008	139,230.			
e From 2009	359,675.			
f Total of lines 3a through e	937,332.			
4 Qualifying distributions for 2010 from Part XII, line 4. ▶ \$ <u>569,246.</u>				
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				331,818.
e Remaining amount distributed out of corpus	237,428.			
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	1,174,760.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	146,588.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,028,172.			
10 Analysis of line 9:				
a Excess from 2006	151,189.			
b Excess from 2007	140,650.			
c Excess from 2008	139,230.			
d Excess from 2009	359,675.			
e Excess from 2010	237,428.			

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)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines.

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 12				
Total				▶ 3a 481,100.
b Approved for future payment				
Total				▶ 3b

07/20/2012

2010 Activity Report

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- 03/27 Passed Validation

CLIENT 03518

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

7/23/12

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME			
TOTAL	\$ 127,167.	\$ 127,167.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES - COPYRIGHTS				
TOTAL	\$ 25,000.	\$ 25,000.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES				
TOTAL	\$ 8,500.	\$ 6,375.	\$ 0.	\$ 2,125.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	\$ 2,358.			\$ 2,358.
FOREIGN TAX ON DIVIDENDS	516.	\$ 516.		
TOTAL	\$ 2,874.	\$ 516.	\$ 0.	\$ 2,358.

CLIENT 03518

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

7/23/12

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	\$ 26,867.	\$ 26,867.		N/A
BANK CHARGES	129.	32.		\$ 97.
FILING FEES	250.			250.
INVESTMENT MGMT FEES	54,667.	54,667.		
MEETING EXPENSE	59,337.	14,834.		44,503.
OFFICE	6,751.	1,688.		5,063.
TOTAL	<u>\$ 148,001.</u>	<u>\$ 98,088.</u>	<u>\$ 0.</u>	<u>\$ 49,913.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	\$ 85,000.		\$ 85,000.	\$ 300,000.
TOTAL	<u>\$ 85,000.</u>	<u>\$ 0.</u>	<u>\$ 85,000.</u>	<u>\$ 300,000.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	\$ 9,129.	\$ 9,129.
NET INTANGIBLE ASSETS	304,488.	403,000.
TOTAL	<u>\$ 313,617.</u>	<u>\$ 412,129.</u>

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNREALIZED LOSS ON INVESTMENTS	\$ 328,260.
TOTAL	<u>\$ 328,260.</u>

**STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	FIDELITY S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	179,537.		181,921.	-2,384.				\$ -2,384.
2	FIDELITY L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	526,074.		387,783.	138,291.				138,291.
3	JP MORGAN ACCT #512 S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	340,125.		319,704.	20,421.				20,421.
4	JP MORGAN ACCT #512 L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	56,140.		34,620.	21,520.				21,520.
5	JP MORGAN ACCT #513 S/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	35,168.		34,572.	596.				596.
6	JP MORGAN ACCT #513 L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	129,821.		110,636.	19,185.				19,185.
7	JP MORGAN ACCT #218 L/T - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS	165,667.		102,590.	63,077.				63,077.
											TOTAL	\$ 260,706.

**STATEMENT 10
FORM 990-PF, PART VI, LINE 9
TAX DUE**

TAX DUE	\$ 3,917.
LATE INTEREST	53.
TOTAL	\$ 3,970.

**STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

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

CLIENT 03518

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

7/23/12

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STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
BLANTON PEALE INSTITUTE 3 WEST 29TH STREET NEW YORK, NY 10001	NONE	CHAR	RELIGIOUS/EDUCA	\$ 142,000.
PITTSBURGH EXPERIMENT 1802 INVESTMENT BLVD PITTSBURGH, PA 15222	NONE	CHAR	RELIGIOUS	17,000.
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023	NONE	CHAR	RELIGIOUS	25,000.
MARBLE COLLEGIATE CHURCH ONE WEST 29TH STREET NEW YORK, NY 10001	NONE	CHAR	RELIGIOUS	25,000.
LUMONOS (FKA: FAITH AT WORK) 150 S. WASHINGTON ST.#204 FALLS CHURCH, VA 22046	NONE	CHAR	RELIGIOUS	16,500.
HENRY MEMORIAL PRESBYTERIAN CHURCH BELLEVUE AVENUE DUBLIN, GA 31040	NONE	CHAR	RELIGIOUS	1,000.
LAKESIDE PRESBYTERIAN CHURCH 2690 DIXIE HIGHWAY LAKESIDE PARK, KY 41014	NONE	CHAR	RELIGIOUS	2,000.
STONY BROOK SCHOOL CHAPMAN PARKWAY STONYBROOK, NY 11790	NONE	CHAR	EDUCATIONAL	2,000.
WESTMINSTER PRESBYTERIAN P.O. BOX 3365, ROGBY ROAD CHARLOTTESVILLE, VA 22903	NONE	CHAR	RELIGIOUS	2,000.
BREWERS HOPE TEAM 2331 WOOD STREET LANCASTER, PA 17603	NONE	CHAR	HEALTH/ACS	750.
TRINITY PAWLING SCHOOL 700 ROUTE 22 PAWLING, NY 12564	NONE	CHAR	EDUCATIONAL	100.
WAINWRIGHT HOUSE 260 STUYVESANT AVENUE RYE, NY 10580	NONE	CHAR	EDUC. & RELIGIOUS	400.

2010

FEDERAL STATEMENTS

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CLIENT 03518

PEALE FOUNDATION, INC
C/O ELIZABETH ALLEN

14-1746478

7/23/12

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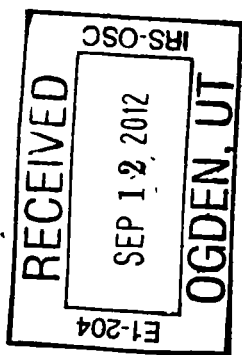
STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
UPPER VALLEY HAVEN 713 HARTFORD AVENUE WHITE RIVER JUNCTION, VT 01123	NONE	CHAR	EDUCATIONAL	\$ 1,000.
CHRIST CHURCH ON QUAKER HILL 17 CHURCH ROAD PAWLING, NY 12564	NONE	CHAR	RELIGIOUS	1,200.
UVA CENTER FOR GREATER HEALTH PO BOX 80073 CHARLOTTESVILLE, VA 22908	NONE	CHAR	EDUCATIONAL	10,000.
THE DREAM CENTER 2301 BELLEVUE AVE, LOS ANGELES, CA 90026	NONE	CHAR	EDUCATIONAL	750.
GUIDEPOSTS, A CHURCH CORPORATION 39 SEMINARY HILL ROAD CARMEL, NY 10512	NONE	CHAR	RELIGIOUS	231,900.
ANDREW K. DYWER FOUNDATION 756 GUARDHILL ROAD BEDFORD, NY 10506	NONE	CHAR	EDUCATIONAL	666.
GREENFIELD HILL CONGREGATIONAL CHURCH 1045 OLD ACADEMY ROAD FAIRFIELD, CT 06824	NONE	CHAR	RELIGIOUS	668.
CANTERBURY SCHOOL 101 ASPETUCK AVENUE NEW MILFORD, CT 06776	NONE	CHAR	EDUCATIONAL	500.
NEAR AND FAR AID PO BOX 717 SOUTHPORT, CT 06890	NONE	CHAR	HEALTH	666.

TOTAL \$ 481,100.

Peale Foundation
 Captial Gains and Losses
 JP Morgan Acct # 036-02512
 10/1/10 - 9/30/11

Security	Shares	Date Acquired	Date Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
Baldor Electric Co	103	7/19/2010	12/3/2010	6,514	3,724	2,790
AUTOLIV INC	73	7/19/2010	1/21/2011	5,933	3,724	2,209
Aeropostale Inc	129	7/19/2010	1/21/2011	3,255	3,741	(487)
ArvinMeritor Inc	267	7/19/2010	1/21/2011	5,896	3,826	2,070
Akamai Technologies Inc	86	7/19/2010	1/21/2011	4,450	3,690	761
Advance Auto Parts Inc	72	7/19/2010	1/21/2011	4,564	3,718	846
Applied Micro Circuits Corp	346	7/19/2010	1/21/2011	3,699	3,755	(56)
Adtran Inc	119	7/19/2010	1/21/2011	4,734	3,734	1,001
Brown Shoe Company Inc	256	7/19/2010	1/21/2011	3,489	3,681	(192)
Core Laboratories NV	47	7/19/2010	1/21/2011	4,269	3,767	502
Coinstar Inc	80	7/19/2010	1/21/2011	3,343	3,705	(362)
Children's Place Retail Stores Inc	84	7/19/2010	1/21/2011	3,732	3,702	29
Cimarex Energy Co	52	7/19/2010	1/21/2011	5,054	3,731	1,323
Chipotle Mexican Grill Inc	9	7/19/2010	1/21/2011	2,120	1,217	903
Crocs Inc	350	7/19/2010	1/21/2011	5,912	3,758	2,154
Cracker Barrel Old Country Store Inc	79	7/19/2010	1/21/2011	4,238	3,734	505
DineEquity Inc	116	7/19/2010	1/21/2011	6,052	3,777	2,275
Eresearchtechnology Inc	425	7/19/2010	1/21/2011	3,032	3,684	(652)
F5 Networks Inc	49	7/19/2010	1/21/2011	7,047	3,760	3,286
Genworth Financial Inc	26	4/23/2010	1/21/2011	370	494	(124)
Genworth Financial Inc	16	7/19/2010	1/21/2011	227	219	9
Hershey Company	73	7/19/2010	1/21/2011	3,628	3,711	(83)
LAM Research Corp	91	7/19/2010	1/21/2011	4,769	3,701	1,068
Lattice Semiconductor Corp	676	7/19/2010	1/21/2011	4,149	3,617	533
Metropcs Communications Incorporated	416	7/19/2010	1/21/2011	5,446	3,649	1,796
Netflix Com Inc	9	7/19/2010	1/21/2011	1,725	1,072	653
Newmont mining Corp	64	7/19/2010	1/21/2011	3,610	3,679	(69)
Novellus Systems Inc	140	7/19/2010	1/21/2011	5,062	3,716	1,346
Overstock com Inc	206	7/19/2010	1/21/2011	3,453	3,777	(325)
OmniVision Technologies Inc	29	7/19/2010	1/21/2011	904	655	249
Power One Incorporated	35	7/19/2010	1/21/2011	388	307	81
Quiksilver Inc	942	7/19/2010	1/21/2011	4,710	3,752	958
RPC INC	99	12/3/2010	1/21/2011	1,769	1,952	(183)
Sapient Corp	353	7/19/2010	1/21/2011	4,584	3,684	901
SeaChange International Inc	415	7/19/2010	1/21/2011	3,661	3,747	(86)
Sunoco Inc	113	7/19/2010	1/21/2011	4,574	3,698	876
Sanmina-SCI Corp	29	4/23/2010	1/21/2011	432	552	(120)
Sinclair Broadcast Group Inc	66	4/23/2010	1/21/2011	526	513	13
Sinclair Broadcast Group Inc	1	7/19/2010	1/21/2011	8	6	2
Stillwater Mining Co	292	7/19/2010	1/21/2011	6,549	3,774	2,775
Thoratec Corp	86	7/19/2010	1/21/2011	2,298	3,688	(1,390)
Tempur Pedic International Inc	14	4/23/2010	1/21/2011	585	484	101
Tyco Electronics Limited	144	7/19/2010	1/21/2011	5,261	3,700	1,561
Us Airways Group Inc	435	7/19/2010	1/21/2011	4,598	3,604	994
Vonage Holdings Corp	220	4/23/2010	1/21/2011	708	363	345
Valassis Communications Inc	18	4/23/2010	1/21/2011	561	540	21
Whole Foods Market Inc	100	7/19/2010	1/21/2011	5,319	3,706	1,613
Anadigics Inc	524	1/21/2011	4/18/2011	2,125	4,248	(2,123)
Finisar Corporation	121	1/21/2011	6/24/2011	1,850	4,178	(2,328)
Arch Coal Inc	123	1/21/2011	7/22/2011	3,320	4,136	(816)
Alpha Natural Resources Inc	71	1/21/2011	7/22/2011	3,276	4,251	(975)
AMC Networks Inc	31	7/7/2011	7/22/2011	1,145	0	1,145



Peale Foundation
 Captial Gains and Losses
 Fidelity Acct # 633-601853
 10/1/10 - 9/30/11

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
SHORT-TERM						
Ishares Inc Brazil	400	12/2/2010	2/9/2011	28,885	29,682	(797)
Ishares Inc Brazil	400	12/10/2010	2/9/2011	28,885	31,135	(2,250)
NYSE Euronext	1000	9/14/2010	2/17/2011	39,053	29,494	9,559
NYSE Euronext	500	9/14/2010	2/18/2011	19,258	14,747	4,511
NYSE Euronext	500	12/2/2010	2/18/2011	19,258	13,882	5,377
Applied Materials Inc	2000	2/3/2011	9/19/2011	22,099	31,478	(9,379)
Applied Materials Inc.	2000	2/25/2011	9/19/2011	22,099	31,503	(9,404)
TOTAL SHORT-TERM				179,537	181,921	(2,384)
LONG-TERM						
Microsoft Corp	1000	8/31/2004	2/3/2011	27,633	27,185	448
Procter & Gamble Co	500	9/29/2005	2/3/2011	31,771	28,420	3,351
Procter & Gamble Co	500	9/14/2006	2/3/2011	31,771	30,035	1,736
Ishares Inc	2000	5/24/2007	2/24/2011	26,677	27,270	(593)
Ishares Inc	1000	7/17/2007	2/24/2011	13,338	14,258	(919)
Ishares Inc	1000	7/20/2007	2/24/2011	13,338	14,189	(851)
Ishares Inc	2000	12/5/2007	2/24/2011	26,677	28,867	(2,190)
Hewlett Packard	1000	3/1/1996	7/26/2011	35,632	14,457	21,176
Microsoft Corp	1000	6/27/2008	8/19/2011	25,403	27,860	(2,457)
Microsoft Corp	700	Various	8/19/2011	17,787	0	17,787
Anadarko Pete Corp A Pershing Co	200	5/13/2005	9/19/2011	14,062	7,434	6,628
Anadarko Pete Corp A Pershing Co	400	2/3/2006	9/19/2011	28,124	20,697	7,426
Berkshire Hathaway Inc Cl A	500	6/4/2002	9/19/2011	34,124	24,515	9,609
Church & Dwight Co. Inc	500	11/24/2006	9/19/2011	21,321	10,693	10,629
ConocoPhillips	1000	8/28/2003	9/19/2011	64,614	27,710	36,904
General Electric Cap Corp	50000	12/9/2005	9/19/2011	50,010	48,994	1,016
Oracle Corp	1000	11/13/2002	9/19/2011	27,872	9,540	18,332
United Technologies Corp Del Com	500	5/13/2005	9/19/2011	35,919	25,659	10,260
TOTAL LONG-TERM				526,074	387,783	138,292
OVERALL TOTAL				705,611	569,703	135,907

Peale Foundation
 Captial Gains and Losses
 JP Morgan Acct # 036-02512
 10/1/10 - 9/30/11

Security	Shares	Date Acquired	Date Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Atmel Corp	301	1/21/2011	7/22/2011	3,827	4,173	(346)
Cablevision Systems Corp	124	1/21/2011	7/22/2011	3,239	4,211	(972)
Chart Industries Inc.	43	1/21/2011	7/22/2011	2,611	1,657	955
Cirrus Logic Inc	10	1/21/2011	7/22/2011	168	185	(17)
Daktronics Inc	254	1/21/2011	7/22/2011	2,669	4,163	(1,494)
Deckers Outdoor Corp	51	1/21/2011	7/22/2011	4,799	4,171	627
Ferro Corp	277	1/21/2011	7/22/2011	3,854	4,215	(361)
Freeport McMoran Copper & Gold	70	1/21/2011	7/22/2011	3,905	4,176	(271)
GT Solar International	125	1/21/2011	7/22/2011	1,865	1,331	534
Georgia Gulf Corp	152	1/21/2011	7/22/2011	3,234	4,225	(991)
Huntsman Corp	234	1/21/2011	7/22/2011	4,496	4,198	297
Interdigital Inc	88	1/21/2011	7/22/2011	4,586	4,222	364
Ion Geophysical Corp	501	1/21/2011	7/22/2011	5,014	4,135	880
Interface Inc	244	1/21/2011	7/22/2011	4,370	4,233	136
Joy Global Inc	46	1/21/2011	7/22/2011	4,547	4,222	325
Lululemon Athletica Inc	116	1/21/2011	7/22/2011	7,109	4,193	2,915
Lindsay Corporation	62	1/21/2011	7/22/2011	4,363	4,202	161
Medicines Co	263	1/21/2011	7/22/2011	4,130	4,159	(29)
Monster Worldwide Inc	180	1/21/2011	7/22/2011	2,402	4,176	(1,774)
Mosaic Co	51	1/21/2011	7/22/2011	3,498	4,267	(769)
Manpower Inc	63	1/21/2011	7/22/2011	3,282	4,235	(954)
Modine Manufacturing Co	245	1/21/2011	7/22/2011	3,592	4,150	(559)
Nvidia Corp	178	1/21/2011	7/22/2011	2,519	4,131	(1,612)
NN Inc	281	1/21/2011	7/22/2011	3,623	4,226	(603)
Powerwave Technologies Inc	513	4/18/2011	7/22/2011	1,138	2,144	(1,006)
Priceline Com Inc	10	1/21/2011	7/22/2011	5,260	4,396	863
On Assignment Inc	476	1/21/2011	7/22/2011	4,613	4,180	433
Pan American Silver Corp	120	1/21/2011	7/22/2011	3,966	4,380	(414)
Potash Corp of Saskatchewan	72	1/21/2011	7/22/2011	4,343	4,155	188
RF Micro Devices	506	1/21/2011	7/22/2011	3,003	4,179	(1,176)
Resources Global Professionals	199	1/21/2011	7/22/2011	2,466	4,171	(1,704)
RPC INC	88	12/3/2010	7/22/2011	2,351	1,735	617
Royal Caribbean Cruises Ltd	84	1/21/2011	7/22/2011	2,966	4,191	(1,225)
Sunrise Senior Living Inc	530	1/21/2011	7/22/2011	4,872	4,177	695
Silicon Image Inc	629	1/21/2011	7/22/2011	3,961	4,335	(374)
Sohu.com Inc	60	1/21/2011	7/22/2011	5,047	4,227	820
Titan International Inc.-LL	56	1/21/2011	7/22/2011	1,429	1,121	308
Tenneco Inc	93	1/21/2011	7/22/2011	4,007	4,214	(206)
Timken Co.	83	1/21/2011	7/22/2011	4,027	4,206	(179)
Triquint Semiconductor Inc	293	1/21/2011	7/22/2011	2,875	4,171	(1,296)
United Rentals Inc.	158	1/21/2011	7/22/2011	3,616	4,225	(610)
Vishay Intertechnology Inc	258	1/21/2011	7/22/2011	3,839	4,226	(387)
Westlake Chemical Corp	97	1/21/2011	7/22/2011	5,037	4,192	845
Cleveland Cliffs Inc	47	1/21/2011	7/22/2011	4,685	4,221	464

TOTAL SHORT TERM

340,125

319,704

20,421

LONG TERM

American Axle & Manufacturing Holdings Inc	211	1/20/2010	1/21/2011	3,335	2,166	1,168
Genworth Financial Inc	230	1/20/2010	1/21/2011	3,269	3,066	203
Las Vegas Sands Corp	70	1/20/2010	1/21/2011	3,332	1,290	2,043
Sanmina-SCI Corp	229	1/20/2010	1/21/2011	3,413	2,772	641

Peale Foundation
 Captial Gains and Losses
 JP Morgan Acct # 036-02512
 10/1/10 - 9/30/11

<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
Sinclair Broadcast Group Inc	589	1/20/2010	1/21/2011	4,695	3,004	1,691
Tempur Pedic International Inc	104	7/22/2009	1/21/2011	4,344	1,487	2,857
Vonage Holdings Corp	1,429 00	1/20/2010	1/21/2011	4,599	2,252	2,346
Valassis Communications Inc	109	7/22/2009	1/21/2011	3,397	784	2,613
American Axle & Manufacturing Holdings Inc	96	1/20/2010	7/22/2011	1,089	986	103
American Axle & Manufacturing Holdings Inc	34	4/23/2010	7/22/2011	386	398	(13)
American Axle & Manufacturing Holdings Inc	132	7/19/2010	7/22/2011	1,497	1,037	460
Chipotle Mexican Grill Inc	18	7/19/2010	7/22/2011	5,904	2,434	3,470
Cirrus Logic Inc	211	7/15/2010	7/22/2011	3,536	3,782	(245)
Las Vegas Sands Corp	68	1/20/2010	7/22/2011	3,032	1,253	1,780
Las Vegas Sands Corp	19	4/23/2010	7/22/2011	847	479	369
Netflix Com Inc	8	7/19/2010	7/22/2011	2,285	953	1,332
OmniVision Technologies Inc	135	7/19/2010	7/22/2011	4,347	3,049	1,298
Power One Incorporated	391	7/19/2010	7/22/2011	2,833	3,428	(595)
TOTAL LONG TERM				56,140	34,620	21,520
OVERALL TOTAL				396,265	354,324	41,941

Peale Foundation
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Security	Shares	Date Acquired	Date Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM						
Ishares Inc Brazil	17	1/31/2010	1/24/2011	1,310	1,284	26
Ishares Inc Belgium	48	1/31/2010	1/24/2011	639	651	(12)
Ishares Inc Singapore	153	1/31/2010	1/24/2011	2,127	1,801	326
Ishares Inc Malaysia	271	1/24/2011	2/22/2011	3,856	4,008	(152)
Ishares Inc Germany	71	1/24/2011	2/22/2011	1,849	1,763	86
Ishares Inc Switzerland	13	1/24/2011	2/22/2011	327	320	7
Ishares Inc Tiawan	319	1/24/2011	2/22/2011	4,750	5,034	(283)
Ishares Inc Spain	36	2/22/2011	4/25/2011	1,515	1,520	(5)
Ishares Inc Switzerland	1	1/24/2011	4/25/2011	26	25	1
Ishares Inc Australia	41	2/22/2011	4/25/2011	1,104	1,069	35
Ishares Inc Poland	180	1/24/2011	4/25/2011	6,765	6,242	523
Ishares Inc Mexico	21	4/25/2011	7/13/2011	1,312	1,307	6
Ishares Inc Netherlands	178	1/24/2011	7/13/2011	3,758	3,807	(49)
Ishares Inc South Korea	26	1/24/2011	7/13/2011	1,744	1,635	109
Ishares Inc Switzerland	8	1/24/2011	7/13/2011	212	197	15
Ishares Inc Austria	175	1/24/2011	7/13/2011	3,876	3,910	(34)
TOTAL SHORT TERM				35,168	34,572	597
LONG TERM						
Ishares Inc Spain	151	10/31/2009	1/10/2011	5,449	7,533	(2,084)
Ishares Inc Hong Kong	354	10/31/2009	1/24/2011	7,030	5,508	1,522
Ishares Inc Sweden	90	10/31/2009	1/24/2011	2,847	2,078	769
Ishares Inc CDA	1	10/31/2009	1/24/2011	31	26	5
Ishares Inc Brazil	11	10/31/2009	1/24/2011	847	792	55
Ishares Inc Australia	1	10/31/2009	1/24/2011	25	23	2
Ishares Inc France	46	10/31/2009	1/24/2011	1,172	1,205	(33)
Ishares Inc UK	474	10/31/2009	1/24/2011	8,423	7,303	1,120
Ishares Inc Singapore	645	10/31/2009	1/24/2011	8,968	6,972	1,996
Ishares Inc China	80	10/31/2009	1/24/2011	3,549	3,398	150
iShares MSCI Israel Capped	152	10/31/2009	1/24/2011	9,292	7,635	1,657
iShares MSCI Thailand Investable Market	32	10/31/2009	1/24/2011	2,031	1,406	625
Ishares Inc Hong Kong	122	10/31/2009	2/22/2011	2,290	1,898	392
Ishares Inc Hong Kong	44	1/31/2010	2/22/2011	826	700	126
Ishares Inc Japan	534	10/31/2009	2/22/2011	6,146	5,292	854
Ishares Inc Germany	82	10/31/2009	2/22/2011	2,135	1,849	286
Ishares Inc Germany	25	1/31/2010	2/22/2011	651	573	78
Ishares Inc South Korea	113	10/31/2009	2/22/2011	6,733	5,191	1,542
Ishares Inc Sweden	23	10/31/2009	2/22/2011	728	531	197
Ishares Inc Sweden	161	1/31/2010	2/22/2011	5,099	4,047	1,052
Ishares Inc Switzerland	78	10/31/2009	2/22/2011	1,959	1,703	257
Ishares Inc Tiawan	76	10/31/2009	2/22/2011	1,132	932	200
Ishares Inc Tiawan	73	1/31/2010	2/22/2011	1,087	971	116
Ishares Inc Brazil	24	1/31/2010	2/22/2011	1,769	1,812	(43)
Ishares Inc Singapore	66	1/31/2010	2/22/2011	881	777	104
Ishares Inc China	110	10/31/2009	2/22/2011	4,663	4,673	(10)
Ishares Inc China	13	1/31/2010	2/22/2011	551	548	3
iShares MSCI Thailand Investable Market	33	10/31/2009	2/22/2011	2,003	1,450	554
Ishares Inc South Korea	23	10/31/2009	4/25/2011	1,501	1,056	445
Ishares Inc Australia	79	10/31/2009	4/25/2011	2,127	1,843	284
Ishares Inc Australia	9	1/31/2010	4/25/2011	242	217	25

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<u>Security</u>	<u>Shares</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gain/Loss</u>
Ishares Inc Turkey	7	10/31/2009	4/25/2011	479	374	105
Ishares Inc China	2	1/31/2010	4/25/2011	90	84	6
iShares MSCI Thailand Investable Market	16	10/31/2009	4/25/2011	1,136	703	433
Ishares Inc Japan	650	10/31/2009	7/13/2011	6,851	6,442	410
Ishares Inc Japan	184	5/31/2010	7/13/2011	1,939	1,815	124
Ishares Inc South Korea	162	10/31/2009	7/13/2011	10,866	7,441	3,425
Ishares Inc South Korea	8	1/31/2010	7/13/2011	537	399	137
Ishares Inc CDA	134	10/31/2009	7/13/2011	4,264	3,505	759
Ishares Inc Turkey	55	10/31/2009	7/13/2011	3,275	2,935	340
Ishares Inc France	59	10/31/2009	7/13/2011	1,573	1,546	27
Ishares Inc UK	269	10/31/2009	7/13/2011	4,810	4,145	665
Ishares Inc China	8	1/31/2010	7/13/2011	338	337	1
iShares MSCI Thailand Investable Market	22	10/31/2009	7/13/2011	1,475	966	509
TOTAL LONG TERM				129,821	110,636	19,185
OVERALL TOTAL				164,990	145,208	19,782