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

OMB No. 1545-0052

2011

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

For calendar year 2011 or tax year beginning

04/01, 2011, and ending

03/31, 2012

Name of foundation PETER G. PETERSON FOUNDATION		A Employer identification number 26-0316905
Number and street (or P O box number if mail is not delivered to street address) 888-C EIGHTH AVENUE BOX #144		B Telephone number (see instructions) (212) 542-9200
City or town, state, and ZIP code NEW YORK, NY 10019		C If exemption application is pending, check here ☐
Check all that apply	Initial return ☐ Initial return of a former public charity ☒ Final return ☐ Amended return ☒ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
Check type of organization. ☒ 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 ☐
Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 457,929,237.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	9,000.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	646.	646.		ATCH 1
4	Dividends and interest from securities	787,424.	3,469,931.		ATCH 2
5a	Gross rents		-55,069.		
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,657,610.			
b	Gross sales price for all assets on line 6a	4,657,610.			
7	Capital gain net income (from Part IV, line 2)		6,961,703.		
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) (attach schedule)				
11	Other income (attach schedule)	26,594.	4,266,409.		ATCH 3
12	Total. Add lines 1 through 11	5,481,274.	14,643,620.		
13	Compensation of officers, directors, trustees, etc	557,325.			557,325.
14	Other employee salaries and wages	1,917,966.			1,917,966.
15	Pension plans, employee benefits	537,343.			537,343.
16a	Legal fees (attach schedule) ATCH 4	227,944.			322,845.
b	Accounting fees (attach schedule) ATCH 5	141,455.			116,455.
c	Other professional fees (attach schedule) *	2,846,994.	1,319,072.		2,192,413.
17	Interest . ATTACHMENT 7		182,383.		
18	Taxes (attach schedule) (see instructions)	-136,973.	57,411.		151.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	121,755.			125,220.
22	Printing and publications	109,617.			109,617.
23	Other expenses (attach schedule) ATCH 6	2,339,765.	2,078,469.		2,322,853.
24	Total operating and administrative expenses. Add lines 13 through 23	8,663,191.	3,637,335.		8,202,188.
25	Contributions, gifts, grants paid	4,144,632.			5,570,483.
26	Total expenses and disbursements. Add lines 24 and 25	12,807,823.	3,637,335.	0	13,772,671.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-7,326,549.			
b	Net investment income (if negative, enter -0-)		11,006,285.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 6 JSA ** ATCH 8

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SCANNED SEP 21 2015

Operating and Administrative Expenses

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SEP 11 2015

OGDEN, UT

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SEP 11 2015

OGDEN, UT

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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	36,244,773.	23,531,986.	23,531,986.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 45,670.			
		Less: allowance for doubtful accounts ▶	3,623.	45,670.	45,670.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use		502,625.	502,625.
	9	Prepaid expenses and deferred charges	724,137.		
	10 a	Investments - U S and state government obligations (attach schedule) .	20,099,310.	22,473,052.	22,473,052.
	b	Investments - corporate stock (attach schedule) ATCH 10	189,263.		
	c	Investments - corporate bonds (attach schedule)			
	Liabilities	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 11	421,583,352.	411,322,418.	411,322,418.
14		Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	90,458.	53,486.	53,486.
		Other assets (describe ▶)	72,279.		
15					
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	478,916,737.	457,929,237.	457,929,237.
17		Accounts payable and accrued expenses	1,017,135.	238,667.	
18		Grants payable	4,952,851.	3,527,000.	
19		Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 12)	1,125,395.	1,030,518.	
	23	Total liabilities (add lines 17 through 22)	7,095,381.	4,796,185.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	471,821,356.	453,133,052.	
	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			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	471,821,356.	453,133,052.	
	31	Total liabilities and net assets/fund balances (see instructions)	478,916,737.	457,929,237.	

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	471,821,356.
2	Enter amount from Part I, line 27a	2	-7,326,549.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	-11,361,755.
4	Add lines 1, 2, and 3	4	453,133,052.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	453,133,052.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	6,961,703.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	20,315,104.	447,978,908.	0.045348
2009	14,663,221.	393,579,327.	0.037256
2008	18,945,884.	189,516,449.	0.099970
2007	256,655.	45,945,312.	0.005586
2006			

2 Total of line 1, column (d)	2	0.188160
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	0.047040
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	428,616,147.
5 Multiply line 4 by line 3	5	20,162,104.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	110,063.
7 Add lines 5 and 6	7	20,272,167.
8 Enter qualifying distributions from Part XII, line 4 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	8	13,772,671.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	220,126.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	220,126.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	0
6 Credits/Payments:		5	220,126.
a 2011 estimated tax payments and 2010 overpayment credited to 2011		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. TAX PAID W/ O.R. 80,395..		7	80,395.
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	139,731.
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 2012 estimated tax ☐ 0 Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 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?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.PGPF.ORG				
14	The books are in care of PETER G. PETERSON FOUNDATION Telephone no 212-542-9200 Located at 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY ZIP + 4 10019			
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			
16	At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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? ☐ 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 instructions)? ☐	1b	X
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 2011? ☐	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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) ☐	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		
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 2011 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 2011) ☐	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 2011? ☐	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** ☐ 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? **ATTACHMENT 14** ☒ 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** ☐ 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? **7b** ☐ 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
ATTACHMENT 15		557,325.	47,166.	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
ATTACHMENT 16		780,417.	71,209.	0

Total number of other employees paid over \$50,000 **11**

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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
ATTACHMENT 17		2,610,382.
Total number of others receiving over \$50,000 for professional services		10

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 GRANTS AND GRANT-MAKING - SEE ATTACHMENT 22	
	4,713,866.
2 EDUCATION, AWARENESS, AND ENGAGEMENT - SEE ATTACHMENT 22	
	3,812,363.
3 POLICY RESEARCH AND ANALYSIS - SEE ATTACHMENT 22	
	1,562,970.
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	36,080,453.
b	Average of monthly cash balances	1b	38,070,247.
c	Fair market value of all other assets (see instructions)	1c	360,992,596.
d	Total (add lines 1a, b, and c)	1d	435,143,296.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	435,143,296.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,527,149.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	428,616,147.
6	Minimum investment return. Enter 5% of line 5	6	21,430,807.

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	21,430,807.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	220,126.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	220,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,210,681.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,210,681.
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	21,210,681.

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	13,772,671.
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	13,772,671.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,772,671.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				21,210,681.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008 1,169,380.				
d From 2009				
e From 2010				
f Total of lines 3a through e	1,169,380.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 13,772,671.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				13,772,671.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	1,169,380.			1,169,380.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				6,268,630.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iv)					
(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 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))

PETER G. PETERSON

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

N/A

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

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

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

ATTACHMENT 18

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

N/A

c Any submission deadlines:

INQUIRIES ARE ACCEPTED AT ANY TIME DURING THE YEAR.

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

SEE ATTACHMENT 19

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 20			SEE ATTACHMENT 20	5,570,483.
Total			▶ 3a	5,570,483.
b Approved for future payment SEE ATTACHMENT 21			SEE ATTACHMENT 21	3,527,000.
Total			▶ 3b	3,527,000.

Form 990-PF (2011)

Enter gross amounts unless otherwise indicated

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

JSA
1E1492 1 000

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

PETER G. PETERSON FOUNDATION

Employer identification number

26-0316905

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **PETER G. PETERSON FOUNDATION**

Employer identification number

26-0316905

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS JEFFERSON FOUNDATION, INC. P.O. BOX 316 CHARLOTTESVILLE, VA 22902	\$ 9,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

26-0316905

[illegible]

Name of organization PETER G. PETERSON FOUNDATION

Employer identification number

26-0316905

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

AMENDED RETURN STATEMENT

THE FOUNDATION HAS FILED THIS AMENDED RETURN IN ORDER TO REFLECT INCREASED INVESTMENT INCOME, WHICH INCLUDES ADDITIONAL CAPITAL GAINS AND OTHER INCOME THAT WAS RECENTLY IDENTIFIED BY THE FOUNDATION.

PETER G. PETERSON FOUNDATION

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME - BANKS	646.	646.
TOTAL	<u>646.</u>	<u>646.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME	787,424.	3,469,931.
TOTAL	<u>787,424.</u>	<u>3,469,931.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HONORARIUM	1,000.	
PRODUCTION INCOME	25,594.	25,594.
PARTNERSHIP - ORDINARY BUSINESS INCOME		497,266.
GUARANTEED PAYMENTS		155.
PARTNERSHIP - IRC SECTION 1256 GAIN		-221,580.
PARTNERSHIP - IRC SECTION 988 GAIN		-27,535.
PARTNERSHIP - IRC SECTION 1296 GAIN		6,840.
PARTNERSHIP - OTHER PORTFOLIO INCOME		4,198,876.
PARTNERSHIP - OTHER INCOME		-104,593.
PARTNERSHIP - IRC SECTION 1250 GAIN		3,386.
PARTNERSHIP - IRC SECTION 1231 GAIN		-174,625.
CANCELLATION OF DEBT		6,394.
INCOME FROM SWAPS		56,231.
TOTALS	<u>26,594.</u>	<u>4,266,409.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	227,944.			322,845.
TOTALS	<u>227,944.</u>			<u>322,845.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT & ACCOUNTING FEES	141,455.			116,455.
TOTALS	<u>141,455.</u>			<u>116,455.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PUBLIC RELATIONS	152,173.		201,714.
INVESTMENT MANAGEMENT	1,074,000.		
OTHER PROFESSIONAL FEES	1,005,218.	1,319,072.	1,408,898.
INFORMATION TECHNOLOGY	399,709.		411,341.
HUMAN RESOURCES	215,894.		170,460.
TOTALS	<u>2,846,994.</u>	<u>1,319,072.</u>	<u>2,192,413.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

.

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST EXPENSE		182,383.
TOTALS		<u>182,383.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX EXPENSE FOREIGN TAXES	-136,973.	57,411.	151.
TOTALS	<u>-136,973.</u>	<u>57,411.</u>	<u>151.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADVERTISING	1,046,335.		1,062,647.
OTHER PROGRAMS	1,049,900.		1,017,145.
ALL OTHER EXPENSES	243,530.		243,061.
PORTFOLIO DEDUCTIONS		1,054.	
PORTFOLIO DEDUCTIONS - 2%		1,875,674.	
OTHER DEDUCTIONS		200,613.	
SECTION 59 (E) (2) EXP		1,128.	
TOTALS	<u>2,339,765.</u>	<u>2,078,469.</u>	<u>2,322,853.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TE CONNECTIVITY LTD REG SHS	1,286,250.	1,286,250.
AGILENT TECHNOLOGIES INC COM	1,112,750.	1,112,750.
AIR PRODUCTS & CHEMICALS INC	2,203,200.	2,203,200.
BAKER HUGHES INC	1,413,378.	1,413,378.
BECTON DICKINSON & CO		
DEVON ENERGY CORP NEW COM	1,955,800.	1,955,800.
EQT CORPORATION COM	1,084,725.	1,084,725.
EMERSON ELECTRIC CO		
FEDEX CORP COM	2,299,000.	2,299,000.
INTERNATIONAL BUSINESS MACHINE		
MOLEX INC	140,600.	140,600.
MOLEX INC CLASS A	58,625.	58,625.
PALL CORP		
PERKINELMER INC COM	414,900.	414,900.
PRAXAIR INC	515,880.	515,880.
ROCKWELL COLLINS INC COM	575,600.	575,600.
THERMO FISHER SCIENTIFIC INC		
3M CO COM	1,766,358.	1,766,358.
UNION PACIFIC CORP		
UNITED PARCEL SVC INC CL B	2,018,000.	2,018,000.
LENNOX INTL INC COM	282,100.	282,100.
HOME DEPOT INC	533,286.	533,286.
LOWE'S COMPANIES INC	2,510,400.	2,510,400.
SOUTHWESTERN ENERGY CO	765,000.	765,000.
WHIRLPOOL CORP	1,537,200.	1,537,200.
GENERAL MOTORS CO CV PFD B		
ABBOTT LABORATORIES		
AGNICO EAGLE MINES LTD		
ARCHER DANIELS MIDLAND CO		

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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AT&T INC		
BANK OF AMERICA CORP		
BANK OF NEW YORK MELLON CORP		
BARRICK GOLD CORP		
CISCO SYSTEMS INC		
COMCAST CORP CL A		
CVS CAREMARK CORPORATION		
DELL INC		
DELTA AIRLINES INC		
EQT CORPORATION		
FRONTIER COMMUNICATIONS CORP		
GENERAL ELECTRIC CO		
GENERAL MOTORS CO		
GILEAD SCIENCES INC		
GOLDCORP INC		
HESS CORP		
INTEL CORP		
INTERMEC INC		
INTL BUSINESS MACHINES CORP		
INTERNATIONAL PAPER COMPANY		
JP MORGAN CHASE & CO		
KROGER CO		
MERCK AND CO INC		
METLIFE INC		
MICROSOFT CORP		
THE MOSAIC COMPANY		
MYLAN LABORATORIES INC		
NEWMONT MINING CORP		
OMNICARE INC		

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORACLE CORP		
PFIZER INC		
SAIC INC		
SUNCOR ENERGY INC		
TALISMAN ENERGY INC		
THE TRAVELERS COMPANIES INC		
TOTAL SA SPONS ADR		
UNUM GROUP		
US BANCORP DEL		
WALMART STORES INC		
TOTALS	<u>22,473,052.</u>	<u>22,473,052.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILCHESTER INTL INVESTORS	11,136,436.	11,136,436.
HIGHFIELDS CAPITAL IV LP	18,531,475.	18,531,475.
FARALLON CAP INST PARTNERS LP	9,406,809.	9,406,809.
TPG-AXON PARTNERS OFFSHORE LTD	398,461.	398,461.
REGIMENT CAPITAL LTD		
TACONIC OPP OFFSHORE FUND LTD	2,347,773.	2,347,773.
MERCHANT'S GATE OFFSHORE FUND	12,259,923.	12,259,923.
ETON PARK OVERSEAS FUND LTD	10,925,843.	10,925,843.
GSO SP OVERSEAS SIT FUND	10,378,142.	10,378,142.
BROOKSIDE CAYMAN LTD	1,485,065.	1,485,065.
FORTRESS CREDIT OPP. FD (B) LP	7,412,524.	7,412,524.
CENTERBRIDGE CREDIT PTRS TE,LP	16,905,373.	16,905,373.
GS VINTAGE FUND V OFFSHORE LP	6,009,316.	6,009,316.
GENERAL ATLANTIC INV PTRS I LP	19,119,393.	19,119,393.
BAUPOST VALUE PARTNERS LP IV	17,487,863.	17,487,863.
WELSH CARSON ANDERSON STOWE XI	5,656,174.	5,656,174.
KING STREET CAPITAL LTD	2,168,650.	2,168,650.
CHILTON GNR INTL LTD	485,624.	485,624.
CONATUS CAPITAL OVERSEAS LTD		
CYRUS SELECT OPP. FUND LTD	10,121,097.	10,121,097.
HIGH RISE INST. PARTNERS LP		
CHILTON CHINA OPPORTUNITIES LP	121,309.	121,309.
CHILTON PAN ASIA PACIFIC FUND	117,027.	117,027.
SOUTHPORT ENERGY PLUS		
SAMLYN LTD	5,148,170.	5,148,170.
SR GLOBAL FUND INC		
SR PHOENICIA INC		
DAEDALUS OFFSHORE		
ANCHORAGE CAPITAL PARTNERS	7,695,050.	7,695,050.
CONVEXITY CAPITAL OFFSHORE LP	12,027,365.	12,027,365.
SWIFTCURRENT OFFSHORE LTD	7,530,795.	7,530,795.
ACACIA CONSERVATION OFFSHORE	10,472,055.	10,472,055.
AXIAL CAPITAL LTD	6,930,166.	6,930,166.

FORM 990OFF, PART II - OTHER INVESTMENTSATTACHMENT 11 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNALLOCATED GOLD	22,776,250.	22,776,250.
JP MORGAN SHORT DURATION	34,847,125.	34,847,125.
SENATOR GLOBAL OPP OFFSHORE FD	10,308,350.	10,308,350.
EQUINOX FUND INTERNATIONAL LTD	4,742,948.	4,742,948.
GAOLING FEEDER FUND LTD	14,353,681.	14,353,681.
PASSPORT OFFSHORE LTD	8,677,049.	8,677,049.
ROUTE ONE OFFSHORE FUND	6,619,696.	6,619,696.
ELLIOT INTERNATIONAL LTD	10,722,199.	10,722,199.
SPINNAKER GLOBAL EMERGING MKT	9,868,000.	9,868,000.
BREXAN HOWARD EMER MKT STR FD	7,810,369.	7,810,369.
TRIDENT V LP	843,711.	843,711.
BLLENHEIM GLOBAL MARKETS FUND		
CAMCAP RESOURCES OFFSHORE FUND	3,712,066.	3,712,066.
ENCAP ENERGY CAPITAL FD VIII-B	2,619,369.	2,619,369.
LCP VII (OFFSHORE), LP	2,225,353.	2,225,353.
GARRISON REAL ESTATE FD II LP	753,559.	753,559.
LONE CASCADE LP	16,839,785.	16,839,785.
RIVA CAPITAL PARTNERS III LP	668,036.	668,036.
SFC ENERGY PARTNERS IIB LP	1,278,109.	1,278,109.
HIGHBROOK INCOME PROP FUND LP	929,983.	929,983.
AMERICAN SECURITIES PTRS VI LP	1,646,203.	1,646,203.
DENHAM COMMODITY PTRS FD VI-A	117,485.	117,485.
ABRAMS CAPITAL PARTNERS II LP	6,360,195.	6,360,195.
OVERLOOK PARTNERS FUND LP	10,123,388.	10,123,388.
NGP NATURAL RESOURCES X LP	347,000.	347,000.
GMO QUALITY FD III	15,482,734.	15,482,734.
PASSPORT SPECIAL OPPS FUND LTD	4,371,897.	4,371,897.
TOTALS	<u>411,322,418.</u>	<u>411,322,418.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAX	1,030,518.
TOTALS	<u>1,030,518.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN OR LOSS - INVESTMENTS	-11,361,755.
TOTAL	<u>-11,361,755.</u>

ATTACHMENT 14FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SEE EXHIBIT 1
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

Form 990PF, Part VII-B, Line 5c – Expenditure Responsibility Statement

Grantee: Comeback America Initiative
211 State Street, Suite 401
Bridgeport, CT 06604

Approved: 9/17/2010

Amount: \$3,100,000

Purpose: To support a new initiative over a three year period to address federal fiscal issues by engaging the public and assisting policymakers on a non-partisan basis to help solve America's long-term fiscal challenges.

Payments: \$600,000 on 10/1/2010
\$500,000 on 2/25/2011
\$500,000 on 9/13/2011
\$500,000 on 2/29/2012
\$600,000 on 9/14/2012

Expended: \$1,052,180 as of 8/31/11
\$2,100,000 as of 8/31/12

Report Dates: 2/24/2011; 8/29/2011; 2/22/2012; 9/10/2012; 2/1/2013

Diversion: To the knowledge of the Foundation, based on narrative and financial reports, grant funds have been used exclusively for the original, charitable purposes of the grant.

Verification: The Foundation has not undertaken an investigation of the grantee's reports because it has no reason to believe that those reports are of dubious accuracy or reliability.

Grantee: Coalition to Transform Advanced Care
c/o Mintz Levin
701 Pennsylvania Ave., NW, Suite 900
Washington, DC 20004

Approved: 8/16/2011

Amount: \$250,000

Purpose: To support the replication of health care models that ensure compassionate, coordinated care for individuals with advanced illness.

Payments: \$150,000 on 9/13/2011
\$100,000 on 4/2/2012

Expended: \$69,934 as of 2/28/2012
\$201,648 as of 8/31/2012

Report Dates: 3/5/2012; 3/29/2012; 9/25/2012

Diversion: To the knowledge of the Foundation, based on narrative and financial reports, grant funds have been used exclusively for the original, charitable purposes of the grant.

Verification: The Foundation has not undertaken an investigation of the grantee's reports because it has no reason to believe that those reports are of dubious accuracy or reliability.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PETER G PETERSON 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIRECTOR & CHAIRMAN, CEO 40.00	0	0	0
JOAN GANZ COONEY 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIRECTOR 5.00	0	0	0
MICHAEL A PETERSON 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIR & PRESIDENT, COO 40.00	0	0	0
PAUL L NEWMAN 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	TREASURER 40.00	0	0	0
LORETTA UCELLI 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	VP COMM & PUBLIC AFFAIRS 40.00	311,125.	23,946.	0
SUSAN TANAKA 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	VP OF RESEARCH 40.00	246,200.	23,220.	0
GRAND TOTALS		557,325.	47,166.	0

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DOUGLAS HAMILTON 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIRECTOR OF RESEARCH 40.00	227,558.	19,089. 0
RIKARD TREIBER 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIRECTOR OF GRANTS 40.00	152,958.	15,296. 0
CHRISTOPHER SEALEY 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIR OF ONLINE COMM 40.00	148,354.	14,836. 0
MYRA SUNG 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	DIR OF COMMUNICATION 40.00	136,583.	13,658. 0
EDMUND WALSH 888-C EIGHTH AVENUE BOX #144 NEW YORK, NY 10019	SENIOR WRITER 40.00	114,964.	8,330. 0
	TOTAL COMPENSATION	780,417.	71,209. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
EAST END ADVISORS 610 FIFTH AVENUE, SUITE 506 NEW YORK, NY 10020	INVESTMENT MGMT	1,074,000.
MCKINSEY & COMPANY 55 EAST 52ND STREET NEW YORK, NY 10022	RESEARCH/CONSULTING	451,707.
PURPOSE CAMPAIGNS, LLC 224 CENTRE STREET, 6TH FLOOR NEW YORK, NY 10013	PUBLIC ENGAGEMENT	392,524.
SKDKNICKERBOCKER 1818 N STREET, SUITE 450 WASHINGTON, DC 20036	MEDIA & ADVERTISING	392,151.
BLOOMBERG LP-TV 731 LEXINGTON AVENUE NEW YORK, NY 10022	SPECIAL EVENTS	300,000.
TOTAL COMPENSATION		<u>2,610,382.</u>

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

INITIAL GRANT INQUIRIES ARE
ACCEPTED VIA EMAIL TO
INQUIRIES@PGPF.ORG

PETER G. PETERSON FOUNDATION GENERAL GRANT ELIGIBILITY GUIDELINES:

THE PETER G. PETERSON FOUNDATION:

- CONSIDERS GRANT REQUESTS WITH DIRECT RELEVANCE TO THE FOUNDATION'S PRIORITIES
- GENERALLY AWARDS GRANTS TO U.S. BASED, TAX EXEMPT NONPROFIT ORGANIZATIONS
- PREFERS TO PARTNER WITH ORGANIZATIONS THAT HAVE BEEN IN EXISTENCE 2+ YEARS
- SEEKS PROPOSALS FROM ORGANIZATIONS THAT ARE REGIONAL OR NATIONAL IN SCOPE

THE PETER G. PETERSON FOUNDATION DOES NOT PARTICIPATE IN ACTIVITIES PROHIBITED FOR PRIVATE FOUNDATIONS AND DOES NOT GENERALLY ENGAGE IN CERTAIN OTHER PRACTICES, INCLUDING, BUT NOT LIMITED TO:

- PROVIDING GENERAL OPERATING SUPPORT, UNRESTRICTED GRANTS OR FUNDING INDIRECT EXPENSES
- PROVIDING GRANTS TO FOREIGN ORGANIZATIONS
- PROVIDING CONTRIBUTIONS TO OTHER PRIVATE GRANT-MAKING FOUNDATIONS
- DONATING TO INDIVIDUALS OR POLITICAL, SOCIAL OR FRATERNAL ORGANIZATIONS
- CONTRIBUTING TO CAPITAL CAMPAIGNS, ANNUAL APPEALS, OR ONGOING SPONSORSHIPS
- UNDERWRITING CHAIRS, ENDOWMENTS OR SCHOLARSHIPS SPONSORED BY ACADEMIC OR NONPROFIT INSTITUTIONS
- FUNDING POLITICAL PARTIES OR ELECTION CAMPAIGNS
- SUPPORTING RAFFLES, TELETHONS, WALK-A-THONS OR AUCTIONS
- SUPPORTING OF INSTITUTIONS THAT DISCRIMINATE ON THE BASIS OF RACE, CREED, GENDER, NATIONAL ORIGIN, AGE, DISABILITY OR SEXUAL ORIENTATION IN POLICY OR PRACTICE

PETER G. PETERSON FOUNDATION

26-0316905

ATTACHMENT 20.

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

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Bipartisan Policy Center 1212 Eye Street NW, Suite 1000 Washington, DC 20005	509(a) (1)	To support post-launch activities of the Debt Reduction Task Force's development and dissemination of its long-term budget plan to reduce projected federal debt.	\$ 100,000
Center for Practical Bioethics Harzfield Building 1111 Main Street, Suite 500 Kansas City, MO 64105	509(a) (1)	To support the development of a business plan for the Coalition to Transform Advanced Care (C-TAC), a new organization focused on improving end-of-life care.	\$ 55,000
Clinton Global Initiative 1301 Avenue of the Americas, 37th Floor New York, NY 10019	509(a) (3) - Type I	To support CGI America's 2011 meeting and discussions on how to improve the nation's long-term economic competitiveness.	\$ 250,000
Coalition to Transform Advanced Care C/O Mintz Levin 701 Pennsylvania Ave., NW, Suite 900 Washington, DC 20004	Pending determination	To support the replication of health care models that ensure compassionate, coordinated end-of-life care for individuals with advanced illness.	\$ 150,000
Comeback America Initiative 211 State Street, Suite 401 Bridgeport, CT 06604	Private Nonoperating Foundation	To support a new initiative over a three year period to address federal fiscal issues by engaging the public and assisting policymakers on a non-partisan basis to help solve America's long-term fiscal challenges.	\$ 1,000,000
Committee For Economic Development 2000 L Street, NW, Suite 700 Washington, DC 20036	509(a) (1)	To support the Fiscal Health Initiative, a program providing nonpartisan analysis on long-term fiscal challenges and conducting outreach to the business community in support of more sustainable policies.	\$ 250,000

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

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Concord Coalition Corp 1011 Arlington Blvd., Suite 300 Arlington, VA 22209	509(a)(2)	To support the Peter G. Peterson Foundation Fiscal Internship Program.	\$ 47,500
Concord Coalition Corp 1011 Arlington Blvd., Suite 300 Arlington, VA 22209	509(a)(2)	To support efforts to educate the public about the causes and consequences of federal budget deficits, the long-term challenges facing America's unsustainable entitlement programs, and how to build a sound foundation for economic growth.	\$ 1,325,567
Corporation for the Advancement of Policy Evaluation 600 Alexander Park Princeton, NJ 08540	509(a)(1)	To support the 15th Annual Wall Street Comes to Washington Conference, an event convening health policy experts from the public and private sectors to discuss the broad trends shaping the health care system and their impact on the nation's economic and fiscal outlook.	\$ 35,000
Fund for Public Advocacy Office of the New York City Public Advocate 1 Centre Street, 15th Floor New York, NY 10007	509(a)(1)	To support the Long-Term Liabilities Roundtable Discussion Series, a series of events engaging members of the public, government officials, and other key stakeholders in dialogue on New York City's long-term liabilities and their impact on its fiscal and economic outlook.	\$ 25,000
Independent Sector 1602 L Street, NW, Suite 900 Washington, DC 20036	509(a)(1)	To support the 2011 Public Policy Action Institute, an annual conference convening nonprofit leaders to discuss public policy challenges and opportunities facing the nonprofit sector.	\$ 10,000
Institute for International Economics 1750 Massachusetts Avenue, NW Washington, DC 20036	509(a)(1)	To support research on the international dimensions of the fiscal imbalances of the United States, including an appraisal of key creditor countries' international economic positions and policies.	\$ 140,000

PETER G. PETERSON FOUNDATION

26-0316905

ATTACHMENT 20-
(CONT'D)

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

Recipient Name and Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Mobilizing America's Youth 1875 K Street, NW, 5th Floor Washington, DC 20006	509(a)(1)	To support the 2011 Millennial Leadership Summit, a two-day conference fostering dialogue between engaged Millennials and local and national leaders on civic engagement.	\$ 25,000
NABE Foundation of the National Association for Business Economics 1233 20th Street NW, Suite 505 Washington, DC 20036	509(a)(3) - Type I	To support the NABE Foundation's work with NABE's 2012 Economic Policy Conference, a national event addressing the nexus of economics, business, and policymaking.	\$ 20,000
New America Foundation 1899 L Street, NW, Suite 400 Washington, DC 20036	509(a)(1)	To support the Peterson-Pew Commission on Budget Reform at the Committee for a Responsible Federal Budget to advance responsible fiscal policy and budget process reform through outreach and engagement toward policymakers, opinion leaders, media, and the public.	\$ 250,000
New America Foundation 1899 L Street, NW, Suite 400 Washington, DC 20036	509(a)(1)	To support the Moment of Truth Project at the Committee for a Responsible Federal Budget to advance responsible fiscal policy and budget process reform through outreach and engagement efforts.	\$ 150,000
Research Foundation of the City University of New York 230 West 41st Street, 7th Floor New York, NY 10036	509(a)(1)	To support a comprehensive analysis of the fiscal challenges faced by six heavily populated states and the development of recommendations to improve their long-term fiscal sustainability.	\$ 400,000
Henry L. Stimson Center 1111 19th Street, NW, 12th Floor Washington, DC 20036	509(a)(1)	To support an analysis of alternative defense strategy and mission choices as part of the Budgeting for Foreign Affairs and Defense program.	\$ 500,000

PETER G. PETERSON FOUNDATION

26-0316905

ATTACHMENT 20
(CONT'D)

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

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Henry L. Stimson Center 1111 19th Street, NW, 12th Floor Washington, DC 20036	509(a)(1)	To support a panel discussion on defense strategy and the budget entitled "Resources for National Security," and related event activities.	\$ 25,000
Teachers College, Columbia University 525 West 120th Street P.O.Box 80 New York, NY 10027	509(a)(1)	To support the development of a new, comprehensive social studies and mathematics curriculum to help high school students across the United States understand the facts, significance, and consequences of America's fiscal challenges.	\$ 812,416
TOTAL CONTRIBUTIONS PAID			<u>\$ 5,570,483</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Clinton Global Initiative 1301 Avenue of the Americas, 37th Floor New York, NY 10019-6022	509(a)(3) - Type I	To support the development and execution of Up to Us, a nationwide campus competition empowering university students to create campaigns that educate and engage their peers on the United States' fiscal challenges and their impact on economic opportunity, investment in the future, and other concerns of future generations.	\$ 250,000
Coalition to Transform Advanced Care C/O Mintz Levin 701 Pennsylvania Ave., NW, Suite 900 Washington, DC 20004	Pending determination	To support the replication of health care models that ensure compassionate, coordinated end-of-life care for individuals with advanced illness.	\$ 100,000
Comeback America Initiative 211 State Street, Suite 401 Bridgeport, CT 06604	Private Nonoperating Foundation	To support a new initiative over a three year period to address federal fiscal issues by engaging the public and assisting policymakers on a non-partisan basis to help solve America's long-term fiscal challenges.	\$ 1,000,000
Concord Coalition Corp 1011 Arlington Blvd., Suite 300 Arlington, VA 22209	509(a)(2)	To support the Peter G. Peterson Foundation Fiscal Internship Program.	\$ 30,000
Concord Coalition Corp 1011 Arlington Blvd., Suite 300 Arlington, VA 22209	509(a)(2)	To support efforts to educate the public about the causes and consequences of federal budget deficits, the long-term challenges facing America's unsustainable entitlement programs, and how to build a sound foundation for economic growth.	\$ 537,000
Fund for Public Advocacy Office of the New York City Public Advocate 1 Centre Street, 15th Floor New York, NY 10007	509(a)(1)	To support the Long-Term Liabilities Roundtable Discussion Series, a series of events engaging members of the public, government officials, and other key stakeholders in dialogue on New York City's long-term liabilities and their impact on its fiscal and economic outlook.	\$ 25,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>Recipient Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Net Impact 150 Spear Street, Suite 500 San Francisco, CA 94105	509(a)(1)	To support the development and execution of Up to Us, a nationwide campus competition empowering university students to create campaigns that educate and engage their peers on the United States' fiscal challenges and their impact on economic opportunity, investment in the future, and other concerns of future generations.	\$ 450,000
New America Foundation 1899 L Street, NW, Suite 400 Washington, DC 20036	509(a)(1)	To support the Moment of Truth Project at the Committee for a Responsible Federal Budget to advance responsible fiscal policy and budget process reform through outreach and engagement efforts.	\$ 150,000
Research Foundation of the City University of New York 230 West 41st Street, 7th Floor New York, NY 10036	509(a)(1)	To support a comprehensive analysis of the fiscal challenges faced by six heavily populated states and the development of recommendations to improve their long-term fiscal sustainability.	\$ 100,000
Henry L. Stimson Center 1111 19th Street, NW, 12th Floor Washington, DC 20036	509(a)(1)	To support an analysis of alternative defense strategy and mission choices as part of the Budgeting for Foreign Affairs and Defense program.	\$ 300,000
Teachers College, Columbia University 525 West 120th Street P.O.Box 80 New York, NY 10027	509(a)(1)	To support promotion, implementation and evaluation of a new curriculum to help high school students understand the facts, significance and consequences of the nation's fiscal challenges.	\$ 585,000

TOTAL CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT \$ 3,527,000

FOUNDATION ACTIVITIES

The Peter G. Peterson Foundation's mission is to increase public awareness of the nature and urgency of key fiscal challenges threatening America's future and to accelerate action on them. To address these challenges successfully, we work to bring Americans together to find and implement sensible, long-term solutions that transcend age, party lines, and ideological divides in order to achieve real results. We advance our mission through grant-making, education and awareness initiatives, and research and policy analysis.

Grants and Grant-making

The Foundation provides grants to fund a variety of projects and organizations that advance its mission. Grantee organizations include research organizations, foundations, universities, associations, and other not-for-profit entities that engage in activities outlined under grant agreements with the Foundation. These grants focus on a range of education, engagement, and research projects and initiatives related to the nation's long-term fiscal challenges. A complete listing of our paid grants in fiscal year 2012 can be found in Attachment 20.

Education, Awareness, and Engagement

The Foundation's education, awareness, and engagement initiatives are designed to educate Americans about our nation's long-term fiscal challenges and explain why they matter, how they can be solved, and how Americans can contribute to the movement for solutions. The Foundation produces information on fiscal policy topics for the general public; utilizes print, television, and digital media advertising; and issues policy research briefs and statements around key fiscal milestones. The Foundation encourages broad discourse regarding fiscal and economic issues through its websites and social media. In addition, the Foundation convenes an annual Fiscal Summit and other events that bring together fiscal policy leaders, experts, and elected officials from across the political and ideological spectrum to discuss fiscal issues.

Policy, Research, and Analysis

Fiscal policy issues involve complex questions and a vast amount of information. The Foundation provides non-partisan research, analyses, and other explanatory information to help make the issues more understandable and meaningful to the public.

The Foundation conducts research and produces analyses that are incorporated into its education, awareness, and engagement activities. This material is generally accessible on the Foundation's website and includes analyses of budget and economic issues, a library of charts and graphs, and primers and policy briefs that explain the budget and budget process. The Foundation's research efforts are also reflected in speeches, articles, and presentations.

The Foundation's research and analysis covers various areas of the federal budget, including the tax system, defense spending, and benefit programs. In addition, the Foundation's research focuses on the rapidly rising cost of health care in the United States, which is a primary driver of the unsustainable growth in federal debt over the long term.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
571,871.		ST CAPITAL GAIN FROM K-1S					VARIOUS 571,871.	VARIOUS
1,732,221.		LT CAPITAL GAIN FROM K-1S					VARIOUS 1,732,221.	VARIOUS
-740,477.		MANAGED ACCOUNT - SHORT TERM					VARIOUS -740,477.	VARIOUS
1,143,203.		MANAGED ACCOUNT - LONG TERM					VARIOUS 1,143,203.	VARIOUS
-3349372.		ST CAPITAL LOSS - OTHER SEC					VARIOUS -3349372.	VARIOUS
7,604,257.		LT CAPITAL GAIN - OTHER SEC					VARIOUS 7,604,257.	VARIOUS
TOTAL GAIN(LOSS)							<u>6,961,703.</u>	