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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
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 10-01-2011 , and ending 09-30-2012

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

Name of foundation PEALE FOUNDATION INC CO ELIZABETH ALLEN		A Employer identification number 14-1746478
Number and street (or P O box number if mail is not delivered to street address) Room/suite 665 OLD QUAKER HILL ROAD		B Telephone number (see page 10 of the instructions) (914) 855-5000
City or town, state, and ZIP code PAWLING, NY 12564		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,476,212	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	25,806	25,806		
4 Dividends and interest from securities.	105,491	105,491		
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	142,090			
b Gross sales price for all assets on line 6a _____ 1,497,917				
7 Capital gain net income (from Part IV, line 2)		142,090		
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)	151,577	151,577		
12 Total. Add lines 1 through 11	424,964	424,964		
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)	127,547	127,547		
b Accounting fees (attach schedule)	15,750	11,812		3,938
c Other professional fees (attach schedule)				
17 Interest	50	50		
18 Taxes (attach schedule) (see page 14 of the instructions)	766	766		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	116,315	86,279		30,036
24 Total operating and administrative expenses. Add lines 13 through 23	305,428	237,704		67,724
25 Contributions, gifts, grants paid	340,100			340,100
26 Total expenses and disbursements. Add lines 24 and 25	645,528	237,704		407,824
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-220,564			
b Net investment income (if negative, enter -0-)		187,260		
c Adjusted net income (if negative, enter -0-)				

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	80,444	144,444	144,444	
	2 Savings and temporary cash investments	74,882	94,324	94,324	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	4,307,823	5,169,275	5,169,275	
	c Investments—corporate bonds (attach schedule)	637,163	359,500	359,500	
	11 Investments—land, buildings, and equipment basis ▶ _____ 85,000 Less accumulated depreciation (attach schedule) ▶ _____	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 ▶ _____)	313,617	283,292	408,669		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,498,929	6,135,835	6,476,212		
Liabilities	17 Accounts payable and accrued expenses	15,400	15,400		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)	15,400	15,400			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	5,483,529	6,120,435		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 page 17 of the instructions)	5,483,529	6,120,435			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,498,929	6,135,835			

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	5,483,529
2	Enter amount from Part I, line 27a	2	-220,564
3	Other increases not included in line 2 (itemize) ▶ _____	3	861,440
4	Add lines 1, 2, and 3	4	6,124,405
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,970
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,120,435

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	142,090
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	569,246	6,598,352	0.08627
2009	359,675	6,090,390	0.05906
2008	378,710	4,822,487	0.07853
2007	480,865	6,965,935	0.06903
2006	502,057	7,056,158	0.07115

2 Total of line 1, column (d).	2	0.36404
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	0.07281
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	6,312,017
5 Multiply line 4 by line 3.	5	459,565
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,873
7 Add lines 5 and 6.	7	461,438
8 Enter qualifying distributions from Part XII, line 4.	8	407,824

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,745
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	3,745
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	3,745
6	Credits/Payments		
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.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	85
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,830
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY, DE _____		
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? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of PEALE FOUNDATION INC Telephone no (914) 855-5000 Located at 665 OLD QUAKER HILL ROAD PAWLING NY PAWLING NY ZIP+4 12564			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>
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	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			No
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			No
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? <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 page 20 of the instructions).	2b			No
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> <input checked="" type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b		No
7b		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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELIZABETH PEALE ALLEN 665 OLD QUAKER HILL ROAD PAWLING, NY 12564	SEC/TREA/DIRECT 5 00	15,000		
JOHN S PEALE 211A NORTHWEST 2ND ST CHARLOTTESVILLE, VA 22902	V PRES/DIRECTOR 5 00	15,000		
MARGARET P EVERETT 36 COZIER HILL ROAD SHERMAN, CT 06784	PRES/DIRECTOR 5 00	15,000		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

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

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

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 _____	
2 _____	
3 _____	
4 _____	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	5,532,665
b	Average of monthly cash balances.	1b	165,075
c	Fair market value of all other assets (see page 24 of the instructions).	1c	710,399
d	Total (add lines 1a, b, and c).	1d	6,408,139
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	
3	Subtract line 2 from line 1d.	3	6,408,139
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	96,122
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,312,017
6	Minimum investment return. Enter 5% of line 5.	6	315,601

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	315,601
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	3,745
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,745
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	311,856
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	311,856
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	311,856

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	407,824
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	407,824
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	407,824

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				311,856
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				151,189
b From 2007.				140,650
c From 2008.				139,230
d From 2009.				359,675
e From 2010.				262,123
f Total of lines 3a through e.	1,052,867			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>407,824</u>				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				311,856
e Remaining amount distributed out of corpus	95,968			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,148,835			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 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 page 27 of the instructions).				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	151,189			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	997,646			
10 Analysis of line 9				
a Excess from 2007.				140,650
b Excess from 2008.				139,230
c Excess from 2009.				359,675
d Excess from 2010.				262,123
e Excess from 2011.				95,968

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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 organization 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)(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 page 27 of the instructions.)

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

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
 ELIZABETH PEALE ALLEN
 665 QUAKER HILL ROAD
 PAWLING, NY 12564

b The form in which applications should be submitted and information and materials they should include
 MUST BE IN WRITING, NO PRESCRIBED FORMAT

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 340,100
b <i>Approved for future payment</i>				
Total				3b

Additional Data

Software ID: 11000144

Software Version: 2011v1.5

EIN: 14-1746478

Name: PEALE FOUNDATION INC
CO ELIZABETH ALLEN

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
J P MORGAN - 03743 S/T (SEE ATTACHED)	P	2011-10-01	2011-10-01
J p MORGAN - 21218 L/T (SEE ATTACHED)	P	2010-10-01	2012-09-30
J P MORGAN - 02513 L/T (SEE ATTACHED)	P	2010-10-01	2012-09-30
J P MORGAN - 02513 S/T (SEE ATTACHED)	P	2011-10-01	2011-10-01
J P MORGAN - 02512 L/T (SEE ATTACHED)	P	2010-10-01	2012-09-30
J P MORGAN - 02512 S/T (SEE ATTACHED)	P	2011-10-01	2011-10-01
FIDELITY - L/T (SEE ATTACHED)	P	2010-10-01	2012-09-30
FIDELITY - S/T (SEE ATTACHED)	P	2011-10-01	2011-10-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,191		12,127	64
341,258		325,208	16,050
42,536		55,613	-13,077
3,992		4,414	-422
8,296		12,617	-4,321
380,296		384,980	-4,684
667,094		522,051	145,043
42,254		38,817	3,437

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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	
			64
			16,050
			-13,077
			-422
			-4,321
			-4,684
			145,043
			3,437

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Stepping Stones62 OAK ROAD KATONAH,NY 10536	NONE	CHAR	HEALTH	1,000
WASHINGTON LATIN PUBLIC CHARTER SCH4715 16TH STREET NW WASHINGTON,DC 20011	NONE	CHAR	EDUCATIONAL	2,000
CROSS CULTURAL THRESHOLDS43 WINDING RIDGE ROAD WHITE PLAINS,NY 10603	NONE	CHAR	EDUCATIONAL	5,000
AMERICAN BIBLE SOCIETY1865 BROADWAY NEW YORK,NY 10023	NONE	CHAR	EDUCATIONAL	25,000
CANTERBURY SCHOOL101 ASPETUCK AVENUE NEW MILFORD,CT 06776	NONE	CHAR	EDUCATIONAL	1,000
GREENFIELD HILL CONGREGATIONAL CHUR1045 OLD ACADEMY ROAD FAIRFIELD,CT 06824	NONE	CHAR	RELIGIOUS	1,000
OLD NORTH CHURCH IN MARBLEHEAD35 WASHINGTON ST MARBLEHEAD,MA 01945	NONE	CHAR	RELIGIOUS	2,000
ANDREW K DYWER FOUNDATION 756 GUARDHILL ROAD BEDFORD,NY 10506	NONE	CHAR	EDUCATIONAL	500
GUIDEPOSTS A CHURCH CORPORATION39 OLD RIDGEBURY ROAD SUITE 2AB DANBURY,CT 06810	NONE	CHAR	RELIGIOUS	55,500
UVA CENTER FOR GREATER HEALTHPO BOX 80073 CHARLOTTESVILLE,VA 22908	NONE	CHAR	EDUCATIONAL	10,000
AMERICARES88 HAMILTON AVENUE STAMFORD CT,CT 06902	NONE	CHAR	RELIGIOUS	15,000
CHRIST CHURCH ON QUAKER HILL 17 CHURCH ROAD PAWLING,NY 12564	NONE	CHAR	RELIGIOUS	36,200
UPPER VALLEY HAVEN713 HARTFORD AVENUE WHITE RIVER JUNCTION,VT 01123	NONE	CHAR	EDUCATIONAL	1,000
WAINWRIGHT HOUSE260 STUYVESANT AVENUE RYE,NY 10580	NONE	CHAR	EDUC & RELIGIOUS	300
TRINITY PAWLING SCHOOL700 ROUTE 22 PAWLING,NY 12564	NONE	CHAR	EDUCATIONAL	19,900
THE TUTWILER CLINIC205 ALMA STREET TUTWILER MS,MS 38963	NONE	CHAR	HEALTH	500
STONY BROOK SCHOOLCHAPMAN PARKWAY STONYBROOK,NY 11790	NONE	CHAR	EDUCATIONAL	2,000
LAKESIDE PRESBYTERIAN CHURCH 2690 DIXIE HIGHWAY LAKESIDE PARK,KY 41014	NONE	CHAR	RELIGIOUS	2,000
HENRY MEMORIAL PRESBYTERIAN CHURCHBELLEVUE AVENUE DUBLIN,GA 31040	NONE	CHAR	RELIGIOUS	1,000
LUMONOS FKA FAITH AT WORK150 S WASHINGTON ST204 FALLS CHURCH,VA 22046	NONE	CHAR	RELIGIOUS	15,000
MARBLE COLLEGIATE CHURCHONE WEST 29TH STREET NEW YORK,NY 10001	NONE	CHAR	RELIGIOUS	25,000
PITTSBURGH EXPERIMENT1802 INVESTMENT BLVD PITTSBURGH,PA 15222	NONE	CHAR	RELIGIOUS	34,200
BLANTON PEALE INSTITUTE3 WEST 29TH STREET NEW YORK,NY 10001	NONE	CHAR	RELIGIOUS/EDUCA	85,000
Total				340,100

TY 2011 Accounting Fees Schedule

Name: PEALE FOUNDATION INC
 CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,750	11,812	0	3,938

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Amortization Schedule

Name: PEALE FOUNDATION INC
CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
COPYRIGHT	2010-09-01	333,594	29,106	12	26,867			55,973

TY 2011 Investments - Land Schedule

Name: PEALE FOUNDATION INC
 CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	85,000		85,000	300,000

TY 2011 Legal Fees Schedule

Name: PEALE FOUNDATION INC
CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	127,547	127,547	0	0

TY 2011 Other Assets Schedule

Name: PEALE FOUNDATION INC
 CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding		2	
Net Intangible Assets	304,488	277,621	403,000
ACCRUED INTEREST	9,129	5,669	5,669

TY 2011 Other Decreases Schedule

Name: PEALE FOUNDATION INC

CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Description	Amount
FEDERAL EXCISE TAX	3,970

TY 2011 Other Expenses Schedule

Name: PEALE FOUNDATION INC
CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE	26,228	6,557		19,671
MISCELLANEOUS	573	573		
MEETING EXPENSE	12,201	3,050		9,151
INVESTMENT MGMT FEES	49,164	49,164		
FILING FEES	1,009			1,009
BANK CHARGES	273	68		205
Amortization	26,867	26,867		

TY 2011 Other Income Schedule

Name: PEALE FOUNDATION INC
 CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	151,577	151,577	

TY 2011 Other Increases Schedule

Name: PEALE FOUNDATION INC
 CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	861,440

TY 2011 Taxes Schedule

Name: PEALE FOUNDATION INC
 CO ELIZABETH ALLEN

EIN: 14-1746478

Software ID: 11000144

Software Version: 2011v1.5

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	766	766		


Peale Foundation
JP Morgan Chase -02513
9/30/2012

	<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>	<u>Term</u>
6/1/2012 Ishares Hong Kong	2,698.95	3,093.00	(394.05)	ST
6/1/2012 Ishares South Africe	756.83	721.63	35.20	ST
6/1/2012 Mobile Telesystems OJSC	172.52	186.20	(13.68)	ST
6/1/2012 Oil Co Lukoil	161.51	195.89	(34.38)	ST
6/1/2012 Surgutneftegaz JSC	16.27	20.60	(4.33)	ST
6/1/2012 Statoil ASA	140.65	149.64	(8.99)	ST
6/1/2012 Telenor ASA	45.24	47.53	(2.29)	ST
Short Term Total	<u>3,991.97</u>	<u>4,414.49</u>	<u>(422.52)</u>	
10/7/2011 Ishares Hong Kong	60.11	74.08	(13.97)	LT
10/7/2011 Ishares Italy	5,452.78	8,448.00	(2,995.22)	LT
10/7/2011 Ishares MSCI Netherlands	4,337.77	5,604.00	(1,266.23)	LT
10/7/2011 Ishares Germany	3,658.20	4,717.00	(1,058.80)	LT
10/7/2011 Ishares Spain	3,561.22	4,433.00	(871.78)	LT
10/7/2011 Ishares Sweden	1,238.73	1,634.81	(396.08)	LT
10/7/2011 Ishares Switzerland	110.81	123.00	(12.19)	LT
10/7/2011 Ishares Turkey	4,014.35	4,618.48	(604.13)	LT
10/7/2011 Ishares France	2,130.82	2,777.00	(646.18)	LT
10/7/2011 Ishares Thailand	219.93	176.00	43.93	LT
10/7/2001 Nokia Corporation	1,713.92	1,797.97	(84.05)	LT
10/7/2011 Stora Enso Corp	984.32	1,614.30	(629.98)	LT
10/7/2011 Statoil ASA	158.14	175.00	(16.86)	LT
10/7/2011 Telenor ASA	273.47	286.00	(12.53)	LT
10/7/2011 UPM Kymmene Corp.	1,324.93	1,992.70	(667.77)	LT
6/1/2012 Ishares Japan	685.58	794.35	(108.77)	LT
6/1/2012 Ishares Germany	544.65	670.37	(125.72)	LT
6/1/2012 Ishares South Korea	371.86	439.85	(67.99)	LT
6/1/2012 Ishares Spain	1,303.87	2,490.79	(1,186.92)	LT
6/1/2012 Ishares Switzerland	68.15	73.80	(5.65)	LT
6/1/2012 Ishares inc MSCI CDA Index	1,110.78	1,124.77	(13.99)	LT
6/1/2012 Ishares Austria	453.70	715.01	(261.31)	LT
6/1/2012 Ishares Australia	5,057.55	5,781.22	(723.67)	LT
6/1/2012 Ishares France	3,633.11	5,007.99	(1,374.88)	LT
6/1/2012 Ishares Thailand	67.28	43.93	23.35	LT
Long Term Total	<u>42,536.03</u>	<u>55,613.42</u>	<u>(13,077.39)</u>	

Peale Foundation
Balance Sheet - Investments
9/30/2012

<u>Account</u>	<u>Corporate Stocks</u>	<u>Page #</u>	<u>Corporate Bonds</u>	<u>Page #</u>
Fidelity 633-601853	2,932,960.11	3	359,500.07	4
JPM - 02513	155,007.00	9	-	
JPM - 21218	1,880,274.00	12	-	
JPM - 03743	201,035.00	20	-	
	<hr/>		<hr/>	
	5,169,276.11		359,500.07	
990-PF PART II, Line:	10B		10C	

Holdings (Symbol) as of September 30, 2019	Quantity September 30, 2019	Price per Unit September 30, 2019	Total Value September 30, 2019	Unrealized Gain (Loss) September 30, 2019
Stocks 88% of holdings				
ALCOA INC ISIN #US0138171014 (AA)	9,000,000	88.655	\$79,695.00	-\$ 16,393.20
ANADARKO PETE CORP (APC)	2,000,000	69.920	139,840.00	unknown
APACHE CORP (APA)	1,400,000	86.470	121,058.00	unknown

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Investment Report

September 1, 2012 - September 30, 2012

Brokerage 833-601853		PEALE FOUNDATION	
Holdings	Quantity	Price per Unit	
(Symbol) as of September 30, 2012	September 30, 2012	September 30, 2012	
APPLE INC (AAPL)	350 000	667.105	
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	1,500,000	88.200	
CANADIAN NATIONAL RAILWAYS CO COM NPV ISIN #CA1363751027 SEDOL #2180632 (CNI)	1,800,000	88.230	
CARPENTER TECHNOLOGY CORP (CRS)	3,000 000	52.320	
CHURCH & DWIGHT INC (CHD)	4 000,000	53.950	
CONOCOPHILLIPS (COP)	1 752,000	57.180	
DU PONT E I DE NEMOURS & CO (DD)	3,000 000	50.270	
E M C CORP MASS (EMC)	2,000 000	27.270	
EXXON MOBIL CORP (XOM)	2,640,000	91.450	
GENERAL ELECTRIC CO (GE)	4,000 000	22.710	
GOLDMAN SACHS GROUP INC (GS)	1,000,000	113.680	
GOOGLE INC CL A (GOOG)	50,000	754.500	
HORMEL GEORGE A & CO (HRL)	2,500,000	29.240	
INTL BUSINESS MACH (IBM)	700,000	207.450	
JPMORGAN CHASE & CO (JPM)	3,000,000	40.480	
MCDONALDS CORP (MCD)	1,500 000	81.750	
ORACLE CORPORATION (ORCL)	4,500,000	31.460	
PARKER HANNIFIN CORP (PH)	800,000	83.580	
PEPSICO INC (PEP)	2,000,000	70.770	
UNITED TECHNOLOGIES CORP (UTX)	1,000 000	78.290	
Subtotal of Stocks			

Total Value	Unrealized Gain (Loss)
September 30, 2012	September 30, 2012
233,486.75	131,362.69
132,300.00	unknown
158,814.00	65,727.00
156,960.00	80,342.65
215,960.00	129,489.70
100,179.36	unknown
150,810.00	84,005.20
54,540.00	3,181.35
241,428.00	unknown
90,840.00	unknown
113,680.00	- 18,088.32
37,725.00	3,887.05
73,100.00	1,229.75
145,215.00	61,071.04
121,440.00	- 16,713.65
137,825.00	52,159.58
141,570.00	unknown
66,864.00	999.01
141,540.00	unknown
78,290.00	unknown
2,932,960.11	642,259.83

Bonds 11% of holdings			
AT&T BROADBAND CORP NT @ 37500% 03/15/2013 FIXED COUPON MOODYS Baa1 S&P BBB- SEMIANNUALLY AI \$70.72 EAI \$70.62 CUSIP 00208TAA3	19,000 000	103.553	

18,675.07	unknown
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04 18 000



Page 2 of 10



Investment Report

September 1, 2012 - September 30, 2012

Brokerage 633-601853		PEALE FOUNDATION	
Holdings	Quantity	Price per Unit	
(Symbols as of September 30, 2012)	September 30, 2012	September 30, 2012	
GOLDMAN SACHS GROUP NOTES 5.50% 11/15/2014 FIXED COUPON MOODY'S A3 S&P A- SEMIANNUALLY AI \$2,077.78 EAI \$5,500.00 CUSIP 38141GCM4	100,000 000	108.520	
KRAFT FOODS INC BOND 06 12500% 02/01/2018 FIXED COUPON MOODY'S Baa2 S&P BBB- SEMIANNUALLY AI \$1,020.83 EAI \$6,125.00 CUSIP 80078NAU8	100,000 000	121.170	
EL PASO PIPELINE PART OP NOTE 05 00000% 10/01/2021 FIXED COUPON MOODY'S Ba1 S&P BBB- SEMIANNUALLY NEXT CALL DATE 07/01/2021 CONT CALL 07/01/2021 MAKE WHOLE CALL AI \$2,500.00 EAI \$5,000.00 CUSIP 28370TAE9	100,000 000	110.135	
Subtotal of Bonds			
Core Account 1% of holdings			
CASH	31,945.520	1.000	not applicable

Total Value	Unrealized Gain (Loss)
September 30, 2012	September 30, 2012
108,520.00	unknown
121,170.00	21,090.01
110,135.00	9,770.72
359,500.07	30,860.73
27,860.94	not applicable
31,945.52	not applicable

(4)

EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
GAZPROM O A O	CASH	C	383	10 09	3,562
SYMBOL: OADR		07/08/11 C	302		3,047
SYMBOL: OADR		10/07/11 C	42		424
		05/29/12 C	9		91
ISHARES INC	CASH	07, 03/11	00	10 20	1,030
MSL3 HONG KONG INDEX FD					
SYMBOL: OAH					
ISHARES INC	CASH		319	17 03	2,435
MSCI ITALY INDEX FD		02/16/11	33		397
(BOOK ENTRY)		04/19/11	23		277
SYMBOL: IWI		07/08/11	120		1,552

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
ISHARES INC		05/20/12 C	84		409
ISHARES INC	CASH		1,617	9.17	14,828
MSCI JAPAN INDEX FUND		01/19/11	480		4,402
SYMBOL: EWJ		04/19/11	338		3,099
		10/07/11	799		7,327
ISHARES MSCI NETHERLANDS	CASH		100	18.80	3,616
INVESTABLE MARKET INDEX FUND		02/16/11	175		3,238
SYMBOL: EWN		04/19/11	14		259
		05/29/12 C	1		19
ISHARES INC	CASH		474	22.57	10,698
MSCI GERMANY INDEX FUND		01/19/11	339		7,651
SYMBOL: EWG		04/19/11	5		113
		07/08/11	130		2,934
ISHARES INC	CASH		83	59.13	4,908
MSCI SOUTH AFRICA INDEX FUND		01/19/11	48		2,838
SYMBOL: EWY		10/07/11	35		2,070
ISHARES INC	CASH		187	27.69	5,178
MSCI SPAIN INDEX FUND		02/16/11	21		581
SYMBOL: EWP		07/08/11	189		4,597
ISHARES IIRD	CASH	01/19/11	63	24.80	1,548
MSCI SWITZERLAND INDEX FUND					
SYMBOL: EWL					
ISHARES INC MSCI CDA INDEX FUND	CASH		379	28.49	7,949
SYMBOL: EWZ		10/13/09	27		769
		02/19/11	48		1,308
		04/19/11	87		1,624
		10/07/11	147		4,188

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Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	
ISHARES INC MSCI EMERL INDEX FD SYMBOL EWZ	CASH	04/15/11 07/08/11 09/29/12 C	100 30 45 99	54.00	9,781 1,648 2,433 5,352	73
ISHARES MSCI AUSTRIA ADJUSTABLE MARKET INDEX FUND SYMBOL EWO	CASH	01/12/11 02/19/11 04/18/11 10/07/11	202 87 100 28	15.33	3,097 1,327 1,533 429	13
ISHARES INC MSCI AUSTRALIA INDEX FD (BOOK ENTRY) SYMBOL EWA	CASH	10/07/11	385	23.70	8,991	6
ISHARES INC MSCI TURKEY INDEX FD SYMBOL TUR	CASH	05/29/12 C	88	68.88	4,917	7
ISHARES INC MSCI FRANCE INDEX FD (BOOK ENTRY) SYMBOL EMO	CASH	02/16/11 04/15/11	456 385 91	20.80	9,587 7,958 1,909	3
ISHARES INC MSCI UNFD ANGDOM INDEX FD (BOOK ENTRY) SYMBOL ENU	CASH	10/13/09 01/14/10 02/16/11 04/12/11 10/07/11 05/29/12 C	1,714 1,150 12 320 96 47 60	17.40	29,817 20,008 209 5,587 1,670 818 1,548	8
ISHARES TR FTSE CHINA 25 INDEX FUND SYMBOL FZI	CASH	01/14/10 10/07/11	178 33 2	34.60	6,088 1,142 69	9

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
ISHARES TR FTSE CHINA 25 INDEX		05/20/12 C	140		4,844
ISHARES INC	CASH		78	75.85	5,916
MSCI THAILAND INDEX F2		10/13/09	53		4,320
SYMBOL THO		01/14/10	25		1,895
ISHARES TR POLND INVT MKT	CASH		194	30.38	5,912
ETF		01/19/11	10		264
SYMBOL EPO		02/16/11	74		1,850
		07/08/11	30		849
		10/07/11	52		1,370
		05/20/12 C	22		660
JSC MMC NORILSK NICKEL	CASH		96	15.87	1,523
SPONSORED ADR		07/08/11 C	69		1,095
SYMBOL NLSBY		05/20/12 C	27		428
MOBILE TELESYSTEMS QJSC	CASH	07/08/11 C	69	17.52	1,209
SPONSORED ADR					
SYMBOL MIBT					
NORSH HYDRO A/S	CASH		200	4.69	938
SPONSORED ADR		07/08/11 C	145		680
SYMBOL NHYDY		10/07/11 C	41		192
		05/20/12 C	14		66
OIL CO LUKOIL-SPONSORED ADR	CASH		68	51.61	3,450
SYMBOL LUKOY		07/08/11 C	54		3,327
		10/07/11 C	2		123
SURGUTNEFTGAZ JSC	CASH		135	9.03	1,219
SPONSORED ADR		07/08/11 C	133		1,201
SYMBOL SURZY		10/07/11 C	2		18

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Equities & Options (Cont,rued)

DESCRIPTION	ACQI TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
STATOR, ASA SPONSORED ADR SYMBOL STJ	CASH	07/08/11 C	92	25.79	2,373
SEADRILL LIMITED SHS US LISTED SYMBOL SDRL	CASH	07/08/11 C 07/08/11 C 10/07/11 C 05/29/12 C	163 38 68 59	39.22	6,393 1,412 2,687 2,314
TELECOR ASA SPONSORED ADR SYMBOL TELAY	CASH	07/08/11 C	28	58.54	1,639
Total Equities & Options					\$158,007
TOTAL EQUITIES					\$158,007

Ⓢ Covered Security - This is a covered security. Cost basis and realized gains/losses for covered lots will be reported to the IRS on Form 1099-D. Please contact your Tax Advisor for additional information.

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EQUITIES

Equities & Options

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
AMERICAN EXPRESS COMPANY SYMBOL AAP	CASH	07/24/96	2,806	66.86	188,549
BERKSHIRE HATHAWAY INC DEL CL B NEW SYMBOL BRKS	CASH	01/26/98 09/11/98	1,500 260 1,250	89.20	132,800 22,050 110,250
CALAMOS CONVERTIBLE OPPORTUNITIES AND INCOME FUND SYMBOL CA	CASH	05/20/10 05/20/10	3,500 100 3,400	12.76	44,660 1,276 43,384

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
COMCAST CORP	CASH		4,210	35.76	150,468
NEW CL A		01/31/03	2,710		96,559
SYMBOL CMCSA		10/14/03	1,500		53,917
CENOVUS ENERGY INC	CASH	01/28/11	2,169	34.89	78,568
SYMBOL CVE					
FREEPORT MCMORAN COPPER & GOLD	CASH		2,000	39.58	79,160
INC		02/24/11	100		3,958
SYMBOL FCX		02/24/11	100		3,958
		02/24/11	200		7,916
		02/24/11	200		7,916
		02/24/11	100		3,958
		02/24/11	100		3,958
		02/24/11	200		7,916
		02/24/11	100		3,958
		02/24/11	400		15,832
		02/24/11	500		19,790
GENERAL ELECTRIC CO	CASH	10/08/08	3,940	22.71	89,014
SYMBOL GE					
ISHARES TRUST DOW JONES US	CASH	06/19/12	2,340	42.18	98,701
ENERGY SECTOR INDEX FUND					
SYMBOL IYE					
ISHARES TRUST DOW JONES U S	CASH	01/11/07	2,499	75.87	189,899
TECHNOLOGY INDEX FUND					
SYMBOL IYW					
INTEL CORP	CASH		3,191	22.46	72,202
SYMBOL INTC		12/20/11	500		11,327
		12/20/11	200		4,531
		12/20/11	300		6,799

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Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
INTEL CORP SYMBOL INTC		02/01/12	7,191		49,637
JPMORGAN CHASE & CO SYMBOL JPM	CASH	07/10/03	4,929	40.48	199,931
MYLAN INC SYMBOL MYL	CASH	02/17/12	1,500	24.37	36,558
		02/17/12	100		2,437
		02/17/12	100		2,437
		02/17/12	200		4,874
		02/17/12	1,100		26,809
PFIZER INC SYMBOL PFE	CASH	11/20/09	6,000	24.65	124,250
PROCTER & GAMBLE CO SYMBOL PG	CASH	08/18/07	3,468	69.36	240,402
		04/18/09	1,518		105,150
		07/28/09	975		67,028
		07/28/09	975		67,025
SELECT SECTOR SPDR TR S&P UTILS SELECT INDEX SYMBOL XLU	CASH	01/18/05	1,183	36.39	41,958
SELECT SECTOR SPDR FUND S&P 500 INT MATRIALS SYMBOL XLB	CASH	01/18/05	1,170	36.80	43,056
SEADRILL LIMITED SHS US LISTED SYMBOL SDRL	CASH	06/06/12	2,603	39.22	102,080
Total Equities & Options					\$1,880,274
TOTAL EQUITIES					\$1,880,274

Equities & Options

DESCRIPTION	ACQ TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
ANSYS INC SYMBOL: ANSS	CASH	03/30/12 C	55	73.40	4,037
AKAMAN TECHNOLOGIES INC SYMBOL: AKAM	CASH	03/30/12 C	40	38.26	1,530
APTARGROUP INC SYMBOL: ATR	CASH	03/30/12 C	65	51.71	3,361

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	C	QUANTITY	PRICE	MARKET VALUE
BLACKBAUD INC SYMBOL: BLKB	CASH	03/30/12	C	90	23.92	2,153
CLIBEST PHARMACEUTICALS INC SYMBOL: CBST	CASH	03/30/12 05/30/12	C C	70 45 75	47.59	3,338 2,148 1,192
CLECO CORP HLDGS NEW COM SYMBOL: COG	CASH	03/30/12	C	115	41.68	4,828
COSTAR GROUP INC SYMBOL: CSGP	CASH	03/30/12	C	25	81.54	2,039
COMPASS MINERALS INTL INC SYMBOL: CMP	CASH	03/30/12	C	40	74.59	2,984
CARDOTRONICS INC SYMBOL: CATM	CASH	03/30/12	C	91	29.75	2,827
DRIL-CLIP INC SYMBOL: DRCL	CASH	03/30/12	C	40	71.08	2,875
DONALDSON CO INC SYMBOL: DOD	CASH	03/30/12	C	85	34.71	2,950
F5 NETWORKS INC SYMBOL: F5N	CASH	03/30/12	C	10	104.64	1,046
FIRST REPUBLIC BANK SAN FRANCISCO CALIF NEW SYMBOL: FRB	CASH	03/30/12	C	60	36.46	2,187
GROUP 1 AUTOMOTIVE INC SYMBOL: GPH	CASH	03/30/12	C	39	60.33	2,108

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	COUNTRY	PRICE	AMOUNT PAID
GLACIER BANCORP INC-NEW SYMBOL: GBCI	CASH	03/30/12 C	140	15.59	2,183
GULFPORT ENERGY CORP COM NEW SYMBOL: GPCB	CASH	03/30/12 C 05/02/12 C	149 110 35	31.28	4,533 3,439 1,094
GREENHILL & CO INC SYMBOL: GHA	CASH	03/30/12 C	30	51.75	1,553
GARTNER INC SYMBOL: IT	CASH	03/30/12 C	80	46.09	3,687
GENTER CORP SYMBOL: GNTX	CASH	03/30/12 C	100	16.99	1,699
HEALTHBANK CORP SYMBOL: HBC	CASH	03/30/12 C	45	45.60	2,061
HMS HOLDINGS CORP SYMBOL: HMET	CASH	03/30/12 C	140	33.39	4,675
HITTITE MICROWAVE CORP SYMBOL: HITI	CASH	03/30/12 C	15	65.47	982
HOBETT SPORTS INC SYMBOL: HSB	CASH	03/30/12 C	80	59.45	4,767
HARRIS TEETER SUPERMARKETS INC SYMBOL: HTSI	CASH	03/30/12 C	75	38.84	2,913
HARRARD INC SYMBOL: HLT	CASH	03/30/12 C	170	4.54	772
ICU MEDICAL INC SYMBOL: ICU	CASH	03/30/12 C	30	60.48	1,814

Equities & Options (Continued)

DESCRIPTION	ACQY TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
JACOBS ENGINEERING GROUP INC SYMBOL: JEC	CASH	03/30/12 C	60	40.43	2,426
KAYNE ANDERSON MLP TRUST CO SYMBOL: KATM	CASH	03/30/12 C	46	31.24	1,406
KIRBY CORP SYMBOL: KDI	CASH	03/30/12 C	65	65.28	3,040
LINCOLN ELEC HOLDINGS INC NEW SYMBOL: LECO	CASH	03/30/12 C	90	39.06	3,515
LIFE TIME FITNESS INC SYMBOL: LTM	CASH	C 03/30/12 C 05/09/12 C	59 49 10	45.74	2,518 2,059 457
LULLLEIGH ATHLETICA INC SYMBOL: LRU	CASH	03/30/12 C	40	73.94	2,958
MARSHBASS HOLDINGS INC SYMBOL: MKH	CASH	03/30/12 C	110	31.61	3,477
MEDNAX INC SYMBOL: MD	CASH	03/30/12 C	65	74.45	4,095
MARKING & MAPER INC CL A SYMBOL: MN	CASH	03/30/12 C	180	12.19	2,194
MICROCHIP TECHNOLOGY INC SYMBOL: MCHP	CASH	03/30/12 C	80	32.74	2,610
MID-AMERICA APARTMENT COMMUNITIES INC SYMBOL: MAA	CASH	03/30/12 C	55	65.31	3,592

Equities & Options (Continued)

DESCRIPTION	ACCT TYPE	ACQUISITION DATE	CURRENCY	PRICE	MARKET VALUE
MICROS SYSTEMS INC SYMBOL: MCSI	CASH	03/30/12 C	45	49.16	2,212
MIDDLEBY CORP SYMBOL: MDO	CASH	03/30/12 C	45	115.84	5,204
NEWELL RUBBERMAID INC SYMBOL: RMI	CASH	03/30/12 C	130	19.09	2,482
NATURAL GROCERS BY VITAMIN COTTAGE INC SYMBOL: NVC	CASH	07/25/12 C	60	22.32	1,339
NATIONAL HEALTH INVESTORS INC SYMBOL: NHI	CASH	03/30/12 C	55	61.44	2,929
POWER INTEGRATIONS INC SYMBOL: POWI	CASH	03/30/12 C	30	30.45	913
PEETS COFFEE & TEA INC SYMBOL: PEET	CASH	03/30/12 C	16	73.34	1,100
PROASSURANCE CORP SYMBOL: PRA	CASH	03/30/12 C	50	90.44	4,522
QEP RESOURCES INC SYMBOL: QEP	CASH	C 03/30/12 C 09/14/12 C	110 75 35	31.66	3,483 2,375 1,108
QUESTAR CORP SYMBOL: QTR	CASH	03/30/12 C	165	20.33	3,354
ROFIN SENAR TECHNOLOGIES INC SYMBOL: RSTI	CASH	03/30/12 C	35	19.73	691
RALCORP HOLDINGS INC NEW SYMBOL: RAN	CASH	03/30/12 C	48	73.00	3,285

Equities & Options (Continued)

DESCRIPTOR	ACQI TYPE	ACQUISITION DATE	CURRENCY	QUANTITY	PRICE	MARKET VALUE
RANGE RESOURCES CORP SYMBOL: RRC	CASH	03/30/12 C		40	69.87	2,795
RITCHIE BROS AUCTIONEERS INC SYMBOL: RBA	CASH	03/30/12 C		65	19.23	1,250
RPM INTERNATIONAL INC SYMBOL: RPM	CASH	03/30/12 C		105	38.64	4,069
RBC BEARINGS INC SYMBOL: RBL	CASH	03/30/12 C		40	48.10	1,924
REVERRED TECHNOLOGY INC SYMBOL: RVD	CASH	03/30/12 C		85	23.29	1,979
RESMED INC SYMBOL: RMD	CASH	03/30/12 C		85	40.47	3,440
RYLAND GROUP INC SYMBOL: RY	CASH	C 03/30/12 C 03/17/12 C		85 85 20	30.00	2,550 1,550 600
STERicycle INC SYMBOL: SYC	CASH	03/30/12 C		40	90.48	3,619
SIGNATURE BANK SYMBOL: SBK	CASH	03/30/12 C		85	67.08	4,300
SOURCEFIRE INC SYMBOL: SFE	CASH	03/30/12 C		40	49.03	1,961
SVB FINANCIAL GROUP SYMBOL: SVB	CASH	03/30/12 C		88	60.46	3,326
SOLEIA HOLDINGS INC SYMBOL: SH	CASH	03/30/12 C		45	43.87	1,974

Equities & Options (Continued)

DESCRIPTION	ACQ TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE
STEPAN CO SYMBOL: SCL	CASH	03/20/12 C	20	90.12	1,802
UPPERMERE BRANDS CORPORATION SYMBOL: UPB	CASH	03/20/12 C	45	53.59	2,412
TYLER TECHNOLOGIES INC SYMBOL: TYL	CASH	04/20/12 C	50	44.02	2,201
TORO CO SYMBOL: TFC	CASH	03/20/12 C	90	39.78	3,580
TRACTOR SUPPLY CO SYMBOL: TSCO	CASH	03/20/12 C	35	98.89	3,461
II VI INC SYMBOL: IIV	CASH	03/20/12 C	90	19.02	1,712
LAMPONA LOGS CORP SYMBOL: LMPO	CASH	03/20/12 C	125	12.90	1,613
UNITED THERAPEUTICS CORP DEL SYMBOL: UTHI	CASH	03/20/12 C	55	55.89	3,073
UNIVERSAL FOREST PRODUCTS INC SYMBOL: UFP	CASH	03/20/12 C	55	41.54	2,285
WATERS CORP SYMBOL: WAT	CASH	03/20/12 C	40	83.33	3,333
WADDELL & REED FINANCIAL INC CI & SYMBOL: WRD	CASH	03/20/12 C	75	32.77	2,458
WABTEC CORP SYMBOL: WAB	CASH	03/20/12 C	45	60.20	2,613

Equities & Options (Continued)

GA ACCOUNT	ACCT TYPE	ACQUISITION DATE	QUANTITY	PRICE	MARKET VALUE	UNIT COST
IFERRA TECHNOLOGIES CORP-CL A SYMBOL: IFERRA	CASH	03/30/12 C	76	37.49	2,817	41.8
Total Equities & Options					\$201,035	
TOTAL EQUITIES					\$201,035	

C: Covered Security TMS: Is a covered security End block and column number

Peale Foundation
Fidelity Investments - Cap Gains
September 30, 2012

			<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>	<u>Term</u>
5/10/2012	Phillips 66	[Fidelity]	26,124.91	14,671.37	11,453.54	ST
6/26/2012	Juniper Networks	[Fidelity]	16,128.68	24,145.05	(8,016.37)	ST
	Short Term Totals		<u>42,253.59</u>	<u>38,816.42</u>	<u>3,437.17</u>	
11/10/2011	Washington Real Estate Investment	[Fidelity]	28,447.00	31,369.28	(2,922.28)	LT
11/28/2011	Verizon 6.875%	[Fidelity]	102,240.00	100,375.00	1,865.00	LT
12/12/2011	Washington Real Estate Investment	[Fidelity]	40,838.06	47,459.42	(6,621.36)	LT
2/2/2012	Hewlett Packard	[Fidelity]	13,962.98	12,609.05	1,353.93	LT
2/2/2012	Oracle Corp	[Fidelity]	14,267.12	7,414.00	6,853.12	LT
2/2/2012	Washington Real Estate Investment	[Fidelity]	14,836.76	8,551.56	6,285.20	LT
2/23/2012	Hewlett Packard	[Fidelity]	30,469.30	25,974.65	4,494.65	LT
2/23/2012	Washington Real Estate Investment	[Fidelity]	29,931.51	24,499.22	5,432.29	LT
3/15/2012	JP Morgan Chase & Co	[Fidelity]	50,000.00	53,895.50	(3,895.50)	LT
9/24/2012	Apple Inc.	[Fidelity]	35,054.76	11,793.24	23,261.52	LT
9/24/2012	Canadian Natl Ry	[Fidelity]	18,807.88	10,173.00	8,634.88	LT
9/24/2012	Carpenter Technology	[Fidelity]	27,206.94	9,214.35	17,992.59	LT
9/24/2012	Church & Dwight Co. Inc.	[Fidelity]	26,602.10	10,692.70	15,909.40	LT
9/24/2012	Consolidated Edison Co NY Inc	[Fidelity]	132,955.46	101,881.80	31,073.66	LT
9/24/2012	Intl Business Mach	[Fidelity]	20,678.10	11,793.99	8,884.11	LT
9/24/2012	McDonalds Corp	[Fidelity]	27,922.29	17,020.50	10,901.79	LT
9/24/2012	Pepsico	[Fidelity]	28,407.93	19,712.95	8,694.98	LT
9/24/2012	United Technologies Corp Del Com	[Fidelity]	24,466.37	17,621.01	6,845.36	LT
	Long Term Totals		<u>667,094.56</u>	<u>522,051.22</u>	<u>145,043.34</u>	

Peale Foundation
JP Morgan Chase -21218
9/30/2012

	<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>	Term
Charles Schwab	23,371.33	22,452.00	919.33	LT
Yahoo Inc.	58,861.27	114,940.30	(56,079.03)	LT
Select Sctor Spdr Tr SBI Utils	34,999.21	27,700.00	7,299.21	LT
Select Sector SPDR Fund	15,209.40	12,001.80	3,207.60	LT
Select Sector SPDR Trust	208,816.37	148,113.52	60,702.85	LT
Long Term Total	<u>341,257.58</u>	<u>325,207.62</u>	<u>16,049.96</u>	

Peale Foundation
JP Morgan Chase -03743
9/30/2012

		<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>	<u>Term</u>
4/27/2012	F5 Networks Inc.	645.14	670.50	(25.36)	ST
4/27/2012	Gartner Inc.	1,264.10	1,283.74	(19.64)	ST
4/27/2012	Tractor Supply Co	1,468.78	1,368.56	100.22	ST
5/3/2012	Sourcefire Inc	763.02	720.47	42.55	ST
5/9/2012	Hibbett Sports Inc	872.04	827.23	44.81	ST
6/22/2012	Waters Corp	404.32	462.21	(57.89)	ST
6/28/2012	PSS World Medical Inc.	1,914.95	2,433.46	(518.51)	ST
9/4/2012	Schnitzer Steel Industries	1,370.84	1,996.43	(625.59)	ST
9/19/2012	Par Pharmaceutical	3,488.08	2,363.99	1,124.09	ST
		-----	-----	-----	
	Short Term Total	<u>12,191.27</u>	<u>12,126.59</u>	<u>64.68</u>	

Peale Foundation
JP Morgan Chase -02512
9/30/2012

		<u>Sales Proceeds</u>	<u>Cost Basis</u>	<u>Gain/(Loss)</u>	<u>Term</u>
1/17/2012	Allegheny Technologies	3,015.46	3,931.53	(916.07)	ST
1/17/2012	AutoZone Inc.	3,110.43	2,956.99	153.44	ST
1/17/2012	Blogen IDEC Inc	4,443.91	4,018.49	425.42	ST
1/17/2012	Buffalo Wild Wings Inc	3,772.60	3,962.98	(190.38)	ST
1/17/2012	B&G Foods Inc.	4,582.85	4,033.97	548.88	ST
1/17/2012	Blyth Inc.	3,876.81	3,968.66	(91.85)	ST
1/17/2012	Carbo Ceramics Inc.	2,690.02	4,002.23	(1,312.21)	ST
1/17/2012	Coinstar Inc	3,072.66	3,996.32	(923.66)	ST
1/17/2012	Cabot Oil & Gas Corp	3,628.65	3,946.39	(317.74)	ST
1/17/2012	Crocs Inc	2,685.25	3,964.60	(1,279.35)	ST
1/17/2012	CBS Corp	4,043.96	3,964.98	78.98	ST
1/17/2012	Chart Industries Inc.	3,995.55	2,542.91	1,452.64	ST
1/17/2012	Carpenter Technology	3,879.28	4,031.05	(151.77)	ST
1/17/2012	Cerner Corp	977.93	1,061.24	(83.31)	ST
1/17/2012	Dillards Inc.	3,047.57	3,999.72	(952.15)	ST
1/17/2012	Dominos Pizza Inc	366.29	284.65	81.64	ST
1/17/2012	Dsw Inc	3,461.55	3,961.63	(500.08)	ST
1/17/2012	Dish Network Corp	3,714.62	3,931.57	(216.95)	ST
1/17/2012	Dollar Tree Inc	4,852.94	3,951.77	901.17	ST
1/17/2012	Electro Scientific Industries	3,086.22	3,967.50	(881.28)	ST
1/17/2012	Faro Technologies Inc.	4,543.32	3,994.34	548.98	ST
1/17/2012	Fossil Inc	2,621.20	3,969.08	(1,347.88)	ST
1/17/2012	Goldcorp Inc	3,328.16	3,976.62	(648.46)	ST
1/17/2012	GT Advanced Technologies	2,199.45	2,821.59	(622.14)	ST
1/17/2012	Genesco Inc	4,426.56	3,991.01	435.55	ST
1/17/2012	Goodyear Tire & Rubber Co	3,069.50	3,965.05	(895.55)	ST
1/17/2012	Green Mountain Coffee Roasters	2,223.06	4,015.07	(1,792.01)	ST
1/17/2012	Halliburton Co	2,458.11	3,944.67	(1,486.56)	ST
1/17/2012	Herbalife LTD	3,869.68	3,949.75	(80.07)	ST
1/17/2012	Hanesbrands Inc	2,785.69	3,983.96	(1,198.27)	ST
1/17/2012	Harley Davidson Inc.	3,633.49	3,884.37	(250.88)	ST
1/17/2012	ITT Educational Services Inc	2,856.86	4,011.90	(1,155.04)	ST
1/17/2012	Krispy Kreme Doughnuts Inc.	3,011.16	4,011.00	(999.84)	ST
1/17/2012	Limited Brands inc	4,064.11	3,963.76	100.35	ST
1/17/2012	Monster Beverage Corp.	4,916.66	3,992.03	924.63	ST
1/17/2012	Mueller Industries Inc.	3,603.63	3,982.41	(378.78)	ST
1/17/2012	NewMarket Corp.	4,848.68	3,945.87	902.81	ST
1/17/2012	Nissan Motor Co LTD	3,416.42	3,999.45	(583.03)	ST
1/17/2012	Pricesmart Inc	4,114.89	3,959.88	155.01	ST
1/17/2012	Pantry Inc	2,482.22	3,952.48	(1,470.26)	ST
1/17/2012	Peets Coffee & Tea Inc	3,727.78	3,939.78	(212.00)	ST
1/17/2012	Owens Corning	3,504.83	3,949.70	(444.87)	ST
1/17/2012	Olin Corp New	3,760.22	3,948.30	(188.08)	ST
1/17/2012	Oxford Industries Inc	5,181.61	4,023.89	1,157.72	ST
1/17/2012	Polaris Industries	3,993.65	3,888.30	105.35	ST
1/17/2012	Red Robin Gourmet Burgers Inc	3,228.35	3,973.65	(745.30)	ST
1/17/2012	Rackspace Hosting Inc	3,985.31	3,978.66	6.65	ST
1/17/2012	Titan International Inc.	3,463.16	3,083.06	380.10	ST
1/17/2012	Tempur Pedic International Inc	3,429.48	3,999.70	(570.22)	ST
1/17/2012	Tesoro Corporation	3,892.82	3,989.51	(96.69)	ST
1/17/2012	Ulta Salon Cosmetics &	4,577.42	3,888.64	688.78	ST
1/17/2012	Weight Watchers Intl Inc.	3,643.36	4,075.81	(432.45)	ST
3/23/2012	Alliance Data System Corp	5,477.90	4,755.08	722.82	ST

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3/23/2012	Americas Car Mart Inc.	5,384.29	4,773.52	610.77	ST
3/23/2012	Advance Auto Parts Inc.	5,836.28	4,772.62	1,063.66	ST
3/23/2012	Altisource Portfolio	5,916.25	4,774.07	1,142.18	ST
3/23/2012	American Software Inc.	4,411.00	4,783.39	(372.39)	ST
3/23/2012	Apollo Group Inc.	3,475.09	4,754.78	(1,279.69)	ST
3/23/2012	Buckeye Technologies Inc.	4,451.23	4,760.28	(309.05)	ST
3/23/2012	Bebe Stores Inc.	4,969.54	4,797.11	172.43	ST
3/23/2012	Centene Corp Del.	4,789.54	4,777.92	11.62	ST
3/23/2012	Colfax Corporation	4,828.41	4,707.03	121.38	ST
3/23/2012	Cracker Barrel Old Country	4,947.22	4,783.01	164.21	ST
3/23/2012	Cal-Maine Foods Inc.	5,310.83	4,770.83	540.00	ST
3/23/2012	Cambrex Corp.	4,053.14	4,792.63	(739.49)	ST
3/23/2012	Churchill Downs Inc.	5,313.55	4,809.72	503.83	ST
3/23/2012	Cintas Corp.	4,955.50	4,788.91	166.59	ST
3/23/2012	Curtiss Wright Corp.	4,706.04	4,786.62	(80.58)	ST
3/23/2012	Dominos Pizza Inc	5,158.08	3,700.41	1,457.67	ST
3/23/2012	Donaldson Co.	4,649.05	4,810.64	(161.59)	ST
3/23/2012	Generac Holdings Inc.	3,924.32	4,775.64	(851.32)	ST
3/23/2012	Garmin LTD	5,493.77	4,755.84	737.93	ST
3/23/2012	Genuine Parts Co	4,614.67	4,747.22	(132.55)	ST
3/23/2012	Health Net Inc.	5,091.80	4,743.96	347.84	ST
3/23/2012	Infospace Inc.	5,150.98	4,803.43	347.55	ST
3/23/2012	Kansas City Southern	4,733.47	4,804.98	(71.51)	ST
3/23/2012	Liquidity Services Inc.	6,013.07	4,778.38	1,234.69	ST
3/23/2012	Maximus Inc.	4,316.89	4,780.19	(463.30)	ST
3/23/2012	McGrath Rentcorp.	5,176.18	4,791.94	384.24	ST
3/23/2012	Papa Johns International Inc.	4,529.59	4,766.55	(236.96)	ST
3/23/2012	Petsmart Inc.	5,147.91	4,798.38	349.53	ST
3/23/2012	Pier 1 Imports	5,530.86	4,754.77	776.09	ST
3/23/2012	Roper Industries	5,076.45	4,730.90	345.55	ST
3/23/2012	Synnex Corp	5,807.48	4,793.26	1,014.22	ST
3/23/2012	Sherwin Williams	5,296.41	4,764.16	532.25	ST
3/23/2012	Standard Motor Products	4,175.20	4,695.79	(520.59)	ST
3/23/2012	Triumph Group Inc.	5,067.11	4,782.07	285.04	ST
3/23/2012	Tyler Technologies Inc.	5,318.23	4,483.27	834.96	ST
3/23/2012	Targa Resources Corp.	5,216.56	4,755.43	461.13	ST
3/23/2012	Unifirst Corp	4,556.78	4,738.49	(181.71)	ST
3/23/2012	Viropharma	4,819.82	4,751.71	68.11	ST
3/23/2012	Wyndham Worldwide Corp.	5,439.94	4,752.83	687.11	ST
	Short Term Total	380,295.82	384,980.23	(4,684.41)	
10/12/2011	Complete Production Services	2,956.77	3,974.77	(1,018.00)	LT
10/26/2011	Healthways Inc.	1,503.95	4,014.32	(2,510.37)	LT
10/26/2011	Netflix Com Inc.	1,078.95	1,667.05	(588.10)	LT
1/17/2012	RPC INC.	2,756.66	2,961.25	(204.59)	LT
	Long Term Total	8,296.33	12,617.39	(4,321.06)	