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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

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

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning

11/01, 2011, and ending

10/31, 2012

Name of foundation FEIERLS FOUNDATION		A Employer identification number 13-6082503
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (512) 346-7821
73 SOUTH HOLMAN WAY		
City or town, state, and ZIP code GOLDEN, CO 80401		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 97,503,579.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) if the foundation is not required to attach Sch. B	605,030.			
2	Check <input type="checkbox"/>				
3	Interest on savings and temporary cash investments	16,195.	16,195.		ATCH 1
4	Dividends and interest from securities	224,920.	224,920.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,681,304.			
b	Gross sales price for all assets on line 6a 19,085,345.				
7	Capital gain net income (from Part IV, line 2)		3,681,304.		
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)	-239,383.	-239,383.		ATCH 3
12	Total. Add lines 1 through 11	4,288,066.	3,683,036.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	9,500.	9,500.		
c	Other professional fees (attach schedule) *	29,034.	29,034.		
17	Interest. ATTACHMENT 6	1,130.	1,130.		
18	Taxes (attach schedule) (see instructions) *	59,013.	9,481.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	258,010.	258,010.		
24	Total operating and administrative expenses. Add lines 13 through 23	356,687.	307,155.		
25	Contributions, gifts, grants paid	5,008,800.			5,008,800.
26	Total expenses and disbursements. Add lines 24 and 25	5,365,487.	307,155.	0	5,008,800.
27	Subtract line 26 from line 12	-1,077,421.			
a	Excess of revenue over expenses and disbursements		3,375,881.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 5 JSA ** ATCH 7

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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	6,182,980.	9,486,339.	9,486,339.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule) . .			
	b Investments - corporate stock (attach schedule) ATCH 9	104,940,898.	101,682,791.	80,615,076.
	c Investments - corporate bonds (attach schedule) ATCH 10	1,792,691.	569,186.	137,186.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans ATCH 11	5,259,566.	5,433,552.	7,264,978.
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	118,176,135.	117,171,868.	97,503,579.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	118,176,135.	117,171,868.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .			
	30 Total net assets or fund balances (see instructions)	118,176,135.	117,171,868.	
	31 Total liabilities and net assets/fund balances (see instructions)	118,176,135.	117,171,868.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	118,176,135.
2 Enter amount from Part I, line 27a	2	-1,077,421.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	74,887.
4 Add lines 1, 2, and 3	4	117,173,601.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	1,733.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	117,171,868.

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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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	3,681,304.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> </div>					

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	5,925,300.	99,707,161.	0.059427
2009	4,803,500.	94,605,101.	0.050774
2008	4,800,000.	112,943,499.	0.042499
2007	5,493,900.	113,042,422.	0.048600
2006	6,224,012.	127,491,594.	0.048819
2 Total of line 1, column (d)			2 0.250119
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 0.050024
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 97,098,410.
5 Multiply line 4 by line 3			5 4,857,251.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 33,759.
7 Add lines 5 and 6			7 4,891,010.
8 Enter qualifying distributions from Part XII, line 4			8 5,008,800.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	33,759.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	33,759.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	33,759.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	75,000.	
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	75,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	41,241.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input checked="" type="checkbox"/>	11	41,241.	

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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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? Website address N/A	13	X	
14	The books are in care of BRIAN ELIOT PEIERLS Located at 7808 HARVESTMAN COVE AUSTIN, TX Telephone no 512-346-7821 ZIP + 4 78731			
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		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	X
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?	<input checked="" type="checkbox"/> Yes <input 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	X
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

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

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

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 ☐

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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
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 N/A	
2	
3	
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 ▶	

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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	88,372,453.
b	Average of monthly cash balances	1b	10,204,613.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	98,577,066.
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	98,577,066.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,478,656.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	97,098,410.
6	Minimum investment return. Enter 5% of line 5	6	4,854,921.

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	4,854,921.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	33,759.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,821,162.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,821,162.
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	4,821,162.

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	5,008,800.
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	5,008,800.
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	33,759.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,975,041.

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				4,821,162.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			3,019,726.	
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				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,008,800.				
a Applied to 2010, but not more than line 2a			3,019,726.	
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				1,989,074.
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))				
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				2,832,088.
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)(m)					
(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))

ATTACHMENT 15

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

N/A

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

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

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

ATTACHMENT 16

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

ATTACHMENT 17

c Any submission deadlines:

NONE, NO RESPONSE WILL BE SENT UNLESS FOUNDATION IS FAVORABLY INCLINED

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

NO GRANTS TO INDIVIDUALS, ONLY RECOGNIZED PUBLIC CHARITIES

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 18				
Total			▶ 3a	5,008,800.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1. Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,195.	
4 Dividends and interest from securities			14	224,920.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,681,304.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .				-239,383.	
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				3,683,036.	
13 Total. Add line 12, columns (b), (d), and (e)				3,683,036.	3,683,036.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

E. Jeffrey Faurls
Signature of officer or trustee

9/10/13
Date

► President
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

GAIL W. SEVIER CPA

Preparer's signature

Adm. Letter

Date _____

9/10/11 =

Check ☐ if self-employed

PTIN

P00506787

Firm's name ► MARRS, SEVIER & COMPANY LLC

Firm's address ► 230 SOUTH HOLLAND STREET
LAKEWOOD, CO

80226

Phone no 303-922-6654

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization
PEIERLS FOUNDATION

Employer identification number
13-6082503

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 PEIERLS FOUNDATION

Employer identification number
13-6082503**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	U/D ETHEL F PEIERLS CHAR LEAD TRUST C/O US TRUST, 114 WEST 47TH STREET NEW YORK, NY 10036	\$ 605,030.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization PEIERLS FOUNDATION

Employer identification number

13-6082503

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization PEIERLS FOUNDATION

Employer identification number

13-6082503

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

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORCHESTRA MEDICAL VENTURES II, LP	6,297.	6,297.
REFLEX SYSTEMS, LLC	212.	212.
BOULDER VENTURES V, LP	9,238.	9,238.
LONGWOOD FUND LP	424.	424.
BANK OF AMERICA	24.	24.
TOTAL	<u>16,195.</u>	<u>16,195.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US TRUST	224,920.	224,920.
TOTAL	<u>224,920.</u>	<u>224,920.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REFLEX SYSTEMS , LLC	-239,383.	-239,383.
TOTALS	-239,383.	-239,383.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION	9,500.	9,500.		
TOTALS	<u>9,500.</u>	<u>9,500.</u>		

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT FEES	29,034.	29,034.
TOTALS	<u>29,034.</u>	<u>29,034.</u>

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORCHESTRA MEDICAL VENTURES II	598.	598.
BOULDER VENTURES V, LP	532.	532.
TOTALS	<u>1,130.</u>	<u>1,130.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
US EXCISE TAXES	49,532.	9,481.
FOREIGN TAXES	9,481.	
TOTALS	<u>59,013.</u>	<u>9,481.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOULDER VENTURES IV, ANNEX, LP	48,703.	48,703.
ORCHESTRA MEDICAL VENTURES II	76,766.	76,766.
BOULDER VENTURES V, LP	77,351.	77,351.
LONGWOOD VENTURES LP	53,455.	53,455.
FILING FEES	1,735.	1,735.
TOTALS	<u>258,010.</u>	<u>258,010.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
37830 ACUSPHERE INC.	1,844,198.	17,024.
577688 AEROGROW INT'L INC.	1,121,719.	693,226.
18850 AGENUS INC.	1,006,286.	84,165.
72949 ALIEN TECHNOLOGY SER. A'	208,113.	208,116.
187100 ALNYLAM PHARMACEUTICALS	1,304,084.	3,026,343.
6880 AMERICA'S SUPPLIERS INC.	348,996.	1,445.
1228 AMERICAN INT'L GP WT EXP	20,004.	17,161.
2300 AMERICAN INTERNATIONAL GR	2,255,578.	80,259.
6159 ARCA BIOPHARMA WTS.	13,694.	1.
160989 ARCA BIOPHARMA. INC.	1,539,585.	44,272.
295900 ARRAY BIOPHARMA INC.	1,275,345.	1,223,547.
385841 ASPENBIO PHARMA, INC.	2,880,831.	1,030,195.
16667 ASPENBIO PHARMA WTS	46,200.	1,333.
22920 ASTEA INTERNATIONAL INC.	251,546.	93,743.
776 AVENTINE RENEWABLE ENERGY	2,328.	0.
5 BACTOLAC PHARMACEUTICAL INC.	160,650.	600,000.
538649 BAROFOLD INC SER. A CV.	199,300.	199,300.
391566 BENECHILL INC. SER D CV	650,000.	650,000.
243900 BIOCRYST PHARMACEUTICAL	1,299,997.	742,676.
722891 BIOPTIX DIAGNOSTICS SER	899,999.	722,891.
86442 BIOSANTE PHARMACEUTICALS	876,236.	106,756.
2791187 CALIBER THERAPEUTICS S	307,031.	307,031.
1876000 CALIENT TECH. SER 4 CV	938,000.	1,407,000.
800000 CALIENT TECH. SER 5 CV	600,000.	600,000.
467637 CAMBRIDGE HOLDINGS LTD.	151,248.	18,705.
276600 CAPSTONE THERAPEUTICS C	1,250,076.	40,107.
58840 CARDIOVASCULAR SYSTEMS I	673,998.	718,436.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
18800 CEL-SCI CORP.	92,834.	6,599.
1200000 CERECOR INC. UNITS	900,000.	900,000.
580000 CERTES NETWORKS INC. UN	580,000.	516,200.
861000 CERTES NETWORKS SER A-1	861,000.	387,450.
1 CGROWTH CAPITAL INC.	0.	0.
25102 CIBER, INC.	183,809.	79,950.
226000 CODEXIS INC.	874,271.	588,730.
222970 CONTRAFECT CORP.	22,297.	245,267.
345690 CONTRAFECT CORP. SER B	891,880.	891,880.
383000 CORTEX PHARMACEUTICALS	795,840.	21,027.
88400 CROSSROADS SYSTEMS, INC.	1,054,245.	293,488.
62579 CYCLACEL PHARMACEUTICALS	835,683.	444,624.
340000 CYTRX CORP.	850,000.	751,400.
11000 DATA I/O CORP.	60,500.	20,295.
217100 DESCARTES SYSTEMS GROUP	1,037,962.	1,858,376.
49000 DIGI INTERNATIONAL INC.	450,280.	429,730.
231000 DITECH NETWORKS, INC.	1,207,384.	329,175.
1260025 DR SEARS FAM. ESS. SER	900,018.	315,006.
3236000 EASIC CORP. SER H CV.	927,438.	647,200.
19600 EDCI HOLDINGS, INC.	414,442.	93,100.
9687 ENSERVCO CORP.	32,645.	3,390.
450 ETUBICS UNITS	450,000.	450,000.
195395.9 EVOTEC AG ADS	2,235,113.	1,398,644.
88684 EXELIXIS INC.	1,578,428.	420,806.
74080 FORCE10 SER. A1 CV PFD.	0.	300,728.
297640 FORCE10 SER. B CV PFD.	0.	313,980.
54500 FORESTAR GROUP INC.	1,282,556.	887,260.
234828 GENMARK DIAGNOSTICS, IN	1,599,635.	2,001,909.
13654 GOOD TIMES RESTAURANTS I	284,495.	20,686.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
138500 GTX, INC.	1,399,767.	538,073.
420100 HARBOR DIVERSIFIED INC.	1,165,104.	50,412.
150000 HIBERNA CORP. COMMON	150,000.	9,360.
2285000 HYPERACTIVE '08 SER C	799,750.	799,750.
700000 HYPERACTIVE '10 SER D C	245,000.	245,000.
319000 HYPERACTIVE '12 SER D C	111,650.	111,650.
1150000 IMTHERA MEDICAL, INC.	1,145,607.	3,910,000.
116400 INCYTE CORP.	719,883.	1,861,236.
44400 INTEGRATED SILICON SOLUT	399,045.	378,954.
INTERACT911 CORP. SER C-1 CV P	797,063.	758,960.
156600 KERYX BIOPHARMACEUTICAL	1,749,333.	374,274.
56000 KEYNOTE SYSTEMS INC.	1,166,610.	799,680.
8680 KINROSS GOLD CORP.	71,507.	86,757.
142600 LANDEC CORP.	449,903.	1,502,291.
58933 LANTRONIX INC.	779,706.	95,177.
26910 LIVEWIRE MOBILE, INC.	1,140,033.	20,454.
98572 LPATH 2012 UTS. EXP. 3/9	517,500.	739,290.
467725 LPATH INC.	2,448,239.	3,096,340.
47204 LPATH INC. '08 WTS. EXP	139,737.	35,403.
30358 LPATH INC WTS 11/16/12	27,625.	3,036.
1496997 MAGNUM SEMICON. SER E	1,634,786.	1,796,396.
250000 MARKET FORCE SER B CV P	665,000.	665,000.
301524 MIRAGEN THERAPEUTIC SER	904,571.	1,809,144.
23090 MIRAGEN THERAPEUTIC SER	138,540.	138,540.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
173366.7 MOTRICITY INC.	1,921,624.	119,623.
17333.3 MOTRICITY INC. WTS.	0.	2.
42775 MOVE, INC.	1,040,243.	353,108.
38190 MS & AD INSURANCE GROUP	1,350,346.	646,442.
170000 MYREXIS, INC.	963,885.	407,150.
2850824 NEW FRONTIER ENERGY IN	644,030.	85,525.
575.3 NEW FRONTIER ENERGY SER	99,120.	12,003.
1500 NEW FRONTIER SER B CV PFD	313,990.	38,868.
511000 NEXTIO INC. SER. E CV P	930,020.	1,188,586.
107520 NEXTIO INC. SERIES F CV	230,558.	250,092.
10017 NEXTIO WT. EXP 12/30/202	19,534.	23,199.
62725 NKSJ HOLDINGS, INC.	1,817,571.	1,141,783.
104800 OMEROS CORP.	555,620.	979,880.
59000 ONCOGENEX PHARMACEUTICAL	905,650.	732,485.
98863.1 OVASCIENCE INC. COMMON	200,000.	692,042.
177400 PAIN THERAPEUTICS INC.	541,774.	811,605.
5314 PAION AG	450,055.	5,511.
369800 PEREGRINE PHARMACEUTICA	634,242.	303,236.
114441.4 PEREGRINE SEMICONDUCT	1,248,658.	1,862,534.
285300 PERFORMANCE TECHNOLOGIE	914,166.	372,317.
84127 PFSWEB, INC.	877,274.	253,222.
36100 PHARMACYCLICS, INC.	46,208.	2,218,165.
2014 PHOTOMEDEX, INC.	366,788.	26,857.
30600 PLANAR SYSTEMS INC.	184,743.	42,840.

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
117999 PRESCIENT MED. WTS.(EXP	0.	12.
94900 PROGENICS PHARMACEUTICAL	385,668.	290,394.
207522 PROSTOR SYS. INC SER B-	250,472.	747.
50546 QUALMARK CORP.	394,916.	25,273.
1204094.5 QUANTIA COMMUNIC. SE	800,000.	662,252.
100000 QUANTIA COMMUNIC. SER D	100,000.	75,000.
1300000 REFLEX SECURITY SER. B	1,300,000.	13,000.
12600 REFLEX SECURITY SER. C C	12,600.	252.
382066 REFLEX SYSTEMS LLC A/B	204,779.	1,099,903.
979000 RISCORP INC. CONTINGENT	10.	10.
282400 RIVERSTONE NETWORKS, IN	327,529.	8,472.
5000 SAFE COMMUNICATIONS, INC.	353,645.	1,005.
246000 SANGAMO BIOSCIENCES INC	1,127,936.	1,445,250.
62000 SATCON TECHNOLOGY CORP.	1,371,726.	12,896.
353900 SCICLONE PHARMACEUTICAL	1,400,033.	2,135,787.
31121368 SOLFOCUS INC SER E-1	258,058.	1,549,844.
15570000 SOLFOCUS INC. SER. E	258,213.	258,462.
12145471 SOLFOCUS SER. C CV PF	1,218,912.	60,727.
6274689 SOLFOCUS SER. D CV PFD	237,047.	31,373.
5884 SOLITARIO EXPL. & ROYALTY	6,884.	9,061.
2954 STRASBAUGH	21,886.	591.
192123 SUNIVA INC. SER. B CV P	1,500,324.	864,554.
28500 SUNIVA INC. SER. D CV PF	359,955.	228,000.
10700 SUNRISE TELECOM, INC.	21,724.	1,819.
144365 SYMMETRICOM, INC.	461,911.	808,444.
15602 SYNERON MEDICAL LTD.	148,704.	144,943.
536377 TABULA INC. SER. D CV P	1,394,999.	1,395,009.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
153600 TITAN- PHARMACEUTICALS	1,047,803.	122,880.
59000 TOKIO MARINE HOLDINGS IN	896,155.	1,559,724.
17344 TRANSWITCH CORPORATION	920,377.	15,610.
740000 UR-ENERGY, INC.	772,283.	671,920.
31300 URSTADT BIDDLE PROP. CLA	220,629.	593,448.
31300 URSTADT BIDDLE PROPERTIE	220,629.	572,321.
359900 VANDA PHARMACEUTICALS I	329,724.	1,171,475.
203828.5 VERASTEM INC. COM	1,499,050.	1,588,843.
1242 VERNALIS PLC	498,746.	807.
160000 VIOLIN MEMORY SER D CV	960,000.	1,280,000.
1425192 VITAL ACCESS CORP SER	897,871.	897,871.
68000 YAMANASHI CHUO BANK	709,115.	274,788.
685000 YM BIOSCIENCES INC.	1,242,623.	1,099,425.
TOTALS	<u>101,682,791.</u>	<u>80,615,076.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
400000 CAMBRIDGE HOLDING	400,000.	40,000.
80000 PRESICIENT MEDICAL	80,000.	8,000.
99280 AEROGROW CREDIT CRD NOTE	89,186.	89,186.
TOTALS	<u>569,186.</u>	<u>137,186.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BOULDER VENTURES IV ANNEX, LP	847,394.	1,704,077.
BOULDER VENTURES V, LP	2,098,332.	2,940,908.
ORCHESTRA MEDICAL VENTURES II	1,565,062.	1,449,989.
LONGWOOD FOUNDERS FUND LP	922,764.	1,170,004.
TOTALS	<u>5,433,552.</u>	<u>7,264,978.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
EXCISE TAXES PAID IN OTHER PERIOD	9,013.
CORRECTION OF BASIS IN STOCKS	65,874.
TOTAL	<u>74,887.</u>

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

NON-DEDUCTIBLE EXPENSES PASS-THROUGHS

1,733.

TOTAL

1,733.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

E.JEFFREY PEIERLS
BRIAN ELIOT PEIERLS

ATTACHMENT 16

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

E.JEFFREY PEIERLS
73 SOUTH HOLMAN WAY
GOLDEN, CO 80401

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

NO SPECIFIC FORM REQUIRED, BUT INCLUDE FINANCIAL STATEMENTS, AND COPY
OF IRS EXEMPTION LETTER

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

ATTACHMENT 18

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN FOUNDATION FOR THE BLIND 11 PENN PLAZA SUITE 300 NEW YORK, NY 10001			18,600.
AMERICAN RED CROSS 2025 EAST STREET N.W. WASHINGTON, DC 20006			680,500.
CHIEF SEATTLE COUNCIL, BOY SCOUTS OF AMERICA PO BOX 440408 SEATTLE, WA 98114-9758			28,000.
MEHARRY MEDICAL COLLEGE 1005 DRIVE D.B. TODD JR. BLVD. NASHVILLE, TN 37208-3599			53,600.
NAACP LEGAL DEFENSE & EDUCATION FUND 99 HUDSON STREET SUITE 1600 NEW YORK, NY 10013-2897			37,700.
NAACP SPECIAL CONTRIBUTION FUND 4805 MT. HOPE DRIVE BALTIMORE, MD 21215-3297			15,800.

PEIERLS FOUNDATION

13-6082503

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 EAST MADISON STREET SEATTLE, WA 98122-2959			75,700.
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540-9983			28,100.
F. I. PROCTOR AT UCSF 95 KIRKHAM STREET SAN FRANCISCO, CA 94143-0944			99,100.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET N.W. SUITE 700 WASHINGTON, DC 20005			54,300.
LIVING CLASSROOM FOUNDATION 802 SOUTH CAROLINE STREET BALTIMORE, MD 21231			58,100.
ARTHRITIS FOUNDATION 1330 WEST PEACHTREE STREET ATLANTA, GA 38309			28,100.

PIETERLS FOUNDATION

13-6082503

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

NORTHERN NEW JERSEY COUNCIL, BSA

PO BOX 620

OAKLAND, NJ 07436

28,000.

SAYWHATCLUB

18620 89TH AVENUE NE

BOTHELL, WA 98011

7,500.

PLANNED PARENTHOOD FEDERATION OF AMERICA

434 WEST 33RD STREET

NEW YORK, NY 10001

211,500.

PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY

151 WASHINGTON STREET

NEWARK, NJ 07102

75,700.

POPULATION RESOURCE CENTER

1 HIGHLAND ROAD

PRINCETON, NJ 08540

20,900.

LAKE WASHINGTON COLLEGE FOUNDATION

11605 132ND AVENUE N.E.

KIRKLAND, WA 98034-8506

53,000.

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION 707 RIO GRNAD AUSTIN, TX 78701			75,700.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE SUITE 200 SACRAMENTO, CA 95834			40,800.
VIRGINIA GARCIA MEMORIAL HEALTH CENTER PO BOX 568 CORNELIUS, OR 97113			68,500.
BIG BROTHERS BIG SISTERS OF AUSTIN, TEXAS 1400 TILLARY STREET AUSTIN, TX 78721			69,800.
BOY SCOUTS OF AMERICA, CAPITAL AREA COUNCIL 7540 ED BLUESTEIN BLVD. AUSTIN, TX 78723-2399			28,000.
AUSTIN COMMUNITY COLLEGE FOUNDATION 5930 MIDDLE FISKVILLE ROAD AUSTIN, TX 78752			45,000.

FEIERLS FOUNDATION

13-6082503

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

PLANNED PARENTHOOD ASSOCIATION OF HIDALGO COUNTY

916 EAST HACKBERRY

MCALLEN, TX 78501

103,400.

RAISING AUSTIN

PO BOX 10047

AUSTIN, TX 78756-1047

65,000.

DEERFIELD ACADEMY

PO BOX 306

DEERFIELD, MA 01342

63,500.

NATURAL RESOURCES DEFENSE COUNCIL

40 WEST 20TH STREET

NEW YORK, NY 10011

50,500.

THE INTERFAITH ALLIANCE FOUNDATION

1212 NEW YORK AVENUE NW, 7TH FLOOR

WASHINGTON, DC 20005

50,500.

AMERICAN HEART ASSOCIATION OF COLORADO

1280 SOUTH PARKER ROAD

DENVER, CO 80231

16,100.

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA, DENVER AREA COUNCIL 2901 WEST 19TH AVENUE DENVER, CO 80204-1786			25,700.
CARE, INC. 41 SUTTER STREET SUITE 300 SAN FRANCISCO, CA 94104			500,500.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289			520,500.
UNITED NEGRO COLLEGE FUND 1805 7TH STREET, N.W. WASHINGTON, DC 20001			20,000.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 950 BROADWAY DENVER, CO 80203-2706			74,800.
STANFORD GRADUATE SCHOOL OF BUSINESS 518 MEMORIAL WAY STANFORD, CA 94305-5015			32,400.

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER, CO 80302-4617		607,500.
YALE UNIVERSITY, OFFICE OF DEVELOPMENT PO BOX 2038 NEW HAVEN, CT 06521-2038		37,700.
COLORADO UPLIFT 1888 SHERMAN STREET, SUITE 570 DENVER, CO 80203		113,500.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD. DENVER, CO 80221-4488		110,500.
HEARING HEALTH FOUNDATION 1050 17TH STREET, NW, SUITE 701 WASHINGTON, DC 20036		31,200.
UNITARIAN UNIVERSALIST ASSOCIATION 25 BEACON STREET BOSTON, MA 02108		20,400.

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

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNITARIAN-UNIVERSALIST SERVICE COMMITTEE
689 MASSACHUSETTS AVENUE
CAMBRIDGE, MA 02139-3302

40,300.

SOUTHERN INSTITUTE FOR EDUCATION & RESEARCH
6035 HURST STREET
NEW ORLEANS, LA 70118

15,200.

METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION
PO BOX 173362 - CAMPUS BOX 14
DENVER, CO 80217-9002

77,000.

COLLEGE SUMMIT-COLORADO
1201 EAST COLFAX AVENUE, SUITE 301
DENVER, CO 80218

40,600.

GIRLS INCORPORATED OF METRO DENVER
1499 JULIAN STREET
DENVER, CO 80204

29,300.

COLORADO I HAVE A DREAM FOUNDATION
1836 GRANT STREET
DENVER, CO 80203-2022

122,200.

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

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOCTORS WITHOUT BORDERS, USA 333 SEVENTH AVENUE, SECOND FLOOR NEW YORK, NY 10001-5004			105,300.
ENERGY OUTREACH COLORADO 225 EAST 16TH AVENUE, SUITE 200 DENVER, CO 80203-1612			30,200.
YOUTHBIZ INC. 1617 EAST 35TH AVENUE DENVER, CO 80205			65,500.
HOPE CENTER 3400 ELIZABETH STREET DENVER, CO 80205-4244			51,500.
BIG BROTHERS BIG SISTERS OF COLORADO 2420 WEST 26TH AVENUE, SUITE 450-D DENVER, CO 80211-5305			35,500.
AMERICAN UNITED FOR SEPARATION OF CHURCH AND STATE 518 C STREET NE WASHINGTON, DC 20002			50,500.
		TOTAL CONTRIBUTIONS PAID	<u>5,008,800.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					96,276.	
108,777.		3450 ARDEA BIOSCIENCES	219,995.				02/20/2001 -111,218.	04/23/2012
14,441.		458 ARDEA BIOSCIENCES	29,751.				02/14/2001 -15,310.	04/23/2012
126,118.		4000 ARDEA BIOSCIENCES	132,077.				03/16/2001 -5,959.	04/23/2012
240,161.		7617 ARDEA BIOSCIENCES	493,551.				01/10/2001 -253,390.	04/23/2012
78,824.		2500 ARDEA BIOSCIENCES	154,013.				02/21/2001 -75,189.	04/23/2012
630,591.		20000 ARDEA BIOSCIENCES	77,400.				12/20/2006 553,191.	04/23/2012
939,444.		83800 ARENA PHARMACEUTICAL	481,850.				06/14/2004 457,594.	06/21/2012
327,348.		29200 ARENA PHARMACEUTICAL	167,900.				06/02/2004 159,448.	06/21/2012
695,054.		62000 ARENA PHARMACEUTICAL	356,500.				06/10/2004 338,554.	06/21/2012
2.		.8 BIOSANTE PHARMACEUTICALS					10/02/2009 2.	06/14/2012
3.		.9 CYCLACEL PHARMACEUTICALS					06/14/2004 3.	09/11/2012
26,752.		2900 DESCRATES SYSTEMS	20,761.				08/14/2001 5,991.	04/03/2012

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)	
33,011.		3600 DESCRATES SYSTEMS 25,773.					08/14/2001 7,238.	09/13/2012
685,832.		47900 HUMAN GENOME SCIENCES 799,676.					04/10/2002 -113,844.	04/20/2012
153,202.		10700 HUMAN GENOME SCIENCES 86,497.					01/22/2003 66,705.	04/20/2012
569,603.		39300 HUMAN GENOME SCIENCES 317,693.					01/22/2003 251,910.	04/23/2012
84,647.		10400 ISTA PHARMACEUTICALS 86,880.					12/12/2003 -2,233.	01/17/2012
323,937.		39800 ISTA PHARMACEUTICALS 339,048.					12/11/2003 -15,111.	01/17/2012
24,450.		3000 ISTA PHARMACEUTICALS 24,354.					12/17/2003 96.	01/18/2012
62,755.		7700 ISTA PHARMACEUTICALS 5,040.					11/03/2008 57,715.	01/18/2012
220,050.		2700 ISTA PHARMACEUTICALS 219,650.					12/15/2003 400.	01/18/2012
107,580.		13200 ISTA PHARMACEUTICALS 100,374.					06/02/2005 7,206.	01/08/2012
241,240.		29600 ISTA PHARMACEUTICALS 247,272.					12/12/2003 -6,032.	01/18/2012
321,925.		39500 ISTA PHARMACEUTICALS 299,107.					05/12/2005 22,818.	01/18/2012

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)	
211,936.		26100 ISTA PHARMACEUTICALS 17,085.					11/03/2008 194,851.	01/19/2012
53,592.		6600 ISTA PHARMACEUTICALS 4,320.					11/03/2008 49,272.	01/20/2012
250,199.		30800 ISTA PHARMACEUTICALS 20,162.					11/03/2008 230,037.	01/24/2012
122,022.		15000 ISTA PHARMACEUTICALS 9,900.					11/04/2008 112,122.	01/25/2012
313,190.		38500 ISTA PHARMACEUTICALS 25,202.					11/03/2008 287,988.	01/25/2012
112,651.		13800 ISTA PHARMACEUTICALS 9,065.					11/05/2008 103,586.	02/01/2012
106,484.		13100 ISTA PHARMACEUTICALS 8,532.					11/06/2008 97,952.	02/02/2012
82,098.		10100 ISTA PHARMACEUTICALS 6,635.					11/05/2008 75,463.	02/02/2012
136,560.		16800 ISTA PHARMACEUTICALS 11,088.					11/04/2008 125,472.	02/02/2012
175,037.		21500 ISTA PHARMACEUTICALS 14,123.					11/05/2008 160,914.	02/03/2012
18,000.		7200 KENT INT'L HOLDINGS 86,580.					07/25/1994 -68,580.	01/13/2012
6,250.		2500 KENT INT'L HOLDINGS 25,586.					09/29/1995 -19,336.	01/13/2012

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)	
6,250.		2500 KENT INT'L HOLDINGS 25,586.					09/29/1995 -19,336.	01/13/2012
26,600.		10640 KENT INT'L HOLDINGS 108,895.					09/29/1995 -82,295.	01/13/2012
245,605.		22533 MICROMET INC. 733,460.					04/30/2004 -487,855.	01/26/2012
89,378.		8200 MICROMET INC. 266,910.					04/29/2004 -177,532.	01/26/2012
127,157.		11666 MICROMET INC. 96,600.					06/24/2005 30,557.	01/26/2012
4,562.		49800 MIDDLEBROOK PHARMACEUT. 400,392.					12/16/2003 -395,830.	12/23/2011
4,470.		48800 MIDDLEBROOK PHARMACEUT. 171,259.					01/08/2007 -166,789.	12/23/2011
2,015.		22000 MIDDLEBROOK PHARMACEUT. 176,880.					12/11/2003 -174,865.	12/23/2011
2,601.		28400 MIDDLEBROOK PHARMACEUT. 228,336.					12/15/2003 -225,735.	12/23/2011
1,539.		16800 MIDDLEBROOK PHARMACEUT. 135,072.					12/12/2003 -133,533.	12/23/2011
3,408.		37200 MIDDLEBROOK PHARMACEUT. 128,280.					01/09/2007 -124,872.	12/23/2011
1,127.		86700 MOTRICITY INC. RIGHTS					07/06/2011 1,127.	08/13/2012

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,540.		86666 MOTRICITY INC. RIGHTS				12/31/2007 1,540.	09/27/2012
66,920.		23920 ORCHID CELLMARK 139,576.				03/27/2006 -72,656.	12/12/2011
266,280.		19300 ORCHID CELLMARK 554,775.				03/22/2006 -288,495.	12/12/2011
54,040.		19300 ORCHID CELLMARK 111,936.				03/21/2006 -57,896.	12/12/2011
139,160.		49700 ORCHID CELLARK 290,248.				03/24/2006 -151,088.	12/12/2011
700,000.		250000 ORCHID CELLMARK 761,463.				03/11/2008 -61,463.	12/12/2011
70,000.		25000 ORCHID CELLMARK 146,000.				03/23/2006 -76,000.	12/12/2011
		2993 PEPPERBALL TECH SER A 8,979.				07/19/2007 -8,979.	01/09/2012
		183700 PEPPERBALL TECH SER A 202,070.				03/26/2007 -202,070.	01/09/2012
		9185 PEPPERBALL TECH SER B 126,753.				12/31/2007 -126,753.	01/09/2012
		18370 PEPPERBALL TECH SER B 194,722.				12/31/2007 -194,722.	01/09/2012
		18370 PEPPERBALL TECH SER B 257,180.				12/31/2007 -257,180.	01/09/2012

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)	
		65983 PEPPERBALL TECH 85,000.					08/27/2004 -85,000.	01/09/2012
		373 PEPPERBALL TECH 2,608.					07/18/2005 -2,608.	01/09/2012
		3544 PEPPERBALL TECH 4,566.					07/18/2012 -4,566.	01/09/2012
		7536 PEPPERBALL TECH 27,730.					07/18/2005 -27,730.	01/09/2012
		9510 PEPPERBALL TECH 12,425.					11/09/2004 -12,425.	01/09/2012
		3260 PEPPERBALL TECH 10,796.					07/18/2005 -10,796.	01/09/2012
		8152 PEPPERBALL TECH 57,000.					12/23/2004 -57,000.	01/09/2012
		10289 PEPPERBALL TECH 13,254.					07/18/2005 -13,254.	01/09/2012
		61142 PEPPERBALL TECH 225,000.					07/01/2003 -225,000.	01/09/2012
		30829 PEPPERBALL TECH 217,526.					12/02/2005 -217,526.	01/09/2012
		2718 PEPPERBALL TECH 9,122.					03/26/2007 -9,122.	01/09/2012
		30193 PEPPERBALL TECH 100,000.					10/02/2003 -100,000.	01/09/2012

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)	
		135849 PEPPERBALL TECH 175,000.					04/15/2004 -175,000.	01/09/2012
1,126,103.		55000 PFIZER 896,635.					11/06/2008 229,468.	12/07/2011
145,833.		6000 PHARMACYCLICS 20,280.					12/27/2005 125,553.	02/13/2012
583,331.		24000 PHARMACYCLICS 80,913.					12/20/2005 502,418.	02/13/2012
379,165.		15600 PHARMACYCLICS 19,968.					07/31/2009 359,197.	02/13/2012
123,958.		5100 PHARMACYCLICS 36,413.					04/26/2005 87,545.	02/13/2012
316,201.		12300 PHARMACYCLICS 15,744.					07/31/2009 300,457.	02/14/2012
262,281.		10000 PHARMACYCLICS 12,800.					07/31/2009 249,481.	02/21/2012
132,462.		5000 PHARMACYCLICS 6,400.					07/31/2009 126,062.	03/01/2012
1,017,277.		30000 PHARMACYCLICS 38,400.					07/31/2009 978,877.	06/05/2012
689,278.		20000 PHARMACYCLICS 25,600.					07/31/2009 663,678.	06/06/2012
2,447,194.		40000 PHARMACYCLICS 51,200.					07/31/2009 2,395,994.	08/16/2012

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)	
124,074.		2000 PHARMACYCLICS 2,560.					07/31/2009 121,514.	08/17/2012
314,926.		5000 PHARMACYCLICS 6,400.					07/31/2009 308,526.	08/21/2012
252,034.		4000 PHARMACYCLICS 5,120.					07/31/2009 246,914.	08/22/2012
1,392,378.		20000 PHARMACYCLICS 25,600.					07/31/2009 1,366,778.	08/22/2012
234.		15970 POWERWAVE TECH					09/29/2005 234.	04/19/2012
		235998 PRESCIENT MEDICAL 707,994.					04/14/2009 -707,994.	04/10/2012
		135000 PRESCIENT MEDICAL 810,000.					06/08/2007 -810,000.	04/10/2012
		11768 PRESCIENT MEDICAL 35,301.					04/14/2010 -35,301.	04/10/2012
		75000 PRESCIENT MEDICAL 450,000.					10/10/2006 -450,000.	04/10/2012
		175266 PROSTOR SYSTEMS 211,541.					07/31/2008 -211,541.	05/31/2002
		32256 PROSTOR SYSTEMS 38,932.					09/10/2008 -38,932.	05/31/2012
		54000 SPECIALTY VEHICLE LIQ TR 48,330.					05/03/2010 -48,330.	12/22/2011

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)	
		53800 SPECIALTY VEHICLE LIQ TR 590,277.					02/22/2000 -590,277.	12/22/2011
118,784.		17000 SYMMETRICOM 61,965.					06/19/1998 56,819.	09/27/2012
120,601.		17276 SYMMETRICOM 62,971.					06/19/1998 57,630.	09/28/2012
26,537.		3802 SYMMETRICOM 13,858.					06/19/1998 12,679.	10/01/2012
TOTAL GAIN(LOSS)							<u>3,681,304.</u>	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

FEIERLS FOUNDATION

Employer identification number

13-6082503

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,585,028.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	96,276.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	3,681,304.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		3,681,304.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		3,681,304.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

PEIERLS FOUNDATION

Employer identification number

13-6082503

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
3450 ARDEA BIOSCIENCES	02/20/2001	04/23/2012	108,777.	219,995.	-111,218.
458 ARDEA BIOSCIENCES	02/14/2001	04/23/2012	14,441.	29,751.	-15,310.
4000 ARDEA BIOSCIENCES	03/16/2001	04/23/2012	126,118.	132,077.	-5,959.
7617 ARDEA BIOSCIENCES	01/10/2001	04/23/2012	240,161.	493,551.	-253,390.
2500 ARDEA BIOSCIENCES	02/21/2001	04/23/2012	78,824.	154,013.	-75,189.
20000 ARDEA BIOSCIENCES	12/20/2006	04/23/2012	630,591.	77,400.	553,191.
83800 ARENA PHARMACEUTICAL	06/14/2004	06/21/2012	939,444.	481,850.	457,594.
29200 ARENA PHARMACEUTICAL	06/02/2004	06/21/2012	327,348.	167,900.	159,448.
62000 ARENA PHARMACEUTICAL	06/10/2004	06/21/2012	695,054.	356,500.	338,554.
.8 BIOSANTE PHARMACEUTICAL S	10/02/2009	06/14/2012	2.		2.
.9 CYCLACEL PHARMACEUTICAL S	06/14/2004	09/11/2012	3.		3.
2900 DESCRATES SYSTEMS	08/14/2001	04/03/2012	26,752.	20,761.	5,991.
3600 DESCRATES SYSTEMS	08/14/2001	09/13/2012	33,011.	25,773.	7,238.
47900 HUMAN GENOME SCIENCES	04/10/2002	04/20/2012	685,832.	799,676.	-113,844.
10700 HUMAN GENOME SCIENCES	01/22/2003	04/20/2012	153,202.	86,497.	66,705.
39300 HUMAN GENOME SCIENCES	01/22/2003	04/23/2012	569,603.	317,693.	251,910.
10400 ISTA PHARMACEUTICALS	12/12/2003	01/17/2012	84,647.	86,880.	-2,233.
39800 ISTA PHARMACEUTICALS	12/11/2003	01/17/2012	323,937.	339,048.	-15,111.
3000 ISTA PHARMACEUTICALS	12/17/2003	01/18/2012	24,450.	24,354.	96.
7700 ISTA PHARMACEUTICALS	11/03/2008	01/18/2012	62,755.	5,040.	57,715.
2700 ISTA PHARMACEUTICALS	12/15/2003	01/18/2012	220,050.	219,650.	400.
13200 ISTA PHARMACEUTICALS	06/02/2005	01/08/2012	107,580.	100,374.	7,206.
29600 ISTA PHARMACEUTICALS	12/12/2003	01/18/2012	241,240.	247,272.	-6,032.
39500 ISTA PHARMACEUTICALS	05/12/2005	01/18/2012	321,925.	299,107.	22,818.
26100 ISTA PHARMACEUTICALS	11/03/2008	01/19/2012	211,936.	17,085.	194,851.

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

PEIERLS FOUNDATION

13-6082503

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
6600 ISTA PHARMACEUTICALS	11/03/2008	01/20/2012	53,592.	4,320.	49,272.
30800 ISTA PHARMACEUTICALS	11/03/2008	01/24/2012	250,199.	20,162.	230,037.
15000 ISTA PHARMACEUTICALS	11/04/2008	01/25/2012	122,022.	9,900.	112,122.
38500 ISTA PHARMACEUTICALS	11/03/2008	01/25/2012	313,190.	25,202.	287,988.
13800 ISTA PHARMACEUTICALS	11/05/2008	02/01/2012	112,651.	9,065.	103,586.
13100 ISTA PHARMACEUTICALS	11/06/2008	02/02/2012	106,484.	8,532.	97,952.
10100 ISTA PHARMACEUTICALS	11/05/2008	02/02/2012	82,098.	6,635.	75,463.
16800 ISTA PHARMACEUTICALS	11/04/2008	02/02/2012	136,560.	11,088.	125,472.
21500 ISTA PHARMACEUTICALS	11/05/2008	02/03/2012	175,037.	14,123.	160,914.
7200 KENT INT'L HOLDINGS	07/25/1994	01/13/2012	18,000.	86,580.	-68,580.
2500 KENT INT'L HOLDINGS	09/29/1995	01/13/2012	6,250.	25,586.	-19,336.
2500 KENT INT'L HOLDINGS	09/29/1995	01/13/2012	6,250.	25,586.	-19,336.
10640 KENT INT'L HOLDINGS	09/29/1995	01/13/2012	26,600.	108,895.	-82,295.
22533 MICROMET INC.	04/30/2004	01/26/2012	245,605.	733,460.	-487,855.
8200 MICROMET INC.	04/29/2004	01/26/2012	89,378.	266,910.	-177,532.
11666 MICROMET INC.	06/24/2005	01/26/2012	127,157.	96,600.	30,557.
49800 MIDDLEBROOK PHARMACEUT.	12/16/2003	12/23/2011	4,562.	400,392.	-395,830.
48800 MIDDLEBROOK PHARMACEUT.	01/08/2007	12/23/2011	4,470.	171,259.	-166,789.
22000 MIDDLEBROOK PHARMACEUT.	12/11/2003	12/23/2011	2,015.	176,880.	-174,865.
28400 MIDDLEBROOK PHARMACEUT.	12/15/2003	12/23/2011	2,601.	228,336.	-225,735.
16800 MIDDLEBROOK PHARMACEUT.	12/12/2003	12/23/2011	1,539.	135,072.	-133,533.
37200 MIDDLEBROOK PHARMACEUT.	01/09/2007	12/23/2011	3,408.	128,280.	-124,872.
86700 MOTRICITY INC. RIGHTS	07/06/2011	08/13/2012	1,127.		1,127.
86666 MOTRICITY INC. RIGHTS	12/31/2007	09/27/2012	1,540.		1,540.
23920 ORCHID CELLMARK	03/27/2006	12/12/2011	66,920.	139,576.	-72,656.

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

PEIERLS FOUNDATION

13-6082503

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
19300 ORCHID CELLMARK	03/22/2006	12/12/2011	266,280.	554,775.	-288,495.
19300 ORCHID CELLMARK	03/21/2006	12/12/2011	54,040.	111,936.	-57,896.
49700 ORCHID CELLARK	03/24/2006	12/12/2011	139,160.	290,248.	-151,088.
250000 ORCHID CELLMARK	03/11/2008	12/12/2011	700,000.	761,463.	-61,463.
25000 ORCHID CELLMARK	03/23/2006	12/12/2011	70,000.	146,000.	-76,000.
2993 PEPPERBALL TECH SER A	07/19/2007	01/09/2012		8,979.	-8,979.
183700 PEPPERBALL TECH SER A	03/26/2007	01/09/2012		202,070.	-202,070.
9185 PEPPERBALL TECH SER B	12/31/2007	01/09/2012		126,753.	-126,753.
18370 PEPPERBALL TECH SER B	12/31/2007	01/09/2012		194,722.	-194,722.
18370 PEPPERBALL TECH SER B	12/31/2007	01/09/2012		257,180.	-257,180.
65983 PEPPERBALL TECH	08/27/2004	01/09/2012		85,000.	-85,000.
373 PEPPERBALL TECH	07/18/2005	01/09/2012		2,608.	-2,608.
3544 PEPPERBALL TECH	07/18/2012	01/09/2012		4,566.	-4,566.
7536 PEPPERBALL TECH	07/18/2005	01/09/2012		27,730.	-27,730.
9510 PEPPERBALL TECH	11/09/2004	01/09/2012		12,425.	-12,425.
3260 PEPPERBALL TECH	07/18/2005	01/09/2012		10,796.	-10,796.
8152 PEPPERBALL TECH	12/23/2004	01/09/2012		57,000.	-57,000.
10289 PEPPERBALL TECH	07/18/2005	01/09/2012		13,254.	-13,254.
61142 PEPPERBALL TECH	07/01/2003	01/09/2012		225,000.	-225,000.
30829 PEPPERBALL TECH	12/02/2005	01/09/2012		217,526.	-217,526.
2718 PEPPERBALL TECH	03/26/2007	01/09/2012		9,122.	-9,122.
30193 PEPPERBALL TECH	10/02/2003	01/09/2012		100,000.	-100,000.
135849 PEPPERBALL TECH	04/15/2004	01/09/2012		175,000.	-175,000.
55000 PFIZER	11/06/2008	12/07/2011	1,126,103.	896,635.	229,468.
6000 PHARMACYCLICS	12/27/2005	02/13/2012	145,833.	20,280.	125,553.

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

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

PEIERLS FOUNDATION

13-6082503

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
24000 PHARMACYCLICS	12/20/2005	02/13/2012	583,331.	80,913.	502,418.
15600 PHARMACYCLICS	07/31/2009	02/13/2012	379,165.	19,968.	359,197.
5100 PHARMACYCLICS	04/26/2005	02/13/2012	123,958.	36,413.	87,545.
12300 PHARMACYCLICS	07/31/2009	02/14/2012	316,201.	15,744.	300,457.
10000 PHARMACYCLICS	07/31/2009	02/21/2012	262,281.	12,800.	249,481.
5000 PHARMACYCLICS	07/31/2009	03/01/2012	132,462.	6,400.	126,062.
30000 PHARMACYCLICS	07/31/2009	06/05/2012	1,017,277.	38,400.	978,877.
20000 PHARMACYCLICS	07/31/2009	06/06/2012	689,278.	25,600.	663,678.
40000 PHARMACYCLICS	07/31/2009	08/16/2012	2,447,194.	51,200.	2,395,994.
2000 PHARMACYCLICS	07/31/2009	08/17/2012	124,074.	2,560.	121,514.
5000 PHARMACYCLICS	07/31/2009	08/21/2012	314,926.	6,400.	308,526.
4000 PHARMACYCLICS	07/31/2009	08/22/2012	252,034.	5,120.	246,914.
20000 PHARMACYCLICS	07/31/2009	08/22/2012	1,392,378.	25,600.	1,366,778.
15970 POWERWAVE TECH	09/29/2005	04/19/2012	234.		234.
235998 PRESCIENT MEDICAL	04/14/2009	04/10/2012		707,994.	-707,994.
135000 PRESCIENT MEDICAL	06/08/2007	04/10/2012		810,000.	-810,000.
11768 PRESCIENT MEDICAL	04/14/2010	04/10/2012		35,301.	-35,301.
75000 PRESCIENT MEDICAL	10/10/2006	04/10/2012		450,000.	-450,000.
175266 PROSTOR SYSTEMS	07/31/2008	05/31/2002		211,541.	-211,541.
32256 PROSTOR SYSTEMS	09/10/2008	05/31/2012		38,932.	-38,932.
54000 SPECIALTY VEHICLE LIQ TR	05/03/2010	12/22/2011		48,330.	-48,330.
53800 SPECIALTY VEHICLE LIQ TR	02/22/2000	12/22/2011		590,277.	-590,277.
17000 SYMMETRICOM	06/19/1998	09/27/2012	118,784.	61,965.	56,819.
17276 SYMMETRICOM	06/19/1998	09/28/2012	120,601.	62,971.	57,630.
3802 SYMMETRICOM	06/19/1998	10/01/2012	26,537.	13,858.	12,679.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 3,585,028.

Schedule D-1 (Form 1041) 2011

Form CHAR500 <small>This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)</small>	Annual Filing for Charitable Organizations New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 http://www.charitiesnys.com	2 0 1 1 Open to Public Inspection
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1. General Information

a For the fiscal year beginning (mm/dd/yyyy) <u>11/01</u> / 2 0 1 1 and ending (mm/dd/yyyy) <u>10/31/2012</u>			
b Check if applicable for NYS <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	c Name of organization PEIERLS FOUNDATION		d Fed employer ID no (EIN) (##-####-####) 13-6082503
	e NY State registration no (###-###-###)		f Telephone number (512) 346-7821
	Number and street (or P O box if mail not delivered to street address) Room/suite 73 SOUTH HOLMAN WAY		g Email
	City or town, state or country and zip + 4 GOLDEN, CO, 80401		

2. Certification - Two Signatures Required

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

a President or Authorized Officer	Signature	Printed Name	Title	Date
b Chief Financial Officer or Treas	Signature	Printed Name	Title	Date

3. Annual Report Exemption Information

a	Article 7-A annual report exemption (Article 7-A registrants and dual registrants) Check <input type="checkbox"/> if total contributions from NY State (including residents, foundations, corporations, government agencies, etc) did not exceed \$25,000 <u>and</u> the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year NOTE: An organization may claim this exemption if no PFR or FRC was used <u>and</u> either 1) it received an allocation from a federated fund, United Way or incorporated community appeal <u>and</u> contributions from other sources did not exceed \$25,000 <u>or</u> 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A
b	EPTL annual report exemption (EPTL registrants and dual registrants) Check <input type="checkbox"/> if gross receipts did not exceed \$25,000 <u>and</u> assets (market value) did not exceed \$25,000 at any time during this fiscal year

For EPTL or Article-7A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above

Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form

4. Article 7-A Schedules

If you did not check the Article 7-A annual report exemption above, complete the following for this fiscal year

a Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? . . .	Yes* <input type="checkbox"/>	No <input checked="" type="checkbox"/>
* If "Yes", complete Schedule 4a.		
b Did the organization receive government contributions (grants)?	Yes* <input type="checkbox"/>	No <input checked="" type="checkbox"/>
* If "Yes", complete Schedule 4b.		

5. Fee Submitted: See last page for summary of fee requirements.

Indicate the filing fee(s) you are submitting along with this form a Article 7-A filing fee \$ <u> </u> b EPTL filing fee \$ <u>1,500.</u> c Total fee \$ <u>1,500.</u>	Submit only one check or money order for the total fee, payable to "NYS Department of Law"
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6. Attachments - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments → → →

5. Fee Instructions

The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500

Organization's Registration Type Fee Instructions

- **Article 7-A** Calculate the Article 7-A filing fee using the table in **part a** below The EPTL filing fee is \$0
- **EPTL** Calculate the EPTL filing fee using the table in **part b** below The Article 7-A filing fee is \$0
- **Dual** Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below Add the Article 7-A and EPTL filing fees together to calculate the total fee Submit a single check or money order for the total fee

a) Article 7-A filing fee

Total Support & Revenue	Article 7-A Fee
more than \$250,000	\$25
up to \$250,000 *	\$10

* Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of \$25, regardless of total support and revenue

b) EPTL filing fee

Net Worth at End of Year	EPTL Fee
Less than \$50,000	\$25
\$50,000 or more, but less than \$250,000	\$50
\$250,000 or more, but less than \$1,000,000	\$100
\$1,000,000 or more, but less than \$10,000,000	\$250
\$10,000,000 or more, but less than \$50,000,000	\$750
\$50,000,000 or more	\$1500

6. Attachments - Document Attachment Check-List

Check the boxes for the documents you are attaching.

For All Filers

Filing Fee

☒ Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

☐ IRS Form 990

☐ All required schedules (including Schedule B)

☐ IRS Form 990-T

☐ IRS Form 990-EZ

☐ All required schedules (including Schedule B)

☐ IRS Form 990-T

☒ IRS Form 990-PF

☒ All required schedules (including Schedule B)

☐ IRS Form 990-T

Additional Article 7-A Document Attachment Requirement

Independent Accountant's Report

☐ Audit Report (total support & revenue more than \$250,000)

☐ Review Report (total support & revenue \$100,001 to \$250,000)

☐ No Accountant's Report Required (total support & revenue not more than \$100,000)

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

ATTACHMENT 14

NAME AND ADDRESS	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
E. JEFFREY PEIERLS 73 SOUTH HOLMAN WAY GOLDEN, CO 80401	PRESIDENT	0	0	0
BRIAN E. PEIERLS 7808 HARVESTMAN COVE AUSTIN, TX 78731	VICE PRESIDENT	0	0	- 0
MALCOLM A. MOORE 2600 CENTURY SQUARE 1501 4TH AVENUE SEATTLE, WA 98101	SECRETARY	0	0	0

GRAND TOTALS

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

PEIERLS FOUNDATION

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

Employer identification number (EIN) or

☒ 13-6082503

Number, street, and room or suite no. If a P.O. box, see instructions

114 WEST 47TH STREET

☐ Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

NEW YORK, NY 10036

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ UNITED STATES TRUST COMPANY

Telephone No. ▶ _____ FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☐ calendar year 20____ or
- ▶ ☒ tax year beginning 11/01, 2011, and ending 10/31, 2012

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	44,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	90,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	PEIERLS FOUNDATION		Employer identification number (EIN) or	
	C/O UNITED STATES TRUST COMPANY, N.A.		<input checked="" type="checkbox"/> 13-6082503	
	Number, street, and room or suite no. If a P O box, see instructions.		Social security number (SSN)	
	114 WEST 47TH STREET		<input type="checkbox"/>	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.			
	NEW YORK, NY 10036			

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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


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

- The books are in the care of ☒ UNITED STATES TRUST COMPANY
Telephone No ☐ FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for
- 4 I request an additional 3-month extension of time until 09/15, 20 13
- 5 For calendar year ☐ , or other tax year beginning 11/01, 20 11 , and ending 10/31, 20 12
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ATTACHMENT 1

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	44,000.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	90,000.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title ☒ CPA Date ☒ 6.10.13