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

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation
L.S. Peery Foundation

A Employer identification number
81-0614105

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. Box 45385

B Telephone number (see the instructions)
(801) 323-3609

City or town | State | ZIP code
Salt Lake City | UT | 84145-0385

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 33,655,297.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I column (d) must be on cash basis)

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

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))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions gifts grants etc received (att sch)	19,038.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	26,413.			
	4 Dividends and interest from securities	726,831.			
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	797,094.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 12,177,788.				
	7 Capital gain net income (from Part IV line 2)		797,094.		
	8 Net short term capital gain			152,926.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) Other Income	1,376.	1,376.		
	12 **Total.** Add lines 1 through 11	1,570,752.	798,470.	152,926.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers directors trustees etc	131,215.	113,501.		17,714.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	26,657.	21,326.		5,331.
	16a Legal fees (attach schedule) L-16a Stmt	162,543.	97,526.		65,017.
	b Accounting fees (attach sch) L-16b Stmt	114,351.	108,634.		5,717.
	c Other prof fees (attach sch) L-16c Stmt	260,442.	260,442.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Foreign Tax Paid	14,653.	14,653.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	3,538.	2,830.		708.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	713,399.	618,912.		94,487.
	25 Contributions, gifts, grants paid	2,159,872.			2,159,872.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,873,271.	618,912.		2,254,359.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-1,302,519.			
	b **Net investment income** (if negative enter 0)		179,558.		
	c **Adjusted net income** (if negative enter 0)			152,926.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash – non interest bearing			
	2	Savings and temporary cash investments	1,665,339.	1,128,784.	1,128,784.
	3	Accounts receivable ► 1,394. Less allowance for doubtful accounts ►	5,543.	1,394.	1,394.
	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 sch) ► Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)	1,375,635.		
	b	Investments – corporate stock (attach schedule)	32,608,254.	34,863,427.	32,525,119.
	c	Investments – corporate bonds (attach schedule)	1,642,196.		
	11	Investments – land, buildings, and equipment basis ► Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ► Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)	0.		
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	37,296,967.	35,993,605.	33,655,297.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	37,296,967.	35,993,605.	
	28	Paid in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	37,296,967.	35,993,605.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	37,296,967.	35,993,605.	

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	37,296,967.
2	Enter amount from Part I, line 27a	2	-1,302,519.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	35,994,448.
5	Decreases not included in line 2 (itemize) ► Non-Dividends Reclassed as Ordinary Dividends	5	843.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II column (b) line 30	6	35,993,605.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g real estate, 2 story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month day year)	(d) Date sold (month day year)
1a	Securities Litigation Proceeds ST	P	01/01/12	06/30/12
b	Wasatch Small Cap Growth ST	P	01/01/12	06/30/12
c	Wasatch Micro Cap ST	P	01/01/12	06/30/12
d	Wasatch Small Cap Value ST	P	01/01/12	06/30/12
e	See Columns (a) thru (d)			

	(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	0.		0.	0.
b	209,741.		196,488.	13,253.
c	370,808.		312,094.	58,714.
d	910,778.		860,874.	49,904.
e	See Columns (e) thru (h)		10,011,240.	675,223.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k) but not less than 0) or Losses (from column (h))
a				0.
b				13,253.
c				58,714.
d				49,904.
e	See Columns (i) thru (l)			675,223.

2	Capital gain net income or (net capital loss) — If gain also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	797,094.
3	Net short term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter 0 in Part I, line 8	3	152,926.

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 (column (b) divided by column (c))
2011	2,105,340.	34,382,043.	0.061234
2010	1,787,658.	31,692,256.	0.056407
2009	1,814,720.	26,894,531.	0.067475
2008	2,125,045.	38,459,518.	0.055254
2007	2,248,131.	49,079,431.	0.045806

2	**Total** of line 1, column (d)	2	0.286176
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	0.057235
4	Enter the net value of noncharitable use assets for 2012 from Part X, line 5	4	33,255,055.
5	Multiply line 4 by line 3	5	1,903,353.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,796.
7	Add lines 5 and 6	7	1,905,149.
8	Enter qualifying distributions from Part XII, line 4	8	2,254,359.

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 ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	1,796.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,796.
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	1,796.
6	Credits/Payments				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	27,910.		
b	Exempt foreign organizations — tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	27,910.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached			8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►			9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►			10	26,114.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 26,114. Refunded ►			11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	If the answer is 'Yes' to 1a or 1b attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► UT - Utah			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	*Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Herbert C. Livsey Telephone no ► (801) 532-1500

Located at ► 36 S. State St., Suite 1400 Salt Lake City UT ZIP + 4 ► 84111-1417

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90 22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1) (6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d) 3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts that were not corrected before the first day of the tax year beginning in 2012?		1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 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 2012)*		3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

5 a 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)

6 a 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** X

If 'Yes' to 6b, file Form 8870

7 a 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
Leslie Peery Howa 2764 Four Lakes Drive Park City UT 84060	Board Chair and Board M 25.00	89,388.	26,657.	1,200.
Scott C. Ulbrich PO BOX 30006 Salt Lake City UT 84111	Board Member 10.00	5,200.	0.	1,200.
Herbert C. Livsey PO Box 43145 Salt Lake City UT 84145	Board Member 1.00	0.	0.	0.
Charles H. Livsey PO Box 43145 Salt Lake City UT 84145	Board Member 1.00	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 ► **None**

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
Ray Quinney & Nebeker PC PO Box 45385 Salt Lake City UT 84145-0385	Legal, Tax and Accounting	233,646.
R.W. Baird 222 S Main St Ste 1840 Salt Lake City UT 84101	Custodian and Investment Management	164,182.
Wasatch Advisors 150 E Social Hall Ave Salt Lake City UT 84111	Investment Management	95,619.
Total number of others receiving over $50,000 for professional services ►		None

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 None	0.
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	0.
2	
All other program related investments See instructions 3	
Total Add lines 1 through 3 ►	None

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	32,296,968.
b	Average of monthly cash balances		1b	1,464,509.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	33,761,477.
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	33,761,477.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	506,422.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	33,255,055.
6	**Minimum investment return** Enter 5% of line 5		6	1,662,753.

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	1,662,753.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,796.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,796.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,660,957.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,660,957.
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	1,660,957.

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	2,254,359.
b	Program related investments — total from Part IX B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4	4	2,254,359.
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	1,796.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,252,563.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,660,957.
2 Undistributed income, if any as of the end of 2012				
a Enter amount for 2011 only			595,740.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007 0.				
b From 2008 0.				
c From 2009 0.				
d From 2010 0.				
e From 2011 0.				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII line 4 ▶ $ 2,254,359.				
a Applied to 2011, but not more than line 2a			595,740.	
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 2012 distributable amount				1,658,619.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,338.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008 0.				
b Excess from 2009 0.				
c Excess from 2010 0.				
d Excess from 2011 0.				
e Excess from 2012 0.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b Endowment alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c Support' alternative test – enter					
(1) Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Blaine County Recreation District 1050 Fox Access Rod #107 Hailey ID 83333-8415		Public Char	General financial support	30,000.
Friends of Animals Utah PO Box 682155 Park City UT 84068		Public Char	General financial support	148,000.
Heart & Soul PO Box 526142 Salt Lake City UT 84152		Public Char	General financial support	75,000.
Intermountain Therapy Animals 4050 S 2700 E Salt Lake City UT 84070		Public Char	General financial support	10,000.
Ogden Nature Center 966 W 12th Street Ogden UT 84403		Public Char	General financial support	200,000.
Spy Hop Productions 353 W Pierpont Ave #200B Salt Lake City UT 84101		Public Char	General financial support	240,000.
The Utah Nordic Alliance 702 Third Avenue Salt Lake City UT 84103		Public Char	General financial support	15,000.
United Way of Salt Lake 175 S. West Temple #30 Salt Lake City UT 84101		Public Char	General financial support	373,333.
Utah Open Lands 2188 S Highland Dr. #203 Salt Lake City UT 84106		Public Char	General financial support	500,000.
See Line 3a statement				568,539.
Total			► 3a	2,159,872.
b Approved for future payment				
Heart & Soul PO Box 526142 Salt Lake City UT 84152-6142		Public Char	General financial support	195,000.
Friends of Animals Utah PO Box 682155 Park City UT 84068		Public Char	General financial support	300,000.
See Line 3b statement				966,667.
Total			► 3b	1,461,667.

Part XVI-A Analysis of Income-Producing Activities

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					26,413.
4 Dividends and interest from securities					726,831.
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					797,094.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Other Income					1,376.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					1,551,714.

13 **Total** Add line 12, columns (b), (d), and (e) 13 1,551,714.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
8	Net Capital Gains/Losses on Investments. Investments and income are used to fund gifting.
3	Interest on Investments. Investments and income are used to fund gifting.
4	Dividends on Investments. Investments and income are used to fund gifting.
11	Other Income. Investments and income are used to fund gifting.

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment mailing lists, other assets, or paid employees	1 c		X

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

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

2 a 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

Signature of officer or trustee: [signature] Date: 11/25/14 Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name: Chortney B. Ruesch, CPA	Preparer's signature: [signature] CPA	Date: 11/25/14	Check ☒ if self employed	PTIN: P01070225
Firm's name ▶ RUESCH & COMPANY			Firm's EIN ▶ 37-1658522	
Firm's address ▶ 36 S STATE ST STE 1250 SALT LAKE CITY UT 84111-1417			Phone no (801) 872-9798	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545 0047

2012

Name of the organization
L.S. Peery Foundation

Employer identification number
81-0614105

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: L.S. Peery Foundation

Employer identification number: 81-0614105

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	National Advisors Trust dtd 7/6/12 from Jeffrey S. Peery Trust 8717 W 110th Street, Suite 700 Overland Park KS 66210	$ 19,038.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Form 990-PF Part I, Line 6a

Net Gain or Loss From Sale of Assets

2012

Name: L.S. Peery Foundation

Employer Identification Number: 81-0614105

Asset Information:

Description of Property: Capital Assets (Capital Gains/Losses and Distributions)
Date Acquired: Various
How Acquired: Purchased
Date Sold: 12/31/12
Name of Buyer:
Sales Price: 12,177,788.
Cost or other basis (do not reduce by depreciation): 11,380,694.
Sales Expense:
Valuation Method:
Total Gain (Loss): 797,094.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
ADP Fees	1,050.	840.		210.
Insurance	2,488.	1,990.		498.
Total	3,538.	2,830.		708.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
Wasatch Large Cap ST	P	01/01/12	06/30/12
Wasatch International Fund ST	P	01/01/12	06/30/12
Louis GE ST	P	01/01/12	06/30/12
Jeffrey GE ST	P	01/01/12	06/30/12
Renaissance ST	P	01/01/12	06/30/12
Blackrock ST	P	01/01/12	06/30/12
Laddered Bonds ST	P	01/01/12	06/30/12
Neuberger Berman ST	P	01/01/12	06/30/12
Tactical Opps ST	P	01/01/12	06/30/12
Lazard Emerging Markets ST	P	01/01/12	06/30/12
Pacific Income Advisors ST	P	01/01/12	06/30/12
Hahn Capital ST	P	01/01/12	06/30/12
Thornburg ST	P	01/01/12	06/30/12
Advanced Choice/Ironwood ST	P	01/01/12	06/30/12
Powershares DB US Dollars ST	P	01/01/12	06/30/12
Securities Litigation Proceeds LT	P	12/31/11	12/31/12
Wasatch Small Cap Growth LT	P	12/31/11	12/31/12
Wasatch Micro Cap LT	P	12/31/11	12/31/12
Wasatch Small Cap Value LT	P	12/31/11	12/31/12
Wasatch Large Cap LT	P	12/31/11	12/31/12
Wasatch International Funds LT	P	12/31/11	12/31/12
Louis GE LT	P	12/31/11	12/31/12
Jeffrey GE LT	P	12/31/11	12/31/12
Renaissance LT	P	12/31/11	12/31/12
Blackrock LT	P	12/31/11	12/31/12
Laddered Bonds LT	P	12/31/11	12/31/12
Neuberger Berman LT	P	12/31/11	12/31/12
Tactical Opps LT	P	12/31/11	12/31/12
Lazard Emerging LT	P	12/31/11	12/31/12
Pacific Income LT	P	12/31/11	12/31/12
Hahn Capital LT	P	12/31/11	12/31/12
Thornburg LT	P	12/31/11	12/31/12
Advanced Choice/Ironwood LT	P	12/31/11	12/31/12
Powershares DB US Dollar Index Bullish LT	P	12/31/11	12/31/12

Form 990 PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
49,219.		50,723.	-1,504.
0.		0.	0.
4,041.		4,041.	0.
0.		0.	0.
1,204,693.		1,157,400.	47,293.
45.		46.	-1.
0.		0.	0.
1,091,937.		1,082,927.	9,010.
1,977,510.		2,018,195.	-40,685.
30,391.		30,165.	226.
879,681.		875,434.	4,247.
214,222.		194,130.	20,092.
100,966.		110,715.	-9,749.
0.		0.	0.
2,126.		0.	2,126.
3,333.		0.	3,333.
610,862.		346,537.	264,325.
1,063,084.		699,878.	363,206.
939,066.		724,744.	214,322.
122,808.		151,563.	-28,755.
0.		0.	0.
196,646.		503,989.	-307,343.
0.		0.	0.
109,562.		104,839.	4,723.
141,273.		112,644.	28,629.
0.		0.	0.
744,203.		613,181.	131,022.
214,595.		248,404.	-33,809.
296,199.		322,934.	-26,735.
85,272.		74,290.	10,982.
129,412.		145,852.	-16,440.
472,129.		438,609.	33,520.
0.		0.	0.
3,188.		0.	3,188.
Total		10,011,240.	675,223.

Form 990 PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than 0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-1,504.
			0.
			0.
			0.
			47,293.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) **or** losses (from column (h))
(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	
			-1.
			0.
			9,010.
			-40,685.
			226.
			4,247.
			20,092.
			-9,749.
			0.
			2,126.
			3,333.
			264,325.
			363,206.
			214,322.
			-28,755.
			0.
			-307,343.
			0.
			4,723.
			28,629.
			0.
			131,022.
			-33,809.
			-26,735.
			10,982.
			-16,440.
			33,520.
			0.
			3,188.
Total			675,223.

Form 990 PF, Page 11, Part XV, line 3a
Line 3a statement

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	Person or Business Checkbox Amount
a *Paid during the year*				
YWCA - Salt Lake City 322 E Broadway Salt Lake City UT 84111		Public Ch	General financial suppor	Person or ☐ Business ☒ 52,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

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	Person or Business Checkbox Amount
a Paid during the year				
Wood River Land Trust 119 E Bullion St. Hailey ID 83333		Public Ch	General Financial Suppor	Person or [ ] Business [X] 356,000.
University of Utah - Dept of Orthopaedics 540 Arapeen Drive, Suite 200 Salt Lake City UT 84108		Public Un	General Financial Suppor	Person or [ ] Business [X] 23,000.
Ingles Para Latios 615 S 300 E Salt Lake City UT 84111		Public Ch	General Financial Suppor	Person or [ ] Business [X] 5,000.
Lantern House 137 W. Binford Ave Ogden UT 84401		Public Ch	General Financial Suppor	Person or [ ] Business [X] 25,000.
Salt Lake Film Society 111 East 300 South, Suite 99 Salt Lake City UT 84111		Public Ch	General Financial Suppor	Person or [ ] Business [X] 12,539.
Utah Food Bank 3150 South 900 West Salt Lake City UT 84119		Public Ch	General Financial Suppor	Person or [ ] Business [X] 50,000.
Disability Law Center 205 North 400 West Salt Lake City UT 84103		Public Ch	General Financial Suppor	Person or [ ] Business [X] 10,000.
Glen Canyon Institute 429 East 100 South Salt Lake City UT 84111		Public Ch	General Financial Suppor	Person or [ ] Business [X] 25,000.
Latinos in Action 9898 N Wild Flower Circle Cedar Hills UT 84062		Public Ch	General Finanical Suppor	Person or [ ] Business [X] 10,000.
Total				568,539.

Form 990 PF, Page 10, Part XV, line 3b
Line 3b statement

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	Person or Business Checkbox Amount
b Approved for future payment				
Utah Open Lands 2188 S Highland Dr #203 Salt Lake City UT 84106		Public Ch	General financial suppor	Person or [ ] Business [X] 300,000.
United Way of Salt Lake 175 S West Temple #30 Salt Lake City UT 84101		Public Ch	General financial suppor	Person or [ ] Business [X] 666,667.
Total				966,667.

Form 990 PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RAY QUINNEY & NEBEKE	LEGAL	162,543.	97,526.		65,017.
Total		162,543.	97,526.		65,017.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RUESCH AND COMPANY L	TAX AND ACCOUNTING	43,248.	41,086.		2,162.
RAY QUINNEY & NEBEKE	Accounting and Adminis	71,103.	67,548.		3,555.
Total		114,351.	108,634.		5,717.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wasatch Advisors	Investment Management	95,619.	95,619.		
R.W. Baird	Investment Management	164,182.	164,182.		
Powershares DB US Do	Other Portfolio Deduct	641.	641.		

Form 990-PF, Page 1, Part I Continued

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		260,442.	260,442.		

Supporting Statement of:

Form 990-PF, p1/Line 13(a)

Description	Amount
LPH	84,188.
Director's Fees	12,800.
LPH Payroll Taxes	34,227.
Total	131,215.

Supporting Statement of:

Form 990-PF, p1/Line 18(a)-1

Description	Amount
Renaissance	2,853.
Lazard	4,266.
Blackrock	1,605.
Neuberger Berman	88.
Tactical Opp	205.
Thornburg	5,444.
Wasatch Large Cap	113.
Wasatch Small Cap Growth	79.
Total	14,653.

Supporting Statement of:

Form 990-PF, p6/Line 1c, Compensation-1

Description	Amount
Director's Fees	5,200.
Compensation	84,188.
Total	89,388.

Supporting Statement of·

Form 990-PF,p11/Line 3a, Amount-8

Description	Amount
May 17, 2012	20,000.
November 9, 2012	333,333.
November 12, 2012	20,000.
Total	373,333.

Supporting Statement of.

Form 990-PF,p11/Line 3b, Amount-1

Description	Amount
2013 Commitment	65,000.
2014 Commitment	65,000.
2015 Commitment	65,000.
Total	195,000.

Supporting Statement of.

Form 990-PF,p11/Line 3b, Amount-2

Description	Amount
2013 Commitment	100,000.
2014 Commitment	100,000.
2015 Commitment	100,000.
Total	300,000.

Supporting Statement of:

Form 990-PF,p11/Line 3b, Amount-3

Description	Amount
2013 Commitment	100,000.
2014 Commitment	100,000.
2015 Commitment	100,000.
Total	300,000.

Supporting Statement of.

Form 990-PF,p11/Line 3b, Amount-4

Description	Amount
2013 Commitment	333,333.
2014 Commitment	333,334.
Total	666,667.

Supporting Statement of:

Form 990-PF,p12/Line 3 Column (e)

Description	Amount
Powershares DB US Dollar	57.
WF Checking	75.
Baird Accounts	26,281.
Total	26,413.

Supporting Statement of

Form 990-PF,p12/Line 4 Column (e)

Description	Amount
Wasatch Small Cap Growth	14,747.
Wasatch Micro Cap	13,360.
Wasatch Small Cap Value	28,213.
Wasatch Large Cap	24,569.
Wasatch International	783.
Louis GE	114,998.
Jeffrey GE	110,846.
Renaissance	92,650.
Blackrock	96,456.
Laddered Bonds	10.
Neuberger Berman	28,251.
Tactical Opp	32,164.
Lazard Emerging Markets	40,014.
Pacific Income Advisors	57,161.
Hahn Capital	20,902.
Hahn Capital Corrected 1099	843.
Thornburg	50,862.
Advanced Choice/Ironwood	2.
Powershares DB US Dollar Index	0.
Total	726,831.

Supporting Statement of·

Legal and Professional Fees/Line 16c Book amount-1

Description	Amount
Small Cap Growth	20,696.
Micro Cap	44,453.
Small Cap Value	22,779.
Large Cap	7,691.
International	0.
Total	95,619.

Supporting Statement of.

Legal and Professional Fees/Line 16c Book amount-2

Description	Amount
Louis GE	-95.
Jeffrey GE	-95.
Renaissance	18,455.
Blackrock	31,853.
Laddered Bonds	130.
Neuberger Berman	24,464.
Tactical Opportunities	14,173.
Lazard Emerging Markets	13,182.
Pacific Income Advisors	16,346.
Hahn Capital	23,070.
Thornburg	22,699.
Advanced Choice/Ironwood	0.
Total	164,182.

Additional Information For Tax Return

L S Peery Foundation 81-0614105

Form 990-PF, p5: Line 1a(4) Yes

Compensation was paid at market rates to Ray Quinney and Nebeker PC for legal services performed by a director