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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 11/01 **, 2012, and ending** 10/31 **, 20**13

Name of foundation: PEIERLS FOUNDATION

A Employer identification number: 13-6082503

Number and street (or P O box number if mail is not delivered to street address): 73 SOUTH HOLMAN WAY

Room/suite:

B Telephone number (see instructions): (512) 346-7821

City or town, state, and ZIP code: GOLDEN, CO 80401

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 109,844,753.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,370,007.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	17,231.	17,231.		ATCH 1
	4	Dividends and interest from securities	105,510.	105,510.		ATCH 2
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	8,098,997.			
	b	Gross sales price for all assets on line 6a 16,478,527.				
	7	Capital gain net income (from Part IV, line 2)		8,098,997.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	-189,514.	-189,514.		
	12	**Total.** Add lines 1 through 11	9,402,231.	8,032,224.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule) ATCH 4	9,863.	9,863.		
	b	Accounting fees (attach schedule) ATCH 5	9,500.	9,500.		
	c	Other professional fees (attach schedule) *	55,213.	55,213.		
	17	Interest ATCH 7	1,832.	1,832.		
	18	Taxes (attach schedule) (see instructions) ATCH 8	46,194.	4,953.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 9	220,389.	220,389.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	342,991.	301,750.		
	25	Contributions, gifts, grants paid	5,668,000.			5,668,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,010,991.	301,750.	0	5,668,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,391,240.			
	b	**Net investment income** (if negative, enter -0-)		7,730,474.		
	c	**Adjusted net income** (if negative, enter -0-)				

*ATCH 6

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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	9,486,339.	13,187,519.	13,187,519.
	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 10	101,682,791.	103,346,338.	88,431,862.
	c	Investments - corporate bonds (attach schedule) ATCH 11	569,186.	25,636.	25,636.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	5,433,552.	3,331,711.	8,199,736.
	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)	117,171,868.	119,891,204.	109,844,753.
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	0	
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	117,171,868.	119,891,204.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	117,171,868.	119,891,204.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	117,171,868.	119,891,204.	

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	117,171,868.
2	Enter amount from Part I, line 27a	2	3,391,240.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	25,636.
4	Add lines 1, 2, and 3	4	120,588,744.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	697,540.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	119,891,204.

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) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	8,098,997.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	4,975,041.	97,098,410.	0.051237
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

2 **Total** of line 1, column (d)	2	0.252537
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	0.050507
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	105,019,425.
5 Multiply line 4 by line 3	5	5,304,216.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77,305.
7 Add lines 5 and 6	7	5,381,521.
8 Enter qualifying distributions from Part XII, line 4	8	5,668,000.

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)

1a	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 instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	77,305.
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	77,305.
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	77,305.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 100,000.		
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	100,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	748.
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	21,947.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 21,947. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
4a	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		X
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)*

			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 ▶ BRIAN ELIOT PEIERLS Telephone no ▶ 512-346-7821

Located at ▶ 7808 HARVESTMAN COVE AUSTIN, TX 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

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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?	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 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 ▶ , , ,			
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? ☒ 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)*	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 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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** No: X

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
ATCH 15		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 ▶

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 . . . . ▶	

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	95,281,777.
b	Average of monthly cash balances	1b	11,336,929.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	106,618,706.
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	106,618,706.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,599,281.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	105,019,425.
6	**Minimum investment return.** Enter 5% of line 5	6	5,250,971.

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	5,250,971.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 77,305.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	77,305.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,173,666.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	5,173,666.
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	5,173,666.

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	5,668,000.
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	5,668,000.
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	77,305.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,590,695.

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				5,173,666.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			2,832,088.	
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	Total of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 5,668,000.				
a	Applied to 2011, but not more than line 2a			2,832,088.	
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				2,835,912.
e	Remaining amount distributed out of corpus				
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				
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				2,337,754.
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)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

Part XV **Supplementary Information (Complete this part only if the 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 16

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 or e-mail of the person to whom applications should be addressed

ATCH 17

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

ATCH 18

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*				
ATCH 19				
Total . . . . ▶ **3a**				5,668,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form 990-PF (2012) Page **12**

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			14	17,231.	
4 Dividends and interest from securities			14	105,510.	
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	8,098,997.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory				-189,514.	
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				8,032,224.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 8,032,224.

(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)

JSA

2E1492 1 000

Form **990-PF** (2012)

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

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

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 Peierls | 9/9/14 | ▶ President

Signature of officer or trustee | Date | Title

Brian Eliot Peierls 9/11/14 Vice President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Gary W. Sevier		9/8/14		P00506787

Firm's name ▶ MARRS, SEVIER & COMPANY LLC | Firm's EIN ▶ 84-1315809

Firm's address ▶ 230 SOUTH HOLLAND STREET
LAKEWOOD, CO 80226

Phone no 303-922-6654

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
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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization	Employer identification number
PEIERLS FOUNDATION	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	E. JEFFREY PEIERLS 73 SOUTH HOLMAN WAY GOLDEN, CO 80401	$ 290,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	U/D ETHEL F PEIERLS CHAR LEAD TRUST C/O US TRUST, 114 WEST 47TH STREET NEW YORK, NY 10036	$ 647,707.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	E. JEFFREY PEIERLS 73 SOUTH HOLMAN WAY GOLDEN, CO 80401	$ 431,630.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	ALICE G. THAMES 3333 EAST FLORIDA AVENUE, APT 45 DENVER, CO 80210	$ 670.	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)

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
3	6800 SHS ALNYLAM PHARMACEUTICALS	$ 431,630.	09/24/2013

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

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

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

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

(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

(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

(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

(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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

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.
PEIERLS FOUNDATION

Enter filer's identifying number, see instructions
Employer identification number (EIN) or
13-6082503

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

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
GOLDEN, CO 80401

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ BRIAN ELIOT PEIERLS
  Telephone No. ▶ 512 346-7821 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 14 .

5 For calendar year ______ , or other tax year beginning 11/01 , 20 12 , and ending 10/31 , 20 13 .

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 ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NEEDED TO PREPARE AN ACCURATE RETURN

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	$ 100,000.
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 and any amount paid previously with Form 8868	8b	$ 100,000.
c	**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	$

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 ▶ 6.10.14

Form **8868** (Rev. 1-2013)

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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-191.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1,017.	
		152400 AGENCY PROPERTY TYPE: SECURITIES				P	11/29/2000	01/24/2013
2,137.							2,137.	
		12900 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/11/2005	05/31/2013
393,251.		90,816.					302,435.	
		16300 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/06/2005	05/31/2013
496,898.		114,752.					382,146.	
		4400 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/11/2005	06/04/2013
135,036.		30,712.					104,324.	
		17500 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/12/2005	06/04/2013
535,769.		123,200.					412,569.	
		8100 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	03/14/2005	06/04/2013
247,984.		56,538.					191,446.	
		4400 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	03/14/2005	06/07/2013
135,036.		30,712.					104,324.	
		45000 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	03/07/2005	06/07/2013
1,381,054.		312,300.					1,068,754.	
		18200 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	03/08/2005	06/07/2013
558,560.		126,308.					432,252.	
		13900 ALNYLAM PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	03/04/2005	06/07/2013
426,592.		96,466.					330,126.	

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)	
		11600 ALNYLAM PHARMACEUTICALS				P	03/03/2005	06/07/2013
		PROPERTY TYPE: SECURITIES						
356,005.		80,504.					275,501.	
		3800 ALNYLAM PHARMACEUTICALS				P	03/08/2005	07/12/2013
		PROPERTY TYPE: SECURITIES						
189,542.		26,372.					163,170.	
		21500 ALNYLAM PHARMACEUTICALS				P	03/09/2005	07/12/2013
		PROPERTY TYPE: SECURITIES						
1,072,406.		149,210.					923,196.	
		9500 ALNYLAM PHARMACEUTICALS				P	03/10/2005	07/12/2013
		PROPERTY TYPE: SECURITIES						
473,854.		65,930.					407,924.	
		2200 ALNYLAM PHARMACEUTICALS				P	07/05/2005	09/25/2013
		PROPERTY TYPE: SECURITIES						
140,850.		15,484.					125,366.	
		3400 ALNYLAM PHARMACEUTICALS				P	07/06/2005	09/25/2013
		PROPERTY TYPE: SECURITIES						
217,677.		23,941.					193,736.	
		1200 ALNYLAM PHARMACEUTICALS				P	07/05/2005	09/25/2013
		PROPERTY TYPE: SECURITIES						
76,827.		8,448.					68,379.	
		400 CAMBRIDGE HOLDING CV NOTES				P	09/15/2010	07/29/2013
		PROPERTY TYPE: SECURITIES						
		400,000.					-400,000.	
		89907 CAMBRIDGE HOLDING LTD				P	09/29/1995	07/29/2013
		PROPERTY TYPE: SECURITIES						
		39,587.					-39,587.	
		12000 CAMBRIDGE HOLDING LTD				P	09/29/1988	07/29/2013
		PROPERTY TYPE: SECURITIES						
		7,008.					-7,008.	
		89906 CAMBRIDGE HOLDING LTD				P	08/29/1995	07/29/2013
		PROPERTY TYPE: SECURITIES						
		39,495.					-39,495.	
		46511 CAMBRIDGE HOLDING LTD				P	02/19/1986	07/29/2013
		PROPERTY TYPE: SECURITIES						
		21,142.					-21,142.	

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)	
		671 CAMBRIDGE HOLDING LTD PROPERTY TYPE: SECURITIES				P	05/16/1988	07/29/2013
		144.					-144.	
		9340 CAMBRIDGE HOLDING LTD PROPERTY TYPE: SECURITIES				P	11/29/1988	07/29/2013
		6,155.					-6,155.	
		170000 CAMBRIDGE HOLDING LTD PROPERTY TYPE: SECURITIES				P	07/22/1992	07/29/2013
		32,130.					-32,130.	
		40000 CAMBRIDGE HOLDING LTD PROPERTY TYPE: SECURITIES				P	04/16/1986	07/29/2013
		1,360.					-1,360.	
		9302 CAMBRIDGE HOLDING LTD PROPERTY TYPE: SECURITIES				P	04/10/1986	07/29/2013
		4,227.					-4,227.	
		18419 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	12/27/2012
171,709.		131,862.					39,847.	
		4652 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	12/28/2012
43,310.		33,304.					10,006.	
		28596 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	12/31/2012
266,223.		204,719.					61,504.	
		9900 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	01/02/2013
92,167.		70,874.					21,293.	
		1179 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	01/14/2013
10,976.		8,440.					2,536.	
		22048 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	01/15/2013
205,273.		157,842.					47,431.	
		11400 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	01/16/2013
106,134.		81,613.					24,521.	

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)	
		18100 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	01/17/2013
168,543.		129,578.					38,965.	
		7800 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	04/20/2004	01/18/2013
72,621.		15,712.					56,909.	
		25092 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	04/23/2004	01/18/2013
233,616.		50,545.					183,071.	
		2806 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	08/14/2001	01/22/2013
26,125.		20,088.					6,037.	
		32200 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	04/27/2004	01/22/2013
299,775.		64,080.					235,695.	
		4608 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	04/23/2004	01/22/2013
42,900.		9,282.					33,618.	
		16200 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	04/26/2004	01/22/2013
150,819.		32,549.					118,270.	
		14100 DESCARTES SYSTEMS GROUP PROPERTY TYPE: SECURITIES				P	04/29/2004	01/22/2013
131,268.		27,474.					103,794.	
		3000 DITECH NETWORKS PROPERTY TYPE: SECURITIES				P	08/10/2001	12/06/2012
4,350.		18,870.					-14,520.	
		99300 DITECH NETWORKS PROPERTY TYPE: SECURITIES				P	08/15/2001	12/06/2012
143,985.		624,597.					-480,612.	
		28700 DITECH NETWORKS PROPERTY TYPE: SECURITIES				P	03/21/2001	12/06/2012
41,615.		241,631.					-200,016.	
		100000 DITECH NETWORKS PROPERTY TYPE: SECURITIES				P	01/04/2008	12/06/2012
145,000.		322,286.					-177,286.	

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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)	
		7250 EDCI HOLDINGS EXCESS DIST				P	07/23/2002	09/30/2013
		PROPERTY TYPE: SECURITIES						
3,938.							3,938.	
		2750 EDCI HOLDINGS EXCESS DIST				P	09/04/2002	09/30/2013
		PROPERTY TYPE: SECURITIES						
1,462.							1,462.	
		25000 ELEQUENT				P	08/28/2000	01/24/2013
		PROPERTY TYPE: SECURITIES						
9,645.							9,645.	
		206900 ELEQUENT ESCROW UNITS				P	09/13/2000	04/12/2013
		PROPERTY TYPE: SECURITIES						
10,386.							10,386.	
		9000 FORCE10 SER A-1 CV PFD. ESCROW				P	02/15/2008	01/24/2013
		PROPERTY TYPE: SECURITIES						
35,926.							35,926.	
		45080 FORCE10 SER A-1 CV PFD. ESCROW				P	06/28/2007	01/24/2013
		PROPERTY TYPE: SECURITIES						
179,949.							179,949.	
		20800 FORCE10 SER A-1 CV PFD. ESCROW				P	05/15/2008	01/24/2013
		PROPERTY TYPE: SECURITIES						
79,835.							79,835.	
		297640 FORCE10 SER B CV PFD. ESCROW				P	06/18/2009	03/06/2013
		PROPERTY TYPE: SECURITIES						
308,919.							308,919.	
		22900 KEYNOTE SYSTEMS				P	08/29/2000	08/22/2013
		PROPERTY TYPE: SECURITIES						
458,000.		571,743.					-113,743.	
		4000 KEYNOTE SYSTEMS				P	09/08/2000	08/22/2013
		PROPERTY TYPE: SECURITIES						
80,000.		99,431.					-19,431.	
		9100 KEYNOTE SYSTEMS				P	09/07/2000	08/22/2013
		PROPERTY TYPE: SECURITIES						
182,000.		227,206.					-45,206.	
		20000 KEYNOTE SYSTEMS				P	01/05/2001	08/22/2013
		PROPERTY TYPE: SECURITIES						
400,000.		265,026.					134,974.	

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)	
		47400 LANDEC CORP PROPERTY TYPE: SECURITIES				P	12/17/1997	03/28/2013
680,236.		149,547.					530,689.	
		2600 LANDEC CORP PROPERTY TYPE: SECURITIES				P	12/17/1997	04/01/2013
37,275.		8,203.					29,072.	
		1600 LANDEC CORP PROPERTY TYPE: SECURITIES				P	12/26/1997	04/01/2013
22,938.		5,048.					17,890.	
		2500 LANDEC CORP PROPERTY TYPE: SECURITIES				P	12/26/1997	04/01/2013
35,841.		7,888.					27,953.	
		30358 LPATH INC '10 WTS EXP 11/16/12 PROPERTY TYPE: SECURITIES				P	11/16/2001	11/16/2012
		27,625.					-27,625.	
		47204 LPATH INC '08 WTS EXP 08/12/13 PROPERTY TYPE: SECURITIES				P	08/12/2008	08/12/2013
		139,737.					-139,737.	
		14000 PHARMACYCLICS PROPERTY TYPE: SECURITIES				P	07/31/2009	09/26/2013
1,805,838.		17,920.					1,787,918.	
		4475 SATCON TECHNOLOGY PROPERTY TYPE: SECURITIES				P	07/05/2011	10/25/2013
41.		69,810.					-69,769.	
		21138 SATCON TECHNOLOGY PROPERTY TYPE: SECURITIES				P	07/29/2011	10/25/2013
194.		328,927.					-328,733.	
		31000 SATCON TECHNOLOGY PROPERTY TYPE: SECURITIES				P	03/25/2011	10/25/2013
285.		889,229.					-888,944.	
		5387 SATCON TECHNOLOGY PROPERTY TYPE: SECURITIES				P	08/01/2011	10/25/2013
50.		83,761.					-83,711.	
		81400 TUT SYSTEMS PROPERTY TYPE: SECURITIES				P	11/30/2000	01/24/2013
638.							638.	

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)	
		90000 VANDA PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	10/07/2008	06/04/2013
912,707.		83,826.					828,881.	
		0.6 VOLTARI PROPERTY TYPE: SECURITIES				P	12/31/2007	04/23/2013
5.							5.	
		8800 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/18/2007	02/14/2013
25,960.		15,972.					9,988.	
		18000 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/03/2007	02/14/2013
53,100.		32,670.					20,430.	
		15400 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/02/2007	02/14/2013
45,430.		27,951.					17,479.	
		71500 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/29/2007	02/14/2013
210,925.		129,403.					81,522.	
		56500 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/10/2007	02/14/2013
166,675.		102,538.					64,137.	
		54200 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/14/2007	02/14/2013
159,890.		98,328.					61,562.	
		31200 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/22/2007	02/14/2013
92,040.		56,628.					35,412.	
		173000 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/23/2007	02/14/2013
510,350.		313,995.					196,355.	
		51200 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/18/2007	02/14/2013
151,040.		92,928.					58,112.	
		4000 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/16/2007	02/14/2013
11,800.		7,260.					4,540.	

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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)	
		42500 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/13/2007	02/14/2013
125,375.		77,059.					48,316.	
		66100 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	07/05/2007	02/14/2013
194,995.		119,821.					75,174.	
		43600 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/19/2007	02/14/2013
128,620.		79,134.					49,486.	
		49000 YM BIOSCIENCES PROPERTY TYPE: SECURITIES				P	06/21/2007	02/14/2013
144,550.		88,935.					55,615.	
		1027 ARCA BIOPHARMA				P	10/10/2008	10/10/2013
		13,694.					-13,694.	
		81400 IPO SECURITIES LIT				P	11/29/2000	01/10/2013
14,956.							14,956.	
TOTAL GAIN(LOSS)							8,098,997.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORCHESTRA MEDICAL VENTURES II, LP	8,368.	8,368.
BOULDER VENTURES IV ANNEX, LP	6,132.	6,132.
BOULDER VENTURES V, LP	2,731.	2,731.
TOTAL	17,231.	17,231.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TRUST	32,438.	32,438.
NORTHERN TRUST - ORDINARY INTEREST	1,141.	1,141.
NORTHERN TRUST - DIVIDENDS	655,739.	655,739.
LESS DIST. FROM HOLDINGS W/O EARNINGS	-583,808.	-583,808.
TOTAL	105,510.	105,510.

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ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REFLEX SYSTEMS, LLC	-189,514.	-189,514.
TOTALS	-189,514.	-189,514.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL		9,863.	9,863.		
	TOTALS	9,863.	9,863.		

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES - NORTHERN TRU	52,941.	52,941.
BANK FEES - US TRUST	2,272.	2,272.
TOTALS	55,213.	55,213.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORCHESTRA MEDICAL VENTURES II	755.	755.
LONGWOOD FUND LP	1,077.	1,077.
TOTALS	1,832.	1,832.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US EXCISE TAXES	41,241.	
FOREIGN TAXES - NORTHERN TRUST	4,953.	4,953.
TOTALS	46,194.	4,953.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOULDER VENTURES IV, ANNEX, LP	19,070.	19,070.
ORCHESTRA MEDICAL VENTURES II	78,979.	78,979.
BOULDER VENTURES V, LP	78,025.	78,025.
LONGWOOD VENTURES LP	42,680.	42,680.
FILING FEES	1,635.	1,635.
TOTALS	220,389.	220,389.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
37830 ACUSPHERE INC.	1,844,198.	20,440.
577688 AEROGROW INT'L INC.	1,121,719.	1,299,798.
18850 AGENUS INC.	1,006,286.	45,523.
30196 AGENUS INC.	88,684.	72,923.
72949 ALIEN TECHNOLOGY SER. A'	208,113.	207,905.
6880 AMERICA'S SUPPLIERS INC.	348,996.	482.
1228 AMERICAN INT'L GP WT EXP	20,004.	26,193.
2300 AMERICAN INTERNATIONAL GR	2,255,578.	117,795.
14407 ANI PHARMACEUTICAL	876,236.	147,239.
6159 ARCA BIOPHARMA WTS.	13,694.	
146830 ARCA BIOPHARMA, INC.	1,733,166.	201,891.
295900 ARRAY BIOPHARMA INC.	1,275,345.	1,500,213.
22920 ASTEA INTERNATIONAL INC.	251,546.	64,520.
776 AVENTINE RENEWABLE ENERGY	2,328.	8,536.
5 BACTOLAC PHARMACEUTICAL INC.	160,650.	493,000.
538649 BAROFOLD INC SER. A CV.	199,300.	199,300.
169049 BAROFOLD INC SER. A CV.	62,548.	62,548.
391566 BENECHILL INC. SER D CV	650,000.	650,000.
243900 BIOCRYST PHARMACEUTICAL	1,299,997.	1,425,596.
722891 BIOPTIX DIAGNOSTICS SER	899,999.	159,036.
1258000 BIOPTIX DIAGNOSTICES U	314,500.	314,500.
525251 CALIBER THERAPEUT B CV	57,778.	57,778.
1000.4771 CALIBER THER UNITS	77,037.	77,000.
2791187 CALIBER THERAPEUTICS S	307,031.	307,031.
1876000 CALIENT TECH. SER 4 CV	938,000.	1,407,000.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
800000 CALIENT TECH. SER 5 CV	600,000.	600,000.
276600 CAPSTONE THERAPEUTICS C	1,250,076.	96,810.
58840 CARDIOVASCULAR SYSTEMS I	673,998.	1,681,059.
119813 CARMENTA BIOSCIENCE	174,999.	174,927.
1880 CEL-SCI CORP.	92,834.	1,626.
1200000 CERECOR INC. UNITS	900,000.	900,000.
580000 CERTES NETWORKS INC. WT	287,100.	214,600.
861000 CERTES NETWORKS SER A-1	861,000.	327,180.
580000 CERTES NETWORKS SER A-1	292,900.	220,400.
81840 CHEMOCENTRYX	930,940.	407,154.
25102 CIBER, INC.	183,709.	81,707.
226000 CODEXIS INC.	874,271.	395,500.
151000 COLLECTIVEIP SER A CV	350,229.	350,229.
222970 CONTRAFECT CORP.	22,297.	245,267.
345690 CONTRAFECT CORP. SER B	891,880.	891,880.
383000 CORTEX PHARMACEUTICALS	795,840.	15,320.
88400 CROSSROADS SYSTEMS, INC.	1,054,245.	92,378.
62579 CYCLACEL PHARMACEUTICALS	835,683.	219,965.
340000 CYTRX CORP.	850,000.	793,900.
11000 DATA I/O CORP.	60,500.	32,945.
49000 DIGI INTERNATIONAL INC.	450,280.	494,165.
1260025 DR SEARS FAM. ESS. SER	900,018.	252,005.
3236000 EASIC CORP. COMMON	927,438.	32,360.
7685901 EASIC CORP. COMMON	14,146.	76,859.
2561967 EASIC CORP. SER A-2	32,645.	179,338.
709459 EASIC CORP. SER A-1	130,575.	709,459.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
19600 EDCI HOLDINGS, INC.	228,455.	11,760.
226000 EDGE THERAPEUTIC	870,100.	870,100.
9687 ENSERVCO CORP.	32,645.	13,271.
450 ETUBICS UNITS	450,000.	450,000.
56700 EVOKE PHARMACEUTICAL	678,487.	651,767.
195395.9 EVOTEC AG ADS	2,235,113.	2,276,352.
88684 EXELIXIS INC.	1,578,428.	431,004.
74080 FORCE10 SER. RE. ESCROW		8,929.
54500 FORESTAR GROUP INC.	1,282,556.	1,218,348.
234828 GENMARK DIAGNOSTICS, IN	1,599,635.	2,775,667.
13654 GOOD TIMES RESTAURANTS I	284,495.	33,657.
138500 GTX, INC.	1,399,767.	250,685.
420100 HARBOR DIVERSIFIED INC.	1,165,104.	134,432.
79000 HEAT BIOLOGICS	790,000.	849,645.
150000 HIBERNA CORP. COMMON	150,000.	9,000.
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.	4,597,218.
44400 INTEGRATED SILICON SOLUT	399,045.	514,374.
10600000 INTERACT911 SEC C-1	797,063.	742,000.
3500000 INTERACT911 SEC C-1	250,649.	245,000.
3500000 INTERACT911 WARRANTS		25.
156600 KERYX BIOPHARMACEUTICAL	1,749,333.	1,614,546.
8680 KINROSS GOLD CORP.	71,507.	44,008.
88500 LANDEC CORP	279,218.	1,036,778.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
58933 LANTRONIX INC.	779,706.	78,086.
26910 LIVEWIRE MOBILE, INC.	1,140,033.	16,415.
49286 LPATH WARRANTS 3/9/17	517,500.	73,929.
566297 LPATH INC. COMMON	2,448,239.	2,899,441.
1000 MAGNUM SEMICOND CV NOTE	57,400.	57,400.
1496997 MAGNUM SEMICOND. 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.
42775 MOVE, INC.	1,040,243.	736,372.
38190 MS & AD INSURANCE GROUP	1,350,346.	982,874.
170000 MYREXIS, INC.	477,685.	26,860.
1068000 NEUROTROPE SER A CV PR	1,068,000.	1,068,000.
2850824 NEW FRONTIER ENERGY IN	644,030.	76,972.
575.3 NEW FRONTIER ENERGY SER	99,120.	12,081.
1500 NEW FRONTIER SER B CV PFD	313,990.	39,000.
511000 NEXTIO INC. SER. E CV P	930,020.	102,200.
107520 NEXTIO INC. SERIES F CV	230,558.	21,504.
10077 NEXTIO WT. EXP 12/30/202	19,534.	101.
62725 NKSJ HOLDINGS, INC.	1,817,571.	1,616,235.
104800 OMEROS CORP.	555,620.	1,003,460.
59000 ONCOGENEX PHARMACEUTICAL	905,650.	447,220.
290000 OSTENDO TECH	731,820.	730,800.
98863.1 OVASCIENCE INC. COMMON	200,000.	945,130.
177400 PAIN THERAPEUTICS INC.	408,724.	618,239.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
5314 PAION AG	450,055.	13,136.
369800 PEREGRINE PHARMACEUTICA	634,242.	464,099.
114441.4 PEREGRINE SEMICONDUCT	1,248,658.	930,978.
285300 PERFORMANCE TECHNOLOGIE	914,166.	877,298.
84127 PFSWEB, INC.	877,274.	599,405.
22100 PHARMACYCLICS, INC.	28,288.	2,666,144.
2014 PHOTOMEDEX, INC.	366,788.	26,645.
30600 PLANAR SYSTEMS INC.	184,743.	63,801.
700 PREMIER ALLIANCE GROUP UTS	700,000.	597,331.
29022 PREMIER ALLIANCE GR COM	19,445.	18,574.
1000 PRESCIENT MEDICAL INC	80,000.	
94900 PROGENICS PHARMACEUTICAL	385,668.	334,048.
50546 QUALMARK CORP.	394,916.	25,273.
1497999 QUANTIA INC SER A-2 CV	610,182.	610,135.
325600 QUANTIA INC SER B-1 CV	547,334.	547,334.
896115 QUANTIA INC SER A-1	900,000.	65,416.
1300000 REFLEX SECURITY SER. B	1,300,000.	13,000.
12600 REFLEX SECURITY SER. C C	12,600.	252.
2749759 REFLEX SYSTEMS LLC A	15,265.	1,099,904.
140000 RING ENERGY	770,000.	1,572,200.
979000 RISCORP INC. CONTINGENT	10.	10.
282400 RIVERSTONE NETWORKS, IN	327,529.	8,472.
5000 SAFE COMMUNICATIONS, INC.	353,645.	934.
246000 SANGAMO BIOSCIENCES INC	1,127,936.	2,389,890.
62000 SATCON TECHNOLOGY CORP.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
353900 SCICLONE PHARMACEUTICAL	1,400,033.	1,742,958.
311213 SOLFOCUS INC. SER A 2	258,058.	3,112.
155700 SOLFOCUS INC. SER A	258,213.	1,557.
121454 SOLFOCUS SER. C CV PF	1,218,912.	
62747 SOLFOCUS SER. D CV PFD	237,047.	
5884 SOLITARIO EXPL. & ROYALTY	6,884.	5,943.
80200 SORRENTO EXPLOR	581,450.	751,875.
2954 STRASBAUGH	21,886.	148.
192.1 SUNIVA INC. SER. B CV P	1,500,324.	600,443.
28.5 SUNIVA INC. SER. D CV PF	359,955.	287,964.
112 SUNIVA INC. SER E CV P	369,771.	369,771.
10700 SUNRISE TELECOM, INC.	21,724.	910.
144365 SYMMETRICOM, INC.	461,911.	1,036,541.
15602 SYNERON MEDICAL LTD.	148,704.	149,857.
536377 TABULA INC. SER. D CV P	1,394,999.	1,394,580.
153600 TITAN- PHARMACEUTICALS	1,047,803.	132,096.
59000 TOKIO MARINE HOLDINGS IN	896,155.	1,927,353.
17344 TRANSWITCH CORPORATION	920,377.	3,559.
740000 UR-ENERGY, INC.	772,283.	769,600.
31300 URSTADT BIDDLE PROP. CLA	220,629.	658,239.
31300 URSTADT BIDDLE PROPERTIE	220,629.	558,392.
269900 VANDA PHARMACEUTICALS I	245,898.	1,933,834.
385841 VENAXIS, INC.	2,880,831.	708,018.
16667 VENAXIS, INC.	46,200.	833.
203828.5 VERASTEM INC. COM	1,499,050.	2,225,807.
1242 VERNALIS PLC	498,746.	1,068.
81359 VIOLIN MEMORY COMMON	960,000.	537,783.
1425192 VITAL ACCESS CORP SER	897,871.	897,871.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1000 VITAL ACCESS CV PROM NOTE	278,000.	278,000.
17336 VOLTARI	1,921,624.	81,999.
17333.3 VOLTARI WTS		867.
68000 YAMANASHI CHUO BANK	709,115.	286,960.
TOTALS	103,346,338.	88,431,862.

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AEROGROW CREDIT CRD NOTE	25,636.	25,636.
TOTALS	25,636.	25,636.

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOULDER VENTURES IV ANNEX, LP	-138,098.	1,588,339.
BOULDER VENTURES V, LP	-122,680.	2,230,448.
ORCHESTRA MEDICAL VENTURES II	2,003,386.	1,875,899.
LONGWOOD FOUNDERS FUND LP	1,589,103.	2,505,050.
TOTALS	3,331,711.	8,199,736.

ATTACHMENT 13

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

DESCRIPTION	AMOUNT
99280 AEROGROW CREDIT CREDIT NOTE	25,636.
TOTAL	25,636.

ATTACHMENT 14

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
PROSTOR SYSTEMS SOLD IN PRIOR PERIOD	250,472.
FMV IN EXCESS OF COST OF DONATED ASSETS	383,757.
ADJUSTMENT TO COST BASIS OF SOLD ASSETS	4,562.
EXCISE TAXES PAID IN EXCESS OF DEDUCTION	58,749.
TOTAL	697,540.

PEIERLS FOUNDATION 13-6082503

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
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			

ATTACHMENT 16

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

E.JEFFREY PEIERLS
BRIAN ELIOT PEIERLS

ATTACHMENT 17

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

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

ATTACHMENT 18

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

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

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

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN FOUNDATION FOR THE BLIND 11 PENN PLAZA SUITE 300 NEW YORK, NY 10001			18,700.
AMERICAN RED CROSS 2025 EAST STREET N.W. WASHINGTON, DC 20006			680,600.
CHIEF SEATTLE COUNCIL, BOY SCOUTS OF AMERICA PO BOX 440408 SEATTLE, WA 98114-9758			28,100.
MEHARRY MEDICAL COLLEGE 1005 DRIVE D.B. TODD JR. BLVD. NASHVILLE, TN 37208-3599			53,700.
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 EAST MADISON STREET SEATTLE, WA 98122-2959			75,800.
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540-9983			28,200.

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
F.I. PROCTOR AT UCSF 95 KIRKHAM STREET SAN FRANCISCO, CA 94143-0944			99,200.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET N.W. SUITE 700 WASHINGTON, DC 20005			54,400.
LIVING CLASSROOM FOUNDATION 802 SOUTH CAROLINE STREET BALTIMORE, MD 21231			58,200.
ARTHRITIS FOUNDATION 1330 WEST PEACHTREE STREET, SUITE 100 ATLANTA, GA 38309-2904			28,200.
NORTHERN NEW JERSEY COUNCIL, BSA PO BOX 670 OAKLAND, NJ 07436-1709			28,100.
SAYWHATCLUB 16 HILCREST ROAD LITTLE FALLS, NJ 07424			7,600.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001			211,600.
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY 151 WASHINGTON STREET NEWARK, NJ 07102			75,800.
POPULATION RESOURCE CENTER 1 HIGHLAND ROAD PRINCETON, NJ 08540			21,000.
LAKE WASHINGTON COLLEGE FOUNDATION 11605 132ND AVENUE N.E. KIRKLAND, WA 98034-8506			53,100.
PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVENUE, SUITE 206 DALLAS, TX 75231-4534			75,800.
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE SUITE 200 SACRAMENTO, CA 95834			40,900.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VIRGINIA GARCIA MEMORIAL HEALTH CENTER PO BOX 568 CORNELIUS, OR 97113			68,600.
BIG BROTHERS BIG SISTERS OF AUSTIN, TEXAS 1400 TILLERY STREET AUSTIN, TX 78721			69,900.
BOY SCOUTS OF AMERICA, CAPITAL AREA COUNCIL 12500N IH 35 AUSTIN, TX 78753-1312			28,100.
AUSTIN COMMUNITY COLLEGE FOUNDATION 5930 MIDDLE FISKVILLE ROAD AUSTIN, TX 78752			45,300.
PLANNED PARENTHOOD ASSOCIATION OF HIDALGO COUNTY 916 EAST HACKBERRY MCALLEN, TX 78501			103,500.
RAISING AUSTIN (TOGETHER4CHILDREN) PO BOX 10047 AUSTIN, TX 78756-1047			118,900.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DEERFIELD ACADEMY PO BOX 306 DEERFIELD, MA 01342			63,600.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011			50,600.
THE INTERFAITH ALLIANCE FOUNDATION 1212 NEW YORK AVENUE NW, 7TH FLOOR WASHINGTON, DC 20005-4706			50,600.
AMERICAN HEART ASSOCIATION OF COLORADO 1280 SOUTH PARKER ROAD DENVER, CO 80231-2100			16,200.
BOY SCOUTS OF AMERICA, DENVER AREA COUNCIL 10455 WEST 6TH AVENUE, SUITE 100 DENVER, CO 80215			25,800.
CARE, INC. 465 CALIFORNIA STREET, SUITE 1210 SAN FRANCISCO, CA 94104			500,600.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289			1,041,300.
UNITED NEGRO COLLEGE FUND 1805 7TH STREET, N.W. WASHINGTON, DC 20001			12,900.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 EAST 38TH AVENUE DENVER, CO 80203-2706			74,900.
STANFORD GRADUATE SCHOOL OF BUSINESS 518 MEMORIAL WAY STANFORD, CA 94305-5015			32,500.
THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER, CO 80302-4617			607,600.
YALE UNIVERSITY, OFFICE OF DEVELOPMENT PO BOX 2038 NEW HAVEN, CT 06521-2038			37,800.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLORADO UPLIFT 3914 KING STREET DENVER, CO 80211-1932			113,600.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD. DENVER, CO 80221-4488			110,600.
HEARING HEALTH FOUNDATION 363 SEVENTH AVENU, 10TH FLOOR NEW YORK, NY 10001-3904			31,300.
UNITARIAN UNIVERSALIST ASSOCIATION 25 BEACON STREET BOSTON, MA 02108			20,500.
UNITARIAN-UNIVERSALIST SERVICE COMMITTEE 689 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-3302			40,400.
SOUTHERN INSTITUTE FOR EDUCATION & RESEARCH MR BOX 1692, 31 MCALISTER DRIVE NEW ORLEANS, LA 70118			15,300.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION PO BOX 173362 - CAMPUS BOX 14 DENVER, CO 80217-9002			77,100.
COLLEGE SUMMIT-COLORADO 1201 EAST COLFAX AVENUE, SUITE 301 DENVER, CO 80218			40,700.
GIRLS INCORPORATED OF METRO DENVER 1499 JULIAN STREET DENVER, CO 80204			29,400.
COLORADO I HAVE A DREAM FOUNDATION 1836 GRANT STREET DENVER, CO 80203-2022			122,300.
DOCTORS WITHOUT BORDERS, USA 333 SEVENTH AVENUE, SECOND FLOOR NEW YORK, NY 10001-5004			105,400.
ENERGY OUTREACH COLORADO 225 EAST 16TH AVENUE, SUITE 200 DENVER, CO 80203-1612			30,300.

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

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTHBIZ INC. 3280 DOWNING STREET, SUITE C DENVER, CO 80205			65,600.
HOPE CENTER 3400 ELIZABETH STREET DENVER, CO 80205-4244			51,600.
BIG BROTHERS BIG SISTERS OF COLORADO 2420 WEST 26TH AVENUE, SUITE 450 DENVER, CO 80211-5305			35,600.
AMERICAN UNITED FOR SEPARATION OF CHURCH AND STATE 1301 K STREET, SUITE 850, EAST TOWER WASHINGTON, DC 20005			50,600.
MILE HIGH UNITED WAY (PATHWAYS SCHOLARSHIP PROJECT 2505 18TH STREET DENVER, CO 80211			80,000.
THIRD SECTOR NEW ENGLAND (TOOLS OF THE MIND) 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2680			60,000.
		TOTAL CONTRIBUTIONS PAID	5,668,000.

Name of the organization
PEIERLS FOUNDATION

Employer identification number
13-6082503

ATTACHMENT 20

SCHEDULE B, PART III - SECTION 501(C)(7),(8), OR (10) ORGANIZATIONS THAT RECEIVED MORE THAN $1,000 IN CHARITABLE GIFTS DURING THE YEAR

(A) NO. FROM PART I	(B) PURPOSE OF GIFT
4	

(C) USE OF GIFT

(D) DESCRIPTION OF HOW GIFT IS HELD

(E) TRANSFER OF GIFT

RECIPIENT'S NAME, ADDRESS, AND ZIP CODE

RELATIONSHIP TO TRANSFEREE

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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: PEIERLS 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	-191.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 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	-191.

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	8,098,171.
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	1,017.
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 2011 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	8,099,188.

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

Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			-191.
14 **Net long-term gain or (loss):**				
a Total for year	14a			8,099,188.
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			8,098,997.

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 $2,400	24
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **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? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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 2012 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 2012 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

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					
152400 AGENCY	11/29/2000	01/24/2013	2,137.		2,137.
12900 ALNYLAM PHARMACEUTICALS	07/11/2005	05/31/2013	393,251.	90,816.	302,435.
16300 ALNYLAM PHARMACEUTICALS	07/06/2005	05/31/2013	496,898.	114,752.	382,146.
4400 ALNYLAM PHARMACEUTICALS	07/11/2005	06/04/2013	135,036.	30,712.	104,324.
17500 ALNYLAM PHARMACEUTICALS	07/12/2005	06/04/2013	535,769.	123,200.	412,569.
8100 ALNYLAM PHARMACEUTICALS	03/14/2005	06/04/2013	247,984.	56,538.	191,446.
4400 ALNYLAM PHARMACEUTICALS	03/14/2005	06/07/2013	135,036.	30,712.	104,324.
45000 ALNYLAM PHARMACEUTICALS	03/07/2005	06/07/2013	1,381,054.	312,300.	1,068,754.
18200 ALNYLAM PHARMACEUTICALS	03/08/2005	06/07/2013	558,560.	126,308.	432,252.
13900 ALNYLAM PHARMACEUTICALS	03/04/2005	06/07/2013	426,592.	96,466.	330,126.
11600 ALNYLAM PHARMACEUTICALS	03/03/2005	06/07/2013	356,005.	80,504.	275,501.
3800 ALNYLAM PHARMACEUTICALS	03/08/2005	07/12/2013	189,542.	26,372.	163,170.
21500 ALNYLAM PHARMACEUTICALS	03/09/2005	07/12/2013	1,072,406.	149,210.	923,196.
9500 ALNYLAM PHARMACEUTICALS	03/10/2005	07/12/2013	473,854.	65,930.	407,924.
2200 ALNYLAM PHARMACEUTICALS	07/05/2005	09/25/2013	140,850.	15,484.	125,366.
3400 ALNYLAM PHARMACEUTICALS	07/06/2005	09/25/2013	217,677.	23,941.	193,736.
1200 ALNYLAM PHARMACEUTICALS	07/05/2005	09/25/2013	76,827.	8,448.	68,379.
400 CAMBRIDGE HOLDING CV NOTES	09/15/2010	07/29/2013		400,000.	-400,000.
89907 CAMBRIDGE HOLDING LTD	09/29/1995	07/29/2013		39,587.	-39,587.
12000 CAMBRIDGE HOLDING LTD	09/29/1988	07/29/2013		7,008.	-7,008.
89906 CAMBRIDGE HOLDING LTD	08/29/1995	07/29/2013		39,495.	-39,495.
46511 CAMBRIDGE HOLDING LTD	02/19/1986	07/29/2013		21,142.	-21,142.
671 CAMBRIDGE HOLDING LTD	05/16/1988	07/29/2013		144.	-144.
9340 CAMBRIDGE HOLDING LTD	11/29/1988	07/29/2013		6,155.	-6,155.
170000 CAMBRIDGE HOLDING LTD	07/22/1992	07/29/2013		32,130.	-32,130.

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

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 40000 CAMBRIDGE HOLDING LTD	04/16/1986	07/29/2013		1,360.	-1,360.
9302 CAMBRIDGE HOLDING LTD	04/10/1986	07/29/2013		4,227.	-4,227.
18419 DESCARTES SYSTEMS GROUP	08/14/2001	12/27/2012	171,709.	131,862.	39,847.
4652 DESCARTES SYSTEMS GROUP	08/14/2001	12/28/2012	43,310.	33,304.	10,006.
28596 DESCARTES SYSTEMS GROUP	08/14/2001	12/31/2012	266,223.	204,719.	61,504.
9900 DESCARTES SYSTEMS GROUP	08/14/2001	01/02/2013	92,167.	70,874.	21,293.
1179 DESCARTES SYSTEMS GROUP	08/14/2001	01/14/2013	10,976.	8,440.	2,536.
22048 DESCARTES SYSTEMS GROUP	08/14/2001	01/15/2013	205,273.	157,842.	47,431.
11400 DESCARTES SYSTEMS GROUP	08/14/2001	01/16/2013	106,134.	81,613.	24,521.
18100 DESCARTES SYSTEMS GROUP	08/14/2001	01/17/2013	168,543.	129,578.	38,965.
7800 DESCARTES SYSTEMS GROUP	04/20/2004	01/18/2013	72,621.	15,712.	56,909.
25092 DESCARTES SYSTEMS GROUP	04/23/2004	01/18/2013	233,616.	50,545.	183,071.
2806 DESCARTES SYSTEMS GROUP	08/14/2001	01/22/2013	26,125.	20,088.	6,037.
32200 DESCARTES SYSTEMS GROUP	04/27/2004	01/22/2013	299,775.	64,080.	235,695.
4608 DESCARTES SYSTEMS GROUP	04/23/2004	01/22/2013	42,900.	9,282.	33,618.
16200 DESCARTES SYSTEMS GROUP	04/26/2004	01/22/2013	150,819.	32,549.	118,270.
14100 DESCARTES SYSTEMS GROUP	04/29/2004	01/22/2013	131,268.	27,474.	103,794.
3000 DITECH NETWORKS	08/10/2001	12/06/2012	4,350.	18,870.	-14,520.
99300 DITECH NETWORKS	08/15/2001	12/06/2012	143,985.	624,597.	-480,612.
28700 DITECH NETWORKS	03/21/2001	12/06/2012	41,615.	241,631.	-200,016.
100000 DITECH NETWORKS	01/04/2008	12/06/2012	145,000.	322,286.	-177,286.
7250 EDCI HOLDINGS EXCESS DIST	07/23/2002	09/30/2013	3,938.		3,938.
2750 EDCI HOLDINGS EXCESS DIST	09/04/2002	09/30/2013	1,462.		1,462.
25000 ELEQUENT	08/28/2000	01/24/2013	9,645.		9,645.
206900 ELEQUENT ESCROW UNITS	09/13/2000	04/12/2013	10,386.		10,386.

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

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	9000 FORCE10 SER A-1 CV PFD. ESCROW	02/15/2008	01/24/2013	35,926.		35,926.
	45080 FORCE10 SER A-1 CV PFD. ESCROW	06/28/2007	01/24/2013	179,949.		179,949.
	20800 FORCE10 SER A-1 CV PFD. ESCROW	05/15/2008	01/24/2013	79,835.		79,835.
	297640 FORCE10 SER B CV PFD. ESCROW	06/18/2009	03/06/2013	308,919.		308,919.
	22900 KEYNOTE SYSTEMS	08/29/2000	08/22/2013	458,000.	571,743.	-113,743.
	4000 KEYNOTE SYSTEMS	09/08/2000	08/22/2013	80,000.	99,431.	-19,431.
	9100 KEYNOTE SYSTEMS	09/07/2000	08/22/2013	182,000.	227,206.	-45,206.
	20000 KEYNOTE SYSTEMS	01/05/2001	08/22/2013	400,000.	265,026.	134,974.
	47400 LANDEC CORP	12/17/1997	03/28/2013	680,236.	149,547.	530,689.
	2600 LANDEC CORP	12/17/1997	04/01/2013	37,275.	8,203.	29,072.
	1600 LANDEC CORP	12/26/1997	04/01/2013	22,938.	5,048.	17,890.
	2500 LANDEC CORP	12/26/1997	04/01/2013	35,841.	7,888.	27,953.
	30358 LPATH INC '10 WTS EXP 11/16/12	11/16/2001	11/16/2012		27,625.	-27,625.
	47204 LPATH INC '08 WTS EXP 08/12/13	08/12/2008	08/12/2013		139,737.	-139,737.
	14000 PHARMACYCLICS	07/31/2009	09/26/2013	1,805,838.	17,920.	1,787,918.
	4475 SATCON TECHNOLOGY	07/05/2011	10/25/2013	41.	69,810.	-69,769.
	21138 SATCON TECHNOLOGY	07/29/2011	10/25/2013	194.	328,927.	-328,733.
	31000 SATCON TECHNOLOGY	03/25/2011	10/25/2013	285.	889,229.	-888,944.
	5387 SATCON TECHNOLOGY	08/01/2011	10/25/2013	50.	83,761.	-83,711.
	81400 TUT SYSTEMS	11/30/2000	01/24/2013	638.		638.
	90000 VANDA PHARMACEUTICAL S	10/07/2008	06/04/2013	912,707.	83,826.	828,881.
	0.6 VOLTARI	12/31/2007	04/23/2013	5.		5.
	8800 YM BIOSCIENCES	06/18/2007	02/14/2013	25,960.	15,972.	9,988.
	18000 YM BIOSCIENCES	07/03/2007	02/14/2013	53,100.	32,670.	20,430.
	15400 YM BIOSCIENCES	07/02/2007	02/14/2013	45,430.	27,951.	17,479.

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

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 71500 YM BIOSCIENCES	06/29/2007	02/14/2013	210,925.	129,403.	81,522.
56500 YM BIOSCIENCES	07/10/2007	02/14/2013	166,675.	102,538.	64,137.
54200 YM BIOSCIENCES	06/14/2007	02/14/2013	159,890.	98,328.	61,562.
31200 YM BIOSCIENCES	06/22/2007	02/14/2013	92,040.	56,628.	35,412.
173000 YM BIOSCIENCES	07/23/2007	02/14/2013	510,350.	313,995.	196,355.
51200 YM BIOSCIENCES	07/18/2007	02/14/2013	151,040.	92,928.	58,112.
4000 YM BIOSCIENCES	07/16/2007	02/14/2013	11,800.	7,260.	4,540.
42500 YM BIOSCIENCES	06/13/2007	02/14/2013	125,375.	77,059.	48,316.
66100 YM BIOSCIENCES	07/05/2007	02/14/2013	194,995.	119,821.	75,174.
43600 YM BIOSCIENCES	06/19/2007	02/14/2013	128,620.	79,134.	49,486.
49000 YM BIOSCIENCES	06/21/2007	02/14/2013	144,550.	88,935.	55,615.
1027 ARCA BIOPHARMA	10/10/2008	10/10/2013		13,694.	-13,694.
81400 IPO SECURITIES LIT	11/29/2000	01/10/2013	14,956.		14,956.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	8,098,171.

Schedule D-1 (Form 1041) 2012

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