# AMENDED

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

## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014

Name of foundation: PEACOCK FOUNDATION, INC.

A Employer identification number: 59-0999759

Number and street (or P O box number if mail is not delivered to street address): 100 SE 2ND ST | Room/suite: 2370

B Telephone number: 305 373-1386

City or town, state or province, country, and ZIP or foreign postal code: MIAMI, FL 33131-2127

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 47,597,717.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

| | Line | Description | (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 | | | N/A | |
| | 2 | Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 33,852. | 33,852. | | STATEMENT 1 |
| | 4 | Dividends and interest from securities | 1,094,772. | 1,075,647. | | STATEMENT 2 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 2,221,765. | | | |
| | b | Gross sales price for all assets on line 6a 12,207,285. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 2,221,765. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) | | | | |
| | 11 | Other income | <18,772.> | <18,848.> | | STATEMENT 3 |
| | 12 | Total. Add lines 1 through 11 | 3,331,617. | 3,312,416. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 157,200. | 31,440. | | 125,760. |
| | 14 | Other employee salaries and wages | 173,309. | 0. | | 173,309. |
| | 15 | Pension plans, employee benefits | 201,268. | 9,369. | | 192,433. |
| | 16a | Legal fees | | | | |
| | b | Accounting fees STMT 4 | 14,000. | 0. | | 14,000. |
| | c | Other professional fees STMT 5 | 228,205. | 226,355. | | 1,850. |
| | 17 | Interest | 5,151. | 5,151. | | 0. |
| | 18 | Taxes STMT 6 | 62,213. | 165. | | 43. |
| | 19 | Depreciation and depletion | 6,681. | 0. | | |
| | 20 | Occupancy | 75,620. | 3,528. | | 72,092. |
| | 21 | Travel, conferences, and meetings | 3,841. | 0. | | 3,841. |
| | 22 | Printing and publications | 343. | 0. | | 343. |
| | 23 | Other expenses STMT 7 | 86,720. | 50,537. | | 43,455. |
| | 24 | Total operating and administrative expenses. Add lines 13 through 23 | 1,014,551. | 326,545. | | 627,126. |
| | 25 | Contributions, gifts, grants paid | 1,860,880. | | | 1,860,880. |
| | 26 | Total expenses and disbursements. Add lines 24 and 25 | 2,875,431. | 326,545. | | 2,488,006. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | Excess of revenue over expenses and disbursements | 456,186. | | | |
| | b | Net investment income (if negative, enter -0-) | | 2,985,871. | | |
| | c | Adjusted net income (if negative, enter -0-) | | | N/A | |

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| Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only) | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | 736,125. | 266,961. | 266,961. |
| | 2 Savings and temporary cash investments | 2,864,336. | 1,015,086. | 1,015,086. |
| | 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 | | | |
| | 7 Other notes and loans receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 9,068. | 7,806. | 7,806. |
| | 10a Investments - U.S. and state government obligations STMT 9 | 3,767,070. | 4,178,487. | 4,178,487. |
| | b Investments - corporate stock STMT 10 | 32,525,057. | 40,160,531. | 40,160,531. |
| | c Investments - corporate bonds STMT 11 | 1,719,789. | 1,354,881. | 1,354,881. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 12 | 0. | 517,335. | 517,335. |
| | 14 Land, buildings, and equipment: basis ▶ 112,329. | | | |
| | Less accumulated depreciation STMT 13▶ 107,064. | 11,946. | 5,265. | 5,265. |
| | 15 Other assets (describe ▶ STATEMENT 14) | 27,222. | 91,365. | 91,365. |
| | 16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I) | 41,660,613. | 47,597,717. | 47,597,717. |
| **Liabilities** | 17 Accounts payable and accrued expenses | 4,901. | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ STATEMENT 15) | 0. | 576,324. | |
| | 23 **Total liabilities** (add lines 17 through 22) | 4,901. | 576,324. | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | 41,655,712. | 47,021,393. | |
| | 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** | 41,655,712. | 47,021,393. | |
| | 31 **Total liabilities and net assets/fund balances** | 41,660,613. | 47,597,717. | |

## 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 | 41,655,712. |
| 2 Enter amount from Part I, line 27a | 2 | 456,186. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8 | 3 | 5,228,674. |
| 4 Add lines 1, 2, and 3 | 4 | 47,340,572. |
| 5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS | 5 | 319,179. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 47,021,393. |

**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 | DAVIDSON KEMPNER INSTITUTION PARTNERS, L.P | | VARIOUS | VARIOUS |
| b | PUBLICLY TRADED SECURITIES | | VARIOUS | VARIOUS |
| 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 | 115,385. | | | 115,385. |
| b | 12,207,234. | | 10,100,854. | 2,106,380. |
| 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 | | | | 115,385. |
| b | | | | 2,106,380. |
| 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** 2,221,765.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

**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)) |
|---|---|---|---|
| 2012 | 2,131,964. | 45,634,641. | .046718 |
| 2011 | 2,026,767. | 42,838,277. | .047312 |
| 2010 | 2,066,408. | 41,747,381. | .049498 |
| 2009 | 1,980,453. | 41,294,791. | .047959 |
| 2008 | 2,258,276. | 39,045,348. | .057837 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .249324 |
| 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 | .049865 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 47,438,594. |
| 5 | Multiply line 4 by line 3 | 5 | 2,365,525. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 29,859. |
| 7 | Add lines 5 and 6 | 7 | 2,395,384. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 2,488,006. |

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 ▶ [X] and enter 1% of Part I, line 27b | | | 1 | 29,859. |
| 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 | 0. |
| 3 Add lines 1 and 2 | | | 3 | 29,859. |
| 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 | 29,859. |
| 6 Credits/Payments: | | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 58,226. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d Backup withholding erroneously withheld | 6d | | | |
| 7 Total credits and payments. Add lines 6a through 6d TAX PAID W/ O.R. | | 3,779. | 7 | 62,005. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 32,146. |
| 11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 0. **Refunded** ▶ | | | 11 | 32,146. |

## 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL | | | |
| 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

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

Website address ▶ WWW.PEACOCKFOUNDATIONINC.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶305 373-1386

Located at ▶100 SE 2ND ST. SUITE 2370, MIAMI, FL ZIP+4 ▶33131

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | Line | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

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

| | | Line | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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.) N/A | 2b | | |
| 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 2013 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 2013.)* N/A | 3b | | |
| 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 2013? | 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)? ☐ 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)? N/A | 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? N/A ☐ 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 | | 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? N/A | 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.**

| (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 |
|---|---|---|---|---|
| SEE STATEMENT 16 | | 157,200. | 23,421. | 0. |

**2 Compensation of five highest-paid employees (other than those included on line 1). 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 |
|---|---|---|---|---|
| FELIX VAZ - 100 SE 2ND ST., SUITE 2370, MIAMI, FL 33131 | CONTROLLER 40.00 | 113,625. | 14,981. | 0. |
| BARBARA QUESADA - 100 SE 2ND ST., SUITE 2370, MIAMI, FL 33131 | ADMIN ASSISTANT 40.00 | 59,684. | 7,869. | 0. |

**Total** number of other employees paid over $50,000 ▶ 0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| ATLANTA CONSULTING GROUP 2 BUCKHEAD PLAZA 3050 PEACHTREE RD, N.W., ATLANTA, GA 30305 | INVESTMENT MANAGEMENT | 89,410. |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

**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**

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

**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 | 46,101,332. |
| b | Average of monthly cash balances | 1b | 2,054,406. |
| c | Fair market value of all other assets | 1c | 5,271. |
| d | **Total** (add lines 1a, b, and c) | 1d | 48,161,009. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 48,161,009. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 722,415. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 47,438,594. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 2,371,930. |

**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 | 2,371,930. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 — 2a 29,859. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) — 2b | | |
| c | Add lines 2a and 2b | 2c | 29,859. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,342,071. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 76. |
| 5 | Add lines 3 and 4 | 5 | 2,342,147. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 2,342,147. |

**Part XII** **Qualifying Distributions** (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 2,488,006. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,488,006. |
| 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 | 5 | 29,859. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 2,458,147. |

**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 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 2,342,147. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 2,166,990. | |
| b Total for prior years: ____ , ____ , ____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 2,488,006. | | | | |
| a Applied to 2012, but not more than line 2a | | | 2,166,990. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 321,016. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 2,021,131. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JOELLE M. ALLEN, PEACOCK FOUNDATION, INC., (305)373-1386
100 SE 2ND ST SUITE 2370, MIAMI, FL 33131-2127

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

SEE ATTACHMENT C

c Any submission deadlines:

NONE

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

SEE ATTACHMENT C

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| SEE ATTACHMENT A | | PC | | 1,860,880. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3a | 1,860,880. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 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 | 33,852. | |
| 4 Dividends and interest from securities | | | 14 | 1,094,772. | |
| 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 | 2,221,765. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a SUNDRY INCOME | | | 01 | 843. | |
| b GRANT REFUND | | | 01 | 76. | |
| c OTHER PARTNERSHIP LOSS | | | 14 | <19,691.> | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 3,331,617. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 3,331,617.

(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). |
|---|---|
| | |

## 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 | |

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 |
|---|---|---|
| N/A | | |

**Sign Here**

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

[signature] 3-8-16 PRESIDENT

Signature of officer or trustee | Date | Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| CHRISTOPHER PETERMANN | [signature] | 3/16 | | P00097440 |
| Firm's name ▶ PKF O'CONNOR DAVIES, LLP | | | Firm's EIN ▶ 27-1728945 | |
| Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022-5305 | | | Phone no. (212)286-2600 | |

Form **990-PF** (2013)

323622
10-10-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| THROUGH JANNEY MONTGOMERY SCOTT, LLC | 33,852. | 33,852. | |
| TOTAL TO PART I, LINE 3 | 33,852. | 33,852. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|---|---|
| DIVIDEND AND INTEREST | 1,094,772. | 0. | 1,094,772. | 1,075,647. | |
| TO PART I, LINE 4 | 1,094,772. | 0. | 1,094,772. | 1,075,647. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| SUNDRY INCOME | 843. | 843. | |
| GRANT REFUND | 76. | 0. | |
| OTHER PARTNERSHIP LOSS | <19,691.> | <19,691.> | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <18,772.> | <18,848.> | |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING FEES | 14,000. | 0. | | 14,000. |
| TO FORM 990-PF, PG 1, LN 16B | 14,000. | 0. | | 14,000. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| APPRAISAL FEE-FINE ARTS AND REAL ESTATE PROPERTY | 1,850. | 0. | | 1,850. |
| INVESTMENT PORTFOLIO MANAGEMENT FEES | 226,355. | 226,355. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 228,205. | 226,355. | | 1,850. |

FORM 990-PF TAXES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FEDERAL EXCISE TAX | 62,005. | 0. | | 0. |
| PERSONAL PROPERTY TAX | 43. | 0. | | 43. |
| FOREIGN TAX | 165. | 165. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 62,213. | 165. | | 43. |

FORM 990-PF OTHER EXPENSES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| BOARD MEETINGS | 1,830. | 915. | | 915. |
| DUES, NON-PROFIT ORGANIZATIONS | 1,225. | 0. | | 1,225. |
| FLORIDA ANNUAL REPORT | 61. | 0. | | 61. |
| INSURANCE, DIRECTORS AND OFFICERS | 2,497. | 0. | | 2,497. |
| INSURANCE, OFFICE | 4,822. | 0. | | 12,094. |
| OFFICE EXPENSES | 1,332. | 0. | | 1,332. |
| OFFICE SUPPLIES | 480. | 0. | | 480. |
| PARKING VENDORS | 200. | 0. | | 200. |
| POSTAGE | 153. | 0. | | 153. |
| RENTS PAID, LEASED EQUIPMENT | 1,681. | 0. | | 1,681. |
| REPAIRS AND MAINTENANCE,EQUIPMENT | 10,983. | 0. | | 10,983. |
| SITE VISITS | 413. | 0. | | 413. |
| STATIONARY AND PRINTING | 2,819. | 0. | | 2,819. |
| SUNDRY EXPENSE | 464. | 0. | | 464. |
| WEBSITE DESIGN AND MISC. | 8,138. | 0. | | 8,138. |
| OTHER PARTNERSHIP EXPENSES | 49,622. | 49,622. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 86,720. | 50,537. | | 43,455. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

| DESCRIPTION | AMOUNT |
|---|---|
| CUMULATIVE ADJUSTMENT TO RECORD INVESTMENTS AT FAIR VALUE | 5,223,630. |
| CHANGE IN DEFERRED FEDERAL EXCISE TAX | 5,044. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 5,228,674. |

FORM 990-PF — U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS — STATEMENT 9

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| U.S. AND STATE GOVERMENT OBLIGATIONS-SEE ATTACHMENT B | | X | 4,178,487. | 4,178,487. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | | |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | 4,178,487. | 4,178,487. |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 4,178,487. | 4,178,487. |

FORM 990-PF — CORPORATE STOCK — STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK-SEE ATTACHMENT B | 40,160,531. | 40,160,531. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 40,160,531. | 40,160,531. |

FORM 990-PF — CORPORATE BONDS — STATEMENT 11

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE BONDS--SEE ATTACHMENT B | 1,354,881. | 1,354,881. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,354,881. | 1,354,881. |

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 12

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| CERTIFICATE OF DEPOSIT | COST | 517,335. | 517,335. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 517,335. | 517,335. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| FURNITURE AND FIXTURES | 91,114. | 91,114. | 0. |
| OFFICE EQUIPMENT | 21,215. | 15,950. | 5,265. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 112,329. | 107,064. | 5,265. |

FORM 990-PF OTHER ASSETS STATEMENT 14

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| SUNDRY DEPOSITS | 5,270. | 5,271. | 5,271. |
| ACCRUED DIVIDENDS AND INTEREST RECEIVABLE | 0. | 64,142. | 64,142. |
| FINE ARTS | 21,952. | 21,952. | 21,952. |
| TO FORM 990-PF, PART II, LINE 15 | 27,222. | 91,365. | 91,365. |

FORM 990-PF OTHER LIABILITIES STATEMENT 15

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| RETIREMENT PLAN PAYABLE | 0. | 520,219. |
| DEFERRED FEDERAL EXCISE TAX | 0. | 52,326. |
| FEDERAL EXCISE TAX PAYABLE | 0. | 3,779. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 0. | 576,324. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| ROBIN REITER-FARAGALLI<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FL 33131-2127 | PRESIDENT<br>2.00 | 0. | 0. | 0. |
| JAN GRIFFIN<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FL 33131-2127 | VICE PRESIDENT<br>0.50 | 0. | 0. | 0. |
| CHARLES P. SACHER, PA<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FL 33131-2127 | SECRETARY/TREASURER<br>0.50 | 0. | 0. | 0. |
| JORGE ECHENIQUE<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FL 33131-2127 | MEMBER<br>0.50 | 0. | 0. | 0. |
| MELANIE INK BROEKER<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FL 33131-2127 | MEMBER<br>0.50 | 0. | 0. | 0. |
| DONALD KRESS<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FL 33131-2127 | MEMBER<br>0.50 | 0. | 0. | 0. |
| JOELLE M. ALLEN<br>100 SE 2ND ST., SUITE 2370<br>MIAMI, FM 33131-2127 | EXECUTIVE DIRECTOR<br>40.00 | 157,200. | 23,421. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 157,200. | 23,421. | 0. |

GENERAL EXPLANATION STATEMENT 17

THE PEACOCK FOUNDATION INC. (THE "FOUNDATION") RECENTLY CONCLUDED THAT THEIR PRIOR DETERMINATION OF THE BOOK VALUE ON THE BALANCE SHEET OF THE FORM 990-PF WAS INCORRECTLY STATED AT COST. THE BOOK VALUE SHOULD HAVE BEEN STATED AT FAIR MARKET VALUE SINCE THE FOUNDATION IS ON THE ACCRUAL BASIS OF ACCOUNTING. IN ADDITION, THE FOUNDATION IMPROPERLY EXCLUDED CERTAIN EXPENSES THAT SHOULD HAVE BEEN RECORDED AS QUALIFYING DISTRIBUTIONS WHILE OTHER EXPENSES WERE ERRONEOUSLY APPLIED AGAINST INVESTMENT INCOME. THE FOUNDATION IS THEREFORE AMENDING ITS FORM 990-PF FOR THE YEAR 2013 TO CORRECT THE DETERMINATION OF THE QUALIFYING DISTRIBUTIONS AMOUNT, THE NET INVESTMENT INCOME AMOUNT, THE BOOK VALUE OF THE BALANCE SHEET AS WELL AS OTHER MINOR ADJUSTMENTS.

# Attachment A

**PEACOCK FOUNDATION, INC., EIN: 59-0999759**
Schedule of Information for Form 990-PF

**Fiscal Year Ended:** November 30, 2014

**Part XV, Line 3a Supplementry Information:**

**Grants and Contributions Paid During the Year**

TO PUBLIC CHARITIES DESIGNED AS (1) tax exempt under IRC Section 501 (c ) (3), and (2) not a private foundation as defined in the IRC Section 509(a)

| PAYEE ORGANIZATION<br>CITY, STATE | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|
| **Actors' Playhouse, Inc**<br>280 Miracle Mile<br>Coral Gables, FL 33134 | 2014-2015 Youth Programming | 25,000 00 |
| **Barry University**<br>11300 NE 2nd Ave<br>Miami Shores, FL 33161 | Scholarship Support for Grad Students | 30,000 00 |
| **The Beacon Council - Development Foundation, Inc**<br>80 SW 8th St., Suite 2400<br>Miami, FL 33130 | Talent Development Network | 35,000 00 |
| **Big Brothers/Big Sisters of Greater Miami**<br>701 SW 27th Ave., #800<br>Miami, FL 33135 | Community Compact Initiative | 50,000 00 |
| **Boggy Creek Gang, Inc.**<br>30500 Brantley Branch Road<br>Eustace, FL 32736 | 2014 Summer Camp | 25,000 00 |
| **Breakthrough Miami, Inc.**<br>3575 Main Highway<br>Coconut Grove, FL 33133 | 2014 Program Support | 50,000 00 |
| **Camillus House**<br>1603 NW 7th Ave<br>Miami, FL 33136 | Food for the Needy | 50,000.00 |
| **Cancer Support Comm Greater Miami, Inc**<br>8609 S Dixie Hwy<br>Miami, FL 33143 | Education & Outreach Director | 42,000 00 |
| **Chapman Partnership, Inc**<br>1550 N Miami Ave<br>Miami, FL 33136 | Mobile Dental Unit | 25,000 00 |
| **Charlee of Dade County, Inc**<br>155 S Miami Ave., Suite 700<br>Miami, FL 33130 | Family Team Conferencing | 25,000 00 |
| **College Summit, Inc.**<br>250 NE 17th Terr<br>Miami, FL 33132 | College Access | 30,000.00 |
| **Communities In Schools of Miami, Inc.**<br>11965 SW 142 Terr., Unit 102<br>Miami, FL 33186 | AmeriCorps Match | 40,000 00 |
| **Council on Foundations**<br>P.O. Box 75661<br>Baltimore, MD 21275-5661 | 2014 Grant Contribution | 4,380 00 |
| **Diabetes Research Institute Foundation**<br>3440 Hollywood Blvd , #100<br>Hollywood, FL 33021 | IL-2 Therapy Research | 50,000.00 |

**PEACOCK FOUNDATION, INC. FEIN: 59-0999759** **FORM 990-PF**

Grants and Contributions Paid During the Year Ended November 30, 2014

| PAYEE ORGANIZATION CITY, STATE | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|
| **The Education Fund**<br>6713 Main St., Suite 240<br>Miami Lakes, FL 33014 | Plant a Thousand Gardens - Collaborative | 50,000.00 |
| **Educate Tomorrow Corp.**<br>1717 N Bayshore Drive, #203<br>Miami, FL 33132 | 2014-15 Program Support | 37,500 00 |
| **Fairchild Tropical Garden**<br>10901 Old Cutler Road<br>Miami, FL 33156-4296 | Education Program | 50,000.00 |
| **Feeding South Florida**<br>2501 SW 32nd Terr<br>Pembroke Park, FL 32023 | Back Program | 50,000.00 |
| **Florida International University Foundation, Inc**<br>11200 SW 8th St., University Park MARC540<br>Miami, FL 33199 | Undergraduate Nursing Scholarships | 50,000.00 |
| **Florida Philanthropic Network**<br>1211 N Westshore Blvd., #314<br>Tampa, FL 33607 | Grant Contribution | 4,000 00 |
| **Foster Care Review, Inc.**<br>4500 Biscayne Blvd , Suite 100<br>Miami, FL 33137 | Permanency Roundtable Program | 40,000.00 |
| **Girl Scout Council of Tropical Florida, Inc**<br>11347 SW 160th St<br>Miami, FL 33157-2799 | STEM. iGirls and be a Friend First Program | 30,000.00 |
| **Jack & Jill Childrens Center**<br>1315 W Broward Blvd<br>Fort Lauderdale, FL 33312 | Family Strengthening Program | 25,000 00 |
| **Jewish Community Services of S Florida, Inc**<br>735 NE 125th St<br>N Miami, FL 33161 | Senior Emergency Meal | 60,000.00 |
| **Key Clubhouse of South Florida**<br>1400 NW 54th St., #102<br>Miami, FL 33142 | Program Expansion | 35,000 00 |
| **Kristi House, Inc**<br>Oriowitz-Lee Advocy Center, 1265 NW 12th Ave<br>Miami, FL 33136 | Medical Billing Coordinator | 48,500 00 |
| **Leave A Legacy**<br>777 Brickell Ave., Suite 707<br>Miami, FL 33131 | Philanthropy Miami 2014 | 5,000.00 |
| **Legal Services of Greater Miami, Inc.**<br>3000 Biscayne Blvd., Suite 500<br>Miami, FL 33137 | Renters Education & Human Services | 30,000 00 |
| **Marjory Stoneman Douglas Biscayne Nature Center**<br>6767 Crandon Blvd<br>Key Biscayne, FL 33149 | Environmental - Arts Educational Trips | 30,000.00 |
| **Miami Book Fair International, Inc**<br>300 NE 2nd Ave<br>Miami, FL 33132 | Generation Genius Authors Program | 10,000.00 |

# Attachment A

**PEACOCK FOUNDATION, INC. FEIN: 59-0999759** **FORM 990-PF**

Grants and Contributions Paid During the Year Ended November 30, 2014

| PAYEE ORGANIZATION<br>CITY, STATE | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|
| **Miami Bridge Youth and Family Services, Inc**<br>2810 NW South River Drive<br>Miami, FL 33125 | Case Management | 40,000.00 |
| **Miami Coalition for the Homeless**<br>140 W Flagler St., Suite 105<br>Miami, FL 33130 | Youth Homeless Initiative | 25,000 00 |
| **Miami Jewish Health Systems, Inc.**<br>5200 NE 2nd Ave<br>Miami, FL 33137 | Advanced Cardiac Life Support Training | 30,000 00 |
| **Miami Lighthouse for the Blind**<br>601 SW 8th Ave<br>Miami, FL 33130 | Low Vision Program for Seniors | 47,500.00 |
| **Miami Theatre Center, Inc**<br>9806 NE 2nd Ave<br>Miami Shores, FL 33138 | 2014 Education Program | 30,000 00 |
| **Museum of Science, Inc**<br>3280 South Miami Ave<br>Miami, FL 33129-2832 | Enhanced Educational Access Program | 35,000.00 |
| **Network for Teaching Entrepreneurs**<br>5901 SW 74th St , Suite 210<br>Miami, FL 33143 | Coaching Teenpreneurs | 60,000.00 |
| **Open Door Health Center, Inc**<br>1350 SW 4th St<br>Homestead, FL 33030 | Operating Support | 25,000 00 |
| **The Salvation Army**<br>1907 NW 38th St<br>Miami, FL 33135-0370 | Food for the Needy | 50,000.00 |
| **Schott Communities**<br>6591 S Flamingo Road<br>Cooper City, FL 33330-3915 | Art Therapy Program | 20,000.00 |
| **South Florida Council Boy Scouts of America**<br>15255 NW 82nd Ave<br>Miami Lakes, FL 33016 | Multi-Cultural Markets | 25,000 00 |
| **South Florida National Parks Trust, Inc.**<br>1390 S Dixie Hwy., Suite 2203<br>Coral Gables, FL 33146 | 2014-2015 Everglades Environmental Education Program | 35,000.00 |
| **SSJ Health Foundation, Inc**<br>3661 S Miami Ave., Suite 103<br>Miami, FL 33133 | St John Bosco Clinic Volunteer Coordinator | 35,000 00 |
| **Star of the Sea Foundation, Inc.**<br>5640 Maloney Ave<br>Key West, FL 33040 | Food for the Needy | 50,000 00 |
| **Switchboard of Miami, Inc.**<br>701 SW 27th Ave., #1000<br>Miami, FL 33135 | HELPages | 50,000.00 |
| **Teach for America, Inc**<br>3550 Biscayne Blvd , #403<br>Miami, FL 33137 | Homestead Program | 100,000 00 |

# Attachment A

**PEACOCK FOUNDATION, INC. FEIN: 59-0999759** **FORM 990-PF**

Grants and Contributions Paid During the Year Ended November 30, 2014

| PAYEE ORGANIZATION CITY, STATE | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|
| **The Musical Arts School of Miami, Inc**<br>1444 Biscayne Blvd , Suite 302<br>Miami, FL 33132 | 2014-2015 Education Concerts | 30,000 00 |
| **The Sundari Foundation, Inc.**<br>1514 NW 2nd Ave<br>Miami, FL 33136 | Lotus House Program | 32,000 00 |
| **Women in Distress of Broward County, Inc.**<br>PO Box 50187<br>Lighthouse Point, FL 33074 | Therapy Services | 50,000.00 |
| **WPBT-2 Public Television**<br>P.O Box 610002<br>Miami, FL 33261-0002 | Membership & Great Performances | 50,000.00 |
| **Zoological Society of Florida, Inc**<br>12400 SW 152nd St<br>Miami, FL 33177-1499 | Conservation Teen Scientst | 30,000 00 |
| | **Part XV, Line 3a: Total Grants and Contributions** | **1,860,880.00** |

**PEACOCK FOUNDATION, INC. EIN: 59-0999759**
**Schedule of information for Form 990-PF**

**Fiscal Year Ended: November 30, 2014**
**Part II, Line 10 --- Investments held at end of fiscal year.**

| Securities Description (Symbol) | Fair Market Value |
|---|---|
| **( a ) Investments---U.S. & State Govertment Obligations** | |
| Avenue Credit Strategies Fund Inst *(ACSBX)* | 1,174,847.16 |
| Robeco BP Long/Short Research Fund *(BPRIX)* | 2,757,906.18 |
| DFA Emerging Markets Value Port Inst CL *(DFEVX)* | 2,369,976.18 |
| FPA New Income Inc Fund Inst CL *(FPNIX)* | 359,145 12 |
| FPA Crescent Fund Inst CL *(FPACX)* | 1,212,104.52 |
| First Eagle Overseas I *(SGOIX)* | 1,833,527.77 |
| Harding Loevner Int'l Equity Portfolio *(HLMIX)* | 3,583,153 32 |
| Advisory Research Mlp & Income Fund CL I *(INFIX)* | 974,647 41 |
| IVY Asset Strategy Fund I *(IVEX)* | 1,187,554.80 |
| Legg Mason BW Global Opport Bond I *(GOBIX)* | 2,395,001 66 |
| Pimco All Assett All Authority Inst *(PAUIX)* | 1,008,760.99 |
| RS Global Natural Resources Y *(RSNYX)* | 504,866 26 |
| Wells Fargo Adv Absolute Rtn Fund *(WARDX)* | 1,093,872.35 |
| Abbot Labs *(ABT)* | 97,922 00 |
| Agilent Technologies *(A)* | 59,836.00 |
| Allstate Corp *(ALL)* | 95,410.00 |
| American Express Company *(AXP)* | 73,936 00 |
| American Int'l Group *(AIG)* | 120,560 00 |
| Amerisourcebergen Corp *(ABC)* | 236,730.00 |
| Apple Incorporated *(AAPL)* | 249,753.00 |
| Baker Hughes Incorporated *(BHI)* | 79,800.00 |
| Bank New York Mellon Corp *(BK)* | 104,078.00 |
| Baxter International Inc *(BAX)* | 124,100.00 |
| Borg Warner Inc *(BWA)* | 90,496 00 |
| CBS Corp Class B Common *(CBS)* | 82,320.00 |
| Chevron Corporation *(CVX)* | 152,418 00 |
| Cisco Systems Incorporated *(CSCO)* | 85,684 00 |
| ConocoPhillips *(COP)* | 123,484.83 |
| Deere & Co *(DE)* | 86,620.00 |
| Discover Finl Svcs *(DFS)* | 163,875.00 |
| DirecTV *(DTV)* | 131,565 00 |
| Dover Corp Common *(DOV)* | 115,485 00 |
| EMC Corporation *(EMC)* | 81,945.00 |
| Eog Res Incorporated *(EOG)* | 69,376.00 |
| Ebay Inc *(EBAY)* | 71,344.00 |
| Express ScriptsHldg Co *(ESRX)* | 108,095.00 |
| Freeport-McMoran Cooper *(FCX)* | 77,865.00 |
| General Electric Company *(GE)* | 206,622.00 |
| Goldman Sachs Group Inc *(GS)* | 94,205.00 |
| Hess Corporation *(HES)* | 123,981.00 |



Attachment B

**PEACOCK FOUNDATION, INC. EIN: 59-0999759**
**Schedule of information for Form 990-PF**

**Fiscal Year Ended: November 30, 2014**
**Part II, Line 10 --- Investments held at end of fiscal year.**

| Securities Description (Symbol) | Fair Market Value |
|---|---|
| Honeywell International Inc *(HON)* | 128,791.00 |
| Intel Corp *(INTC)* | 178,800.00 |
| JPMorgan Chase & Co *(JPM)* | 210,560.00 |
| *Keysight Technologies Inc (KEYS)* | 24,640.00 |
| Mednax Incorporated *(MD)* | 78,552 00 |
| Microsoft Corp *(MSFT)* | 81,277.00 |
| Nextera Energy Inc *(NEE)* | 125,268.00 |
| Occidental Pete Corp *(OXY)* | 87,747.00 |
| Oracle Corporation *(ORCL)* | 84,820 00 |
| Philip Morris International Inc *(PM)* | 78,237.00 |
| Procter & Gamble Co *(PG)* | 90,430 00 |
| Public SVC Enterprise Group *(PEG)* | 96,094.00 |
| Sandisk Corporation *(SNDK)* | 82,768.00 |
| Time Warner Incorp Com New *(TWX)* | 85,120.00 |
| Time Warner Cable *(TWC)* | 59,712 00 |
| US Bancorp New *(USB)* | 83,980 00 |
| United Technologies Corp *(UTX)* | 110,080.00 |
| Wal-Mart Stores *(WMT)* | 131,310 00 |
| Wells Fargo Company *(WFC)* | 239,712.00 |
| Actavis Plc Shs (Ireland) *(ACT)* | 134,222 56 |
| Davidson Kempner Inst Partners | 3,814,442 00 |
| Spdr Barclay Cap Short Term High Yield Bond ETF | 191,815.00 |
| Spdr Barclay Cap Short Term High Yield Bond ETF | 88,530.00 |
| Bk Amer Corp Dep Shs Pfd Ser W 6.625% *(BAC'W)* | 101,679.60 |
| BB&T Corp Dep Shs Ser E Perp Pfd 5.6250% *(BBT E)* | 97,738.00 |
| Customers Bancorp Inc Sr Note 6 375% *(CUBIL)* | 130,750 00 |
| Customers Bancorp Inc Sr Note 6.375% *(CUBIL)* | 78,450 00 |
| Customers Bancorp Inc Sr Note 6.375% *(CUBIL)* | 26,150.00 |
| Customers Bancorp Inc Sr Note 6.375% *(CUBIL)* | 26,150 00 |
| Metlife Inc Ser B Non-Cum Perp Pfd 6 5% *(MET B)* | 103,282.40 |
| State Street Corp Non Cum Perp Pfd E 6% *(SRTRP)* | 250,200.00 |
| US Bancorp Del Dep Shs Pfd Ser G Perp *(USB'N)* | 275,600.00 |
| US Bancorp Del Dep Shs Pfd Ser G Perp *(USB'N)* | 68,900.00 |
| US Bancorp Del Dep Shs Pfd Ser G Perp *(USB'N)* | 41,340 00 |
| WSFS Financial Corp Sr Note Due 09/01/19 *(WFSL)* | 66,025.00 |
| Alexander & Baldwin Inc *(ALEX)* | 154,604.80 |
| Allegheny Technologies Inc (ATI) | 129,032.70 |
| Allison Transmission Hldgs Inc (ALSN) | 86,007.35 |
| Ally Finl Incorporated (ALLY) | 116,640.90 |
| Amerco Inc (UHAL) | 102,934.00 |
| American Cap Limited *(ACAS)* | 133,261.10 |



Attachment B

**PEACOCK FOUNDATION, INC. EIN: 59-0999759**
**Schedule of information for Form 990-PF**

**Fiscal Year Ended: November 30, 2014**
**Part II, Line 10 --- Investments held at end of fiscal year.**

| Securities Description (Symbol) | Fair Market Value |
|---|---|
| Block H & R Incorporated *(HRB)* | 120,532.12 |
| Brookdale Sr Living Inc *(BKD)* | 92,977.50 |
| CIT Group Inc *(CIT)* | 109,556 00 |
| CNO Finl Group Incorporated *(CNO)* | 131,957.40 |
| CST Brands Incorporated *(CST)* | 189,047.80 |
| Comerica Incorporated *(CMA)* | 102,122.51 |
| Delek US Hldgs Incorporated *(DK)* | 65,241.80 |
| Discover Financial Service *(DFS)* | 89,148.00 |
| Encore Wire Corp *(WIRE)* | 90,024.85 |
| Fidelity Nat'l Fin FNF Group Com (FNF) | 134,622 00 |
| Gulfport Energy Corp New *(GPOR)* | 171,589 35 |
| Hyatt Hotels Corp *(H)* | 159,700.30 |
| Intrepid Potash Inc *(IPI)* | 108,523.35 |
| Investors Bancorp Inc *(ISBC)* | 93,992 95 |
| LSB Industries Inc *(LXU)* | 95,903.00 |
| MDC Holdings Inc (MDC) | 83,665.80 |
| Oshkosh Truck Corporation *(OSK)* | 154,814.00 |
| Owens Corning Inc *(OC)* | 91,455 00 |
| Pioneer Natural Resources Co *(PXD)* | 34,375.20 |
| *Rayonier Advanced Matls Inc (RYAM)* | 60,959 45 |
| *Rock-Tenn Company CL A (RKT)* | 77,545.65 |
| *Seacor Holdings Incorporated (CKH)* | 101,445.64 |
| *Tech Data Corp (TECD)* | 155,513.35 |
| *Towers Watson & Company CL A (TW)* | 45,184.00 |
| *Tribune Media Company Class A (TRBAA)* | 229,365.00 |
| *Visteon Corp Com New (VC)* | 86,240.00 |
| *Voya Finl Incorp (VOYA)* | 91,926 60 |
| *White Mountains Ins Group (WTM)* | 139,429.40 |
| *Allied World Assurance Company (AWH)* | 175,305.00 |
| *Istar Finl Incorporated Reit (STAR)* | 61,275.52 |
| *Rayonier Incorporated Reit (RYN)* | 29,735 20 |
| *Ryman Hospitality PPTYS Inc (RHP)* | 131,241.60 |
| *Sunoco LP Com U Rep LP (SUN)* | 88,143 92 |
| *Apple Inc (AAPL)* | 371,537.32 |
| *Berkshire Hathaway Inc (BRK'B)* | 390,311 25 |
| *Coach Inc (COH)* | 228,659 20 |
| *Cognizant Technology Corp CL A (CTSH)* | 353,634.50 |
| *Cummins Inc (CMI)* | 136,154.70 |
| *E M C Corp Mass (EMC)* | 155,847.25 |
| *Express Scripts Inc (ESRX)* | 376,253.75 |
| Google Incorporated Class A *(GOOGL)* | 107,619.68 |



Attachment B

## PEACOCK FOUNDATION, INC. EIN: 59-0999759
### Schedule of information for Form 990-PF

**Fiscal Year Ended: November 30, 2014**
**Part II, Line 10 --- Investments held at end of fiscal year.**

| Securities Description (Symbol) | Fair Market Value |
|---|---|
| *Google Incorporated Class C (GOOG)* | 85,609 14 |
| *LKQ Corporation (LKQ)* | 189,987.00 |
| *Mead Johnson Nutrition Company (MJN)* | 170,297.60 |
| *National Oilwell Varco Inc (NOV)* | 125,700.00 |
| *Now Incorporated (DNOW)* | 12,533.04 |
| *Priceline Grp Incorp Com (PCLN)* | 167,067.36 |
| *Qualcomm Inc (QCOM)* | 397,305.00 |
| *Schlumberger Ltd (SLB)* | 143,536.50 |
| *Stercycle Inc (SRCL)* | 249,460.20 |
| *Varian Medical Systems (VAR)* | 179,232 75 |
| *Verisk Analytics Inc CL A (VRSK)* | 183,150 90 |
| *Visa Inc Class A (V)* | 189,769.65 |
| *Perrigo Company Pls Shs (PRGO)* | 155,384.30 |
| *Core Laboratories NV (CLB)* | 114,658 70 |
| **Total Part II, Line 10b, Investments---Corporate Stock** | **40,160,531.01** |

**(c) Investments---Corporate Bonds**

| | |
|---|---|
| Genl Elec Cap Corp Pfd Ser A Fxd to Var 7.125% | 233,500.00 |
| Ford Motor Cr Comp LLC 3.00% Due 12/20/18 | 302,607.00 |
| Safeway Inc Note 4 75% Fur 12/01/21 | 152,512.50 |
| Hewlett Packard Global Note 4.650% Due 12/09/21 | 213,190 00 |
| Toll Bros Fin Corp Gtd Sr Note 4.375% Due 04/15/23 | 248,125.00 |
| U S West Communications Inc 7.125% Due 11/15/43 | 204,946.00 |
| **Total Part II, Line 10c, Investments---Corporate Bonds** | **1,354,880.50** |

| | |
|---|---|
| U S Treasury Bond 8.00% Due 11/15/21 Dtd 11/15/91 | 70,023 50 |
| Klickitat Cnty WA Pub Util Dist 4 4.165% Due 12/01/15 | 153,946 50 |
| Jea Fl W&S Sys Rev Ser B 5.200% Due 10/01/19 | 565,880.00 |
| Baltimore MD Taxbl 4 189% Due 10/15/19 | 222,362.00 |
| Baltimore MD Taxbl 4.189% Due 10/15/19 | 111,181.00 |
| Kentucky St Ppty & Bldgs Comm Ser B/E 3 509% | 264,795.00 |
| Independence KS Indl Dev 8.110% Due 06/15/20 | 201,972.00 |
| Ohio St Bldg Auth St Facs Admin Bldg B 5 130% | 440,480 00 |
| New York NY Ser D 1 Build Amer Bds 5.199% | 287,760.00 |
| Orange Cnty CA Sales Tax Meas 6.063% Due 02/15/23 | 306,268.45 |
| Milwaukee Cnty WI Txbl Corp Purp Ser A 5.00% | 557,345.00 |
| Hampton Cnty Sc Sch Dist Txbl 6.250% Due 06/01/28 | 309,450.00 |
| Jersey City NJ Taxable Gen Impt B Agm 7.125% | 289,335.00 |
| Missouri St Enviro Impt Energy Res Auth 4.625% | 100,143.00 |



Attachment B

PEACOCK FOUNDATION, INC. EIN: 59-0999759
Schedule of information for Form 990-PF

**Fiscal Year Ended: November 30, 2014**
**Part II, Line 10 --- Investments held at end of fiscal year.**

| Securities Description (Symbol) | Fair Market Value |
|---|---|
| Missouri St Enviro Impt Energy Res Auth 4.750% | 100,147.00 |
| Massachusetts Edl Fin Ser J Cpn 5.00% | 197,398.80 |
| **Total Part II, Line 10a --- U.S. & State Government Obligations** | **4,178,487.25** |



Attachment B

PEACOCK
FOUNDATION, INC.

# FACT SHEET

## Purpose

Founded in 1947 by Henry B. Peacock, Jr., Peacock Foundation, Inc.'s mission is to enhance and promote the good health and well-being of children, families, and the underprivileged through contributions, gifts, and grants to eligible nonprofit organizations primarily in Miami-Dade County. Our priorities include:

- Making grants to human services providers that promote youth development, assist abused or neglected children, women, and the elderly, and seek to reduce abuse, prevent homelessness, and end hunger in our community,
- Supporting educational programs in the arts and the environment, as well as special education for disabled persons;
- Contributing to medical research, health care organizations, and hospitals

The Board is committed to Mr. Peacock's philosophies regarding the importance of strong values and moral character, of achieving self-sufficiency and in turn helping others, and of being fiscally responsible stewards of philanthropic funds

## Eligibility

All applicants must be IRS recognized 501(c)(3) public charities classified as not a private foundation; registered with the Department of Agriculture to solicit funds in Florida, when applicable; and located in and/or of significant benefit to the residents of the Southeast Florida, primarily Miami-Dade County.

Peacock Foundation, Inc. **does not fund**: capital campaigns, construction or renovation projects; deficit financing or debt reduction; conferences or festivals; fundraising events or advertising; special events or athletic events; individuals; lobbying to influence legislation; religious organizations, unless engaged in a significant project benefiting the entire community.

## Review Process

In order for a proposal to be considered for funding, the applicant first must send (by U.S. Mail only) a brief letter of inquiry, less than two pages, that includes. organization mission; project description with intended outcomes; community served and grant period; and amount requested and use of funds. There is no deadline for inquires

After initial staff review of eligibility and merit, *Grant Application Guidelines* will be mailed to organizations invited to submit a full proposal. Complete proposals are presented to and reviewed by the Board of Directors

It is only through strong partnerships with our grantees that Peacock Foundation, Inc. may accomplish its mission We welcome your questions or concerns.

**For additional information, please contact Joëlle Allen, Executive Director.**

100 SE Second Street, Suite 2370 • Miami, Florida 33131 • 305 373 1386 • peacockfoundationinc org

# Peacock Foundation, Inc.
# Bylaws

## ARTICLE 1

The mission of Peacock Foundation, Inc. is to enhance and promote the good health and well-being of children, families, and underprivileged persons in Southeast Florida, through contributions, gifts, and grants to eligible nonprofit organizations.

## ARTICLE 2

Section 2.1 Members

This Corporation shall have Members from time to time.

Section 2.2 No Stock

The Corporation shall not issue shares of stock.

Section 2.3 Nonprofit Operations

The Corporation is a Florida-based not-for-profit corporation. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Directors or Officers. However the Corporation may contract in due course of business with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, under law and under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (hereinafter "Code"). In each instance, the Conflict of Interest Policy of Peacock Foundation, Inc. will be in effect.

Section 2.4 No Loans to Directors or Officers

This Corporation will loan no money to any of its Directors or Officers

Section 2.5 No Vested Rights

No Director or Officer of this Corporation has any vested right, interest, or privilege of, in, or to, the rights, property, assets, functions, or affairs of the Corporation.

## ARTICLE 3

Section 3.1 Membership

The number of Members of this Corporation shall be not less than three or more than seven, and as fixed from time to time by the Members. The number of Members shall remain the same if not otherwise determined by the Members.

The Members of this Corporation shall elect each year, at the Annual Meeting of The Directors and Members of Peacock Foundation, Inc., or at any special meeting in lieu thereof, the number of Directors specified in the Corporation's Bylaws, and if necessary in order to fill a vacancy or because of an increase in the number of Directors, one or more Directors may be elected at any special Meeting of the Directors and Members.

Section 3.2 Duties

The business and affairs of this Corporation and the general policies to be followed by the Corporation shall be the responsibility of the Board of Directors.

Section 3.3 Term of Office

Members shall be elected for a term of three years, or until the end of their respective terms if elected to fill a vacancy, and until their respective successors are elected and have qualified. Directors and Members may be re-appointed for two subsequent three year terms. Once a Director has reached the limit of nine years, the Director may be re-elected as a Member.

Members and Directors elected after April 26, 2013 will have staggered terms.

Section 3.4 Annual Meeting of Directors and Members of Peacock Foundation, Inc.

The Annual Meeting of Directors and Members of this Corporation shall be held on the fourth Friday of January of each calendar year at 10 o'clock A.M., or at such other time and place in lieu thereof as may be determined by the Board of Directors, at which time there shall be elected by the Members of this Corporation a Board of Directors consisting of three Members, and the Members shall then transact such other business as shall come before the meeting.

3.4.1 Special Meetings

A special meeting of the Directors and Members of this Corporation may be called at any time by the President, by the Board of Directors, or by 50% or more of the Members of this Corporation.

3.4.2 Notices

The Executive Director shall mail or deliver electronically a notice of such call, which shall be signed by the Executive Director, to each Director and Member of this Corporation, at his home address as it appears upon the records of this Corporation, at least five days before such meeting, said notice stating the time, place and objects of said meeting. A special meeting may also be held when a majority of the Board of Directors of this Corporation shall be present at a meeting, however called or notified, and shall sign a written consent thereto on the record of the meeting. If the Directors or the Members of the Corporation shall severally and/or collectively consent in writing to any action to be taken by this Corporation, such action shall be as valid a corporate act as though it had been authorized at a meeting of said Directors or said Members duly and regularly called.

3.4.3. Quorum

A majority of the Board of Directors of this Corporation, represented either in person or by electronic device, shall constitute a quorum for the transaction of business at all meetings of the Directors and Members of this Corporation.

3.4.4 Vacancies

Any vacancy on the Board of Directors, if not filled at a meeting of the Directors and Members, may be filled, for the balance of the unexpired term, by the Directors remaining in office.

3.4.5 Resignation

Any Director or Member may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the time specifies herein, or if the time is not specified therein, upon its acceptance by the Board of Directors.

3.4.6 Removal

The other Directors, by a majority vote at any meeting of the Board of Directors at which a quorum is present, may remove a Member or an officer of the Board of Directors, with or without cause, whenever it is deemed in the best interests of the Corporation.

3.4.7 Voting

Every Director and Member in good standing shall have the right and be entitled to one vote, in person or by electronic device, upon every proposal properly submitted to vote at any meeting of the Board of Directors and Members.

## ARTICLE 4

The Board of Directors shall have the general control and management of all the property and affairs and business of this Corporation, and shall exercise all the powers and be responsible for the performance of all the duties of this Corporation. Said Board of Directors shall from their numbers elect each year, at the annual meeting of said Board of Directors, which shall be held immediately after the Annual Meeting of Directors and Members of this Corporation, a President, a Vice-President, a Secretary, and a Treasurer; but any or all of the last aforesaid officers may be elected at any special meeting of said Board of Directors. Said President shall be Chairman of the Board of Directors. A Director may hold more than one office.

A special meeting of the Board of Directors may be called by the Chairman thereof or by one Director; in which cases, a written notice thereof shall be mailed or delivered electronically, by said Chairman, or said Director, to the other Directors, at their home address as it appears on the records of this Corporation, five days before said meeting. Said Board of Directors may hold a special meeting at any time without notice when all the Directors are present at said meeting and consent to the holding of said meeting. A majority in number of said Directors, at any meeting duly assembled, shall constitute a quorum for the transaction of business, and the act of a majority of the Directors at any meeting where there is such a quorum shall be the act of said Board of Directors.

## ARTICLE 5

The Officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Board of Directors at their annual meetings, or at any special meeting, and may be discharged at any time by said Board of Directors. Officers must be Directors.

The President shall have the general management and control of all the property and affairs and business of said Corporation and shall exercise all the powers and be responsible for the performance of all the duties of said Corporation, subject however to the control of the Board of Directors; may preside at all meetings of the Members of the Corporation; may sign all checks for the payment of money; and may sign all deeds, mortgages, and other written instrument of the Corporation. Said President may affix the seal of said Corporation, if any, to any and all instruments of said Corporation. The President shall employ and dismiss the Executive Director, with a majority vote of the Board of Directors. The President shall give general support and supervision to the Executive Director, including an Annual Performance Review.

The Vice-President shall perform such duties as may be assigned to him by the President. In case of the death, disability, removal, or absence of the President from the State of Florida, the Vice-President may perform all the duties of the President.

The Secretary may seal and attest all deeds, mortgages, and other written instruments of said Corporation. He shall keep a record of the Meetings of the Directors and Members of the

Corporation and shall have the custody of all the books, records, seal, papers, and other documents of said Corporation.

The Treasurer shall keep accounts of all moneys, properties and effects of the Corporation; shall keep a list of all the Members of the Corporation; shall deposit all money and checks of this Corporation to the credit of this Corporation in such bank or banks or other institution as the President shall designate; and shall perform such other duties as may be assigned to the Treasurer by the President.

## ARTICLE 6

Section 6.1 Appointment of Committees

The Board of Directors may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. Committee chair and members shall be appointed and removed by the Board of Directors. Standing Committees such as Audit, Finance, and Investments will be a Committee of the whole.

Section 6.2 Action by Committee Without a Meeting

Action required or permitted to be taken at a Committee meeting may be taken without a meeting if the action is taken by all of the Committee Members. The action must be evidenced by one or more written consents describing the action taken and signed by each Committee Member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last Committee Member signs the consent, unless the consent specifies a different effective date.

## ARTICLE 7

Section 7.1 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of December of each year.

Section 7.2 Audit and Bookkeeping

All books and records of the Corporation, and all funds thereof, shall be audited as may be required from time to time by applicable law. The Board of Directors will engage an outside auditing firm and will review annually.

Section 7.3 Investment Services

The Board of Directors will determine the Investment Policy of the Corporation and will review annually. The Board of Directors shall hire an investment advisory service to manage the investable assets of the Corporation and will review annually.

## ARTICLE 8
Indemnification

The private property of the Directors and Members of this Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and the regulations governing 501 (c) 3 organizations, the Corporation shall indemnify and defend its Directors and Members from and against liability arising from their offices or for their acts on behalf of the Corporation.

The Corporation may purchase insurance for the purpose of indemnifying its Directors and Members. Any person seeking to avail themselves rights and remedies under this Article 8 shall give reasonable written notice to the Board of Directors of their intent to seek protection hereunder.

## ARTICLE 9
Rules of Order

"Roberts Rule of Order", as revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## ARTICLE 10
Amendments

These Bylaws may be amended, revised, repealed, or rescinded by a majority vote of the Board of Directors at any meeting of the Board of Directors.

## ARTICLE 11
Dissolution

Upon termination, dissolution or winding up of this Corporation in any manner or for any reason, its assets, if any remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organization or organizations described in Section 501 (c) 3 of the Code, and such meaning of the Internal Revenue Code shall be "publicly supported" within the meaning of the Code. Any references herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

## ARTICLE 12
Corporate Seal

The Corporate Seal shall bear the words "Peacock Foundation, Inc." which shall be between two concentric circles, and on the inside of the inner circle shall be the words "Florida" "CORPORATION NOT FOR PROFIT" and the figures "1947" an impression of such seal appearing below.