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

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**  
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OMB No 1545-0052  
**2015**  
**Open to Public Inspection**

**For calendar year 2015, or tax year beginning 10-01-2015 , and ending 09-30-2016**

Name of foundation PEALE FOUNDATION INC CO ELIZABETH ALLEN		<b>A Employer identification number</b> 14-1746478
Number and street (or P O box number if mail is not delivered to street address) 665 OLD QUAKER HILL ROAD	Room/suite	<b>B Telephone number (see instructions)</b> (914) 855-3559
City or town, state or province, country, and ZIP or foreign postal code PAWLING, NY 12564		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>  <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 6,502,442	<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis )</i>	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		Revenue and expenses per (a) books	Net investment (b) income	Adjusted net (c) income	Disbursements for charitable purposes (d) (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments . . . . .	11,240	11,240		
	<b>4</b> Dividends and interest from securities . . . . .	104,224	104,224		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 . . . . .	94,587			
	<b>b</b> Gross sales price for all assets on line 6 a _____ 560,824				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		94,587		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances . . . . .				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	126,107	126,107			
<b>12 Total.</b> Add lines 1 through 11 . . . . .	336,158	336,158			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc . . . . .	45,000	11,250		33,750
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .	3,075	3,075		
	<b>b</b> Accounting fees (attach schedule). . . . .	6,500	4,875		1,625
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	537	537		
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	145,442	100,495		44,947
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	200,554	120,232		80,322
	<b>25</b> Contributions, gifts, grants paid . . . . .	403,500			403,500
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	604,054	120,232		483,822	
<b>27</b> Subtract line 26 from line 12 . . . . .					
<b>a Excess of revenue over expenses and disbursements</b>	-267,896				
<b>b Net investment income</b> (if negative, enter -0-)		215,926			
<b>c Adjusted net income</b> (if negative, enter -0-)					

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	58,976	66,534	66,534
	<b>2</b> Savings and temporary cash investments . . . . .	35,174	43,841	43,841
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	14,482		
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	5,285,843	5,470,484	5,470,484
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	212,831	215,061	215,061
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ 85,000 Less accumulated depreciation (attach schedule) ▶ _____	85,000	85,000	300,000
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)	200,542	173,675	406,522	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	5,892,848	6,054,595	6,502,442	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	56,243	4,351	
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	56,243	4,351	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	5,836,605	6,050,244	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	5,836,605	6,050,244		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,892,848	6,054,595		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b>	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) . . . . .	<b>1</b>	5,836,605
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-267,896
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	488,365
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	6,057,074
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	6,830
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	6,050,244

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Rows include JP MORGAN and FIDELITY L/T.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss) plus (f) minus (g). Rows correspond to items a-e.

Table with 4 columns: (i) FMV as of 12/31/69, (j) Adjusted basis as of 12/31/69, (k) Excess of col (i) over col (j), (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)).

Summary rows for capital gain net income (2) and net short-term capital gain or (loss) (3).

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income) If section 4940(d)(2) applies, leave this part blank

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

Table for qualification under Section 4940(e) with 4 columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio. Includes rows for total, average ratio, and net value.

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

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits. Total tax due is 1,000, overpayment is 3,270, and refunded amount is 2,270.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include question number, 'Yes', and 'No' responses. Questions cover political activities, tax returns, and asset requirements.

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of ▶ PEALE FOUNDATION INC Telephone no ▶ (914) 855-3559 Located at ▶ 665 OLD QUAKER HILL ROAD PAWLING NY PAWLING NY ZIP+4 ▶ 12564			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here . . . . . ▶ <input type="checkbox"/>	<b>15</b>		
<b>16</b> At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

		<b>Yes</b>	<b>No</b>
<b>1a</b> During the year did the foundation (either directly or indirectly) <b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b> 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 2015? . . . . . <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b> 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)) <b>a</b> At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . . <input type="checkbox"/>	<b>2b</b>		<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>b</b> If "Yes," did it have excess business holdings in 2015 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i> ). . . . . <input type="checkbox"/>	<b>3b</b>		<b>No</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2015?	<b>4b</b>		<b>No</b>

**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 4945(d)(4)(A)? (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)?  Yes  No  
 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?  Yes  No  
 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?  Yes  No

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARGARET P EVERETT 36 COZIER HILL ROAD SHERMAN, CT 06784	PRES/DIRECTOR 5 00	15,000		
JOHN S PEALE 250 PANTOPS MOUNTAIN RD CHARLOTTESVILLE, VA 22911	V PRES/DIRECTOR 5 00	15,000		
ELIZABETH PEALE ALLEN 665 OLD QUAKER HILL ROAD PAWLING, NY 12564	SEC/TREA/DIRECT 5 00	15,000		

**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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . **▶**

**Part X Minimum Investment Return**

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	5,739,682
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	132,053
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	706,520
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	6,578,255
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	6,578,255
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	98,674
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	6,479,581
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	323,979

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	323,979
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	2,159
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	2,159
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	321,820
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	321,820
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	321,820

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	483,822
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	483,822
<b>5</b>	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). . . . .	<b>5</b>	2,159
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	481,663

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				321,820
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010. . . . .				262,123
<b>b</b> From 2011. . . . .				100,695
<b>c</b> From 2012. . . . .				99,264
<b>d</b> From 2013. . . . .				126,212
<b>e</b> From 2014. . . . .				144,846
<b>f</b> Total of lines 3a through e. . . . .	733,140			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>483,822</u>				
<b>a</b> Applied to 2014, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2015 distributable amount. . . . .				321,820
<b>e</b> Remaining amount distributed out of corpus	162,002			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	895,142			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . . .	262,123			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a. . . . .	633,019			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011. . . . .				100,695
<b>b</b> Excess from 2012. . . . .				99,264
<b>c</b> Excess from 2013. . . . .				126,212
<b>d</b> Excess from 2014. . . . .				144,846
<b>e</b> Excess from 2015. . . . .				162,002

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with 5 columns: Tax year (2015), Prior 3 years (2014, 2013, 2012), and (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, Amounts included in line 2c not used directly for active conduct of exempt activities, and Qualifying distributions made directly for active conduct of exempt activities.

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

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

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

Check here [X] 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 ELIZABETH PEALE ALLEN 665 QUAKER HILL ROAD PAWLING, NY 12564 (914) 855-3559

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

c Any submission deadlines NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors NONE

**Part XV Supplementary Information**(continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> See Additional Data Table</p>				
<p><b>Total</b> . . . . . ► <b>3a</b></p>				403,500
<p><b>b</b> <i>Approved for future payment</i></p>				
<p><b>Total</b> . . . . . ► <b>3b</b></p>				





**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BLANTON PEALE INSTITUTE 3 WEST 29TH STREET NEW YORK, NY 10001	NONE	CHAR	RELIGIOUS/EDUCA	87,000
PITTSBURGH EXPERIMENT 1802 INVESTMENT BLVD PITTSBURGH, PA 15222	NONE	CHAR	RELIGIOUS	34,000
MARBLE COLLEGIATE CHURCH ONE WEST 29TH STREET NEW YORK, NY 10001	NONE	CHAR	RELIGIOUS	25,000
LUMONOS FKA FAITH AT WORK 150 S WASHINGTON ST204 FALLS CHURCH, VA 22046	NONE	CHAR	RELIGIOUS	14,000
STONY BROOK SCHOOL CHAPMAN PARKWAY STONYBROOK, NY 11790	NONE	CHAR	EDUCATIONAL	2,000
THE TUTWILER CLINIC 205 ALMA STREET TUTWILER, MS 38963	NONE	CHAR	HEALTH	500
TRINITY PAWLING SCHOOL 700 ROUTE 22 PAWLING, NY 12564	NONE	CHAR	EDUCATIONAL	10,000
WIANWRIGHT HOUSE 260 STUYVESANT AVENUE RYE, NY 10580	NONE	CHAR	EDUC & RELIGIOUS	300
CHRIST CHURCH ON QUAKER HILL 17 CHURCH ROAD PAWLING, NY 12564	NONE	CHAR	RELIGIOUS	51,200
AMERICARES 88 HAMILTON AVENUE STAMFORD CT, CT 06902	NONE	CHAR	RELIGIOUS	25,000
GUIDEPOSTS FOUNDATION INC 39 OLD RIDGEBURY ROAD DANBURY, CT 06810	NONE	CHAR	RELIGIOUS	77,000
ANDREW K DYWER FOUNDATION 756 GUARDHILL ROAD BEDFORD, NY 10506	NONE	CHAR	EDUCATIONAL	500
OLD NORTH CHURCH IN MARBLEHEAD 35 WASHINGTON ST MARBLEHEAD, MA 01945	NONE	CHAR	RELIGIOUS	2,000
GREENFIELD HILL CONGREGATIONAL CHUR 1045 OLD ACADEMY ROAD FAIRFIELD, CT 06824	NONE	CHAR	RELIGIOUS	1,000
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023	NONE	CHAR	EDUCATIONAL	40,000
<b>Total . . . . . ▶ 3a</b>				403,500

**Form 990PF Part XV Line 3 - Grants and Contributions Made 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
<b>a</b> <i>Paid during the year</i>				
CROSS CULTURAL THRESHOLDS 43 WINDING RIDGE ROAD WHITE PLAINS, NY 10603	NONE	CHAR	EDUCATIONAL	20,000
WASHINGTON LATIN PUBLIC CHARTER SCH 4715 16TH STREET NW WASHINGTON, DC 20011	NONE	CHAR	EDUCATIONAL	2,000
CHILDREN OF LUDLOW AFTER SCHOOL PRO 1323 MYRTLE AVENUE CINCINNATI, OH 45206	NONE	CHAR	EDUCATIONAL	1,000
FABRETTO FOUNDATION 325 COMMERCE STREET ALEXANDRIA, VA 22314	NONE	CHAR	EDUCATIONAL	2,000
OPEN DOOR MINISTRY 4301 SOUTH LILLRY ROAD CANTON, MI 48188	NONE	CHAR	RELIGIOUS	1,000
ROOM AT THE INN 3415 BRIDGELAND DRIVE BRIDGETON, MO 63044	NONE	CHAR	BENEVOLENT ASSOCIATION	2,000
SPRINGFIELD PROMISE NEIGHBORHOOD 237 E HIGH STREET SPRINGFIELD, OH 45505	NONE	CHAR	EDUCATIONAL	1,000
ST PATRICK CENTER 800 N TUCKER BLVD ST LOUIS, MO 63101	NONE	CHAR	RELIGIOUS	2,000
HAGAN CENTER FOR CIVIC URBAN 723 N FOUNTAIN AVE SPRINGFIELD, OH 45504	NONE	CHAR	EDUCATIONAL	1,000
THE GARY SINISE FOUNDATION PO BOX 50008 STUDIO CITY, CA 91614	NONE	CHAR	EDUCATIONAL	2,000
<b>Total . . . . . ▶ 3a</b>				403,500

**TY 2015 Accounting Fees Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
ACCOUNTING FEES	6,500	4,875	0	1,625

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

## TY 2015 Amortization Schedule

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
COPYRIGHT	2010-09-01	333,594	136,574	12 4167	26,867			163,441

**TY 2015 Investments - Land Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

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

**TY 2015 Legal Fees Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	3,075	3,075	0	0

**TY 2015 Other Assets Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	3,522	3,522	3,522
Net Intangible Assets	197,020	170,153	403,000

**TY 2015 Other Decreases Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

<b>Description</b>	<b>Amount</b>
FEDERAL EXCISE TAXES	6,830

**TY 2015 Other Expenses Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Amortization	26,867	26,867		
BANK CHARGES	265	66		199
INVESTMENT MGMT FEES	47,448	47,448		
MEETING EXPENSE	59,664	14,916		44,748
ROYALTY EXP - WEB	11,198	11,198		

**TY 2015 Other Income Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTY INCOME	126,107	126,107	

**TY 2015 Taxes Schedule**

**Name:** PEALE FOUNDATION INC  
CO ELIZABETH ALLEN

**EIN:** 14-1746478

**Software ID:** 15000324

**Software Version:** 2015v3.0

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAX ON DIVIDENDS	537	537		

Peale Foundation  
 JP MorganChase Account # 062-21218  
 9/30/2016

Prepared by: DC  
 Date: 2/7/17

Description	Quantity	Date	Sales	Cost	Short Term		Long Term		Total	
					Realized	Gain Loss	Realized	Gain Loss	Realized	Gain Loss
Garmin Ltd	73.00	10/5/2015	2,605	2,605	-	-	-	-	-	-
Garmin Ltd	235.00	10/6/2015	8,413	11,069	(2,656)				(2,656)	
Comcast Corp	180.00	6/17/2016	11,182	3,182	8,000				8,000	
JPMorgan Chase & Co	200.00	6/17/2016	12,454	5,667	6,787				6,787	
<b>SHORT TERM</b>										
			34,654	22,522	12,132	-			12,132	
Hewlett Packard Enterprise	1,551.00	1/7/2016	23,218	24,532		(1,314)			(1,314)	
HP Inc.	1,551.00	1/8/2016	18,076	21,886		(3,811)			(3,811)	
American Eagle Outfitters Inc.	18.57	9/15/2016	7,428	6,603	825				825	
American Eagle Outfitters Inc.	1,600.00	9/15/2016	29,719	26,414	3,306				3,306	
Comcast Corp	850.00	9/15/2016	55,925	15,028	40,897				40,897	
<b>LONG TERM</b>										
			134,365	94,463	-	39,902			39,902	
			169,019	116,985	12,132	39,902			52,034	

JP Morgan 062/21218  
 Gain/Loss Report  
 Tax Return Attachment

Peale Foundation  
 JP MorganChase Account # 036-02513  
 9/30/2016

Prepared by: DC  
 Date: 2/7/17

Description	Quantity	Date	Sales	Cost	Short Term Realized Gain Loss	Long Term Realized Gain Loss	Total Realized Gain Loss
Oakmark International Fund	177.132	1/27/2016		3,396	3,833	(438)	(438)
Dodge & Cox Funds	606.063	2/3/2016		19,279	26,945	(7,666)	(7,666)
JPMORGAN TR 1	2,762.48	9/9/2016		2,762		-	-
				25,437	33,540	(8,044)	(8,103)
				149	208	(59)	(59)
				25,288	33,332	(8,044)	(8,044)
				25,437	33,540	(8,044)	(8,103)

SHORT TERM  
 LONG TERM

The Peale Foundation, Inc.  
 Fidelity Investments - Account # 633-601853  
 09/30/16

Prepared by: CAP  
 Date: 1/9/17

Gain/Loss Statement

<u>Name of Securities</u>	<u>Quantity</u>	<u>Date Sold</u>	<u>Sales Price</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
<b>Equities:</b>					
Apple Inc	200.00	1/28/2016	20,015	7,086	12,928 LT
Davita Inc Com	300.00	1/28/2016	19,819	21,261	(1,442) LT
Dupont E I De Nemours & CO	500.00	3/30/2016	31,818	13,277	18,541 LT
Davita Inc Com	500.00	5/24/2016	38,526	36,470	2,056 LT
Eastman Chem Co	1,000.00	8/3/2016	65,173	79,352	(14,179) LT
Church & Dwight	400.00	9/15/2016	18,856	4,277	14,579 LT
Davita Inc Com	1,000.00	9/15/2016	64,368	75,222	(10,855) LT
Dupont E I De Nemours & CO	500.00	9/15/2016	33,824	12,783	21,041 LT
Intl Business Mach	100.00	9/15/2016	15,746	11,794	3,952 LT
<b>LONG TERM</b>			<b>308,143</b>	<b>261,523</b>	<b>46,620</b>

Peale Foundation  
 JP MorganChase Account # 036-03743  
 9/30/2016

Prepared by: DC  
 Date: 2/7/17

Description	Quantity	Date	Proceeds	Cost	Short Term	Long Term	Total
					Realized Gain Loss USD	Realized Gain Loss USD	Realized Gain Loss USD
Mattress Firm Holding Corp	30	12/17/2015	1,372	2,032	(660)		(660)
Aspen Technology Inc.	60	1/25/2016	2,031	2,317	(286)		(286)
Infoblox Inc	105	4/20/2016	1,556	1,645	(89)		(89)
Natural Grocers By Vitamin	56	4/26/2016	780	1,013	(232)	-	(232)
IDEXX Laboratories Corp	5	6/6/2016	439	373	66		66
Lions Gate Entertainment	89	7/6/2016	1,919	2,724	(805)		(805)
Natural Grocers By Vitamin	54	8/15/2016	660	1,098	(438)		(438)
<b>SHORT TERM</b>			<b>8,757</b>	<b>11,202</b>	<b>(2,445)</b>		<b>(2,445)</b>
Tyler Technologies	5	10/7/2015	839	201		638	638
Manning & Napier Inc.	55	10/23/2015	420	807		(386)	(386)
Exponent Inc	15	10/26/2015	741	435		305	305
Manning & Napier Inc.	55	10/27/2015	429	807		(378)	(378)
Blackbaud Inc.	10	11/3/2015	604	334		270	270
Microchip Technology Inc.	20	11/3/2015	947	664		284	284
Cleco Corp Hldgs New	5	11/13/2015	256	199		57	57
First Republic Bank San Francisco	15	12/22/2015	1,002	494		508	508
Marketaxess Holdings Inc.	10	12/17/2015	1,083	368		715	715
Signature Bank	5	12/22/2015	777	316		462	462
Blackbaud Inc.	5	1/5/2016	335	167		168	168
Solera Holdings Inc.	55	1/5/2016	3,006	2,661		345	345
Tyler Technologies	5	1/5/2016	896	201		695	695
Kapstone Paper and Packaging	110	1/11/2016	2,230	3,041		(811)	(811)
Align Technology Inc.	20	1/14/2016	1,242	1,148		94	94
Pier 1 Imports Inc.	120	1/14/2016	520	2,547		(2,026)	(2,026)
Kirby Corp	40	2/2/2016	1,944	2,692		(748)	(748)
Align Technology Inc.	5	2/3/2016	327	287		40	40
Exponent Inc.	10	2/4/2016	505	290		214	214
Ansys Inc.	5	2/17/2016	419	374		45	45
Lincoln Elec Holdings Inc.	35	2/17/2016	1,914	1,576		337	337
Toro Co	15	2/17/2016	1,094	536		558	558
Calatlantic Group Inc.	40	3/2/2016	1,208	769		439	439
Glacier Bancorp Inc.- New	60	3/10/2016	1,575	906		669	669
Marketaxess Holdings Inc.	10	3/10/2016	1,219	368		852	852
Air Methods Corp New	40	3/28/2016	1,472	1,514		(42)	(42)
Cognex Corp	20	3/28/2016	806	809		(3)	(3)
Cleco Corp Hldgs New	45	4/14/2016	2,492	1,792		700	700
Dril Quip Inc	15	4/25/2016	930	983		(53)	(53)
Mednax Inc.	25	6/6/2016	1,695	934		762	762
National Health Investors Inc.	15	6/6/2016	1,044	719		325	325
Questar Corp	135	6/6/2016	3,374	2,619		755	755
West Pharmaceutical Svcs Inc.	10	6/6/2016	751	407		345	345
Hibbett Sports Inc.	25	6/30/2016	836	1,379		(543)	(543)
Newell Brands Inc.	40	6/30/2016	1,806	715		1,091	1,091
Super Micro Computer Inc.	75	7/22/2016	1,422	2,514		(1,093)	(1,093)
Newell Brands Inc.	40	8/11/2016	2,170	1,131		1,040	1,040
Mobile Mini Inc	60	8/15/2016	1,791	1,678		113	113
National Health Investors Inc.	25	9/12/2016	2,055	1,198		858	858
PRA Group Inc.	40	9/12/2016	1,294	2,413		(1,119)	(1,119)
<b>LONG TERM</b>			<b>49,468</b>	<b>42,988</b>	<b>-</b>	<b>6,480</b>	<b>6,480</b>
<b>TOTAL</b>			<b>58,225</b>	<b>54,189</b>	<b>(2,445)</b>	<b>6,480</b>	<b>4,036</b>