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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 11/01, 2015, and ending 10/31, 2016

Name of foundation: PEIERLS FOUNDATION

A Employer identification number: 13-6082503

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

Room/suite:

B Telephone number (see instructions): (303) 278-2889

City or town, state or province, country, and ZIP or foreign postal code: GOLDEN, CO 80401

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization: [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)* ▶ $ 95,968,293.

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

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

SCANNED SEP 1 3 2017

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

	Line	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 (attach schedule)	685,680.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	14,021.	14,021.		ATCH 1
	4	Dividends and interest from securities	231,296.	231,296.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-7,501.			
	b	Gross sales price for all assets on line 6a 5,705,841.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 3	474.			
	12	**Total.** Add lines 1 through 11	923,970.	245,317.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) ATCH 4	1,164.	1,164.		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [5]	100,314.	100,214.	100.	
	17	Interest ATCH 6	3.	3.		
	18	Taxes (attach schedule) (see instructions) [7]	21,432.	21,432.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	319,699.	319,699.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	442,612.	442,512.	100.	
	25	Contributions, gifts, grants paid	5,523,100.			5,523,100.
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,965,712.	442,512.	100.	5,523,100.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-5,041,742.			
	b	**Net investment income** (if negative, enter -0-)		0.		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	25,094,292.	15,903,996.	15,903,996.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	95,943,588.	97,618,836.	72,663,599.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	4,900,479.	6,466,442.	7,400,698.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	125,938,359.	119,989,274.	95,968,293.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	125,938,359.	119,989,274.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	125,938,359.	119,989,274.	
	31	Total liabilities and net assets/fund balances (see instructions)	125,938,359.	119,989,274.	

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	125,938,359.
2	Enter amount from Part I, line 27a	2	-5,041,742.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	16,337.
4	Add lines 1, 2, and 3	4	120,912,954.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	923,680.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	119,989,274.

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				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-7,501.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	6,625,099.	120,604,658.	0.054932
2013	6,097,365.	114,259,981.	0.053364
2012	5,590,695.	105,019,425.	0.053235
2011	4,975,041.	97,098,410.	0.051237
2010	5,925,300.	99,707,161.	0.059427

2	**Total** of line 1, column (d)	2	0.272195
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.054439
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	102,329,262.
5	Multiply line 4 by line 3	5	5,570,703.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	5,570,703.
8	Enter qualifying distributions from Part XII, line 4	8	5,523,100.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	0.
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	0.
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 40,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	40,000.
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	40,000.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 0. **Refunded** ▶		11	40,000.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ BRIAN ELIOT PEIERLS Telephone no ▶ 512-789-7994
Located at ▶ 3017 MCCURDY STREET AUSTIN, TX ZIP+4 ▶ 78723-2902

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 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.		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		
	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 2015?	1c		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	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 [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	83,388,432.
b	Average of monthly cash balances	1b	20,499,144.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	103,887,576.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	103,887,576.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,558,314.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	102,329,262.
6	**Minimum investment return.** Enter 5% of line 5	6	5,116,463.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	5,116,463.
2a	Tax on investment income for 2015 from Part VI, line 5	2a			
b	Income tax for 2015. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,116,463.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,116,463.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	5,116,463.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	5,523,100.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,523,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,523,100.

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
1 Distributable amount for 2015 from Part XI, line 7				5,116,463.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,004,850.	
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 5,523,100.				
a Applied to 2014, but not more than line 2a			1,004,850.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				4,518,250.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				598,213.
7 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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 14

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

N/A

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

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

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

ATCH 15

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

ATCH 16

c Any submission deadlines

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

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

NO GRANTS TO INDIVIDUALS, ONLY RECOGNIZED PUBLIC CHARITIES

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total . . . . ▶ **3a**				5,523,100.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,021.	
4 Dividends and interest from securities			14	231,296.	
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	-7,501.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		474.		237,816.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 238,290.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

E. JEFFREY PEIERLS — 9/8/17 — PRESIDENT

Signature of officer or trustee — Date — Title

E. Jeffrey Peierls

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
HUGH P MARRS		9.7.16		P00506771

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

Firm's address ▶ 230 SOUTH HOLLAND STREET LAKEWOOD, CO 80226 — Phone no 303-922-6654

Form 990-PF (2015)

JSA
5E1493 1 000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-48,430.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					58,992.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					20,815.	
		1100 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/23/2004	10/28/2016
28.		85,140.					-85,112.	
		750 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/08/2004	10/28/2016
19.		58,050.					-58,031.	
		4310 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/07/2004	10/28/2016
109.		332,585.					-332,476.	
		6970 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	12/29/2006	10/28/2016
176.		172,159.					-171,983.	
		160 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/26/2004	10/28/2016
4.		12,377.					-12,373.	
		460 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/18/2005	10/28/2016
12.		24,196.					-24,184.	
		120 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/16/2004	10/28/2016
3.		9,288.					-9,285.	
		7140 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/15/2005	10/28/2016
180.		372,065.					-371,885.	
		2820 ACUSPHERE INC. PROPERTY TYPE: SECURITIES				P	04/12/2004	10/28/2016
71.		218,268.					-218,197.	
		3670 ACUSPHERE INC.				P	04/06/2004	10/28/2016

JSA
5E1730 1 000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
92.		284,076.					-283,984.	
		2000 AMERICA'S SUPPLIERS INC.				P	01/23/1996	07/27/2016
		PROPERTY TYPE: SECURITIES						
200.		105,566.					-105,366.	
		1530 AMERICA'S SUPPLIERS INC.				P	01/25/1996	07/27/2016
		PROPERTY TYPE: SECURITIES						
153.		76,321.					-76,168.	
		3350 AMERICA'S SUPPLIERS INC.				P	01/25/1996	07/27/2016
		PROPERTY TYPE: SECURITIES						
335.		167,108.					-166,773.	
		391566 BENECHILL INC. SER D-1				P	12/02/2011	10/31/2016
		PROPERTY TYPE: SECURITIES						
		650,000.					-650,000.	
		119813 CARMENTA BIOS SER A CV				P	07/17/2013	04/01/2016
		PROPERTY TYPE: SECURITIES						
186,545.							186,545.	
		.9 CYCLACEL PHARMACEUTICALS				P	06/14/2004	05/31/2016
		PROPERTY TYPE: SECURITIES						
1.							1.	
		11000 DATA I/O CORP.				P	10/20/1987	08/22/2016
		PROPERTY TYPE: SECURITIES						
38,499.		60,500.					-22,001.	
		.3 ETUBICS CORPORATION COMMON					04/10/2014	01/08/2016
1.							1.	
		297640 FORCE10 REMAINING ESCRO				P	06/18/2009	09/23/2016
		PROPERTY TYPE: SECURITIES						
3,481.							3,481.	
		.1 GIGPEAK, INC.				P	10/24/2013	04/20/2016
		PROPERTY TYPE: SECURITIES						
1.							1.	
		.1 GIGPEAK, INC.				P	02/21/2012	07/14/2016
		PROPERTY TYPE: SECURITIES						
1.							1.	

PEIERLS FOUNDATION 13-6082503

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		309492 INTERACT911 SER DD CV PROPERTY TYPE: SECURITIES				P	03/10/2014	05/17/2016
3,607.		123,594.					-119,987.	
		30218 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/17/1997	10/05/2016
406,221.		95,338.					310,883.	
		1600 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/17/1997	10/06/2016
21,504.		5,048.					16,456.	
		6235 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/17/1997	10/10/2016
83,797.		19,671.					64,126.	
		11947 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/17/1997	10/14/2016
160,564.		37,693.					122,871.	
		18800 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/30/1997	10/14/2016
252,666.		59,314.					193,352.	
		18800 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/30/1997	10/14/2016
252,666.		59,314.					193,352.	
		900 LANDEC CORP. PROPERTY TYPE: SECURITIES				P	12/26/1997	10/14/2016
12,096.		2,840.					9,256.	
		200000 LEAPFROG ENTERPRISES PROPERTY TYPE: SECURITIES				P	01/22/2015	04/04/2016
200,000.		787,880.					-587,880.	
		155008 NANTCELL - ETUBICS BOOT PROPERTY TYPE: SECURITIES				P	08/17/2012	04/28/2016
133,483.							133,483.	
		12000 QUALMARK CORP.				P	06/30/1998	12/29/2015
12,196.		93,756.					-81,560.	
		30546 QUALMARK CORP. PROPERTY TYPE: SECURITIES				P	06/30/1998	12/29/2015
31,045.		238,656.					-207,611.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		8000 QUALMARK CORP. PROPERTY TYPE: SECURITIES				P	06/30/1998	12/29/2015
8,131.		62,504.					-54,373.	
		.5 RESPIRERX PHARMACEUTICALS PROPERTY TYPE: SECURITIES					09/30/2005	09/02/2016
3.							3.	
		4400 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/18/2004	03/30/2016
43,146.		20,346.					22,800.	
		7000 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/17/2004	03/30/2016
68,641.		32,238.					36,403.	
		25800 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/19/2004	03/31/2016
275,441.		119,367.					156,074.	
		9900 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/14/2005	03/31/2016
108,631.		28,619.					80,012.	
		10800 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/21/2004	03/31/2016
118,507.		50,058.					68,449.	
		5600 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/07/2005	03/31/2016
61,448.		16,277.					45,171.	
		8200 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/12/2004	03/31/2016
89,977.		37,618.					52,359.	
		11400 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/08/2005	03/31/2016
125,090.		33,288.					91,802.	
		29200 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/09/2004	03/31/2016
320,407.		135,342.					185,065.	
		72300 SCICLOE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	07/08/2004	03/31/2016
793,336.		335,111.					458,225.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/20/2004	03/31/2016
26,690.		11,550.					15,140.	
		40000 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/12/2005	03/31/2016
438,913.		116,200.					322,713.	
		28200 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/18/2004	03/31/2016
301,064.		130,397.					170,667.	
		34400 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/13/2005	03/31/2016
377,465.		99,916.					277,549.	
		7500 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/11/2005	03/31/2016
82,296.		21,900.					60,396.	
		27700 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	05/20/2004	03/31/2016
303,947.		127,973.					175,974.	
		29000 SCICLONE PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P	04/14/2005	04/01/2016
318,627.		83,835.					234,792.	
		100 TABULA INC. CV PROM. NOTE PROPERTY TYPE: SECURITIES				P	12/19/2013	12/30/2015
12,948.		100,000.					-87,052.	
TOTAL GAIN(LOSS)							-7,501.	

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2015

Name of the organization	**Employer identification number**
PEIERLS FOUNDATION	13-6082503

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization PEIERLS FOUNDATION

Employer identification number 13-6082503

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	U/D ETHEL F PEIERLS CHAR LEAD TRUST C/O US TRUST, 114 WEST 47TH STREET NEW YORK, NY 10036	$ 685,680.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization PEIERLS FOUNDATION

Employer identification number 13-6082503

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

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

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

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

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

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

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

Name of organization PEIERLS FOUNDATION

Employer identification number 13-6082503

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $ ____________
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORCHESTRA MEDICAL VENTURES II, LP	6,795.	6,795.
BOULDER VENTURES IV ANNEX, LP	79.	79.
BOULDER VENTURES V, LP	6,159.	6,159.
SOFINNOVA HEALTHQUEST VENTURES, LP	345.	345.
BOULDERVENTURE VI, LLC	593.	593.
FLUOROFINDER, LLC	50.	50.
TOTAL	14,021.	14,021.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST FOREIGN DIVIDEND		139,942.	139,942.
NORTHERN TRUST US GOVT INTEREST		10,942.	10,942.
NORTHERN TRUST DIVIDENDS		40,756.	40,756.
CALIBER THERAPEUTICS		17,191.	17,191.
NANTCELL, INC,		15,025.	15,025.
ENUMERAL BIOMEDICAL		7,440.	7,440.
	TOTAL	231,296.	231,296.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INTERNAL REVENUE SERVICE REFUND	474.
TOTALS	474.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
DELTA-V CAPITAL	1,164.	1,164.		
TOTALS	1,164.	1,164.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
TAX PREPARATION		9,500.	9,400.	100.
AGENCY FEES		90,814.	90,814.	
	TOTALS	100,314.	100,214.	100.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST COMPANY	3.	3.
TOTALS	3.	3.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		21,432.	21,432.
	TOTALS	21,432.	21,432.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOULDER VENTURES IV, ANNEX, LP	703.	703.
ORCHESTRA MEDICAL VENTURES II	85,292.	85,292.
BOULDER VENTURES V, LP	44,820.	44,820.
LONGWOOD VENTURES LP	68,234.	68,234.
SONFINNOVA HEALTHQUEST VENTURE	59,295.	59,295.
BOULDER VENTURES VI, LP	59,855.	59,855.
NEW YORK FILING FEE	1,500.	1,500.
TOTALS	319,699.	319,699.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
10330 ACUSPHERE INC.	275,993.	260.
577688 AEROGROW INT'L INC.	1,121,719.	2,894,217.
49046 AGENUS INC.	1,094,970.	194,713.
72949 ALIEN TECHNOLOGY SER. A'	208,113.	104,317.
1228 AMERICAN INT'L GP WT EXP	20,004.	25,911.
2300 AMERICAN INTERNATIONAL GR	2,255,578.	141,910.
20975 ARCA BIOPHARMA, INC.	1,733,166.	46,083.
295900 ARRAY BIOPHARMA INC.	1,275,345.	1,686,630.
22920 ASTEA INTERNATIONAL INC.	251,546.	43,548.
5 BACTOLAC PHARMACEUTICAL INC.	160,650.	593,000.
	261,848.	261,848.
157667 BIOCEPT, INC WARRANTS		
473000 BIOCEPT, INC COMMON		
157667 BIOCEPT, INC COMMON	591,250.	137,959.
243900 BIOCRYST PHARMACEUTICAL	1,299,997.	987,795.
3266891 BIOPTIX DIAG COMMON	1,535,999.	

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
2791187 CALIBER THER SERIES A1	307,031.	307,031.
3657952 CALIBIER THER B	402,376.	344,597.
2864241 CALIBER THREPEUTICS WT		
119.016 CALIBER THERA NOTES	119,016.	119,016.
1876000 CALIENT TECH. SER 4 CV	938,000.	2,345,000.
800000 CALIENT TECH. SER 5 CV	600,000.	1,000,000.
513938 CALIENT TECH SER 6 PER	416,290.	642,423.
702000 CALIENT TECH SER 7 CV	877,500.	877,500.
324600 CANCER GENTICS INC. COM	700,092.	438,210.
276600 CAPSTONE THERAPEUTICS C	1,250,076.	11,064.
58840 CARDIOVASCULAR SYSTEMS I	673,998.	1,378,621.
431327 CARMENTA BIO. A CV PFD		43,133.
172000 CASTLE BIO SER F PFD	1,001,178.	1,001,040.
50428 CATALYST BIOSCIENCES CS	440,089.	36,308.
381.240 CATALYST NON-INT NOTE	343,116.	244,756.
1880 CEL-SCI CORP.	92,834.	526.
53571 CERECOR INC. COMMON	900,000.	199,284.
300000 CERECOR INC. WT 3/23/17		
CERTES NETWORKS COMMON		
225000 CERTES NETWORKS SER A P		
296134 CERTES NETWORKS SER A P		
521134 CERTES NETWORKS SER A P	521,134.	521,134.
136 CERTES SEC PROM NOTE	136,000.	68,000.
1 CGROWTH CAP INC COMMON		
81840 CHEMOCENTRYX	930,940.	489,403.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
25102 CIBER, INC.	183,709.	25,604.
226000 CODEXIS INC.	874,271.	1,141,300.
151000 COVALENT DATA SER A CV	350,229.	81,540.
190747 CONTRAFECT COMMON	914,177.	438,718.
4420 CROSSROADS SYSTEMS, INC.	1,054,245.	16,575.
99232 CUR MEDIA COMMON	967,500.	32,746.
5214 CYCLACEL PHARMACEUTICALS	835,683.	20,543.
337500 CYTRX CORP COMMON	799,916.	155,925.
49000 DIGI INTERNATIONAL INC.	450,280.	448,350.
1260025 DR SEARS FAM. B-1 PFD	900,018.	12,600.
145625 EASIC CORP. COMMON	941,584.	109,219.
34159 EASIC CORP. SER A-2	32,645.	179,335.
9459 EASIC CORP. SER A-1 PD	130,575.	709,425.
19600 EDCI HOLDINGS, INC.	326,064.	8,232.
196252 EDGE THERAPEUTIC	870,100.	2,054,758.
9687 ENSERVCO CORP.	32,645.	4,553.
635000 ENUMERAL BIOMEDICAL WTS		
635000 ENUMERAL BIOMEDICAL CS	635,000.	80,074.
240 ENUMERICAL BIOMEDICAL NOTE	240,000.	240,000.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
117100 EVOKE PHARMACEUTICAL	1,123,949.	186,189.
195395 EVOTEC AG ADS	2,235,113.	2,142,311.
88684 EXELIXIS INC.	1,578,428.	939,164.
482900 FLAGSHIP BIOSCIENCES CO	1,200,007.	1,202,421.
516240 FLUOROFINDER CL A	173,718.	201,334.
1552441 FLUOROFINDER CL A-1	374,259.	605,452.
245 FLUOROFINDER PROM NOTE	245,000.	245,000.
54500 FORESTAR GROUP INC.	1,282,556.	599,500.
234828 GENMARK DIAGNOSTICS	1,599,635.	2,505,615.
442497 GIGPEAK INC. COMMON	2,391,657.	1,048,718.
13654 GOOD TIMES RESTAURANTS I	284,495.	43,010.
157900 GTX, INC.	1,411,181.	118,425.
420100 HARBOR DIVERSIFIED INC.	1,165,104.	15,754.
3304000 HAT AKSOR HOLDINGS UTS	1,156,400.	429,520.
95700 HAT AKSOR LLC WT 1/27/17		
336000 HEAT BIOLOGICS INC. COM	982,750.	450,240.
192750 HEAT BIOLOGICS SER A WT		
150000 HIBERNA CORP. COMMON	150,000.	9,000.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1380000 IMTHERA MED SER A-1	1,375,607.	4,968,000.
75400 INCYTE CORP	466,635.	6,557,538.
135200 KINDRED BIOSCIENCES INC	1,247,716.	719,280.
8680 KINROSS GOLD CORP.	71,507.	33,505.
5000 KUBCO INC. COMMON	353,645.	35.
88500 LANDEC CORP		
58933 LANTRONIX INC.	779,706.	91,346.
200000 LEAPFROG ENTERPRISES A		
128571 LEXICON PHARMA INC CL A	885,987.	1,906,708.
520000 LINEAGEN INC SER C-1 PF	520,000.	520,000.
26910 LIVE MICROSYSTEMS INC.	1,140,033.	9,419.
3521 LPATH WARRANTS 3/9/17	110,400.	
40450 LPATH INC. COMMON	2,855,338.	115,687.
211000 MAGNOLIA MEDICAL TECH	472,640.	472,640.
57400 MAGNUM SEMICOND CV NOTE		
1496997 MAGNUM SEMI. SER E-1		
200 MARDIL INC PROM NOTE	200,000.	200,000.
250000 MARKET FORCE SER B CV P		
220588 MARKET FORCE A-1 CV PFD	91,830.	185,294.
690745 MARKET FORCE COMMON	1.	6,907.
389731 MARKET FORCE SER B1 CV	723,169.	588,494.
301524 MIRAGEN THERA SER A PRE	904,573.	1,335,751.
50028 MIRAGEN THERA SER B PREF	300,168.	221,624.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1380000 IMTHERA MED SER A-1	1,375,607.	4,968,000.
75400 INCYTE CORP	466,635.	6,557,538.
133200 KINDRED BIOSCIENCES INC	1,247,716.	719,280.
8680 KINROSS GOLD CORP.	71,507.	33,505.
5000 KUBCO INC. COMMON	353,645.	35.
58933 LANTRONIX INC.	779,706.	91,346.
128571 LEXICON PHARMA INC CL A	885,987.	1,906,708.
520000 LINEAGEN INC SER C-1 PF	520,000.	520,000.
26910 LIVE MICROSYSTEMS INC.	1,140,033.	9,419.
3521 LPATH WARRANTS 3/9/17	110,400.	
566297 LPATH INC. COMMON	2,855,338.	115,687.
211000 MAGNOLIA MEDICAL TECH	472,640.	472,640.
200 MARDIL INC PROM NOTE	200,000.	200,000.
220588 MARKET FORCE A-1 CV PFD	91,830.	185,294.
690745 MARKET FORCE COMMON	1.	6,907.
389731 MARKET FORCE SER B1 CV	723,169.	588,494.
301524 MIRAGEN THERA SER A PRE	904,573.	1,335,751.
50028 MIRAGEN THERA SER B PREF	300,168.	221,624.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
116204 MIRAGEN THERA SER C PFD	514,785.	514,785.
43275 MOTUS GI MED TECH WTS		
530 MOTUS GI MEDICAL TECH NOTE	530,000.	530,000.
38190 MS & AD INSURANCE GROUP	1,350,346.	1,134,625.
170000 MYREXIS, INC.	477,685.	10,183.
140423 NANTCELL INC. COMMON	465,025.	985,769.
81400 NEPHROGENEX INC COMMON	976,800.	3,581.
1273696 NEUROTROPE COMMON	1,068,000.	394,846.
933334 NEUROTROPE SER A WTS		
9333.34 NEUROTROPE B CV PFD	560,000.	299,311.
933334 NEUROTROPE SER B WTS		
933334 NEUROTROPE SER C WTS		
933334 NEUROTROPE SER D WTS		
933334 NEUROTROPE SER E WTS		
2850824 NEW FRONTIER ENERGY IN	644,030.	2,851.
575.3 NEW FRONTIER ENERGY SER	99,120.	1.
1500 NEW FRONTIER SER B CV PFD	313,990.	2.
1 NEWRON SPORT		
130000 OMEROS CORP.	824,411.	1,066,000.
119000 ONCOGENEX PHARMACEUTICA	1,101,292.	49,980.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
290000 OSTENDO TECH	731,820.	1,055,600.
139480 OVASCIENCE INC. COMMON	1,053,272.	702,979.
177400 PAIN THERAPEUTICS INC.	408,724.	99,752.
5314 PAION AG	450,055.	14,135.
488383 PEERNOVA SER A-1 CV PFD	781,510.	781,413.
369800 PEREGRINE PHARMACEUTICA	634,242.	124,586.
403 PHOTOMEDEX, INC.	366,788.	431.
94900 PROGENICS PHARMACEUTICAL	385,668.	477,347.
910746 RAPT MEDIA SER B PFD	350,000.	145,719.
2367693 REFLEX SYSTEMS SER A		236,769.
382066 REFLEX SYS LLC SER B	15,265.	38,207.
1178 RESPIRERX PHARMA COMMON	795,840.	4,231.
140000 RING ENERGY	770,000.	1,292,200.
158645 ROOT9B TECH INC	112,778.	107,879.
233334 ROOT9B WTS EXP 12/26/17	31,500.	
246000 SANGAMO BIOSCIENCES INC	1,127,936.	873,300.
422288 SHUNFENG INTL CLEAN EN	99,522.	35,937.
360000 SIGNAL GENETICS	971,770.	126,000.
5884 SOLITARIO EXPL. & ROYALTY	6,884.	3,766.
62725 SOMPO HOLDINGS	1,817,571.	2,031,663.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
80200 SORRENTO EXPLOR	581,450.	461,150.
2954 STRASBAUGH	21,886.	1,239.
4063.37 SUNIVA CLA A COMMON	156,048.	290,531.
10700 SUNRISE TELECOM, INC.	20,066.	321.
700700 SYNCHR SER A CV PFD	729,429.	728,728.
15602 SYNERON MEDICAL LTD.	148,704.	117,015.
27928 TITAN PHARMACEUTICALS	1,047,803.	127,072.
59000 TOKIO MARINE HOLDINGS IN	890,994.	2,392,450.
61000 UNIQURE N.V.	945,435.	414,190.
922000 UR-ENERGY, INC	972,483.	461,922.
91000 UR-ENERGY USA INC, WTS		
31300 URSTADT BIDDLE PROP. (A)	190,549.	672,950.
31300 URSTADT BIDDLE COMM	193,679.	539,299.
48231 VENAXIS, INC.	2,880,831.	130,224.
532231.5 VERASTEM INC. COM	2,431,637.	665,289.
1242 VERNALIS PLC	498,746.	1,174.
20340 VIOLIN MEMORY COMMON	960,000.	3,661.
1930656 VITAL ACCESS A-1 PFD	1,216,314.	501,971.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
249087 VITAL ACCESS WARRANTS		
59.342 VITAL ACCESS PROM NOTES	59,342.	59,342.
68000 YAMANASHI CHUO BANK	709,115.	332,608.
TOTALS	97,618,836.	72,663,599.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOULDER VENTURES IV ANNEX, LP	159,300.	303,530.
BOULDER VENTURES V, LP	1,310,295.	1,727,852.
ORCHESTRA MEDICAL VEN II COM	2,279,933.	2,755,178.
LONGWOOD FOUNDERS FUND LP	373,279.	88,153.
SOFINNOVA HEALTHQUEST PARTNERS	740,955.	1,154,361.
BOULDER VENTURES VI, LP	1,207,748.	890,013.
DELTA-V CAPITAL 2015, L.P.	209,332.	299,933.
HEALTHQUEST PARTNERS II	185,600.	181,678.
TOTALS	6,466,442.	7,400,698.

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
UDSTADT BIDDLE BASIS ADJUSTMENT		16,337.
	TOTAL	16,337.

ATTACHMENT 12

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

DESCRIPTION	AMOUNT
BOULDER VENTURES IV ANNEX, LP NON-DED	51.
BOULDER VENTURES V. L.P. NON-DEDUCTIBLE	64.
BOULDER VENTURES VI, L.P. NON-DEDUCTIBLE	51.
SUNIVA LOSS TAKEN IN PREV YR	915,639.
ARCA BIOPHARMA BASIS ADJUSTMENT	435.
ENUMERICAL INTEREST REP ON 2016 1099	7,440.
TOTAL	923,680.

PEIERLS FOUNDATION 13-6082503

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN FOUNDATION FOR THE BLIND 2 PENN PLAZA SUITE 1102 NEW YORK, NY 10121		SUPPORT	21,300.
AMERICAN RED CROSS PO BOX 25834 LEHIGH VALLEY, PA 18002-5834		SUPPORT	695,100.
CHIEF SEATTLE COUNCIL, BOY SCOUTS OF AMERICA PO BOX 440408 SEATTLE, WA 98114-9758		SUPPORT	33,100.
MEHARRY MEDICAL COLLEGE 1005 DRIVE D.B. TODD JR. BLVD. NASHVILLE, TN 37208-3599		SUPPORT	61,100.
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 EAST MADISON STREET SEATTLE, WA 98122-2959		SUPPORT	85,600.
LEARNING ALLY 20 ROSZEL ROAD PRINCETON, NJ 08540-9983		SUPPORT	32,100.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THAT MAN MAY SEE, INC. 10 KORET WAY, BOX 0352 SAN FRANCISCO, CA 94143-0352		SUPPORT	111,100.
NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET N.W. SUITE 700 WASHINGTON, DC 20005		SUPPORT	58,100.
ARTHRITIS FOUNDATION 1355 PEACHTREE STREET NE. SUITE 600 ATLANTA, GA 38309-2904		SUPPORT	29,300.
NORTHERN NEW JERSEY COUNCIL, BSA PO BOX 670 OAKLAND, NJ 07436-1709		SUPPORT	33,100.
SAYWHATCLUB 18620 89TH AVENUE NE BOTHELL, WA 98011		SUPPORT	8,500.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001		SUPPORT	240,100.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY 151 WASHINGTON STREET NEWARK, NJ 07102		SUPPORT	85,600.
LAKE WASHINGTON INSTITUTE OF TECH FNDN 11605 132ND AVENUE N.E. KIRKLAND, WA 98034-8506		SUPPORT	66,100.
PLANNED PARENTHOOD OF GREATER TEXAS 201 EAST BEN WHITE BLVD. SUITE B AUSTIN, TX 78704		SUPPORT	85,600.
PACIFIC LEGAL FOUNDATION 930 G STREET SACRAMENTO, CA 95814		SUPPORT	41,200.
VIRGINIA GARCIA MEMORIAL HEALTH CENTER PO BOX 486 CORNELIUS, OR 97113		SUPPORT	74,600.
BIG BROTHERS BIG SISTERS OF AUSTIN, TEXAS PO BOX 4555 AUSTIN, TX 78765		SUPPORT	79,600.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA, CAPITAL AREA COUNCIL 12500 N IH 35 AUSTIN, TX 78753-1312		SUPPORT	33,100.
AUSTIN COMMUNITY COLLEGE FOUNDATION 5930 MIDDLE FISKVILLE ROAD AUSTIN, TX 78752		SUPPORT	40,000.
RAISING AUSTIN (TOGETHER4CHILDREN) PO BOX 10047 AUSTIN, TX 78766-1047		SUPPORT	71,100.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		SUPPORT	60,400.
THE INTERFAITH ALLIANCE FOUNDATION 1250 24TH STREET, N.W., SUITE 300 WASHINGTON, DC 20037-1186		SUPPORT	58,600.
AMERICAN HEART ASSOCIATION OF COLORADO 1777 SOUTH HARRISON STREET, SUITE 500 DENVER, CO 80210		SUPPORT	18,100.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA, DENVER AREA COUNCIL 10455 WEST 6TH AVENUE, SUITE 100 DENVER, CO 80215		SUPPORT	30,500.
CARE, INC. 465 CALIFORNIA STREET, SUITE 475 SAN FRANCISCO, CA 94104		SUPPORT	413,100.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289		SUPPORT	390,500.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 EAST 38TH AVENUE DENVER, CO 80203-2706		SUPPORT	84,500.
STANFORD GRADUATE SCHOOL OF BUSINESS 655 KNIGHT WAY STANFORD, CA 94305-7298		SUPPORT	38,100.
THE NATURE CONSERVANCY 2424 SPRUCE STREET BOULDER, CO 80302-4617		SUPPORT	418,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YALE UNIVERSITY, OFFICE OF DEVELOPMENT PO BOX 2038 NEW HAVEN, CT 06521-2038		SUPPORT	44,100.
COLORADO UPLIFT 3914 KING STREET DENVER, CO 80211-1932		SUPPORT	145,100.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD. DENVER, CO 80221-4488		SUPPORT	124,100.
HEARING HEALTH FOUNDATION 363 SEVENTH AVENU, 10TH FLOOR NEW YORK, NY 10001-3904		SUPPORT	36,100.
UNITARIAN UNIVERSALIST ASSOCIATION 24 FARNSWORTH STREET BOSTON, MA 02210-1409		SUPPORT	23,400.
UNITARIAN-UNIVERSALIST SERVICE COMMITTEE 689 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-3302		SUPPORT	48,100.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
METROPOLITAN STATE COLLEGE OF DENVER FOUNDATION PO BOX 173362 - CAMPUS BOX 14 DENVER, CO 80217-3362		SUPPORT	90,100.
GIRLS INCORPORATED OF METRO DENVER 1499 JULIAN STREET DENVER, CO 80204		SUPPORT	41,100.
COLORADO I HAVE A DREAM FOUNDATION 1836 GRANT STREET DENVER, CO 80203-2022		SUPPORT	142,600.
DOCTORS WITHOUT BORDERS, USA 333 SEVENTH AVENUE, SECOND FLOOR NEW YORK, NY 10001-5004		SUPPORT	580,100.
ENERGY OUTREACH COLORADO 225 EAST 16TH AVENUE, SUITE 200 DENVER, CO 80203-1612		SUPPORT	36,300.
HOPE CENTER 3400 ELIZABETH STREET DENVER, CO 80205-4244		SUPPORT	57,100.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BIG BROTHERS BIG SISTERS OF COLORADO 1391 NORTH SPEER BLVD. SUITE 450 DENVER, CO 80204-2561		SUPPORT	70,100.
AMERICAN UNITED FOR SEPARATION OF CHURCH AND STATE 1901 L STREET, SUITE 400 WASHINGTON, DC 20005		SUPPORT	59,100.
MILE HIGH UNITED WAY (READING CORP.) 711 PARK AVENUE WEST DENVER, CO 80205		SUPPORT	90,000.
THIRD SECTOR NEW ENGLAND (TOOLS OF THE MIND) 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2680		SUPPORT	70,100.
READING PARTNERS COLORADO 3131 OSCEOLA STREET #303 DENVER, CO 80212		SUPPORT	78,100.
WESTMINSTER PUBLIC SCHOOLS FOUNDATION 7002 RELEIGH STREET WESTMINSTER, CO 80030		SUPPORT	72,100.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DENVER SCHOLARSHIP FOUNDATION 303 EAST 17TH AVENUE, SUITE 200 DENVER, CO 80203		SUPPORT	50,100.
ACCESS ESPERANZA CLINICS, INC. 916 E. HACKBERRY AVENUE MCALLEN, TX 78501-5737		SUPPORT	118,000.
SIERRA CLUB FOUNDATION 1536 WYNCOOP STREET, SUITE 200 DENVER, CO 80202		SUPPORT	35,100.
UNITED NEGRO COLLEGE FUND 1805 7TH STREET, NW, 4TH FLOOR WASHINGTON, DC 20001		SUPPORT	15,000.
		TOTAL CONTRIBUTIONS PAID	5,523,100.