

Form **990-PF**

**COPY**

**Return of Private Foundation**

OMB No. 1545-0052

Department of the Treasury  
Internal Revenue Service

of Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

**1999**

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For the calendar year 1999, or tax year beginning January 1, 1999, and ending December 31

Please type, print, or attach label.	Name of organization <b>LOVETT PETERS FOUNDATION</b>		<b>A</b> Employer identification number <b>04-6748820</b>
	Number and street (or P. O. box number) <b>81 OLD ORCHARD ROAD</b>	Room/suite	<b>B</b> State registration no. (see instruction F) <b>033029</b>
	City or town <b>CHESTNUT HILL</b>	State <b>MA</b> Zip + 4 <b>02467-1213</b>	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Organizations meeting the 85% test, check <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <b>G</b> If address changed, check here <input type="checkbox"/>
<b>H</b> Check organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(b)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>8,790,788</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, col. (d) must be on cash basis.)		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>R</b> <b>e</b> <b>v</b> <b>e</b> <b>n</b> <b>u</b> <b>e</b>	<b>1</b> Contributions, gifts, grants, etc., received				
	<b>2</b> Contributions from split-interest trusts				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	89,508	89,508	89,508	
	<b>5a</b> Gross rents				
	<b>b</b> (Net rental income/loss)				
	<b>6</b> Net gain or (loss) from sale of assets not on line 10				
	<b>7</b> Capital gain net income (Part IV, line 2)		1,086,228		
	<b>8</b> Net short-term capital gain			248,829	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns				
<b>b</b> Less: C.O.G.S.					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12</b> Total (add lines 1 through 11)	89,508	1,175,736	338,336		
<b>E</b> <b>x</b> <b>p</b> <b>e</b> <b>n</b> <b>s</b> <b>e</b> <b>s</b>	<b>13</b> Compensation of officers, directors, trustees, etc.				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	1,000	1,000		
	<b>c</b> Other professional fees	133,778	133,778	133,778	
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule)	16,890	16,890		
	<b>19</b> Depreciation and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	4,163	4,163		
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule)					
<b>24</b> Total operating and administrative expenses (add lines 13 through 23)	155,830	155,830	133,778	0	
<b>25</b> Contributions, gifts, grants paid	1,419,847			1,419,847	
<b>26</b> Total expenses and disbursements (add lines 24 and 25)	1,575,677	155,830	133,778	1,419,847	
<b>27a</b> Excess of revenue over expenses and disbursements (line 12 minus line 26)	-1,486,169				
<b>b</b> Net investment income (if negative, enter -0-)		1,019,906			
<b>c</b> Adjusted net income (if negative, enter -0-)			204,559		

For Paperwork Reduction Act Notice, see page 1 of the instructions.

(HTA)

Form 990-PF (1999)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest bearing	0		
	2	Savings and temporary cash investments	532,383	689,470	689,470
	3	Accounts receivable			
		Less: allowance for doubtful accounts	0		
	4	Pledges receivable			
		Less: allowance for doubtful accounts	0		
	5	Grants receivable	0		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule)	0		
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts	0		
	8	Inventories for sale or use	0		
	9	Prepaid expenses and deferred charges	0		
	10a	Investment - U. S. and state government obligations	0		
	b	Investments - corporate stock (attach schedule)	7,615,900	6,960,023	8,101,319
	c	Investments - corporate bonds (attach schedule)	0		
11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation	0			
12	Investments - mortgage loans	0			
13	Investments - other (attach schedule)	0			
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation	0			
15	Other assets (describe)	0			
16		Total assets (to be completed by all filers - see instructions)	8,148,283	7,649,492	8,790,788
Liabilities	17	Accounts payable and accrued expenses	0		
	18	Grants payable	221,300	122,450	
	19	Deferred revenue	0		
	20	Loans from officers, directors, trustees, and other disqualified persons	0		
	21	Mortgages and other notes payable (attach schedule)	0		
	22	Other liabilities (describe)	0		
23		Total liabilities (add lines 17 through 22)	221,300	122,450	
Net Assets	Organizations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>		
	24	Unrestricted	7,751,983	8,668,338	
	25	Temporarily restricted	175,000		
	26	Permanently restricted	0		
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input type="checkbox"/>		
	27	Capital stock, trust principal, or current funds	0		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0			
29	Retained earnings, accumulated income, endowment, or other funds	0			
30		Total net assets or fund balances (see instructions)	7,926,983	8,668,338	
31		Total liabilities and net assets/fund balances	8,148,283	8,790,788	

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	7,926,983
2	Enter amount from Part I, line 27a	2	-1,486,169
3	Other increases not included in line 2 (itemize) <b>Realized Gains</b>	3	1,086,228
4	Add lines 1, 2, and 3	4	7,527,042
5	Decreases not included in line 2 (itemize) <b>Unrealized Gains</b>	5	1,141,296
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,668,338

**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.)
<b>1a</b> Brandywine Fund	P	Various	Various
<b>b</b> Smith Barney Investment Account-16483	P,D	Various	Various
<b>c</b> Smith Barney Investment Account-01017	P	Various	Various
<b>d</b> Smith Barney Investment Account-01018	P	Various	Various
<b>e</b>			

(e) Gross sales price minus expense of sale	(f) Depreciation allowed (or allowable)	(g) Cost or other basis	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> N/A		N/A	69,639
<b>b</b> 8,002,004		7,028,704	973,300
<b>c</b> 400,794		423,696	-22,902
<b>d</b> 609,966		543,776	66,190
<b>e</b>			0

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))
<b>a</b>		0	69,639
<b>b</b>		0	973,300
<b>c</b>		0	-22,902
<b>d</b>		0	66,190
<b>e</b>		0	0

<b>2</b> Capital gain net income or (net capital loss). If gain, also enter in Part I, line 2. If (loss), enter -0- in Part I, line 2.	2	1,086,228
<b>3</b> 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 pages 10 and 14 of the instructions). If (loss), enter -0- in Part I, line 8.	3	248,829

**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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see page 15 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
1998	861,668	6,770,354	0.1273
1997	681,434	5,457,738	0.1249
1996	304,217	5,016,719	0.0606
1995	201,852	1,632,456	0.1236
1994	25,206	504,639	0.0499

<b>2</b> Total of line 1, column (d)	2	0.4863
<b>3</b> 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	0.09726
<b>4</b> Enter the net value of noncharitable-use assets for 1999 from Part X, line 5	4	8,342,493
<b>5</b> Multiply line 4 by line 3	5	811,391
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	10,199
<b>7</b> Add lines 5 and 6	7	821,590
<b>8</b> Enter qualifying distributions from Part XII, line 4. 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 on page 15.	8	1,419,847

**Part VI Excise Tax on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948)**

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here and <input type="checkbox"/> enter "N/A" on line 1. Date of ruling letter ..... (attach copy of ruling letter if necessary)			
<b>b</b> Domestic organizations that meet the section 4940(e) requirements in Part V, check here and <input checked="" type="checkbox"/> enter 1% of Part I, line 27b		1	10,199
<b>c</b> All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of line 27b			
<b>2</b> Tax under section 511(domestic sec. 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
<b>3</b> Add lines 1 and 2		3	10,199
<b>4</b> Subtitle A (Income) tax (domestic sec. 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
<b>5</b> Tax on investment income (line 3 minus line 4 (but not less than -0-))		5	10,199
<b>6</b> Credits/Payments:			
<b>a</b> 1999 estimated tax payments and 1998 overpayment credited to 1999		6a	22,007
<b>b</b> Exempt foreign organizations - tax withheld at source		6b	
<b>c</b> Tax paid with application for extension of time to file (Form 2758)		6c	
<b>d</b> Backup withholding erroneously withheld		6d	
<b>7</b> Total credits and payments (add lines 6a through d)		7	22,007
<b>8</b> Enter any PENALTY for underpayment of estimated tax. Check here if Form 2220 <input type="checkbox"/> is attached.		8	
<b>9</b> TAX DUE. If the total of lines 5 and 8 is more than line 7, enter AMOUNT OWED		9	0
<b>10</b> OVERPAYMENT. If line 7 is more than the total of lines 5 and 8, enter the AMOUNT OVERPAID		10	11,808
<b>11</b> Enter the amount of line 10 to be: Credited to 2000 estimated tax 11,808 Refunded		11	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 16 of the instructions for definition)? 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 organization in connection with the activities.		X
<b>c</b> Did the organization file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of taxes on political expenditures (section 4955) paid by the organization during the 1999 tax year. (See instructions.)	1d	
<b>2</b> Has the organization engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
<b>3</b> Has the organization 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		X
<b>4a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?		X
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language written into 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?	X	
<b>7</b> Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, column (c), and Part XV.	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 16 of the instructions) <u>MASSACHUSETTS</u>		
<b>b</b> If the answer is "Yes" to line 7, has the organization 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	X	
<b>9</b> Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 1999 or taxable year beginning in 1999 (see instructions for Part XIV on page 22)? If "Yes," complete Part XIV		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X
<b>11a</b> Did anyone request to see either the organization's annual return or its exemption application (or both)?	X	
<b>b</b> If "Yes," did the organization comply pursuant to the instructions? (See General Instruction Q.)	X	
<b>12</b> The books are in care of <u>LOVETT PETERS</u> Telephone no. <u>617-566-3774</u> Located at <u>81 OLD ORCHARD ST.; CHESTNUT HILL; MA</u> ZIP code <u>02467</u>		
<b>13</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041- Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year		

**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
<b>1</b>	<b>Self-dealing (section 4941):</b>		
<b>a</b>	During the year did the organization (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> NO		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> NO		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> NO		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)? <input type="checkbox"/> NO		
	(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization 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"/> NO		
	<b>b</b> If any answer is "Yes" to 1a (1) - (6), did ANY of the acts fail to qualify under the exceptions described in Regulations sections 53.4941(d)-3 and 4, or in a current Notice regarding disaster assistance (see page 17 of the instructions)? Organizations relying on a current Notice regarding disaster assistance check here <input type="checkbox"/>	1b	
	<b>c</b> Did the organization 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 1996? <input type="checkbox"/>	1c	X
<b>2</b>	<b>Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):</b>		
	<b>a</b> At the end of tax year 1999, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 1999? <input type="checkbox"/> NO If "Yes," list the years		
	<b>b</b> Are there any years listed in 2a for which the organization is NOT applying the provision 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 pg. 17)	2b	
	<b>c</b> If the provisions of section 4942(a)(2) are being applied to ANY of the years listed in 2a, list the years here.		
<b>3</b>	<b>Taxes on excess business holdings (section 4943):</b>		
	<b>a</b> Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> NO		
	<b>b</b> If "Yes," did it have excess business holdings in 1999 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 1998.)	3b	
<b>4</b>	<b>Taxes on investments that jeopardize charitable purposes (section 4944):</b>		
	<b>a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
	<b>b</b> Did the organization 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 1999? <input type="checkbox"/>	4b	X
<b>5</b>	<b>Taxes on taxable expenditures (section 4945) and political expenditures (section 4955):</b>		
	<b>a</b> During the year did the organization pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e)) <input type="checkbox"/> NO		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> NO		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> NO		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? <input type="checkbox"/> 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? <input type="checkbox"/> NO		
	<b>b</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 page 17 of the instructions)? Organizations relying on a current Notice regarding disaster assistance check here <input type="checkbox"/>	5b	
	<b>c</b> If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> If "Yes," attach the statement required by Regulations section 53.4945-5(d).		

**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	(e) Expense account, other allowances
LOVETT C. PETERS 81 Old Orchard Road; Chestnut Hill, MA	TRUSTEE ≈ 1 hour per wk	0	0	0
RUTH PETERS 81 Old Orchard Road; Chestnut Hill, MA	TRUSTEE < 1 hour per wk	0	0	0
DANIEL PETERS 5020 Taft Place; Cincinnati, OH	TRUSTEE < 1 hour per wk	0	0	0

**2 Compensation of five highest paid employees (other than those included on line 1 - see page 17 of the 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	(e) Expense account, other allowances
NONE				

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

**3 Five highest-paid independent contractors for professional services - (see page 18 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Foundation Services, LLC 2276 Hunterbrook Road; Yorktown, NY	Management Consultants	73,776
Salomon Smith Barney 21 E. State Street - 15th Floor; Columbus, OH	Investment Advisors	59,934

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	NONE	
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

(see page 18 of the instructions)

Describe any program-related investments made by the foundation during the tax year.		Amount
1	NONE	
2		
3		

**Part X Minimum Investment Return**

(All domestic foundations must complete this part. Foreign foundations, see page 18 of the 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	7,858,609
	b Average of monthly cash balances	1b	610,926
	c Fair market value of all other assets (see page 19 of the instructions)	1c	0
	d Total (add lines 1a, b, and c)	1d	8,469,536
	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	Line 1d minus line 2	3	8,469,536
4	Cash deemed held for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see page 20 of the instructions)	4	127,043
5	Net value of noncharitable-use assets - Line 3 minus line 4. (Enter in Part V, line 4.)	5	8,342,493
6	Minimum investment return. (Enter 5% of line 5.)	6	417,125

**Part XI Distributable Amount**

(see page 20 of the 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	417,125
2a	Tax on investment income for 1999 from Part VI, line 5	2a	10,199
	b Income tax for 1999. (This does not include the tax from Part VI.)	2b	
	c Line 2a plus line 2b	2c	10,199
3	Distributable amount before adjustments (line 1 minus line 2c)	3	406,926
4a	Recoveries of amounts treated as qualifying distributions	4a	
	b Income distributions from section 4947(a)(2) trusts	4b	
	c Line 4a plus line 4b	4c	0
5	Line 3 plus line 4c	5	406,926
6	Deduction from distributable amount (see page 20 of the instructions)	6	
7	Distributable amount as adjusted (line 5 minus line 6). (Also enter in Part XIII, line 1.)	7	406,926

**Part XII Qualifying Distributions**

(see page 20 of the 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	1,419,847
	b Program-related investments - total of lines 1-3 of Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
	a Suitability test (prior IRS approval required)	3a	
	b Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions (add lines 1a through 3b). (Enter in Part V, line 8, and Part XIII, line 4)	4	1,419,847
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b (see page 21 of the instructions)	5	10,199
6	Adjusted qualifying distributions (line 4 minus line 5)	6	1,409,648

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 page 21 of the instructions)

	(a) Corpus	(b) Years prior to 1998	(c) 1998	(d) 1999
<b>1</b> Distributable amount for 1999 from Part XI, line 7				N/A
<b>2</b> Undistributed income as of the end of 1998:				
<b>a</b> Enter amount for 1998 only				
<b>b</b> Total for prior years: 19__ 19__ 19__				
<b>3</b> Excess distributions carryover, if any, to 1999:				
<b>a</b> From 1994				
<b>b</b> From 1995				
<b>c</b> From 1996				
<b>d</b> From 1997				
<b>e</b> From 1998				
<b>f</b> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 1999 from Part XII, line 4: \$ 1,419,847				
<b>a</b> Applied to 1998, 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)				
<b>d</b> Applied to 1999 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 1999. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add 3f, 4c, and 4e. Subtract line 5	0			
<b>b</b> Prior years' undistributed income (line 2b minus line 4b)		0		
<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		0		
<b>e</b> Undistributed income for 1998 (line 2a minus line 4a). Taxable amount			0	
<b>f</b> Undistributed income for 1999 (line 1 minus lines 4d and 5). This amount must be distributed in 2000				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 1994 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2000 (line 6a minus lines 7 and 8)	0			
<b>10</b> Analysis of line 9:				
<b>a</b> From 1995				
<b>b</b> From 1996				
<b>c</b> From 1997				
<b>d</b> From 1998				
<b>e</b> From 1999				



**Part XIV Private Operating Foundations** (see page 22 of the 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 1999, 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)

	Tax Year		Prior 3 years		(e) Total
	(a) 1999	(b) 1998	(c) 1997	(d) 1996	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities (line 2c minus line 2d)	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**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 instr.)**

**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).)

LOVETT C. & RUTH PETERS

- 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 if the  organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., (see page 22 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

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

Recipient	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> Paid during the year				
see attached listing			All contributions support innovative programs of certain 501(C) organizations furthering individual liberties and market principles.	1,297,397
<b>Total</b>			<b>3a</b>	1,297,397
<b>b</b> Approved for future payment				
see attached listing			All contributions support innovative programs of certain 501(C) organizations furthering individual liberties and market principles.	122,450
<b>Total</b>			<b>3b</b>	122,450





COPY

Form 2758

Application for Extension of Time To File
Certain Excise, Income, Information, and Other Returns

OMB No. 1545-0148

(Rev. June 1998)
Department of the Treasury
Internal Revenue Service

File a separate application for each return.

Name: RUTH & LOVETT PETERS FOUNDATION
Employer ID number: 04-6748820
Address: 81 OLD ORCHARD ROAD, CHESTNUT HILL, MA 02167

Note: Corporate income tax return filers must use Form 7004 to request an extension of time to file. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

1 I request an extension of time until 8/15/00, to file (check only one):
Form 706-GS(D)
Form 706-GS(T)
Form 990 or 990-EZ
Form 990-BL
[X] Form 990-PF
Form 990-T (401a/408a trust)
Form 990-T (trust not above)
Form 1041 (estate)
Form 1041-A
Form 1042
Form 1120-ND (4951)
Form 3520-A
Form 4720
Form 5227
Form 6069
Form 8612
Form 8613
Form 8725
Form 8804
Form 8831

If the organization does not have an office or place of business in the United States, check this box

2a For calendar year 1999, or other tax year beginning and ending
b If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period
3 Has an extension of time to file been previously granted for this tax year? Yes, No [X]

4 State in detail why you need the extension
STILL IN THE PROCESS OF CONFIRMING THE YEAR-END ACCOUNT BALANCES AND RECONCILING THE ANNUAL INVESTMENT INCOME AND CAPITAL GAINS TRANSACTIONS.

5a If this form is for Form 706-GS(D), 706-GS(T), 990-BL, 990-PF, 990-T, 1041 (estate), 1042, 1120-ND, 4720, 6069, 8612, 8613, 8725, 8804, or 8831, enter the tentative tax, less any nonrefundable credits \$ 10.000
b If this form is for Form 990-PF, 990-T, 1041 (estate), 1042, or 8804, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 21.964
c Balance due. Subtract line 5b from line 5a. Include your payment with this form, or deposit with FTD coupon if required. See instructions \$ -11.964

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete; and that I am authorized to prepare this form.

Signature: Glenn Ricciardelli PC Title: TAX PREPARER Date: 5/12/00

FILE ORIGINAL AND ONE COPY. The IRS will show below whether or not your application is approved and will return copy.

Notice to Applicant - To Be Completed by the IRS

[X] We HAVE approved your application. Please attach this form to your return.
[ ] We HAVE NOT approved your application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of your return (including any prior extensions). This grace period is considered to be a valid extension-of time for elections otherwise required to be made on a timely return. Please attach this form to your return.
[ ] We HAVE NOT approved your application. After considering the reasons stated in item 4, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.
[ ] We cannot consider your application because it was filed after the due date of the return for which an extension was requested.
[ ] Other:

Director By Date

If you want a copy of this form to be returned to an address other than that shown above, please enter the address to which the copy should be sent

Name: GLENN RICCIARDELLI, P.C.
Address: 105 BEACH STREET, 3RD FLOOR, BOSTON, MA 02111

For Paperwork Reduction Act Notice, see back of form.

(HTA)

**SUMMARY of 1999 ACCOUNTING FEES and TAXES**

**#04-6748820**

Ruth & Lovett Peters Foundation - Chestnut Hill, Massachusetts

Fiscal Year Ended December 31, 1999

Payee/Description	Total Amount
<b><u>ACCOUNTING FEES:</u></b>	
Glenn Ricciardelli, P.C.	<u>\$1,000.00</u>
<hr/>	
<b><u>TAXES:</u></b>	
Federal 990PF	\$16,042.92
State PC Filing Fees	250.00
Foreign Income Taxes	<u>596.80</u>
Total 1999 Taxes	<u>\$16,889.72</u>

**SUMMARY of 1999 CONTRIBUTIONS**

#04-6748820

Ruth &amp; Lovett Peters Foundation - Chestnut Hill, Massachusetts

Year Ended December 31, 1999

Payee	Amount of Contribution	Payee	Amount of Contribution
<b><u>CONTRIBUTIONS PAID in 1999:</u></b>		<b><u>CONTRIBUTIONS PAID in 1999:</u> [continued]</b>	
Action for Children's Education	\$25,000.00	Morgan Memorial	100.00
Acton Institute	250.00	Museum of Fine Arts	335.00
American Council of Trustees & Alumni	1,000.00	Museum of Science	100.00
American Friends of I.E.A.	25,000.00	National Center for Policyholders	2,500.00
American Legislative Exchange Council	10,000.00	National Right to Work	250,000.00
American Red Cross	200.00	Nativity Preparatory	1,000.00
Americans for Tax Reform	5,000.00	Newton Historical	100.00
Arthritis Foundation	50.00	Nichols College	10,000.00
Association of Handicapped Artists, Inc.	29.00	Pacific Research Institute	70,000.00
Atlas Economic Research Foundation	10,000.00	Philanthropy Round Table	500.00
Barry Goldwater Institute	75,000.00	Phillips Academy	2,000.00
Bastiat Institute	7,000.00	Pioneer Institute	3,600.00
Beacon Hill Institute	800.00	Political Economy Research	750.00
Berry College	1,100.00	Public Service Research Foundation	500.00
Bingham Dana, LLP	1,250.00	Reach Foundation	25,000.00
Boston Symphony	100.00	Rose & Milton Friedman Foundation	25,000.00
Boston University	5,000.00	Salvation Army	5,000.00
Boy Scouts	5,000.00	Smith College	3,000.00
Boys & Girls Club	100.00	Smoke, Fire & Burn Institute	250.00
Buckeye Institute	5,000.00	Social Philosophy & Policy Foundation	5,000.00
C. Media	250.00	Special Olympics	50.00
Capital Research	88,500.00	St. Andrews Church	500.00
Cato Institute	3,000.00	Thompson's Island	200.00
Center of the American Experiment	25,000.00	Trustees of Reservations	200.00
Charles River Association	200.00	United Way	1,000.00
Chestnut Hill Garden Club	300.00	Vermont Public Television	25,000.00
Children First Foundation	250.00	W.G.B.H.	200.00
Church of the Redeemer	1,600.00	Washington Cathedral	25.00
Citizens for Economic Research	10,000.00	Wildwood Cemetery	100.00
Citizens United for Chester Schools	2,000.00	Winsor School	50.00
Claremont Institute	5,000.00	Worcester County Horticultural Society	100.00
Coalition for Children	125,000.00	Yale University	1,000.00
Eastern Paralyzed Veterans	25.00	Youthbuild	1,000.00
Educational Policy Institute	25,000.00	Subtotal	<u>1,298,397.00</u>
Evergreen Freedom Foundation	81,668.00		
Federalist Society	1,000.00	<b><u>CONDITIONALLY PLEDGED as of 12/31/99:</u></b>	
Federated Church	250.00	Arnold Arboretum	200.00
Foundation for Economic Education	85,000.00	Church of the Redeemer	10,000.00
Four Winds Foundation	1,000.00	Countway Library	1,000.00
Garden Club of America	35.00	Easter Seals	50.00
Globe Santa	300.00	Evergreen Freedom Foundation	50,000.00
Heritage Foundation	10,000.00	Grotonwood/Oceanwood	100.00
Institute for Justice	25,000.00	Middlesex School	100.00
Intercollegiate Studies	2,000.00	National Center for A.A. Artists	10,000.00
James Madison Institute	91,130.00	Wisconsin Public Policy Institute	50,000.00
Kennedy School	250.00	Subtotal	<u>121,450.00</u>
Landmark Legal Foundation	100,000.00		
Manhattan Institute	3,000.00	<b>TOTAL 1999 CONTRIBUTIONS</b>	<b>\$1,419,847.00</b>
Martha's Vineyard Hospital	100.00		
Massachusetts Horticultural Society	50.00		
MA Society for Prevention of Cruelty	250.00		
Melville Arrowhead	200.00		

Date: 8/14/00

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1999 Contributions

**1999 YEAR-END SECURITIES AT MARKET VALUE****#04-6748820**

Ruth &amp; Lovett Peters Foundation - Chestnut Hill, Massachusetts

Fiscal Year Ended December 31, 1999

Name/Description	Quantity	Price	Total Amount
<b><i>SALOMON SMITH BARNEY #713-01017 - Stocks and Money Market Fund:</i></b>			
Advent Software, Inc.	422.0	\$64.44	\$27,192.84
Affiliated Computer Services, Inc.	295.0	46.00	13,570.00
Affiliated Managers Group	730.0	40.44	29,519.74
Affymetrix, Inc.	100.0	169.69	16,968.80
Alpharma, Inc.	390.0	30.75	11,992.50
Anadigics, Inc.	755.0	47.19	35,626.94
Antec Corp.	550.0	36.50	20,075.00
Apex, Inc.	710.0	32.25	22,897.50
Applied Graphics Technologies	550.0	8.63	4,743.75
Applied Microcircuits Corp.	85.0	127.25	10,816.25
Aspect Development, Inc.	390.0	68.50	26,715.00
Avant Corp.	840.0	15.00	12,600.00
AVX Corporation	720.0	49.94	35,955.36
Barr Laboratories, Inc.	480.0	31.38	15,060.00
Burr-Brown Corp.	1,657.0	36.13	59,859.13
Caliper Technologies Corp.	225.0	66.75	15,018.75
Capital Senior Living Corp.	965.0	5.06	4,885.80
Careinsite, Inc.	190.0	80.50	15,295.00
Carey International, Inc.	485.0	24.38	11,821.88
CBT Group Pub., Ltd.	515.0	33.50	17,252.50
Cognex Corp.	845.0	39.00	32,955.00
Commerce Bancorp, Inc.	210.0	40.44	8,491.98
Concord Communications, Inc.	150.0	44.38	6,656.26
Copper Mountain Networks, Inc.	200.0	48.75	9,750.00
Cornell Corrections	465.0	8.38	3,894.38
Corporate Executive Brd. Co.	250.0	55.88	13,968.76
Correctional Properties Trust	850.0	12.25	10,412.50
Costar Group, Inc.	520.0	35.88	18,655.02
Credence Systems Corp.	565.0	86.50	48,872.50
Cross Timbers Oil Co.	1,615.0	9.06	14,636.76
CSG Systems International, Inc.	700.0	39.88	27,912.50
Cumulus Media, Inc.	420.0	50.75	21,315.00
CYTYC Corp.	95.0	61.06	5,800.99
Devry, Inc.	880.0	18.75	16,500.00
Doubleclick, Inc.	204.0	253.06	51,624.85
Dura Pharmaceuticals, Inc.	795.0	13.94	11,080.71
E-Greetings Network, Inc.	200.0	10.13	2,025.00
Engage Technologies, Inc.	560.0	60.00	33,600.00
Exar Corp.	205.0	58.88	12,069.38
Expeditors Int'l. of Wash., Inc.	275.0	43.81	12,048.58
Forrester Research, Inc.	220.0	68.88	15,152.52
General Semiconductor, Inc.	2,180.0	14.19	30,929.84
Hadco Corp.	270.0	51.00	13,770.00
Hanger Orthopedic Group, Inc.	325.0	10.00	3,250.00

Date: 8/14/00

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1999 Y/E Securities



**1999 YEAR-END SECURITIES AT MARKET VALUE****#04-6748820**

Ruth &amp; Lovett Peters Foundation - Chestnut Hill, Massachusetts

Fiscal Year Ended December 31, 1999

Name/Description	Quantity	Price	Total Amount
<b><i>SALOMON SMITH BARNEY #713-01017 - Stocks and Money Market Fund:</i></b> [continued]			
Harris Interactive, Inc.	405.0	13.06	5,290.52
HNC Software, Inc.	160.0	105.75	16,920.00
Illuminet Holdings, Inc.	110.0	55.00	6,050.00
Inet Technologies, Inc.	205.0	69.88	14,324.38
Information Holdings, Inc.	625.0	29.06	18,164.38
Infousa, Inc.	1,055.0	13.94	14,704.59
Insight Communications Co.	425.0	29.63	12,590.63
Insignia Financial Group, Inc.	685.0	8.69	5,951.28
ISS Group, Inc.	510.0	71.13	36,273.77
ITT Educational Services, Inc.	865.0	15.44	13,353.87
Ivex Packaging Corp.	705.0	10.00	7,050.00
JDA Software Group, Inc.	465.0	16.38	7,614.38
Kemet Corp.	1,025.0	45.06	46,189.58
Kent Electronics Corp.	410.0	22.75	9,327.50
Lattice Semiconductor Corp.	280.0	47.13	13,195.00
Learning Tree International, Inc.	430.0	28.00	12,040.00
Medicalogic, Inc.	180.0	21.00	3,780.00
Memberworks, Inc.	1,270.0	33.19	42,148.76
Metamor Worldwide, Inc.	640.0	29.13	18,640.01
Metris Companies, Inc.	750.0	35.69	26,766.00
Microchip Technology, Inc.	435.0	68.44	29,770.53
Modis Professional Services, Inc.	1,530.0	14.25	21,802.50
MP3.com, Inc.	115.0	31.69	3,644.12
MSC Industrial Direct Co.	230.0	13.25	3,047.50
National Equipment Services, Inc.	865.0	6.25	5,406.25
Network Access Solutions Corp.	180.0	33.00	5,940.00
NFO Worldwide, Inc.	565.0	22.38	12,641.88
Nova Corporation	1,515.0	31.56	47,817.97
Omnicare, Inc.	1,415.0	12.00	16,980.00
Orbotech, Ltd.	157.0	77.50	12,167.50
Penton Media, Inc.	120.0	24.00	2,880.00
Performance Food Group Co.	560.0	24.38	13,650.00
Personnel Group of America, Inc.	1,835.0	10.25	18,808.75
Photon Dynamics, Inc.	260.0	38.75	10,075.00
PMC Sierra, Inc.	125.0	160.31	20,039.13
Pogo Producing Co.	520.0	20.38	10,595.00
Premier Parks, Inc.	1,350.0	28.88	38,981.25
Prepaid Legal Services, Inc.	420.0	24.00	10,080.00
Pride International, Inc.	510.0	14.63	7,458.76
Primark Corp.	555.0	27.81	15,436.22
Priority Healthcare Corp.	415.0	28.94	12,009.27
Profit Recovery Group Int'l.	407.0	26.56	10,811.14
Provantage Health Services, Inc.	375.0	8.94	3,351.75
Province Healthcare Co.	725.0	19.00	13,775.00

Date: 8/14/00

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1999 Y/E Securities

**1999 YEAR-END SECURITIES AT MARKET VALUE****#04-6748820**

Ruth &amp; Lovett Peters Foundation - Chestnut Hill, Massachusetts

Fiscal Year Ended December 31, 1999

Name/Description	Quantity	Price	Total Amount
<b><i>SALOMON SMITH BARNEY #713-01017 - Stocks and Money Market Fund:</i></b> [continued]			
PSS World Medical, Inc.	2,405.0	9.44	22,698.39
QLT Phototherapeutics, Inc.	180.0	58.75	10,575.00
Rent-A-Center, Inc.	390.0	19.81	7,727.08
Ritchie Bros. Auctioneers	325.0	27.75	9,018.75
S.M.&A. Corporation	870.0	6.13	5,328.75
SBS Broadcasting	325.0	48.69	15,823.60
Schein Pharmaceutical, Inc.	285.0	12.13	3,455.63
Sitel Corp.	900.0	7.00	6,300.00
Structural Dynamics Resh. Corp.	1,570.0	12.75	20,017.50
Sungard Data Systems, Inc.	795.0	23.75	18,881.25
Tekelec Co.	660.0	22.50	14,850.00
Telespectrum Worlwide, Inc.	305.0	7.13	2,173.13
THQ, Inc.	330.0	23.19	7,652.04
Total Renal Care Holdings, Inc.	1,920.0	6.69	12,840.96
Transwitch Corp.	100.0	72.56	7,256.30
Ucar International, Inc.	1,035.0	17.81	18,436.46
US Foodservice	2,205.0	16.75	36,933.75
Veeco Instruments, Inc.	330.0	46.81	15,448.29
Verticalnet, Inc.	95.0	164.00	15,580.00
Visio Corp.	510.0	47.50	24,225.00
Visual Networks, Inc.	145.0	79.25	11,491.25
Zebra Technologies, Inc.	645.0	58.50	37,732.50
SB Money Funds Cash Port CL A	40,767.9	1.00	40,767.88
Subtotal	<u>107,529.9</u>		<u>1,875,996.95</u>

***SALOMON SMITH BARNEY #713-01018 - Stocks and Money Market Fund:***

Abbott Laboratories	1,040.0	36.31	37,765.53
Aetna, Inc.	195.0	55.81	10,883.54
American General Corp.	200.0	75.88	15,175.01
American International Group, Inc.	190.0	108.13	20,543.75
Bank of America Corp.	885.0	50.19	44,416.38
Bell Atlantic Corp.	535.0	61.56	32,936.21
Cabletron Systems, Inc.	47.0	26.00	1,222.00
Cendant Corp.	1,005.0	26.56	26,695.83
Chase Manhattan Corp.	575.0	77.69	44,670.60
Columbia/HCA Healthcare	1,345.0	29.31	39,425.99
Computer Associates Int'l., Inc.	370.0	69.94	25,877.06
Compuware Corp.	903.0	37.25	33,636.75
Conoco, Inc.	889.0	24.88	22,113.88
Deere & Co.	315.0	43.38	13,663.13
Delphi Automotive Systems Corp.	1,535.0	15.75	24,176.25
Dow Chemical Co.	255.0	133.63	34,074.38
Duke Energy Corp.	455.0	50.13	22,806.88
E.I. Du Pont De Nemours & Co.	374.0	65.88	24,637.26

Date: 8/14/00

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1999 Y/E Securities

**1999 YEAR-END SECURITIES AT MARKET VALUE****#04-6748820**

Ruth &amp; Lovett Peters Foundation - Chestnut Hill, Massachusetts

Fiscal Year Ended December 31, 1999

Name/Description	Quantity	Price	Total Amount
<b><u>SALOMON SMITH BARNEY #713-01018 - Stocks and Money Market Fund:</u></b> [continued]			
Eaton Corp.	170.0	72.63	12,346.26
Edison International	865.0	26.19	22,652.62
Electronic Data Systems Corp.	360.0	66.94	24,097.68
Exxon Mobil Corp.	468.0	80.56	37,703.48
Federal National Mortgage Assn.	360.0	62.44	22,477.68
Federated Department Stores	615.0	50.56	31,096.25
Fleet Boston Financial Corp.	905.0	34.81	31,505.77
Georgia Pacific Corp.	305.0	50.75	15,478.75
Hewlett Packard Co.	390.0	113.75	44,362.50
Int'l. Business Machines Corp.	480.0	107.88	51,780.00
Kimberly Clark Corp.	660.0	65.44	43,189.08
Koninklijke Philips Electronics	450.0	124.20	55,890.00
Morgan Stanley Dean Witter Co.	150.0	142.75	21,412.50
News Corp. Ltd.	450.0	33.44	15,047.10
Nike, Inc.	405.0	49.56	20,073.03
Pharmacia & UpJohn, Inc.	475.0	45.00	21,375.00
Philip Morris Cos., Inc.	455.0	23.00	10,465.00
Southwest Airlines Co.	700.0	16.13	11,287.50
Tosco Corporation	915.0	27.19	24,877.02
Total SA	418.0	69.25	28,946.50
TransOcean Offshore, Inc.	560.0	33.69	18,865.28
Tricon Global Restaurants, Inc.	550.0	38.63	21,243.75
Tyco International, Ltd.	440.0	39.00	17,160.00
Union Pacific Corp.	560.0	43.69	24,465.28
United Technologies Corp.	690.0	65.00	44,850.00
Unocal Corp.	330.0	33.56	11,075.79
Walt Disney Holding Co.	900.0	29.25	26,325.00
Washington Mutual, Inc.	650.0	25.88	16,818.75
Waste Management, Inc.	900.0	17.19	15,469.20
\$B Money Funds Cash Port CL A	59,855.9	1.00	59,855.94
Subtotal	86,544.9		1,276,913.14

**SALOMON SMITH BARNEY #713-16483 - Stocks and Money Market Fund:**

American International Group	1,875.0	108.13	202,734.38
Applied Materials, Inc.	2,000.0	126.69	253,376.00
Capital One Financial	4,000.0	48.19	192,752.00
Ciena Corporation	4,000.0	57.50	230,000.00
Cisco Systems, Inc.	4,600.0	107.13	492,775.00
Citigroup	3,000.0	55.69	167,064.00
EMC Corp.	3,500.0	109.25	382,375.00
Fannie Mae	2,000.0	62.44	124,876.00
Gap, Inc.	5,000.0	46.00	230,000.00
Guidant Corp.	2,800.0	47.00	131,600.00
MCI Worldcom, Inc.	2,000.0	79.59	159,189.00

Date: 8/14/00

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1999 Y/E Securities

**1999 YEAR-END SECURITIES AT MARKET VALUE****#04-6748820**

Ruth &amp; Lovett Peters Foundation - Chestnut Hill, Massachusetts

Fiscal Year Ended December 31, 1999

Name/Description	Quantity	Price	Total Amount
<b><u>SALOMON SMITH BARNEY #713-16483 - Stocks and Money Market Fund:</u></b> [continued]			
Microsoft Corp.	2,000.0	116.75	233,500.00
Nabors Inds, Inc.	7,000.0	30.94	216,566.00
Nokia Corp.	2,000.0	191.06	382,126.00
Qwest Communications	3,300.0	43.00	141,900.00
Tyco International LTD	2,000.0	39.00	78,000.00
Vodafone Group PLC	4,000.0	49.50	198,000.00
SB Money Funds Cash Port CL A	28,964.9	1.00	28,964.88
Subtotal	84,039.9		3,845,798.26
<b><u>SALOMON SMITH BARNEY #713-16487 - Mutual Funds and Money Market Fund:</u></b>			
Brandywine Funds	25,713.9	42.88	1,102,610.40
Total Account Balance as of 12/31/99			<u>\$8,101,318.75</u>