

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2000

Department of the Treasury
Internal Revenue Service

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

For calendar year **2000**, or tax year beginning **December 1**, 2000, and ending **November 30**, 2001

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of organization PEACOCK FOUNDATION, INC.		A Employer identification number 59 0999759
	Number and street (or P O box number if mail is not delivered to street address) 100 SE 2ND STREET	Room/suite 2370	B Telephone number (see page 10 of the instructions) (305) 373-1386
	City or town state and ZIP code MIAMI, FL 33131-2151		C If exemption application is pending check here <input type="checkbox"/> D 1 Foreign organizations check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 46,044,785.05		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	67649.17	67649.17		
	4 Dividends and interest from securities	1374837.89	1374837.89		
	5a Gross rents				
	b (Net rental income or (loss) <u>62799.99</u>)	(194640.03)			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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)	3315.21	3315.21			
12 Total Add lines 1 through 11	1340856.75	1535496.78	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	71166.66	28466.66		42700.00
	14 Other employee salaries and wages	82881.00	33152.40		49728.60
	15 Pension plans, employee benefits	38603.17	15441.27		23161.90
	16a Legal fees (attach schedule)	2627.15	2627.15		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	251734.68	251734.68		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	29843.41	18340.44		61.25
	19 Depreciation (attach schedule) and depletion	17196.58	17196.58		
	20 Other expenses (attach schedule)	20993.06	8397.22		12595.84
21 Travel, conferences and meetings	866.69			866.69	
22 Printing and publications	326.00			326.00	
23 Other expenses (attach schedule)	36038.69	15968.49		20070.20	
24 Total operating and administrative expenses (from lines 13 through 23)	552277.09	391324.89		149510.48	
25 Contributions, gifts, grants paid	2214350.00			2214350.00	
26 Total expenses and disbursements. Add lines 24 and 25	2766627.09	391324.89		2363860.48	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(1425770.34)				
b Net investment income (if negative, enter -0-)		1144171.89			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	60334.63	170465.02	170465.00
	2 Savings and temporary cash investments	4316133.88	4587245.87	4587246.00
	3 Accounts receivable ▶ 10525.80			
	Less allowance for doubtful accounts ▶ -0-		10525.80	10526.00
	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 page 15 of the 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	4717.86	6874.18	6874.00
	10a Investments—U S and state government obligations (attach schedule)	13020415.62	8844435.79	9406549.79
	b Investments—corporate stock (attach schedule)	24619795.82	25497854.26	27036676.96
	c Investments—corporate bonds (attach schedule)	2135411.23	3432625.23	3555612.30
	11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶	913879.85	912349.85	1100000.00	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	142055.65	142055.65	153386.00	
14 Land, buildings, and equipment basis ▶ 115072.72				
Less accumulated depreciation (attach schedule) ▶ 102885.21	27288.10	12187.51	12188.00	
15 Other assets (describe ▶ Sundry Deposits)	5261.00	5261.00	5261.00	
16 Total assets (to be completed by all filers—see page 16 of the instructions Also, see page 1, item l)	45245293.64	43621880.16	46044785.05	
Liabilities	17 Accounts payable and accrued expenses	213347.11	15703.97	
	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)	213347.11	15703.97	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	44292401.02	44097760.99	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	739545.51	(491584.80)	
30 Total net assets or fund balances (see page 17 of the instructions)	45031946.53	43606176.19		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	45245293.64	43621880.16		

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	45031946.53
2 Enter amount from Part I, line 27a	2	(1425770.34)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	43606176.19
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	43606176.19

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g. real estate, 2-story brick warehouse or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	"See Attached Schedule"			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))	
(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		
a			(194640.03)	
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	(194640.03)
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the 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 18 of 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))
1999	2465518.73	52015488.00	0.0473997
1998	1912869.66	49104914.00	0.0389548
1997	2605268.37	44153739.00	0.0590045
1996	2235461.64	39163537.00	0.0570802
1995	821811.12	34647227.00	0.0237194

2	Total of line 1, column (d)	2	0.2261585
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	0.0452317
4	Enter the net value of noncharitable-use assets for 2000 from Part X, line 5	4	47670365.00
5	Multiply line 4 by line 3	5	2156211.66
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11441.72
7	Add lines 5 and 6	7	2167653.38
8	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 18	8	2363860.48

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter (attach copy of ruling letter if necessary—see instructions)			
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	11441	72
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0	00
3	Add lines 1 and 2	3	11441	72
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0	00
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	11441	72
6	Credits/Payments			
a	2000 estimated tax payments and 1999 overpayment credited to 2000	6a	21967	52
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	21967	52
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0	00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	00
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10525	80
11	Enter the amount of line 10 to be Credited to 2001 estimated tax ▶ 10525.80 Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
<i>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</i>		
c		X
d		
e		
2		X
3		X
4a		X
b	N/A	
5		X
6	X	
7	X	
8a		
b	X	
9		X
10		X
11	X	

12 The books are in care of ▶ **Barbara A. Rickard** Telephone no ▶ **(305)373-1386**
 Located at ▶ **100 SE 2nd St., Suite 2370, Miami, Florida** ZIP+4 ▶ **33131-2151**

13 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 ▶ **13** | N/A

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 organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" 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"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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"/> Yes <input checked="" 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"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c 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 2000?	1c	X
2 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))		
a At the end of tax year 2000, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2000? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 19 .. , 19 .. , 19 ... , 19 .. .		
b Are there any years listed in 2a for which the organization 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 page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 19 ... , 19 ... , 19 .. , 19 ..		
3a 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"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2000 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 2000)	3b	N/A
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2000?	4b	X
5a 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"/> Yes <input checked="" 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"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" 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"/> Yes <input checked="" 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"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	N/A
c 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"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870	6b	

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 page 20 of the 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
Barbara A. Rickard 100 SE 2nd St., #2370, Miami, FL	President/Treas. Exec. Director	71666.66	-0-	-0-
Thomas R. Post 901 NE 2nd Ave., Miami, FL 33132	V. President/ Director	-0-	-0-	-0-
Peter Houghton 2525 SW 3rd Ave., #306, Miami, FL	Secretary/ Director	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1—see page 21 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 and deferred compensation	(e) Expense account, other allowances
Joelle Helstein 100 SE 2nd St., #2370, Miami, FL 33131	Asst. Director 40 Hours	56504.00		

Total number of other employees paid over \$50,000 ▶ 1

3 Five highest-paid independent contractors for professional services—(see page 21 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
"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 page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 "N/A"	
2	
All other program-related investments See page 22 of the instructions	
3	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 22 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	42981136.00
b Average of monthly cash balances	1b	4239921.00
c Fair market value of all other assets (see page 23 of the instructions)	1c	1175252.00
d Total (add lines 1a, b, and c)	1d	48396310.00
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	0.00
3 Subtract line 2 from line 1d	3	48396310.00
4 Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see page 23 of the instructions)	4	725945.00
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47670365.00
6 Minimum investment return. Enter 5% of line 5	6	2383518.00

Part XI Distributable Amount (see page 23 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	2383518.00
2a Tax on investment income for 2000 from Part VI, line 5	2a	11441.72	
b Income tax for 2000 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		11441.72
3 Distributable amount before adjustments Subtract line 2c from line 1	3		2372076.28
4a Recoveries of amounts treated as qualifying distributions	4a		
b Income distributions from section 4947(a)(2) trusts	4b		
c Add lines 4a and 4b	4c		0.00
5 Add lines 3 and 4c	5		2372076.28
6 Deduction from distributable amount (see page 23 of the instructions)	6		0.00
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		2372076.28

Part XII Qualifying Distributions (see page 24 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	2363860.48
b Program-related investments—total of lines 1-3 of Part IX-B	1b	0.00
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.00
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.00
b Cash distribution test (attach the required schedule)	3b	0.00
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2363860.48
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 24 of the instructions)	5	11441.72
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	2352418.76

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 24 of the instructions)

		(a) Corpus	(b) Years prior to 1999	(c) 1999	(d) 2000
1	Distributable amount for 2000 from Part XI, line 7				2372076.28
2	Undistributed income, if any, as of the end of 1999				
a	Enter amount for 1999 only			1269309.51	
b	Total for prior years 19 ____, 19 ____, 19 ____		-0-		
3	Excess distributions carryover, if any, to 2000				
a	From 1995				
b	From 1996				
c	From 1997				
d	From 1998				
e	From 1999				
f	Total of lines 3a through e	-0-			
4	Qualifying distributions for 2000 from Part XII, line 4 ▶ \$ <u>2363860.48</u>				
a	Applied to 1999, but not more than line 2a			1269309.51	
b	Applied to undistributed income of prior years (Election required—see page 25 of the instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see page 25 of the instructions)	-0-			
d	Applied to 2000 distributable amount				1094550.97
e	Remaining amount distributed out of corpus	-0-			
5	Excess distributions carryover applied to 2000 (If an amount appears in column (d), the same amount must be shown in column (a))	-0-			-0-
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	-0-			
b	Prior years' undistributed income Subtract line 4b from line 2b		-0-		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d	Subtract line 6c from line 6b Taxable amount—see page 25 of the instructions		-0-		
e	Undistributed income for 1999 Subtract line 4a from line 2a Taxable amount—see page 25 of the instructions			-0-	
f	Undistributed income for 2000 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2001				1277525.31
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	-0-			
8	Excess distributions carryover from 1995 not applied on line 5 or line 7 (see page 25 of the instructions)	-0-			
9	Excess distributions carryover to 2001. Subtract lines 7 and 8 from line 6a	-0-			
10	Analysis of line 9				
a	Excess from 1996	-0-			
b	Excess from 1997	-0-			
c	Excess from 1998	-0-			
d	Excess from 1999	-0-			
e	Excess from 2000	-0-			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) **N/A**

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2000, 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) 2000	(b) 1999	(c) 1998	(d) 1997	
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 organization had \$5,000 or more in assets at any time during the year—see page 26 of the instructions.)

- 1 Information Regarding Foundation Managers**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
- "NONE"**

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- "NONE"**

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
- Check here if the 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 26 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
- Barbara a. Rickard, Peacock Foundation, Inc.**
100 SE 2nd St., Suite 2370, Miami, FL 33131-2151, Telephone: (305)373-1386

- b** The form in which applications should be submitted and information and materials they should include
- "See Attached Statement"**

- c** Any submission deadlines
- "NONE"**

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

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
<p>a <i>Paid during the year</i></p> <p>"See Schedule Attached"</p>	<p>No Grants made to Individuals</p>			<p>2214350.00</p>
<p>Total</p>				<p>▶ 3a 2214350.00</p>
<p>b <i>Approved for future payment</i></p> <p>"NONE"</p>				
<p>Total</p>				<p>▶ 3b -0-</p>

Part I, Line 11 - Other Income

Dade County, 2000 Real Property Tax Reduction	3,242 14	
Fla Dept of Revenue, Sales Tax collection allowance	67 07	
Returned Check Fee	6 00	
Total - Part I, Line 11, Column (a)		3,315.21

Part I - Operating and Administrative Expense

	TOTAL (a)	Time Basis Allocation % (b) (d)		Net Investment Income (b)	Disbursements for Charitable Purposes (d)
13 Compensation of officers, directors	71,166 66	40%	60%	28,466 66	42,700 00
14 Other Employee Salaries & Wages	82,881 00	40%	60%	33,152 40	49,728 60
15 Pension Plans, employee Benefits	38,603 17	40%	60%	15,441 27	23,161 90
16a Legal Fees (schedule attached)	2,627 15	100%		2,627 15	-
c Other Professional Fees (schedule attached)	251,734 68	100%		251,734 68	-
18 Taxes (schedule attached)	29,843 41			18,340 44	61 25
19 Depreciation (schedule attached)	17,196 58	100%		17,196 58	-
20 Occupancy	20,993 06	40%	60%	8,397 22	12,595 84
21 Travel Conferences & Mtgs	866 69		100%	-	866 69
22 Printing & Publications	326 00		100%	-	326 00
23 Other Expenses (schedule attached)	36,038 69			15,968 49	20,070 20
Total Operating & Administrative Expenses	552,277 09			391,324 89	149,510 48

Part I, Line 16

(a) Legal fees		
L19B106, 2001 Prop Tax Petition Filing Fee	20 00	
T&12, 2001 Prop Tax Petition Filing Fee	20 00	
L19B106, Rental Lease - Attorney Consultation Fee	1,461 50	
L19B106, 2001 Prop Tax Reduction Commission	1,045 65	
T&12, 2000 Property Tax Reduction Commission	80 00	
Total - Part I, Line 16a		2,627.15
(c) Other professional fees		
Bank Charges	25 00	
Property & Fine Arts Appraisal Fee	3,550 00	
Investment Management Fees	248,159 68	
Total - Part I, Line 16c		251,734 68

Part I, Line 18 - Taxes

Excise Tax on Investment Income	11,441 72	
Florida Non-Profit Annual Report Tax	61 25	
Real Property Tax, L19B106	15,045 18	
Real Property Tax, T&12	3,133 21	
Personal Property Tax	162 05	
Total - Part I, Line 18		29,843.41

Part I, Line 19 - Depreciation Schedule:

Description of Property	Date Acquired	Cost	Prior Years' Depreciation	Method	Useful Life	Depreciation For This Year
Furniture & Fixtures:						
Office Designs/Off Furn/Install/Off Accs/Drape Material	Jul-95	48,978 03	37,899 70	SL	7	6,996 84
Partner Plus Phone System	Aug-95	3,827 65	3,827 65	SL	5	-
Hendredon Display Cabinet	Aug-95	4,625 00	3,523 80	SL	7	660 72
Storage Cabinet	Aug-95	99 99	99 99	SL	5	-
Neoclasis Table, printer Stand, Mini Lap Desk, Box	Aug-95	649 00	494 40	SL	7	92 76
Audio System (Equipment/Installation)	Aug-95	2,152 80	2,152 80	SL	5	-
Labor/Hardware install Office Drapes	Aug-95	801 00	610 20	SL	7	114 48
Office/Kitchen Furnishings	Aug-95	141 43	141 43	SL	5	-
Material, Table Linen, Easels	Oct-95	101 69	101 69	SL	5	-
Security System	Nov-95	2,345 00	2,345 00	SL	5	-
Office Furn/Smith Metal	Feb-96	459 39	317 17	SL	7	65 64
Partner Mail VS (System/Srvc/Install)	Jun-97	3,900 57	2,730 39	SL	5	780 12
Order 96192, Office Additions/Chair	Jul-97	7,360 07	3,592 41	SL	7	1,051 44
Printer Stand for HP5 Laser	Sep-97	99 00	45 90	SL	7	14 16
Water Heater/Installed	Nov-97	239 63	105 68	SL	7	34 20
Chairmats, 66x60/48x60/54x60	May-98	502 44	259 71	SL	5	100 44
12" B&W CCTV Monitor & Installation	Jul-98	375 00	181 25	SL	5	75 00
Credenza	Apr-00	1,964 85	187 21	SL	7	280 68
Total Furniture & Fixtures		78,622 54	58,616 38			10,266 48
Equipment:						
Flatware/Housewares	Oct-95	343 43	343 43	SL	5	-
Vacuum Cleaner/Refrigrator/Microwave/Color TV/VCR/Phone/Answering	Oct-95	1,647 81	1,647 81	SL	5	-
Typewriter, calculator, stool, ect	Oct-95	1,922 77	1,922 77	SL	5	-
HandVac and Tri-Step Ladder	Oct-95	90 39	90 39	SL	5	-
Riverside Grants Management Software	Feb-97	5,515 00	5,515 00	SL	3	-
Computer Equipment	Feb-97	22,421 00	17,189 48	SL	5	4,484 16
Award System Upgrade	Mar-98	415 00	380 41	SL	3	34 59
Upgrades Norton/Windows 95 Pro	Mar-98	476 00	436 34	SL	3	39 66
Jazz Drive & Disks	Mar-98	676 00	371 71	SL	5	135 24
Memory Upgrades for PC's	Aug-98	490 00	228 56	SL	5	98 04
Upgrades Win98, Off2000, Quickbooks99	Dec-99	798 85	266 29	SL	3	266 28
Upgrade Modems/1 Motorola, 3 US Robotics	Dec-99	631 00	126 04	SL	5	126 24
4 Ethernet/10base2 Smart Cards	Dec-99	168 00	33 60	SL	5	33 60
Upgrade Norton Anti-Virus	Dec-99	59 00	19 64	SL	3	19 68
FAX Machine & Calculator	Apr-00	229 94	30 78	SL	5	45 96
Computer Monitor (JH)	Dec-00	207 00	-	SL	5	41 40
Ethernet 8 port 10 base	Dec-00	289 00	-	SL	5	57 64
Upgrade - Quickbooks 2001	Mar-01	69 99	-	SL	3	17 61
Total Equipment		36,450 18	28,602 25			5,400 10
Building:						
Building, 1200-04 SW 8th Street	Dec-95	59,667 00	7,525 15	SL	39	1,530 00
Part I, Line 19 - Depreciation		174,739 72	94,743 78			17,196 58

Part I, Line 23 - Other Expenses:

	TOTAL (a)	Time Basis Allocation %		Net Investment Income (b)	Disbursements for Chantable Purposes (d)
		(b)	(d)		
Advertising - Publishing Annual Report Notice	225 00		100%	-	225 00
Board Meetings	919 26	40%	60%	367 70	551 56
Business Promotions	120 00	40%	60%	48 00	72 00
Consultant Fees	8,687 50	40%	60%	3,475 00	5,212 50
Membership Dues					
Association of Small Foundations	300 00		100%		300 00
Center for Florida's Children	1,000 00		100%		1,000 00
Council of Foundations	400 00		100%		400 00
The Donors Forum	500 00		100%		500 00
The Philanthropy Roundtable	500 00		100%	-	500 00
Insurance, Office	3,036 92	40%	60%	1,214 77	1,822 15
Insurance, Prop , - L19B106	1,019 43	100%		1,019 43	-
Insurance, Prop , - T&12	2,539 55	100%		2,539 55	
Internet Service Provider	109 45	40%	60%	43 78	65 67
Licenses	250 00	100%		250 00	
Office Expenses	1,323 98	40%	60%	529 59	794 39
Office Supplies	241 58	40%	60%	96 63	144 95
Parking Vendors	315 00	40%	60%	126 00	189 00
Postage	254 36	40%	60%	101 74	152 62
Rents Paid, Leased Equipment	2,507 47	40%	60%	1,002 99	1,504 48
Repairs and Maintenance, Equipment	5,594 92	40%	60%	2,237 97	3,356 95
Repairs and Maint , Rental Property	250 00	100%		250 00	
Site Visits	405 93		100%		405 93
Stationary and Printing	768 50	40%	60%	307 40	461 10
Sundry Expense	39 00	40%	60%	15 60	23 40
Sundry Expense, Rental Property	750 00	100%		750 00	
Telephone	3,980 84	40%	60%	1,592 34	2,388 50
Total - Part I, Line 23	36,038 69			15,968 49	20,070 20

Part II, Line 11 - Land & Building	Book Value	Acc Depreciation	NET
L19 B1k 106 No	790,000 00	-	790,000 00
L1 B1 Westmoreland, Land	71,738 00	-	71,738 00
L1 B1 Westmoreland, Building	59,667 00	9,055 15	50,611 85
Total - Part II, Line 11	921,405.00	9,055 15	912,349 85

Part II, Line 13 - Investments--Other	Book Value		Fair Market Value
Gold Coins	42,104 00		30,291 00
Debentures	78,000 00		78,000 00
Ceramics & Paintings	21,951 65		45,095 00
Total - Part II, Line 13	142,055 65	-	153,386 00

Part II, Line 14 - Land, building & equipment	Book Value	Acc Depreciation	NET
Office equipment	36,450 18	34,002 35	2,447 83
Office furniture and fixtures	78,622 54	68,882 86	9,739 68
Total - Part II, Line 14	115,072.72	102,885.21	12,187 51

Part II, Line 10 - Investments held at end of year

(a) INVESTMENTS---U.S. & State Government Obligations	# Shares	BOOK VALUE	MARKET VALUE
Hillsborough Cnty FI Ref 5 750% Mat 06/10/02	500,000	500,527 50	508,245 00
North Miami Fla Spl Oblig 7 200% Mat 07/01/12	200,000	198,502 50	215,692 00
NJ ECO DEV AU CAV 7 435 97 A Taxable 0 000% Mat 02/15/12	200,000	71,760 50	106,282 00
U S Treasury Note 5 7500% Mat 08/15/03	1,105,000	1,093,378 91	1,161,631 25
U S Treasury Note 7 2500% Mat 08/15/04	1,000,000	1,001,250 00	1,101,880 00
SBA 95-C 6 8750% Mat 09/01/05	763,799	763,798 22	818,937 64
SBA Ser SBIC 1996-10 C 7 59000% 09/10/06	956,941	956,941 10	1,052,194 90
FHLB Callable 5 500% Mat 09/06/06	250,000	250,002 50	255,900 00
U S Treasury Note 6 6250% Mat 05/15/07	1,000,000	1,022,502 50	1,114,690 00
FHLB - Callable 7 300% Mat 09/26/07	250,000	260,095 00	268,867 50
FHLB - Callable 6 040% Mat 12/26/08	500,000	513,752 50	518,830 00
FNMA MTN - Call 6 420% 03/09/09	400,000	401,902 10	421,108 00
FHLB - Callable 8 1300% 05/19/10	200,000	212,988 50	225,282 00
FHLB - Callable 6 500% 05/16/11	300,000	299,999 50	306,000 00
FNMA - Call 6 200% Mat 06/06/11	500,000	505,317 50	509,065 00
FNMA - Call 6 6250% Mat 07/11/11	500,000	500,002 50	513,520 00
FNMA MTN - Callable 6 820% Mat 08/15/12	100,000	102,080 50	102,505 00
FNMA MTN - Callable 6 820% Mat 08/15/12	100,000	101,002 50	102,505 00
U S Treasury Bond 8 0000% Mat 11/15/21	50,000	50,000 00	64,781 50
TOTAL - Part II, Line 10a		8,844,435 79	9,406,549.79

(b) INVESTMENTS---Corporate Stock:		BOOK VALUE	MARKET VALUE
Bessemer Trust Securities:			
Alcan Aluminum Ltd	8,000	302,266 90	288,000 00
Alcoa Inc	8,000	294,128 85	308,800 00
American Home Products	5,500	351,090 45	330,550 00
American Intl Group	4,500	398,286 36	370,800 00
Amgen Inc	5,500	220,957 50	365,365 00
Bed Bath & Beyond Inc	5,500	139,616 01	178,585 00
Best Buy Inc	3,500	166,176 40	249,865 00
Boston Scientific Corp	7,500	166,778 45	199,500 00
Brocade Comm Systems Inc	1,900	122,818 67	62,320 00
Caterpillar Inc	6,000	319,626 79	284,520 00
Chubb Corporation	2,000	149,981 27	140,120 00
Citigroup Inc	7,000	364,211 50	335,300 00
Clear Channel Commun Inc	5,500	359,169 55	257,015 00
Colgate-Palmolive Co	7,100	249,507 00	414,356 00
Comcast Cl A Spl (Non-Vtg)	6,500	283,950 25	247,000 00
Disney (Walt) Holding Co	8,000	149,171 35	163,760 00
Dow Chemical	11,000	392,672 11	412,500 00
Du Pont E I De nemours	7,000	316,674 30	310,380 00
Electronic Data Sys CP New	6,000	343,794 39	415,320 00
Federal Home Loan Mtg Corp	6,000	358,507 50	397,020 00
First Data Corp	5,000	364,800 00	366,200 00
General Electric	7,500	79,331 25	288,750 00
General Mills Inc	9,000	436,590 00	444,150 00
General Motors Corp	5,000	291,876 42	248,500 00
Genzyme Corp (Genl Div)	6,000	296,716 50	327,720 00
Home Depot	10,050	93,000 83	468,832 00
Household Int'l Corp	5,000	325,939 48	294,950 00
Illinois Tool Works Inc	5,000	324,205 40	306,750 00

Part II, Line 10 - Investments held at end of year

International Paper	9,500	351,002 30	379,525 00
Johnson & Johnson	7,000	391,533 39	407,750 00
Kohl's Corp	7,200	82,279 50	488,520 00
Kroger Co	5,500	134,540 84	139,260 00
Lockheed Martin Corp	5,000	223,938 25	232,250 00
Medtronic	4,000	35,287 50	189,120 00
Merrill Lynch & Co	5,000	330,054 74	250,450 00
Microsoft Corp	6,500	439,869 76	417,365 00
Minnesota Mining & Mfg	2,500	310,795 75	286,450 00
Nasdaq 100 Tr Sr I	5,000	206,620 00	198,250 00
Northrop Grumman Corp	2,500	236,555 57	234,700 00
Omnicom Group Inc	4,500	193,747 33	386,370 00
Pepsico, Inc	8,050	396,140 50	391,471 00
S&P 500 Dep Rcpts	8,000	1,121,722 10	912,400 00
St Paul Cos Inc	3,500	158,971 64	164,780 00
Target Corp	4,000	65,463 30	150,160 00
Tenet Healthcare Corp	3,500	211,652 45	210,000 00
TJX Companies Inc	4,500	154,833 15	169,605 00
Tyco Int'l Ltd New	7,000	404,035 82	411,600 00
Union Pacific Corp	5,500	313,605 49	302,775 00
Wal-Mart Stores Inc	9,500	431,804 65	523,925 00
Weyerhaeuser Co	4,500	279,037 75	237,825 00
First Union Securities.			
Abbott Laboratories	3,200	143,563 25	176,000 00
Air Products & Chemicals Inc	2,700	100,551 00	123,444 00
Alcoa, Inc	4,900	146,312 75	189,140 00
Anadarko Petroleum Corp	2,300	145,705 00	119,370 00
Applebees Intl Inc	3,300	50,464 00	110,022 00
Aptargroup Inc	3,200	83,588 50	104,960 00
Baldor Electric Company	4,400	88,499 00	90,288 00
Bel Fuse Inc	9,500	312,214 44	215,175 00
Belden Inc	5,500	135,670 00	119,350 00
Borg Warner Automotive	3,500	129,334 00	161,000 00
Cable Design Technologies Corp	11,000	218,151 53	136,070 00
Church & Dwight Inc	6,500	123,692 25	170,950 00
Claire's Stores Inc	5,900	113,626 75	84,370 00
Clarcor Inc	6,800	145,928 25	182,648 00
CVS Corp	5,300	131,182 50	142,835 00
Dentsply International Inc New	3,900	132,584 20	181,623 00
El Paso Energy Corp	2,100	125,063 50	93,450 00
Emerson Electric Co	2,400	154,509 25	129,744 00
Fleet Boston Financial Corp	1,700	63,024 00	62,475 00
Footstar Inc	2,000	68,878 95	61,800 00
Granite Construction Co	4,000	88,607 50	97,600 00
Heinz H J Co Common	1,800	70,977 00	68,616 00
Ingersoll-Rand Company	2,400	101,824 50	100,536 00
J P Morgan & Chase Co	1,600	66,151 50	60,352 00
Kennametal Inc Cap Stk	2,500	66,609 00	99,775 00
Kerr-Mc Gee Corporation	1,800	109,782 50	94,572 00
Kimberly-Clark Corp	1,700	99,127 25	98,889 00
Kla-Tencor Corp	3,600	180,667 75	180,828 00
Kroger Company Common	3,900	88,028 80	98,748 00

Part II, Line 10 - Investments held at end of year.

L T X Corporation	4,200	84,324 50	89,418 00
Lafarge Corp	5,900	141,405 00	216,117 00
Libbey Inc	4,100	127,103 00	135,300 00
Mack Cali Rlty Corp	1,900	56,627 50	55,670 00
Masco Corp	3,100	64,136 58	64,883 00
Merck & Co Inc	1,000	67,357 50	67,750 00
Newfield Exploration Company	4,000	149,875 50	123,600 00
Novellus Systems Inc	2,200	96,836 25	83,754 00
Outback Steakhouse Inc	5,900	146,162 50	183,608 00
Parker-Hannifin Corp	1,500	52,128 25	61,575 00
Polymedica Corp	4,000	118,177 47	92,000 00
Protective Life Corp	4,300	128,292 75	120,916 00
Questar Corp	7,000	165,073 00	162,820 00
Safeway Inc New	3,100	133,437 50	138,136 00
SBC Communications Corp Inc	3,200	138,660 25	119,616 00
Sealed Air Corp New	1,900	66,811 75	87,210 00
Technitrol Inc	2,500	92,904 00	60,250 00
Teleflex Incorporated	1,800	66,798 00	76,320 00
US Bancorp Del	4,427	73,813 53	84,024 46
Veeco Instruments Inc	2,500	66,572 50	82,277 50
Verizon Communications Com	3,300	148,974 75	155,100 00
Vishay Intertechnology	4,800	150,649 50	88,224 00
Washington Mut Inc	3,300	74,939 00	103,224 00
Monarch Securities:			
Ambac Financial Group 7% Sen Nts Due 101751	8,000	200,000 00	201,040 00
Corts IBM Due B 12/1/96 Ser II 7 125% Pfd	4,000	100,000 00	100,600 00
Merrill Lynch Pfd Cap Tr Orig 7 00% Pfd	10,000	250,002 50	250,000 00
Fidelis Corporation		1,542,863 00	1,542,863 00
First of Florida Corp		3,374,272 00	3,374,272 00
TOTAL - Part II, Line 10b		25,497,854 26	27,036,676 96

(c) Investments---Corporate Bonds:		BOOK VALUE	MARKET VALUE
CIT Group Inc Global NTS 7 625% Mat 08/16/05	125,000	123,815 00	135,636 25
Nationsbank Corp Mtn 7 020% Mat 10/06/05	250,000	249,377 50	259,897 50
Ford Motor Credit Co Nts 6 375% Mat 12/15/05	250,000	251,237 50	254,997 50
GMAC Smartnote Med Term Nts 6 400% 01/15/06	500,000	496,252 50	512,105 00
Prudential Ins Amer Ser 144A Notes 6 375%	250,000	245,627 50	258,905 00
Nthn Trust Co Sub Nts 7 300% Mat 09/15/06	300,000	303,966 70	328,017 00
Walt Disney Co Mtn 7 000% Mat 12/14/06 Call	100,000	100,002 50	100,112 00
Genl Motors Accp Corp 6 280% Mat 04/15/08	260,000	259,352 17	257,948 60
Southtrust Bk Birmingham 7 000% Mat 11/15/08	250,000	242,627 50	260,022 50
Natl City Bk Nts Cibl 030101 7 120% 03/01/12	100,000	101,652 50	100,396 00
Ford Motor Credit 7 000% Mat 08/15/12	125,000	127,502 50	123,248 75
J P Morgan Sub-Mtn Cible 111502 7 000% Mat 11/15/12	80,000	80,202 50	81,980 00
GMAC Smartnotes Cibl 051502 7 000% 05/15/14	240,000	214,253 86	238,147 20
Gen Elc Cap Corp Nts Cibl 122801 7 000% Mat 12/28/15	100,000	100,502 50	100,279 00
Texaco Capital Inc Mtn Sr 1992 B/E 8 000% Mat 12/29/22	500,000	536,252 50	543,920 00
TOTAL Part II, Line 10c		3,432,625 23	3,555,612 30

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
US Treasury Notes 6 1/4%	10/31/01					
400,000 00	06/11/97	02/16/01	397,562 50	403,375 00		5,812 50
US Treasury Notes 6 1/2%	08/31/01					
150,000 00	07/03/97	02/16/01	151,804 69	151,101 56		(703 13)
US Treasury Notes 5 1/2%	02/28/03					
150,000 00	06/30/00	02/16/01	146,789 06	152,062 50	5,273 44	
US Treasury Notes 5 7/8%	10/31/01					
125,000 00	12/01/99	02/16/01	124,638 67	125,742 19		1,103 52
US Treasury Notes 5 7/8%	11/30/01					
250,000 00	04/02/98	02/16/01	252,226 55	251,757 81		(468 74)
Walt Disney Company Euro 4 20%	03/15/01					
100,000 00	11/19/98	02/20/01	97,325 00	99,924 00		2,599 00
Conn State Go Taxable 5 89%	11/01/02					
400,000 00	07/08/98	02/20/01	399,500 40	401,924 00		2,423 60
ADOBE SYSTEMS INC						
500 000	06/18/99	01/31/01	9,886 46	21,406 77		11,520 31
2,500 000	06/18/99	02/21/01	49,432 31	80,956 76		31,524 45
2,000 000	06/18/99	02/22/01	39,545 85	60,411 39		20,865 54
AMERICAN EXPRESS						
3,000 000	10/25/00	03/14/01	173,324 41	115,991 44	(57,332 97)	
253 000	10/24/00	03/14/01	14,389 53	9,781 94	(4,607 59)	
532 000	10/26/00	03/15/01	29,113 22	21,167 36	(7,945 86)	
2,247 000	10/24/00	03/15/01	127,799 47	89,404 25	(38,395 22)	
468 000	10/26/00	03/16/01	25,610 88	18,234 61	(7,376 27)	
AMERISOURCE BERGEN CORP						
991 000	10/23/01	11/14/01	69,868 18	54,800 25	(15,067 93)	
509 000	10/23/01	11/15/01	35,885 87	28,179 69	(7,706 18)	
160 000	10/24/01	11/15/01	10,991 85	8,858 06	(2,133 79)	
170 000	10/24/01	11/15/01	11,678 85	9,411 68	(2,267 17)	
170 000	10/24/01	11/16/01	11,678 85	9,496 73	(2,182 12)	
AMERICAN WATER WORKS INC						
1,200 000	10/30/94	11/26/01	15,825 00	50,206 32		34,381 32
BRISTOL-MYERS SQUIBB CO						
2,626 000	11/10/00	05/18/01	169,722 05	147,391 95	(22,330 10)	
818 000	11/13/00	05/21/01	50,617 19	45,294 67	(5,322 52)	
874 000	11/10/00	05/21/01	56,487 84	48,395 53	(8,092 31)	
1,000 000	11/09/00	05/21/01	64,110 22	55,372 45	(8,737 77)	
182 000	11/13/00	05/22/01	11,262 02	10,031 61	(1,230 41)	
BROCADE COMMS SYSTEMS INC						
500 000	03/10/00	01/31/01	43,434 37	45,408 07	1,973 70	
900 000	03/10/00	02/01/01	78,181 88	79,066 40	884 52	
100 000	03/14/00	02/01/01	8,144 26	8,785 15	640 89	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
CABLEVISION SYS NEW CL A						
972 000	01/12/01	05/04/01	74,552 83	63,220 09	(11,332 74)	
1,049 000	01/12/01	05/07/01	80,458 76	67,582 39	(12,876 37)	
611 000	01/11/01	05/08/01	45,493 32	37,594 98	(7,898 34)	
479 000	01/12/01	05/08/01	36,739 51	29,472 98	(7,266 53)	
389 000	01/11/01	05/09/01	28,963 83	22,998 86	(5,964 97)	
CABLEVISION RAINBOW MED A						
1,167 000	01/12/01	04/04/01	31,769 61	23,269 20	(8,500 41)	
83 000	01/12/01	04/05/01	2,259 54	1,670 08	(589 46)	
500 000	01/11/01	04/05/01	13,213 55	10,060 71	(3,152 84)	
BROADCOM CORP CL A						
100 000	01/12/00	11/28/00	13,607 22	8,915 97	(4,691 25)	
500 000	01/11/00	11/28/00	71,741 25	44,579 86	(27,161 39)	
100 000	01/12/00	11/29/00	13,607 22	9,116 18	(4,491 04)	
100 000	01/12/00	11/30/00	13,607 21	8,871 65	(4,735 56)	
CISCO SYSTEMS INC						
1,000 000	10/13/99	01/31/01	35,701 25	37,581 65		1,880 40
500 000	07/12/99	02/01/01	16,725 63	18,852 82		2,127 19
2,480 000	07/12/99	03/28/01	82,959 10	39,360 74		(43,598 36)
1,146 000	05/05/95	03/28/01	2,681 96	18,188 47		15,506 51
14 000	07/13/99	03/28/01	455 63	222 20		(233 43)
6 000	07/15/99	03/28/01	198 08	95 23		(102 85)
1,531 000	05/05/95	03/29/01	3,582 96	24,062 98		20,480 02
23 000	05/05/95	03/30/01	53 83	362 22		308 39
CVS CORP						
2,000 000	09/18/00	06/27/01	88,176 00	75,720 07	(12,455 93)	
1,000 000	09/20/00	06/27/01	43,905 90	37,860 04	(6,045 86)	
4,530 000	09/15/00	06/27/01	198,522 72	171,505 96	(27,016 76)	
470 000	09/15/00	06/28/01	20,597 28	17,484 55	(3,112 73)	
976 000	09/19/00	06/28/01	42,325 80	36,308 33	(6,017 47)	
24 000	09/19/00	06/29/01	1,040 80	898 52	(142 28)	
EMC CORP						
1,000 000	01/17/97	01/31/01	4,738 15	75,552 37		70,814 22
1,675 000	01/17/97	05/16/01	7,762 59	67,445 12		59,682 53
784 000	01/17/97	05/17/01	3,633 36	32,916 73		29,283 37
40 000	01/17/97	05/18/01	185 38	1,643 51		1,458 13
1 000	01/17/97	05/21/01	4 63	40 25		35 62
EL PASO CORP						
632 000	02/15/01	05/16/01	43,660 77	38,845 60	(4,815 17)	
1,000 000	02/07/01	05/16/01	70,428 90	61,464 55	(8,964 35)	
1,000 000	02/13/01	05/16/01	72,312 50	61,464 55	(10,847 95)	
1,000 000	02/21/01	05/16/01	73,470 00	61,464 55	(12,005 45)	
473 000	02/15/01	05/17/01	32,676 50	29,508 54	(3,167 96)	
361 000	02/15/01	05/18/01	24,939 14	22,604 57	(2,334 57)	
34 000	02/15/01	05/21/01	2,348 84	2,220 77	(128 07)	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
ENRON CORP						
1,500 000	03/06/98	01/04/01	35,562 53	107,001 94		71,439 41
1,000 000	10/13/99	01/04/01	39,764 40	71,334 63		31,570 23
500 000	03/06/98	01/05/01	11,854 17	35,891 25		24,037 08
1,059 000	03/05/98	05/16/01	24,833 98	58,637 31		33,803 33
1,600 000	03/06/98	05/16/01	37,933 36	88,592 72		50,659 36
1,111 000	03/05/98	05/17/01	26,053 40	59,946 23		33,892 83
800 000	03/05/98	05/18/01	18,760 32	42,709 69		23,949 37
30 000	03/05/98	05/21/01	703 51	1,647 53		944 02
ESTEE LAUDER COS INC CL A						
1,500 000	11/16/98	01/30/01	56,221 13	57,933 92		1,712 79
1,000 000	11/18/98	01/30/01	37,921 55	38,622 62		701 07
2,000 000	11/16/98	01/31/01	74,961 50	75,302 29		340 79
500 000	11/16/98	02/01/01	18,740 37	19,527 85		787 48
1,000 000	11/17/98	02/01/01	37,424 39	39,055 70		1,631 31
500 000	11/12/98	02/02/01	18,594 38	19,431 11		836 73
500 000	11/12/98	02/05/01	18,594 37	19,374 25		779 88
1,000 000	11/13/98	02/06/01	36,931 95	39,657 76		2,725 81
FIRST DATA CORP						
3,000 000	01/24/01	11/26/01	174,180 00	218,512 71	44,332 71	
500 000	01/26/01	11/26/01	28,780 00	36,418 78	7,638 78	
1,500 000	01/25/01	11/26/01	85,862 72	109,256 36	23,393 64	
FORD MOTOR CO						
2,936 000	03/08/01	05/31/01	88,474 60	71,366 48	(17,108 12)	
1,064 000	03/08/01	06/01/01	32,063 00	25,930 84	(6,132 16)	
2,823 000	03/09/01	06/01/01	84,957 34	68,799 57	(16,157 77)	
2,677 000	03/09/01	06/04/01	80,563 51	65,347 95	(15,215 56)	
GENERAL ELECTRIC						
3,000 000	09/25/91	01/04/01	31,732 50	144,154 50		112,422 00
GENERAL MILLS						
1,000 000	10/30/00	11/26/01	40,866 80	48,388 38		7,521 58
4,000 000	10/31/00	11/26/01	164,429 20	193,553 54		29,124 34
2,000 000	11/01/00	11/26/01	82,704 80	96,776 77		14,071 97
2,000 000	11/02/00	11/26/01	81,861 40	96,776 77		14,915 37
GOLDMAN SACHS GROUP						
500 000	07/14/00	12/14/00	52,393 28	44,344 03	(8,049 25)	
1,000 000	07/12/00	12/14/00	101,937 30	88,688 05	(13,249 25)	
2,000 000	07/13/00	12/15/00	203,262 20	171,086 90	(32,175 30)	
210 000	05/03/99	12/15/00	11,130 00	17,964 12		6,834 12
500 000	07/12/00	12/15/00	50,968 65	42,771 73	(8,196 92)	
HOME DEPOT						
1,200 000	11/10/95	11/26/01	11,086 67	55,126 16		44,039 49
IKON OFFICE SOLUTIONS INC (Pro-Rata Distribution From Settlement Fund)						
-		10/04/01	ADJUSTMENT	240 93		240 93

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
INTEL CORP						
1,000 000	09/18/98	01/31/01	20,631 87	37,197 66		16,565 79
500 000	09/18/98	02/01/01	10,315 94	18,289 69		7,973 75
5,062 000	09/18/98	05/16/01	104,438 55	141,696 35		37,257 80
97 000	09/18/98	05/17/01	2,001 29	2,769 17		767 88
40 000	09/18/98	05/18/01	825 28	1,138 56		313 28
1 000	09/18/98	05/21/01	20 63	29 64		9 01
JOHNSON & JOHNSON						
5,000 000	03/28/01	11/26/01	215,147 00	303,239 88	88,092 88	
JUNIPER NETWORKS						
500 000	01/11/00	01/31/01	28,004 37	53,580 75		25,576 38
986 000	01/11/00	03/28/01	55,224 63	45,182 83		(10,041 80)
278 000	01/12/00	03/29/01	14,089 50	10,807 58		(3,281 92)
300 000	01/13/00	03/29/01	15,504 50	11,662 86		(3,841 64)
14 000	01/11/00	03/29/01	784 12	544 27		(239 85)
22 000	01/12/00	03/30/01	1,115 00	870 06		(244 94)
KOHL'S CORP						
500 000	10/13/99	01/08/01	17,791 08	31,919 34		14,128 26
500 000	10/13/99	01/09/01	17,791 07	31,919 57		14,128 50
1,600 000	02/26/97	11/26/01	18,161 00	108,620 37		90,459 37
KROGER CO						
2,645 000	11/16/00	04/16/01	71,319 78	57,022 71	(14,297 07)	
355 000	11/16/00	04/17/01	9,572 22	7,751 17	(1,821 05)	
5,631 000	11/13/00	04/17/01	148,051 94	122,948 77	(25,103 17)	
1,000 000	11/17/00	04/17/01	26,310 00	21,834 27	(4,475 73)	
159 000	11/14/00	04/18/01	4,028 12	3,551 64	(476 48)	
369 000	11/13/00	04/18/01	9,701 86	8,242 48	(1,459 38)	
2,000 000	11/15/00	04/18/01	51,001 40	44,674 72	(6,326 68)	
684 000	11/14/00	04/19/01	17,328 53	15,562 06	(1,766 47)	
157 000	11/14/00	04/20/01	3,977 45	3,509 73	(467 72)	
LINEAR TECHNOLOGY CORP						
500 000	07/13/99	11/28/00	17,986 95	24,580 33		6,593 38
1,500 000	07/12/99	11/28/00	55,114 33	73,741 00		18,626 67
1,500 000	07/13/99	11/29/00	53,960 84	71,662 95		17,702 11
500 000	07/13/99	11/30/00	17,986 95	22,557 89		4,570 94
500 000	07/13/99	12/01/00	17,986 95	24,103 25		6,116 30
MCDATA CORP CL A						
92 017	01/17/97	02/26/01	259 41	1,851 76		1,592 35
MEDTRONIC INC						
3,000 000	09/25/95	01/08/01	39,281 25	160,156 89		120,875 64
1,000 000	09/25/95	01/09/01	13,093 75	53,706 41		40,612 66
2,800 000	04/11/95	05/04/01	24,701 25	127,227 75		102,526 50
200 000	09/25/95	05/04/01	2,618 75	9,087 70		6,468 95
3,600 000	04/11/95	11/26/01	31,758 75	158,358 71		126,599 96

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
MERRILL LYNCH & CO						
2,500 000	07/12/00	12/14/00	164,417 00	161,379 63	(3,037 37)	
500 000	07/12/00	12/15/00	32,883 40	31,157 85	(1,725 55)	
MORGAN STANLEY DEAN WITTER						
1,000 000	12/21/98	12/14/00	38,358 50	69,241 90		30,883 40
500 000	12/21/98	12/15/00	19,179 25	33,299 44		14,120 19
2,336 000	12/22/98	09/20/01	87,522 67	89,756 83		2,234 16
664 000	12/22/98	09/21/01	24,878 02	24,786 09		(91 93)
NASDAQ 100 TR SR I						
3,500 000	10/20/00	12/20/00	302,428 69	197,212 80	(105,215 89)	
1,000 000	10/20/00	12/21/00	86,408 20	56,662 50	(29,745 70)	
6,000 000	05/22/01	40/04	305,838 00	191,409 81	(114,428 19)	
1,000 000	04/19/01	10/04/01	48,040 00	31,901 64	(16,138 36)	
2,000 000	05/10/01	10/05/01	94,000 00	61,983 33	(32,016 67)	
2,000 000	04/18/01	10/05/01	92,993 80	61,983 33	(31,010 47)	
3,000 000	05/09/01	10/05/01	141,440 10	92,974 99	(48,465 11)	
1,000 000	04/18/01	10/08/01	46,496 90	31,968 93	(14,527 97)	
9,000 000	03/23/01	10/08/01	387,274 50	287,720 39	(99,554 11)	
1,000 000	04/12/01	10/10/01	41,421 20	31,888 93	(9,532 27)	
7,000 000	03/23/01	10/10/01	301,213 50	223,222 54	(77,990 96)	
3,000 000	03/26/01	10/10/01	128,480 40	95,666 81	(32,813 59)	
1,000 000	04/12/01	10/12/01	41,421 20	34,338 85	(7,082 35)	
1,000 000	04/11/01	10/12/01	41,345 70	34,338 85	(7,006 85)	
4,000 000	04/11/01	10/29/01	165,382 80	137,555 40	(27,827 40)	
OMNICOM GROUP INC						
1,000 000	09/24/97	11/26/01	36,045 00	86,787 10		50,742 10
PEPSICO INC						
1,150 000	12/01/00	11/26/01	44,964 13	56,451 62	11,487 49	
2,300 000	11/30/00	11/26/01	87,335 30	112,903 23	25,567 93	
2,300 000	11/27/00	11/26/01	85,020 00	112,903 23	27,883 23	
2,300 000	11/28/00	11/26/01	87,107 19	112,903 23	25,796 04	
SCHERING PLOUGH CORP						
2,625 000	10/16/00	03/14/01	135,006 11	94,147 47	(40,858 64)	
1,723 000	10/17/00	03/14/01	91,108 45	61,796 61	(29,311 84)	
1,777 000	10/17/00	03/15/01	93,963 86	62,741 10	(31,222 76)	
375 000	10/16/00	03/16/01	19,286 59	12,933 96	(6,352 63)	
S&P DEP RCPTS						
100 000	05/01/00	03/12/01	14,731 91	11,858 60	(2,873 31)	
1,000 000	04/26/00	03/12/01	147,522 50	118,586 05	(28,936 45)	
1,700 000	05/16/00	03/23/01	250,268 56	192,307 27	(57,961 29)	
1,900 000	05/01/00	03/23/01	279,906 29	214,931 66	(64,974 63)	
300 000	05/16/00	03/29/01	44,165 04	34,345 85	(9,819 19)	
800 000	04/28/00	03/29/01	116,769 44	91,588 95	(25,180 49)	
500 000	04/28/00	04/04/01	72,980 90	54,968 17	(18,012 73)	
2,700 000	04/28/00	04/16/01	394,096 86	316,371 94	(77,724 92)	
8,800 000	04/25/00	04/16/01	1,281,753 45	1,031,138 16	(250,615 29)	
200 000	04/25/00	04/19/01	29,130 76	25,077 16	(4,053 60)	
2,300 000	05/17/00	04/19/01	334,330 30	288,387 37	(45,942 93)	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
200 000	05/17/00	04/23/01	29,072 20	24,457 18	(4,615 02)	
3,000 000	06/01/00	05/08/01	435,723 90	378,472 48	(57,251 42)	
500 000	09/25/00	05/08/01	71,988 05	63,078 75	(8,909 30)	
2,500 000	05/17/00	05/08/01	363,402 50	315,393 74	(48,008 76)	
1,000 000	09/25/00	05/09/01	143,976 10	125,521 42	(18,454 68)	
1,000 000	09/25/00	05/11/01	143,976 10	124,555 86	(19,420 24)	
1,500 000	09/25/00	05/18/01	215,964 15	193,403 55	(22,560 60)	
SUN MICROSYSTEMS						
4,500 000	07/12/99	02/21/01	84,066 86	89,786 39		5,719 53
1,500 000	07/12/99	02/22/01	28,022 29	30,032 58		2,010 29
TARGET CORP						
1,000 000	10/13/99	05/07/01	33,431 11	38,938 70		5,507 59
990 000	10/14/99	05/08/01	32,087 39	38,186 59		6,099 20
10 000	10/13/99	05/08/01	334 31	385 72		51 41
1,000 000	11/06/97	05/09/01	16,787 57	38,406 62		21,619 05
2,000 000	11/05/97	05/09/01	32,731 65	76,813 25		44,081 60
2,000 000	11/05/97	05/10/01	32,731 65	79,353 53		46,621 88
1,000 000	11/05/97	05/11/01	16,365 83	39,735 35		23,369 52
3,000 000	11/05/97	11/26/01	49,097 47	113,816 20		64,718 73
UNITED TECHNOLOGIES						
365 000	05/16/01	09/17/01	30,096 37	17,985 76	(12,110 61)	
1,500 000	05/17/01	09/17/01	126,217 65	73,914 09	(52,303 56)	
1,000 000	05/18/01	09/17/01	85,995 70	49,276 06	(36,719 64)	
942 000	05/16/01	09/18/01	77,673 37	45,689 45	(31,983 92)	
193 000	05/16/01	09/19/01	15,913 97	9,263 31	(6,650 66)	
WALGREEN CO						
1,000 000	09/14/00	06/27/01	38,252 00	35,037 03	(3,214 97)	
1,000 000	09/15/00	06/27/01	38,241 00	35,037 03	(3,203 97)	
2,000 000	09/13/00	06/27/01	76,767 60	70,074 06	(6,693 54)	
3,000 000	09/18/00	06/27/01	114,180 00	105,111 09	(9,068 91)	
961 000	09/20/00	06/27/01	36,298 89	33,670 58	(2,628 31)	
39 000	09/20/00	06/28/01	1,473 11	1,357 59	(115 52)	
1,000 000	09/19/00	06/28/01	37,372 50	34,809 94	(2,562 56)	
1,969 000	09/12/00	06/28/01	73,131 61	68,540 76	(4,590 85)	
31 000	09/12/00	06/29/01	1,151 39	1,073 48	(77 91)	
WAL-MART STORES INC						
3,500 000	10/30/98	11/26/01	120,072 06	194,733 50		74,661 44
1,000 000	11/03/98	11/26/01	33,988 40	55,638 14		21,649 74
WASHINGTON MUTUAL INC						
4,000 000	08/04/00	01/04/01	145,146 00	189,408 47	44,262 47	
1,000 000	08/04/00	05/02/01	36,286 50	49,642 35	13,355 85	
315 000	08/07/00	05/02/01	11,219 17	15,637 34	4,418 17	
3,064 000	08/07/00	05/03/01	109,128 65	150,896 34	41,767 69	
1,621 000	08/07/00	05/04/01	57,734 18	80,518 38	22,784 20	
611 000	08/08/01	05/04/01	21,254 98	30,349 62	9,094 64	
389 000	08/08/00	05/07/01	13,532 22	19,549 93	6,017 71	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
FHLMC - CALLABLE 8 000%	10/25/99	12/06/00	100,002 50	100,000 00		(2 50)
FNMA MTN - CALLABLE 7 290%	08/28/99	12/14/00	50,348 00	50,000 00		(348 00)
FNMA MTN - CALLABLE 7 050%	11/23/99	12/14/00	500,002 50	500,000 00		(2 50)
FHLB - CALLABLE 7 505%	08/31/00	12/18/00	100,002 50	101,664 50	1,662 00	
FED NAT MTG ASSN-CALL 7 330%	12/18/00	12/28/00	720,002 50	720,000 00	(2 50)	
FNMA MTN-Callable 7 20%	03/24/98	01/02/01	101,401 50	100,000 00		(1,401 50)
	06/16/98	01/02/01	101,587 50	100,000 00		(1,587 50)
FNMA MTN-Call 7 310%	07/07/97	01/02/01	1005315	1000000		(5,315 00)
FHLMC - Callable 7 125%	09/24/99	02/01/01	112,550 50	113,000 00		449 50
NYS Power Auth Ser 98D Fed Taxable	04/24/98	02/15/01	150,002 50	150,000 00		(2 50)
NATL CITY BK CLVLND NTS 7 490%	12/21/00	02/15/01	247,502 50	250,000 00	2,497 50	
FED HM LN MTG CP - CALL 7 375%	07/01/99	02/27/01	148,690 00	150,000 00		1,310 00
FHLB - Call 7 140%	10/03/00	03/08/01	99,855 50	100,000 00	144 50	
	11/09/99	03/08/01	99,991 50	100,000 00		8 50
FNMA - Callable 8 050%	03/01/01	03/29/01	100,113 60	100,000 00	(113 60)	
FED HM LN BK-CALL 7 050%	06/02/99	04/02/01	99,649 50	100,000 00		350 50
GENL ELEC CAP CORP MTN A 7 000%	02/08/01	04/19/01	99,977 50	100,000 00	22 50	
	02/15/01	04/19/01	99,902 50	100,000 00	97 50	
US TSY NOTE 6 2500% Due	05/06/97	04/30/01	991,250 00	1,000,000 00		8,750 00
FHLB - CALLABLE 7 275% Due	01/26/01	05/16/01	100,165 50	100,000 00	(165 50)	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
GENL ELEC CAP CORP MTN 8 000% 051815						
200,000 00	02/11/00	05/18/01	200,002 50	200,000 00	(2 50)	
FNMA MTN - CALL 6 460% Due 050905						
100,000 00	07/03/98	05/09/01	100,690 00	100,000 00		(690 00)
CD PROVIDIAN NATL BANK 8 250% 052510						
95,000 00	05/12/00	05/25/01	94,335 00	95,000 00		665 00
CD PROVIDENT BANK 7 000% 052814						
100,000 00	05/20/99	05/29/01	99,125 00	100,000 00		875 00
CD M&I BAND 8 250% 053010						
100,000 00	05/16/00	05/30/01	99,300 00	100,000 00		700 00
WACHOVIA BANK 7 120%060112						
90,000 00	12/17/98	06/01/01	92,255 20	90,000 00		(2,255 20)
GENL MTRS ACCP CORP 6 750% 060501						
200,000 00	12/06/00	06/05/01	199,722 10	200,000 00	277 90	
CD LEHMAN BROS BK 8 000% 120605						
75,000 00	06/09/00	06/06/01	74,906 25	75,000 00	93 75	
MERRILL MED TERM NTS 7 850% 062110						
100,000 00	02/16/01	06/21/01	100,377 50	100,000 00	(377 50)	
GENL ELEC CAP CORP MTN A 7 000% 062909						
50,000 00	03/26/01	06/29/01	50,002 50	50,000 00	(2 50)	
GENL ELEC CAP CORP MTN A 7 000% 062909						
250,000 00	06/09/99	06/29/01	248,002 50	250,000 00		1,997 50
BANKERS TRUXT CO NTS B/E 7 140% 010312						
90,000 00	10/27/98	07/02/01	92,076 82	90,000 00		(2,076 82)
FHLB - CALLABLE 7 000% Due 011205						
100,000 00	02/05/01	07/12/01	100,306 50	100,000 00	(306 50)	
FHLB - CALLABLE 8 125% Due 080910						
250,000 00	07/18/00	08/09/01	250,002 50	250,000 00		(2 50)
GENL ELEC CAP CORP 7 500% 082815						
105,000 00	07/20/01	08/28/01	105,002 50	105,000 00	(2 50)	
FHLMC - CALLABLE 6 500% Due 042408						
420,000 00	08/06/01	08/31/01	419,578 30	420,000 00	421 70	
GENL ELEC CAP CORP MTN 7 500% 090110						
125,000 00	02/08/01	09/04/01	125,127 50	125,000 00	(127 50)	
FED HM LN MTG CP - CALL 7 000% Due 112612						
200,000 00	04/01/98	09/04/01	200,002 50	200,000 00		(2 50)

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
CD MERRILL LYNCH NATL	6 500%	090407				
99,000 00	05/16/01	09/04/01	99,154 44	99,000 00	(154 44)	
FHLMC - CALL	5 500% DUE	030509				
500,000 00	03/01/99	09/14/01	496,077 50	500,000 00		3,922 50
FHLMC MTN - CALLABLE	7 000% DUE	052416				
400,000 00	05/16/01	09/17/01	399,994 50	400,000 00	5 50	
FHLB - CALLABLE	7 000% DUE	031814				
500,000 00	03/29/01	09/18/01	499,547 50	500,000 00	452 50	
FHLMC - CALLABLE	6 650% DUE	072010				
500,000 00	05/03/99	09/18/01	497,502 50	500,000 00		2,497 50
FNMA MTN - CALLABLE	6 090% Due	011209 Dtd 011299				
300,000 00	06/06/01	10/02/01	297,002 50	300,000 00	2,997 50	
BANKERS TRUST N Y CORP	7 125%	112210 Dtd 112295				
100,000 00	09/28/01	10/22/01	100,102 50	100,000 00	(102 50)	
SALOMON INC MTN	7 500%	082815 Dtd 082897				
100,000 00	05/31/01	10/29/01	100,002 50	100,000 00	(2 50)	
CHASE MANHATTAN MTN	7 000%	110512 Dtd 110597				
125,000 00		11/05/01	125,471 25	125,000 00		(471 25)
MERRILL LYNCH & CO	6 050%	111308 Dtd 111398				
160,000 00		11/13/01	160,002 50	160,000 00	(2 50)	
ACT MANUFACTURING INC						
1,700 00	10/27/00	09/25/01	49,302 75	8,779 48	(40,523 27)	
1,400 00	12/28/00	09/25/01	24,052 00	7,230 16	(16,821 84)	
500 00	02/27/01	09/25/01	10,000 75	2,582 20	(7,418 55)	
100 00	03/12/01	09/25/01	1,630 88	516 44	(1,114 44)	
700 00	03/12/01	09/27/01	11,416 12	2,790 28	(8,625 84)	
1,300 00	03/30/01	09/27/01	14,372 00	5,181 95	(9,190 05)	
ALBERTSONS INC						
2,400 00	08/30/00	04/05/01	51,451 00	71,630 60	20,179 60	
AMERICAN GENERAL CORP						
600 00	08/30/00	05/16/01	21,887 50	27,583 32	5,695 82	
600 00	08/30/00	05/16/01	21,550 00	27,583 33	6,033 33	
APPLIED MATERIALS INC						
600 00	08/30/00	04/18/01	50,405 50	32,218 11	(18,187 39)	
100 00	09/11/00	04/18/01	7,750 50	5,369 68	(2,380 82)	
200 00	09/19/00	04/18/01	14,906 50	10,739 37	(4,167 13)	
200 00	09/27/00	04/18/01	12,906 50	10,739 37	(2,167 13)	
900 00	12/28/00	04/18/01	35,095 75	48,327 17	13,231 42	
300 00	02/27/01	04/18/01	13,897 00	16,109 08	2,212 08	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
ARTESYN TECHNOLOGIES INC						
1,500 00	09/27/00	09/25/01	41,909 50	8,932 44	(32,977 06)	
2,500 00	12/15/00	09/25/01	38,100 75	14,887 40	(23,213 35)	
500 00	02/27/01	09/25/01	8,438 25	2,977 48	(5,460 77)	
500 00	03/08/01	09/25/01	8,719 50	2,977 49	(5,742 01)	
600 00	08/30/00	09/25/01	23,555 50	3,572 97		(19,982 53)
CNF INC						
100 00	08/30/00	09/06/01	2,487 25	3,191 39		704 14
800 00	08/30/00	09/06/01	19,805 00	25,399 14		5,594 14
1,100 00	08/30/00	09/06/01	27,359 75	34,923 84		7,564 09
2,000 00	08/30/01	10/19/01	49,745 00	48,390 88		(1,354 12)
COMPUTER ASSOC INTL INC						
1,500 00	08/30/00	12/28/00	48,753 25	30,480 64	(18,272 61)	
300 00	09/11/00	12/28/00	9,137 50	6,096 13	(3,041 37)	
CONAGRA FOODS INC						
4,000 00	08/30/00	07/31/01	72,747 00	85,219 95	12,472 95	
1,000 00	03/08/01	07/31/01	19,347 00	21,304 99	1,957 99	
CORNING INC						
5,200 00	04/27/01	11/01/01	105,255 00	41,851 09	(63,403 91)	
DELPHI AUTOMOIVE SYS CORP						
2,300 00	08/30/00	02/23/01	37,088 75	32,908 39	(4,180 36)	
2,300 00	08/30/00	02/23/01	36,945 00	32,908 40	(4,036 60)	
DU PONT E I DE NEMOURS						
2,200 00	08/30/00	03/28/01	101,751 50	91,366 90	(10,384 60)	
300 00	09/11/00	03/28/01	12,437 50	12,459 13	21 63	
ESS TECHNOLOGY INC						
2,300 00	08/30/00	12/04/00	39,245 00	12,819 02	(26,425 98)	
2,200 00	08/30/00	12/04/00	37,539 00	12,261 67	(25,277 33)	
800 00	09/27/00	12/04/00	11,005 00	4,458 81	(6,546 19)	
FOOTSTAR INC						
500 00	08/30/00	12/11/00	15,500 21	22,998 48	7,498 27	
800 00	08/30/00	12/11/00	24,800 34	36,758 77	11,958 43	
GENERAL MILLS						
400 00	05/21/01	09/25/01	16,267 50	17,797 91	1,530 41	
1,600 00	08/30/00	09/25/01	51,503 00	71,191 62		19,688 62
INTERMET CORP						
1,800 00	08/30/00	01/19/01	17,215 00	7,107 82	(10,107 18)	
500 00	08/30/00	01/19/01	4,811 25	1,974 39	(2,836 86)	
200 00	08/30/00	01/19/01	1,944 00	789 75	(1,154 25)	
2,800 00	08/30/00	01/19/01	27,046 88	11,056 60	(15,990 28)	
1,200 00	09/11/00	01/19/01	9,154 00	4,738 57	(4,415 43)	

Part V - Capital Gains and Losses for Tax on Investment Income

Shares	Date Acquired	Date Sold	Adjusted Tax Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
KEYCORP NEW						
2,600 00	08/30/00	05/03/01	51,350 50	60,232 48	8,881 98	
NATIONAL CITY CORP						
1,300 00	08/30/00	08/21/01	26,572 50	42,036 69	15,464 19	
1,200 00	08/30/00	08/21/01	24,154 00	38,803 11	14,649 11	
ROHM & HAAS CO						
400 00	03/08/01	08/31/01	15,315 00	14,132 63	(1,182 37)	
1,700 00	08/30/00	08/31/01	50,684 00	60,063 62		9,379 62
1,700 00	08/30/00	08/31/01	49,940 25	60,063 62		10,123 37
ROWAN COMPANIES INC						
2,400 00	05/23/01	10/29/01	74,740 62	44,514 67	(30,225 95)	
2,300 00	06/28/01	10/29/01	50,699 50	42,659 91	(8,039 59)	
TENET HEALTHCARE CORP						
1,300 00	08/30/00	09/04/01	39,247 50	74,192 41		34,944 91
1,200 00	08/30/00	09/04/01	36,379 00	68,485 32		32,106 32
US BANCORP (received cash for fractional share)						
0 50	08/30/00	03/01/01	10 47	11 72	1 25	
WEST PHARMACEUTICAL SVCS INC						
1,200 00	08/30/00	01/19/01	24,979 00	29,785 50	4,806 50	
600 00	08/31/00	01/19/01	12,561 00	14,892 75	2,331 75	
600 00	08/31/00	01/19/01	12,530 50	14,892 76	2,362 26	
Total S/T & L/T Capital Gains/(Loss)					(2,132,271 45)	1,937,631.42
Part IV Capital Gains and Losses						(194,640 03)

PEACOCK FOUNDATION, INC.

Suite 2370

100 Southeast Second Street

Miami, Florida 33131-2151

**FORM 990-PF, RETURN OF PRIVATE FOUNDATION
PART XV, LINE 2(b) & (d) – SUPPLEMENTARY INFORMATION:**

Grant Criteria and other information

DESCRIPTIVE STATEMENT

Peacock Foundation, Inc was established in 1947 and bears the name of our founder and principal benefactor, Henry B Peacock, Jr , as a Florida not for profit corporation During his lifetime, Mr Peacock made numerous contributions to the Foundation Upon his death in October of 1994 at the age of 91 years, most of his substantial estate passed to this private, independent Foundation which qualifies as a tax exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1954 and Regulations as now exists

As stated in its charter, the mission and purpose of Peacock Foundation, Inc is “to do benevolent and charitable acts, to assist the needy and underprivileged persons, children and families who are neglected, to expend funds for educational purposes, to make gifts or contributions to charitable corporations, trusts, funds or foundations, hospitals, wards or departments thereof, schools, churches, religious or civic organizations, orphanages or homes for the aged or infirm, and to further medical and scientific research,” and to carry out its mission and purposes mainly for the benefit of the Southeast Florida communities located in Broward, Miami-Dade, Monroe and Palm Beach counties

Peacock Foundation, Inc affairs are conducted by its officers and Board of Directors, supported by its members Its income is primarily from interest and dividends on investments with an occasional gift from individuals, grantor trusts or corporations, expenditures are for a few minor expenses amounting to less than three per cent (3%) of its investment income The balance of net investment income is used in fulfilling its charitable goals in the areas of arts/culture, education, health, medical research, social services and youth

These goals are met by making gifts and/or grants to eligible organizations that are tax exempt under the U S Internal Revenue Code Section 501 (c)(3) and classified as not a private foundation under Section 509(a) Disbursements are made throughout the year upon selections of the Board of Directors

The Foundation welcomes and considers grant proposals after letter of inquiry and receipt of guidelines by eligible organizations, officers review the requests and if in order they are passed to the Board for final decision on the proposal

PEACOCK FOUNDATION, INC.
100 S E 2ND ST , SUITE 2370, MIAMI, FL 33131-2151

FORM 990-PF
FEIN 59-0999759

FISCAL YEAR ENDED NOVEMBER 30, 2001

Part XV, Line (3)(a) Supplementary Information.

Grants and Contributions Paid During the Year

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

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Actors' Playhouse, Inc Coral Gables, Florida 33134	2001 Community Education and Outreach Programming	20,000 00
Alpha One Foundation, Inc Miami, Florida 33133	Research Initiatives	50,000 00
Alzheimer's Association Greater Miami Chapter, Inc North Miami, Florida 33161-5013	Monroe County Expansion	5,000 00
American Cancer Society, Inc Miami, Florida 33166	Hope Lodge	6,000 00
American Heart Association Florida Affiliate, Inc Miami, Florida 33129-2330	Heart Power!	5,000 00
Boggy Creek Gang, Inc Eustis, Florida 32736	2001 Summer Camp	30,000 00
Boys & Girls Clubs of Broward County, Inc Fort Lauderdale, Florida 33305	2001 Creative Arts Program	15,000 00
Boys & Girls Clubs of Miami, Inc Miami, Florida 33233-0219	2001 Summer Programs	25,000 00
Broward Coalition for the Homeless, Inc Fort Lauderdale, Florida 33303-0177	524-BEDS	10,000 00
CHARLEE of Dade County, Inc Coral Gables, Florida 33146	Supported Foster Care Program	75,000 00
Children's Home Society of Florida Foundation, Inc Jacksonville, Florida 32207	Parenting Education Endowment	5,000 00
Community Concerts Association, Inc Miami, Florida 33129	Saturday Hooked on Arts and Technology	5,000 00
Community Partnership for Homeless, Inc Miami, Florida 33136	General Operating Support	100,000 00

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Council on Foundations Washington, DC 20036-5168	2001 Support Contribution	5,350 00
Cumberland College Williamsburg, Kentucky 40767	Workshop Program	5,000 00
D-FY-IT, Inc Miami, Florida 33157	Second Annual Youth Leadership Training	15,000 00
Dade Heritage Trust Inc Miami, Florida 33131	2001 Dade Heritage Days	10,000 00
Dade Marine Institute Miami, Florida 33149	School Uniforms and Computer Network	22,000 00
Daily Bread Food Bank, Inc Miami, Florida 33142	General Operating Support	15,000 00
Dr Bruce Heiken Memorial Fund, Inc Miami, Florida 33173	Outreach Expansion	25,000 00
Fairchild Tropical Garden Miami, Florida 33156-4296	Fairchild Explorer Program	10,000 00
Family Resource Center of Dade County Miami, Florida 33137	Hurwitt Crisis Nursery	25,000 00
Florida Baptist Children's Homes Miami, Florida 33156	Miami Campus General Support	15,000 00
Florida Grand Opera, Inc Miami, Florida 33145	2001-2002 In-School Opera Program	5,000 00
Florida Lions Eye Bank, Inc Miami, Florida 33101	Eye Bank Program	10,000 00
Florida Sheriffs Youth Ranches, Inc Boys Ranch, Florida 32060-9977	Youth Programs	1,000 00
Friends of WLRN Public Radio and Television Miami, Florida 33132-1349	2001-2002 Ready to Learn	75,000 00
Girl Scout Council of Tropical Florida, Inc Miami, Florida 33157-2799	Local Scouting Programs	15,000 00
Girl Scouts of Broward County Oakland Park, Florida 33309	Scouting for Disadvantaged Girls	20,000 00

PEACOCK FOUNDATION, INC FEIN 59-0999759
 Grants and Contributions Paid During the Year Ended November 30, 2001

FORM 990-PF

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Goodwill Industries of South Florida, Inc Miami, Florida 33142-7382	Power of Work Program	10,000 00
Gospel Missions, Inc Wahiawa, Hawaii 96786	Christianity in China	3,000 00
Guardianship Program of Dade County, Inc Miami, Florida 33166-7903	Case Management Position	35,500 00
HANDY, Inc Fort Lauderdale, Florida 33301	Children's Emergency Needs Program	10,000 00
Humane Society of Greater Miami, Inc Miami, Florida 33147-2597	General Operating Support	5,000 00
ICARE Bay Point Schools Miami, Florida 33032	Music Therapy	15,000 00
Jackson Memorial Foundation Miami, Florida 33136	Pediatric Intensive Care Unit	200,000 00
Jubilate, Inc Miami, Florida 33157	Jubilate Arts Preparatory Academy	10,000 00
Junior Achievement of Greater Miami, Inc Miami, Florida 33138	General Operating Support	5,000 00
Kids in Distress, Inc Fort Lauderdale, Florida 33305	KITES Infant and Toddler Emergency Shelter	10,000 00
Little Brothers - Friends of the Elderly Miami, Florida 33134-2219	Volunteer Coordinator Position	15,000 00
Making of a Champion Youth Program, Inc Miami, Florida 33161	Juvenile Delinquency Prevention Intervention Program	25,000 00
Maximum Dance Company Miami, Florida 33157	Carnival of the Animals	15,000 00
Miami Art Museum of Dade County Miami, Florida 33130	2001-2002 Artventure	15,000 00
Miami Children's Chorus Coral Gables, Florida 33143	2001/2002 Season General Operating Support	10,000 00
Miami Lighthouse for the Blind Miami, Florida 33130	Blind Children's Endowment Fund	25,000 00

PEACOCK FOUNDATION, INC FEIN 59-0999759
 Grants and Contributions Paid During the Year Ended November 30, 2001

FORM 990-PF

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Miami Rescue Mission, Inc Miami, Florida 33242-0620	2001 Holiday Food Fund	15,000 00
Miami Urban Ministries of the United Methodist Church Miami, Florida 33114	Together for Children & Youth	10,000 00
National Multiple Sclerosis Society Fort Lauderdale, Florida 33309	Educational Programs	12,500 00
New World Symphony Miami Beach, Florida 33139	Community Service Initiative 2001/02 Season	30,000 00
One United Band The Edison Linkage Foundation, Inc Fort Lauderdale, Florida 33312	Student to Student Tutoring Program	10,000 00
Pace Center for Girls, Inc Miami, Florida 33138	2001-2002 General Operating Support	23,500 00
Performing Arts Center Foundation of Greater Miami, Inc Miami, Florida 33132	Operating Endowment Fund For Education	200,000 00
Shake-a-Leg Miami, Inc Miami, Florida 33133	Comprehensive Community Youth Center	25,000 00
Shake-a-Leg Miami, Inc Miami, Florida 33133	Comprehensive Community Youth Center	100,000 00
SOS Childrens Village of Florida, Inc Coconut Creek, Florida 33073	Mental Health Therapy	15,000 00
South Florida Annenberg Challenge, Inc Fort Lauderdale, Florida 33302	Challenge Commitment	40,000 00
St Alban's Day Nursery, Inc Miami, Florida 33133	Early Childhood Initiative	40,000 00
Switchboard of Miami, Inc Miami, Florida 33135	Stop the Cycle	20,000 00
Temple Beth Am Miami, Florida 33156-2068	2001/2002 Children's Concert Series	10,000 00
The Donors Forum Miami, Florida 33131	2000-01 Support Contribution	3,500 00
The Education Fund North Miami, Florida 33161	AmeriCorps Florida Reads! 2001-2002	30,000 00

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
The Historical Association of Southern Florida, Inc Miami, Florida 33130-1538	General Support	2,000 00
The Learning Experience School, Inc Coral Gables, Florida 33134	Job Coach Project	20,000 00
The Menninger Foundation Topeka, Kansas 66601-0829	Peaceful Schools Project	100,000 00
The Salvation Army Miami, Florida 333135-0370	Operational & Supportive Services	25,000 00
Touching Miami with Love Ministries, Inc Miami, Florida 33132-1996	Youth Program/Leadership Development in Overtown	10,000 00
UM/School of Medicine Miami, Florida 33101	General Support of Radiology Dept	5,000 00
UM/Sylvester Comprehensive Cancer Center Miami, Florida 33136	Tumor Cell Biology, Breast Cancer and Immunotherapy	300,000 00
UM/The Miami Project to Cure Paralysis Miami, Florida 33136	Research Fund	10,000 00
United Way of Miami-Dade Miami, Florida 33129-2712	2001 Campaign	5,000 00
WPBT-2 Public Television Miami, Florida 33261-0002	Membership	15,000 00
WPBT-2 Public Television Miami, Florida 33261-0002	Program Trust Fund	20,000 00
WPBT-2 Public Television Miami, Florida 33261-0002	2000-2001 Great Performances Season	40,000 00
YMCA of Greater Miami Coral Gables, Florida 33146	Scholarships for Seniors	5,000 00
Young Audiences, Inc New York, New York 10128	2001/2002 Arts for Learning Miami	25,000 00
Zonta Club of Marathon Foundation, Inc Marathon, Florida 33050-0972	Low-Income Women's Health	5,000 00
Zoological Society of Florida, Inc Miami, Florida 33177-1499	Children's Zoo	10,000 00

Part XV, Line 3a

Total Grants and Contributions

2,214,350.00