

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

2001

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 2001, or tax year beginning December 1, , 2001, and ending November 30 , 20 02

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.

IG3079 *****AUTO**3-DIGIT 331
PEACOCK FOUNDATION INC S 34 I
100 SE 2ND ST STE 2370 R
MIAMI FL 33131-2127 B 1 \$ S

A Employer identification number
59-0999759

B Telephone number (see page 10 of the instructions)
(305) 373-1386

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 42,066,299.09**

J Accounting method Cash Accrual
 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) Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	48950.51	48950.51		
	4 Dividends and interest from securities	1218477.50	1218477.50		
	5a Gross rents	90479.29	90479.29		
	b (Net rental income or (loss) <u>66628.42</u>)	(693302.31)			
	6a Net gain or (loss) from sale of assets not on line 6a				
	b Gross sales price for all assets on line 6a		-0-		
	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)	101233.47	1233.47			
11 Other income (attach schedule)	765838.46	1359140.77	N/A		
12 Total. Add lines 1 through 11	71666.74	28666.70		43000.04	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	104616.08	41846.43		62769.65
	14 Other employee salaries and wages	73764.88	29505.95		44258.93
	15 Pension plans, employee benefits	2145.22	1120.28		1024.94
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	245327.53	245327.53		0.00
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	37535.83	18229.08		61.25
	19 Depreciation (attach schedule) and depletion	11728.71	11728.71		
	20 Occupancy	20337.32	8134.93		12202.39
	21 Travel, conferences, and meetings	1909.53	0.00		1909.53
	22 Printing and publications	142.00	0.00		142.00
	23 Other expenses (attach schedule)	74680.32	12306.01		14552.07
	24 Total operating and administrative expenses. Add lines 13 through 23	643854.16	396865.62		179920.80
	25 Contributions, gifts, grants paid	1170809.00			1170809.00
26 Total expenses and disbursements. Add lines 24 and 25	1814663.16	396865.62		1350729.80	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(1048824.70)				
b Net investment income (if negative, enter -0-)		962275.15			
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	170465.02	86610.83	86611.00
	2 Savings and temporary cash investments	4587245.87	11670443.69	11670444.00
	3 Accounts receivable ▶ 63716.27			
	Less: allowance for doubtful accounts ▶ 0.00	10525.80	63716.27	63716.00
	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	6874.18	8000.80	8001.00
	10a Investments—U S and state government obligations (attach schedule)	8844435.79	8984471.00	9413176.44
	b Investments—corporate stock (attach schedule)	25497854.26	17557779.75	16345432.10
	c Investments—corporate bonds (attach schedule)	3432625.23	3128535.23	3200558.75
	11 Investments—land, buildings, and equipment: basis ▶ 921405.00			
Less: accumulated depreciation (attach schedule) ▶ 10585.15	912349.85	910819.85	1100000.00	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	142055.65	142055.65	158843.00	
14 Land, buildings, and equipment: basis ▶ 126863.72				
Less: accumulated depreciation (attach schedule) ▶ 112607.92	12187.51	14255.80	14255.80	
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 f)	43621880.16	42571949.87	42066299.09	
Liabilities	17 Accounts payable and accrued expenses	15703.97	14598.38	
	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)	15703.97	14598.38		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 28 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	44097760.99	43404458.68	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	(491584.80)	(847107.19)	
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	43606176.19	42557351.49		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	43621880.16	42571949.87		

SCHEDULE 990

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	43606176.19
2 Enter amount from Part I, line 27a	2	(1048824.70)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	42557351.49
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	42557351.49

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	"See Attached Schedule"			
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
a			(693302.31)	
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	(693302.31)
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))
2000	2352418.76	47670365.00	0.0493476
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
2 Total of line 1, column (d)			2 0.2517867
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 0.0503573
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5			4 44119121.00
5 Multiply line 4 by line 3			5 2221721.79
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9622.75
7 Add lines 5 and 6			7 2231344.54
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 1350729.80

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	19245	50
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	19245	50
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	19245	50
6	Credits/Payments.			
a	2001 estimated tax payments and 2000 overpayment credited to 2001	6a	15609	06
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	15609	06
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	3636	44
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be Credited to 2002 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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		
(1) On the organization <input type="checkbox"/> \$ -0- (2) On organization managers <input type="checkbox"/> \$ -0-		
e		
Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ -0-		
2		X
<i>If "Yes," attach a detailed description of the activities</i>		
3		X
4a		X
4b	N/A	
5		X
<i>If "Yes," attach the statement required by General Instruction T</i>		
6	X	
7	X	
8a		
Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> FLORIDA		
b	X	
9		X
10		X
11	X	
Web site address <input type="checkbox"/>		
12	The books are in care of <input type="checkbox"/> Barbara A. Rickard & Felix M. Vaz Telephone no <input type="checkbox"/> (305) 373-1386 Located at <input type="checkbox"/> 100 SE 2nd St., Suite 2370, Miami, Florida ZIP+4 <input type="checkbox"/> 33131-2151	
13	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 <input type="checkbox"/> 13 <input type="checkbox"/> 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.

- 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? Yes No
 - (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
 - (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
 - (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
 - (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
 - (6) Agree to pay money or property to a government official? (Exception. Check "No" if the 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.) Yes No
- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)? **1b** n/a
Organizations relying on a current notice regarding disaster assistance check here
- 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 2001? **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 2001, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2001? Yes No
If "Yes," list the years ► 20 , 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 19 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. ► 20 , 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? Yes No
- b If "Yes," did it have excess business holdings in 2001 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 2001.) **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 2001? **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))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)? **5b** N/A
Organizations relying on a current notice regarding disaster assistance check here
- 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? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A
- 6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **6a** N/A
- b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** N/A
If you answered "Yes" to 6b, also file Form 8870

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/ Treasurer	63333.40	22216.68	-0-
Thomas R. Post, PA 140 NE 8th St., 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 M. Allen 100 SE 2nd St., #2370, Miami, FL 33131	Exec. Dir. 40 Hrs.	66929.92	11039.99	-0-

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 21 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	
Total. Add lines 1 through 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	38959552.00
b Average of monthly cash balances	1b	4652199.00
c Fair market value of all other assets (see page 22 of the instructions)	1c	1179234.00
d Total (add lines 1a, b, and c)	1d	44790986.00
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	
3 Subtract line 2 from line 1d	3	44790986.00
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	671865.00
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44119121.00
6 Minimum investment return. Enter 5% of line 5	6	2205956.00

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	2205956.00
2a Tax on investment income for 2001 from Part VI, line 5	2a	19245.50
b Income tax for 2001. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	19245.50
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2186710.50
4a Recoveries of amounts treated as qualifying distributions	4a	100000.00
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	100000.00
5 Add lines 3 and 4c	5	2286710.50
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2286710.50

Part XII Qualifying Distributions (see page 23 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	1350729.80
b Program-related investments—Total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XII, line 4	4	1350729.80
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1350729.80

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 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				2286710.50
2 Undistributed income, if any, as of the end of 2000				
a Enter amount for 2000 only			1277525.31	
b Total for prior years. 19____, 19____, 19____		-0-		
3 Excess distributions carryover, if any, to 2001				
a From 1996		-0-		
b From 1997		-0-		
c From 1998		-0-		
d From 1999		-0-		
e From 2000		-0-		
f Total of lines 3a through e		-0-		
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 1350729.80				
a Applied to 2000, but not more than line 2a.			1277525.31	
b Applied to undistributed income of prior years (Election required—see page 24 of the instructions)		-0-		
c Treated as distributions out of corpus (Election required—see page 24 of the instructions)	-0-			
d Applied to 2001 distributable amount				73204.49
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2001 (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 2000 Subtract line 4a from line 2a Taxable amount—see page 25 of the instructions			-0-	
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				2213506.01
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 1996 not applied on line 5 or line 7 (see page 25 of the instructions)	-0-			
9 Excess distributions carryover to 2002. Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9				
a Excess from 1997		-0-		
b Excess from 1998		-0-		
c Excess from 1999		-0-		
d Excess from 2000		-0-		
e Excess from 2001		-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 2001, 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) 2001	(b) 2000	(c) 1999	(d) 1998	
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 1/2 of minimum investment return shown in Part X, line 8 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"

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions

▶ Attach to the corporation's tax return

2001

Name
PEACOCK FOUNDATION, INC

Employer identification number
59:0999759

Note In most cases, the corporation does not need to file Form 2220 (See Part I below for exceptions) The IRS will figure any penalty owed and bill the corporation If the corporation does not need to file Form 2220, it may still use it to figure the penalty Enter the amount from line 36 on the estimated tax penalty line of the corporation's income tax return but do not attach Form 2220

Part I Reasons for Filing Check the boxes below that apply to the corporation If any boxes are checked, the corporation must file Form 2220, even if it does not owe the penalty If the box on line 1 or line 2 applies, the corporation may be able to lower or eliminate the penalty

- 1 The corporation is using the annualized income installment method
- 2 The corporation is using the adjusted seasonal installment method
- 3 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax

Note The corporation also must file Form 2220 if it has a suspended research credit allowed for the current year (see the instructions for line 4) or it is an indirectly affected taxpayer (see instructions)

Part II Figuring the Underpayment

4	Total tax (see instructions)		4	19,245.50
5a	Personal holding company tax (Schedule PH (Form 1120) line 26) included on line 4	5a	0.00	
5b	Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	5b	0.00	
5c	Credit for Federal tax paid on fuels (see instructions)	5c	0.00	
5d	Total Add lines 5a through 5c	5d	0.00	
6	Subtract line 5d from line 4 If the result is less than \$500 do not complete or file this form The corporation does not owe the penalty	6	19,245.50	
7	Enter the tax shown on the corporation's 2000 income tax return Caution See instructions before completing this line	7	11,441.72	
8	Enter the smaller of line 6 or line 7 If the corporation must skip line 7 enter the amount from line 6	8	11,441.72	

	(a)	(b)	(c)	(d)
9	04/15/02	05/15/02	08/15/02	11/15/02
10	2,860.43	4,668.80	3,932.43	3,902.27
11	10,462.52	-0-	1,334.77	3,811.77
12		7,602.09	2,933.29	335.63
13		7,602.09	4,268.06	4,147.40
14		-0-	-0-	-0-
15	10,462.52	7,602.09	4,268.06	4,147.40
16		-0-	-0-	
17	-0-	-0-	-0-	-0-
18	7,602.09	2,933.29	335.63	

Complete Part III on page 2 to figure the penalty If there are no entries on line 17, no penalty is owed

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year whichever is earlier (see instructions) <i>(Form 990-PF and Form 990-T filers Use 5th month instead of 3rd month)</i>	19 04/15/02	05/15/02	08/15/02	11/15/02
20 Number of days from due date of installment on line 9 to the date shown on line 19	20 0	0	0	0
21 Number of days on line 20 after 4/15/2001 and before 7/1/2001	21 0	0	0	0
22 Underpayment on line 17 × $\frac{\text{Number of days on line 21}}{365} \times 8\%$	22 \$ -0-	\$ -0-	\$ -0-	\$ -0-
23 Number of days on line 20 after 6/30/2001 and before 1/1/2002	23			
24 Underpayment on line 17 × $\frac{\text{Number of days on line 23}}{365} \times 7\%$	24 \$	\$	\$	\$
25 Number of days on line 20 after 12/31/2001 and before 4/1/2002	25			
26 Underpayment on line 17 × $\frac{\text{Number of days on line 25}}{365} \times 6\%$	26 \$	\$	\$	\$
27 Number of days on line 20 after 3/31/2002 and before 7/1/2002	27			
28 Underpayment on line 17 × $\frac{\text{Number of days on line 27}}{365} \times \%$	28 \$	\$	\$	\$
29 Number of days on line 20 after 6/30/2002 and before 10/1/2002	29			
30 Underpayment on line 17 × $\frac{\text{Number of days on line 29}}{365} \times \%$	30 \$	\$	\$	\$
31 Number of days on line 20 after 9/30/2002 and before 1/1/2003	31			
32 Underpayment on line 17 × $\frac{\text{Number of days on line 31}}{365} \times \%$	32 \$	\$	\$	\$
33 Number of days on line 20 after 12/31/2002 and before 2/16/2003	33			
34 Underpayment on line 17 × $\frac{\text{Number of days on line 33}}{365} \times \%$	34 \$	\$	\$	\$
35 Add lines 22 24 26 28 30, 32 and 34	35 \$	\$	\$	\$
36 Penalty Add columns (a) through (d), of line 35 Enter the total here and on Form 1120 line 33, Form 1120 A, line 29 or the comparable line for other income tax returns				36 \$0.00

***For underpayments paid after March 31, 2002** For lines 28 30 32, and 34, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS Web Site at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.

Schedule A Annualized Income Installment Method and/or the Adjusted Seasonal Installment Method Under Section 6655(e) (see instructions)

Form 1120S filers For lines 2, 14, 15 and 16, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a) (or the corresponding provisions of prior law), whichever applies

Part I- Annualized Income Installment Method		(a)	(b)	(c)	(d)	
		First 2 months	First 3 months	First 6 months	First 9 months	
1	Annualization periods (see instructions)	1				
2	Enter taxable income for each annualization period (see instructions)	2	96682.04	188230.81	393242.73	585341.20
3	Annualization amounts (see instructions)	3	6	4	2	1.33333
4	Annualized taxable income Multiply line 2 by line 3	4	580092.24	752923.24	786485.46	780452.98
5	Figure the tax on the amount in each column on line 4 using the instructions for Form 1120, Schedule J, line 3 (or the comparable line of the tax return)	5	11601.84	15058.46	15729.71	15609.06
6	Enter other taxes for each payment period (see instructions)	6	-0-	-0-	-0-	-0-
7	Total tax Add lines 5 and 6	7	11601.84	15058.46	15729.71	15609.06
8	For each period enter the same type of credits as allowed on Form 2220, lines 4 and 5c (see instructions)	8	-0-	-0-	-0-	-0-
9	Total tax after credits Subtract line 8 from line 7 If zero or less enter -0-	9	11601.84	15058.46	15729.71	15609.06
10	Applicable percentage	10	25%	50%	75%	100%
11	Multiply line 9 by line 10	11	2900.46	7529.23	11797.28	15609.06
12	Add the amounts in all preceding columns of line 10 (see instructions)	12		2860.43	7529.23	11461.66
13	Annualized income installments Subtract line 12 from line 11 If zero or less, enter -0	13	2900.46	4668.80	4268.05	4147.40

Part II- Adjusted Seasonal Installment Method (Caution Use this method only if the base period percentage for any 6 consecutive months is at least 70% See instructions for more information)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
14	Enter taxable income for the following periods				
a	Tax year beginning in 1998	14a			
b	Tax year beginning in 1999	14b			
c	Tax year beginning in 2000	14c			
15	Enter taxable income for each period for the tax year beginning in 2001	15			
		First 4 months	First 6 months	First 9 months	Entire year
16	Enter taxable income for the following periods				
a	Tax year beginning in 1998	16a			
b	Tax year beginning in 1999	16b			
c	Tax year beginning in 2000	16c			
17	Divide the amount in each column on line 14a by the amount in column (d) on line 16a	17			
18	Divide the amount in each column on line 14b by the amount in column (d) on line 16b	18			
19	Divide the amount in each column on line 14c by the amount in column (d) on line 16c	19			

		(a)	(b)	(c)	(d)
		First 4 months	First 6 months	First 9 months	Entire year
20	Add lines 17 through 19	20			
21	Divide line 20 by 3	21			
22	Divide line 15 by line 21	22			
23	Figure the tax on the amount on line 22 using the instructions for Form 1120 Schedule J line 3 (or the comparable line of the return)	23			
24	Divide the amount in columns (a) through (c) on line 16a by the amount in column (d) on line 16a	24			
25	Divide the amount in columns (a) through (c) on line 16b by the amount in column (d) on line 16b	25			
26	Divide the amount in columns (a) through (c) on line 16c by the amount in column (d) on line 16c	26			
27	Add lines 24 through 26	27			
28	Divide line 27 by 3	28			
29	Multiply the amount in columns (a) through (c) of line 23 by columns (a) through (c) of line 28. In column (d), enter the amount from line 23, column (d)	29			
30	Enter other taxes for each payment period (see instructions)	30			
31	Total tax. Add lines 29 and 30	31			
32	For each period enter the same type of credits as allowed on Form 2220 lines 4 and 5c (see instructions)	32			
33	Total tax after credits. Subtract line 32 from line 31. If zero or less enter -0-	33			
34	Add the amounts in all preceding columns of line 40 (see instructions)	34			
35	Adjusted seasonal installments . Subtract line 34 from line 33. If zero or less enter -0	35			

Part III- Required Installments

		1st installment	2nd installment	3rd installment	4th installment	
		36	If only one of the above parts is completed enter the amount in each column from line 13 or line 35. If both parts are completed enter the smaller of the amounts in each column from line 13 or line 35	36	2900.46	4668.80
37	Enter 25% of line 8 on page 1 of Form 2220 in each column. (Note: Large corporations see the instructions for line 10 for the amounts to enter.)	37	2860.43	4668.80	3932.43	3902.27
38	Subtract line 40 of the preceding column from line 39 of the preceding column	38		-0-	-0-	-0-
39	Add lines 37 and 38	39	2860.43	4668.80	3932.43	3902.27
40	Required installments . Enter the smaller of line 36 or line 39 here and on page 1 of Form 2220 line 10	40	2860.43	4668.80	3932.43	3902.27



Part I, Line 11 - Other Income.

Dade County, 2001 Real Property Tax Reduction	1,143 31	
Fla Dept of Revenue, Sales Tax collection allowence	68 60	
Check Returned - Menninger Foundation	100,000 00	
Cash In Lieu of Fractional Share	21 56	
Total - Part I, Line 11, Column (a)		101,233 47

Part I - Operating and Administrative Expense:

	TOTAL (a)	Time Basis Allocation % (b) : (d)	Net Investment Income (b)	Disbursements for Chantable Purposes (d)
13 Compensation of officers, directors	71,666 74	40% : 60%	28,666 70	43,000 04
14 Other Employee Salaries & Wages	104,616 08	40% : 60%	41,846 43	62,769 65
15 Pension Plans, employee Benefits	73,764 88	40% : 60%	29,505 95	44,258 93
16a Legal Fees (schedule attached)	2,145 22		1,120 28	1,024 94
c Other Professional Fees (schedule attached)	245,327 53	100% :	245,327 53	-
18 Taxes (schedule attached)	37,535 83		18,229 08	61 25
19 Depreciation (schedule attached)	11,728 71	100% :	11,728 71	-
20 Occupancy	20,337 32	40% : 60%	8,134 93	12,202 39
21 Travel Conferences & Mtgs	1,909 53	100% :	-	1,909 53
22 Printing & Publications	142 00	100% :	-	142 00
23 Other Expenses (schedule attached)	74,680 32		12,306 01	14,552 07
Total Operating & Administrative Expenses	643,854 16		396,865 62	179,920 80

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	
Attorney Fees - 401(k) Employee Pension Plan	1,708 23	
L19B106, 2001 Prop Tax Reduction Commission	344 26	
T&12, 2000 Property Tax Reduction Commission	52 73	
Total - Part I, Line 16a		2,145 22
(c) Other professional fees		
Bank Charges	45 00	
Investment Management Fees	245,282 53	
Total - Part I, Line 16c		245,327 53

Part I, Line 18 - Taxes:

Excise Tax on Investment Income	19,245 50	
Florida Non-Profit Annual Report Tax	61 25	
Real Property Tax, L19B106	14,919 55	
Real Property Tax, T&12	3,175 25	
Personal Property Tax	134 28	
Total - Part I, Line 18		37,535 83

Part I, Line 19 - Depreciation Schedule:

Description of Property	Date Acquired	Cost	Prior Years' Depreciation	Method	Useful Life	Depreciation For This Year
<u>Furniture & Fixtures</u>						
Office Designs/Off Furn/Install/Off Accs/Drape Material	Jul-95	48,978 03	44,896 54	SL	7	4,081 49
Partner Plus Phone System	Aug-95	3,827 65	3,827 65	SL	5	-
Hendredon Display Cabinet	Aug-95	4,625 00	4,184 52	SL	7	440 48
Storage Cabinet	Aug-95	99 99	99 99	SL	5	-
Neoclasis Table, printer Stand, Mini Lap Desk, Box	Aug-95	649 00	587 16	SL	7	61 84
Audio System (Equipment/Installation)	Aug-95	2,152 80	2,152 80	SL	5	-
Labor/Hardware install Office Drapes	Aug-95	801 00	724 68	SL	7	76 32
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	382 21	SL	7	65 64
Partner Mail VS (System/Srvc/Install)	Jun-97	3,900 57	3,510 51	SL	5	390 06
Order 96192, Office Additions/Chair	Jul-97	7,360 07	4,643 85	SL	7	1,051 44
Printer Stand for HP5 Laser	Sep-97	99 00	60 06	SL	7	14 16
Water Heater/Installed	Nov-97	239 63	139 88	SL	7	34 20
Chairmats, 66x60/48x60/54x60	May-98	502 44	360 15	SL	5	100 44
12" B&W CCTV Monitor & Installation	Jul-98	375 00	256 25	SL	5	75 00
Credenza	Apr-00	1,964 85	467 89	SL	7	280 68
Total Furniture & Fixtures		78,622 54	68,882 26			6,671.75
<u>Equipment:</u>						
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	21,673 64	SL	5	747 36
Award System Upgrade	Mar-98	415 00	415 00	SL	3	-
Jazz Drive & Disks	Mar-98	676 00	506 95	SL	5	135 24
Memory Upgrades for PC's	Aug-98	490 00	326 60	SL	5	98 04
Upgrades Win98,Off2000,Quickbooks99	Dec-99	798 85	532 57	SL	3	266 28
Upgrade Modems/1 Motorola,3 US Robotics	Dec-99	631 00	252 28	SL	5	126 24
4 Ethernet/10base2 Smart Cards	Dec-99	168 00	67 20	SL	5	33 60
Upgrade Norton Anti-Virus	Dec-99	59 00	39 32	SL	3	19 68
FAX Machine & Calculator	Apr-00	229 94	76 74	SL	5	45 96
Computer Monitor (JH)	Dec-00	207 00	41 40	SL	5	41 40
Ethernet 8 port 10 base	Dec-00	289 00	57 64	SL	5	57 84
Upgrade - Quickbooks 2001	Mar-01	69 99	17 61	SL	3	23 28
New Computer Equipment	Apr-02	8,931 00	-	SL	5	1,190 80
New Computer Software	Apr-02	3,336 00	-	SL	3	741 24
Total Equipment		48,241 18	33,526 35			3,526 96
<u>Building:</u>						
Building, 1200-04 SW 8th Street	Dec-95	59,667 00	9,055 15	SL	39	1,530 00
Part I, Line 19 - Depreciation		186,530 72	111,463 76			11,728 71

Part I, Line 23 - Other Expenses:

	TOTAL (a)	Time Basis Allocation %		Net Investment Income (b)	Disbursements for Chantable Purposes (d)
		(b)	(d)		
Board Meetings	644 42	40%	60%	257 77	386 65
Business Promotions	110 00	40%	60%	44 00	66 00
Consultant Fees	325 00	40%	60%	130 00	195 00
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	250 00		100%		250 00
Insurance, Office	3,236 07	40%	60%	1,294 43	1,941 64
Insurance, Prop , - L19B106	1,066 12	100%		1,066 12	-
Insurance, Prop , - T&12	2,722 96	100%		2,722 96	
Internet Service Provider	183 14	40%	60%	73 26	109 88
Office Expenses	1,798 55	40%	60%	719 42	1,079 13
Office Supplies	662 87	40%	60%	265 15	397 72
Parking Vendors	171 00	40%	60%	68 40	102 60
Penalty & Interest - IRS	47,822 24				-
Postage	209 86	40%	60%	83 94	125 92
Rents Paid, Leased Equipment	2,609 16	40%	60%	1,043 66	1,565 50
Repairs and Maintenance, Equipment	6,415 54	40%	60%	2,566 22	3,849 32
Site Visits	225 29		100%		225 29
Sundry Expense	315 73			285 73	30 00
Telephone	4,212 37	40%	60%	1,684 95	2,527 42
Total - Part I, Line 23	74,680 32			12,306.01	14,552 07

Part II, Line 10 - Investments (schedule attached)

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	10,585 15	49,081 85
Total - Part II, Line 11	921,405 00	10,585 15	910,819 85

Part II, Line 13 - Investments--Other	Book Value		Fair Market Value
Gold Coins	42,104 00		35,748 00
Debentures	78,000 00		78,000 00
Ceramics & Paintings	21,951 65		45,095 00
Total - Part II, Line 13	142,055.65	-	158,843.00

Part II, Line 14 - Land, building & equipment	Book Value	Acc Depreciation	NET
Office equipment	48,241 18	37,053 31	11,187 87
Office furniture and fixtures	78,622 54	75,554 61	3,067 93
Total - Part II, Line 14	126,863.72	112,607 92	14,255.80

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

(a) INVESTMENTS---U S & State Government Obligations	# Shares	BOOK VALUE	MARKET VALUE
North Miami Fla Spl Obl Taxable 7 200% Mat 070112	200,000	198,502 50	220,674 00
NJ ECO DEV AU CAV 7 435 97 A Taxable 0 000% Mat 021512	200,000	71,760 50	123,032 00
U S Treasury Note 5 7500% Mat 08/15/03	1,105,000	1,093,377 54	1,138,846 15
U S Treasury Note 7 2500% Mat 08/15/04	1,000,000	1,001,250 00	1,089,690 00
SBA 95-C 6 8750% Mat 090105	670,748	670,748 08	726,192 02
SBA Ser SBIC 1996-10 C 7 590% Mat 090106	871,168	871,167 76	968,634 27
FHLB - Call 7 300% Mat 09/26/07	250,000	260,095 00	262,110 00
FHLB - Call 6 040% Mat 12/26/08	300,000	308,251 50	307,080 00
FNMA MTN - Call 6 420% 03/09/09	400,000	401,902 10	419,664 00
FHLB - Call 5 400% Mat 071609	500,000	499,002 50	507,425 00
FHLMC MTN Call 5 500% Due 081509 Dtd 020702	150,000	150,940 00	150,958 50
FHLB - Callable 8 1300% 05/19/10	200,000	212,988 50	224,688 00
FHLMC MTN - Call 6 250% Mat 121511	250,000	246,627 50	250,367 50
FHLB - Call 6 000% Mat 072412	400,000	399,752 50	407,564 00
FHLB - Call 5 875% Mat 072412 Dtd 072402	200,000	201,252 50	200,844 00
FFCB - Call 5 450% Due 090512 Dtd 090502	500,000	500,627 50	502,425 00
FHLB Call 5 350% Due 112012 Dtd 112002	250,000	250,940 00	250,510 00
FHLB - Call 6 285% Due 052413 Dtd 052401	130,000	134,227 50	135,505 50
FHLB - Call 6 100% Mat 122313 Dtd 122398	150,000	150,565 00	150,375 00
FHLB - Call 6 400% Mat 122713	250,000	249,299 50	250,782 50
FNMA - Call 6 580% Due 022715 Dtd 022702	500,000	507,502 50	505,550 00
FNMA Call 6 625% Due 031317 Dtd 031302	500,000	506,277 50	505,705 00
U S Treasury Bond 8 000% Mat 11/15/21	50,000	50,000 00	67,141 00
Municipal Accrued Interest		47,413 02	47,413 00
TOTAL - Part II, Line 10a		8,984,471.00	9,413,176.44

(b) INVESTMENTS---Corporate Stock	# Shares	BOOK VALUE	MARKET VALUE
Amgen Inc (AMGN)	2,500	115,724 86	118,000 00
Bank of America Corp (BAC)	3,000	229,202 70	210,240 00
Boeing Company	2,000	65,030 05	68,100 00
Coca Cola Entprse Inc (CCE)	3,425	75,418 55	72,918 00
Colgate-Palmolive Co	2,500	138,366 23	128,475 00
CVS Corp (CVS)	25	630 74	672 00
Du Pont E I De Nemours (DD)	5,500	248,250 45	245,410 00
First Data Corp (FDC)	5,500	200,640 00	190,520 00
International Paper (IP)	4,000	145,741 65	157,000 00
Newell Rubbermaid Inc (NWL)	6,000	193,157 15	190,320 00
Pepsico, Inc (PEP)	56	2,755 76	2,378 00
Pepsi Bottling Group Inc (PBG)	40	1,278 40	1,148 00
Pfizer Inc	3,500	117,677 75	110,355 00
Sysco Corp (SYU)	6,500	181,452 95	191,230 00
Union Pacific Corp (UNP)	4,500	256,518 79	260,550 00
UnitedHealth Group (UNH)	2,500	219,700 80	203,625 00
Waste Management Inc New (WMI)	4,000	113,904 80	99,680 00
Alcoa, Inc	9,000	284,389 75	229,950 00
Anadarko Petroleum Corp	5,200	306,866 50	245,440 00
Applebees Intl Inc	7,950	122,259 00	200,340 00
Aptargroup Inc	5,000	146,009 50	149,400 00
Baldor Electric Company	5,400	111,656 50	105,030 00
Bel Fuse Inc	14,900	449,789 50	278,630 00
Belden Inc	10,900	267,570 55	183,120 00
BJS Whsl Club Inc	9,600	179,475 95	184,416 00
Borg Warner Automotive	4,000	181,456 00	206,080 00
Cable Design Technologies Corp	13,000	171,460 11	105,300 00

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

(b) INVESTMENTS---Corporate Stock	# Shares	BOOK VALUE	MARKET VALUE
Church & Dwight Inc	10,300	237,060 35	310,236 00
Citigroup Inc	2,700	111,992 05	104,976 00
Claire's Stores Inc	5,600	103,709 45	145,376 00
Clarcor Inc	9,600	238,375 35	315,840 00
CVS Corp	8,800	248,445 00	236,544 00
Dentsply International Inc New	4,700	136,083 47	157,685 00
El Paso Corporation	13,000	400,912 25	110,760 00
Emerson Electric Co	4,500	270,237 19	234,675 00
Footstar Inc	4,500	145,064 95	28,440 00
Granite Construction Co	7,900	182,145 00	134,300 00
Hartford Finl Svcs Group Inc	3,000	140,564 70	147,180 00
Honeywell International Inc	4,800	153,358 38	124,848 00
Ingersoll-Rand Co Cl A	2,400	100,344 00	110,880 00
Instuform Technologies, Inc	4,900	125,066 54	92,953 00
Intl Rectifier Corp	8,600	175,387 78	214,656 00
Jakks Pak Inc	17,700	314,662 69	272,580 00
Kerr-Mc Gee Corporation	3,000	182,061 50	135,750 00
Kimberly-Clark Corp	3,700	229,382 75	186,184 00
Kroger Company Common	8,100	180,005 80	127,413 00
Lafarge Corp	7,400	204,129 00	237,540 00
Libbey Inc	6,900	232,094 55	177,606 00
Mack Cali Rlty Corp	3,800	119,379 50	114,000 00
Masco Corp	7,100	155,245 08	143,207 00
Merck & Co Inc	5,600	331,317 00	332,696 00
Mim Corporation	13,800	168,226 80	104,341 80
Newfield Exploration Company	7,000	260,328 00	253,190 00
Outback Steakhouse Inc	4,300	129,420 00	152,650 00
Parker-Hannifin Corp	2,500	101,135 75	116,725 00
Polymedica Corp	4,600	136,017 91	132,204 00
Protective Life Corp	9,700	292,203 75	286,441 00
Questar Corp	12,100	295,686 40	315,447 00
Safeway Inc New	6,000	261,508 50	142,680 00
SBC Communications Corp Inc	7,900	309,475 25	225,150 00
Schering Plough Corp	5,400	146,135 00	122,364 00
Sealed Air Corp New	2,700	102,803 25	102,087 00
Technitrol Inc	5,200	157,345 00	89,804 00
Teleflex Incorporated	2,500	104,843 50	109,700 00
US Bancorp New	7,427	145,611 03	162,651 30
Veeco Instruments Inc	4,000	111,836 00	56,120 00
Verizon Communications Com	5,000	226,012 79	209,400 00
Washington Mut Inc	5,500	148,646 50	197,890 00
Ambac Financial Group 7% Sen Nts Due 101751	8,000	200,000 00	212,000 00
Corts IBM Due B 12/1/96 Ser II 7 125% Pfd	4,000	100,000 00	102,800 00
Fidelis Corporation	63	1,542,863 00	1,542,863 00
First of Florida Corp	9	3,374,272 00	3,374,272 00
TOTAL - Part II, Line 10b		17,557,779 75	16,345,432 10

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

(c) Investments---Corporate Bonds:		BOOK VALUE	MARKET VALUE
Ford Motor Credit Co 6 375% Mat 121505	250,000	251,237 50	244,047 50
Prudential Ins Amer Ser 144A Notes 6 375% Mat 072306	250,000	245,627 50	262,932 50
Prudential Ins Amer Ser 144A Notes 6 375% Mat 072306	50,000	52,252 50	52,586 50
Nthn Trust Co Sub Nts 7 300% Mat 091506	300,000	303,966 70	335,085 00
Genl Motors Accp Corp 6 280% Mat 041508	260,000	259,352 17	254,758 40
Southtrust Bk Birmingham 7 000% Mat 11/15/08	250,000	242,627 50	282,085 00
GMAC Smartnotes 7 000% Mat 091509	500,000	496,252 50	488,930 00
Salomon S/B Hldg Mtn 8 000% Mat 021110	100,000	101,702 50	101,026 00
ITT Corp Notes 6 500% 050111 Dtd 050181	100,000	98,002 50	99,206 00
Intl Tel & Teleg Corp 7 500% 070111 Dtd 070181	100,000	99,502 50	99,199 00
Ford Motor Credit 7 000% Mat 081512	125,000	127,502 50	117,476 25
GMAC Smartnotes Cibl 051502 7 000% 051514	240,000	214,253 86	233,637 60
Alabama Power Co Notes 6 375% 093018 Dtd 092498	100,000	100,002 50	98,864 00
Texaco Capital Inc Mtn Sr 1992 B/E 8 000% Mat 122922	500,000	536,252 50	530,725 00
TOTAL Part II, Line 10c		3,128,535.23	3,200,558.75

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
3M CO						
600 00	05/16/01	11/25/02	76,833 69	74,724 90		2,108 79
300 00	07/24/02	11/25/02	38,416 84	35,060 18	3,356 66	
500 00	05/18/01	11/25/02	64,028 07	61,484 35		2,543 72
ALCAN INC						
1,500	02/09/01	03/12/02	61,586 07	57,198 00		4,388 07
2,347	02/08/01	07/22/02	66,655 84	88,658 16		(22,002 32)
1,500 00	02/12/01	07/22/02	42,600 67	56,782 50		(14,181 83)
1,153 00	02/08/01	07/23/02	31,260 35	43,554 69		(12,294 34)
1,000 00	02/13/01	07/23/02	27,112 18	37,499 60		(10,387 42)
477 00	02/14/01	07/23/02	12,932 51	17,719 55		(4,787 04)
23 00	02/14/02	07/24/02	571 28	854 40		(283 12)
ALCOA INC						
1,500 00	02/09/01	03/12/02	58,187 12	55,455 30		2,731 82
1,121 00	02/08/01	07/22/02	28,041 87	41,324 54		(13,282 67)
1,500 00	02/09/01	07/22/02	37,522 58	55,455 30		(17,932 72)
1,379 00	02/08/01	07/23/02	33,330 26	50,835 46		(17,505 20)
1,184 00	02/12/01	07/23/02	28,617 13	43,125 19		(14,508 06)
1,314 00	02/12/01	07/24/02	30,699 24	47,860 21		(17,160 97)
2 00	02/12/01	07/25/02	49 41	72 85		(23 44)
AMERICAN INTL GROUP INC						
500 00	08/08/00	03/12/02	36,696 44	44,561 25		(7,864 81)
2,013 00	08/04/00	05/15/02	133,868 72	177,399 65		(43,530 93)
1,500 00	08/07/00	05/15/02	99,753 15	133,407 61		(33,654 46)
486 00	08/04/00	05/16/02	32,538 76	42,829 72		(10,290 96)
1 00	08/04/00	05/17/02	68 89	88 13		(19 24)
400 00	08/15/02	11/25/02	25,958 22	25,977 60	(19 38)	
300 00	09/25/02	11/25/02	19,468 66	16,468 42	3,000 24	
100 00	09/03/02	11/25/02	6,489 55	6,018 93	470 62	
100 00	09/06/02	11/25/02	6,489 56	5,993 61	495 95	
100 00	08/19/02	11/25/02	6,489 55	6,619 45	(129 90)	
100 00	08/28/02	11/25/02	6,489 55	6,291 05	198 50	
300 00	09/24/02	11/25/02	19,468 67	16,728 00	2,740 67	
100 00	08/16/02	11/25/02	6,489 55	6,522 31	(32 76)	
400 00	09/26/02	11/25/02	25,958 22	22,696 35	3,261 87	
500 00	10/15/02	11/25/02	32,447 77	31,233 60	1,214 17	
AMGEN INC						
500 00	08/30/99	03/12/02	29,529 55	20,307 00		9,222 55
500 00	08/31/99	03/18/02	31,049 53	20,234 25		10,815 28
898 00	08/27/99	05/06/02	42,030 43	35,960 86		6,069 57
500 00	08/31/99	05/06/02	23,402 24	20,234 25		3,167 99
2,699 00	08/27/99	05/07/02	126,062 44	108,082 80		17,979 64
371 00	08/27/99	05/08/02	17,702 51	14,856 88		2,845 63
32 00	08/27/99	05/09/02	1,558 96	1,281 46		277 50

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
ANALOG DEVICES						
500 00	03/04/02	03/12/02	22,419 66	21,923 15	496 51	
1,545 00	03/01/02	07/25/02	35,140 28	62,438 55	(27,298 27)	
1,000 00	03/04/02	07/25/02	22,744 52	43,846 30	(21,101 78)	
808 00	03/01/02	07/26/02	17,524 66	32,653 95	(15,129 29)	
147 00	03/01/02	07/29/02	3,349 45	5,940 75	(2,591 30)	
APPLIED MATERIALS						
5,201 00	05/17/02	07/02/02	89,612 60	140,921 09	(51,308 49)	
799 00	05/17/02	07/03/02	13,840 25	21,648 91	(7,808 66)	
496 00	05/20/02	07/03/02	8,591 70	13,373 75	(4,782 05)	
4 00	05/20/02	07/05/02	78 03	107 85	(29 82)	
BED BATH & BEYOND INC						
500 00	10/02/01	03/12/02	15,834 76	13,038 90	2,795 86	
500 00	10/03/01	03/12/02	15,834 76	13,901 45	1,933 31	
1,000 00	04/08/02	11/25/02	35,064 04	35,985 41	(921 37)	
1,500 00	09/28/01	11/25/02	52,596 06	38,088 45		14,507 61
3,000 00	10/01/01	11/25/02	105,192 13	74,587 21		30,604 92
BEST BUY INC						
500 00	10/04/01	03/12/02	37,322 43	24,358 45	12,963 98	
1,115 00	10/04/01	06/05/02	48,911 57	36,212 90	12,698 67	
200 00	10/03/01	06/06/02	9,124 21	6,346 59	2,777 62	
1,135 00	10/04/01	06/06/02	51,779 86	36,862 45	14,917 41	
329 00	10/02/01	06/07/02	14,639 24	9,857 48	4,781 76	
550 00	10/03/01	06/07/02	24,472 89	17,453 11	7,019 78	
369 00	10/02/01	06/10/02	16,769 84	11,055 95	5,713 89	
513 00	10/02/01	06/11/02	22,954 38	15,370 47	7,583 91	
289 00	10/02/01	06/12/02	12,486 41	8,659 00	3,827 41	
BOSTON SCIENTIFIC CORP						
1,500 00	10/09/01	03/12/02	35,084 47	33,394 95	1,689 52	
500 00	10/04/01	03/18/02	12,069 81	11,129 20	940 61	
500 00	10/08/01	11/25/02	19,834 40	11,027 31		8,807 09
2,000 00	10/05/01	11/25/02	79,337 61	44,484 60		34,853 01
500 00	10/10/01	11/25/02	19,834 40	11,096 40		8,738 00
2,500 00	10/04/01	11/25/02	99,172 01	55,645 99		43,526 02
BROCADE COMMS SYSTEMS INC						
100 00	03/14/00	03/12/02	2,871 96	8,144 26		(5,272 30)
200 00	05/01/00	03/12/02	5,743 91	13,027 41		(7,283 50)
1,085 00	04/28/00	07/02/02	15,905 19	68,680 18		(52,774 99)
200 00	05/01/00	07/02/02	2,931 83	13,027 41		(10,095 58)
303 00	04/28/02	07/03/02	4,508 93	19,179 81		(14,670 88)
12 00	04/28/00	07/05/02	207 25	759 60		(552 35)

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
CATERPILLAR INC						
1,000 00	05/11/01	01/14/02	50,909 50	53,428 40	(2,518 90)	
500 00	05/16/01	01/14/02	25,454 75	26,889 71	(1,434 96)	
1,500 00	05/11/01	01/15/02	75,776 59	80,142 60	(4,366 01)	
500 00	05/11/01	03/12/02	29,471 55	26,714 20	2,757 35	
1,000 00	05/11/01	07/16/02	43,002 90	53,428 39		(10,425 49)
500 00	05/14/01	07/16/02	21,501 45	26,412 79		(4,911 34)
875 00	05/15/01	07/16/02	37,627 53	46,034 36		(8,406 83)
106 00	05/15/01	07/17/02	4,577 54	5,576 74		(999 20)
16 00	05/15/01	07/18/02	679 31	841 77		(162 46)
3 00	05/15/01	07/19/02	127 67	157 83		(30 16)
CHUBB CORPORATION						
500 00	10/04/01	03/12/02	36,284 45	37,838 95	(1,554 50)	
500 00	10/04/01	07/16/02	31,914 77	37,838 95	(5,924 18)	
230 00	10/05/01	07/16/02	14,680 80	17,220 98	(2,540 18)	
270 00	10/05/01	07/17/02	16,673 29	20,215 94	(3,542 65)	
339 00	10/08/01	07/17/02	20,934 24	24,995 45	(4,061 21)	
147 00	10/08/01	07/18/02	8,624 67	10,838 74	(2,214 07)	
14 00	10/08/01	07/19/02	809 72	1,032 26	(222 54)	
CITIGROUP INC						
1,000 00	10/25/00	03/12/02	48,629 26	52,362 10		(3,732 84)
1,000 00	10/24/00	07/16/02	36,099 62	51,781 30		(15,681 68)
2,000 00	10/25/00	07/16/02	72,199 23	104,724 20		(32,524 97)
500 00	10/24/00	07/17/02	18,610 87	25,890 65		(7,279 78)
2,190 00	10/24/00	07/22/02	71,184 91	113,401 05		(42,216 14)
310 00	10/24/00	07/23/02	8,621 34	16,052 20		(7,430 86)
CLEAR CHANNEL COMMUN INC						
1,000 00	02/01/01	03/12/02	49,109 26	66,661 80		(17,552 54)
1,829 00	01/31/01	06/20/02	74,243 68	118,994 74		(44,751 06)
2,171 00	01/31/01	06/21/02	82,886 28	141,245 26		(58,358 98)
47 00	02/02/01	06/21/02	1,794 41	3,033 17		(1,238 76)
429 00	02/02/01	06/24/02	16,679 83	27,685 73		(11,005 90)
24 00	02/02/01	06/25/02	934 52	1,548 85		(614 33)
COCA COLA ENTPRSE INC						
334 00	05/22/02	11/21/02	7,155 90	7,574 18	(418 28)	
500 00	05/23/02	11/21/02	10,712 43	11,400 60	(688 17)	
166 00	05/22/02	11/22/02	3,497 71	3,764 42	(266 71)	
500 00	05/24/02	11/22/02	10,535 29	11,311 90	(776 61)	
3 00	10/17/02	11/22/02	63 21	67 66	(4 45)	
494 00	10/17/02	11/22/02	10,408 86	11,140 83	(731 97)	
575 00	05/20/02	11/25/02	11,779 95	12,851 36	(1,071 41)	
3 00	10/17/02	11/25/02	61 46	67 66	(6 20)	
COCA-COLA COMPANY						
1,318 00	04/19/02	10/16/02	62,945 92	72,066 79	(9,120 87)	
1,500 00	04/22/02	10/16/02	71,637 99	82,880 70	(11,242 71)	
1,122 00	04/19/02	10/17/02	51,234 36	61,349 73	(10,115 37)	
54 00	04/19/02	10/18/02	2,464 64	2,952 66	(488 02)	
6 00	04/19/02	10/21/02	286 88	328 07	(41 19)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
COLGATE-PALMOLIVE CO						
500 00	10/13/99	03/12/02	27,369 58	25,692 80		1,676 78
500 00	10/14/99	03/12/02	27,369 59	26,054 39		1,315 20
500 00	10/13/99	03/18/02	27,959 58	25,692 80		2,266 78
1,243 00	02/12/97	06/24/02	60,460 68	32,691 86		27,768 82
500 00	10/13/99	06/24/02	24,320 47	25,692 80		(1,372 33)
500 00	10/15/02	06/24/02	24,320 47	25,390 65		(1,070 18)
1,557 00	02/12/97	06/25/02	76,475 53	40,950 31		35,525 22
400 00	02/12/97	06/26/02	18,872 15	10,520 31		8,351 84
1,367 00	02/12/97	06/26/02	64,495 58	35,953 15		28,542 43
33 00	02/12/97	06/27/02	1,656 21	867 93		788 28
COMCAST CL A SPL (NON-VTG)						
3,092 00	01/11/01	12/20/01	110,009 68	133,418 25	(23,408 57)	
2,500 00	01/12/01	12/20/01	88,947 03	111,352 25	(22,405 22)	
841 00	01/11/01	12/21/01	29,562 53	36,288 73	(6,726 20)	
2 00	01/11/01	12/24/01	70 30	86 30	(16 00)	
63 00	01/11/01	12/24/01	2,214 36	2,718 42	(504 06)	
2 00	01/11/01	12/26/01	70 93	86 30	(15 37)	
CVS Corp						
2,500 00	03/15/02	11/21/02	65,030 79	85,359 25	(20,328 46)	
1,000 00	03/14/02	11/21/02	26,012 31	33,293 10	(7,280 79)	
726 00	03/13/02	11/21/02	18,884 94	23,793 64	(4,908 70)	
1,274 00	03/13/02	11/22/02	33,253 97	41,753 57	(8,499 60)	
351 00	07/24/02	11/22/02	9,161 81	8,855 59	306 22	
624 00	07/24/02	11/25/02	15,938 36	15,743 27	195 09	
DEERE & CO						
500 00	02/25/02	03/12/02	23,619 64	23,921 60	(301 96)	
500 00	02/14/02	11/25/02	24,889 25	22,936 20	1,953 05	
1,500 00	02/12/02	11/25/02	74,667 75	67,686 30	6,981 45	
473 00	04/26/02	11/25/02	23,545 23	20,889 71	2,655 52	
500 00	02/19/02	11/25/02	24,889 25	22,451 30	2,437 95	
500 00	02/08/02	11/25/02	24,889 24	20,952 20	3,937 04	
500 00	02/20/02	11/25/02	24,889 25	22,417 45	2,471 80	
1,000 00	02/11/02	11/25/02	49,778 50	44,457 60	5,320 90	
27 00	04/29/02	11/25/02	1,344 02	1,195 31	148 71	
DELL COMPUTER CORP						
4,764 00	05/15/02	07/25/02	107,490 23	132,341 54	(24,851 31)	
1,000 00	05/16/02	07/25/02	22,563 02	27,785 70	(5,222 68)	
547 00	05/15/02	07/26/02	12,378 56	15,195 39	(2,816 83)	
189 00	05/15/02	07/29/02	4,410 73	5,250 32	(839 59)	
DISNEY (WALT) HOLDING CO						
1,000 00	10/04/01	03/12/02	23,399 65	19,980 10	3,419 55	
500 00	10/03/01	03/12/02	11,699 82	9,598 90	2,100 92	
3,000 00	10/01/01	11/25/02	58,168 24	54,874 80		3,293 44
1,500 00	10/02/01	11/25/02	29,084 12	27,958 95		1,125 17
2,000 00	09/28/01	11/25/02	38,778 83	36,758 60		2,020 23

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
DOW CHEMICAL						
4,000 00	12/05/00	01/14/02	107,714 80	145,606 00		(37,891 20)
1,000 00	12/06/00	01/15/02	27,016 59	35,868 81		(8,852 22)
1,000 00	12/06/00	03/12/02	32,209 51	35,868 80		(3,659 29)
3,211 00	12/04/00	10/02/02	88,307 86	112,595 96		(24,288 10)
1,745 00	12/04/00	10/03/02	46,911 34	61,189 65		(14,278 31)
44 00	12/04/00	10/04/02	1,160 52	1,542 89		(382 37)
DU PONT E I DE NEMOURS						
500 00	04/12/01	03/12/02	23,436 65	22,633 35	803 30	
1,000 00	04/16/01	03/12/02	46,873 29	45,790 50	1,082 79	
ELECTRONIC DATA SYS CP NEW						
1,000 00	12/06/00	03/12/02	63,579 04	59,535 59		4,043 45
2,802 00	12/04/00	04/08/02	141,855 95	154,841 32		(12,985 37)
2,000 00	12/05/00	04/08/02	101,253 36	118,475 80		(17,222 44)
198 00	12/04/00	04/09/02	10,272 11	10,941 68		(669 57)
FEDERAL HOME LOAN MTG CORP						
1,000 00	10/30/00	03/12/02	65,219 02	60,394 30		4,824 72
1,972 00	10/27/00	11/08/02	115,282 41	117,406 77		(2,124 36)
500 00	10/30/00	11/08/02	29,229 82	30,197 15		(967 33)
1,246 00	10/27/00	11/11/02	72,358 40	74,182 98		(1,824 58)
1,262 00	10/27/00	11/12/02	73,659 08	75,135 56		(1,476 48)
20 00	10/27/00	11/13/02	1,166 63	1,190 74		(24 11)
FIRST DATA CORP						
500 00	11/26/01	03/12/02	42,302 36	36,480 00	5,822 36	
3,500 00	11/26/01	07/09/02	117,297 19	127,680 00	(10,382 81)	
FOREST LABORATORIES INC						
100 00	10/16/02	11/25/02	10,777 74	9,743 10	1,034 64	
100 00	10/02/02	11/25/02	10,777 75	8,982 55	1,795 20	
700 00	10/01/02	11/25/02	75,444 21	62,615 55	12,828 66	
500 00	10/15/02	11/25/02	53,888 73	48,033 00	5,855 73	
GENERAL ELECTRIC						
1,400 00	09/25/95	11/28/01	54,724 17	14,808 50		39,915 67
1,600 00	09/25/95	01/14/02	60,614 90	16,924 00		43,690 90
1,400 00	11/28/01	01/14/02	53,038 04	54,908 00	(1,869 96)	
500 00	09/25/95	01/15/02	19,114 32	5,288 75		13,825 57
500 00	09/25/95	03/12/02	20,494 69	5,288 75		15,205 94
3,400 00	09/25/95	04/11/02	114,453 46	35,963 50		78,489 96
96 00	09/25/95	04/12/02	3,208 32	1,015 44		2,192 88
4 00	09/25/95	04/15/02	126 76	42 31		84 45
GENERAL MILLS INC						
1,000 000	11/26/01	03/12/02	46,589 30	48,510 00	(1,920 70)	
500 000	11/26/01	03/18/02	23,619 64	24,255 00	(635 36)	
7,106 000	11/26/01	04/26/02	299,359 65	344,712 06	(45,352 41)	
389 000	11/26/01	04/29/02	16,898 46	18,870 39	(1,971 93)	
5 000	11/26/01	04/30/02	217 88	242 55	(24 67)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
GENERAL MOTORS CORPORATION						
1,000 000	03/09/01	03/12/01	60,969 08	58,870 30		2,098 78
1,334 000	03/08/01	09/24/02	53,083 60	76,851 34		(23,767 74)
1,000 000	03/09/01	09/24/02	39,792 80	58,870 30		(19,077 50)
1,000 000	03/12/01	09/24/02	39,792 80	58,916 42		(19,123 62)
609 000	03/08/01	09/25/02	23,856 12	35,084 31		(11,228 19)
57 000	03/08/01	09/26/02	2,324 10	3,283 75		(959 65)
GENZYME CORP (GENL DIV)						
1,000 000	04/16/01	03/12/02	45,589 31	50,816 50	(5,227 19)	
500 000	04/16/01	03/18/02	25,304 61	25,408 25	(103 64)	
1,000 000		04/03/02	41,049 36	48,684 00	(7,634 64)	
90 000		04/03/02	3,694 44	4,350 41	(655 97)	
1,000 000		04/03/02	41,049 36	49,723 75	(8,674 39)	
500 000		04/03/02	20,524 68	25,408 25	(4,883 57)	
1,908 000		04/04/02	77,816 21	92,228 66	(14,412 45)	
2 000		04/05/02	80 31	96 68	(16 37)	
GOLDMAN SACHS GROUP						
200 000	10/18/02	11/25/02	15,752 79	14,280 62	1,472 17	
1,700 000	10/17/02	11/25/02	133,898 67	122,243 27	11,655 40	
GUIDANT CORP						
500 000	02/06/02	03/12/02	20,464 69	24,539 20	(4,074 51)	
377 000	01/31/02	06/13/02	12,783 92	18,017 32	(5,233 40)	
500 000	02/04/02	06/13/02	16,954 79	23,916 85	(6,962 06)	
500 000	02/05/02	06/13/02	16,954 79	24,272 85	(7,318 06)	
500 000	02/07/02	06/13/02	16,954 80	24,008 85	(7,054 05)	
500 000	02/11/02	06/13/02	16,954 79	24,469 55	(7,514 76)	
123 000	01/31/02	06/14/02	3,903 10	5,878 33	(1,975 23)	
HOME DEPOT						
1,000 000	06/06/95	03/05/02	47,353 68	9,322 22		38,031 46
800 000	06/06/95	03/12/02	38,630 36	7,457 78		31,172 58
700 000	11/10/95	03/12/02	33,801 56	6,467 22		27,334 34
4,500 000	11/10/95	10/01/02	116,040 72	41,575 00		74,465 72
2,675 000	11/10/95	11/19/02	66,603 35	24,714 03		41,889 32
375 000	11/10/95	11/20/02	9,107 47	3,464 58		5,642 89
HOUSEHOLD INTL CORP						
1,500 00	05/03/01	01/14/02	79,925 38	97,601 11	(17,675 73)	
500 00	05/15/01	01/14/02	26,641 80	33,324 62	(6,682 82)	
500 00	05/03/01	02/06/02	22,771 06	32,533 70	(9,762 64)	
1,000 00	05/09/01	02/06/02	45,542 11	65,060 00	(19,517 89)	
889 00	05/11/01	02/06/02	40,486 94	57,737 62	(17,250 68)	
611 00	05/11/01	02/07/02	28,152 42	39,682 43	(11,530 01)	
ILLINOIS TOOL WORKS INC						
1,000 00	05/14/01	03/12/02	76,508 85	65,788 30	10,720 55	
1,000 00	05/10/01	11/25/02	65,080 54	65,085 57		(5 03)
1,000 00	05/09/01	11/25/02	65,080 53	64,130 58		949 95
500 00	05/07/01	11/25/02	32,540 27	32,007 73		532 54
500 00	05/08/01	11/25/02	32,540 27	32,071 22		469 05
1,000 00	05/11/01	11/25/02	65,080 54	65,122 00		(41 46)

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
INTEL CORP						
4,702 00	05/17/02	07/02/02	78,368 69	146,096 31	(67,727 62)	
1,294 00	05/17/02	07/03/02	21,610 31	40,206 01	(18,595 70)	
4 00	05/17/02	07/05/02	76 65	124 28	(47 63)	
INTERNATIONAL PAPER						
500 00	04/11/01	03/12/02	22,278 33	18,355 80	3,922 53	
500 00	05/16/01	03/12/02	22,278 33	19,752 15	2,526 18	
500 00	05/17/01	03/12/02	22,278 33	20,306 30	1,972 03	
500 00	04/11/01	03/18/02	21,924 67	18,355 80	3,568 87	
3,000 00	04/11/01	08/16/02	112,333 43	110,134 80		2,198 63
500 00	04/11/01	08/19/02	18,978 07	18,355 80		622 27
JOHNSON & JOHNSON						
1,000 00	11/26/01	03/12/02	63,019 05	60,770 00	2,249 05	
1,500 00	11/26/01	11/04/02	88,930 56	91,155 00	(2,224 44)	
1,000 00	11/26/01	11/05/02	59,588 61	60,770 00	(1,181 39)	
1,500 00	11/26/01	11/25/02	87,837 35	91,155 00	(3,317 65)	
2,000 00	03/29/01	11/25/02	117,116 47	87,683 39		29,433 08
JP MORGAN CHASE & CO						
504 00	05/30/02	07/23/02	10,461 77	18,168 19	(7,706 42)	
2,500 00	05/31/02	07/23/02	51,893 70	90,955 75	(39,062 05)	
438 00	05/30/02	07/24/02	8,768 01	15,789 03	(7,021 02)	
58 00	05/30/02	07/26/02	1,286 27	2,090 78	(804 51)	
KOHL'S CORP						
800 00	02/28/97	03/05/02	53,459 42	9,205 50		44,253 92
200 00	03/03/97	03/05/02	13,364 86	2,291 63		11,073 23
500 00	03/03/97	03/12/02	34,219 48	5,729 06		28,490 42
500 00	03/03/97	03/18/02	35,864 46	5,729 06		30,135 40
800 00	03/03/97	04/24/02	59,872 19	9,166 50		50,705 69
1,000 00	03/03/97	11/04/02	59,068 64	11,458 13		47,610 51
2,400 00	02/26/97	02/26/97	158,779 21	27,241 50		131,537 71
1,000 00	03/03/97	03/03/97	66,158 01	11,458 12		54,699 89
KROGER CO						
2,000 00	09/28/01	12/11/01	40,528 44	49,296 79	(8,768 35)	
958 00	10/01/01	12/11/01	19,413 13	23,059 16	(3,646 03)	
500 00	10/03/01	12/11/01	10,132 11	12,324 05	(2,191 94)	
1,000 00	10/04/01	12/11/01	20,264 22	24,779 80	(4,515 58)	
986 00	10/01/01	12/12/01	19,686 82	23,733 11	(4,046 29)	
56 00	10/01/01	12/13/01	1,116 92	1,347 93	(231 01)	
LINEAR TECHNOLOGY CORP						
500 00	03/01/02	03/12/02	22,259 66	19,948 10	2,311 56	
3,183 00	03/01/02	07/25/02	81,496 65	126,989 60	(45,492 95)	
244 00	03/01/02	07/26/02	6,112 63	9,734 68	(3,622 05)	
73 00	03/01/02	07/29/02	1,870 91	2,912 42	(1,041 51)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
LOCKHEED MARTIN CORP						
500 00	09/18/01	03/12/02	28,624 57	22,437 20	6,187 37	
500 00	09/18/01	03/18/02	28,849 56	22,437 20	6,412 36	
3,142 00	09/18/01	11/04/02	164,005 58	140,995 36		23,010 22
358 00	09/18/01	11/05/02	18,913 04	16,065 04		2,848 00
460 00	09/17/01	11/05/02	24,301 67	20,243 17		4,058 50
33 00	09/17/01	11/06/02	1,812 80	1,452 23		360 57
7 00	09/17/01	11/07/02	384 21	308 05		76 16
MEDTRONIC INC						
4,000 00	04/11/95	11/25/02	194,298 14	35,287 50		159,010 64
MERRILL LYNCH & CO						
1,000 00	05/07/01	03/12/02	54,569 18	67,047 79	(12,478 61)	
1,000 00	07/12/00	04/24/02	45,527 43	65,766 80		(20,239 37)
1,494 00	07/13/00	04/24/02	68,017 98	98,075 12		(30,057 14)
500 00	05/08/01	04/24/02	22,763 71	33,180 35	(10,416 64)	
500 00	05/09/01	04/24/02	22,763 71	32,767 80	(10,004 09)	
506 00	07/13/00	04/25/02	21,667 68	33,216 88		(11,549 20)
MICROSOFT CORP						
1,000 00	05/07/01	03/12/02	61,819 07	71,676 41	(9,857 34)	
500 00	05/08/01	03/18/02	30,774 53	35,682 85	(4,908 32)	
2,634 00	02/07/01	07/25/02	115,295 40	167,699 67		(52,404 27)
2,000 00	05/09/01	07/25/02	87,543 96	141,508 60		(53,964 64)
298 00	02/07/01	07/26/02	13,291 54	18,972 85		(5,681 31)
68 00	02/07/01	07/29/02	3,234 88	4,329 38		(1,094 50)
MINNESOTA MINING & MFG						
500 00	05/17/01	01/14/02	56,177 05	62,384 95	(6,207 90)	
500 00	05/17/01	01/15/02	56,094 15	62,384 95	(6,290 80)	
300 00	05/16/01	03/12/01	36,296 45	37,362 45	(1,066 00)	
100 00	05/16/01	03/18/02	12,190 81	12,454 15	(263 34)	
NASDAQ 100 TR SR I						
5,000 00	04/17/01	03/12/02	187,797 17	206,620 00	(18,822 83)	
1,700 00	07/18/02	11/25/02	471,565 77	428,485 00	43,080 77	
1,000 00	07/19/02	11/25/02	27,739 16	24,340 00	3,399 16	
NEWELL RUBBERMAID INC						
500 00	03/11/02	03/12/02	16,434 75	16,501 65	(66 90)	
NORTHROP GRUMMAN CORP						
1,000 00	09/17/01	02/25/02	108,054 50	94,908 62	13,145 88	
802 00	09/18/01	03/04/02	83,177 22	75,699 10	7,478 12	
500 00	09/19/01	03/04/02	51,856 13	47,259 05	4,597 08	
198 00	09/18/01	03/05/02	20,809 33	18,688 80	2,120 53	
413 00	06/18/02	11/04/02	39,774 10	53,070 54	(13,296 44)	
300 00	06/19/02	11/04/02	28,891 59	39,831 87	(10,940 28)	
177 00	06/18/02	11/05/02	16,967 29	22,744 52	(5,777 23)	
10 00	06/18/02	11/06/02	997 45	1,285 00	(287 55)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
NOVELLUS SYS INC						
500 00	03/08/02	03/12/02	25,714 61	26,588 60	(873 99)	
2,000 00	03/08/02	07/02/02	59,680 80	106,354 42	(46,673 62)	
500 00	03/11/02	07/02/02	14,920 20	26,514 71	(11,594 51)	
341 00	03/15/02	07/02/02	10,175 57	17,527 40	(7,351 83)	
1,146 00	03/15/02	07/03/02	33,206 75	58,904 40	(25,697 65)	
13 00	03/15/02	07/05/02	426 28	668 20	(241 92)	
OMNICOM GROUP INC						
500 00	07/10/98	03/12/02	46,719 29	27,881 35		18,837 94
500 00	07/13/98	04/24/02	46,903 58	27,708 70		19,194 88
500 00	09/23/97	06/06/02	38,513 35	18,510 00		20,003 35
500 00	07/14/98	06/06/02	38,513 35	27,698 50		10,814 85
15 00	09/23/97	06/27/02	610 72	555 30		55 42
485 00	09/23/97	06/27/02	19,746 57	17,954 70		1,791 87
819 00	09/26/97	06/27/02	33,345 23	29,908 88		3,436 35
1,000 00	09/29/97	06/27/02	40,714 57	36,920 00		3,794 57
181 00	09/26/97	06/28/02	8,513 99	6,609 90		1,904 09
500 00	08/15/02	11/25/02	33,159 00	29,437 05	3,721 95	
500 00	09/03/02	11/25/02	33,159 00	28,456 50	4,702 50	
500 00	10/15/02	11/25/02	33,159 00	30,337 88	2,821 12	
500 00	08/19/02	11/25/02	33,159 00	32,279 87	879 13	
500 00	08/16/02	11/25/02	33,159 00	29,810 74	3,348 26	
PEPSI BOTTLING GROUP INC						
407 00	05/17/02	11/21/02	10,914 35	13,656 32	(2,741 97)	
1,500 00	05/20/02	11/21/02	40,224 86	51,619 65	(11,394 79)	
838 00	05/21/02	11/22/02	22,225 19	27,799 48	(5,574 29)	
593 00	05/17/02	11/22/02	15,727 38	19,897 28	(4,169 90)	
162 00	05/21/02	11/25/02	4,286 13	5,374 12	(1,087 99)	
460 00	05/16/02	11/25/02	12,170 50	14,701 60	(2,531 10)	
PEPSICO INC						
1,500 00	11/26/01	03/12/02	74,128 88	73,815 00	313 88	
4,683 00	11/26/01	11/21/02	196,938 57	230,450 43	(33,511 86)	
1,811 00	11/26/01	11/22/02	75,851 26	89,119 31	(13,268 05)	
S&P 500 DEP RCPTS						
6,000 00	05/10/00	03/12/02	700,849 47	836,436 00		(135,586 53)
1,000 00	05/11/00	03/12/02	116,808 25	141,310 00		(24,501 75)
1,000 00	09/25/00	03/12/02	116,808 25	143,976 10		(27,167 85)
5,000 00	07/18/02	11/25/02	466,185 95	452,550 00	13,635 95	
ST PAUL COS INC						
500 00	10/09/01	03/12/02	23,294 65	23,024 05	270 60	
500 00	10/04/01	03/18/02	23,454 64	22,857 90	596 74	
500 00	10/04/01	07/16/02	16,127 56	22,857 89	(6,730 33)	
819 00	10/05/01	07/16/02	26,416 95	36,949 92	(10,532 97)	
930 00	10/05/01	07/17/02	28,163 64	41,957 79	(13,794 15)	
221 00	10/05/01	07/18/02	6,232 66	9,970 61	(3,737 95)	
30 00	10/05/01	07/19/02	841 68	1,353 48	(511 80)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
STARWOOD H & R WORLDWIDE						
814 00	04/11/02	09/19/02	18,587 78	32,060 77	(13,472 99)	
1,000 00	04/12/02	09/19/02	22,835 10	39,820 00	(16,984 90)	
883 00	04/11/02	09/20/02	20,265 38	34,778 46	(14,513 08)	
500 00	04/10/02	09/23/02	11,203 80	19,555 50	(8,351 70)	
303 00	04/11/02	09/23/02	6,789 51	11,934 17	(5,144 66)	
SYSCO CORP						
500 00	01/25/02	03/12/02	14,603 78	14,035 30	568 48	
500 00	01/25/02	03/18/02	14,419 78	14,035 30	384 48	
TARGET CORP						
1,383 00	11/05/97	06/05/02	55,328 85	22,633 94		32,694 91
1,934 00	11/05/97	06/06/02	73,265 25	31,651 50		41,613 75
683 00	11/05/97	06/07/02	25,891 76	11,177 86		14,713 90
TENET HEALTHCARE CORP						
500 00	10/08/01	03/12/02	30,533 54	30,395 25	138 29	
1,804 00	10/05/01	10/31/02	50,402 24	72,916 60		(22,514 36)
750 00	10/08/01	10/31/02	20,954 37	30,395 25		(9,440 88)
1,472 00	10/04/01	11/01/02	36,938 73	58,799 83		(21,861 10)
446 00	10/05/01	11/01/02	11,192 03	18,027 05		(6,835 02)
28 00	10/04/01	11/04/02	772 29	1,118 47		(346 18)
TEXAS INSTRUMENTS INC						
500 00	03/08/02	03/12/02	16,304 75	17,754 75	(1,450 00)	
4,000 00	03/08/02	07/25/02	88,742 12	142,038 00	(53,295 88)	
1,088 00	03/15/02	07/25/02	24,137 86	36,955 55	(12,817 69)	
649 00	03/15/02	07/26/02	14,257 06	22,044 26	(7,787 20)	
263 00	03/15/02	07/29/02	5,971 42	8,933 19	(2,961 77)	
TJX COMPANIES INC						
500 00	10/04/01	03/12/02	19,424 70	17,575 35	1,849 35	
3,000 00	10/03/01	11/25/02	58,918 22	52,344 45		6,573 77
2,000 00	10/02/01	11/25/02	39,278 81	33,919 70		5,359 11
1,000 00	10/04/01	11/25/02	19,639 41	17,575 35		2,064 06
2,000 00	10/09/01	11/25/02	39,278 81	33,418 30		5,860 51
1,000 00	07/24/02	11/25/02	19,639 41	17,240 60	2,398 81	
1,000 00	04/08/02	11/25/02	19,639 41	20,037 85	(398 44)	
TRIBUNE COMPANY						
500 00	02/13/02	03/12/02	22,304 66	20,697 30	1,607 36	
1,500 00	02/12/02	11/25/02	68,498 59	60,626 70	7,871 89	
500 00	02/11/02	11/25/02	22,832 86	20,068 95	2,763 91	
500 00	02/08/02	11/25/02	22,832 86	19,360 00	3,472 86	
1,000 00	02/13/02	11/25/02	45,665 72	41,394 60	4,271 12	
TYCO INT'L LTD NEW						
1,500 00	01/22/01	01/18/02	64,375 27	90,683 10	(26,307 83)	
2,000 00	01/23/01	01/18/02	85,833 70	123,597 61	(37,763 91)	
1,904 00	01/22/01	01/29/02	67,618 41	115,107 07		(47,488 66)
1,500 00	04/10/01	01/29/02	53,270 80	68,844 32	(15,573 52)	
96 00	01/22/01	01/30/02	2,826 18	5,803 72		(2,977 54)

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
UNION PACIFIC CORP						
1,000 00	04/16/01	03/12/02	61,659 07	57,086 70	4,572 37	
VIACOM INC CL B NV						
2,500 00	10/15/02	11/25/02	114,834 03	109,310 25	5,523 78	
500 00	10/16/02	11/25/02	22,966 81	21,562 85	1,403 96	
WAL-MART STORES INC						
1,500 00	11/02/98	03/05/02	91,565 82	51,617 93		39,947 89
500 00	10/13/99	03/05/02	30,521 94	26,295 00		4,226 94
500 00	11/02/98	03/06/02	30,394 55	17,205 97		13,188 58
1,000 00	10/30/98	03/12/02	62,149 06	34,306 30		27,842 76
1,000 00	11/26/01	11/04/02	54,120 35	55,760 00	(1,639 65)	
1,000 00	11/26/01	11/05/02	54,021 48	55,760 00	(1,738 52)	
1,500 00	10/30/98	11/25/02	80,653 32	51,459 45		29,193 87
2,500 00	11/26/01	11/25/02	134,422 19	139,400 00	(4,977 81)	
WEYERHAEUSER CO						
500 00	05/17/01	03/12/02	31,444 52	31,159 25	285 27	
500 00	05/17/02	03/18/02	32,304 51	31,159 25	1,145 26	
748 00	05/16/01	09/24/02	32,539 19	46,033 04		(13,493 85)
1,500 00	05/17/01	09/24/02	65,252 38	93,477 75		(28,225 37)
1,000 00	05/18/01	09/24/02	43,501 58	61,700 00		(18,198 42)
196 00	05/16/01	09/25/02	8,772 16	12,062 14		(3,289 98)
56 00	05/16/01	09/26/02	2,533 49	3,446 32		(912 83)
WYETH						
500 00	10/26/00	03/12/02	30,702 53	32,131 95		(1,429 42)
500 00	10/26/00	03/18/02	32,174 51	32,131 95		42 56
615 00	10/26/00	05/06/02	34,816 74	39,522 30		(4,705 56)
2,885 00	10/26/00	05/07/02	155,413 43	185,401 35		(29,987 92)
171 00	10/27/00	05/07/02	9,211 68	10,585 40		(1,373 72)
797 00	10/27/00	05/08/02	44,294 02	49,336 61		(5,042 59)
32 00	10/27/00	05/09/02	1,828 32	1,980 89		(152 57)
GMAC SMARTNOTE 6 400% 011506 Dtd 010901						
500,000 00	01/02/01	12/12/01	498,142 50	496,252 50	1,890 00	
Walt Disney Co Mtn 7 000% 121406 Dtd 121499						
100,000 00	11/09/01	12/14/01	100,000 00	100,002 50	(2 50)	
FHLB - Call 5 500% Due 090606 Dtd 090601						
250,000 00	08/27/01	01/28/02	250,310 00	250,002 50	307 50	
FHLB - Call 6 40% Due 122608 Dtd 062601						
100,000 00	10/10/01	01/28/02	200,797 50	205,501 00	(4,703 50)	
Gen Elec Cap Corp MTN 7 00% Mat 122800						
100,000 00	10/03/01	03/28/02	100,000 00	100,502 50	(502 50)	
FHLMC - Call 5 250% Due 121505 Dtd 060701						
125,000 00	05/07/02	06/17/02	125,000 00	125,002 50	(2 50)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
Bank of New York Co MTN 7 000% 062209 Dtd 062299 300,000 00	01/15/02	06/24/02	300,000 00	302,483 50	(2,483 50)	
FHLMC MTN - Call 7 060% Due 050216 Dtd 050201 250,000 00	05/30/02	06/27/02	250,000 00	250,002 50	(2 50)	
FHLMC MTN - Call 7 030% Due 052416 Dtd 052401 175,000 00	05/31/02	06/27/02	175,000 00	175,002 50	(2 50)	
FNMA - Call 6 200% Due 060611 Dtd 070601 500,000 00	10/11/01	07/08/02	500,000 00	505,317 50	(5,317 50)	
FHLMC - Call Rate 0 000% Due 011218 1,500,000 00	01/14/02	07/12/02	481,290 00	461,237 50	20,052 50	
FHLMC MTN - Call 5 250% Mat 081506 Dtd 081601 50,000 00	07/29/02	08/15/02	50,000 00	50,002 50	(2 50)	
FHLB - Call 5 000% Due 082206 Dtd 022202 50,000 00	07/29/02	08/22/02	50,000 00	50,002 50	(2 50)	
FHLB - Call 6 500% Due 022414 Dtd 022499 100,000 00	07/26/02	08/26/02	100,000 00	100,002 50	(2 50)	
FHLMC MTN Call 6 500% Due 041516 Due 042601 250,000 00	07/26/02	09/12/02	250,000 00	250,002 50	(2 50)	
FHLMC MTN Call 6 500% Due 081516 Dtd 081601 315,000 00	08/14/02	09/12/02	315,000 00	315,002 50	(2 50)	
Bear Stearns Co Inc 8 000% 092515 Dtd 092500 100,000 00	07/02/02	09/25/02	100,000 00	100,472 50	(472 50)	
GENL Elec Cap Corp Ser A 6 500% Mat 081516 Dtd 081501 85,000 00	07/31/02	10/15/02	85,000 00	85,002 50	(2 50)	
FNMA - Call 6 000% Due 041609 Dtd 041601 500,000 00	12/12/01	10/16/02	500,000 00	499,377 50	622 50	
Sowstrn Bell Tel Co 5 375% Mat 060106 200,000 00	12/06/01	11/08/02	200,000 00	199,502 50	497 50	
50,000 00	07/18/02	11/08/02	50,000 00	50,002 50	(2 50)	
J P Morgan Sub-Mtn 7 000% 111512 Dtd 103197 100,000 00	07/24/02	11/15/02	100,000 00	100,502 50	(502 50)	
FHLMC MTN Call 5 375% Due 111509 Dtd 112901 100,000 00	09/23/02	11/21/02	100,000 00	100,252 50	(252 50)	
FHLB Call 6 020% Due 112816 Dtd 112801 150,000 00	10/31/02	11/29/02	150,000 00	150,002 50	(2 50)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
Merrill Lynch Pfd Cap Trust III 7 000%						
4,000 00	01/13/98	02/14/98	99,996 00	100,001 00		(5 00)
6,000 00	01/13/98	02/20/02	149,995 25	150,001 50		(6 25)
Natl City Bk Nts B/E 7 000% 030112 Dtd 021397						
100,000 00	12/04/98	03/01/02	100,000 00	101,652 50		(1,652 50)
Nationsbank Corp MTN 7 020% Mat 100605 Dtd 100695						
100,000 00		04/08/02	250,000 00	249,377 50		622 50
FHLB - Call 6 500% Due 051611 Dtd 051601						
300,000 00	05/01/01	05/16/02	300,000 00	299,999 50		0 50
Hillsborough Cnty FI Ref Fuel Txbl FGIC 5 750 060102 Dtd 010198						
500,000 00	01/15/98	06/03/02	500,000 00	500,527 50		(527 50)
CIT GROUP INC GLOBAL NTS 7 625% 081605 Dtd 081600						
125,000 00	10/18/00	06/03/02	121,872 50	123,815 00		(1,942 50)
FNMA - Call 6 625% Due 071111 Dtd 071101						
500,000 00	06/21/01	07/11/02	500,000 00	500,002 50		(2 50)
CD Signal Bank N A 6 500% 081313 Dtd 081398						
95,000 00	11/04/98	08/13/02	95,000 00	94,643 75		356 25
FNMA MTN - Call 6 820% Due 081512 Dtd 081597						
100,000 00	10/09/98	08/15/02	100,000 00	102,080 50		(2,080 50)
FNMA MTN - Call 6 820% Due 081512 Dtd 081597						
100,000 00	02/23/99	08/15/02	100,000 00	101,002 50		(1,002 50)
CD Direct Merchants 7 000% 082802 Dtd 083000						
100,000 00	08/25/00	08/28/02	100,000 00	99,500 00		500 00
US TSY Note 6 625% Due 051507 Dtd 051597						
1,000,000 00	04/06/00	10/03/02	1,171,872 50	1,022,502 50		149,370 00
CD Firstbank Puerto Rico 7 000% 050416 Dtd 050401						
100,000 00	04/18/01	11/04/02	100,000 00	99,375 00		625 00
J P Morgan Sub-Mtn 7 000% 111512 Dtd 103197						
80,000 00	10/10/01	11/15/02	80,000 00	80,202 50		(202 50)
ABBOTT LABORATORIES						
1,700 00	08/30/00	03/28/02	88,905 18	73,740 25		15,164 93
800 00	03/06/01	03/28/02	41,837 73	38,743 00		3,094 73
700 00	03/27/01	03/28/02	36,608 03	31,080 00		5,528 03
AIR PRODUCTS & CHEMICALS						
1,300 00	08/30/00	08/13/02	59,912 10	48,835 00		11,077 10
1,400 00	08/30/00	08/13/02	64,520 73	51,716 00		12,804 73

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
BORG WARNER AUTOMOTIVE						
900 00		01/14/02	47,061 79	31,671 00		15,390 79
CABLE DESIGN TECHNOLOGIES CORP						
500 00		07/26/02	3,349 67	13,255 75		(9,906 08)
1,400 00		07/26/02	9,379 10	37,271 50		(27,892 40)
2,100 00		07/26/02	14,068 65	54,505 78		(40,437 13)
500 00		07/26/02	3,349 67	12,162 00		(8,812 33)
500 00		07/26/02	3,349 67	10,292 00		(6,942 33)
1,000 00		07/26/02	6,699 35	18,877 00		(12,177 65)
1,500 00		07/26/02	10,049 03	22,492 00		(12,442 97)
500 00		07/26/02	3,349 73	6,798 89		(3,449 16)
CLARCOR INC						
200 00	08/30/00	09/19/02	5,817 70	4,013 40		1,804 30
CLAIRES STORES INC						
1,900 00	08/30/00	10/15/02	45,309 77	37,883 50		7,426 27
1,800 00	08/31/00	10/15/02	42,925 06	35,889 30		7,035 76
DENTSPLY INTERNATIONAL INC NEW						
2,250 00	08/30/00	08/21/02	95,646 46	48,284 50		47,361 96
550 00	08/31/00	08/21/02	23,380 25	12,291 76		11,088 49
ELAN PLC ADR						
2,600 00	01/18/02	03/28/02	35,069 09	101,537 50	(66,468 41)	
FLEET BOSTON FINANCIAL CORP						
800 00		07/24/02	15,157 87	27,831 50	(12,673 63)	
1,100 00		07/24/02	20,842 10	37,462 50	(16,620 40)	
1,300 00		07/24/02	24,631 54	46,885 00		(22,253 46)
400 00		07/24/02	7,578 93	16,139 00		(8,560 07)
HEINZ H J CO COMMON						
800 00	03/21/02	11/22/02	27,677 17	33,039 50	(5,362 33)	
300 00	04/16/02	11/22/02	10,378 96	12,760 50	(2,381 54)	
1,300 00	08/30/00	11/22/02	44,975 40	49,810 00		(4,834 60)
500 00	02/27/01	11/22/02	17,298 23	21,167 00		(3,868 77)
INGERSOLL-RAND COMPANY						
1,700 00	08/30/00	01/04/02	71,077 00	75,227 75		(4,150 75)
300 00	09/29/00	01/04/02	12,543 00	10,093 75		2,449 25
400 00	03/27/01	01/04/02	16,724 00	16,503 00	221 00	
J P MORGAN & CHASE CO						
1,600 00	08/21/01	10/15/02	29,567 93	66,151 50		(36,583 57)
900 00	04/05/02	10/15/02	16,631 96	31,363 50	(14,731 54)	
1,100 00	04/12/02	10/15/02	20,327 96	37,550 50	(17,222 54)	
KEMET CORP						
6,000 00	02/27/02	11/27/02	63,029 46	102,307 50	(39,278 04)	
1,000 00	05/03/02	11/27/02	10,504 91	19,007 50	(8,502 59)	

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

Shares	Date Acquired	Date Sold	Proceeds	Tax Cost	Short Term Gain/Loss	Long Term Gain/Loss
KENNAMETAL INC CAP STK						
500 00		01/09/02	19,778 21	16,107 00	3,671 21	
2,000 00		01/09/02	79,112 80	50,502 00		28,610 80
KLA-TENCOR CORP						
400 00	08/30/00	03/06/02	26,197 60	24,956 00		1,241 60
400 00	08/31/00	03/06/02	26,197 60	25,906 00		291 60
200 00	09/11/00	03/06/02	13,098 80	11,394 00		1,704 80
500 00	09/19/00	03/06/02	32,747 02	25,439 75		7,307 27
300 00	03/30/01	03/28/02	19,930 88	11,872 00	8,058 88	
500 00	09/19/00	03/28/02	33,218 11	25,439 75		7,778 36
800 00	02/27/01	03/28/02	53,148 98	33,097 00		20,051 98
500 00	03/06/01	03/28/02	33,218 11	22,563 25		10,654 86
L T X CORPORATION						
2,100 00	08/30/02	03/21/02	54,679 42	49,745 50		4,933 92
300 00	09/11/02	03/21/02	7,811 34	6,437 50		1,373 84
1,000 00	02/27/01	03/21/02	26,037 82	14,994 50		11,043 32
800 00	03/06/01	03/21/02	20,830 27	13,147 00		7,683 27
NOVELLUS SYSTEMS INC						
400 00	03/30/01	03/21/02	20,754 34	16,552 00	4,202 34	
400 00	08/30/00	03/21/02	20,754 32	23,531 00		(2,776 68)
600 00	09/29/02	03/21/02	31,131 48	27,830 50		3,300 98
500 00	12/12/02	03/21/02	25,942 90	16,563 25		9,379 65
300 00	02/27/02	03/21/02	15,565 74	12,359 50		3,206 24
OUTBACK STEAKHOUSE						
2,000 00	08/30/00	11/18/02	67,469 10	48,377 00		19,092 10
1,700 00	08/30/00	11/18/02	57,348 75	41,752 00		15,596 75
POLYMEDICA CORP						
600 00	12/22/00	11/08/02	18,672 51	17,057 34		1,615 17
TRAVELLERS PPTY CAS CORP						
116 00	05/03/02	11/22/02	1,675 60	2,367 67	(692 07)	
239 00	03/06/02	11/20/02	3,499 14	5,256 16	(1,757 02)	
VERIZON COMMUNICATIONS						
1,100 00	03/06/02	11/20/02	42,384 72	52,851 50	(10,466 78)	
100 00	03/22/02	11/20/02	3,853 18	4,614 17	(760 99)	
2 300 00	08/30/00	11/20/02	88,622 61	99,188 75		(10,566 14)
400 00	02/27/01	11/20/02	15,412 62	20,339 00		(4,926 38)
300 00	03/06/01	11/20/02	11,559 47	14,842 00		(3,282 53)
300 00	03/08/01	11/20/02	11,559 47	14,605 00		(3,045 53)
VISHAY INTERTECHNOLOGY						
500 00	02/27/01	02/27/02	9,186 01	9,487 00	(300 99)	
2,600 00	08/30/00	02/27/02	47,767 09	100,913 00		(53,145 91)
300 00	09/19/00	02/27/02	5,511 58	10,487 50		(4,975 92)
300 00	09/29/00	02/27/02	5,511 58	9,418 75		(3,907 17)
1,100 00	01/17/01	02/27/02	20,209 15	20,343 25		(134 10)
Total S/T & L/T Capital Gains/(Loss)					(1,125,881 96)	432,579 65
Part IV Capital Gains and Losses						(693,302 31)



Peacock Foundation, Inc.

FACT SHEET

Purpose

Established by Henry B Peacock, Jr in 1947, the mission of Peacock Foundation, Inc is to enhance and promote the good health and well being of children, their families, and underprivileged persons in Southeast Florida, through contributions, gifts, and grants to eligible nonprofit organizations Our priorities include

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

We are resolute in our efforts to stay true to Mr Peacock's philosophies regarding the importance of strong values and moral character, of achieving self-sufficiency and in turn helping others, and of being fiscally responsible stewards of philanthropic funds

Limitations

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

By law and/or preference, Peacock Foundation, Inc **does not fund** construction campaigns, individuals, deficit financing or debt reduction, conferences, fundraising/special/athletic events, lobbying to influence legislation, religious organizations, unless engaged in a significant project benefiting the entire community

Application Process

In order for a proposal to be considered for funding, the applicant first must send (by U S Mail only) a brief letter of inquiry, less than two pages, that includes organization mission and fiscal year, project description with intended results, target population and time frame for activities, and amount requested and use of funds

Guidelines for Grant Application will be mailed to organizations invited to submit a full proposal, after initial review by staff Invited proposals following guidelines strictly are presented to and reviewed by the Board of Directors The submission of proposals that address the critical community needs of Southeast Florida is encouraged throughout the year – there are no deadlines

For additional information, please contact: Barbara A. Rickard, President & CEO or Joëlle Allen, Executive Director.

Telephone 305-373-1386

100 S E Second Street, Suite 2370

Fax Line 305-375-0660

Miami, Florida 33131-2145

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, 2002

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	2002 Community Education and	20,000 00
Alzheimer's Association Greater Miami Chapter, Inc North Miami, Florida 33161-5013	General Operating Support	5,000 00
American Heart Association Florida Affiliate, Inc Miami, Florida 33129-2330	HeartPower!	5,000 00
American Littoral Society Key Biscayne, Florida 33149	2002 Educational and Volunteer	20,000 00
Baptist Health Systems of South Florida Foundation, Inc Miami, Florida 33143	Child Development Center	50,000 00
Big Brothers & Big Sisters of Greater Miami Miami, Florida 33135	Community-Based Mentoring Program	15,000 00
Boggy Creek Gang, Inc Eustis, Florida 32736	2002 Summer Camp	30,000 00
Boys & Girls Clubs of Miami, Inc Miami, Florida 33233-0219	2002 Summer Programs	25,000 00
Caring Friends For Seniors, Inc Key Largo, Florida 33037	Volunteer Visitor Program	10,000 00
Center on Nonprofit Effectiveness Miami, Florida 33129	Start-Up Funds	35,000 00
Council on Foundations Washington, DC 20036-5168	2002 Support Contribution	5,350 00
Cumberland College Williamsburg, Kentucky 40767	Workshop Program	5,000 00
Dade Heritage Trust Inc Miami, Florida 33131	2002 Dade Heritage Days	10,000 00
Daily Bread Food Bank, Inc Miami, Florida 33142	General Operating Support	15,000 00

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
The Donors Forum Miami, Florida 33131	2002 Support Contribution	2,000 00
Dr Bruce Heiken Memorial Fund, Inc Miami, Florida 33173	Expansion Project	47,459 00
The Education Fund North Miami, Florida 33161	AmeriCorps Dade Reads! 2002-2003	30,000 00
Fairchild Tropical Garden Miami, Florida 33156-4296	Fairchild Explorer Program	10,000 00
Family Resource Center of Dade County Miami, Florida 33137	Hurwit Crisis Nursery	25,000 00
Florida Baptist Children's Homes Miami, Florida 33156	Miami Campus General Support	15,000 00
Florida Lions Eye Bank, Inc Miami, Florida 33101	Eye Bank Program	10,000 00
Florida Sheriffs Youth Ranches, Inc Boys Ranch, FL 32060-9977	Youth Programs	1,000 00
GableStage Inc Coral Gables, Florida 33134	2002 Educational and Outreach	15,000 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
Goodwill Industries of South Florida, Inc Miami, Florida 33142-7382	Job Development & Placement	20,000 00
Gospel Missions, Inc Wahiawa, Hawaii 96786	Christianity in China	3,000 00
HANDY, Inc Fort Lauderdale, Florida 33301	2002 Summer Camp Program	10,000 00
Hearing and Speech Center of Florida, Inc Miami, Florida 33173-5457	Demonstration Preliteracy Program	15,000 00
The Historical Association of Southern Florida, Inc Miami, Florida 33130-1538	General Support	2,000 00
Holocaust Memorial Committee, Inc Miami Beach, Florida 33139	2002-2003 Educational Program	5,000 00

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Humane Society of Greater Miami, Inc Miami, Florida 33147-2597	General Support	5,000 00
Joe DiMaggio Children's Hospital Foundation, Inc Hollywood, Florida 33021	Children's Mobile Health Center	20,000 00
Kids in Distress, Inc Fort Lauderdale, Florida 33305	KITES Infant and Toddler Emergency	30,000 00
Kristi House, Inc Miami, Florida 33136	Clinical Director	45,000 00
Little Brothers - Friends of the Elderly Miami, Florida 33134-2219	Volunteer Coordinator	25,000 00
Maximum Dance Company Miami, Florida 33157	Carnival of the Animals	15,000 00
Miami Bridge Youth and Family Services, Inc 2810 N W South River Drive	Professional Skills Development	15,000 00
Miami Children's Chorus 1533 Sunset Drive, Suite 215	2002-2003 Season Operating Support	10,000 00
Miami Children's Hospital Foundation, Inc 3000 S W 62 Avenue	Preventive Medicine Program	15,000 00
Miami Lighthouse for the Blind 601 S W Eighth Avenue	Blind Children's Endowment Fund	25,000 00
Miami Rescue Mission, Inc P O Box 420620	2002 Holiday Food Fund	15,000 00
Mosaic Inc Jewish Museum of Florida 301 Washington Avenue	Educational Materials and Buses	2,500 00
Museum of Science, Inc 3280 S Miami Avenue	Upward Bound	10,000 00
New World Symphony 541 Lincoln Road	Community and Audience Engagement	25,000 00
The Non-Violence Project 300 Biscayne Boulevard Way, Suite 919	General Operating Support	12,000 00
The Salvation Army 1907 N W 38th Street	Operational & Supportive Services	62,000 00
Samuels House, Inc 1614 Truesdell Court	2002 Administrative Costs	31,500 00

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Sant La Haitian Neighborhood Center 5000 Biscayne Boulevard	General Operating Support	12,000 00
Shake-a-Leg Miami, Inc Miami, Florida 33133	Comprehensive Community Youth	75,000 00
Switchboard of Miami, Inc Miami, Florida 33135	Stop the Cycle	20,000 00
UM/School of Medicine Miami, Florida 33101	General Support of Radiology	5,000 00
Voices for Children Foundation, Inc Miami, Florida 33136	Child Victim & Witness Legal Advocacy	40,000 00
Friends of WLRN Public Radio and Television Miami, Florida 33132-1349	Ready to Learn	75,000 00
Women in Distress of Broward County, Inc Fort Lauderdale, Florida 33302	Respite Care	10,000 00
WPBT-2 Public Television Miami, Florida 33261-0002	Membership	20,000 00
WPBT-2 Public Television Miami, Florida 33261-0002	2001-2002 Great Performances Season	40,000 00
YMCA of Greater Miami Coral Gables, Florida 33146	Scholarships for Seniors	5,000 00
Young At Art of Broward, Inc Davie, Florida 33325	Early Childhood Curriculum and	10,000 00
Part XV, Line 3a	Total Grants and Contributions	1,170,809 00