

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

2007

Department of the Treasury
Internal Revenue Service

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

For calendar year 2007, or tax year beginning **December 1**, 2007, and ending **November 30**, 2008

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation PEACOCK FOUNDATION, INC.		A Employer identification number 59 : 0999759
	Number and street (or P O box number if mail is not delivered to street address) 100 SE 2ND ST., SUITE 2370	Room/suite	B Telephone number (see page 10 of the instructions) (305) 373-1386
	City or town, state, and ZIP code MIAMI, FL 33131-2127		C If exemption application is pending, check here <input type="checkbox"/>

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) **\$ 40,135,534.00**

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 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	315638.54	315638.54		
	4 Dividends and interest from securities	1202013.61	1202013.61		
	5a Gross rents	56138.31	56138.31		
	b Net rental income or (loss) 31609.40				
	6a Net gain or (loss) from sale of assets not on line 10	(433585.02)			
	b Gross sales price for all assets on line 6a 19733566.65				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	78806.80	78806.80			
12 Add lines 1 through 11	1219012.24	1652597.26	N/A		
Operating and Administrative Expenses	13 Wages, salaries, and other compensation of directors, trustees, etc	105000.08	42000.03		63000.05
	14 Other employee salaries and wages	134728.88	53891.55		80837.33
	15 Pension plans, employee benefits	102357.76	40493.10		61414.66
	16a Legal fees (attach schedule)	20.00	20.00		
	b Accounting fees (attach schedule)	12000.00	4800.00		7200.00
	c Other professional fees (attach schedule)	235939.45	235939.45		
	17 Interest	35773.26	23417.36		129.96
	18 Taxes (attach schedule) (see page 14 of the instructions)	4193.48	4193.48		
	19 Depreciation (attach schedule) and depletion	37105.75	14842.30		22263.45
	20 Occupancy	249.10			249.10
21 Travel, conferences, and meetings	94.00			94.00	
22 Printing and publications	24760.67	9956.47		14804.20	
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	692222.43	430003.74		249992.75	
25 Contributions, gifts, grants paid	2191580.00			2191580.00	
26 Total expenses and disbursements. Add lines 24 and 25	2883802.43	430003.74		2441572.75	
27 Subtract line 26 from line 12	(1664790.19)				
a Excess of revenue over expenses and disbursements		1222593.52			
b Net investment income (if negative, enter -0-)			N/A		
c Adjusted net income (if negative, enter -0-)					

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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	179220.60	216340.85	216341.00
	2 Savings and temporary cash investments	6618037.88	9021284.49	9053487.00
	3 Accounts receivable ▶ 176,433.79			
	Less allowance for doubtful accounts ▶ 0.00	235879.34	176433.79	176464.00
	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 16 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	11108.18	9580.07	9580.00
	10a Investments—U S and state government obligations (attach schedule)	6406290.77	1058924.66	1185788.00
	b Investments—corporate stock (attach schedule)	24072866.69	24165156.18	23301461.00
	c Investments—corporate bonds (attach schedule)	3786128.25	4927980.25	3923664.00
	11 Investments—land, buildings, and equipment basis ▶ 790,000.00			
Less accumulated depreciation (attach schedule) ▶	790000.00	790000.00	2030000.00	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	99951.65	99951.65	223065.00	
14 Land, buildings, and equipment basis ▶ 101,112.84				
Less accumulated depreciation (attach schedule) ▶ 90,689.37	14616.95	10423.47	10423.00	
15 Other assets (describe ▶ Sundry Deposits)	5261.00	5261.00	5261.00	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item l)	42219361.31	40481336.41	40135534.00	
Liabilities	17 Accounts payable and accrued expenses	73235.81	64161.86	
	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 ▶ Non-qualified Retirement Plan)	320946.02	256785.26	
23 Total liabilities (add lines 17 through 22)	394181.83	320947.12		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations 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	46202252.64	45768667.62	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	(4377073.16)	(5608278.33)	
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	41825179.48	40160389.29		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	42219361.31	40481336.41		

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	41825179.48
2 Enter amount from Part I, line 27a	2	(1664790.19)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	40160389.29
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	40160389.29

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	"See Attached Schedule"	P		
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 (433,585.02)
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 foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see 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))
2006	2400146.19	49793850.00	0.048202
2005	2242200.19	47838913.00	0.046870
2004	2211742.75	46396764.00	0.047670
2003	2087179.11	45148024.00	0.046230
2002	2204820.86	42160528.00	0.052296
2 Total of line 1, column (d)			0.241268
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			0.048254
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			45844811.00
5 Multiply line 4 by line 3			2212180.19
6 Enter 1% of net investment income (1% of Part I, line 27b)			12225.94
7 Add lines 5 and 6			2224406.13
8 Enter qualifying distributions from Part XII, line 4			2441572.75

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.

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)	1	12225	94
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	00
3	Add lines 1 and 2	3	12225	94
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	12225	94
6	Credits/Payments			
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	25859	73
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	25859	73
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13633	79
11	Enter the amount of line 10 to be: Credited to 2008 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	13633	79

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	n/a	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11a	X	
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	X	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.guidestar.org</u>	13	X	
14	The books are in care of ► <u>B.A. Rickard or Felix Vaz</u> Telephone no ► <u>(305) 373-1386</u> Located at ► <u>100 SE 2nd St., Suite 2370, Miami, FL</u> ZIP+4 ► <u>33131-2127</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			<input type="checkbox"/>

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 . . . , 20 . . . , 20 . . . , 20 . . .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 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 . . . , 20 . . . , 20 . . . , 20 . . .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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

3 Five highest-paid independent contractors for professional services (see page 23 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 24 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 24 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 24 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	40204350.00
b	Average of monthly cash balances	1b	4163541.00
c	Fair market value of all other assets (see page 25 of the instructions)	1c	2175065.00
d	Total (add lines 1a, b, and c)	1d	46542955.00
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	46542955.00
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	698144.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	45844811.00
6	Minimum investment return. Enter 5% of line 5	6	2292241.00

Part XI Distributable Amount (see page 25 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	2292241.00
2a	Tax on investment income for 2007 from Part VI, line 5	2a	12225.94
b	Income tax for 2007 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12225.94
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2280015.06
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2280015.06
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2280015.06

Part XII Qualifying Distributions (see page 26 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	2441572.75
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2441572.75
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	12225.94
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2429346.81

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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				2280015.06
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			2409344.65	
b Total for prior years 20____, 20____, 20____		-0-		
3 Excess distributions carryover, if any, to 2007:				
a From 2002	-0-			
b From 2003	-0-			
c From 2004	-0-			
d From 2005	-0-			
e From 2006	-0-			
f Total of lines 3a through e	-0-			
4 Qualifying distributions for 2007 from Part XII, line 4: \$ 2,441,572.75				
a Applied to 2006, but not more than line 2a			2409344.65	
b Applied to undistributed income of prior years (Election required—see page 27 of the instructions)		-0-		
c Treated as distributions out of corpus (Election required—see page 27 of the instructions)	-0-			
d Applied to 2007 distributable amount	-0-			32228.10
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2007. (If an amount appears in column (d), the same amount must be shown in column (a).)				0.00
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 27 of the instructions		-0-		
e Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				2247786.96
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	-0-			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	-0-			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9:				
a Excess from 2003	-0-			
b Excess from 2004	-0-			
c Excess from 2005	-0-			
d Excess from 2006	-0-			
e Excess from 2007	-0-			

Part XIV Private Operating Foundations (see page 27 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 2007, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 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
- Joelle M. Allen, Executive Director, Peacock Foundation, Inc.**
100 SE 2nd St., Suite 2370, Miami, FL 33131-2127, Telephone: (305) 373-1386

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

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

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>"See Attached Schedule"</p>	<p>No Grants made to Individuals</p>			<p>2191580.00</p>
<p>Total ▶ 3a</p>				<p>2191580.00</p>
<p>b <i>Approved for future payment</i></p> <p>"NONE"</p>				
<p>Total ▶ 3b</p>				<p>0.00</p>

**Corporation Application for Quick Refund of
 Overpayment of Estimated Tax**

For calendar year 20 or tax year beginning **Dec. 1**, 20**07**, and ending **Nov. 30**, 20**08**

Name PEACOCK FOUNDATION, INC.	Employer identification number 59 ; 0999759
Number, street, and room or suite no (if a P O box, see instructions) 100 SE 2ND ST., SUITE 2370	Telephone number (optional) (305) 373-1386
City or town, state, and ZIP code MIAMI, FL 33131-2127	

Check type of return to be filed (see instructions):

- Form 1120 Form 1120-A Form 1120-C Form 1120-F Form 1120-L Form 1120-PC Other **Form 990-PF**

1 Estimated income tax paid during the tax year	1	25859	73
2 Overpayment of income tax from prior year credited to this year's estimated tax	2	0	00
3 Total. Add lines 1 and 2.	3	25859	73
4 Enter total tax from the appropriate line of your tax return (for example, line 10 of the 2006 Schedule J (Form 1120))	4	12225	94
5a Personal holding company tax, if any, included on line 4	5a	0	00
5b Estimated refundable tax credit for Federal tax on fuels	5b	0	00
6 Total. Add lines 5a and 5b.	6	0	00
7 Expected income tax liability for the tax year. Subtract line 6 from line 4	7	12225	94
8 Overpayment of estimated tax. Subtract line 7 from line 3. If this amount is at least 10% of line 7 and at least \$500, the corporation is eligible for a quick refund. Otherwise, do not file this form (see instructions)	8	13633	79

Record of Estimated Tax Deposits

Date of deposit	Amount	Date of deposit	Amount
04/14/08	5755.70	05/15/08	5934.66
08/15/08	8798.97	11/17/08	5370.40

Under penalties of perjury, I declare that I have examined this application, including any accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete

<p>Sign Here</p> <p style="font-size: x-large; font-family: cursive;"><i>Barbara C. Richard</i></p> <p style="font-size: small;">Signature</p>	<p style="text-align: center;">01/23/09</p> <p style="font-size: small;">Date</p>	<p style="text-align: center;">PRESIDENT</p> <p style="font-size: small;">Title</p>
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General Instructions

Section references are to the Internal Revenue Code.

Who May File

Any corporation that overpaid its estimated tax for the tax year may apply for a quick refund if the overpayment is:

- At least 10% of the expected tax liability and
- At least \$500.

The overpayment is the excess of the estimated income tax the corporation paid during the tax year over the final income tax liability expected for the tax year, at the time this application is filed.

If members of an affiliated group paid their estimated income tax on a consolidated basis or expect to file a consolidated return for the tax year, only the common parent corporation may file Form 4466. If members of the group paid estimated income tax separately, the member who claims the overpayment must file Form 4466.

Note. Form 4466 is not considered a claim for credit or refund.

When To File

File Form 4466 before the 16th day of the 3rd month after the end of the tax year, but before the corporation files its income tax return. Do not file Form 4466 before the end

PEACOCK FOUNDATION, INC., EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal Year Ended: November 30, 2008

Part I, Line 11 - Other Income:

Elan Securities Litigation Settlement	53.65	
Footstar Securities Litigation Settlement	3,753.15	
Management Fee, Corporations	75,000.00	
Total - Part I, Line 11, Column (a)		78,806.80

Part I - Operating and Administrative Expense:

Line #	Description	TOTAL (a)	Time Basis Allocation %		Net Investment Income (b)	Disbursements for Charitable Purposes (d)
			(b)	(d)		
13	Compensation of Officers, Directors	105,000.08	35%	65%	42,000.03	63,000.05
14	Other employee salaries & wages	134,728.88	40%	60%	53,891.55	80,837.33
15	Pension Plans, Employee Benefits	102,357.76	40%	60%	40,943.10	61,414.66
16a	Legal Fees (schedule attached)	20.00	100%		20.00	
	b Accounting fee (schedule attached)	12,000.00	40%	60%	4,800.00	7,200.00
	c Other Professional Fees (schedule attached)	235,939.45	100%		235,939.45	-
17	Interest					
18	Taxes (schedule attached)	35,773.26			23,417.36	129.96
19	Depreciation (schedule attached)	4,193.48	100%		4,193.48	
20	Occupancy	37,105.75	40%	60%	14,842.30	22,263.45
21	Travel Conferences & Mtgs.	249.10		100%		249.10
22	Printing & Publications	94.00		100%		94.00
23	Other Expenses (schedule attached)	24,760.67			9,956.47	14,804.20
	Total Operating & Administrative Expenses	692,222.43			430,003.74	249,992.75

Part I, Line 16

(a) Legal Fees: 2008 Prop. Tax Petition Filing Fee for L19B106	20.00	
Total - Part I, Line 16a		20.00
(b) Accounting Fees: Audit of Financial Statements for FYE: 11/30/07	12,000.00	
Total - Part I, Line 16b		12,000.00
(c) Other Professional Fees: Investments Portfolio Management Fees	235,939.45	
Total - Part I, Line 16c		235,939.45

Part I, Line 18 - Taxes:

Excise Tax on Investment Income	12,225.94	
Florida Non-Profit Annual Report Tax	61.25	
Personal Property Tax	114.52	
Real Property Tax, L19B106	23,371.55	
Total - Part I, Line 18		35,773.26

PEACOCK FOUNDATION, INC. EIN: 59-0999759

Schedule of Information for Form 990-PF

Part I, Line 19 - Depreciation

Fiscal Year Ended: November 30, 2008

Description Of Property	Date Acquired	Cost	Prior Years' Depreciation	Method	Useful Life	Depreciation for This Year
<u>EQUIPMENT</u>						
Flatware/House-wares	Oct-95	343.43	343.43	SL	5	-
Vacuum Cleaner/Refrigerator/Microwave Oven/ColorTV/VCR/Phone/Answering	Oct-95	1,647.81	1,647.81	SL	5	-
Typewriter, calculators, Stool, ect.	Oct-95	1,922.77	1,922.77	SL	5	-
HandVac and Tri-Step Platform Ladder	Oct-95	90.39	90.39	SL	5	-
Fax Machine & Calculator	Apr-00	229.94	229.94	SL	5	-
Toshiba Laptop & HP Printer	Dec-03	2,747.00	2,197.64	SL	5	549.36
200 GB Western Digital External Backup Drive	Jul-05	215.00	173.21	SL	3	41.79
Router-Wireless Cisco Linksys 56g router/controller	Jul-05	99.00	79.75	SL	3	19.25
New Computer Network	May-07	14,497.50	1,691.11	SL	5	2,899.56
TOTAL EQUIPMENT		21,792.84	8,376.05			3,509.96
<u>FURNITURE & FIXTURES</u>						
Office Designs/Office Furn/Install/Office Accs/ Drape Material	Jul-95	48,978.03	48,978.03	SL	7	-
Partner Plus Phone System	Aug-95	3,827.65	3,827.65	SL	5	-
Hendredon Display Cabinet	Aug-95	4,625.00	4,625.00	SL	7	-
Storage Cabinet	Aug-95	99.99	99.99	SL	5	-
Neoclasis Table, Printer Stand, Mini Lap Desk, Box	Aug-95	649.00	649.00	SL	7	-
Audio System (Equipment/Installation)	Aug-95	2,152.80	2,152.80	SL	5	-
Labor/Hardware Install Office Drapes	Aug-95	801.00	801.00	SL	7	-
Office/Kitchen Furnishings	Aug-95	141.43	141.43	SL	5	-
Material, Table Linen, Easels	Oct-95	101.69	101.69	SL	5	-
Office Furn/Smith Metal	Feb-96	459.39	459.39	SL	7	-
Partner Mail VS (System/Srvc/Install)	Jun-97	3,900.57	3,900.57	SL	5	-
Order 96192, Office Additions/Chair	Jul-97	7,360.07	7,360.07	SL	7	-
PrinterStand for HP5 Laser	Sep-97	99.00	99.00	SL	7	-
Water Heater/Installed	Nov-97	239.63	239.63	SL	7	-
Chairmats, 66x60/48x60/54x60	May-98	502.44	502.44	SL	5	-
Credenza	Apr-00	1,964.85	1,964.85	SL	7	-
New Security System & Door Bell	Sep-04	3,177.48	2,065.32	SL	5	635.52
Shelving for Storage Room	Oct-04	239.98	151.98	SL	5	48.00
TOTAL FURNITURE & FIXTURES		79,320.00	78,119.84			683.52
TOTAL		101,112.84	86,495.89			4,193.48

PEACOCK FOUNDATION, INC., EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal Year Ended: November 30, 2008

Part I, Line 23 - Other Expenses:

	TOTAL (a)	Time Basis Allocation %		Net Investment Income (b)	Disbursements for Charitable Purposes (d)
		(b)	(d)		
Board Meetings	5,489.05	40%	60%	2,195.62	3,293.43
Business Promotions	-	40%	60%	-	-
Membership Dues:					
<i>Association of Small Foundations</i>	495.00		100%		495.00
<i>Council of Foundations</i>	500.00		100%		500.00
<i>The Donors Forum</i>	250.00		100%		250.00
Insurance, Directors & Officers	2,430.70	40%	60%	972.28	1,458.42
Insurance, Office	4,628.16	40%	60%	1,851.26	2,776.90
Insurance, Property - L19B106	1,137.36	100%		1,137.36	
Office Expenses	794.70	40%	60%	317.88	476.82
Office Supplies	426.44	40%	60%	170.58	255.86
Parking Vendors	351.01	40%	60%	140.40	210.61
Postage	337.38	40%	60%	134.95	202.43
Rents Paid, Leased Equipment	1,531.75	40%	60%	612.70	919.05
Repairs and Maintenance, Equipment	6,058.58	40%	60%	2,423.43	3,635.15
Site Visits	330.54		100%		330.54
Stationary and Printing	-	40%	60%	-	-
Total - Part I, Line 23	24,760.67			9,956.47	14,804.20

Part II, Line 10 - Investments (schedule attached)

Part II, Line 11

	Book Value	Acc Deprec	NET
Land & Building			
L19 Bk 106 No.	790,000.00	-	790,000.00
Total - Part II, Line 11	790,000.00	-	790,000.00

Part II, Line 13 - Investments--Other:

	Book Value		Fair Market Value
Investments - Other:			
Debentures	78,000.00		78,000.00
Ceramics & Paintings	21,951.65		145,065.00
Total - Part II, Line 13	99,951.65	-	223,065.00

Part II, Line 14 - Land, building & equipment

	Book Value	Acc Deprec	NET
Equipment & Furniture			
Office Equipment	21,792.84	11,886.01	9,906.83
Office Furniture and Fixtures	79,320.00	78,803.36	516.64
Total - Part II, Line 14	101,112.84	90,689.37	10,423.47

PEACOCK FOUNDATION, INC. EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal year Ended: November 30, 2008

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

Securities Description	Number of Shares	Book Value	Fair Market Value
(a) Investments---U.S. & State Government Obligations			
FHLMC Freddie Nts 5 000% Due 09/15/16	238,000	238,002.50	238,078.54
FHLMC stp cpn MTN 5 125% Due 07/18/18	100,000	100,002.50	100,186.00
U S Treasury Bond 11/21 Cpn 8 00% Due 11/15/2021	50,000	50,000.00	71,695.50
FHLMC Stp Cpn Bonds 5 00% Due 02/27/23	500,000	499,065.00	502,480.00
NJ ECO DEV AU CAV 7 435 97 A Taxable 0.000% Mat 021512	200,000	71,760.50	173,254.00
Municipal Bonds Accrued Interest		100,094.16	100,094.16
Total Part II, Line 10a --- U.S. & State Government Obligations		1,058,924.66	1,185,788.20
(b) Investments---Corporate Stock			
ADC Telecommunications Inc New	11,920	70,813.49	84,751.20
Albany Molecular Research	6,800	91,559.31	64,532.00
American Railcar Industries Inc	6,340	126,966.94	54,524.00
Analogic Corp new 9/77	1,330	72,665.75	51,949.80
Anderson Inc	3,700	106,038.32	46,842.00
Avatar Holdings Inc	1,100	55,668.45	31,933.00
Avnet Inc	3,940	62,941.47	56,105.60
Beneficial Mutual Bancrp Inc	710	8,067.19	8,342.50
Bob Evans Farms Inc	4,370	107,709.48	73,284.90
Capitol Federal Financial	2,240	85,528.79	95,804.80
Centerpoint Energy Inc	9,490	130,748.75	122,705.70
CNX Gas Corp	4,110	94,713.23	127,697.70
Commercial Metals Co	3,840	40,330.48	46,003.20
Comstock Resources Inc New	855	26,691.47	35,850.15
Deltic Timber Corp	2,490	136,026.51	119,320.80
East West Bancorp Inc	6,270	89,436.39	92,796.00
El Paso Elec Co	4,260	87,053.65	76,765.20
Encore Wire Corp	4,440	87,003.40	75,302.40
Fairpoint Communications Inc	2,480	29,484.11	8,680.00
Granite Construction Co	2,690	95,975.00	115,374.10
Great Plains Energy Inc	3,364	86,356.37	63,209.56
Healthcare Svcs Group	6,730	82,130.19	107,007.00
Investors Bancorp Inc	10,560	142,948.61	147,840.00
Jeffries Group W/I	8,220	144,475.97	102,256.80
Investors Bancorp Inc	680	20,155.69	14,354.80
L B Foster Co CL A	1,050	27,787.96	33,463.50
Leucadia National Corp	4,720	100,484.88	92,276.00
Marcus Corporation	6,670	135,673.71	85,976.30
Men's Wearhouse	3,860	90,674.17	41,070.40
Modine Manufacturing Co	6,990	102,888.56	33,621.90
Morgans Hotel Group Co	6,010	125,483.98	24,040.00
One Beacon Insurance Group	7,390	176,608.81	80,551.00
Overseas Shipbldg Gr Inc	2,070	157,622.85	76,714.20
Piper Jaffray Cos Inc	2,950	157,270.57	111,775.50
Plains All Amer Pipeline	2,500	114,944.50	85,475.00
Quicksilver Resources Inc	3,090	66,119.33	19,250.70
Schnitzer Steel Industries Inc CL A	1,170	29,458.89	31,590.00
Sotheby's	800	7,368.72	7,952.00
Stewart Info Svcs Corp	610	25,156.79	7,137.00

PEACOCK FOUNDATION, INC. EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal year Ended: November 30, 2008

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

Securities Description	Number of Shares	Book Value	Fair Market Value
The Pep Boys Manny, Moe & Jack	9,290	125,450 15	41,805 00
UMB Financial Corp	2,600	85,505 00	124,306 00
United Fire & Casualty Co	3,680	113,869 71	78,715 20
Vail Resorts Inc	2,750	145,915 18	59,812 50
Wendy's Arbys Group Inc	10,690	177,121.83	42,973 80
Winn-Dixie Stores Inc	7,670	136,256.04	114,666 50
ISHARES MSCI EAFE INDEX FUND (EFA)	6,400	452,037 42	267,072 00
ISHARES TR MSCI EMER MKT IND FUND (EEM)	12,000	444,485 34	275,400 00
Alcoa Inc	3,700	110,009 71	39,812 00
Allstate Corp	2,700	77,014 04	68,688 00
Altria Group Inc	6,500	110,974 72	104,520 00
Amerisourcebergen Corp	2,200	106,773 03	68,970 00
Apache Corp Common	1,900	80,587 36	146,870 00
AT & T Inc	3,312	87,337.75	94,590 72
Autozone Inc	800	67,540.64	87,376 00
Bank New York Mellon Corp	4,500	147,891 43	135,945 00
Best Buy Co Inc	2,000	92,230 52	41,420 00
Burlington Nthn Santa Fe Corp	1,500	77,578 65	114,915 00
Chevron Corporation	3,000	174,915 33	237,030 00
ConocoPhillips	3,169	208,540 41	166,435 88
Dell Inc	4,800	146,608 12	53,616 00
Dover Corp Common	2,700	114,437 82	80,541 00
Emerson Electric Co	2,000	65,056 00	71,780 00
Fedex Corporation	700	47,880 00	49,455 00
Fortune Brands Inc	1,500	102,950 83	56,700 00
FPL Group Inc	1,100	36,949 00	53,636 00
Freeport-McMoran Cooper & Gold	2,400	170,742 88	57,576 00
General Electric Company	1,700	55,811 00	29,189 00
General Mills Inc	1,000	47,270 00	63,170 00
Honeywell International Inc	2,500	87,225 00	69,650 00
Humana Inc	2,400	103,596 60	72,552 00
Ingersol Rand Co Cl A	1,900	63,938 13	29,792 00
Intel Corp	7,400	162,660 58	102,120 00
Johnson & Johnson	1,200	71,413 44	70,296 00
JPMorgan Chase & Co	3,600	138,780 00	113,976 00
Laboratory Corp of Amer Hldgs	1,200	46,836 00	76,032 00
Marathon Oil Corp	5,100	127,704 84	133,518 00
Merrill Lynch & Co Inc	10,000	261,014 96	132,200 00
Microsoft Corp	3,600	66,533 76	72,792 00
Nike Inc Class B	900	40,480 02	47,925 00
Pfizer Incorporated	2,700	80,673 95	44,361 00
Philip Morris International Inc	1,400	43,061 65	59,024 00
PNC Financial Services Group	1,000	47,375 50	52,770 00
Procter & Gamble Co	2,600	176,727 28	180,180 00
Public SVC Enterprise Group Inc	3,800	104,542 37	117,420 00
Quest Diagnostics Inc	1,100	54,809 70	51,227 00
Suntrust Banks Inc	3,000	144,144 70	95,190 00
Transocean Inc New	1,900	208,769 27	127,072 00
United Technologies Corp	1,700	92,878 29	82,501 00

PEACOCK FOUNDATION, INC. EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal year Ended: November 30, 2008

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

Securities Description	Number of Shares	Book Value	Fair Market Value
US Bancorp New	3,300	95,799 00	89,034.00
Watson Pharmaceuticals Inc	2,300	62,225 58	54,625 00
American Int'l Grp 7 70% Due 12/18/2062	8,000	200,000 00	58,800 00
Bank of Amer 8 20% Non-Cum Per Pfd Ser H	8,000	200,000 00	166,560 00
Capital One 7 50% TRUPS Due 06/15/2066	6,000	150,000 00	81,000 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	200	4,333 26	2,630 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	1,500	32,583 50	19,725 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	3,800	82,272.50	49,970 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	700	15,053 20	9,205 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	100	2,152 55	1,315 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	300	6,452 66	3,945 00
CBTCS-Goldman Sachs 6% Call 2/15/09, Due 02/15/34	1,600	34,403 35	21,040 00
Citigroup 8 50% Pfd Non Cum Perp Pfd	4,000	100,000 00	66,400 00
Comcast Corp 7 00% NT Due 09/15/2055	4,000	100,000 00	70,400 00
Countrywide Cap V 7% Due 11/01/2036	6,000	150,000 00	81,060 00
Fifth Third Cap VI 7 25% Due 11/15/2067	6,000	150,000 00	87,900 00
Finl Sec Assur 6.25% Pfd Due 11/15/2102	2,300	43,151 09	15,640 00
Finl Sec Assur 6 25% Pfd Due 11/15/2102	300	5,630 58	2,040 00
Finl Sec Assur 6 25% Pfd Due 11/15/2102	1,400	26,266 85	9,520 00
Finl Sec Assur 6.25% Pfd Due 11/15/2102	1,000	10,893 50	6,800 00
FPL Group Cap 7 45% Cum Pfd Due 09/01/2067	2,000	51,003.50	49,100 00
FPL Group Cap 7 45% Cum Pfd Due 09/01/2067	2,000	51,003 50	49,100 00
FPL Group Cap 7 45% Cum Pfd Due 09/01/2067	2,000	50,703 50	49,100 00
Keycorp Cap VIII 7 00% Due 06/15/2066	4,000	100,000 00	57,560 00
Keycorp Cap X 8 00% Due 03/15/2068	4,000	100,000 00	64,000 00
Morgan Stanley 6 60% Pfd Cap VII 10/15/2066	8,000	200,000 00	115,040 00
Morgan Stanley 6 45% Pfd Cap VII 4/15/2067	8,000	200,000 00	107,600 00
Nuveen Qual Pfd Inc FD Auct Rate Ser F Firday	9	150,000 00	150,000 00
Wachovia 7 85% Pfd Cum Cap TR X 12/1/2067	6,000	150,000 00	119,100 00
Wells Fargo Cap 7.875% Cap XII Due 3/15/2068	6,000	150,000 00	140,700 00
Abbott Laboratories	4,200	226,043 40	220,038 00
Automatic Data Processing	10,575	464,957 59	434,209 50
Becton Dickinson & Co	4,100	235,597 68	260,473 00
Berkshire Hathaway Inc	163	472,476 90	570,337 00
Colgate-Palmolive Co	6,350	321,945 00	413,194 50
Disney Walt Company	8,925	291,152 38	200,991 00
Emerson Electric Co	9,025	418,857.50	323,907 25
Genl Dynamics Corp Com	3,925	248,942 05	202,804 75
Google Inc CL A	608	256,666 44	178,119 68
Grainger W W Inc	6,250	450,779 04	441,062 50
Harris Corp Del	600	18,645 51	20,928 00
Hewlett-Packard Company	12,025	583,650 58	424,242 00
Illinois Tool Works Inc	9,375	425,385.63	319,875 00
McKesson Corporation	4,050	141,655 52	141,507 00
Microsoft Corp	19,700	550,364 11	398,334 00
Nike Inc Class B	4,725	197,923 12	251,606 25
Nokia Corp Sponsored	9,025	240,776 48	127,884 25
Omnicom Group	7,400	311,144.93	209,346 00
Patterson Companies Inc	13,025	482,195.50	245,130 50

PEACOCK FOUNDATION, INC. EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal year Ended: November 30, 2008

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

Securities Description	Number of Shares	Book Value	Fair Market Value
Pepsico Incorporated	8,325	465,987 01	472,027 50
Procter & Gamble Co	4,775	214,648 87	307,271 25
St Jude Medical Inc	3,550	165,768 75	99,506 50
Fidelis Corporation	63 00	1,542,863 00	3,207,269 00
First of Florida Corporation	9 00	3,374,272 00	4,873,402 00
Total Part II, Line 10b, Investments---Corporate Stock		24,165,156.18	23,301,461.14

(c) Investments---Corporate Bonds

SLM Corp Fltg Rate EDNotes 0 000% Due 12/15/08	250,000	249,690.00	245,187 50
General Motors Accept 7 000% Due 09/15/09	150,000	148,875 75	57,733 50
Boeing Cap Corp Fl Rt Sen Nts 7 9% Due 11/15/09	159,000	161,387 50	151,046 82
Boeing Cap Corp Fl Rt Sen Nts 7 9% Due 11/15/09	20,000	20,302 50	18,999 60
Boeing Cap Corp Fl Rt Sen Nts 7.9% Due 11/15/09	50,000	49,252 50	47,499 00
Textron Inc Senior Nts 4 50% Due 8/01/10	100,000	91,002 50	91,014 00
General Elec Cap Corp MTN 5 310% Due 02/01/2011	120,000	120,482 50	119,980 80
Caterpillar Fin Serv Corp 4 70% Due 04/15/11	250,000	250,315 00	243,897 50
ITT CORP SR DEB 6 500% 05/01/2011 Dtd 050181	100,000	98,002 50	97,683 00
General Foods Corp Deb 7 000% Due 06/15/11	100,000	100,002 50	100,039 00
International Tel & Teleg Corp Deb 7 500% 07/01/11	100,000	99,502 50	99,851 00
International Tel & Teleg Corp Deb 7 500% 07/01/11	60,000	59,762 50	59,910 60
Ford Motor Credit Co MTN 7 00% Due 08/15/12	125,000	127,502 50	58,395 00
Hartford Life Ins Inc Nts 5 500% Due 10/15/12	500,000	502,502 50	399,815 00
McGraw-Hills Cos Inc Nts 5 375% Due 11/15/12	150,000	135,002 50	132,678 15
CIT Group Inc Internotes 6 250% Due 01/15/13	90,000	90,227 50	50,691 60
CIT Group Inc Internotes 6 250% Due 01/15/13	40,000	40,222 50	22,529 60
CIT Group Inc Internotes 6 150% Due 02/15/13	100,000	100,352 50	55,521 00
CIT Group Inc Internotes 6 000% Due 03/15/13	300,000	302,102 50	163,797 00
CIT Group Inc Internotes 6 250% Due 03/15/13	25,000	25,065 00	13,813 75
American Gen Finance Inc Notes 6 00% Due 10/15/14	300,000	296,777 50	90,531 00
General Elec Cap Corp 6.00% Due 05/15/15	333,000	333,002.50	324,152 19
Caterpillar Fin Serv Crp 6.00% Due 05/15/16	150,000	150,752 50	144,160 50
Genl Motors Accp Corp Smartnotes 7.750% Due 10/15/17	97,000	96,612 00	14,874 95
Genl Motors Accp Corp Smartnotes 7 750% Due 10/15/17	25,000	24,752 50	3,833 75
General Elec Cap Corp MTN Ser A 6 350% Due 5/12/18	500,000	502,502 50	467,310 00
Marshall & Isley Corp Senior Nts 5 250% Due 09/15/23	100,000	99,002 50	65,871 00
Bankamerica Inst-A Priv Plcmt Ser 144A 8 070% Due 12/31/26	100,000	107,672 50	84,357 00
Bankamerica Inst-A Priv Plcmt Ser 144A 8 070% Due 12/31/26	25,000	26,602 50	21,089 25
Bankamerica Inst-A Priv Plcmt Ser 144A 8 070% Due 12/31/26	30,000	31,915 00	25,307 10
Bankamerica Inst-A Priv Plcmt Ser 144A 8 070% Due 12/31/26	60,000	62,327 50	50,614 20
Bank of Amer Corp MTN Call Cpn 0 00% Due 7/17/28	1,000,000	234,002 50	207,088 00
Merck & Co Inc MTN 0 00% Due 08/22/42	200,000	190,502 50	194,392 00
Total Part II, Line 10c, Investments---Corporate Bonds		4,927,980.25	3,923,664.36

PEACOCK FOUNDATION, INC., EIN: 59-0999759

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Fiscal Year Ended: November 30, 2008

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
ANALOGIC CORP NEW 9/77						
430.00	08/21/06	12/17/07	22,291.08	28,418.35		6,127.27
AQUILA INC & GREAT PLAINS ENERGY INC (Merger @ 07/15/08)						
		07/15/08			(6,929.42)	
AVATAR HOLDINGS INC						
360.00	08/15/05	12/06/08	18,218.78	14,801.03		(3,417.75)
800.00	08/15/05	09/18/08	40,486.16	29,294.55		(11,191.61)
160.00	08/15/05	11/05/08	8,097.24	4,540.00		(3,557.24)
BOB EVANS FARMS INC						
350.00	09/26/05	06/18/08	8,221.25	11,356.77		3,135.52
130.00	10/05/05	06/18/08	2,987.40	4,218.23		1,230.83
CARRIZO OIL & GAS INC						
1,090.00	09/07/05	05/01/08	25,734.90	65,816.23		40,081.33
610.00	09/07/05	05/22/08	14,402.10	41,237.65		26,835.55
310.00	09/07/05	05/28/08	7,319.10	20,444.88		13,125.78
CENTERPOINT ENERGY INC						
2,430.00	08/15/05	12/17/07	32,463.83	43,745.64		11,281.81
CIT GROUP INC						
1,510.00	01/30/08	03/20/08	40,204.51	11,440.68	(28,763.83)	
780.00	01/31/08	03/20/08	21,672.61	5,909.76	(15,762.85)	
690.00	02/01/08	03/20/08	20,423.24	5,227.86	(15,195.38)	
350.00	03/06/08	03/20/08	5,618.73	2,651.83	(2,966.90)	
CF INDUSTRIES HOLDINGS						
320.00	05/22/06	01/28/08	5,386.80	33,628.00		28,241.20
40.00	05/22/06	01/29/08	673.35	4,275.14		3,601.79
90.00	05/22/06	01/29/08	1,515.05	9,619.07		8,104.02
90.00	05/22/06	01/30/08	1,515.05	9,294.38		7,779.33
CNX GAS CORP						
340.00	01/20/06	08/11/08	7,602.98	9,833.86		2,230.88
220.00	01/20/06	08/14/08	4,919.56	6,516.84		1,597.28
120.00	01/23/06	08/14/08	2,810.76	3,555.60		744.84
COMSTOCK RESOURCES INC						
900.00	12/13/06	12/17/07	29,573.92	29,712.50		138.58
970.00	04/13/07	01/23/08	28,073.84	28,667.04	593.20	
630.00	12/13/06	01/23/08	20,701.73	18,618.79		(2,082.94)
230.00	04/13/07	07/11/08	6,656.68	19,177.82		12,521.14
130.00	04/17/07	07/11/08	3,748.29	10,839.64		7,091.35
440.00	04/17/07	07/17/08	12,686.52	30,771.84		18,085.32
220.00	08/09/07	09/03/08	6,405.24	12,541.59		6,136.35
370.00	08/09/07	09/04/08	10,772.44	20,605.29		9,832.85
115.00	08/09/07	09/05/08	3,348.19	6,421.51		3,073.32
DEERFIEL CAPITAL CORP (Spin-off Tnac Company)						
1,293.00	04/04/08	04/28/08	-	1,756.40	1,756.40	
FAIRPORT COMMUNICATIONS INC						

PEACOCK FOUNDATION, INC., EIN: 59-0999759

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
2,750.00	08/10/07	10/23/08	44,774 40	13,373 99		(31,400 41)
670.00	09/11/07	10/23/08	11,699 81	3,258 40		(8,441 41)
2,090 00	09/11/07	11/19/08	36,496 41	4,488 86		(32,007 55)
67 00	10/17/07	11/19/08	1,273 07	143 91		(1,129 16)
1,523 00	10/17/07	11/20/08	28,938 53	3,143 76		(25,794 77)
FISCHER COMMUNICATIONS INC						
520 00	05/15/07	04/15/08	25,255 88	15,683 11	(9,572 77)	
450 00	05/15/07	05/09/08	21,856 05	14,353 29	(7,502.76)	
190.00	08/21/07	05/09/08	9,276 37	6,060 29	(3,216 08)	
190 00	08/21/07	07/24/08	9,276 37	6,451 56	(2,824 81)	
510.00	10/04/07	07/24/08	25,494.90	17,317.36	(8,177 54)	
GAYLORD ENTERTAINMENT CL A						
600.00	03/20/07	01/16/08	31,633 44	17,658 50	(13,974 94)	
700 00	03/27/07	01/16/08	36,574.02	20,601 60	(15,972 42)	
450 00	03/27/07	01/24/08	23,511 87	12,776 24	(10,735 63)	
150 00	04/27/07	01/24/08	8,365.13	4,258 75	(4,106 38)	
650 00	04/27/07	01/28/08	36,248.87	18,057 65	(18,191 22)	
GREAT PLAINS ENERGY INC (cash in lieu of fractional share)						
0 4400	07/15/08	07/15/08	-	11 55	11 55	
HEALTHCARE SVCS GROUP						
440 00	08/15/05	10/15/08	5,095 20	6,231 90		1,136 70
330 00	08/15/05	11/20/08	3,821.40	4,394 78		573 38
INVESTORS BANCORP INC						
610 00	04/10/06	11/20/08	8,257 45	7,856 45		(401 00)
LEUCADIA NATIONAL CORP						
90 00	08/15/05	04/21/08	1,818 35	4,766 06		2,947 71
300 00	08/15/05	05/27/08	6,061 14	15,670 95		9,609 81
LONGS DRUG STORES CORP						
320 00	08/15/05	07/01/08	13,801 12	13,757 87		(43 25)
184.00	08/15/05	07/07/08	7,935 65	7,654.17		(281 48)
3,396 00	08/15/05	10/20/08	146,464 38	242,814 00		96,349 62
MIDLAND COMPANY						
690 00	11/07/06	12/21/07	32,027 11	44,008 14		11,981 03
90 00	11/24/06	12/21/07	4,093 29	5,740 19		1,646 90
1,150 00	11/27/06	12/21/07	51,999 21	73,346 92		21,347 71
640 00	07/11/07	03/24/08	29,762 69	41,387 32	11,624 63	
50 00	11/27/06	03/24/08	2,260 83	3,233 38		972 55
OLD REPUBLIC INT'L CORPORATION						
2,090 00	12/06/07	09/03/08	33,017.62	22,567 06	(10,450 56)	
730 00	12/06/07	09/16/08	11,532 46	8,437 94	(3,094 52)	
1,250 00	12/17/07	09/16/08	18,445 25	14,448.55	(3,996 70)	
1,870 00	12/17/07	09/17/08	27,594 09	21,087 86	(6,506 23)	
200 00	07/21/08	09/17/08	2,254 67	2,255 39	0 72	
390 00	07/21/08	09/19/08	4,396 59	5,578.48	1,181 89	
1,440 00	07/21/08	10/01/08	16,233 54	17,077 29	843 75	

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Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
PLAINS EXPLORATION & PROD CO						
430 00	08/15/05	04/28/08	16,378 70	28,262 92		11,884 22
250.00	08/15/05	06/02/08	9,522 50	18,381 47		8,858 97
190 00	08/15/05	07/09/08	7,237.10	12,932 54		5,695 44
130 00	08/15/05	07/11/08	4,951 70	9,493 20		4,541 50
170 00	08/15/05	07/21/08	6,475 30	10,765 74		4,290 44
320 00	08/15/05	07/21/08	12,188 80	20,264.95		8,076 15
340 00	10/11/07	08/21/08	16,330 07	19,512 72	3,182 65	
310 00	10/11/07	08/25/08	14,889 17	16,806 43	1,917 26	
760 00	08/15/05	08/20/08	28,948 40	41,554 13		12,605 73
140 00	08/15/05	08/21/08	5,332 60	8,036 00		2,703 40
QUICKSILVER RESOURCES INC						
350 00	08/15/05	04/03/08	7,489 25	13,130 24		5,640 99
1,000 00	08/15/05	04/25/08	21,397 85	40,909 57		19,511 72
450 00	08/15/05	05/28/08	9,629 04	16,307 54		6,678 50
550 00	08/15/05	07/17/08	11,768 82	16,791 02		5,022 20
STEWART INFO SVCS CORP						
420 00	11/21/05	10/16/08	16,443 05	7,152.05		(9,291 00)
650 00	11/21/05	11/12/08	25,447 57	7,327.14		(18,120 43)
550.00	11/21/05	11/25/08	21,532 55	4,666 39		(16,866 16)
THE PEP BOYS						
500 00	08/24/06	10/30/08	6,284 50	2,033.23		(4,251 27)
510 00	08/25/06	10/30/08	6,378 57	2,073 91		(4,304 66)
TRIARC COMPANY						
1,510 00	08/15/05	04/30/08	24,661 63	10,438 12		(14,223 51)
UMB FINANCIAL CORP						
180.00	08/15/05	05/01/08	5,639 40	9,044 49		3,405 09
980 00	08/15/05	05/28/08	30,703 40	50,328 69		19,625 29
290 00	08/15/05	09/29/08	9,085 75	15,322 84		6,237 09
350 00	08/15/05	10/06/08	10,965 50	18,279 94		7,314 44
AMERICAN INT'L GROUP INC						
1,500 00	12/17/04	09/16/08	97,710 00	3,113 38		(94,596.62)
500 00	09/28/06	09/16/08	33,015 00	1,037.79		(31,977 21)
300 00	09/29/06	09/16/08	19,808 85	622 67		(19,186 18)
900 00	07/11/07	09/16/08	62,771 67	1,868 04		(60,903 63)
ANHEUSER BUSCH COS INC						
1,500 00	09/16/08	11/18/08	97,752 60	105,000 00	7,247 40	
700 00	10/15/08	11/18/08	42,014 00	49,000 00	6,986 00	
600 00	10/24/08	11/18/08	34,002 12	42,000 00	7,997 88	
APACHE CORP, COMMON						
1,500 00	03/05/04	03/14/08	63,621 60	175,496 11		111,874 51
BANK OF AMERICA CORP						
1,500 00	11/30/07	09/18/08	66,757 20	43,348 86	(23,408.34)	
2,486.00	03/05/04	09/18/08	102,235.62	71,843 50		(30,392 12)
BOSTON SCIENTIFIC CORP						

PEACOCK FOUNDATION, INC., EIN: 59-0999759

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
3,600 00	09/04/07	06/04/08	47,628 72	48,058 29	429 57	
1,600 00	10/28/05	06/03/08	36,160 00	21,425 31		(14,734 69)
919 00	10/28/05	06/04/08	20,769.40	12,268 21		(8,501 19)
CITIGROUP INC						
1,200 00	03/22/04	09/16/08	59,736 00	17,099 18		(42,636 82)
1,400 00	11/23/04	09/16/08	63,146 86	19,949 05		(43,197 81)
DEAN FOODS CO						
1,600 00	03/05/04	07/09/08	49,229 20	28,906.87		(20,322 33)
GAP INC						
1,300 00	02/07/05	11/21/08	28,121 08	14,624.66		(13,496 42)
1,800 00	08/26/04	11/21/08	34,945 20	20,249 52		(14,695 68)
HARTFORD FINL SVCS GROUP INC						
1,000 00	03/05/04	11/21/08	66,430 00	4,732 57		(61,697 43)
700 00	09/25/07	11/21/08	64,259 93	3,312 80		(60,947 13)
MASCO CORP						
2,000 00	03/05/04	08/22/08	56,916 00	36,046.79		(20,869 21)
MCDONALDS CORP						
2,600.00	03/05/04	09/05/08	77,558 00	156,047.48		78,489 48
PHARMERICA CORP						
108 00	06/06/07	04/24/08	1,927 20	1,694 66	(232 54)	
UNIONBANCAL CORP						
100 00	11/27/07	08/12/08	4,993 48	6,525 41	1,531.93	
200.00	11/28/07	08/12/08	10,500 88	13,052 82	2,551 94	
2,000 00	07/09/08	08/12/08	109,153 00	130,506.04		21,353 04
WAL-MART STORES INC						
1,100 00	03/17/05	10/24/08	56,408 00	56,568 82		160 82
500 00	09/16/05	10/24/08	22,062 25	25,713 11		3,650 86
1,500.00	09/16/05	11/04/08	66,186 75	84,047 22		17,860 47
WASHINGTON MUTUAL						
3,100 00	11/27/07	06/27/08	53,763 61	14,711.28	(39,052 33)	
2,700 00	11/12/04	06/27/08	107,209 98	12,813 04		(94,396 94)
Fed Hom Loan Mtg Corp MTN 5.320% Due 03/06/09						
100,000	04/12/07	12/06/07	99,902.50	100,000 00	97 50	
Fed Hom Loan Corp MTN 5 30% Due 03/29/10						
300,000	05/30/07	12/31/07	299,807 50	300,000 00	192 50	
Federal home Ln Mtg Corp Stp Cpn MTN Call 5 00% Due 07/08/19						
100,000	01/24/07	01/08/08	99,065 00	100,000.00	935 00	
Fed Farm Credit Bank Bonds 5 050% Due 12/07/12						
300,000	12/17/07	01/16/08	299,908 75	300,000 00	91 25	
Citigroup Cap XIX 7 25% Cum TR Pfd Due 08/15/67						

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
6,000	08/08/07	01/17/08	150,000 00	142,794 31	(7,205 69)	
Fed Hom Loan Bk Stp Cpn Bonds 5 500% Due 10/22/18						
200,000	07/06/07	01/22/08	196,315 10	200,000 00	3,684 90	
Fed Hom Loan Mtg Corp Stp Cpn Nts 5 250% Due 08/04/15						
199,000	05/14/07	01/24/08	197,211 50	199,000 00	1,788 50	
Fed Farm Credit Bank Bonds 5 500% Due 10/29/14						
500,000	10/23/07	01/29/08	498,909 00	500,000.00	1,091.00	
GMAC Smart Notes 5 150% Due 02/15/08						
100,000	11/06/07	02/15/08	99,580 50	100,000 00	419 50	
Fed Hom Loan Bk Stp Cpn Bond 5 00% Due 05/25/18						
150,000	11/09/07	02/28/08	149,955 70	150,000 00	44 30	
Eurobank CD 4.710% Due 06/26/09						
100,000	12/20/07	02/28/08	99,802 50	100,000.00	197.50	
Atria Group Inc XXX Nts 5 625% Due 11/04/08						
100,000	12/28/07	03/05/08	100,252 50	102,164 00	1,911 50	
Lasalle Bank CD Chicago, IL 5 050% Due 03/12/08						
100,000	12/07/07	03/12/08	100,002 50	100,000 00	(2 50)	
Lasalle Bk Midwest CD Troy, Mi 5 050% Due 03/12/08						
100,000	12/07/07	03/12/08	100,002 50	100,000 00	(2 50)	
Merrill Lynch & Co EDP MTN OID Ser B						
500,000	03/29/07	03/20/08	115,722 50	122,679 50	6,957.00	
Huntington Nat'l Bk CD 4 750% Due 03/24/16						
100,000	01/02/08	03/24/08	99,652 50	100,000 00	347 50	
Columbia Bk & Tr Co CD 5 00% Due 04/30/09						
100,000	10/19/07	03/31/08	99,902 50	100,000 00	97 50	
Citigroup Inc 8 125% Non-Cum Perp Pfd Ser AA						
5,000	01/18/08	05/05/08	125,000 00	122,898 47	(2,101 53)	
Citigroup Inc 8 125% Non-Cum Perp Pfd Ser AA						
1,000	01/18/08	05/05/08	25,000 00	24,587 19	(412 81)	
Banco Bilboa Vizcaya CD 4 750% Due 11/29/12						
100,000	08/09/07	05/29/08	98,552 50	100,000 00	1,447 50	
Lasalle Bank CD 5 250% Due 02/10/19						
100,000	01/14/08	08/11/08	99,502 50	100,000 00	497 50	
Fed Hom Loan Bk Stp Cpn BD 5 00% Due 2/12/13						
500,000	01/30/08	08/15/08	498,440 00	487,205 83	(11,234 17)	
Hartford Life Global Fund 5.00% Due 8/15/12						
100,000	01/25/08	08/15/08	402,002.50	400,000 00	(2,002 50)	

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
Burke & Herbert Bk & Tr CD 5 00% Due 8/18/08 80,000	12/31/07	08/18/08	80,002 50	80,000 00	(2.50)	
Merk & Co Inc C J MTN 0 00 Due 8/22/42 150,000	01/03/08	08/25/08	147,752 50	148,500 00	747 50	
Wells Fargo Cap 7 875% Cap XII Due 3/15/68 4,000	03/05/08	09/09/08	100,000 00	100,636 93	636 93	
Southern Calif Gas Co Ist Mrtg 4 80% Due 10/01/12 500,000	06/19/08	09/09/08	495,002 50	510,914 17	15,911 67	
John Hancock Glob FDG II 3.75% Due 9/30/08 100,000	12/27/07	09/30/08	98,752 50	100,000 00	1,247 50	
Creekside Bank CD Woodstock, GA 3 250% Due 10/14/08 100,000	04/04/08	10/14/08	99,877.50	100,000 00	122 50	
FHLB Stp Cpn BD Ser1 5.00% Due 2/15/23 500,000	02/04/08	10/16/08	498,752 50	470,178 06	(28,574 44)	
Founders Bank CD Worth, IL 3 20% Due 10/16/08 100,000	04/04/08	10/16/08	99,877.50	100,000.00	122 50	
General Elec Cap Corp Nts 5 720% Due 8/22/11 500,000	04/28/08	10/20/08	506,752 50	489,476 94	(17,275 56)	
Countrywide Home Loan MTN 5 625% Due 7/15/09 100,000	01/11/08	11/04/08	97,501.25	98,097 50	596 25	
Countrywide Home Loan MTN 5 625% Due 7/15/09 100,000	01/11/08	11/25/08	97,501 25	98,227 50	726 25	
Rabobank CD 5 00% Due 12/09/10 100,000	11/17/05	12/10/07	99,552 50	100,000 00		447 50
Lehman Bros Bk CD 5 50% Due 12/14/09 100,000	11/22/06	12/14/07	99,877 50	100,000 00		122 50
Meridian Bank CD 5.50% Due 12/16/15 95,000	11/28/05	12/17/07	94,337 50	95,000 00		662 50
Bank Whitman CD Due 12/21/07 100,000	05/31/06	12/21/07	99,802 50	100,000.00		197 50
River Cities Bank CD 5 00% Due 12/21/07 100,000	12/15/06	12/21/07	99,802 50	100,000 00		197 50
Yuma Comm Bank CD 5 30% Due 12/28/07 100,000	06/21/06	12/28/08	99,752 50	100,000 00		247 50
Freddie Mac Stp Cpn 4 500% Due 11/15/09 200,000	04/28/03	01/14/08	198,502 50	200,000 00		1,497 50

PEACOCK FOUNDATION, INC., EIN: 59-0999759

Schedule of Information for 990-PF

Fiscal Year Ended: November 30, 2008

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
Bridgewater Svgs Bk CD 5.250% Due 09/26/08	100,000	09/26/06	01/16/08	99,702 50	100,000 00	297 50
Bank Hapoalim CD 6 250% Due 07/17/17	100,000	02/25/04	01/17/08	104,837 00	100,000 00	(4,837 00)
Fed Hom Loan Bank Bonds 5 000% Due 12/28/12	500,000	12/08/04	01/23/08	499,377 50	500,000 00	622 50
Fed Hom Loan Bank Stp Cpn Bonds 6 150% Due 07/24/18	500,000	05/04/04	01/24/08	481,152 50	500,000 00	18,847 50
Fed Hom Loan Bank Bonds 5 150% Due 08/05/13	250,000	07/24/03	01/24/08	248,440 00	250,000 00	1,560 00
Freddie Mac Stp Cpn 6 000% Due 09/15/21	300,000	09/22/06	01/24/08	298,502 50	300,000 00	1,497 50
Fed Farm Credit Bank 4 330% Due 08/19/10	500,000	05/19/03	01/28/08	502,190 00	500,000 00	(2,190 00)
Fed Hom Loan Bank Stp Cpn Bonds 5 000% Due 04/30/18	400,000	04/03/03	01/30/08	396,002 50	400,000 00	3,997 50
Freddie Mac Stp Cpn 4 750% Due 08/15/14	300,000	08/06/04	01/31/08	296,702.50	300,000.00	3,297 50
Fed Hom Lon Mtg Corp Stp Cpn MTN 5.00% Due 08/01/18	141,000	01/23/07	02/01/08	137,830.00	141,000 00	3,170 00
Keycorp Cap VIII 7 00% Due 06/15/2066	4,000	06/14/06	02/19/08	100,000 00	93,419 83	(6,580 17)
Banco Cantander PR CD 6.00% Due 08/18/15	100,000	01/31/05	02/19/08	99,065 00	100,000 00	935 00
Independent Bank CD 5 50% Due 08/18/08	100,000	01/31/05	02/19/08	99,502 50	100,000 00	497 50
Security St Bk CD 5.250% Due 03/27/08	95,000	09/25/06	03/27/08	94,860 00	95,000 00	140.00
Legacy Bk Plano, TX CD Due 03/30/09	100,000	03/27/06	03/31/08	99,652 50	100,000.00	347 50
Community Bk & Tr CD Due 10/18/13	100,000	09/28/05	04/18/08	99,127 50	100,000 00	872 50
Fed Natl Mrtg Assn Stp Cpn BD 5 750% Due 09/27/18	200,000	10/04/04	04/21/08	198,002 50	200,000 00	1,997 50
Investors Bank CD Pewaukee, WI 5 00% Due 10/21/10	100,000	04/01/05	04/21/05	99,502 50	100,000 00	497 50
Fed Hom Loan Bk Stp Cpn BD 4 00% Due 07/23/13						

PEACOCK FOUNDATION, INC., EIN: 59-0999759

Schedule of Information for 990-PF

Fiscal Year Ended: November 30, 2008

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
400,000	07/01/03	04/23/08	398,002 50	400,000 00		1,997 50
First Bank PR 5 00% Due 10/25/10						
100,000	06/21/05	04/25/08	100,002 50	100,000 00		(2.50)
United Mizrahi Bank CD 5.00 Due 10/28/10						
100,000	10/06/05	04/28/08	99,452 50	100,000 00		547 50
Fed Hom Loan Mtg Corp 5 50% Due 05/05/14						
250,000	11/05/04	05/05/08	251,840 00	250,000 00		(1,840 00)
Tifton Bkg Co CD Georgia 5.10% Due 05/05/08						
100,000	05/01/07	05/05/08	99,902 50	100,000 00		97 50
Fed Natl Mtg Assn Stp Cpn 5.00% Due 04/29/19						
500,000	04/07/04	05/16/08	495,627 50	500,000.00		4,372 50
ANB Financial NA CD 6 500% Due 02/27/37						
100,000	02/23/07	05/23/08	99,952 50	100,000 00		47 50
Freedom Bk of Amer CD St Petersburg, FL 5 00%						
100,000	11/28/06	05/30/08	99,752 50	100,000 00		247 50
Bank of Elk River CD 5 10% Due 06/02/08						
100,000	05/01/07	06/02/08	99,902 50	100,000 00		97 50
Bank of N Carolina CD Thomasville, NC 5 300% Due 06/09/08						
100,000	08/03/06	06/09/08	99,377 50	100,000 00		622 50
State Bank & Trust CD Fargo, ND 5 200% Due 06/09/08						
100,000	06/01/06	06/09/08	99,604 50	100,000 00		395 50
Genl Motors Accept Corp FRN 5.773% Due 06/11/08						
115,000	11/25/05	06/11/08	102,755.00	115,000.00		12,245 00
Mercantile Tr Svngs CD Quincy, IL 5 400% Due 06/22/09						
100,000	06/02/06	06/23/08	99,702 50	100,000 00		297 50
Pulaski Bank CD Saint Louis, MO 5 350% Due 06/23/08						
100,000	06/02/06	06/23/08	99,752 50	100,000 00		247.50
Resource Bank CD Stp Up Dep Nts 6 00% Due 06/23/17						
100,000	05/27/07	06/23/08	98,002 50	100,000 00		1,997 50
Fla Comm Bk CD Immokalee, FL 5 05% Due 7/25/08						
100,000	09/25/06	07/25/08	99,652 50	100,000 00		347 50
Columbia River Bk CD 5.30% Due 8/11/08						
100,000	07/28/06	08/11/08	99,602 50	100,000.00		397 50
Fed Natl Mtg Assn 6 00% Due 8/14/23						
250,000	03/18/04	08/13/08	249,877 50	247,692 75		(2,184 75)
Sovereign Bk CD 4 00% Due 8/28/08						
100,000	02/04/05	08/28/08	99,602.50	100,000.00		397 50

PEACOCK FOUNDATION, INC., EIN: 59-0999759

Schedule of Information for 990-PF

Fiscal Year Ended: November 30, 2008

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

Shares	Date Acquired	Date Sold	Acquisition Cost	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
Nuveen Qual Pfd Inc FXXX Part Call Ser F Friday						
5	03/19/04	09/09/08	125,000.87	125,000.00		(0.87)
Merrill Lynch & Co CAP=5.2% Due 9/17/08						
292,000	05/23/06	09/17/08	289,777.50	292,000.00		2,222.50
Southtrust Bk Birmingham 7.00% Due 11/15/08						
250,000	01/02/01	11/17/08	242,627.50	250,000.00		7,372.50
AMERICAN EXPRESS COMPANY						
475.00	04/25/03	02/21/08	18,959.55	21,372.29		2,412.74
500.00	06/05/03	02/21/08	19,957.43	22,497.15		2,539.72
1550.00	06/07/04	02/21/08	69,834.77	69,741.19		(93.58)
2450.00	06/07/04	07/22/08	110,383.99	89,981.21		(20,402.78)
775.00	02/25/05	07/22/08	37,069.97	28,463.45		(8,606.52)
3225.00	02/25/05	08/01/08	154,258.89	118,840.05		(35,418.84)
GENERAL ELECTRIC COMPANY						
450.00	10/03/03	10/21/08	13,998.60	9,305.25		(4,693.35)
500.00	10/06/03	10/21/08	15,479.40	10,339.17		(5,140.23)
1000.00	01/16/04	10/21/08	33,267.10	20,678.35		(12,588.75)
500.00	01/20/04	10/21/08	16,745.65	10,339.17		(6,406.48)
9200.00	06/08/04	10/21/08	290,996.00	190,240.89		(100,755.11)
KINETIC CONCEPTS INC						
3675.00	11/29/07	08/08/08	216,342.14	127,899.36	(88,442.78)	
2100.00	01/02/08	08/08/08	111,802.98	73,085.34	(38,717.64)	
LABORATORY CORP OF AMER HLDGS						
2675.00	06/07/04	07/29/08	112,406.96	179,225.51		66,818.55
150.00	08/05/04	07/29/08	5,924.91	10,050.03		4,125.12
3700.00	08/05/04	10/02/08	146,147.78	249,464.79		103,317.01
MEDTRONIC INC						
1175.00	01/08/03	05/02/08	55,248.50	57,941.29		2,692.79
500.00	06/02/03	05/02/08	24,255.00	24,655.87		400.87
500.00	03/09/04	05/02/08	24,682.21	24,655.87		(26.34)
6000.00	06/08/04	05/02/08	298,716.00	295,870.45		(2,845.55)
NIKE INC CLASS B						
1700.00	02/24/06	04/29/08	73,810.69	115,572.12		41,761.43
1225.00	03/01/06	04/29/08	52,924.34	83,279.92		30,355.58
NOKIA CORP SPONSORED ADR						
8850.00	02/27/07	11/25/08	198,235.58	125,857.19		(72,378.39)
75.00	04/27/07	11/25/08	1,915.41	1,066.59		(848.82)
UNITED PARCEL SERVICE-B						
665.00	01/10/06	01/17/08	50,434.77	45,215.15		(5,219.62)
2060.00	01/11/06	01/17/08	155,759.30	140,064.98		(15,694.32)
TOTALS			20,160,222.25	19,733,566.65	(358,840.45)	(74,744.57)

Part IV Capital Gains and Losses

(433,585.02)

Part VII-A, Line 11a

Schedule of Information Regarding Transfers From a Controlled Entity

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of Transfer	(D) Amount of Transfer
a	FIDELIS CORPORATION 100 SE 2nd St , Suite 2370 Miami, FL 33131	59-0241300	Dividends Payable	62,000 00
			Debenture Interest Payable	4,800 00
b	FIRST OF FLORIDA CORPORATION 100 SE 2nd St , Suite 2370 Miami, FL 33131	59-0242625	Dividends Payable	162,800 00
			Debenture Interest Payable	1,600 00
c				
d				
e				
Total				231,200.00

PEACOCK FOUNDATION, INC. EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal Year Ended: November 30, 2008

Part VIII, Line 1

List of all officers, directors, trustees, foundation managers and their compensation

Names and address	Title & average hours per week devoted to position	Compensation (if not paid, enter -0-)	Contributions to employee benefit plans & deferred compensation	Expense account, other allowances
Barbara A. Rickard 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	President/Treasurer	61,142 18	-0-	-0-
Robin Reiter-Faragalli 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	Vice President	-0-	-0-	-0-
Charles P. Sacher, PA 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	Secretary	-0-	-0-	-0-
Thomas R. Post, PA 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	Member	-0-	-0-	-0-
Jan Griffin 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	Member	-0-	-0-	-0-
Jorge Echenique 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	Member	-0-	-0-	-0-
Joelle M. Allen 100 SE 2nd St , Suite 2370 Miami, FL 33131-2127	Executive Director 40 Hours	105,000 08	14,699 96	-0-

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, families, and underprivileged persons in Southeast Florida, through contributions, gifts, and grants to eligible nonprofit organizations. Our priorities include:

- 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 community;
- 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.

The Board is committed 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.

Eligibility

All 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.

Peacock Foundation, Inc. **does not fund**: capital campaigns, construction or renovation projects; deficit financing or debt reduction; conferences or festivals; fundraising events or advertising; special events or athletic events; individuals; lobbying to influence legislation; religious organizations, unless engaged in a significant project benefiting the entire community.

Review 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; project description with intended outcomes; community served and grant period; and amount requested and use of funds. There is no deadline for inquiries.

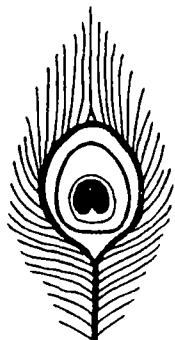
After initial staff review of eligibility and merit, *Guidelines for Grant Application* will be mailed to organizations invited to submit a full proposal. Complete proposals are presented to and reviewed by the Board of Directors four times a year.

It is only through strong partnerships with our grantees that Peacock Foundation, Inc. may accomplish its mission. We welcome your questions or concerns.

For additional information, please contact Joëlle Allen, Executive Director.

Telephone 305-373-1386
100 S.E. Second Street, Suite 2370

Fax Line 305-375-0660
Miami, Florida 33131



PEACOCK FOUNDATION, INC., EIN: 59-0999759

Schedule of Information for Form 990-PF

Fiscal Year Ended: November 30, 2008

Part XV, Line 3a 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. 280 Miracle Mile Coral Gables, Florida 33134	2008 Education & Outreach Program	25,000 00
Alliance for Families with Deaf Children 1350 E Sunrise Blvd Suite 105 Fort Lauderdale, FL 33304	Deaf Family Literacy Program	20,000 00
American Heart Assn of Greater SE Affiliate, Inc. 237 East Marks St Orlando, FL 32803	Healthy Schools Program	100,000 00
Bertha Abess Childrens Center Inc 5801 Biscayne Blvd Miami, FL 33137	Administrative & Program Support Project	45,000 00
Best Buddies International, Inc. 100 SE 2nd St , Suite 2200 Miami, FL 33135	Middle & High School Friendship Project	30,000 00
Big Brother/Big Sisters of Greater Miami 701 SW 27th Ave , Suite 800 Miami, FL 33135	Bigs in School/Sites	50,000 00
Boggy Creek Gang, Inc. 30500 Brantley Branch Road Eustis, Florida 32736	Family Retreat Weekends	50,000 00
Boys & Girls Clubs of Miami, Inc. P O Box 320219 Miami, Florida 33233-0219	After School & Athletic Programs	40,000 00
Childrens Berevement Center, Inc. 7600 S Red Road, #307 South Miami, FL 33143	General Operating Support	25,000 00
Close Up Foundation 44 Camal Center Plaza Alexandria, VA 22314	Programs for New Americans	25,000 00
Communities In Schools of Miami, Inc. 11900 SW 128th St , Miami, Florida 33186	Bridges to Graduation	30,000 00
Community Partnership for Homeless, Inc 1550 N Miami Ave Miami, FL 33136	Family Resource Center	100,000 00
Council On Foundations 1828 L Street, NW Washington, DC 20036-5168	2008 Support Contribution	5,230 00
Covenant House Florida, Inc. 733 Breakers Ave Fort Lauderdale, FL 33304	Moms & Babes Parenting Education Program	60,000 00
D-FY-IT, Inc.	Lake Stevens and Carol City Middle School Clubs	25,000 00

Grants and Contributions Paid During the Year Ended November 30, 2008

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Dade Heritage Trust Inc. 190 S E 12th Terrace Miami, Florida 33131	Green Spaces & Historic Places Initiative	40,000 00
Daily Bread Food Bank, Inc. 5850 NW 32nd Ave Miami, Florida 33142	General Operating Support and Backpack Program	100,000 00
Diabetes Research Institute Foundation 3440 Hollywood Blvd , Suite 100 Hollywood, Florida 33021	Islet Cell Regeneration Program	100,000 00
Donors Forum of South Florida, Inc. 200 S Biscayne Blvd , Suite 3300 Miami, FL 33131	Working Together for Impact Expenses	15,000 00
Donors Forum of South Florida, Inc. 200 S Biscayne Blvd , Suite 3300 Miami, FL 33131	2008 Membership/Support	2,250 00
The Education Fund 900 NW 125th St , Suite 10 North Miami, Florida 33161	Ocean Bank Center, Education and Education Materials	35,000 00
Epilepsy Foundation of Florida, Inc. 200 S Biscayne Blvd , Suite 3300 Miami, FL 33131	Compresensive Medical Case Management	50,000 00
Farm Share 300 N Krome Ave , Bldg 12 Florida City, FL 33034	Food for the Needy	25,000 00
Florida Grand Opera, Inc. 1200 Coral Way Miami, Florida 33145	2008-09 In-School Opera Arts Program	15,000 00
Florida Keys Land & Sea Trust, Inc. 1200 Coral Way Miami, Florida 33145	Crane Point Museum & Nature Center	10,000 00
Gospel Missions, Inc. P O Box 861029 Wahiawa, Hawaii 96786	Christianity in China	3,000 00
HANDY, Inc. 101 N E 3rd Street Fort Lauderdale, Florida 33301	LIFE Program	50,000 00
Jewish Community Services of S Florida Inc 735 NE 125th St North Miami, FL 33161	Weekend Meals for Seniors	40,000 00
Liga Contra El Cancer, Inc. 2180 SW 12th Ave Miami, FL 33129	Cancer Care Services	30,000 00
Lighthouse of Broward County, Inc. 650 Andrews Ave Fort Lauderdale, FL 33311	Adult Rehabilitation Program	30,000 00
Miami Beach Community Health Center, Inc. 11645 Biscayne Blvd , Suite 207 North Miami Beach, FL 33181	MBCHC@Center for Haitian Studies	50,000 00
Miami Bridge Youth & Family Services, Inc. 2810 NW South River Drive Miami, FL 33125	Sentralized Intake Services	38,000 00

Grants and Contributions Paid During the Year Ended November 30, 2008

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Miami Children's Museum, Inc. 980 Macarthur Causeway Miami, Florida 33132	Museum Connections School Outreach Program	35,000 00
Miami City Ballet 2200 Liberty Ave Miami Beach, FL 33139-1641	Community Ticket Program	25,000 00
Miami Lighthouse for the Blind 601 SW 8th Ave Miami, Florida 33130	Low Vision Services	47,500 00
Miami Rescue Mission, Inc. P O Box 420620 Miami, FL 33242-0620	Community Activity Center for Youth	25,000 00
Musical Arts Association of Miami, Inc. 200 S Biscayne Blvd , #3300 Miami, FL 33131	Miami Residency	25,000 00
National Foundation for Teaching Entrepreneurship 7210 Red Road, Suite 207 Miami, FL 33143	Building Entrepreneurial Community in Schools	50,000 00
Neat Stuff, Inc. 2624 NW 21st Terr Miami, Florida 33142	General Operating Support	30,000 00
Open Door Health Center, Inc. 1350 SW 4th Street Homestead, FL 33030	Operating Support	25,000 00
Playground Theatre, Inc. 9806 NE 2nd Ave Miami Shores, FL 33138	Education & Arts Outreach Program	35,000 00
Recording for the Blind & Dyslexic, Inc. 6704 SW 80th St Miami, FL 33143	Learning Through Listening	35,000 00
Salvation Army - Miami 1907 NW 38th St Miami, FL 33135-0370	Food for the Needy	100,000 00
Sant La Haitian Neighborhood Center 5000 Biscayne Blvd #110 Miami, FL 33137	Director of Development and Communications	37,000 00
South Florida Council Boys Scouts of America 15255 NW 82nd Ave Miami Lakes, FL 33016	Operation Scoutreach Program	50,000 00
South Florida Urban Ministries Inc 2850 SW 27th Ave Miami , FL 33133	Branches Expansion	25,000 00
Surfrider Foundation P O Box 6010 San Clemente, CA 9267	Florida Capacity	25,000 00
Susan B. Anthony Center Inc. 1633 Poinciana Drive Pembroke Pines, Florida 33025	General Operating Support	60,000 00
Teach for America, Inc. 1541 Sunset Dr , Suite 201 Miami, Florida 33143	2008-2009 Miami Program	25,000 00

Grants and Contributions Paid During the Year Ended November 30, 2008

PAYEE ORGANIZATION CITY, STATE	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Theodore Roosevelt Gibson Memorial Fund 9806 NE 2nd Ave Miami Shores, FL 33138	Health Navigation/Low Income Minority Elders	50,000 00
Voices for Children Foundation, Inc. 1500 NW 12th Ave ,Suite 1117 Miami, Florida 33136	Advocacy Project	95,000.00
We Care of South Dade, Inc. 1515 Redland Road Florida City, FL 33034	General Operating Support	28,600 00
WPBT-2 Public Television P O Box 610002 Miami, Florida 33261-0002	2007 Great Performances Season	100,000 00
Part XV, Line 3a:	Total Grants and Contributions	2,191,580.00