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

2009

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

For calendar year 2009, or tax year beginning 2009, and ending 20

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

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation NEPENI FOUNDATION #013027023687		A Employer identification number 31-6065583
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O SUNTRUST BANK P.O. BOX 1908		B Telephone number (see page 10 of the instructions) (202) 879-6338
	City or town, state, and ZIP code ORLANDO, FL 32802-1908		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

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) ▶ \$ **271,349.**

J Accounting method Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

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

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)
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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,444	3,387.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-9,372.			
b Gross sales price for all assets on line 6a 115,491.				
7 Capital gain net income (from Part IV, line 2)		None		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	8.	8.		STMT 2
12 Total Add lines 1 through 11	-5,920.	3,395.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	2,590.	80.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	3,590.	80.	NONE	1,000.
25 Contributions, gifts, grants paid	15,000.			15,000.
26 Total expenses and disbursements Add lines 24 and 25	18,590.	80.	NONE	16,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-24,510.			
b Net investment income (if negative, enter -0-)		3,315.		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	16,362.	3,589.	3,589.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 5	249,991.	238,254.	267,760.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	266,353.	241,843.	271,349.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	266,353.	241,843.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see page 17 of the instructions)	266,353.	241,843.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	266,353.	241,843.		

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	266,353.
2 Enter amount from Part I, line 27a	2	-24,510.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	241,843.
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	241,843.

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 PART IV DETAIL			
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) 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	-9,378.
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))
2008	15,376.	295,401.	0.05205127945
2007	21,430.	350,275.	0.06118050103
2006	23,655.	319,073.	0.07413663958
2005	21,335.	300,323.	0.07104018007
2004	17,786.	303,453.	0.05861204206
2	Total of line 1, column (d)		0.31702064219
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		0.06340412844
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		239,965.
5	Multiply line 4 by line 3		15,215.
6	Enter 1% of net investment income (1% of Part I, line 27b)		33.
7	Add lines 5 and 6		15,248.
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		16,000.

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 or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
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	1	33.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	33.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	33.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,864.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,864.
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	1,831.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 36. Refunded <input type="checkbox"/>	11	1,795.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	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"/> None <input type="checkbox"/> Required		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If yes, attach Schedule (see page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address \blacktriangleright N/A		X	
14	The books are in care of \blacktriangleright SUNTRUST BANK Telephone no \blacktriangleright (888) 942-3272 Located at \blacktriangleright P.O BOX 1908, ORLANDO, FL ZIP + 4 \blacktriangleright 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here \blacktriangleright <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year \blacktriangleright 15			

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here \blacktriangleright <input type="checkbox"/>	1b	N/A
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years \blacktriangleright		
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 20 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here \blacktriangleright		
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 2009 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 2009)	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 2009?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes 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)? (see page 22 of the instructions) 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 22 of the instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b N/A
6b X
7b N/A

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 22 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
SEE STATEMENT 6		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
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	230,850.
b	Average of monthly cash balances	1b	12,769.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	243,619.
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	NONE
3	Subtract line 2 from line 1d	3	243,619.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	3,654.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	239,965.
6	Minimum investment return. Enter 5% of line 5	6	11,998.

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	11,998.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	33.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,965.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	11,965.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,965.

Part XII Qualifying Distributions (see page 25 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	16,000.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,000.
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	33.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,967.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI line 7				11,965.
2 Undistributed income, if any, as of the end of 2009			NONE	
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004				NONE
b From 2005				451.
c From 2006				8,169.
d From 2007				5,052.
e From 2008				2,468.
f Total of lines 3a through e	16,140.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>16,000.</u>				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				11,965.
e Remaining amount distributed out of corpus	4,035.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,175.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	20,175.			
10 Analysis of line 9				
a Excess from 2005				451.
b Excess from 2006				8,169.
c Excess from 2007				5,052.
d Excess from 2008				2,468.
e Excess from 2009				4,035.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a 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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 11</p>				
Total				▶ 3a 15,000.
<p>b Approved for future payment</p>				
Total				▶ 3b

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

- i Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?
 - a Transfers from the reporting foundation to a noncharitable exempt organization of
 - (1) Cash **1a(1)** Yes No
 - (2) Other assets **1a(2)** Yes No
 - b Other transactions
 - (1) Sales of assets to a noncharitable exempt organization **1b(1)** Yes No
 - (2) Purchases of assets from a noncharitable exempt organization **1b(2)** Yes No
 - (3) Rental of facilities, equipment, or other assets **1b(3)** Yes No
 - (4) Reimbursement arrangements **1b(4)** Yes No
 - (5) Loans or loan guarantees **1b(5)** Yes No
 - (6) Performance of services or membership or fundraising solicitations **1b(6)** Yes No
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees **1c** Yes No
- d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Nancy M. Folger *Apr. 30, 2010* TRUSTEE
 Signature of officer or trustee Date Title

Sign Here

Paid Preparer's Use Only	Preparer's signature <i>Jeffrey E. Kuhlman</i>	Date 04/22/2010	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
	Firm's name (or yours if self-employed), address, and ZIP code KPMG LLP PO BOX 6768 PROVIDENCE, RI 02940-6768	EIN 13-5565207	Phone no 888-942-3272	

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

Kind of Property		Description				IP or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					99.	
23.00		1.019 DREYFUS BOSTON CO SMALLCAP EQTY TE PROPERTY TYPE: SECURITIES 35.00					09/24/2008 -12.00	02/02/2009
2,230.00		247.503 T ROWE PRICE INSTL EQTY LARGE CAP PROPERTY TYPE: SECURITIES 3,076.00					09/24/2008 -846.00	02/02/2009
292.00		44.31 RIDGEWORTH FD-MIDCAP VAL EQTY #412 PROPERTY TYPE: SECURITIES 413.00					09/24/2008 -121.00	02/02/2009
122.00		13.377 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 245.00					09/24/2008 -123.00	02/02/2009
6,012.00		283. VANGUARD INTL EQTY INDX EMRG MKTS PROPERTY TYPE: SECURITIES 6,211.00					11/24/2008 -199.00	02/02/2009
24.00		2.516 FORUM FDS ABSOLUTE STRATEGIES INST PROPERTY TYPE: SECURITIES 26.00					09/24/2008 -2.00	05/18/2009
1,507.00		139.926 T ROWE PRICE INSTL EQTY LARGE CAP PROPERTY TYPE: SECURITIES 1,739.00					09/24/2008 -232.00	05/18/2009
250.00		35.663 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 220.00					02/02/2009 30.00	05/18/2009
12,861.00		1425.861 RIDGEWORTH FD-AGGRESSIVE GRWTH PROPERTY TYPE: SECURITIES 16,982.00					09/24/2008 -4,121.00	05/18/2009
254.00		33.203 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 362.00					09/24/2008 -108.00	05/18/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
469.00		64.779 RIDGEWORTH FD-LARGECAP GRTH STK#5 PROPERTY TYPE: SECURITIES 585.00				09/24/2008	05/18/2009 -116.00	
836.00		78.719 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 792.00				12/15/2008	05/18/2009 44.00	
587.00		110.964 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 723.00				09/24/2008	05/18/2009 -136.00	
3,748.00		146.135 DREYFUS BOSTON CO SMALLCAP EQTY PROPERTY TYPE: SECURITIES 4,763.00				05/18/2009	07/20/2009 -1,015.00	
1,026.00		87.918 T ROWE PRICE INSTL EQTY LARGECAP PROPERTY TYPE: SECURITIES 1,093.00				09/24/2008	07/20/2009 -67.00	
176.00		20.657 RIDGEWORTH FD-EMERGING GROWTH #59 PROPERTY TYPE: SECURITIES 225.00				09/24/2008	07/20/2009 -49.00	
609.00		78.581 RIDGEWORTH FD-LARGECAP GRTH STK#5 PROPERTY TYPE: SECURITIES 710.00				09/24/2008	07/20/2009 -101.00	
215.00		18.976 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 191.00				12/15/2008	07/20/2009 24.00	
182.00		31.218 RIDGEWORTH FD-INTL 130/30 #242 PROPERTY TYPE: SECURITIES 204.00				09/24/2008	07/20/2009 -22.00	
4,738.00		199.816 ALLIANZ FDS NFJ SMALLCAP VALUE F PROPERTY TYPE: SECURITIES 3,926.00				07/20/2009	10/26/2009 812.00	
8,069.00		340.338 ALLIANZ FDS NFJ SMALLCAP VALUE F PROPERTY TYPE: SECURITIES 10,074.00				09/24/2008	10/26/2009 -2,005.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,202.00		341.532				07/20/2009	10/26/2009
		4,430.00				772.00	
15,280.00		1003.314				09/24/2008	10/26/2009
		17,558.00				-2,278.00	
146.00		17.848				07/20/2009	10/26/2009
		128.00				18.00	
25,354.00		2382.895				09/24/2008	10/26/2009
		27,117.00				-1,763.00	
177.00		17.675				02/02/2009	10/26/2009
		111.00				66.00	
3,430.00		342.287				09/24/2008	10/26/2009
		3,731.00				-301.00	
2,319.00		266.858				09/24/2008	10/26/2009
		2,410.00				-91.00	
5,966.00		448.909				12/15/2008	10/26/2009
		4,516.00				1,450.00	
901.00		71.965				09/24/2008	10/26/2009
		1,319.00				-418.00	
573.00		52.419				10/26/2009	12/10/2009
		572.00				1.00	
862.00		55.389				11/24/2008	12/10/2009
		702.00				160.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
452.00		42.959 FORUM FDS ABSOLUTE STRATEGIES INS PROPERTY TYPE: SECURITIES 438.00					09/24/2008	12/10/2009 14.00
2,070.00		150.126 T ROWE PRICE INSTL EQTY LARGE CAP PROPERTY TYPE: SECURITIES 1,876.00					09/24/2008	12/10/2009 194.00
829.00		41.081 JANUS PERKINS SMALL CAP VALUE-I PROPERTY TYPE: SECURITIES 823.00					10/26/2009	12/10/2009 6.00
738.00		93.353 MANNING & NAPIER FD WORLD OPPTYS- PROPERTY TYPE: SECURITIES 751.00					10/26/2009	12/10/2009 -13.00
613.00		21.945 OPPENHEIMER DEVELOPING MKTS INSTL PROPERTY TYPE: SECURITIES 597.00					10/26/2009	12/10/2009 16.00
407.00		50.333 PIMCO COMMODITY REALRTN STRATEGY PROPERTY TYPE: SECURITIES 311.00					02/02/2009	12/10/2009 96.00
728.00		75.293 RIDGEWORTH FD-MIDCAP VAL EQTY #41 PROPERTY TYPE: SECURITIES 640.00					09/24/2008	12/10/2009 88.00
1,577.00		145.643 RIDGEWORTH FD-LARGE CAP VAL EQTY# PROPERTY TYPE: SECURITIES 1,431.00					09/24/2008	12/10/2009 146.00
1,550.00		175.581 RIDGEWORTH FD-LARGE CAP GRTH STK# PROPERTY TYPE: SECURITIES 1,305.00					09/24/2008	12/10/2009 245.00
369.00		27.979 RIDGEWORTH FD-INTL EQ INDEX #530 PROPERTY TYPE: SECURITIES 279.00					12/15/2008	12/10/2009 90.00
583.00		44.2 ROWE T PRICE REAL ESTATE FD COM PROPERTY TYPE: SECURITIES 618.00					09/24/2008	12/10/2009 -35.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
629.00							07/20/2009	12/10/2009
							18.00	
TOTAL GAIN (LOSS)							----- -9,378. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INT	3,444.	3,387.
TOTAL	3,444.	3,387.

NEPENI FOUNDATION #013027023687

31-6065583

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CREDIT FEES	8.	8.
TOTALS	8.	8.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		80.
PRIOR YEAR BAL DUE	726.	
ESTIMATED PYMTS	1,864.	
TOTALS	2,590.	80.
	=====	=====

NEPENI FOUNDATION #013027023687

31-6065583

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	C	BEGINNING	ENDING	ENDING
			BOOK VALUE	BOOK VALUE	FMV
SEE ATTACHED STATEMENT			249,991.	238,254.	267,760.
TOTALS			249,991.	238,254.	267,760.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

NANCY M. FOLGER

ADDRESS:

2918 33RD PL, NW
WASHINGTON, DC 20008-3527

TITLE:

TRUSTEE, VARIOUS

OFFICER NAME:

NEIL FOLGER

ADDRESS:

6915 RANNOCH ROAD
BETHESDA, MD 20817

TITLE:

TRUSTEE, VARIOUS

OFFICER NAME:

NICHOLAS FOLGER

ADDRESS:

352 MEDER ST.
SANTA CRUZ, CA 95060

TITLE:

TRUSTEE, VARIOUS

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 1908
ORLANDO, FL 32802-1908

TITLE:

AGENT, VARIOUS

=====

RECIPIENT NAME:

SEED SCHOOL FOUNDATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

THE FISHING SCHOOL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

AMNESTY INTERNATIONAL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

JUBILEE JOBS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

FOLGER SHAKESPEARE
LIBRARY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

WETA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

NORTHWEST SETTLEMENT
HOUSE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

BRYN MAWR COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

HEADS UP

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

INSTITUTE FOR POLICY
STUDIES

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

HARVARD GRADUATE SCHOOL
EDUCATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

THE LAB SCHOOL OF
WASHINGTON

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

=====

RECIPIENT NAME:

PERRY COMMUNITY SERVICE
CENTER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

NATIONAL MEN'S CHORUS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

15,000.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable)

OMB No 1545-0092

2009

Name of estate or trust NEPENE FOUNDATION #013027023687	Employer identification number 31-6065583
---	---

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -3,840.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss) Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 -3,840.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			99.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -6,044.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 407.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶					12 -5,538.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-3,840.
14	Net long-term gain or (loss):			
a	Total for year	14a		-5,538.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh't)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss) Combine lines 13 and 14a	15		-9,378.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (if line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)			30
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

Continuation Sheet for Schedule D
(Form 1041)

2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041)
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

Name of estate or trust
NEPENE FOUNDATION #013027023687

Employer identification number
31-6065583

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1.019 DREYFUS BOSTON CO SMALLCAP EQTY TE	09/24/2008	02/02/2009	23.00	35.00	-12.00
247.503 T ROWE PRICE INSTL EQTY LARGE CAP GRW	09/24/2008	02/02/2009	2,230.00	3,076.00	-846.00
44.31 RIDGEWORTH FD-MIDCAP VAL EQTY #412	09/24/2008	02/02/2009	292.00	413.00	-121.00
13.377 ROWE T PRICE REAL ESTATE FD COM	09/24/2008	02/02/2009	122.00	245.00	-123.00
283. VANGUARD INTL EQTY INDX EMRG MKTS	11/24/2008	02/02/2009	6,012.00	6,211.00	-199.00
2.516 FORUM FDS ABSOLUTE STRATEGIES INSTL	09/24/2008	05/18/2009	24.00	26.00	-2.00
139.926 T ROWE PRICE INSTL EQTY LARGE CAP GRW	09/24/2008	05/18/2009	1,507.00	1,739.00	-232.00
35.663 PIMCO COMMODITY REALRTN STRATEGY USA	02/02/2009	05/18/2009	250.00	220.00	30.00
1425.861 RIDGEWORTH FD-AGGRESSIVE GRWTH #558	09/24/2008	05/18/2009	12,861.00	16,982.00	-4,121.00
33.203 RIDGEWORTH FD-EMERGING GROWTH #593	09/24/2008	05/18/2009	254.00	362.00	-108.00
64.779 RIDGEWORTH FD-LARGE CAP GRTH STK#510	09/24/2008	05/18/2009	469.00	585.00	-116.00
78.719 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	05/18/2009	836.00	792.00	44.00
110.964 RIDGEWORTH FD-INTL 130/30 #242	09/24/2008	05/18/2009	587.00	723.00	-136.00
146.135 DREYFUS BOSTON CO SMALLCAP EQTY TE	05/18/2009	07/20/2009	3,748.00	4,763.00	-1,015.00
87.918 T ROWE PRICE INSTL EQTY LARGE CAP GRW	09/24/2008	07/20/2009	1,026.00	1,093.00	-67.00
20.657 RIDGEWORTH FD-EMERGING GROWTH #593	09/24/2008	07/20/2009	176.00	225.00	-49.00
78.581 RIDGEWORTH FD-LARGE CAP GRTH STK#510	09/24/2008	07/20/2009	609.00	710.00	-101.00
18.976 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	07/20/2009	215.00	191.00	24.00
31.218 RIDGEWORTH FD-INTL 130/30 #242	09/24/2008	07/20/2009	182.00	204.00	-22.00
199.816 ALLIANZ FDS NFJ SMALLCAP VALUE FD	07/20/2009	10/26/2009	4,738.00	3,926.00	812.00
341.532 EATON VANCE TAX-MGD VAL-I-IBT #35572	07/20/2009	10/26/2009	5,202.00	4,430.00	772.00
17.848 PIMCO COMMODITY REALRTN STRATEGY USA	07/20/2009	10/26/2009	146.00	128.00	18.00
17.675 RIDGEWORTH FD-EMERGING GROWTH #593	02/02/2009	10/26/2009	177.00	111.00	66.00
448.909 RIDGEWORTH FD-INTL EQ INDEX #530	12/15/2008	10/26/2009	5,966.00	4,516.00	1,450.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS
=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO COMMODITY REALRTN STRATEGY USA

99.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

99.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

99.00
=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.



PORTFOLIO DETAIL
AS OF 12/31/09

PERPENT FOUNDATION - AG
ACCOUNT NO. 7023687

SHARE VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
<u>DIFF & MONEY MARKET FUNDS</u>						
5,304	RIDGEWORTH FD-PRIME QUALITY MKKT I SHS #500 CUSIP: 76628T389	5,304.00 1.000 1.95 %	5,304.00 1.00	0.00		4 0.08 % 0.00 %
<u>MUTUAL FUNDS</u>						
1,221.94	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	13,563.53 11.100 5.00 %	13,343.58 10.92	219.95		0 0.00 % 0.00 %
1,544.92	EATON VANCE TR TAX-MANAGED VALUE CL I-IBT #35572 CUSIP: 277923629	24,069.85 15.580 8.87 %	19,576.45 12.67	4,493.40	326	1.35 % 0.00 %
754.691	FORUM FDS ABSOLUTE STRATEGIES FD INSTL SHS CUSIP: 34984T600	7,886.52 10.450 2.91 %	7,693.87 10.19	192.65	94	1.19 % 0.00 %
653.677	JANUS INVT FD PERKINS SMALL CO VALUE FD I SHS CUSIP: 47103CI83	13,701.07 20.960 5.05 %	13,093.15 20.03	607.92	0	0.00 % 0.00 %
2,329.906	MANNING & NAPIER FD INC WORLD OPPORTUNITIES SER CL A CUSIP: 56382I545	18,918.84 8.120 6.97 %	18,732.44 8.04	186.40	137	0.72 % 0.00 %
285.004	OPPENHEIMER DEVELOPING MKTS CL Y CUSIP: 683974505	8,102.66 28.430 2.99 %	7,752.10 27.20	350.56	50	0.62 % 0.00 %



EPENI FOUNDATION - AG
 ACCOUNT NO. 7023687

PORTFOLIO DETAIL

AS OF 12/31/09

PAGE 4

AR VALUE R SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET, YIELD TO MATURITY
953.084	PIMCO COMMODITY REALRETURN STRATEGY FD USA-INS CUSIP: 722005667	7,891.54 8.280 2.91 %	5,891.57 6.18	1,999.97	473	5.99 % 0.00 %
2,162.884	SENTINEL FDS SMALL CO FD-I CUSIP: 81728B825	13,777.57 6.370 5.08 %	12,822.38 5.93	955.19	0	0.00 % 0.00 %
2,136.301	T ROWE PRICE INSTL EQUITY FDS INC LARGE-CAP GROWTH FD CUSIP: 45775L408	30,164.57 14.120 11.12 %	26,698.41 12.50	3,466.16	49	0.16 % 0.00 %
398.78	T ROWE PRICE REAL ESTATE FD SHS CUSIP: 779919109	5,515.13 13.830 2.03 %	5,574.78 13.98	59.65-	219	3.97 % 3.00 %
TOTAL MUTUAL FUNDS		143,591.28	131,178.73	12,412.55	1,348	0.94 %
PROPRIETARY FUNDS						
1,203.345	RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 CUSIP: 76628R813	15,499.08 12.880 5.71 %	12,010.89 9.98	3,488.19	789	5.09 % 0.00 %
802.545	RIDGEWORTH FD-INTL 130/30 I SHS #242 CUSIP: 76628R870	5,240.62 6.530 1.93 %	5,252.97 6.55	12.35-	196	3.74 % 0.00 %
3,947.794	RIDGEWORTH FD-LARGCAP GROWTH STK I SHS #510 CUSIP: 76628R748	35,609.10 9.020 13.12 %	29,338.86 7.43	6,270.24	114	0.32 % 0.00 %
3,942.543	RIDGEWORTH FD-LARGCAP VALUE EQUITY I SHS #512 CUSIP: 76628R672	43,289.12 10.980 15.95 %	38,730.89 9.82	4,558.23	856	1.98 % 0.00 %



PORTFOLIO DETAIL

IEPENI FOUNDATION - AG
ACCOUNT NO. 7023687

AS OF 12/31/09

SHARE VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKTD)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1,932.3	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 CUSIP: 76628R615	19,226.39 9.950 7.09 %	16,434.11 8.50	2,792.28	242	1.26 % 0.00 %
TOTAL PROPRIETARY FUNDS		118,864.31	101,767.72	17,096.59	2,197	1.85 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AES CORP ON RCPT OF FINAL PMT CUSIP: 997000DG6	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JAS	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING LEVEL 3 LITIGATION ON RCPT OF FINAL PMT CUSIP: 997000MJO	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TYCO INTL ON RCPT OF FINAL PMT CUSIP: 997000VX9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	3.00	3.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		267,759.59	238,253.45	29,506.14	3,549	1.33 %



PORTFOLIO DETAIL
AS OF 12/31/09

EPENI FOUNDATION - AG
ACCOUNT NO. 7023687

ASSET DESCRIPTION	MARKET VALUE	FED TAX COST	UNREALIZED	ESTIMATED	INCOME
AR VALUE R SHARES	MARKET PRICE % OF MARKET	COST PER UNIT	GAIN/LOSS (FED TO MKT)	ANNUAL INCOME	YIELD AT MARKET/ YIELD TC MATURITY
<u>INCOME PORTFOLIO</u>					
INCOME CASH	192.22 0.07 %	192.22			
<u>TIF & MONEY MARKET FUNDS</u>					
3,397.25 RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	3,397.25 1.000 1.25 %	3,397.25 1.00	0.00		0.06 % 0.00 %
INCOME PORTFOLIO TOTAL	3,589.47	3,589.47	0.00		0.06 %

TOTAL ASSETS 271,349.06 29,506.14 3,551.31