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

2009

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 2009, or tax year beginning , and ending

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

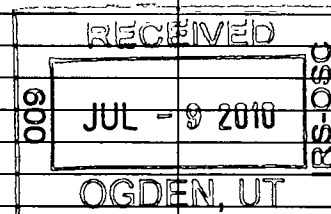
Use the IRS label. Otherwise, print or type See Specific Instructions.	Name of foundation <b>ANN PEPPERS FOUNDATION</b>		A Employer identification number <b>95-2114455</b>
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number <b>(626) 441-5188</b>
	<b>625 S FAIR OAKS AVENUE</b>		
	City or town, state, and ZIP code <b>SOUTH PASADENA, CA 91030</b>		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>16,701,243.</b> (Part I, column (d) must be on cash basis.)			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	8,059.	8,059.		STATEMENT 1
4	Dividends and interest from securities	369,056.	369,056.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<804,230.>			
b	Gross sales price for all assets on line 6a	7,260,674.			
7	Capital gain net income (from Part IV, line 2)		0.		
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)				
11	Other income				
12	Total. Add lines 1 through 11	<427,115.>	377,115.		
13	Compensation of officers, directors, trustees, etc	43,200.	0.		43,200.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees STMT 3	91,142.	45,571.		45,571.
17	Interest				
18	Taxes STMT 4	<168.>	2,172.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	755.	418.		337.
24	Total operating and administrative expenses Add lines 13 through 23	134,929.	48,161.		89,108.
25	Contributions, gifts, grants paid	702,500.			702,500.
26	Total expenses and disbursements Add lines 24 and 25	837,429.	48,161.		791,608.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<1,264,544.>			
b	Net investment income (if negative, enter -0-)		328,954.		
c	Adjusted net income (if negative, enter -0-)			N/A	

ENVELOPE POSTMARK DATE JUL 06 2010

SCANNED JUL 13 2010 Revenue

Operating and Administrative Expenses



**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	2,500.	2,470.	2,470.
	2 Savings and temporary cash investments	801,694.	1,211,358.	1,211,358.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	1,131,357.	199,850.	205,812.
	b Investments - corporate stock STMT 8	8,946,753.	9,970,861.	13,231,708.
	c Investments - corporate bonds STMT 9	2,188,943.	1,984,021.	2,049,895.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>13,071,247.</b>	<b>13,368,560.</b>	<b>16,701,243.</b>	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	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	12,700,849.	14,262,706.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	370,398.	<894,146.>		
<b>30 Total net assets or fund balances</b>	<b>13,071,247.</b>	<b>13,368,560.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>13,071,247.</b>	<b>13,368,560.</b>		

**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	13,071,247.
2 Enter amount from Part I, line 27a	2	<1,264,544.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,561,857.
4 Add lines 1, 2, and 3	4	13,368,560.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,368,560.

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**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 PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c CLASS ACTION PROCEEDS-TYCO INTL	P	VARIOUS	03/10/09
d CLASS ACTION PROCEEDS-FREDDIE MAC	P	VARIOUS	08/05/09
e CLASS ACTION PROCEEDS-XEROX CORP	P	VARIOUS	12/23/09

(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 4,434,383.		4,445,147.	<10,764.>
b 2,822,337.		3,619,757.	<797,420.>
c 827.			827.
d 248.			248.
e 2,879.			2,879.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<10,764.>
b			<797,420.>
c			827.
d			248.
e			2,879.

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	<804,230.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

**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 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	989,621.	17,608,630.	.056201
2007	1,029,450.	18,970,083.	.054267
2006	964,276.	18,072,409.	.053356
2005	959,036.	17,605,923.	.054472
2004	865,231.	16,933,019.	.051097

2 Total of line 1, column (d)	2	.269393
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.053879
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,832,414.
5 Multiply line 4 by line 3	5	745,277.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,290.
7 Add lines 5 and 6	7	748,567.
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.	8	791,608.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 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	3,290.
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.
3 Add lines 1 and 2		3	3,290.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,290.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,600.	
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	3,600.	
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	310.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 310. Refunded <input type="checkbox"/>	11	0.	

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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 instructions) <input checked="" type="checkbox"/> CA		
b 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)? 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

N/A

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**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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► LINDA J BLINKENBERG Telephone no. ► (626) 441-5188  
 Located at ► 625 S FAIR OAKS AVE STE 360, SO. PASADENA, CA ZIP+4 ► 91030

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

**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 20 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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 instructions.) <u>N/A</u>	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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) <u>N/A</u>	3b	
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

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**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)?

☐ 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 instructions)?

N/A

5b

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?

N/A

☐ 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?

6b

X

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?

N/A

7b

**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.

(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 10		43,200.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

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

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**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

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 instructions.	
3	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	12,775,922.
b	Average of monthly cash balances	1b	1,267,138.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	14,043,060.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,043,060.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,646.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,832,414.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	691,621.

**Part XI Distributable Amount** (see 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	691,621.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,290.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,290.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	688,331.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	688,331.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	688,331.

**Part XII Qualifying Distributions** (see 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	791,608.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	791,608.
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	5	3,290.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	788,318.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				688,331.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	60,171.			
c From 2006	81,654.			
d From 2007	111,132.			
e From 2008	116,375.			
f Total of lines 3a through e	369,332.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 791,608.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				688,331.
e Remaining amount distributed out of corpus	103,277.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	472,609.			
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 instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	472,609.			
10 Analysis of line 9:				
a Excess from 2005	60,171.			
b Excess from 2006	81,654.			
c Excess from 2007	111,132.			
d Excess from 2008	116,375.			
e Excess from 2009	103,277.			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

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)

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

Tax year

Prior 3 years

(a) 2009

(b) 2008

(c) 2007

(d) 2006

(e) Total

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 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 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:

LINDA J BLINKENBERG

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

SEE ITEMS D BELOW

c Any submission deadlines:

SEE ITEMS D BELOW

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

**DUE TO FUNDING RESTRICTIONS THE FOUNDATION MANAGER PREFERS TO INITIATE THE GRANTS MADE BY THE FOUNDATION.**

**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
<b>a Paid during the year</b> <b>SEE SCHEDULE ATTACHED</b>				702,500.
<b>Total</b>				<b>▶ 3a 702,500.</b>
<b>b Approved for future payment</b> <b>SEE SCHEDULE ATTACHED</b>				500,000.
<b>Total</b>				<b>▶ 3b 500,000.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income	
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
f _____							
g Fees and contracts from government agencies							
2 Membership dues and assessments							
3 Interest on savings and temporary cash investments				14	8,059.		
4 Dividends and interest from securities				14	369,056.		
5 Net rental income or (loss) from real estate:							
a Debt-financed property							
b Not debt-financed property							
6 Net rental income or (loss) from personal property							
7 Other investment income							
8 Gain or (loss) from sales of assets other than inventory				18	<804,230.>		
9 Net income or (loss) from special events							
10 Gross profit or (loss) from sales of inventory							
11 Other revenue:							
a _____							
b _____							
c _____							
d _____							
e _____							
12 Subtotal. Add columns (b), (d), and (e)			0.		<427,115.>	0.	
13 Total. Add line 12, columns (b), (d), and (e)						<427,115.>	

(See worksheet in line 13 instructions to verify calculations.)

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | 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?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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. |       |    |

[illegible]

- 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.

**Sign Here**

Signature of officer or trustee

5725/10  
Date

**ASST TREASURER**  
Title

Preparer's signature 

Date 5/24/0

Check if self-employed	
------------------------	--

Preparer's identifying number  
21448126

Firm's name (or yours if self-employed), address, and ZIP code **WHITTIER TRUST COMPANY**  
**1600 HUNTINGTON DRIVE**  
**SOUTH PASADENA, CA 91030**

EIN ▶ 95-4195174

Phone no. 626-441-5111

Form 990-PF (2009)

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

## **Part I** Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization <b>ANN PEPPERS FOUNDATION</b>	Employer identification number <b>95-2114455</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P O box, see instructions. <b>625 S FAIR OAKS AVENUE, NO. 360</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SOUTH PASADENA, CA 91030</b>	

Check type of return to be filed (file a separate application for each return)

- |   |  |                                    |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                             | <input type="checkbox"/> Form 8870 |

**LINDA J BLINKENBERG**

- The books are in the care of ► **625 S FAIR OAKS AVE STE 360, SO. PASADENA, CA - 91030**  
Telephone No ► **(626) 441-5188** FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2009** or  
► ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	<b>3,290.</b>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	<b>3,600.</b>
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	<b>0.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
PROVIDENT TEMPFUND	8,059.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,059.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS INTEREST	108,510.	0.	108,510.
CORPORATE DIVIDENDS	229,953.	0.	229,953.
ISHARE BARCLAY	8.	0.	8.
US TREAS NOTES	30,585.	0.	30,585.
TOTAL TO FM 990-PF, PART I, LN 4	369,056.	0.	369,056.

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WTC ADMIN EXP-ALLOCATED 50% TO CHARITABLE PURPOSES	91,142.	45,571.		45,571.
TO FORM 990-PF, PG 1, LN 16C	91,142.	45,571.		45,571.

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FORM 990-PF TAXES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	<2,340.>	0.		0.
FOREIGN TAX	2,172.	2,172.		0.
TO FORM 990-PF, PG 1, LN 18	<168.>	2,172.		0.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	30.	0.		30.	
INSURANCE EXPENSE	614.	307.		307.	
ADR FEE	111.	111.		0.	
TO FORM 990-PF, PG 1, LN 23	755.	418.		337.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	6
DESCRIPTION					AMOUNT
TO ADJUST FOR THE CHANGE FROM FMV TO BOOK VALUE					1,561,857.
TOTAL TO FORM 990-PF, PART III, LINE 3					1,561,857.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US GOV'T BONDS/NOTES	X		199,850.	205,812.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			199,850.	205,812.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			199,850.	205,812.	

FORM 990-PF	CORPORATE STOCK			STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS			8,076,732.	10,838,862.	
FOREIGN EQUITIES			1,718,654.	2,142,958.	
ASIA TIGER-MUTUAL FUNDS			175,475.	249,888.	
TOTAL TO FORM 990-PF, PART II, LINE 10B			9,970,861.	13,231,708.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	1,984,021.	2,049,895.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,984,021.	2,049,895.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOWARD O WILSON 625 S FAIR OAKS AVENUE SUITE 360 SOUTH PASADENA, CA 91030	PRESIDENT/DIRECTOR 10.00	14,400.	0.	0.
PHILIP V SWAN 625 S FAIR OAKS AVENUE SUITE 360 SOUTH PASADENA, CA 91030	VICE PRESIDENT/DIR/TREAS 10.00	14,400.	0.	0.
H ROSS MACMICHAEL 625 S FAIR OAKS AVENUE SUITE 360 SOUTH PASADENA, CA 91030	DIRECTOR/SECRETARY 10.00	14,400.	0.	0.
LINDA J BLINKENBERG 625 S FAIR OAKS AVENUE SUITE 360 SOUTH PASADENA, CA 91030	ASSISTANT TREASURER 5.00	0.	0.	0.
NANCY N DAVIS 625 S FAIR OAKS AVENUE SUITE 360 SOUTH PASADENA, CA 91030	ASSISTANT SECRETARY 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		43,200.	0.	0.

**ANN PEPPERS FOUNDATION - 95-2114455****CONTRIBUTIONS PAID****FISCAL YEAR ENDED DECEMBER 31, 2009**

<b>RECIPIENT/ADDRESS</b>	<b>FOUNDATION STATUS</b>	<b>PURPOSE</b>	<b>CONTRIBUTIC AMOUNT</b>
Armory Center for the Arts <i>Pasadena, CA</i>	170 (b)(1)(A)(vi)	Artists in the Community Program Support	\$5,000
Art Center College of Design <i>Pasadena, CA</i>	170 (b)(1)(A)(i)	Scholarship support	\$5,000
Azusa Pacific University <i>Azusa, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Boy Scouts of America - San Gabriel Valley Council <i>Pasadena, CA</i>	170 (b)(1)(A)(vi)	Childhood Obesity Program	\$5,000
Boys Republic <i>Chino Hills, CA</i>	170(b)(1)(A)(vi)	Aftercare Program Support	\$5,000
Braille Institute <i>Los Angeles, CA</i>	170 (b)(1)(A)(vi)	El Poder Sin Ver Program	\$15,000
California Institute of Technology <i>Pasadena, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Claremont Graduate University <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Support two graduate student fellowships	\$5,000
Claremont McKenna College <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Support endowed scholarship	\$5,000
Claremont School of Theology <i>Claremont, CA</i>	501(c)(3)	Scholarship Support	\$5,000
Claremont University Consortium <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Support student internship program	\$5,000
Fuller Theological Seminary <i>Pasadena, CA</i>	170 (b)(1)(A)(ii)	Support need-based scholarships	\$5,000
Fullerton Interfaith Emergency Service, Inc. <i>Fullerton, CA</i>	501(c)(3), 170 (b)(1)(A)(vi), 509(a)(1)	Program Support	\$2,500
The Gamble House <i>Pasadena, CA</i>	501(c)(3)	Collection Conservation Project Support	\$5,000

# ANN PEPPERS FOUNDATION - 95-2114455

## CONTRIBUTIONS PAID

FISCAL YEAR ENDED DECEMBER 31, 2009

RECIPIENT/ADDRESS	FOUNDATION STATUS	PURPOSE	CONTRIBUTIVE AMOUNT
The Gamble House <i>Pasadena, CA</i>	501(c)(3)	Collection Conservation Project Support	\$5,000
Girl Scouts of Greater Los Angeles <i>Los Angeles, CA</i>	501(c)(3)	After School Enrichment Program Support	\$5,000
The Gooden Center <i>Pasadena, CA</i>	501(c)(3)	Residential Treatment Program Support	\$2,500
Harvey Mudd College <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Scholarship Support	\$5,000
House Ear Institute <i>Los Angeles, CA</i>	170 (b)(1)(A)(vi)	Hearing Healthcare Program for Disadvantaged Children	\$5,000
Keck Graduate Institute of Applied Life Sciences <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Los Angeles Children's Chorus <i>Pasadena, CA</i>	170 (b)(1)(A)(vi)	Need-Based Tuition Scholarships Support	\$5,000
Marymount College <i>Rancho Palos Verdes, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Mount St. Mary's College <i>Los Angeles, CA</i>	170 (b)(1)(A)(ii)	Scholarship Support for Associates Degree Students	\$5,000
Occidental College <i>Los Angeles, CA</i>	170(b)(1)(a)(ii)	Scholarship support	\$5,000
Oneonta Club Foundation <i>South Pasadena, CA</i>	170 (b)(1)(A)(vi)	Support programs	\$7,500
Oneonta Club Foundation <i>South Pasadena, CA</i>	170 (b)(1)(A)(vi)	Support programs	\$7,500
Pasadena Conservatory of Music <i>Pasadena, CA</i>	170 (b)(1)(A)(ii)	Music Education Outreach Program	\$5,000
Pasadena Soccer Academy <i>Pasadena, CA</i>	501(c)(3), S170	Track Construction Support	\$2,500

**ANN PEPPERS FOUNDATION - 95-2114455****CONTRIBUTIONS PAID****FISCAL YEAR ENDED DECEMBER 31, 2009**

<b>RECIPIENT/ADDRESS</b>	<b>FOUNDATION STATUS</b>	<b>PURPOSE</b>	<b>CONTRIBUTIC AMOUNT</b>
Pepperdine University <i>Malibu, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Pitzer College <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Pomona College <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Scripps College <i>Claremont, CA</i>	170 (b)(1)(A)(ii)	Support Endowment Scholarship Fund	\$5,000
St. Jude Memorial Foundation <i>Fullerton, CA</i>	501(c)(3), S170	Support programs	\$5,000
Thomas Aquinas College <i>Santa Paula, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Union Station Foundation <i>Pasadena, CA</i>	170 (b)(1)(A)(vi)	Program Support	\$5,000
University of La Verne <i>La Verne, CA</i>	170 (b)(1)(A)(ii)	Program Support	\$5,000
University of Redlands <i>Redlands, CA</i>	170 (b)(1)(A)(ii)	To support construction of the new Fine Art and Art History Building	\$500,000
Whittier College <i>Whittier, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Woodbury University <i>Burbank, CA</i>	170 (b)(1)(A)(ii)	Scholarship support	\$5,000
Young & Healthy <i>Pasadena, CA</i>	170 (b)(1)(A)(vi)	General Operating Support	<u>\$5,000</u>
<b>TOTAL CONTRIBUTIONS PAID</b>			<b><u>\$702,500</u></b>

**ANN PEPPERS FOUNDATION - 95-2114455**

**FUTURE COMMITMENTS**

**AS OF JANUARY 1, 2010**

<b>ORGANIZATION/ADDRESS</b>	<b>FOUNDATION STATUS</b>	<b>PURPOSE</b>	<b>COMMITMENT AMOUNT</b>
University of Redlands <i>Redlands, CA</i>	170 (b)(1)(A)(ii)	To support construction of the new Fine Art and Art History Building	\$500,000
<b>TOTAL FUTURE COMMITMENTS</b>			<b><u><u>\$500,000</u></u></b>

# ANN PEPPERS FOUNDATION

## List of Directors and Officers

*Fiscal year 2009*

### **Directors**

### *Date Appointed*

H. Ross MacMichael

09/10/03

Philip V. Swan

08/04/97

Howard O. Wilson

01/15/81

### **Officers**

President

Howard O. Wilson

Vice President

Philip V. Swan

Treasurer

Philip V. Swan

Secretary

H. Ross MacMichael

Assistant Secretary

Nancy N. Davis

Assistant Treasurer

Linda J. Blinkenberg

Report Date *May 14, 2010*  
Time Prepared *10:33:21 AM*  
Requested By *Jonathon Duong*  
Includes *Account: 52 00 5114 0 00 ANN PEPPERS FOUNDATION*

THE WHITTIER TRUST COMPANY

# Account Holdings as of 12/31/2009

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>CASH EQUIVALENTS</b>						
<b>MISC CASH EQUIV-TAXABLE</b>						
09248U619	BLACKROCK PROV TEMP	1,200,679 0100	1,200,679 01		1,200,679 01	12/31/2009
<b>Total</b>	<b>MISC CASH EQUIV-TAXABLE</b>	<b>1,200,679.0100</b>	<b>1,200,679.01</b>		<b>1,200,679.01</b>	
<b>Total</b>	<b>CASH EQUIVALENTS</b>	<b>1,200,679.0100</b>	<b>1,200,679.01</b>		<b>1,200,679.01</b>	
<b>FIXED INCOME SECURITIES</b>						
<b>U.S. GOVT AGENCY OBLIGATIONS</b>						
3133XCTV5	FHLB 5 9-1-2010	200,000 0000	199,850 00	102 906	205,812 00	12/31/2009
<b>Total</b>	<b>U.S. GOVT AGENCY OBLIGATIONS</b>	<b>200,000.0000</b>	<b>199,850.00</b>		<b>205,812.00</b>	
<b>CORPORATE BONDS &amp; NOTES</b>						
02580ECN1	AMEX 5 5 4/16/13	600,000 0000	592,447 73	106 593	639,558 00	12/31/2009
060505BD5	BOA 4 75 8/15/13	500,000 0000	484,929 94	101 632	508,160 00	12/31/2009
209111DZ3	CO ED 5 625 7/1/12	50,000 0000	49,963 75	108 027	54,013 50	12/31/2009
31283GAW7	FHLMC 10 5 1/1/21	350 6100	387 11	113 525	398 03	12/31/2009
3133T5W58	FED 8 5 11/15/24	3,075 9800	3,314 34	111 004	3,414 46	12/31/2009
313401P70	FHLMC 10 5 6/1/19	380 2400	414 39	114 52	435 45	12/31/2009
31359MJH7	FED 6 00 5/15/11	35,000 0000	35,022 55	107 063	37,472 05	12/31/2009
313614YT0	FHMA 9 50 8/1/19	177 5700	185 98	115 125	204 43	12/31/2009
31387CLZ2	FNMA 6 0 6/1/16	4,240 1800	4,244 91	107 169	4,544 16	12/31/2009
31388KMQ2	FNMA 6 0 11/1/16	7,684 2900	7,731 19	107 169	8,235 18	12/31/2009
31388YX49	FNMA 5 5 5/1/17	7,970 8800	7,901 12	106 481	8,487 47	12/31/2009
36202BP66	GNMA II 9 5 2/20/20	53 0500	56 45	113 993	60 47	12/31/2009
362086JP6	GNMA 15 0 3/15/12	3,062 9700	3,722 28	111 305	3,409 24	12/31/2009
362088S56	GNMA 15 0 8/15/12	5,731 3800	6,964 42	115 568	6,623 64	12/31/2009
362091A83	GNMA 11 5 2/15/13	310 8700	345 05	108 845	338 37	12/31/2009
362091VT4	GNMA 11 5 5/15/13	446 2000	495 51	110 917	494 91	12/31/2009
362093SE7	GNMA 11 5 4/15/13	2,459 0100	2,729 94	110 917	2,727 46	12/31/2009
362093W28	GNMA 11 5 2/15/13	5,643 5700	6,264 39	110 917	6,259 68	12/31/2009
362098JB2	GNMA 11 50 9/15/13	305 9000	339 67	110 317	337 46	12/31/2009
36962GXZ2	GEN ELE 6 75 3/15/32	20,000 0000	19,800 28	101 956	20,391 20	12/31/2009
38141EA33	GOLDMAN 6 5/1/14	200,000 0000	202,115 78	109 377	218,754 00	12/31/2009
38141GBU7	GOLD 6 60 1/15/12	15,000 0000	15,564 11	108 714	16,307 10	12/31/2009
45974VZY7	INTL 5 45 3/24/11	200,000 0000	194,538 61	92 163	184,326 00	12/31/2009
61745ESP7	MORGAN 3 75 5-1-14	320,000 0000	319,428 54	93 221	298,307 20	12/31/2009
92344UAA3	VER 5 875 1/17/12	25,000 0000	25,112 70	106 544	26,636 00	12/31/2009
<b>Total</b>	<b>CORPORATE BONDS &amp; NOTES</b>	<b>2,006,892.7000</b>	<b>1,984,020.74</b>		<b>2,049,895.46</b>	
<b>US LARGE CAP EQUITIES</b>						
464287242	INV GRADE BOND ETF	1,935 0000	199,788 75	104 15	201,530 25	12/31/2009
464288646	ISHARE 1-3 YR INV CR	2,415 0000	249,899 37	103 96	251,063 40	12/31/2009
872340104	TCW STRATEGIC INC	72,990 0000	308,460 41	4 37	318,966.30	12/31/2009
<b>Total</b>	<b>US LARGE CAP EQUITIES</b>	<b>77,340.0000</b>	<b>758,148.53</b>		<b>771,559.95</b>	
<b>FOREIGN EQUITIES</b>						
464288281	ETF EMER MKT BONDS	1,965 0000	200,037 00	101 78	199,997 70	12/31/2009



Report Date **May 14, 2010**  
Time Prepared **10:33:21 AM**  
Requested By **Jonathon Duong**  
Includes **Account: 52 00 5114 0 00 ANN PEPPERS FOUNDATION**

THE WHITTIER TRUST COMPANY

# Account Holdings as of 12/31/2009

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>Total</b>	<b>FOREIGN EQUITIES</b>	<b>1.965.0000</b>	<b>200,037.00</b>		<b>199,997.70</b>	
<hr/>						
<b>Total</b>	<b>FIXED INCOME SECURITIES</b>	<b>2,286,197.7000</b>	<b>3,142,056.27</b>		<b>3,227,265.11</b>	
<hr/>						
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
00184X105	AOL INC COM	456 8177	8,873 17	23 28	10,634 72	12/31/2009
002824100	ABBOTT LABS	3,075 0000	147,124 88	53 99	166,019 25	12/31/2009
037411105	APACHE CORP	3,685 0000	258,321 27	103 17	380,181 45	12/31/2009
037833100	APPLE COMPUTER	1,115 0000	199,660 70	210 732	234,966 18	12/31/2009
060505104	BANK OF AMERICA	13,450 0000	67,440 99	15 06	202,557 00	12/31/2009
126650100	CVS CORP	5,755 0000	199,986 25	32 21	185,368 55	12/31/2009
165167107	CHESAPEAKE ENERGY	5,590 0000	157,106 95	25 88	144,669 20	12/31/2009
166764100	CHEVRON	3,185 0000	115,965 85	76 99	245,213 15	12/31/2009
17275R102	CISCO SYS INC	17,755 0000	451,029 01	23 94	425,054 70	12/31/2009
291011104	EMERSON ELECTRIC	3,690 0000	101,832 19	42 60	157,194 00	12/31/2009
30231G102	EXXON-MOBIL	2,730 0000	201,318 94	68 19	186,158 70	12/31/2009
35671D857	FREEPORT - MCMORAN	2,540 0000	99,657 41	80 29	203,936 60	12/31/2009
375558103	GILEAD SCIENCES	5,280 0000	280,738 80	43 27	228,465 60	12/31/2009
38141G104	GOLDMAN SACHS	2,015 0000	323,010 51	168 84	340,212 60	12/31/2009
38259P508	GOOGLE INC	470 0000	247,131 77	619 98	291,390 60	12/31/2009
428236103	HEWLETT-PACKARD	3,500 0000	100,714 94	51 51	180,285 00	12/31/2009
458140100	INTEL CORP	9,935 0000	249,356 15	20 40	202,674 00	12/31/2009
459200101	I B M	1,130 0000	100,794 98	130 90	147,917 00	12/31/2009
46625H100	JP MORGAN CHASE	11,395 0000	352,536 16	41 67	474,829 65	12/31/2009
53217V109	LIFE TECH	6,060 0000	250,194 98	52 22	316,453 20	12/31/2009
580135101	MCDONALDS CORP	6,575 0000	199,709 05	62 44	410,543 00	12/31/2009
58155Q103	MCKESSON HBOC INC	4,310 0000	178,718 80	62 50	269,375 00	12/31/2009
594918104	MICROSOFT CORP	9,760 0000	286,430 00	30 48	297,484 80	12/31/2009
61166W101	MONSANTO NEW	2,235 0000	255,612 36	81 75	182,711 25	12/31/2009
68389X105	ORACLE SYSTEMS	7,935 0000	152,133 79	24 53	194,645 55	12/31/2009
713448108	PEPSICO INC	3,575 0000	151,415 72	60 80	217,360 00	12/31/2009
718172109	PHILIP MORRIS INTL	4,785 0000	216,612 76	48 19	230,589 15	12/31/2009
742718109	PROCTER & GAMBLE	2,930 0000	133,641 28	60 63	177,645 90	12/31/2009
755111507	RAYTHEON	6,630 0000	280,357 90	51 52	341,577 60	12/31/2009
87612E106	TARGET CORP	7,280 0000	299,390 00	48 37	352,133 60	12/31/2009
887317303	TIME WARNER	5,025 0000	126,374 20	29 14	146,428 50	12/31/2009
89417E109	TRAVELERS	3,950 0000	200,225 50	49 86	196,947 00	12/31/2009
907818108	UNION PACIFIC	4,250 0000	274,567 00	63 90	271,575 00	12/31/2009
911312106	UNITED PARCEL	4,790 0000	275,250 17	57 37	274,802 30	12/31/2009
931142103	WAL MART STORES	2,710 0000	149,559 48	53 45	144,849.50	12/31/2009
949746101	WELLS FARGO	8,770 0000	105,602 20	26 99	236,702 30	12/31/2009
959802109	WESTERN UN CO	6,335 0000	120,187 62	18 85	119,414 75	12/31/2009
<b>Total</b>	<b>US LARGE CAP EQUITIES</b>	<b>194,656.8177</b>	<b>7,318,583.73</b>		<b>8,788,966.35</b>	
<hr/>						
<b>FOREIGN EQUITIES</b>						
02364W105	AMERICA MOVIL	2,050 0000	100,183 50	46 98	96,309 00	12/31/2009
088606108	BHP LTD ADR	4,195 0000	281,724 03	76 58	321,253 10	12/31/2009
204409601	CEMIG SA - SPONS ADR	11,125.0000	150,257 81	18 06	200,917 50	12/31/2009
464286103	ISHARES AUSTRALIA	6,510 0000	150,576 30	22 84	148,688 40	12/31/2009
464286400	ISHARES BRAZIL	2,400 0000	99,864 00	74 61	179,064 00	12/31/2009
464286509	ISHARES MSCI CANADA	5,825 0000	150,518 00	26 33	153,372 25	12/31/2009

Report Date *May 14, 2010*  
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THE WHITTIER TRUST COMPANY

## *Account Holdings as of 12/31/2009*

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
71654V408	PETROLEO BRASI	4,815 0000	199,693 94	47 68	229,579 20	12/31/2009
806857108	SCHLUMBERGER LTD	4,005 0000	124,795 80	65 09	260,685 45	12/31/2009
881624209	TEVA PHARM	6,285 0000	261,003 48	56 18	353,091 30	12/31/2009
<b>Total</b>	<b>FOREIGN EQUITIES</b>	<b>47,210.0000</b>	<b>1,518,616.86</b>		<b>1,942,960.20</b>	
<b>MUTUAL FUNDS-TAXABLE</b>						
04516T105	ASIA TIGER	13,015 0000	175,475 49	19 20	249,888 00	12/31/2009
<b>Total</b>	<b>MUTUAL FUNDS-TAXABLE</b>	<b>13,015.0000</b>	<b>175,475.49</b>		<b>249,888.00</b>	
<b>Total</b>	<b>EQUITIES</b>	<b>254,881.8177</b>	<b>9,012,676.08</b>		<b>10,981,814.55</b>	
<b>Total Securities</b>		<b>3,741,758.5277</b>	<b>13,355,411.36</b>		<b>15,409,758.67</b>	
<b>Income Cash</b>			<b>10,679.42</b>		<b>10,679.42</b>	
<b>Principal Cash</b>			<b>0.00</b>		<b>0.00</b>	
<b>Account Total</b>			<b>13,366,090.78</b>		<b>15,420,438.09</b>	