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

OMB No 1545-0052

2010

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 2010, 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

Name of foundation

GRACE PEPPER SMITH FOUNDATION

A Employer identification number

95-6052292

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 93

Room/suite

B Telephone number

(805) 642-3801

City or town, state, and ZIP code

BALBOA ISLAND, CA 92662

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)

\$ 917594.

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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)

Revenue	1 Contributions, gifts, grants, etc., received	35575.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	257.	257.		STATEMENT 1
	4 Dividends and interest from securities	988.	988.		STATEMENT 2
	5a Gross rents	14400.	14400.		STATEMENT 3
	b Net rental income or (loss)	7557.			STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	16139.			
	b Gross sales price for all assets on line 6a	28284.			
	7 Capital gain net income (from Part IV, line 2)		16139.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or loss				
	11 Other income	6248.	0.		STATEMENT 5
	12 Total. Add lines 1 through 11	73607.	31784.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	5402.	0.		5402.
	c Other professional fees				
	17 Interest				
	18 Taxes	3435.	2.		3433.
	19 Depreciation and depletion	2496.	2496.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	8365.	4890.		4018.
	24 Total operating and administrative expenses. Add lines 13 through 23	19698.	7388.		12853.
	25 Contributions, gifts, grants paid	267896.			267896.
	26 Total expenses and disbursements. Add lines 24 and 25	287594.	7388.		280749.
	27 Subtract line 26 from line 12.	-213987.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		24396.		
	c Adjusted net income (if negative, enter -0-)			N/A	

ll

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	3924.	14936.	14936.
	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 9	4980.	4982.	5012.
	b Investments - corporate stock STMT 10	24566.	12900.	17646.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 571155.			
	Less accumulated depreciation STMT 11 ▶ 24232.	549419.	546923.	880000.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 7136.			
	Less accumulated depreciation STMT 12 ▶ 7136.			
	15 Other assets (describe ▶)	849.	0.	0.
	16 Total assets (to be completed by all filers)	583738.	579741.	917594.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	603679.	814269.	STATEMENT 13
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	603679.	814269.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	-19941.	-234528.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	-19941.	-234528.		
31 Total liabilities and net assets/fund balances	583738.	579741.		

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	-19941.
2 Enter amount from Part I, line 27a	2	-213987.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	-233928.
5 Decreases not included in line 2 (itemize) ▶ EXCISE TAX PAYMENT	5	600.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-234528.

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 102.18 GLOBAL GOLD		02/17/00	12/13/10
b 302 QUALCOMM		11/19/98	12/16/10
c 208 QUALCOMM		11/19/98	12/28/10
d CAPITAL GAINS DIVIDENDS			
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 3000.		526.	2474.
b 14769.		6880.	7889.
c 10253.		4739.	5514.
d 262.			262.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			2474.
b			7889.
c			5514.
d			262.
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	16139.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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))
2009	273170.	968226.	.282135
2008	310163.	1141806.	.271642
2007	220809.	1474915.	.149710
2006	231645.	1510766.	.153330
2005	197744.	1345882.	.146925

2 Total of line 1, column (d)	2	1.003742
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	.200748
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	910222.
5 Multiply line 4 by line 3	5	182725.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	244.
7 Add lines 5 and 6	7	182969.
8 Enter qualifying distributions from Part XII, line 4	8	280749.

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.

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	244.
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	244.
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	244.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	516.	
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	516.	
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	272.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 272. 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
1b 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
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. <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 2010 or the taxable year beginning in 2010 (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

SEE STATEMENT 14

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? Website address ► <u>NONE</u>	13	X	
14	The books are in care of ► <u>MARKLE C. SMITH</u> Telephone no. ► <u>805-642-3801</u> Located at ► <u>3696 SHELDON DRIVE, VENTURA, CA</u> ZIP+4 ► <u>93003</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 checked="" type="checkbox"/> Yes <input 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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) N/A	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 2010 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 2010) N/A	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 2010?	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)?

☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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
MARKLE C. SMITH 3696 SHELDON DRIVE VENTURA, CA 93003	PRESIDENT 5.00	0.	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		

Total 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 TRINITY COMMUNITY CHURCH-FUNDS PAID FOR THE CHURCH GENERAL OPERATING NEEDS, DAY CAMP, AND SCHOLARSHIP FUNDING	244285.
2 ALICIA WILSON-FUNDS PAID FOR SCHOLARSHIP	7350.
3 LATIN AMERICAN MISSION-FUNDS PAID FOR MISSIONARY SERVICES	7280.
4 CHRISTIE WOLFE-FUNDS PAID FOR SCHOLARSHIP	4531.

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	
Total. 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	34510.
b	Average of monthly cash balances	1b	9148.
c	Fair market value of all other assets	1c	880425.
d	Total (add lines 1a, b, and c)	1d	924083.
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	924083.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13861.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	910222.
6	Minimum investment return Enter 5% of line 5	6	45511.

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	45511.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	244.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	244.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45267.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45267.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45267.

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	280749.
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	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	280749.
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	244.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	280505.

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 instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				45267.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	132036.			
b From 2006	158133.			
c From 2007	149166.			
d From 2008	253821.			
e From 2009	225675.			
f Total of lines 3a through e	918831.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$	280749.			
a Applied to 2009, 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 2010 distributable amount				45267.
e Remaining amount distributed out of corpus	235482.			
5 Excess distributions carryover applied to 2010 (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	1154313.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	132036.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1022277.			
10 Analysis of line 9				
a Excess from 2006	158133.			
b Excess from 2007	149166.			
c Excess from 2008	253821.			
d Excess from 2009	225675.			
e Excess from 2010	235482.			

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

GRACE PEPPER SMITH FOUNDATION

Employer identification number

95-6052292

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

GRACE PEPPER SMITH FOUNDATION

95-6052292

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JUNE MACADAM 3696 SHELDON DRIVE VENTURA, CA 93003	\$ 13403.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MARKLE C. SMITH 3696 SHELDON DRIVE VENTURA, CA 93003	\$ 13747.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	JEAN SNOOK 41 GLEN ELLEN VENTURA, CA 93003	\$ 8425.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

GRACE PEPPER SMITH FOUNDATION

95-6052292

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

GRACE PEPPER SMITH FOUNDATION

95-6052292

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT	0501002000	DB	5.00	17	7136.			7136.	7136.		0.
	* TOTAL 990-PF PG 1					7136.		0.	7136.	7136.	0.	0.
	DEPR											

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

SOURCE	AMOUNT
CITIBANK	5.
UBS: DISCOUNT AMORTIZATION	2.
UBS: T/E	250.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	257.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN CENTURY-GLOBAL GOLD	566.	262.	304.
MORGAN STANLEY ACCOUNT	684.	0.	684.
TOTAL TO FM 990-PF, PART I, LN 4	1250.	262.	988.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
SINGLE FAMILY RESIDENCE, 26 GLEN ELLEN, VENTURA, CA-NOT RENTED	1	
SINGLE FAMILY RESIDENCE, 41 GLEN ELLEN, VENTURA, CA	2	14400.
TOTAL TO FORM 990-PF, PART I, LINE 5A		14400.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		2496.	
REPAIRS		150.	
PROPERTY TAXES		3413.	
INSURANCE		574.	
UTILITIES		210.	
- SUBTOTAL -	2		6843.
TOTAL RENTAL EXPENSES			6843.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			7557.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
J HUNTER & CLARINDA CORBIN SMITH TRUST ACCOUNTING INCOME DISTRIBUTION	6248.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6248.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3720.	0.		3720.
LEGAL FEES	1682.	0.		1682.
TO FORM 990-PF, PG 1, LN 16B	5402.	0.		5402.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES	3433.	0.		3433.	
FOREIGN TAXES	2.	2.		0.	
TO FORM 990-PF, PG 1, LN 18	3435.	2.		3433.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
UTILITIES	1866.	0.		1866.	
INSURANCE	746.	0.		746.	
REPAIRS	220.	0.		220.	
BANK CHARGES	303.	303.		303.	
FILING FEES	70.	0.		70.	
OFFICE EXPENSES	173.	0.		173.	
BROKER FEES	240.	240.		240.	
ADMINISTRATIVE EXPENSE	400.	0.		400.	
REPAIRS	150.	150.		0.	
PROPERTY TAXES	3413.	3413.		0.	
INSURANCE	574.	574.		0.	
UTILITIES	210.	210.		0.	
TO FORM 990-PF, PG 1, LN 23	8365.	4890.		4018.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
\$5000 CA WATER BOND		X	4982.	5012.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4982.	5012.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			4982.	5012.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMERICAN GOLD COMMON STOCK	2700.	4983.	
WFB-ADVANTAGE US GOVT FUND	2175.	2175.	
DIEBOLD COMMON STOCK	6886.	8013.	
QUALCOMM COMMON STOCK	1139.	2475.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	12900.	17646.	

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	68640.	24232.	44408.
BUILDING-NOT RENTED	141357.	0.	141357.
LAND	261360.	0.	261360.
LAND-NOT RENTED	98923.	0.	98923.
WATER HEATER-NOT RENTED	875.	0.	875.
TOTAL TO FM 990-PF, PART II, LN 11	571155.	24232.	546923.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	7136.	7136.	0.
TOTAL TO FM 990-PF, PART II, LN 14	7136.	7136.	0.

FORM 990-PF LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 13

LENDER'S NAME AND TITLE

MARKLE C. SMITH, PRESIDENT

DATE OF NOTE MATURITY DATE INTEREST RATE

10/27/03 .00%

TERMS OF REPAYMENT

REPAYABLE ON DEMAND

SECURITY PROVIDED BY BORROWER

PURPOSE OF LOAN

NONE

CASH FLOW NEEDS

DESCRIPTION OF CONSIDERATION

FMV OF CONSIDERATION

ORIGINAL LOAN AMOUNT

BALANCE DUE

0.

10000.

694669.

LENDER'S NAME AND TITLE

MC SMITH & JUNE MACADAM TRUST

DATE OF NOTE MATURITY DATE INTEREST RATE

10/27/03 .00%

TERMS OF REPAYMENT

REPAYABLE ON DEMAND

SECURITY PROVIDED BY BORROWER

PURPOSE OF LOAN

NONE

CASH FLOW NEEDS

DESCRIPTION OF CONSIDERATION

FMV OF CONSIDERATION

ORIGINAL LOAN AMOUNT

BALANCE DUE

0.

14000.

117100.

LENDER'S NAME AND TITLE

J HUNTER & CLARINDA CORBIN SMITH TRUST A

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>INTEREST RATE</u>	<u>TERMS OF REPAYMENT</u>
		.00%	SHORT TERM LOAN

<u>SECURITY PROVIDED BY BORROWER</u>	<u>PURPOSE OF LOAN</u>
NONE	CASH FLOW NEEDS

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>BALANCE DUE</u>
	0.	2500.	2500.

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B	814269.
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FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	14
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EXPLANATION

STATE HAS INDICATED TO THE TAXPAYER IN WRITING THAT NO FILING IS REQUIRED.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALICIA WILSON 304 ANGELINA AVE CARMICHAEL, CA 95608	NONE SCHOLARSHIP	N/A	7350.
CAMPUS CRUSADE INTL P.O. BOX 628222 ORLANDO, FL 32862-9841	NONE MISSIONARY SERVICES	RELIGIOUS	300.
CHRIST FOR THE CITY INTERNATIONAL P.O. BOX 390395 OMAHA, NE 68139-0395	NONE MISSIONARY SERVICES	RELIGIOUS	500.
CHRISTIAN BROADCASTING NETWORK 977 CENTERVILLE TURNPIKE VIRGINIA BEACH, VA 23465-9989	NONE MISSIONARY SERVICES	RELIGIOUS	500.
CHRISTIE WOLFE 261 EMMA AVE VENTURA, CA 93003	NONE SCHOLARSHIP	N/A	4531.
AMERICAN BIBLE SOCIETY 1865 BROADWAY NEW YORK, NY 10023	NONE MISSIONARY SERVICES	RELIGIOUS	300.
LATIN AMERICAN MISSIONS P.O. BOX 52-7900 MIAMI, FL 33152-7900	NONE MISSIONARY SERVICES	RELIGIOUS	7280.
BIBLES FOR THE WORLD P.O. BOX 49759 COLORADO SPRINGS, CA 80949	NONE MISSIONARY SERVICES	RELIGIOUS	500.

GRACE, PEPPER SMITH FOUNDATION

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FAR EAST BROADCASTING CO P.O. BOX 11855 LA MIRADA, CA 90637	NONE MISSIONARY SERVICES	RELIGIOUS	500.
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SPORTS OUTREACH INSTITUTE, INC P.O. BOX 11855 LYNCHBURG, VA 24506	NONE MISSIONARY SERVICES	RELIGIOUS	200.
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MERCY INC P.O. BOX A GREENWOOD, IN 46142	NONE MISSIONARY SERVICES	RELIGIOUS	300.
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TEEN CHALLENGE OF SOUTHERN CA P.O. BOX 1064 VENTURA, CA 93002	NONE MISSIONARY SERVICES	RELIGIOUS	200.
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TRINITY COMMUNITY CHURCH 3645 TELEGRAPH ROAD VENTURA, CA 93003	NONE GENERAL FUND, DAY CAMP, SCHOLARSHIP PROGRAM	CHURCH	244285.
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SALVATION ARMY 155 S. OAK ST. VENTURA, CA 93003	NONE MISSIONARY SERVICES	RELIGIOUS	200.
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OPEN DOORS P.O. BOX 27001 SANTA ANA, CA 92799	NONE MISSIONARY SERVICES	RELIGIOUS	500.
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SAT-7 P.O. BOX 2770 EASTON, MD 21601	NONE MISSIONARY SERVICES	RELIGIOUS	250.
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VENTURA RESCUE MISSION 315 NORTH A ST. OXNARD, CA 93030	NONE MISSIONARY SERVICES	RELIGIOUS	200.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A

267896.

STATE OF CALIFORNIA) ss.
COUNTY OF ORANGE)

Sevon Channeh
Signature

The annual report of the Grace 'Pepper' Smith Foundation is available for inspection at 126 Sapphire Ave., Balboa Island, upon appointment by any citizen who requests it within 180 days after this publication.
Phone: (949) 673-8242 or (805) 642-3801.
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