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Return of Private Foundation

OMB No 1545-0052

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 changeUse the IRS
label
Otherwise,
print
or type
See Specific
Instructions

Name of foundation

JJJ CHARITABLE FOUNDATION

C/O BROOKSIDE INTERNATIONAL INCORPORATED

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

80 FIELD POINT ROAD

Room/suite

3RD FL

City or town, state, and ZIP code

GREENWICH, CT 06830

A Employer identification number

13-3932002

B Telephone number

(203) 618-0202

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 12,701,799. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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 ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

125,661.

125,661.

STATEMENT 1

4 Dividends and interest from securities

98,238.

91,253.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-653,130.

b Gross sales price for all
assets on line 6a

3,702,254.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales price for all
assets on line 6a

b Less: Cost of goods sold

c Gross profit or (loss)

d Other income

-64,039.

-1,506.

STATEMENT 3

12 Total. Add lines 1 through 11

-493,270.

215,408.

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

STMT 4

12,000.

8,400.

2,880.

c Other professional fees

STMT 5

16,393.

16,393.

0.

17 Interest

18 Taxes

STMT 6

8,283.

8,283.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 7

74,193.

74,193.

0.

24 Total operating and administrative

expenses. Add lines 13 through 23

110,869.

107,269.

2,880.

25 Contributions, gifts, grants paid

357,000.

357,000.

26 Total expenses and disbursements

Add lines 24 and 25

467,869.

107,269.

359,880.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-961,139.

b Net investment income (if negative, enter -0-)

108,139.

c Adjusted net income (if negative, enter -0-)

N/A

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9/14

23

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
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,183,476.	600,402.	600,402.
	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		1,999,419.		
	b	Investments - corporate stock	STMT 9	4,200,589.	4,143,364.	4,737,947.
	c	Investments - corporate bonds	STMT 10	294,771.	1,549,766.	1,597,866.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	4,240,373.	4,726,274.	5,762,391.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 12)		3,386.	3,193.	3,193.	
16	Total assets (to be completed by all filers)		11,922,014.	11,022,999.	12,701,799.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ CALL OPTIONS)		236,670.	178,071.	
23	Total liabilities (add lines 17 through 22)		236,670.	178,071.		
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		11,685,344.	10,844,928.	
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		11,685,344.	10,844,928.		
31	Total liabilities and net assets/fund balances		11,922,014.	11,022,999.		

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	11,685,344.
2	Enter amount from Part I, line 27a	2	-961,139.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	120,723.
4	Add lines 1, 2, and 3	4	10,844,928.
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	10,844,928.

JJJ CHARITABLE FOUNDATION

Form 990-PF (2009)

C/O BROOKSIDE INTERNATIONAL INCORPORATED

13-3932002

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,702,254.		4,355,384.	-653,130.

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			
b			
c			
d			
e			-653,130.

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	-653,130.
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	692,819.	14,233,405.	.048676
2007	800,799.	17,128,582.	.046752
2006	679,019.	14,261,973.	.047610
2005	52,427.	12,491,238.	.004197
2004	12,941.	11,434,588.	.001132

2 Total of line 1, column (d)	2	.148367
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	.029673
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	11,675,263.
5 Multiply line 4 by line 3	5	346,440.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,081.
7 Add lines 5 and 6	7	347,521.
8 Enter qualifying distributions from Part XII, line 4	8	359,880.

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.

JJJ CHARITABLE FOUNDATION

Form 990-PF (2009)

C/O BROOKSIDE INTERNATIONAL INCORPORATED

13-3932002

Page 4

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)		1	1,081.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,081.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,081.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 1,720.	7	4,220.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 2,500.	9	
d Backup withholding erroneously withheld	6d	10	3,139.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 3,139. Refunded <input type="checkbox"/>			

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
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?	X	
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"/> CT, DE		
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

Form 990-PF (2009)

JJJ CHARITABLE FOUNDATION

Form 990-PF (2009)

C/O BROOKSIDE INTERNATIONAL INCORPORATED

13-3932002

Page 5

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 ► JOHN N. IRWIN III Telephone no. ► (203) 618-0202
 Located at ► 80 FIELD POINT ROAD, THIRD FLOOR, GREENWICH, CT ZIP+4 ► 06830

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	X
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

Form 990-PF (2009)

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 13		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

Form 990-PF (2009)

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 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	
Total. Add lines 1 through 3 0.	

Form 990-PF (2009)

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	7,705,684.
b	Average of monthly cash balances	1b	909,307.
c	Fair market value of all other assets	1c	3,238,068.
d	Total (add lines 1a, b, and c)	1d	11,853,059.
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	11,853,059.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	177,796.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,675,263.
6	Minimum investment return. Enter 5% of line 5	6	583,763.

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	583,763.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,081.
2b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,081.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	582,682.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	582,682.
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	582,682.

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	359,880.
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	359,880.
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	1,081.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	358,799.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				582,682.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			15,421.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 359,880.				
a Applied to 2008, but not more than line 2a			15,421.	
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				344,459.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see 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				238,223.
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	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

N/A

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	125,661.	
4 Dividends and interest from securities				14	91,253.	6,985.
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		523000	-62,533.	14	-1,506.	
8 Gain or (loss) from sales of assets other than inventory				18	-653,130.	
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)			-62,533.		-437,722.	6,985.
13 Total. Add line 12, columns (b), (d), and (e)						-493,270.

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

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

[illegible]

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.)
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
	P	VARIOUS	VARIOUS
m			
n			
o			

(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 2,481.			2,481.
b 109.			109.
c 178,023.			178,023.
d		215.	-215.
e		3.	-3.
f		232.	-232.
g		114.	-114.
h		225.	-225.
i 11.			11.
j 2,099,054.		2,206,638.	-107,584.
k 1,409,066.		2,147,957.	-738,891.
l 13,510.			13,510.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,481.
b			109.
c			178,023.
d			-215.
e			-3.
f			-232.
g			-114.
h			-225.
i			11.
j			-107,584.
k			-738,891.
l			13,510.
m			
n			
o			

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	-653,130.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (b): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
	1,618.
	33,794.
	55,849.
	151.
	3,922.
	77.
U.S. TRUST - BANK OF AMERICA	27,416.
U.S. TRUST - BANK OF AMERICA - U.S. OBLIG	2,834.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	125,661.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
	129.	0.	129.
	1,644.	0.	1,644.
	167.	0.	167.
	109,808.	13,510.	96,298.
TOTAL TO FM 990-PF, PART I, LN 4	111,748.	13,510.	98,238.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
	2.	2.	
	-1,681.	-1,681.	
	-42,094.	0.	

-38,376.	0.
-1,708.	0.
-1,180.	0.
173.	173.
-39.	0.
20,864.	0.

TOTAL TO FORM 990-PF, PART I, LINE 11

-64,039.	-1,506.
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FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	12,000.	8,400.		2,880.
TO FORM 990-PF, PG 1, LN 16B	12,000.	8,400.		2,880.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	16,393.	16,393.		0.
TO FORM 990-PF, PG 1, LN 16C	16,393.	16,393.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	8,283.	8,283.		0.
TO FORM 990-PF, PG 1, LN 18	8,283.	8,283.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	8,880.	8,880.		0.
	32,998.	32,998.		0.
	21,504.	21,504.		0.
	106.	106.		0.
	9,871.	9,871.		0.
	488.	488.		0.
	346.	346.		0.
TO FORM 990-PF, PG 1, LN 23	74,193.	74,193.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION (NET) FROM PASS THROUGH ENTITIES	120,723.
TOTAL TO FORM 990-PF, PART III, LINE 3	120,723.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE SCHEDULE ATTACHED	4,143,364.	4,737,947.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,143,364.	4,737,947.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE SCHEDULE ATTACHED	1,549,766.	1,597,866.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,549,766.	1,597,866.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCIF PORTFOLIO II LLC	COST	121,432.	0.
KPP INVESTORS II LP	COST	483,993.	483,993.
SILK CREST CORP.	COST	126,242.	126,242.
WICKS COM. & MEDIA PTNRS III LP	COST	565,560.	565,560.
PORTOLAN PILOT OFFSHORE FUND, LTD.	COST	2,500,000.	3,521,187.
KPP INVESTORS III LP	COST	835,005.	835,005.
SFW CAPITAL PARTNERS FUND, LP	COST	189,350.	189,350.
TEMPLE REAL ESTATE INVESTMENT	COST	147,556.	41,054.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,726,274.	5,762,391.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	2,699.	3,193.	3,193.
OTHER RECEIVABLE	687.	0.	0.
TO FORM 990-PF, PART II, LINE 15	3,386.	3,193.	3,193.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN N. IRWIN III 80 FIELD POINT ROAD, THIRD FLOOR GREENWICH, CT 06830	PRES./TREAS./DIRECTOR 10.00	0.	0.	0.
JEANET H. IRWIN 80 FIELD POINT ROAD, THIRD FLOOR GREENWICH, CT 06830	DIRECTOR 10.00	0.	0.	0.
JANE W. I. DROPPA 80 FIELD POINT ROAD, THIRD FLOOR GREENWICH, CT 06830	DIRECTOR 10.00	0.	0.	0.
ANNA M. IRWIN 80 FIELD POINT ROAD, THIRD FLOOR GREENWICH, CT 06830	DIRECTOR 10.00	0.	0.	0.
GENEVIEVE T. IRWIN 80 FIELD POINT ROAD, THIRD FLOOR GREENWICH, CT 06830	DIRECTOR 10.00	0.	0.	0.
RAYMOND WELDON 80 FIELD POINT ROAD, THIRD FLOOR GREENWICH, CT 06830	SECRETARY 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVENUE, 3RD FLOOR NEW YORK, NY 10018-2729	N/A OPERATIONAL	PUBLIC	27,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A OPERATIONAL	PUBLIC	100,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08544	N/A OPERATIONAL	PUBLIC	70,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A OPERATIONAL	PUBLIC	45,000.
POPULATION COUNCIL IN NEW YORK CITY ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A OPERATIONAL	PUBLIC	5,000.
FRESH AIR FUND ANNUAL GIVING 633 THIRD AVENUE, 14TH FLOOR NEW YORK, NY 10017	N/A OPERATIONAL	PUBLIC	20,000.
CONVENT OF THE SACRED HEART SCHOOL 1177 KING STREET GREENWICH, CT 06831	N/A OPERATIONAL	PUBLIC	12,500.
NATIONAL CENTER FOR POLICY ANALYSIS 12770 COIT ROAD, SUITE 800 DALLAS, TX 75251	N/A OPERATIONAL	PUBLIC	1,000.

JJJ CHARITABLE FOUNDATION C/O BROOKSIDE

13-3932002

SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A OPERATIONAL	PUBLIC	1,000.
THE CHARITY FUND (ADVOCATE ILLINOIS MASONIC MEDICAL CENTER) 836 W. WELLINGTON AVENUE CHICAGO, IL 60657	N/A OPERATIONAL	PUBLIC	15,000.
CONNECTICUT BLACK ALLIANCE FOR EDUCATIONAL OPTIONS 888 16TH STREET, NW WASHINGTON, DC 20006	N/A OPERATIONAL	PUBLIC	10,000.
CONNECTICUT COALITION FOR ACHIEVEMENT NOW ANNUAL GIFT 85 WILLOW STREET NEW HAVEN, CT 06511	N/A OPERATIONAL	PUBLIC	40,000.
CITIZENS ACADEMY 1827 ANSEL ROAD CLEVELAND, OH 44106	N/A OPERATIONAL	PUBLIC	2,500.
COMMUNITY FOUNDATION OF NEW JERSEY 35 KNOX HILL ROAD MORRISTOWN, NJ 07963-0338	N/A OPERATIONAL	PUBLIC	5,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08544	N/A OPERATIONAL	PUBLIC	3,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

357,000.

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5838892 JJJ CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description/ Acquisition Date	Units Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
1,482.620	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP: 994458719 (Income Investment)	1.000	\$1,482.62	\$1,482.62	\$1.43	\$0.00	\$2.22	0.2%
598,918.160	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP: 994458719	1.000	598,918.16	598,918.16	129.46	0.00	898.38	0.2
	Total Cash Equivalents		\$600,400.78	\$600,400.78	\$130.89	\$0.00	\$900.60	0.1%
	Total Cash/Currency		\$600,400.78	\$600,400.78	\$130.89	\$0.00	\$900.60	0.1%
Equities								
	Industry Sector Codes							
	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy							
	FIN = Financials HEA = Health Care IND = Industrials							
	IFT = Information Technology MAT = Materials OEQ = Other Equities							
	TEL = Telecommunication Services UTL = Utilities							
U.S. Large Cap								
-9.000	CALL GOOGLE INC @ 400.00 EXPIRES 01/16/10 CUSIP: 38259P8A3 SECTOR: IFT Ticker: YVCAM	3,236.981	A -\$29,132.83	B -\$17,397.00 1,933.000	\$0.00	\$11,735.83	\$0.00	0.0%
-9.000	03/23/09	3,236.981	-29,132.83	-17,396.99		11,735.84		
-25.000	CALL MONSANTO CO NEW @ 90.00 EXPIRES 01/16/10 CUSIP: 61166W200 SECTOR: MAT Ticker: MONAR	1,676.988	A -41,924.71	B -250.00 10.000	0.00	41,674.71	0.00	0.0
-25.000	11/26/08	1,676.988	-41,924.71	-249.99		41,674.72		
4,400.000	ENTERPRISE PRODS PARTNERS LP COM UNIT CUSIP: 293792107 SECTOR: ENR Ticker: EPD	31.895	140,338.00	138,204.00 31.410	0.00	-2,134.00	9,724.00	7.0
4,400.000	12/18/09	31.895	140,338.00	138,204.00		-2,134.00		

(1) Market Value in the Portfolio Detail section does not include Accrued Income

39/56

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Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5838892 - JJJ CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
950,000	GOOGLE INC CL A COM CUSIP: 38259P508 SECTOR: IFT Ticker: GOOG	310.357	294,839.06	588,981.00 619.980	0.00	294,141.94	0.00	0.0
950,000	03/11/09	310.357	294,839.06	588,981.00		294,141.94		
2,500,000	MONSANTO CO NEW COM CUSIP: 61166W101 SECTOR: MAT Ticker: MON	75.443	188,607.00	204,375.00 81.750	0.00	15,768.00	2,650.00	1.3
2,500,000	11/26/08	75.443	188,607.00	204,375.00		15,768.00		
6,500,000	REPUBLIC SVCS INC CUSIP: 760759100 SECTOR: IND Ticker: RSG	17.180	111,670.00	184,015.00 28.310	1,235.00	72,345.00	4,940.00	2.7
6,500,000	03/16/09	17.180	111,670.00	184,015.00		72,345.00		
	Total U.S. Large Cap		\$664,396.52	\$1,097,928.00	\$1,235.00	\$433,531.48	\$17,314.00	1.6%
U.S. Mid Cap								
11,500,000	BLACKSTONE GROUP L P UNIT REPSTG LTD COM CUSIP: 09253U108 SECTOR: OEQ Ticker: BX	8.887	95,357	\$150,880.00 13.120	\$0.00	\$48,680.65	\$13,800.00	9.1%
11,500,000	03/24/09	8.887	95,357	150,880.00		48,680.65		
6,500,000	KINDER MORGAN ENERGY PARTNERS UT LTD PARTNER CUSIP: 494550106 SECTOR: ENR Ticker: KMP	45.435	233,650	396,370.00 60.980	0.00	101,043.15	27,300.00	6.9
6,500,000	03/16/09	45.435	233,650	396,370.00		101,043.15		
	Total U.S. Mid Cap		329,007	\$547,250.00	\$0.00	\$149,723.80	\$41,100.00	7.5%
U.S. Small Cap								
18,000,000	ABIOMED INC CUSIP: 003654100 SECTOR: HEA Ticker: ABMD	5.424	\$97,626.60	\$157,140.00 8.730	\$0.00	\$59,513.40	\$0.00	0.0%
18,000,000	03/17/09	5.424	97,626.60	157,140.00		59,513.40		
40/56	6000229 003/003 8/ 24	0009768 02-008 706 T						E

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail**Account:** 41-01-100-5838892 JJJ CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec 31, 2009

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (11)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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Equities (cont)

U.S. Small Cap (cont)								
-200.000	CALL LOUISIANA PAC CORP @ 10.00 EXPIRES 01/22/11 CUSIP: 5463479A5 SECTOR: MAT Ticker: OJX AB	136.996	A -27,399.28	B -16,000.00 80.000	0.00	11,399.28	0.00	0.0
-200.000	08/27/09	136.996	-27,399.28	-15,999.99		11,399.29		
5,500.000	EL PASO PIPELINE PARTNERS LP UNIT LTD PARTNERSHIP INT COM CUSIP: 283702108 SECTOR: OEQ Ticker: EPB	26.002	143,011.00 ✓	142,780.00 25,960	0.00	-231.00	7,700.00	5.4
5,500.000	12/18/09	26.002	143,011.00	142,780.00		-231.00		
9,500.000	EPIQ SYS INC CUSIP: 26882D109 SECTOR: IFT Ticker: EPIQ	15.893	150,983.52	132,905.00 13,990	0.00	-18,078.52	0.00	0.0
6,300.000	03/16/09	15.826	99,701.28	88,137.00		-11,564.28		
3,200.000	06/22/09	16.026	51,282.24	44,768.00		-6,514.24		
20,000.000	LOUISIANA PAC CORP CUSIP: 546347105 SECTOR: MAT Ticker: LPX	7.031	140,622.00	139,600.00 6,980	0.00	-1,022.00	12,000.00	8.6
20,000.000	08/25/09	7.031	140,622.00	139,600.00		-1,022.00		
6,000.000	TARGA RES PARTNERS LP UNIT LTD PARTNERSHIP INT COM CUSIP: 87611X105 SECTOR: OEQ Ticker: NGLS	23.887	143,322.00 ✓	145,860.00 24,310	0.00	2,538.00	12,420.00	8.5
6,000.000	12/18/09	23.887	143,322.00	145,860.00		2,538.00		
Total U.S. Small Cap			\$648,165.84	\$702,285.00	\$0.00	\$54,119.16	\$32,120.00	4.6%
International Developed								
29,481.180	BANK OF NT BUTTERFIELD & SON LTD ISIN BMG0772R1097 BERMUDA CUSIP: 2075482#4 SECTOR: FIN Ticker: ZZZZ	9.593	\$282,809.52	\$114,976.60 3,900	\$0.00	-\$167,832.92	\$0.00	0.0%
29,481.180	06/02/04	9.593	282,809.52	114,976.60		-167,832.92		

41/56

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Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5838892 JJJ CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
-27.000	CALL POTASH CORP SASK INC @ 90.00 EXPIRES 01/16/10 CUSIP: 73755L5A1 SECTOR: MAT Ticker: WPT AR	1,676.990	A -45,278.74	B -54,000.00 2,000.000	0.00	-8,721.26	0.00	0.0
-27.000	03/23/09	1,676.990	-45,278.74	-53,999.99		-8,721.25		
-78.000	CALL SUNCOR ENERGY INC @ 40.00 EXPIRES 01/16/10 CUSIP: 8672249A7 SECTOR: ENR Ticker: SU AH	191.995	A -14,975.60	B -234.00 3.000	0.00	14,741.60	0.00	0.0
-78.000	06/18/09	191.995	-14,975.60	-233.99		14,741.61		
-80.000	CALL YAMANA GOLD INC @ 15.00 EXPIRES 01/22/11 CUSIP: 990001077 SECTOR: MAT Ticker: 3MU99S031	241.994	A -19,359.49	B -10,240.00 128.000	0.00	9,119.49	0.00	0.0
-80.000	10/13/09	241.994	-19,359.49	-10,239.99		9,119.50		
6,900.000	CRESCENT POINT ENERGY CORP ISIN CAZ2576C1014 CANADA CUSIP: B67C8W8#3 SECTOR: ENR Ticker: CPG CN	21.574	148,862.82	258,137.00 37.411	1,506.70	109,274.18	0.00	0.0
6,900.000	03/27/09	21.574	148,862.82	258,135.90		109,273.08		
6,300.000	HEINEKEN HLDG NV ISIN NL000008977 NETHERLANDS CUSIP: B0CCH46#4 SECTOR: CNS Ticker: HEIO NA	48.255	304,003.75	264,252.74 41.945	0.00	-39,751.01	0.00	0.0
6,300.000	05/22/07	48.255	304,003.75	264,247.20		-39,756.55		
4,500.000	KINROSS GOLD CORP NO PAR COM CANADA CUSIP: 496902404 SECTOR: MAT Ticker: KGC	22.090	99,405.00	82,800.00 18.400	0.00	-16,605.00	450.00	0.5
4,500.000	10/07/09	22.090	99,405.00	82,800.00		-16,605.00		

Settlement Date

U.S. TRUST



Bank of America Private Wealth Management

Portfolio Detail

Dec. 01, 2009 through Dec 31, 2009

Account: 41-01-100-5838892 JJJ CHARITABLE FOUNDATION

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
2,100,000	KUEHNE & NAGEL INTERNATIONAL AG ISIN CH0025238863 SWITZERLAND CUSIP: B142S60#2 SECTOR: IND Ticker: KNIN VX	84,319	177,070.86	204,159.61 97.219	0.00	27,088.75	0.00	0.0
2,100,000	08/04/09	84,319	177,070.86	204,157.80		27,086.94		
40,000,000	LANESBOROUGH REAL ESTATE INVT TR REITS ISIN #CA5155551008 CANADA CUSIP: 2983392#8 SECTOR: FIN Ticker: LRT-U CN	5,733	229,320.37	30,760.40 0.769	0.00	-198,559.97	165,575.36	538.3
25,000,000	06/25/08	5,892	147,289.61	19,225.00		-128,064.61		
15,000,000	08/29/08	5,469	82,030.76	11,535.00		-70,495.76		
2,700,000	POTASH CORP SASK INC CANADA CUSIP: 73755L107 SECTOR: MAT Ticker: POT	122,780	331,506.00	292,950.00 108.500	0.00	-38,556.00	1,080.00	0.4
2,700,000	11/01/07	122,780	331,506.00	292,950.00		-38,556.00		
7,800,000	SUNCOR ENERGY INC NEW COM CANADA CUSIP: 867224107 SECTOR: ENR Ticker: SU	31,598	246,461.28	275,418.00 35.310	705.73	28,956.72	2,828.83	1.0
7,800,000	05/07/09	31,598	246,461.28	275,418.00		28,956.72		
12,500,000	UNILEVER NV NEW YORK SHSADR NETHERLANDS CUSIP: 904784709 SECTOR: CNS Ticker: UN	24,255	303,187.50	404,125.00 32.330	0.00	100,937.50	11,550.00	2.9
12,500,000	05/07/09	24,255	303,187.50	404,125.00		100,937.50		
8,100,000	YAMANA GOLD INC CANADA CUSIP: 98462Y100 SECTOR: MAT Ticker: AUJ	11,350	91,935.00	92,178.00 11.380	81.00	243.00	324.00	0.4
8,100,000	10/07/09	11,350	91,935.00	92,178.00		243.00		

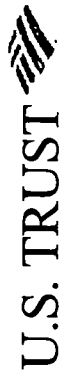
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Settlement Date



Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5838892 JJJ CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (11)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
Total International Developed			\$2,134,948.27	\$1,955,283.35	\$2,293.43	-\$179,664.92	\$181,808.19	9.3%
Emerging Markets								
6,000,000	TEVA PHARMACEUTICAL INDS LTD ADR	31.463	\$188,775.00	\$337,080.00 56.180	\$0.00	\$148,305.00	\$2,892.00	0.9%
	ISRAEL CUSIP: 881624209 SECTOR: HEA Ticker: TEVA							
6,000,000	05/04/04	31.463	188,775.00	337,080.00		148,305.00		
Total Emerging Markets			\$188,775.00	\$337,080.00	\$0.00	\$148,305.00	\$2,892.00	0.9%
Total Equities			\$3,965,292.63	\$4,639,826.35	\$3,528.43	\$275,234.19		5.9%
Fixed Income								
LIABILITY - CALL OPTIONS								
Investment Grade Taxable			\$3,965,292.63	\$4,639,826.35	\$3,528.43	\$275,234.19		5.9%
2013								
200,000,000	AT&T INC NT	101.843	\$203,686.00	\$213,376.00 106.688	\$4,565.00	\$9,690.00	\$9,900.00	4.6% 2.4
	DTD 12/06/07 4.950% DUE 01/15/13 MOODY'S: A2 S&P: A CUSIP: 00206RA19							
200,000,000	03/24/09	101.843	203,686.00	213,376.00		9,690.00		
2014								
200,000,000	DU PONT E I DE NEMOURS & CO NT	105.791	211,582.00	220,928.00 110.464	5,418.05	9,346.00	11,750.00	5.3 3.0
	DTD 12/12/08 5.875% DUE 01/15/14 MOODY'S: A2 S&P: A CUSIP: 263534BV0							
200,000,000	03/24/09	105.791	211,582.00	220,928.00		9,346.00		
200,000,000	HEWLETT PACKARD CO NT	106.353	212,706.00	223,478.00 111.739	4,083.33	10,772.00	12,250.00	5.5 2.9
	DTD 12/05/08 6.125% DUE 03/01/14 MOODY'S: A2 S&P: A CUSIP: 428236AT0							

44/56

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E

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5838892 JJJ CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	CurYld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
200,000,000	03/24/09	106,353	212,706.00	223,478.00		10,772.00		
2015								
200,000,000	BERKSHIRE HATHAWAY FIN CORP GTD SR NT DTD 07/11/05 4.850% DUE 01/15/15 MOODY'S: AA2 S&P: AAA CUSIP: 084664AT8	104,040	208,080.00	214,128.00 107,064	4,472.77	6,048.00	9,700.00	4.5 3.2
200,000,000	03/24/09	104,040	208,080.00	214,128.00		6,048.00		
200,000,000	MERCK & CO INC NT DTD 02/17/05 4.750% DUE 03/01/15 MOODY'S: AA3 S&P: AA- CUSIP: 589331AK3	103,366	206,732.00	214,442.00 107,221	3,166.66	7,710.00	9,500.00	4.4 3.1
200,000,000	03/24/09	103,366	206,732.00	214,442.00		7,710.00		
2016								
200,000,000	CONSOLIDATED EDISON CO NY INC CONS BD SER 2006 C DEB DTD 09/25/06 5.500% DUE 09/15/16 MOODY'S: A3 S&P: A- CUSIP: 209111EN9	103,327	206,654.00	210,924.00 105,462	3,238.89	4,270.00	11,000.00	5.2 4.4
200,000,000	03/24/09	103,327	206,654.00	210,924.00		4,270.00		
Total Investment Grade Taxable			\$1,249,440.00	\$1,297,276.00	\$24,944.70	\$47,836.00	\$64,100.00	4.9%
International Developed Bonds								
27.527	BLACKROCK INTERNATIONAL BOND II PORTFOLIO BLACKROCK CLASS WOODY'S: NOT RATED S&P: NOT RATED CUSIP: 091937839	11,844	\$326.04	\$290.41 10,550	\$0.00	-\$35.63	\$6.77	2.3%
27.023	02/06/05	11,865	320.64	285.09		-35.55		
0.056	10/31/09	10,893	0.61	0.59		-0.02		
0.048	11/30/09	11,458	0.55	0.51		-0.04		
0.400	12/22/09	10,600	4.24	4.22		-0.02		

Settlement Date

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5838892 III CHARITABLE FOUNDATION

Dec. 01, 2009 through Dec. 31, 2009

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
International Developed Bonds (cont)								
30,000.000	PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL	10.000	300,000.00	300,300.00 10.010	0.00	300.00	10,770.00	3.6
	MOODY'S: NOT RATED S&P: NOT RATED CUSIP: 772005Z20							
30,000.000	09/19/09	10.000	300,000.00	300,300.00		300.00		
	Total International Developed Bonds		\$300,326.04	\$300,590.41	\$0.00	\$264.37	\$10,776.77	3.6%
Total Fixed Income			\$1,549,766.04	\$1,597,866.41	\$24,944.70	\$48,100.37	\$74,876.77	4.7%
Real Estate								
Public REITs								
16,000.000	TEMPLE REAL ESTATE INV REITS	9.222	\$147,556.12	\$41,054.40 2.566	\$1,519.04	-\$106,501.72	\$0.00	0.0%
	CANADA ISIN CA0800181064 CUSIP: B1FR406#1							
16,000.000	05/28/08	9.222	147,556.12	41,040.00		-106,516.12		
	Total Public REITs		\$147,556.12	\$41,054.40	\$1,519.04	-\$106,501.72	\$0.00	0.0%
Total Real Estate			\$147,556.12	\$41,054.40	\$1,519.04	-\$106,501.72	\$0.00	0.0%
Total Portfolio			6,441,076.22	6,977,269.94	\$30,123.06		\$351,011.56	5.1%