Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
JJP FAMILY FOUNDATION INC.
C/O HARDING AND HITTESDORF, P.C.

Number and street (or P O box number if mail is not delivered to street address)
650 S. CHERRY STREET

Room/suite
1050

City or town, state, and ZIP code
DENVER, CO 80246

A Employer identification number
84-1517947

B Telephone number (see page 10 of the instructions)
(303) 393-0888

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)* ▶ $ 4,752,646.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ______________________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

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			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	67,103.	67,103.	67,103.	ATCH 1
	4	Dividends and interest from securities	53,050.	53,050.	53,050.	ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-267,867.			
	b	Gross sales price for all assets on line 6a 1,656,244.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	629.	629.	629.	ATCH 3
	12	**Total.** Add lines 1 through 11	-147,085.	120,782.	120,782.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	1,673.	1,673.	1,673.	0.
	c	Other professional fees (attach schedule) *	22,622.	22,622.	22,622.	
	17	Interest ATTACHMENT 6	1,725.	1,725.	1,725.	
	18	Taxes (attach schedule) (see page 14 of the instructions) **	1,737.	1,737.	1,737.	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	3,086.	3,086.	3,086.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,843.	30,843.	30,843.	0.
	25	Contributions, gifts, grants paid	253,001.			253,001.
	26	**Total expenses and disbursements.** Add lines 24 and 25	283,844.	30,843.	30,843.	253,001.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-430,929.			
	b	**Net investment income** (if negative, enter -0-)		89,939.		
	c	**Adjusted net income** (if negative, enter -0-)			89,939.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 7

Form **990-PF** (2009)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	16,093.	69,223.	69,223.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	5,229,619.	4,767,389.	4,683,423.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,245,712.	4,836,612.	4,752,646.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	5,245,712.	4,836,612.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,245,712.	4,836,612.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,245,712.	4,836,612.	

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	5,245,712.
2	Enter amount from Part I, line 27a	2	-430,929.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	23,389.
4	Add lines 1, 2, and 3	4	4,838,172.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	1,560.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,836,612.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				

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** -267,867.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	284,384.	4,979,304.	0.057113
2007	215,000.	5,951,815.	0.036123
2006	224,863.	4,660,148.	0.048252
2005	210,976.	4,323,152.	0.048801
2004	185,630.	4,042,563.	0.045919

2	**Total** of line 1, column (d)	2	0.236208
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	0.047242
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,212,046.
5	Multiply line 4 by line 3	5	198,985.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	899.
7	Add lines 5 and 6	7	199,884.
8	Enter qualifying distributions from Part XII, line 4	8	253,001.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	899.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	899.
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	899.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,733.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5,733.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	4,834.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 4,834. **Refunded** ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO,			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	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		

Website address ▶ N/A

14 The books are in care of ▶ JJP FAMILY FOUNDATION INC. Telephone no ▶ 303-393-0888

Located at ▶ 650 S. CHERRY ST. #1050 DENVER, CO ZIP + 4 ▶ 80246

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

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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?	☐ Yes ☒ 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 page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** No: 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? **7b** No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2 NONE	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,244,087.
b	Average of monthly cash balances	1b	32,102.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4,276,189.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,276,189.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	64,143.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,212,046.
6	**Minimum investment return.** Enter 5% of line 5	6	210,602.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	210,602.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	899.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	899.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	209,703.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	209,703.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	209,703.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	253,001.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	253,001.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	899.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	252,102.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					209,703.
2	Undistributed income, if any, as of the end of 2009:					
a	Enter amount for 2008 only				236,389.	
b	Total for prior years: 20 07 ,20 06 ,20 05					
3	Excess distributions carryover, if any, to 2009.					
a	From 2004					
b	From 2005	0.				
c	From 2006	0.				
d	From 2007					
e	From 2008	0.				
f	Total of lines 3a through e		0.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 253,001.					
a	Applied to 2008, but not more than line 2a				236,389.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2009 distributable amount					16,612.
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:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		0.			
b	Prior years' undistributed income. Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					193,091.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
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	0.				
c	Excess from 2007					
d	Excess from 2008	0.				
e	Excess from 2009	0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

ATTACHMENT 13

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 14				
Total. . . . . ▶ 3a				253,001.
b *Approved for future payment*				
Total. . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	67,103.	
4 Dividends and interest from securities			14	53,050.	
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			14	629.	
8 Gain or (loss) from sales of assets other than inventory			18	-267,867.	
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)				-147,085.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -147,085.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee

Date: 28 October 2010

Title: President

Paid Preparer's Use Only

Preparer's signature: CPA

Date: 10.26.2010

Check if self-employed ☐

Preparer's identifying number (See Signature on page 30 of the instructions): P00038413

Firm's name (or yours if self-employed), address, and ZIP code:
HARDING AND HITTESDORF, P.C.
650 S. CHERRY STREET, #1050
DENVER, CO 80246

EIN ▶ 84-1079159

Phone no. 303-393-0888

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
CHARLES SCHWAB-#CY 9133-4855		64,605.	64,605.	64,605.
BACELINE NO DEBT REAL ESTATE		1.	1.	1.
PRIVATE INCOME PORTFOLIO III		2,497.	2,497.	2,497.
	TOTAL	67,103.	67,103.	67,103.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
CHARLES SCHWAB-#CY 9133-4855		52,515.	52,515.	52,515.
CHARLES SCHWAB-#CY-3119-5140		14.	14.	14.
PRIVATE EQUITY PORTFOLIO III		521.	521.	521.
	TOTAL	53,050.	53,050.	53,050.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORD INCOME (LOSS) FROM PEP III	-427.	-427.	-427.
ORDINCOME FROM BACELINE NO DEBT R.E. K-1			
RENTAL INC FROM BACELINE NO DEBT R.E.K-1	1,019.	1,019.	1,019.
OTHER INCOME FROM PEP III	23.	23.	23.
SEC 1256 CONTRACTS STRADDLES PEP III	1.	1.	1.
CANCELLATION OF DEBT PEP III	13.	13.	13.
TOTALS	629.	629.	629.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HARDING AND HITTESDORF	1,673.	1,673.	1,673.	0.
TOTALS	1,673.	1,673.	1,673.	0.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MANAGEMENT FEES	22,622.	22,622.	22,622.
TOTALS	22,622.	22,622.	22,622.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PEP III INTEREST		1,725.	1,725.	1,725.
	TOTALS	1,725.	1,725.	1,725.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES PAID		1,737.	1,737.	1,737.
	TOTALS	1,737.	1,737.	1,737.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PORTFOLIO EXPENSES-PEP, LLC		2,961.	2,961.	2,961.
MISCELLANEOUS		125.	125.	125.
	TOTALS	3,086.	3,086.	3,086.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHARLES SCHWAB INVESTMENTS	4,578,701.	4,494,735.
PRIVATE EQUITY PORTFOLIO FUND	136,806.	136,806.
BACELINE NO DEBT REAL ESTATE	32,525.	32,525.
LAZARD LTD	19,357.	19,357.
TOTALS	4,767,389.	4,683,423.

ATTACHMENT 10

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NONINCLUDABLE INCOME PER PEP III	22,441.
CHARLES SCHWAB NONDIV DIST BASIS	948.
TOTAL	23,389.

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
FEDERAL TAXES PAID	212.
BACELINE K-1 M-1 ITEMS	171.
PEP III M-1 ITEMS	1,177.
TOTAL	1,560.

JJP FAMILY FOUNDATION INC. 84-1517947

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,967.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					6.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					410.	
		SEE SCHWAB A/C 9133-4855 STMT ATTACHED					VAR	VAR
403,725.		522,876.					-119,151.	
		SEE SCHWAB A/C 9133-4855 STMT ATTACHED					VAR	VAR
1,248,188.		1,400,287.					-152,099.	
		CHARLES SCHWAB NONDIVIDEND DISTRIBUTION					VAR	VAR
948.		948.						
TOTAL GAIN(LOSS)							-267,867.	

JJP FAMILY FOUNDATION INC. 84-1517947

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JACK T. POTTLE 941 VINE STREET DENVER, CO 80209	PRESIDENT, TREASURER
JUDITH E. POTTLE 941 VINE STREET DENVER, CO 80209	VICE-PRESIDENT
ELIZABETH K. POTTLE 941 VINE STREET DENVER, CO 80209	SECRETARY
	GRAND TOTALS

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JACK T. POTTLE
JUDITH E. POTTLE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAPUCHIN PROVINCE OF MID-AMERICA 3553 SYANDOT ST. DENVER, CO 80211	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	15,000.
ARCHBISHOPS CATHOLIC APPEAL 1300 SOUTH STEELE STREET DENVER, CO 80210-2599	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	2,500.
COLORADO COLLEGE 14 EAST CACHE LA POUDRE ST. COLORADO SPRINGS, CO 80903-3298	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	60,000.
ALTERNATIVES PREGNANCY CENTER 1440 BLAKE STREET, SUITE 200 DENVER, CO 80202	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	10,000.
CATHOLIC FOUNDATION OF NORTHERN COLORADO 3801 E. FLORIDA AVE., SUITE 725 DENVER, CO 80210	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	20,000.
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22313	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
QUEEN OF PEACE CATHOLIC CHURCH 13120 E. KENTUCKY AVENUE AURORA, CO 80012	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	50,000.
LALMBA ASSOCIATION 7685 QUARTZ STREET ARVADA, CO 80007	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	25,000.
FRIENDS OF SAINT ANDREW 1525 DALLAS STREET AURORA, CO 80010	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	5,000.
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVE DENVER, CO 80239	NONE	GENERAL FUND OF CHARITY WITHOUT RESTRICTION	5,000.
CLL GLOBAL RESEARCH FOUNDATION P.O. BOX 301402; UNIT 428 HOUSTON, CO 77230	NONE	GENERAL FUND WITHOUT RESTRICTION	1,000.
AMERICAN FARMLAND TRUST 1200 18TH STREET SUITE 800 WASHINGTON, DC 20036	NONE	GENERAL FUND WITHOUT RESTRICTION	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AKILI DADA 2317 CASA BONA AVE BELMONT, CA 94002	NONE	GENERAL FUND WITHOUT RESTRICTION	1,000.
ESCUELA DE GUADALUPE 3401 PECOS STREET DENVER, CO 80211	NONE	GENERAL FUND WITHOUT RESTRICTION	50,000.
THE YOUNG AMERICANS 1128 OLYMPIC DRIVE CORONA, CA 92881	NONE	GENERAL FUND WITHOUT RESTRICTION	2,500.
PRIVATE EQUITY PORTFOLIO III K-1 100 FEDERAL STREET BOSTON, MA 02110	NONE	NO RESTRICTION	1.
		TOTAL CONTRIBUTIONS PAID	253,001.

March 1, 2010

Prepared by Sargent Bickham Lagudis

Realized Gains and Losses 2009 YTD
Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855
JJP Family Foundation
941 South Vine Street
Denver, CO 80209

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
AIG Preferred 7.7%	04/22/2008	07/29/2009	100	2,518	845		-1,673	-1,673
AIG Preferred 7.7%	04/22/2008	07/29/2009	200	5,036	1,690		-3,346	-3,346
AIG Preferred 7.7%	04/22/2008	07/29/2009	400	10,074	3,380		-6,694	-6,694
AIG Preferred 7.7%	04/22/2008	07/29/2009	1,300	32,732	10,985		-21,747	-21,747
			2,000	50,359	16,900		-33,459	-33,459
Brandywine Fund	08/13/2007	05/14/2009	1,809	69,900	33,827		-36,073	-36,073
Brandywine Fund	10/30/2007	05/14/2009	79	2,971	1,476		-1,495	-1,495
Brandywine Fund	10/30/2007	05/14/2009	133	5,019	2,493		-2,526	-2,526
Brandywine Fund	12/28/2007	05/14/2009	11	398	202		-196	-196
Brandywine Fund	12/28/2007	05/14/2009	33	1,232	625		-607	-607
Brandywine Fund	10/30/2008	05/14/2009	11	237	211	-25		-25
			2,077	79,756	38,835	-25	-40,896	-40,921
Burlington Northern	10/17/2008	11/09/2009	122	10,080	11,861		1,782	1,782
CGM Focus	05/07/2008	01/30/2009	2,155	121,750	53,891	-67,859		-67,859
CGM Focus	05/28/2008	01/30/2009	1,279	75,000	31,989	-43,011		-43,011
CGM Focus	12/31/2008	01/30/2009	28	756	700	-55		-55
			3,462	197,506	86,580	-110,925		-110,925
Charles Schwab	10/17/2008	04/23/2009	535	11,551	9,395	-2,156		-2,156
CIT Group 5.20% 11/	08/08/2006	07/10/2009	50,000	49,527	35,503		-14,025	-14,025
ConocoPhillips	12/23/2005	07/07/2009	356	21,006	14,078		-6,928	-6,928
ConocoPhillips	06/03/2008	07/07/2009	2	167	71		-96	-96
ConocoPhillips	09/03/2008	07/07/2009	2	168	84	-84		-84

Realized Gains and Losses 2009 YTD
Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
ConocoPhillips	12/02/2008	07/07/2009	3	152	121	-30		-30
			363	21,493	14,355	-115	-7,024	-7,138
ConocoPhillips	12/02/2008	07/08/2009	0	17	14	-3		-3
			363	21,510	14,368	-118	-7,024	-7,142
Costco	10/21/2008	12/07/2009	100	5,799	5,925		126	126
Costco	10/21/2008	12/07/2009	330	19,136	19,552		416	416
Costco	12/01/2008	12/07/2009	1	50	59		10	10
			431	24,984	25,536		552	552
Costco	12/01/2008	12/07/2009	0	19	23		4	4
			431	25,004	25,559		556	556
Covance Inc	10/21/2008	07/29/2009	100	7,415	5,066	-2,348		-2,348
Covance Inc	10/21/2008	07/29/2009	260	19,278	13,173	-6,105		-6,105
Covance Inc	10/31/2008	07/29/2009	250	12,016	12,666	650		650
			610	38,709	30,905	-7,804		-7,804
Exxon Mobil Corporat	06/29/2004	11/09/2009	105	4,688	7,647		2,959	2,959
Exxon Mobil Corporat	06/29/2004	11/09/2009	100	4,465	7,283		2,818	2,818
Exxon Mobil Corporat	06/29/2004	11/09/2009	100	4,465	7,283		2,818	2,818
			305	13,618	22,213		8,595	8,595
FHLMC 3.5% 10/23	08/26/2004	03/16/2009	100,000	625	0		-625	-625
FNMA 5.25% 7/14/15	08/31/2005	07/14/2009	125,000	125,016	125,000		-16	-16

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Goldman Sachs Local	04/22/2008	09/22/2009	6,772	67,748	59,951		-7,797	-7,797
Goldman Sachs Local	04/22/2008	12/01/2009	1,100	11,006	9,964		-1,041	-1,041
			7,872	78,753	69,915		-8,838	-8,838
Harbor International I	12/10/2007	01/29/2009	1,289	101,673	45,594		-56,079	-56,079
Harbor International I	12/19/2007	01/29/2009	14	972	498		-474	-474
Harbor International I	12/19/2007	01/29/2009	43	2,975	1,524		-1,451	-1,451
Harbor International I	12/19/2007	01/29/2009	109	7,549	3,867		-3,682	-3,682
Harbor International I	12/19/2008	01/29/2009	29	1,132	1,025	-107		-107
			1,485	114,300	52,507	-107	-61,686	-61,793
HSBC Finance Cp 5.3	08/08/2006	08/15/2009	50,000	50,000	50,000		0	0
iPath DJ-UBS Commo	07/26/2007	12/01/2009	200	10,215	8,313		-1,903	-1,903
iShares Barclays 1-3 Y	12/18/2008	12/01/2009	250	25,139	26,061	922		922
iShares Barclays Aggr	12/18/2008	12/01/2009	100	10,140	10,522	382		382
iShares Barclays Aggr	12/18/2008	12/01/2009	100	10,140	10,521	381		381
iShares Barclays Aggr	12/18/2008	12/01/2009	50	5,070	5,261	191		191
			250	25,350	26,304	954		954
iShares DJ US Healthc	08/11/2008	12/01/2009	300	20,390	18,920		-1,470	-1,470
Johnson & Johnson	01/26/2004	11/09/2009	500	25,020	30,250		5,230	5,230
Johnson & Johnson	11/09/2006	11/09/2009	300	20,143	18,150		-1,993	-1,993
Johnson & Johnson	06/11/2008	11/09/2009	6	368	339		-29	-29

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Johnson & Johnson	09/10/2008	11/09/2009	4	314	266		-49	-49
			810	45,845	49,005		3,160	3,160
Johnson & Johnson	09/10/2008	11/09/2009	1	56	48		-9	-9
			811	45,901	49,052		3,151	3,151
Leuthold Core Investm	12/23/2005	09/22/2009	1,248	21,660	19,951		-1,709	-1,709
Leuthold Core Investm	12/23/2005	11/09/2009	2,208	38,340	35,523		-2,817	-2,817
Leuthold Core Investm	12/28/2005	11/09/2009	15	267	249		-18	-18
Leuthold Core Investm	03/29/2006	11/09/2009	17	293	266		-27	-27
Leuthold Core Investm	06/27/2006	11/09/2009	23	400	370		-30	-30
Leuthold Core Investm	09/27/2006	11/09/2009	26	448	412		-36	-36
Leuthold Core Investm	11/29/2006	11/09/2009	1	20	17		-3	-3
Leuthold Core Investm	11/29/2006	11/09/2009	16	290	251		-40	-40
Leuthold Core Investm	11/29/2006	11/09/2009	18	329	285		-45	-45
Leuthold Core Investm	12/20/2006	11/09/2009	8	158	136		-22	-22
Leuthold Core Investm	03/28/2007	11/09/2009	10	182	155		-28	-28
Leuthold Core Investm	06/28/2007	11/09/2009	14	290	229		-61	-61
Leuthold Core Investm	09/26/2007	11/09/2009	19	402	306		-95	-95
Leuthold Core Investm	11/28/2007	11/09/2009	251	4,454	4,036		-418	-418
Leuthold Core Investm	11/28/2007	11/09/2009	515	9,138	8,281		-857	-857
Leuthold Core Investm	12/27/2007	11/09/2009	32	576	513		-64	-64
Leuthold Core Investm	03/27/2008	11/09/2009	12	215	197		-19	-19
Leuthold Core Investm	06/26/2008	11/09/2009	22	380	347		-33	-33
Leuthold Core Investm	09/25/2008	11/09/2009	14	216	218		2	2
Leuthold Core Investm	12/30/2008	11/09/2009	37	468	592	124		124
Leuthold Core Investm	03/26/2009	11/09/2009	8	104	134	30		30
Leuthold Core Investm	06/24/2009	11/09/2009	5	68	83	14		14

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Leuthold Core Investm	09/24/2009	11/09/2009	3	44	45	1		1
			3,273	57,083	52,643	169	-4,610	-4,441
			4,520	78,743	72,594	169	-6,319	-6,150
Leuthold Global I	07/16/2008	11/16/2009	5,230	50,548	49,951		-597	-597
Loomis Sayles Invest	11/09/2006	12/01/2009	8,729	100,000	103,052		3,052	3,052
Loomis Sayles Invest	12/01/2006	12/01/2009	38	434	443		10	10
Loomis Sayles Invest	12/29/2006	12/01/2009	91	1,034	1,077		43	43
Loomis Sayles Invest	02/01/2007	12/01/2009	38	431	451		20	20
Loomis Sayles Invest	03/01/2007	12/01/2009	36	417	430		13	13
Loomis Sayles Invest	04/02/2007	12/01/2009	37	424	440		15	15
Loomis Sayles Invest	05/01/2007	12/01/2009	37	431	441		10	10
Loomis Sayles Invest	06/01/2007	12/01/2009	37	425	437		12	12
Loomis Sayles Invest	07/02/2007	12/01/2009	38	435	449		14	14
Loomis Sayles Invest	08/01/2007	12/01/2009	39	445	460		15	15
Loomis Sayles Invest	09/04/2007	12/01/2009	39	444	456		12	12
Loomis Sayles Invest	10/01/2007	12/01/2009	39	463	466		3	3
Loomis Sayles Invest	11/01/2007	12/01/2009	38	459	453		-6	-6
Loomis Sayles Invest	12/03/2007	12/01/2009	38	455	449		-6	-6
Loomis Sayles Invest	12/28/2007	12/01/2009	82	965	971		6	6
Loomis Sayles Invest	02/01/2008	12/01/2009	39	469	465		-4	-4
Loomis Sayles Invest	03/03/2008	12/01/2009	36	422	422		0	0
Loomis Sayles Invest	04/01/2008	12/01/2009	37	425	431		6	6
Loomis Sayles Invest	05/01/2008	12/01/2009	40	470	470		0	0
Loomis Sayles Invest	06/02/2008	12/01/2009	42	487	491		4	4
Loomis Sayles Invest	07/01/2008	12/01/2009	47	535	551		16	16
Loomis Sayles Invest	08/01/2008	12/01/2009	49	556	579		23	23
Loomis Sayles Invest	09/02/2008	12/01/2009	49	559	584		26	26
Loomis Sayles Invest	10/01/2008	12/01/2009	50	522	588		67	67
Loomis Sayles Invest	11/03/2008	12/01/2009	60	559	710		151	151
Loomis Sayles Invest	12/01/2008	12/01/2009	61	569	716	147		147
Loomis Sayles Invest	12/29/2008	12/01/2009	20	193	235	42		42
Loomis Sayles Invest	12/29/2008	12/01/2009	54	522	635	113		113

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Loomis Sayles Invest	12/29/2008	12/01/2009	114	1,108	1,349	241		241
Loomis Sayles Invest	02/02/2009	12/01/2009	49	480	580	100		100
Loomis Sayles Invest	03/02/2009	12/01/2009	49	468	581	113		113
Loomis Sayles Invest	04/01/2009	12/01/2009	52	499	611	113		113
Loomis Sayles Invest	05/01/2009	12/01/2009	46	465	546	81		81
Loomis Sayles Invest	06/01/2009	12/01/2009	46	483	544	62		62
Loomis Sayles Invest	07/01/2009	12/01/2009	49	521	575	54		54
Loomis Sayles Invest	08/03/2009	12/01/2009	50	560	593	33		33
Loomis Sayles Invest	09/01/2009	12/01/2009	48	542	566	24		24
Loomis Sayles Invest	10/01/2009	12/01/2009	43	501	510	8		8
Loomis Sayles Invest	11/02/2009	12/01/2009	47	544	553	8		8
			10,534	119,718	124,359	1,139	3,502	4,641
Merger Fund	03/08/2004	09/22/2009	1,953	29,966	29,712		-254	-254
Merger Fund	12/28/2004	09/22/2009	0	7	6		0	0
Merger Fund	12/28/2004	09/22/2009	18	284	281		-3	-3
			1,972	30,257	30,000		-257	-257
Natixis Gateway Y	03/08/2004	11/09/2009	1,123	26,225	27,951		1,726	1,726
Oppenheimer Internati	04/22/2008	09/22/2009	7,680	51,450	49,951		-1,499	-1,499
Oppenheimer Internati	04/22/2008	12/01/2009	1,484	9,939	9,964		25	25
			9,164	61,389	59,915		-1,474	-1,474
Pepsico Inc.	01/26/2004	11/09/2009	100	4,155	6,183		2,028	2,028
Pepsico Inc.	01/26/2004	12/07/2009	300	12,465	19,246		6,781	6,781
Pepsico Inc.	11/09/2006	12/07/2009	300	18,946	19,246		301	301
Pepsico Inc.	07/01/2008	12/07/2009	5	298	297		0	0
Pepsico Inc.	10/01/2008	12/07/2009	3	239	216		-23	-23
			608	31,947	39,006		7,058	7,058

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Pepsico Inc.	10/01/2008	12/07/2009	1	60	55		-6	-6
			709	36,163	45,243		9,081	9,081
Pharmaceutical Prod	02/07/2006	05/07/2009	1,230	42,101	25,272		-16,828	-16,828
Pharmaceutical Prod	06/30/2008	05/07/2009	3	123	58	-65		-65
Pharmaceutical Prod	09/30/2008	05/07/2009	2	89	45	-44		-44
			1,235	42,313	25,375	-109	-16,828	-16,938
Pharmaceutical Prod	09/30/2008	05/08/2009	1	34	18	-16		-16
			1,236	42,347	25,393	-126	-16,828	-16,954
Pioneer Strategic Inco	06/12/2006	09/22/2009	2,950	30,329	29,951		-378	-378
Pioneer Strategic Inco	06/12/2006	11/16/2009	217	2,233	2,250		17	17
Pioneer Strategic Inco	06/30/2006	11/16/2009	15	154	157		3	3
Pioneer Strategic Inco	07/31/2006	11/16/2009	25	258	260		2	2
Pioneer Strategic Inco	08/23/2006	11/16/2009	3,875	40,000	40,156		156	156
Pioneer Strategic Inco	08/31/2006	11/16/2009	28	289	290		1	1
Pioneer Strategic Inco	09/29/2006	11/16/2009	42	431	432		0	0
Pioneer Strategic Inco	10/31/2006	11/16/2009	40	413	411		-2	-2
Pioneer Strategic Inco	11/30/2006	11/16/2009	37	392	386		-6	-6
Pioneer Strategic Inco	12/29/2006	11/16/2009	33	345	342		-3	-3
Pioneer Strategic Inco	01/31/2007	11/16/2009	27	277	275		-2	-2
Pioneer Strategic Inco	02/28/2007	11/16/2009	28	292	287		-5	-5
Pioneer Strategic Inco	03/30/2007	11/16/2009	28	293	289		-4	-4
Pioneer Strategic Inco	04/30/2007	11/16/2009	29	309	303		-6	-6
Pioneer Strategic Inco	05/31/2007	11/16/2009	31	325	322		-3	-3
Pioneer Strategic Inco	06/29/2007	11/16/2009	32	334	334		0	0
Pioneer Strategic Inco	07/31/2007	11/16/2009	34	350	351		1	1
Pioneer Strategic Inco	08/31/2007	11/16/2009	32	329	329		-1	-1
Pioneer Strategic Inco	09/28/2007	11/16/2009	32	331	327		-4	-4
Pioneer Strategic Inco	10/31/2007	11/16/2009	29	302	297		-5	-5
Pioneer Strategic Inco	11/29/2007	11/16/2009	2	23	23		-1	-1

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Pioneer Strategic Inco	11/29/2007	11/16/2009	14	149	145		-3	-3
Pioneer Strategic Inco	11/30/2007	11/16/2009	32	341	334		-7	-7
Pioneer Strategic Inco	12/31/2007	11/16/2009	70	735	727		-8	-8
Pioneer Strategic Inco	01/31/2008	11/16/2009	34	362	356		-6	-6
Pioneer Strategic Inco	02/29/2008	11/16/2009	34	356	352		-4	-4
Pioneer Strategic Inco	03/31/2008	11/16/2009	35	365	362		-2	-2
Pioneer Strategic Inco	04/30/2008	11/16/2009	35	367	361		-6	-6
Pioneer Strategic Inco	05/30/2008	11/16/2009	36	376	372		-4	-4
Pioneer Strategic Inco	06/30/2008	11/16/2009	37	386	386		1	1
Pioneer Strategic Inco	07/31/2008	11/16/2009	39	396	401		5	5
Pioneer Strategic Inco	08/29/2008	11/16/2009	40	413	419		6	6
Pioneer Strategic Inco	09/30/2008	11/16/2009	42	415	440		25	25
Pioneer Strategic Inco	10/31/2008	11/16/2009	47	418	492		74	74
Pioneer Strategic Inco	11/26/2008	11/16/2009	44	375	457	82		82
Pioneer Strategic Inco	11/26/2008	11/16/2009	70	593	722	129		129
Pioneer Strategic Inco	11/28/2008	11/16/2009	53	453	552	99		99
Pioneer Strategic Inco	12/31/2008	11/16/2009	192	1,625	1,989	364		364
Pioneer Strategic Inco	01/30/2009	11/16/2009	44	380	456	76		76
Pioneer Strategic Inco	02/27/2009	11/16/2009	53	450	549	99		99
Pioneer Strategic Inco	03/31/2009	11/16/2009	53	452	551	99		99
Pioneer Strategic Inco	04/30/2009	11/16/2009	54	481	564	83		83
Pioneer Strategic Inco	05/29/2009	11/16/2009	51	467	523	57		57
Pioneer Strategic Inco	06/30/2009	11/16/2009	48	452	496	44		44
Pioneer Strategic Inco	07/31/2009	11/16/2009	12	121	128	7		7
Pioneer Strategic Inco	08/31/2009	11/16/2009	47	471	490	19		19
Pioneer Strategic Inco	09/30/2009	11/16/2009	41	416	421	5		5
Pioneer Strategic Inco	10/30/2009	11/16/2009	29	294	295	2		2
			5,903	59,787	61,162	1,165	210	1,375
			8,853	90,116	91,113	1,165	-168	997
Procter & Gamble	01/26/2004	11/09/2009	100	3,557	6,153		2,596	2,596
Schein Henry Inc	04/26/2006	11/09/2009	65	3,047	3,318		271	271

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #. 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Schein Henry Inc	04/26/2006	12/01/2009	200	9,377	9,980		604	604
Schein Henry Inc	04/26/2006	12/01/2009	5	234	250		15	15
Schein Henry Inc	04/26/2006	12/01/2009	95	4,454	4,741		287	287
			100	4,688	4,990		302	302
Schein Henry Inc	04/26/2006	12/01/2009	200	9,377	9,980		604	604
			565	26,489	28,269		1,780	1,780
SPDR Gold Trust ETF	08/23/2006	09/22/2009	590	36,860	58,754		21,894	21,894
SPDR Gold Trust ETF	08/23/2006	12/01/2009	60	3,748	7,025		3,277	3,277
SPDR Gold Trust ETF	11/29/2006	12/01/2009	40	2,528	4,684		2,156	2,156
			100	6,276	11,709		5,433	5,433
			690	43,136	70,463		27,327	27,327
SPDR S&P China ET	07/07/2009	07/29/2009	90	5,355	5,931	576		576
Stryker	04/26/2006	05/19/2009	600	26,984	23,616		-3,368	-3,368
Stryker	04/26/2006	05/19/2009	175	7,870	6,888		-982	-982
			775	34,854	30,504		-4,350	-4,350
Target	01/26/2004	01/06/2009	800	22,214	30,143		7,929	7,929
Target	06/11/2008	01/06/2009	2	112	80	-32		-32
Target	09/11/2008	01/06/2009	2	105	71	-34		-34
			804	22,431	30,294	-66	7,929	7,863

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Target	09/11/2008	01/07/2009	0	23	16	-7		-7
			804	22,454	30,310	-74	7,929	7,856
TFS Market Neutral F	07/30/2008	12/01/2009	785	11,705	11,957		252	252
Toro Company	12/23/2005	03/25/2009	1,000	44,890	24,450		-20,440	-20,440
Toro Company	07/14/2008	03/25/2009	5	150	119	-31		-31
Toro Company	10/20/2008	03/25/2009	4	135	101	-34		-34
			1,009	45,175	24,670	-65	-20,440	-20,504
Toro Company	10/20/2008	03/26/2009	0	16	12	-4		-4
			1,009	45,191	24,682	-69	-20,440	-20,508
Tortoise Energy Infras	05/19/2008	01/29/2009	1,500	47,953	31,217	-16,737		-16,737
Tortoise Energy Infras	09/03/2008	01/29/2009	28	840	584	-256		-256
Tortoise Energy Infras	12/01/2008	01/29/2009	49	847	1,019	172		172
			1,577	49,640	32,819	-16,822		-16,822
Tortoise Energy Infras	12/01/2008	01/30/2009	0	9	10	1		1
			1,577	49,649	32,829	-16,820		-16,820
Transamerica Premier	05/14/2009	09/17/2009	9,285	100,000	126,555	26,555		26,555
Wells Fargo Pfd 7.875	05/23/2008	04/03/2009	275	7,147	5,438	-1,709		-1,709
Wells Fargo Pfd 7.875	05/23/2008	04/03/2009	625	16,231	12,359	-3,872		-3,872

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Wells Fargo Pfd 7.875	05/23/2008	04/03/2009	1,100	28,579	21,752	-6,827		-6,827
			2,000	51,956	39,548	-12,408		-12,408
Short-Term Gains				522,876	403,725	-119,151		
Long-Term Gains				1,400,287	1,248,188		-152,099	
Total (Sales)				1,923,163	1,651,913	-119,151	-152,099	-271,250
Total Gains						**-119,151**	**-152,099**	**-271,250**

NOTES:

1. Please remember to contact Sargent Bickham Lagudis if there are any changes in your personal/financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services. Please also advise us if you would like to impose, add, or to modify any reasonable restrictions to our investment advisory services. A copy of our current written disclosure statement discussing our advisory services and fees continues to remain available for your review upon request.

2. Portfolio returns are net of management fees if fees are withdrawn from account(s). Returns include changes in values of bonds. If bonds are held to maturity, then interim value changes are less important.

3. Returns are unaudited but believed to be accurate.

4. Sargent Bickham Lagudis LLC succeeded registration as Sargent & Company, effective March 8, 1999.

5. "Cash Invested" represents purchases minus sales, if any, and does not include reinvested dividends. It is not your tax basis and should not be used for that purpose.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust JJP FAMILY FOUNDATION INC.
C/O HARDING AND HITTESDORF, P.C.

Employer identification number
84-1517947

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

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

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-119,151.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	2,967.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-116,184.

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

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-152,099.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	6.
9	Capital gain distributions	9	410.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-151,683.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2009**

JSA
9F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-116,184.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-151,683.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-267,867.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2009

Name of estate or trust
JJP FAMILY FOUNDATION INC.

Employer Identification number
84-1517947

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE SCHWAB A/C 9133-4855 STMT ATTACHED	VAR	VAR	403,725.	522,876.	-119,151.
CHARLES SCHWAB NONDIVIDEND DISTRIBUTION	VAR	VAR	948.	948.	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -119,151.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

JSA
9F1221 4 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE SCHWAB A/C 9133-4855 STMT ATTACHED	VAR	VAR	1,248,188.	1,400,287.	-152,099.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -152,099.

March 1, 2010

Prepared by Sargent Bickham Lagudis

Realized Gains and Losses 2009 YTD
Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855
JJP Family Foundation
941 South Vine Street
Denver, CO 80209

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
AIG Preferred 7.7%	04/22/2008	07/29/2009	100	2,518	845		-1,673	-1,673
AIG Preferred 7.7%	04/22/2008	07/29/2009	200	5,036	1,690		-3,346	-3,346
AIG Preferred 7.7%	04/22/2008	07/29/2009	400	10,074	3,380		-6,694	-6,694
AIG Preferred 7.7%	04/22/2008	07/29/2009	1,300	32,732	10,985		-21,747	-21,747
			2,000	50,359	16,900		-33,459	-33,459
Brandywine Fund	08/13/2007	05/14/2009	1,809	69,900	33,827		-36,073	-36,073
Brandywine Fund	10/30/2007	05/14/2009	79	2,971	1,476		-1,495	-1,495
Brandywine Fund	10/30/2007	05/14/2009	133	5,019	2,493		-2,526	-2,526
Brandywine Fund	12/28/2007	05/14/2009	11	398	202		-196	-196
Brandywine Fund	12/28/2007	05/14/2009	33	1,232	625		-607	-607
Brandywine Fund	10/30/2008	05/14/2009	11	237	211	-25		-25
			2,077	79,756	38,835	-25	-40,896	-40,921
Burlington Northern	10/17/2008	11/09/2009	122	10,080	11,861		1,782	1,782
CGM Focus	05/07/2008	01/30/2009	2,155	121,750	53,891	-67,859		-67,859
CGM Focus	05/28/2008	01/30/2009	1,279	75,000	31,989	-43,011		-43,011
CGM Focus	12/31/2008	01/30/2009	28	756	700	-55		-55
			3,462	197,506	86,580	-110,925		-110,925
Charles Schwab	10/17/2008	04/23/2009	535	11,551	9,395	-2,156		-2,156
CIT Group 5.20% 11/	08/08/2006	07/10/2009	50,000	49,527	35,503		-14,025	-14,025
ConocoPhillips	12/23/2005	07/07/2009	356	21,006	14,078		-6,928	-6,928
ConocoPhillips	06/03/2008	07/07/2009	2	167	71		-96	-96
ConocoPhillips	09/03/2008	07/07/2009	2	168	84	-84		-84

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
ConocoPhillips	12/02/2008	07/07/2009	3	152	121	-30		-30
			363	21,493	14,355	-115	-7,024	-7,138
ConocoPhillips	12/02/2008	07/08/2009	0	17	14	-3		-3
			363	21,510	14,368	-118	-7,024	-7,142
Costco	10/21/2008	12/07/2009	100	5,799	5,925		126	126
Costco	10/21/2008	12/07/2009	330	19,136	19,552		416	416
Costco	12/01/2008	12/07/2009	1	50	59		10	10
			431	24,984	25,536		552	552
Costco	12/01/2008	12/07/2009	0	19	23		4	4
			431	25,004	25,559		556	556
Covance Inc	10/21/2008	07/29/2009	100	7,415	5,066	-2,348		-2,348
Covance Inc	10/21/2008	07/29/2009	260	19,278	13,173	-6,105		-6,105
Covance Inc	10/31/2008	07/29/2009	250	12,016	12,666	650		650
			610	38,709	30,905	-7,804		-7,804
Exxon Mobil Corporat	06/29/2004	11/09/2009	105	4,688	7,647		2,959	2,959
Exxon Mobil Corporat	06/29/2004	11/09/2009	100	4,465	7,283		2,818	2,818
Exxon Mobil Corporat	06/29/2004	11/09/2009	100	4,465	7,283		2,818	2,818
			305	13,618	22,213		8,595	8,595
FHLMC 3.5% 10/23	08/26/2004	03/16/2009	100,000	625	0		-625	-625
FNMA 5.25% 7/14/15	08/31/2005	07/14/2009	125,000	125,016	125,000		-16	-16

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Goldman Sachs Local	04/22/2008	09/22/2009	6,772	67,748	59,951		-7,797	-7,797
Goldman Sachs Local	04/22/2008	12/01/2009	1,100	11,006	9,964		-1,041	-1,041
			7,872	78,753	69,915		-8,838	-8,838
Harbor International I	12/10/2007	01/29/2009	1,289	101,673	45,594		-56,079	-56,079
Harbor International I	12/19/2007	01/29/2009	14	972	498		-474	-474
Harbor International I	12/19/2007	01/29/2009	43	2,975	1,524		-1,451	-1,451
Harbor International I	12/19/2007	01/29/2009	109	7,549	3,867		-3,682	-3,682
Harbor International I	12/19/2008	01/29/2009	29	1,132	1,025	-107		-107
			1,485	114,300	52,507	-107	-61,686	-61,793
HSBC Finance Cp 5.3	08/08/2006	08/15/2009	50,000	50,000	50,000		0	0
iPath DJ-UBS Commo	07/26/2007	12/01/2009	200	10,215	8,313		-1,903	-1,903
iShares Barclays 1-3 Y	12/18/2008	12/01/2009	250	25,139	26,061	922		922
iShares Barclays Aggr	12/18/2008	12/01/2009	100	10,140	10,522	382		382
iShares Barclays Aggr	12/18/2008	12/01/2009	100	10,140	10,521	381		381
iShares Barclays Aggr	12/18/2008	12/01/2009	50	5,070	5,261	191		191
			250	25,350	26,304	954		954
iShares DJ US Healthc	08/11/2008	12/01/2009	300	20,390	18,920		-1,470	-1,470
Johnson & Johnson	01/26/2004	11/09/2009	500	25,020	30,250		5,230	5,230
Johnson & Johnson	11/09/2006	11/09/2009	300	20,143	18,150		-1,993	-1,993
Johnson & Johnson	06/11/2008	11/09/2009	6	368	339		-29	-29

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Johnson & Johnson	09/10/2008	11/09/2009	4	314	266		-49	-49
			810	45,845	49,005		3,160	3,160
Johnson & Johnson	09/10/2008	11/09/2009	1	56	48		-9	-9
			811	45,901	49,052		3,151	3,151
Leuthold Core Investm	12/23/2005	09/22/2009	1,248	21,660	19,951		-1,709	-1,709
Leuthold Core Investm	12/23/2005	11/09/2009	2,208	38,340	35,523		-2,817	-2,817
Leuthold Core Investm	12/28/2005	11/09/2009	15	267	249		-18	-18
Leuthold Core Investm	03/29/2006	11/09/2009	17	293	266		-27	-27
Leuthold Core Investm	06/27/2006	11/09/2009	23	400	370		-30	-30
Leuthold Core Investm	09/27/2006	11/09/2009	26	448	412		-36	-36
Leuthold Core Investm	11/29/2006	11/09/2009	1	20	17		-3	-3
Leuthold Core Investm	11/29/2006	11/09/2009	16	290	251		-40	-40
Leuthold Core Investm	11/29/2006	11/09/2009	18	329	285		-45	-45
Leuthold Core Investm	12/20/2006	11/09/2009	8	158	136		-22	-22
Leuthold Core Investm	03/28/2007	11/09/2009	10	182	155		-28	-28
Leuthold Core Investm	06/28/2007	11/09/2009	14	290	229		-61	-61
Leuthold Core Investm	09/26/2007	11/09/2009	19	402	306		-95	-95
Leuthold Core Investm	11/28/2007	11/09/2009	251	4,454	4,036		-418	-418
Leuthold Core Investm	11/28/2007	11/09/2009	515	9,138	8,281		-857	-857
Leuthold Core Investm	12/27/2007	11/09/2009	32	576	513		-64	-64
Leuthold Core Investm	03/27/2008	11/09/2009	12	215	197		-19	-19
Leuthold Core Investm	06/26/2008	11/09/2009	22	380	347		-33	-33
Leuthold Core Investm	09/25/2008	11/09/2009	14	216	218		2	2
Leuthold Core Investm	12/30/2008	11/09/2009	37	468	592	124		124
Leuthold Core Investm	03/26/2009	11/09/2009	8	104	134	30		30
Leuthold Core Investm	06/24/2009	11/09/2009	5	68	83	14		14

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Leuthold Core Investm	09/24/2009	11/09/2009	3	44	45	1		1
			3,273	57,083	52,643	169	-4,610	-4,441
			4,520	78,743	72,594	169	-6,319	-6,150
Leuthold Global I	07/16/2008	11/16/2009	5,230	50,548	49,951		-597	-597
Loomis Sayles Invest	11/09/2006	12/01/2009	8,729	100,000	103,052		3,052	3,052
Loomis Sayles Invest	12/01/2006	12/01/2009	38	434	443		10	10
Loomis Sayles Invest	12/29/2006	12/01/2009	91	1,034	1,077		43	43
Loomis Sayles Invest	02/01/2007	12/01/2009	38	431	451		20	20
Loomis Sayles Invest	03/01/2007	12/01/2009	36	417	430		13	13
Loomis Sayles Invest	04/02/2007	12/01/2009	37	424	440		15	15
Loomis Sayles Invest	05/01/2007	12/01/2009	37	431	441		10	10
Loomis Sayles Invest	06/01/2007	12/01/2009	37	425	437		12	12
Loomis Sayles Invest	07/02/2007	12/01/2009	38	435	449		14	14
Loomis Sayles Invest	08/01/2007	12/01/2009	39	445	460		15	15
Loomis Sayles Invest	09/04/2007	12/01/2009	39	444	456		12	12
Loomis Sayles Invest	10/01/2007	12/01/2009	39	463	466		3	3
Loomis Sayles Invest	11/01/2007	12/01/2009	38	459	453		-6	-6
Loomis Sayles Invest	12/03/2007	12/01/2009	38	455	449		-6	-6
Loomis Sayles Invest	12/28/2007	12/01/2009	82	965	971		6	6
Loomis Sayles Invest	02/01/2008	12/01/2009	39	469	465		-4	-4
Loomis Sayles Invest	03/03/2008	12/01/2009	36	422	422		0	0
Loomis Sayles Invest	04/01/2008	12/01/2009	37	425	431		6	6
Loomis Sayles Invest	05/01/2008	12/01/2009	40	470	470		0	0
Loomis Sayles Invest	06/02/2008	12/01/2009	42	487	491		4	4
Loomis Sayles Invest	07/01/2008	12/01/2009	47	535	551		16	16
Loomis Sayles Invest	08/01/2008	12/01/2009	49	556	579		23	23
Loomis Sayles Invest	09/02/2008	12/01/2009	49	559	584		26	26
Loomis Sayles Invest	10/01/2008	12/01/2009	50	522	588		67	67
Loomis Sayles Invest	11/03/2008	12/01/2009	60	559	710		151	151
Loomis Sayles Invest	12/01/2008	12/01/2009	61	569	716	147		147
Loomis Sayles Invest	12/29/2008	12/01/2009	20	193	235	42		42
Loomis Sayles Invest	12/29/2008	12/01/2009	54	522	635	113		113

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Loomis Sayles Invest	12/29/2008	12/01/2009	114	1,108	1,349	241		241
Loomis Sayles Invest	02/02/2009	12/01/2009	49	480	580	100		100
Loomis Sayles Invest	03/02/2009	12/01/2009	49	468	581	113		113
Loomis Sayles Invest	04/01/2009	12/01/2009	52	499	611	113		113
Loomis Sayles Invest	05/01/2009	12/01/2009	46	465	546	81		81
Loomis Sayles Invest	06/01/2009	12/01/2009	46	483	544	62		62
Loomis Sayles Invest	07/01/2009	12/01/2009	49	521	575	54		54
Loomis Sayles Invest	08/03/2009	12/01/2009	50	560	593	33		33
Loomis Sayles Invest	09/01/2009	12/01/2009	48	542	566	24		24
Loomis Sayles Invest	10/01/2009	12/01/2009	43	501	510	8		8
Loomis Sayles Invest	11/02/2009	12/01/2009	47	544	553	8		8
			10,534	119,718	124,359	1,139	3,502	4,641
Merger Fund	03/08/2004	09/22/2009	1,953	29,966	29,712		-254	-254
Merger Fund	12/28/2004	09/22/2009	0	7	6		0	0
Merger Fund	12/28/2004	09/22/2009	18	284	281		-3	-3
			1,972	30,257	30,000		-257	-257
Natixis Gateway Y	03/08/2004	11/09/2009	1,123	26,225	27,951		1,726	1,726
Oppenheimer Internati	04/22/2008	09/22/2009	7,680	51,450	49,951		-1,499	-1,499
Oppenheimer Internati	04/22/2008	12/01/2009	1,484	9,939	9,964		25	25
			9,164	61,389	59,915		-1,474	-1,474
Pepsico Inc.	01/26/2004	11/09/2009	100	4,155	6,183		2,028	2,028
Pepsico Inc.	01/26/2004	12/07/2009	300	12,465	19,246		6,781	6,781
Pepsico Inc.	11/09/2006	12/07/2009	300	18,946	19,246		301	301
Pepsico Inc.	07/01/2008	12/07/2009	5	298	297		0	0
Pepsico Inc.	10/01/2008	12/07/2009	3	239	216		-23	-23
			608	31,947	39,006		7,058	7,058

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Pepsico Inc.	10/01/2008	12/07/2009	1	60	55		-6	-6
			709	36,163	45,243		9,081	9,081
Pharmaceutical Prod	02/07/2006	05/07/2009	1,230	42,101	25,272		-16,828	-16,828
Pharmaceutical Prod	06/30/2008	05/07/2009	3	123	58	-65		-65
Pharmaceutical Prod	09/30/2008	05/07/2009	2	89	45	-44		-44
			1,235	42,313	25,375	-109	-16,828	-16,938
Pharmaceutical Prod	09/30/2008	05/08/2009	1	34	18	-16		-16
			1,236	42,347	25,393	-126	-16,828	-16,954
Pioneer Strategic Inco	06/12/2006	09/22/2009	2,950	30,329	29,951		-378	-378
Pioneer Strategic Inco	06/12/2006	11/16/2009	217	2,233	2,250		17	17
Pioneer Strategic Inco	06/30/2006	11/16/2009	15	154	157		3	3
Pioneer Strategic Inco	07/31/2006	11/16/2009	25	258	260		2	2
Pioneer Strategic Inco	08/23/2006	11/16/2009	3,875	40,000	40,156		156	156
Pioneer Strategic Inco	08/31/2006	11/16/2009	28	289	290		1	1
Pioneer Strategic Inco	09/29/2006	11/16/2009	42	431	432		0	0
Pioneer Strategic Inco	10/31/2006	11/16/2009	40	413	411		-2	-2
Pioneer Strategic Inco	11/30/2006	11/16/2009	37	392	386		-6	-6
Pioneer Strategic Inco	12/29/2006	11/16/2009	33	345	342		-3	-3
Pioneer Strategic Inco	01/31/2007	11/16/2009	27	277	275		-2	-2
Pioneer Strategic Inco	02/28/2007	11/16/2009	28	292	287		-5	-5
Pioneer Strategic Inco	03/30/2007	11/16/2009	28	293	289		-4	-4
Pioneer Strategic Inco	04/30/2007	11/16/2009	29	309	303		-6	-6
Pioneer Strategic Inco	05/31/2007	11/16/2009	31	325	322		-3	-3
Pioneer Strategic Inco	06/29/2007	11/16/2009	32	334	334		0	0
Pioneer Strategic Inco	07/31/2007	11/16/2009	34	350	351		1	1
Pioneer Strategic Inco	08/31/2007	11/16/2009	32	329	329		-1	-1
Pioneer Strategic Inco	09/28/2007	11/16/2009	32	331	327		-4	-4
Pioneer Strategic Inco	10/31/2007	11/16/2009	29	302	297		-5	-5
Pioneer Strategic Inco	11/29/2007	11/16/2009	2	23	23		-1	-1

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Pioneer Strategic Inco	11/29/2007	11/16/2009	14	149	145		-3	-3
Pioneer Strategic Inco	11/30/2007	11/16/2009	32	341	334		-7	-7
Pioneer Strategic Inco	12/31/2007	11/16/2009	70	735	727		-8	-8
Pioneer Strategic Inco	01/31/2008	11/16/2009	34	362	356		-6	-6
Pioneer Strategic Inco	02/29/2008	11/16/2009	34	356	352		-4	-4
Pioneer Strategic Inco	03/31/2008	11/16/2009	35	365	362		-2	-2
Pioneer Strategic Inco	04/30/2008	11/16/2009	35	367	361		-6	-6
Pioneer Strategic Inco	05/30/2008	11/16/2009	36	376	372		-4	-4
Pioneer Strategic Inco	06/30/2008	11/16/2009	37	386	386		1	1
Pioneer Strategic Inco	07/31/2008	11/16/2009	39	396	401		5	5
Pioneer Strategic Inco	08/29/2008	11/16/2009	40	413	419		6	6
Pioneer Strategic Inco	09/30/2008	11/16/2009	42	415	440		25	25
Pioneer Strategic Inco	10/31/2008	11/16/2009	47	418	492		74	74
Pioneer Strategic Inco	11/26/2008	11/16/2009	44	375	457	82		82
Pioneer Strategic Inco	11/26/2008	11/16/2009	70	593	722	129		129
Pioneer Strategic Inco	11/28/2008	11/16/2009	53	453	552	99		99
Pioneer Strategic Inco	12/31/2008	11/16/2009	192	1,625	1,989	364		364
Pioneer Strategic Inco	01/30/2009	11/16/2009	44	380	456	76		76
Pioneer Strategic Inco	02/27/2009	11/16/2009	53	450	549	99		99
Pioneer Strategic Inco	03/31/2009	11/16/2009	53	452	551	99		99
Pioneer Strategic Inco	04/30/2009	11/16/2009	54	481	564	83		83
Pioneer Strategic Inco	05/29/2009	11/16/2009	51	467	523	57		57
Pioneer Strategic Inco	06/30/2009	11/16/2009	48	452	496	44		44
Pioneer Strategic Inco	07/31/2009	11/16/2009	12	121	128	7		7
Pioneer Strategic Inco	08/31/2009	11/16/2009	47	471	490	19		19
Pioneer Strategic Inco	09/30/2009	11/16/2009	41	416	421	5		5
Pioneer Strategic Inco	10/30/2009	11/16/2009	29	294	295	2		2
			5,903	59,787	61,162	1,165	210	1,375
			8,853	90,116	91,113	1,165	-168	997
Procter & Gamble	01/26/2004	11/09/2009	100	3,557	6,153		2,596	2,596
Schein Henry Inc	04/26/2006	11/09/2009	65	3,047	3,318		271	271

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account Investment Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Schein Henry Inc	04/26/2006	12/01/2009	200	9,377	9,980		604	604
Schein Henry Inc	04/26/2006	12/01/2009	5	234	250		15	15
Schein Henry Inc	04/26/2006	12/01/2009	95	4,454	4,741		287	287
			100	4,688	4,990		302	302
Schein Henry Inc	04/26/2006	12/01/2009	200	9,377	9,980		604	604
			565	26,489	28,269		1,780	1,780
SPDR Gold Trust ETF	08/23/2006	09/22/2009	590	36,860	58,754		21,894	21,894
SPDR Gold Trust ETF	08/23/2006	12/01/2009	60	3,748	7,025		3,277	3,277
SPDR Gold Trust ETF	11/29/2006	12/01/2009	40	2,528	4,684		2,156	2,156
			100	6,276	11,709		5,433	5,433
			690	43,136	70,463		27,327	27,327
SPDR S&P China ET	07/07/2009	07/29/2009	90	5,355	5,931	576		576
Stryker	04/26/2006	05/19/2009	600	26,984	23,616		-3,368	-3,368
Stryker	04/26/2006	05/19/2009	175	7,870	6,888		-982	-982
			775	34,854	30,504		-4,350	-4,350
Target	01/26/2004	01/06/2009	800	22,214	30,143		7,929	7,929
Target	06/11/2008	01/06/2009	2	112	80	-32		-32
Target	09/11/2008	01/06/2009	2	105	71	-34		-34
			804	22,431	30,294	-66	7,929	7,863

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Target	09/11/2008	01/07/2009	0	23	16	-7		-7
			804	22,454	30,310	-74	7,929	7,856
TFS Market Neutral F	07/30/2008	12/01/2009	785	11,705	11,957		252	252
Toro Company	12/23/2005	03/25/2009	1,000	44,890	24,450		-20,440	-20,440
Toro Company	07/14/2008	03/25/2009	5	150	119	-31		-31
Toro Company	10/20/2008	03/25/2009	4	135	101	-34		-34
			1,009	45,175	24,670	-65	-20,440	-20,504
Toro Company	10/20/2008	03/26/2009	0	16	12	-4		-4
			1,009	45,191	24,682	-69	-20,440	-20,508
Tortoise Energy Infras	05/19/2008	01/29/2009	1,500	47,953	31,217	-16,737		-16,737
Tortoise Energy Infras	09/03/2008	01/29/2009	28	840	584	-256		-256
Tortoise Energy Infras	12/01/2008	01/29/2009	49	847	1,019	172		172
			1,577	49,640	32,819	-16,822		-16,822
Tortoise Energy Infras	12/01/2008	01/30/2009	0	9	10	1		1
			1,577	49,649	32,829	-16,820		-16,820
Transamerica Premier	05/14/2009	09/17/2009	9,285	100,000	126,555	26,555		26,555
Wells Fargo Pfd 7.875	05/23/2008	04/03/2009	275	7,147	5,438	-1,709		-1,709
Wells Fargo Pfd 7.875	05/23/2008	04/03/2009	625	16,231	12,359	-3,872		-3,872

Realized Gains and Losses 2009 YTD

Fiscal Year Ending 12/31/2009

Jack Pottle - Investment account   Investment   Acct #: 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Wells Fargo Pfd 7.875	05/23/2008	04/03/2009	1,100	28,579	21,752	-6,827		-6,827
			2,000	51,956	39,548	-12,408		-12,408
Short-Term Gains				522,876	403,725	-119,151		
Long-Term Gains				1,400,287	1,248,188		-152,099	
Total (Sales)				1,923,163	1,651,913	-119,151	-152,099	-271,250
Total Gains						-119,151	-152,099	-271,250

NOTES:

1. Please remember to contact Sargent Bickham Lagudis if there are any changes in your personal/financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services. Please also advise us if you would like to impose, add, or to modify any reasonable restrictions to our investment advisory services. A copy of our current written disclosure statement discussing our advisory services and fees continues to remain available for your review upon request.

2. Portfolio returns are net of management fees if fees are withdrawn from account(s). Returns include changes in values of bonds. If bonds are held to maturity, then interim value changes are less important.

3. Returns are unaudited but believed to be accurate.

4. Sargent Bickham Lagudis LLC succeeded registration as Sargent & Company, effective March 8, 1999.

5. "Cash Invested" represents purchases minus sales, if any, and does not include reinvested dividends. It is not your tax basis and should not be used for that purpose.