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# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

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

SHOUP FOUNDATION

R79250008 / 1013000410

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

Room/suite

C/O JPMORGAN CHASE BANK, NA; P.O. BOX 3038

City or town, state, and ZIP code

MILWAUKEE, WI 53201

A Employer identification number

84-6100815

B Telephone number

(414) 977-1210

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

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)

▶ \$ 528,741. (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))

(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

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a

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)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

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

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

N/A

146.

146.

11,622.

11,622.

&lt;44,204.&gt;

194,352.

0.

1,173.

1,173.

&lt;31,263.&gt;

12,941.

8,136.

6,102.

2,034.

825.

0.

825.

589.

589.

0.

9,550.

6,691.

2,859.

30,250.

30,250.

39,800.

6,691.

33,109.

&lt;71,063.&gt;

6,250.

N/A

923501  
02-02-10

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

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		97.	46,998.	46,998.			
	2	Savings and temporary cash investments		59,021.	24,056.	24,056.			
	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							
	b	Investments - corporate stock STMT 7	351,365.	286,993.	288,245.				
	c	Investments - corporate bonds STMT 8	174,241.	155,563.	164,230.				
11	Investments - land, buildings, and equipment basis ▶								
	Less: accumulated depreciation ▶								
12	Investments - mortgage loans								
13	Investments - other								
14	Land, buildings, and equipment basis ▶								
	Less: accumulated depreciation ▶								
15	Other assets (describe ▶ MINERAL ASSETS )	4.	4.	5,212.					
16	Total assets (to be completed by all filers)	584,728.	513,614.	528,741.					
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 ▶ )							
	23	Total liabilities (add lines 17 through 22)	0.	0.					
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	584,728.	513,614.					
	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	584,728.	513,614.						
31	Total liabilities and net assets/fund balances	584,728.	513,614.						

**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	584,728.
2 Enter amount from Part I, line 27a	2	<71,063.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	513,665.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	51.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	513,614.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a SALES IN ACCOUNT</b>			
<b>b LONG TERM CAPITAL GAIN DIVIDENDS-THIRD PARTY</b>	P		
<b>c CAPITAL GAINS DIVIDENDS</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 193,658.		238,556.	<44,898.>
<b>b</b> 28.			28.
<b>c</b> 666.			666.
<b>d</b>			
<b>e</b>			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			<44,898.>
<b>b</b>			28.
<b>c</b>			666.
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;"> <b>2</b> &lt;44,204.&gt; </div> </div>
<b>3</b> 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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;">           If gain, also enter in Part I, line 8            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;"> <b>3</b> N/A </div> </div>

**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	32,178.	574,869.	.055974
2007	31,633.	638,102.	.049574
2006	28,990.	641,801.	.045170
2005	24,506.	612,175.	.040031
2004	10,846.	608,174.	.017834

<b>2</b> Total of line 1, column (d)	<b>2</b> .208583
<b>3</b> 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	<b>3</b> .041717
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b> 488,716.
<b>5</b> Multiply line 4 by line 3	<b>5</b> 20,388.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b> 63.
<b>7</b> Add lines 5 and 6	<b>7</b> 20,451.
<b>8</b> Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b> 33,109.

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**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	63.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	63.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	63.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	166.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6d	
b Exempt foreign organizations - tax withheld at source		7	166.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	103.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>			
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>			
11 Enter the amount of line 10 to be <b>Credited to 2010 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11

At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

11

X

12

Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?

12

X

13

Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

13

X

Website address ▶

N/A

14

The books are in care of ▶

JPMORGAN CHASE BANK, N.A.

Telephone no ▶

(719) 227-6439

Located at ▶

402 N. TEJON ST., COLORADO SPRINGS, CO

ZIP+4 ▶

80903

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.

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)?

▶

☐

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?

1b

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 instructions )

N/A

2b

c

If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

▶

3a

Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

☐ 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.)

N/A

3b

4a

Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a

X

b

Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?

4b

X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**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
JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	CO-TRUSTEE 2.00	8,136.	0.	0.
RUTH MCREERY P.O. BOX 366 ESTES PARK, CO 80517	CO-TRUSTEE 2.00	0.	0.	0.
JAMES MCREERY 4517 E. COUNTY RD. 16 LOVELAND, CO 80537	CO-TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

**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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	404,404.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	91,754.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	496,158.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	496,158.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	7,442.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	488,716.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	24,436.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	24,436.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	63.
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	63.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	24,373.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	24,373.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	24,373.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	33,109.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	33,109.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	63.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	33,046.

**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

Form 990-PF (2009)

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				24,373.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			25,729.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009.				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 33,109.				
<b>a</b> Applied to 2008, but not more than line 2a			25,729.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				7,380.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				16,993.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 9

**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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FOOD BANK FOR LARIMER COUNTY 1301 BLUE SPRUCE FORT COLLINS, CO 80524	NONE	PUBLIC CHARITY	PROGRAM SERVICES	2,500.
HOUSE OF NEIGHBORLY SERVICE 565 N CLEVELAND LOVELAND, CO 80537	NONE	PUBLIC CHARITY	PROGRAM SERVICES	11,750.
LIFE CHOICES PREGNANCY CENTER 20 MOUNTAIN VIEW AVE. LONGMONT, CO 80501	NONE	PUBLIC CHARITY	PROGRAM SERVICES	3,000.
MCKEE MEDICAL CENTER/LOVELAND COMMUNITY HEALTH CENTER - 2000 BOISE AVE LOVELAND, CO	NONE	PUBLIC CHARITY	PROGRAM SERVICES	5,000.
MOUNTAIN VIEW PRESBYTERIAN 2500 N. GARFIELD AVE. LOVELAND, CO 80538	NONE	PUBLIC CHARITY	PROGRAM SERVICES	8,000.
<b>Total</b>			<b>3a</b>	<b>30,250.</b>
<b>b</b> <i>Approved for future payment</i>				
NONE				
<b>Total</b>			<b>3b</b>	<b>0.</b>

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

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

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

[illegible]

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

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

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

<b>Sign Here</b>	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p style="margin: 0;">Signature of officer or trustee</p> <p style="margin: 0;"><i>Karin Remick</i></p> </div> <div style="width: 10%; text-align: center;"> <p style="margin: 0;">Date</p> <p style="margin: 0;">APR 29 2010</p> </div> <div style="width: 45%;"> <p style="margin: 0;">Title</p> <p style="margin: 0;"><b>TRUSTEE</b></p> </div> </div>	
	AUTHORIZED OFFICER	
<b>Paid Preparer's Use Only</b>	<div style="display: flex; justify-content: space-between;"> <div style="width: 55%;"> <p style="margin: 0;">Preparer's signature</p> <p style="margin: 0;">Firm's name (or yours if self-employed), address, and ZIP code</p> </div> <div style="width: 15%; text-align: center;"> <p style="margin: 0;">Date</p> </div> <div style="width: 15%;"> <p style="margin: 0;">Check if self-employed <input type="checkbox"/></p> </div> <div style="width: 15%;"> <p style="margin: 0;">Preparer's identifying number</p> </div> </div>	
	<div style="display: flex; justify-content: space-between;"> <div style="width: 65%;"> <p style="margin: 0;">EIN</p> </div> <div style="width: 35%;"> <p style="margin: 0;">Phone no</p> </div> </div>	

Form **990-PF** (2009)

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


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<u>SOURCE</u>	<u>AMOUNT</u>
MONEY MARKET FUNDS	146.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	146.

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**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


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<u>SOURCE</u>	<u>GROSS AMOUNT</u>	<u>CAPITAL GAINS DIVIDENDS</u>	<u>COLUMN (A) AMOUNT</u>
DIVIDENDS & INTEREST	12,288.	666.	11,622.
TOTAL TO FM 990-PF, PART I, LN 4	12,288.	666.	11,622.

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**FORM 990-PF OTHER INCOME STATEMENT 3**


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<u>DESCRIPTION</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
MINERAL ROYALTY INCOME	1,173.	1,173.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,173.	1,173.	

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**FORM 990-PF ACCOUNTING FEES STATEMENT 4**


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<u>DESCRIPTION</u>	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVEST- MENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MINERAL PRODUCTION EXPENSES	0.	0.		0.
MINERAL AD VALOREM TAXES	83.	83.		0.
MINERAL FEE	458.	458.		0.
MINERAL PRODUCTION TAXES	48.	48.		0.
TO FORM 990-PF, PG 1, LN 23	589.	589.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
MUTUAL FUND BASIS/FACTORING ADJUSTMENT	51.
TOTAL TO FORM 990-PF, PART III, LINE 5	51.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK AND EQUITY FUNDS - SEE SCHEDULE ATTACHED	286,993.	288,245.
TOTAL TO FORM 990-PF, PART II, LINE 10B	286,993.	288,245.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS AND FIXED INCOME FUNDS - SEE SCHEDULE ATTACHED	155,563.	164,230.
TOTAL TO FORM 990-PF, PART II, LINE 10C	155,563.	164,230.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GAYLEN WILLIAMS, THE SHOUP FOUNDATION  
C/O JPMORGAN CHASE BANK, N.A. 1301 CANYON BLVD FL 1  
BOULDER, CO 80302

TELEPHONE NUMBER

303-245-6713

FORM AND CONTENT OF APPLICATIONS

NO FORMAL FORM. LETTER REQUEST ACCEPTED

ANY SUBMISSION DEADLINES

APPLICATIONS ARE TAKEN ANYTIME AND ARE CONSIDERED AT REGULAR FOUNDATION MEETINGS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

## Account Summary

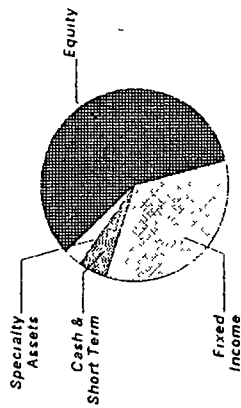
### PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	283,047.34	288,245.37	5,198.03	3,696.94	60%
Cash & Short Term	23,929.07	24,055.57	126.50	28.86	5%
Fixed Income	166,622.06	164,230.29	(2,391.77)	6,871.99	34%
Specialty Assets	4.00	4.00	0.00		1%
<b>Market Value</b>	<b>\$473,602.47</b>	<b>\$476,535.23</b>	<b>\$2,932.76</b>		<b>100%</b>

### INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	69,680.06	46,998.04	(22,682.02)
Accruals	423.67	532.92	109.25
<b>Market Value</b>	<b>\$70,103.73</b>	<b>\$47,530.96</b>	<b>(\$22,572.77)</b>

### Asset Allocation

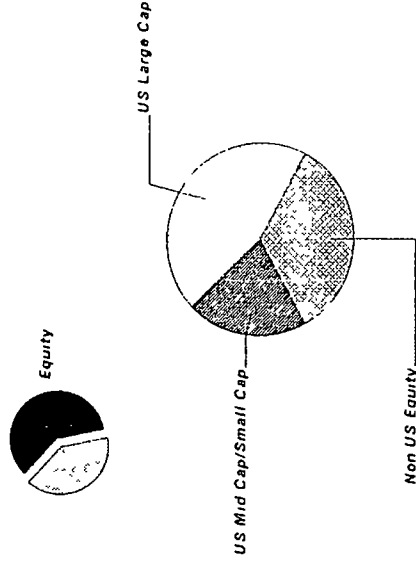


## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
S Large Cap	126,768.96	128,625.28	1,856.32	26%
US Mid Cap/Small Cap	58,035.45	60,957.84	2,922.39	13%
Non US Equity	98,242.93	98,662.25	419.32	21%
<b>Total Value</b>	<b>\$283,047.34</b>	<b>\$288,245.37</b>	<b>\$5,198.03</b>	<b>60%</b>

Market Value/Cost	Current Period Value
Market Value	288,245.37
Tax Cost	286,993.32
Unrealized Gain/Loss	1,252.06
Estimated Annual Income	3,696.94
Accrued Dividends	50.76
Yield	1.28%

### Asset Categories



## Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
<b>US Large Cap</b>							
JPMORGAN TRI GROWTH ADVANTAGE FUND SELECT SHARE CLASS FUND 1567 4812A3-71-8 JGAS X	740 000	7 27	5,379 80	4,203 20	1,176 60		
EATON VANCE SPL INVT TR VALUE FD CL I 277905-64-2 EILV X	1,008 139	16 78	16,916 57	14,819 65	2,096 92	260 09	1 54 %
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	707 763	14 14	10,007 77	7,707 54	2,300 23	121 02	1 21 %
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPJA X	516 253	20 31	10,485 10	15,148 21	(4,663 11)	198 24	1 89 %
JPMORGAN LARGE CAP GROWTH FUND SELECT SHARE CLASS FUND 3118 4812C0-53-0 SEEG X	772 461	17 01	13,139 56	9,879 77	3,259 79	31 67	0 24 %
JPMORGAN TAX AWARE DISCIPLINED EQUITY FUND INSTITUTIONAL SHARE CLASS FUND 1236 4812A1-65-4 JPDE X	1,011 361	15 78	15,959 28	16,338 63	(379 35)	209 35	1 31 %

SHOUP FOUNDATION ACCT R79250008  
As of 12/31/09

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income		Yield
						Accrued Dividends		
iS Large Cap								
JPMORGAN US EQUITY FUND SELECT SHARE CLASS FUND 1224 4812A1-15-9 JUES X	1,172,226	9.03	10,585.20	12,445.88	(1,860.68)	158.25		1.50%
JPMORGAN US LARGE CAP CORE PLUS FUND SELECT FUND 1002 4812A2-38-9 JLPS X	1,175,490	18.18	21,370.41	21,651.56	(281.15)	134.00		0.63%
LEGG MASON PARTNERS APPRECIATION CL I 52468E-40-2 SAPY X	1,236,595	12.29	15,197.75	12,650.37	2,547.38	302.96		1.99%
SPDR TRUST SERIES 1 78462F-10-3 SPY	86,000	111.44	9,583.84	9,396.47	187.37	203.04	50.76	2.12%
Total US Large Cap			\$128,625.28	\$124,241.28	\$4,384.00	\$1,618.62	\$50.76	1.26%
JS Mid Cap/Small Cap								
ASTON FDS TAMRO S CAP I 00078H-14-1 ATSI X	325,872	16.66	5,429.03	4,216.79	1,212.24	4.56		0.08%
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	65,000	82.51	5,363.15	3,566.49	1,796.66	105.95		1.98%
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	161,000	62.44	10,052.84	8,867.83	1,185.01	163.09		1.62%
ISHARES S&P MIDCAP 400 INDEX FUND 464287-50-7 IJH	147,000	72.41	10,644.27	9,996.16	648.11	197.86		1.86%

SHOUP FOUNDATION ACCT R79250008  
As of 12/31/09

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
<b>US Mid Cap/Small Cap</b>							
JPMORGAN MARKET EXPANSION INDEX FUND SELECT SHARE CLASS FUND 3708 4812C1-63-7 PGMI X	1,303,490	8.68	11,314.29	8,433.58	2,880.71	152.50	1.35%
JPMORGAN TR I HIGHBRIDGE STATISTICAL MARKET NEUTRAL FUND SELECT SHARES FUND # 1011 4812A2-43-9 HSKS X	779,128	15.74	12,263.47	12,716.51	(453.03)	25.71	0.21%
JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 4812C0-61-3 SUJE X	482,456	12.21	5,890.79	8,710.08	(2,819.29)	135.57	2.30%
<b>Total US Mid Cap/Small Cap</b>			<b>\$60,957.84</b>	<b>\$56,507.44</b>	<b>\$4,450.41</b>	<b>\$785.24</b>	<b>1.29%</b>
<b>Non US Equity</b>							
ARTIO INTERNATIONAL EQUITY II - I 04315J-83-7 JETI X	418,898	11.78	4,934.62	3,275.78	1,658.84	242.54	4.92%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	84,000	55.28	4,643.52	4,691.95	(48.43)	121.04	2.61%
JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X	759,870	31.20	23,707.94	27,803.64	(4,095.70)	87.38	0.37%

SHOUP FOUNDATION ACCT R79250008  
As of 12/31/09

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income		Yield
						Accrued Dividends		
Non US Equity								
JPMORGAN INTERNATIONAL VALUE FUND SELECT SHARE CLASS FUND 1296 4812A0-56-5 JIES X	1,633 623	12 68	20,714 34	28,898 79	(8,184 45)	501 52		2 42%
JPMORGAN INTREPID INTERNATIONAL FUND SELECT SHARE CLASS FUND # 1321 4812A2-21-5 JISI X	330 871	15 73	5,204 60	7,960 76	(2,756 16)	87 01		1 67%
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	2,900 088	8 12	23,548.71	20,620 34	2,928 37	171 10		0 73%
MATTHEWS PACIFIC TIGER FUND -CL I 577130-10-7 MAPT X	565 000	19 23	10,864 95	8,737 96	2,126 99	82 49		0 76%
SPDR GOLD TRUST 78463V-10-7 GLD	47 000	107 31	5,043 57	4,255 38	788 19			
Total Non US Equity			\$98,662.25	\$106,244.60	(\$7,582.35)	\$1,293.08		1.31%

## Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	23,929.07	24,055.57	126.50	5%

Asset Categories



Market Value/Cost	Current Period Value
Market Value	24,055.57
Tax Cost	24,055.57
Estimated Annual Income	28.86
Yield	0.12%

J.P.Morgan

SHOUP FOUNDATION ACCT R79250008  
As of 12/31/09

Note <sup>1</sup> This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

## Cash & Short Term Detail

	Quantity	Price	Market Value	Tax Cost		Unrealized Gain/Loss	Estimated Annual Income		Yield
				Adjusted	Original		Accrued Interest		
Cash									
US DOLLAR PRINCIPAL	24,055 57	1 00	24,055 57		24,055 57			28 86	0 12% <sup>1</sup>

## Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Fixed Income - Taxable	166,622 06	164,230 29	(2,391 77)	34%

Asset Categories



## Market Value/Cost

	Current Period Value
Market Value	164,230 29
Tax Cost	155,563 32
Unrealized Gain/Loss	8,666 97
Estimated Annual Income	6,871 99
Accrued Interest	482 16
Yield	4 18%

## Fixed Income Summary CONTINUED

### SUMMARY BY MATURITY

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years <sup>1</sup>	164,230 29	100%

### SUMMARY BY TYPE

Fixed Income	Market Value	% of Bond Portfolio
Mutual Funds	164,230 29	100%

<sup>1</sup>The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

## Fixed Income Detail

	Quantity	Price	Market Value	Tax Cost Adjusted Original	Unrealized Gain/Loss	Estimated Annual Income Accrued Interest	Yield
<b>US Fixed Income - Taxable</b>							
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	211 000	103 90	21,922 90	20,512 21	1,410 69	852 86	3 89%
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 30-Day Annualized Yield 2 76% 4812A4-35-1	914 381	11 59	10,597 68	9,262 68	1,335 00	379 46 32 92	3 58%
JPMORGAN TOTAL RETURN FUND SELECT FUND 3218 30-Day Annualized Yield 4 59% 4812A4-43-5	3,965 719	10 28	40,767 59	36,841 53	3,926 06	2,046 31 194 32	5 02%
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7 59% 4812C0-80-3	1,928 048	7 74	14,923 09	15,176 53	(253 44)	1,075 85 125 32	7 21%
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield 2 04% 4812C1-33-0	5,634 656	10 85	61,136 02	60,403 51	732 51	1,774 91 129 60	2 90%
VANGUARD FIXED INCOME SECS F INTR TRM CP PT (FUND 71) 922031-88-5	1,547 090	9 62	14,883 01	13,366 86	1,516 15	742 60	4 99%
Total US Fixed Income - Taxable			\$164,230.29	\$155,563 32	\$8,666 97	\$6,871.99 \$482.16	4.18%

## Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	4 00	4 00	0 00	1%

## Asset Categories



## Specialty Assets Detail

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
<b>Oil &amp; Gas</b>							
APEX 1,2,3, & 4	1 00						
T36N-R65W, 6TH P M E/2 W/2	1 00						
SECTION 34, NIOBRARA COUNTY, WYOMING							
ROYALTY INTEREST							
earer							
997729-49-4							
Percentage of Ownership 100 000 %							
<b>JUNIPER LEASE</b>							
NIOBRARA COUNTY, WY	1 00						
RODEO, LANCE C, 7 LANCE CR A	1 00						
ROYALTY INTEREST							
Bearer							
997729-49-6							
Percentage of Ownership 100 000 %							

J.P.Morgan

SHOUP FOUNDATION ACCT R79250008  
As of 12/31/09

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
<b>Oil &amp; Gas</b>							
VARIOUS MI NIOBRARA CO WY	1 00						
MINERAL INTEREST	1 00						
Bearer							
997729-43-8							
Percentage of Ownership 100 000 %							
WELD COUNTY, COLORADO 100% M.I.	1 00						
151 5 ACRES, T5N-R67W, 6TH P M	1 00						
SE/4 SECTION 10, EXCEPT STRIP OF							
LAND ON W/SIDE OF DEEDED TO NORA I							
MINERAL INTEREST							
Bearer							
997706-33-4							
Percentage of Ownership 100 000 %							
<b>Total Oil &amp; Gas</b>	<b>\$4.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
	<b>\$4.00</b>						