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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation
JJJ CHARITABLE FOUNDATION
C/O BROOKSIDE INTERNATIONAL INCORPORATED

A Employer identification number
13-3932002

Number and street (or P O box number if mail is not delivered to street address): 80 FIELD POINT ROAD
Room/suite: 3RD FL

B Telephone number
(203) 618-0202

City or town, state, and ZIP code
GREENWICH, CT 06830

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 13,576,834.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

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

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	166,626.	166,622.		STATEMENT 1
	4	Dividends and interest from securities	107,234.	104,000.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	418,281.			
	b	Gross sales price for all assets on line 6a 4,407,383.				
	7	Capital gain net income (from Part IV, line 2)		418,281.		
	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	-95,067.	-1,053.		STATEMENT 3
	12	**Total** Add lines 1 through 11	597,074.	687,850.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	31,000.	21,700.		7,440.
	c	Other professional fees STMT 5	17,960.	17,960.		0.
	17	Interest				
	18	Taxes STMT 6	10,955.	22,056.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	90,095.	87,183.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	150,010.	148,899.		7,440.
	25	Contributions, gifts, grants paid	463,000.			463,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	613,010.	148,899.		470,440.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-15,936.			
	b	**Net investment income** (if negative, enter -0-)		538,951.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	600,402.	237,689.	237,689.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	0.	494,581.	494,995.
	b Investments - corporate stock STMT 10	4,143,364.	3,893,317.	4,869,283.
	c Investments - corporate bonds STMT 11	1,549,766.	1,270,842.	1,347,065.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	4,726,274.	4,813,335.	6,612,732.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	3,193.	15,070.	15,070.
	16 Total assets (to be completed by all filers)	11,022,999.	10,724,834.	13,576,834.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ CALL OPTIONS)	178,071.	27,377.	
	23 Total liabilities (add lines 17 through 22)	178,071.	27,377.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	10,844,928.	10,697,457.	
	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	10,844,928.	10,697,457.	
	31 Total liabilities and net assets/fund balances	11,022,999.	10,724,834.	

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	10,844,928.
2	Enter amount from Part I, line 27a	2	-15,936.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,828,992.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	131,535.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,697,457.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,407,383.		3,989,102.	418,281.

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				418,281.

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	418,281.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	358,799.	11,675,263.	.030732
2008	692,819.	14,233,405.	.048676
2007	800,799.	17,128,582.	.046752
2006	679,019.	14,261,973.	.047610
2005	52,427.	12,491,238.	.004197

2 **Total** of line 1, column (d)	2	.177967
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	.035593
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	12,864,310.
5 Multiply line 4 by line 3	5	457,879.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,390.
7 Add lines 5 and 6	7	463,269.
8 Enter qualifying distributions from Part XII, line 4	8	470,440.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	5,390.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	5,390.
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	5,390.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,139.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	8,139.
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	2,749.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶		2,749. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 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.*	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	X	
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 instructions) ▶ CT,DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *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)*

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

Website address ▶ N/A

14 The books are in care of ▶ JOHN N. IRWIN III Telephone no. ▶ (203) 618-0202
Located at ▶ 80 FIELD POINT ROAD, THIRD FLOOR, GREENWICH, CT ZIP+4 ▶ 06830

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

			Line	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 22 of the instructions)?	N/A	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 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | 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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	8,872,983.
b	Average of monthly cash balances		1b	302,568.
c	Fair market value of all other assets		1c	3,884,662.
d	**Total** (add lines 1a, b, and c)		1d	13,060,213.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	13,060,213.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	195,903.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	12,864,310.
6	**Minimum investment return.** Enter 5% of line 5		6	643,216.

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

1	Minimum investment return from Part X, line 6		1	643,216.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 5,390.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,390.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	637,826.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	637,826.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	637,826.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	470,440.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	470,440.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,390.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	465,050.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				637,826.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			238,223.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 470,440.				
a Applied to 2009, but not more than line 2a			238,223.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				232,217.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				405,609.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JOHN N. IRWIN III

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.

JOHN N. IRWIN III

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

Check here ▶ [X] 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:

FOUNDATION DOES NOT ACCEPT APPLICATIONS FOR GRANTS

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

N/A

c Any submission deadlines:

N/A

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

N/A

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*				
SEE STATEMENT 15				
Total			▶ 3a	463,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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	166,622.	4.
4 Dividends and interest from securities			14	104,000.	3,234.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	-94,014.	14	-1,053.	
8 Gain or (loss) from sales of assets other than inventory			18	418,281.	
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)		-94,014.		687,850.	3,238.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 597,074.

(See worksheet in line 13 instructions 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).
4	$3,234 IN NON-DIVIDEND DISTRIBUTIONS FROM U.S. TRUST INVESTMENTS
3	$4 IN TAX EXEMPT INCOME FROM PARTNERSHIP INVESTMENT

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	

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		

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] 11/9/11 ▶ President

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN P. GESSNER, CPA	STEPHEN P. GESSNE	11/04/11		

Firm's name ▶ ZOOK DINON PA — Firm's EIN ▶

Firm's address ▶ 509 S. LENOLA ROAD BLDG. 1 MOORESTOWN, NJ 08057 — Phone no. (856)234-0900

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	KPP INVESTORS III (05-0632578) 1231	P	VARIOUS	VARIOUS
b	KPP INVESTORS III (05-0632578)	P	VARIOUS	VARIOUS
c	KPP INVESTORS II LP (34-1968641)	P	VARIOUS	VARIOUS
d	KPP INVESTORS II LP (34-1968641)	P	VARIOUS	VARIOUS
e	KPP INVESTORS II LP (34-1968641) 1231	P	VARIOUS	VARIOUS
f	WICKS COM. & MEDIA PTNRS III LP(74-3115795) 1231	P	VARIOUS	VARIOUS
g	WICKS COM. & MEDIA PTNRS III LP(74-3115795) 1231	P	VARIOUS	VARIOUS
h	ENTERPRISE PRODUCTS PARTNERS LP (76-0568219) 1231	P	VARIOUS	VARIOUS
i	KINDER MORGAN ENERGY PARTNERS LP(76-0380342) 1231	P	VARIOUS	VARIOUS
j	THE BLACKSTONE GROUP, LP (20-8875684)	P	VARIOUS	VARIOUS
k	THE BLACKSTONE GROUP, LP (20-8875684)	P	VARIOUS	VARIOUS
l	THE BLACKSTONE GROUP, LP (20-8875684) 1231	P	VARIOUS	VARIOUS
m	PUBLICLY TRADED SECURITIES			
n	PUBLICLY TRADED SECURITIES			
o	ONEOK PARTNERS, LP (93-1120873)	P	VARIOUS	VARIOUS

	(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			131.	-131.
b	194,091.			194,091.
c			620.	-620.
d			11,269.	-11,269.
e			54.	-54.
f			9.	-9.
g	6,449.			6,449.
h			246.	-246.
i			1.	-1.
j	12.			12.
k	146.			146.
l			2.	-2.
m	2,731,768.		2,478,744.	253,024.
n	1,430,384.		1,497,657.	-67,273.
o	352.			352.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				-131.
b				194,091.
c				-620.
d				-11,269.
e				-54.
f				-9.
g				6,449.
h				-246.
i				-1.
j				12.
k				146.
l				-2.
m				253,024.
n				-67,273.
o				352.

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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

Proceeds From Broker Transactions

This section reports your proceeds from sales during the year. We report all transactions on a trade-date basis, which is the date shown in the sale date column. The net proceeds are less commissions, transfer charges, and premiums.

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. Wash sales are reported with tax cost equal to proceeds. Disallowed losses from wash sales have been added to the tax cost of the repurchased securities. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
GOOGLE INC CL A	38259P508	900	03/11/09	01/15/10	$389,110.26	$279,321.21	$109,789.05
CALL SUNCOR ENERGY INC	8672249A7	78	06/18/09	01/21/10	$14,975.60	$0 00	$14,975.60
SUNCOR ENERGY INC	867224107	7800	05/07/09	01/28/10	$249,271.57	$246,461 28	$2,810.29
CRESCENT POINT ENERGY CORP	B67C8W8#3	4200	03/27/09	02/09/10	$150,042.22	$90,612.15	$59,430 07
EPIQ SYS INC	26882D109	6300	03/16/09	02/16/10	$77,338 44	$99,701.28	$-22,362 84
EPIQ SYS INC	26882D109	3200	06/22/09	02/16/10	$39,283 02	$51,282.24	$-11,999.22
CHEVRONTEXACO CORP	166764100	3500	01/28/10	02/16/10	$253,222.83	$255,617 60	$-2,394 77
GOOGLE INC CL A	38259P508	50	03/11/09	02/16/10	$26,713.41	$15,517.85	$11,195.56
CALL ASSURED GUARANTY LTD	99Q005003	29	01/21/10	03/04/10	$6,582.92	$2,819 96	$3,762 96
ASSURED GUARANTY LTD	G0585R106	2900	01/20/10	03/05/10	$57,240.63	$69,711.65	$-12,471 02
CALL BROCADE COMMUNICATIONS SYS	99Q004964	190	01/21/10	04/29/10	$13,109.83	$2,850 00	$10,259 83
CALL GENWORTH FINL INC	99Q004998	50	01/26/10	05/03/10	$5,599.93	$12.549.00	$-6,949 07
BROCADE COMMUNICATIONS SYS INC NEW	111621306	19000	01/20/10	05/03/10	$124,459.28	$150,100 00	$-25,640 72
GENWORTH FINL INC CL A	37247D106	5000	01/20/10	05/04/10	$82,398.60	$66,200 00	$16,198.60
LOUISIANA PACIFIC CORP	546347105	20000	08/25/09	05/20/10	$158,925 30	$140,622 00	$18,303 30
CALL LOUISIANA PAC CORP	5463479A5	200	08/27/09	05/20/10	$27,399.28	$23.600 00	$3,799 28
SCHWEITZER-MAUDUIT INTL INC	808541106	2500	02/16/10	06/04/10	$132,286.01	$127.136 50	$5,149 51
ASSURED GUARANTY LTD	G0585R106	2900	01/20/10	07/13/10	$45,415 84	$69,711.65	$-24,295 81

Short term transactions

This category includes all assets held 12 months or less.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
GENWORTH FINL INC CL A	37247D106	5500	01/20/10	07/13/10	$80,546.13	$72,820.00	$7,726 13
KUEHNE & NAGEL INTERNATIONAL AG	B142S60#2	500	08/04/09	07/13/10	$54,355 20	$42,159.73	$12,195.47
CALL ASSURED GUARANTY LTD	99Q005003	29	01/21/10	07/13/10	$6,582.91	$1,023.99	$5,558.92
CALL GENWORTH FINL INC	99Q004998	55	01/21/10	07/13/10	$6,159.91	$6,325.00	$-165 09
CHIQUITA BRANDS INTL INC	170032809	4600	01/20/10	08/16/10	$60,488.51	$75,394.00	$-14,905.49
CALL CHIQUITA BRANDS INTL	99Q004980	46	01/21/10	08/16/10	$7,221.90	$1,056.16	$6,165.74
CHIQUITA BRANDS INTL INC	170032809	4600	01/20/10	08/17/10	$61,367.10	$75,394.00	$-14,026.90
CALL CHIQUITA BRANDS INTL	99Q004980	46	01/21/10	08/17/10	$7,221.91	$1,196.00	$6,025.91
PARAMOUNT RES LTD	B073FP1#0	4500	02/09/10	09/23/10	$84,403 68	$62,571.35	$21,832.33
PARAMOUNT RES LTD	B073FP1#0	2000	02/11/10	09/23/10	$37,512.75	$30,734.85	$6,777.90
CRESCENT POINT ENERGY CORP	B67C8W8#3	670	04/05/10	10/01/10	$24,878.80	$26,376.69	$-1,497 89
TRILOGY ENERGY CORP	B619L15#2	2300	02/11/10	10/01/10	$25,787.67	$19,904.69	$5,882 98
STEC INC	784774101	8100	01/20/10	10/01/10	$99,973.36	$144,666 00	$-44,692.64
CALL STEC INC	99Q004972	81	01/21/10	10/01/10	$18,970 77	$567.00	$18,403.77
Total short term gain/loss from sales:					A $2,428,845.57	$2,264,003.83	$164,841 74

Long term transactions

This category includes all assets held more than 12 months.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost		Net gain or loss
POTASH CORP SASK INC	73755L107	2700	11/01/07	01/15/10	$288,221.65	$331,506 00		$-43,284 35
HEINEKEN HLDG NV	B0CCH46#4	6300	05/22/07	01/20/10	$273,892 32	$304.003.75		$-30,111.43
CALL MONSANTO CO NEW	61166W200	25	11/26/08	01/21/10	$41,924 71	$0.00		$41,924.71
MONSANTO CO NEW	61166W101	2500	11/26/08	01/28/10	$192,916 54	$188,607 00		$4,309 54
LANESBOROUGH REAL ESTATE INVT TR	2983392#8	25000	06/25/08	02/09/10	$13,677 83	$171.953.23	*	$-158,275.40
LANESBOROUGH REAL ESTATE INVT TR	2983392#8	15000	08/29/08	02/09/10	$8,206 70	$96.828.93	*	$-88,622.23
CONSOLIDATED EDISON CO N Y INC	209111EN9	100000	03/24/09	10/07/10	$117,348 00	$103.327 00		$14,021 00

Long term transactions

This category includes all assets held more than 12 months.

Description	Cusip	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
TEVA PHARMACEUTICAL INDS LTD	881624209	1200	05/04/04	10/13/10	$64,372.91	$37,755.00	$26,617 91
DU PONT E I DE NEMOURS & CO	263534BV0	166000	03/24/09	10/21/10	$191,164.77	$175,613.06	$15,551.71
Total long term gain/loss from sales:					$1,191,725.43	$1,409,593.97	$-217,868.54

Description	Number of shares exchanged	Acquisition Date	Sale date	Gross proceeds less commissions	Tax Cost	Net gain or loss
BLACKSTONE GROUP L P COM UNIT	11500	03/24/09	01/28/10 ST	A $144,013.81	95,871.00	48,142.81
TARGA RES PARTNERS LP UNIT LTD	6000	12/18/09	07/12/10 ST	A $158,908.51	118,869.00	40,039.51
KINDER MORGAN ENERGY PARTNERS L P	2600	03/16/09	10/01/10 LT	B $178,503.62	66,364.80	112,138.82
KINDER MORGAN ENERGY PARTNERS L P	850	03/16/09	10/13/10 LT	B $60,154.93	21,698.68	38,456.25
				$541,580.87	302803.48	238777.39

	PROCEEDS	TAX COST	NET GAIN/(LOSS)
1A SHORT TERM	2,731,767.89	2,478,743.83	253,024.06
1B LONG TERM	1,430,383.98	1,497,657.45	(67,273.47)
			185750.59

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	ONEOK PARTNERS, LP (93-1120873) 1231	P	VARIOUS	VARIOUS
b	EL PASO PIPELINE PARTNERS LP (26-0789784) 1231	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES - LITIGATION PROCEEDS			
d	BROOKSIDE REALTY VENTURES III, LLC (27-2584176)	P	VARIOUS	VARIOUS
e	BROOKSIDE REALTY VENTURES III, LLC (27-2584176)	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	98.			98.
b			369.	-369.
c	6,003.			6,003.
d	161.			161.
e	156.			156.
f	37,763.			37,763.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				98.
b				-369.
c				6,003.
d				161.
e				156.
f				37,763.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	418,281.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	1,103.
FROM K-1 - EL PASO PIPELINE PARTNERS, LP (EIN: 26-0789784)	133.
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP (EIN 76-0568219)	81.
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	983.
FROM K-1 - KPP INVESTORS II, LP (EIN:34-1968641)	31,050.
FROM K-1 - KPP INVESTORS III, LP (EIN: 05-0632578)	63,538.
FROM K-1 - ONEOK PARTNERS, LP (EIN: 93-1120873)	1.
FROM K-1 - SCIF PORTFOLIO II, LLC - (EIN:95-4676908)	155.
FROM K-1 - SFW CAPITAL PARTNERS FUND, LP (EIN: 20-5944156)	108.
FROM K-1 - TARGA RESOURCES PARTNERS LP (EIN: 65-1295427)	13.
FROM K-1 - THE BLACKSTONE GROUP, LP (EIN: 20-8875684)	353.
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	672.
INTERNAL REVENUE SERVICE	35.
U.S. TRUST - BANK OF AMERICA	67,651.
U.S. TRUST - BANK OF AMERICA - U.S. OBLIG	750.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	166,626.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	393.	0.	393.
FROM K-1 - KPP INVESTORS III, LP (EIN: 05-0632578)	1,120.	0.	1,120.
FROM K-1 - THE BLACKSTONE GROUP, LP (EIN: 20-8875684)	23.	0.	23.
U.S. TRUST - BANK OF AMERICA	143,461.	37,763.	105,698.
TOTAL TO FM 990-PF, PART I, LN 4	144,997.	37,763.	107,234.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - KPP INVESTORS II LP (EIN:34-1968641)	670.	670.	
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908)	-1,740.	-1,740.	
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342) - UBTI	-51,554.	0.	
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795) - UBTI	12,536.	0.	
FROM K-1 - KPP INVESTORS III, LP (EIN: 05-0632578) - UBTI	19,785.	0.	
FROM K-1 - KPP INVESTORS II LP (EIN:34-1968641) - UBTI	-5,599.	0.	
FROM K-1 - THE BLACKSTONE GROUP, LP (EIN: 20-8875684)	10.	10.	
FROM K-1 - THE BLACKSTONE GROUP, LP (EIN: 20-8875684) - UBTI	4.	0.	
FROM K-1 - ONEOK PARTNERS LP (EIN: 93-1120873) - UBTI	-11,239.	0.	
FROM K-1 TARGA RESOURCES PARTNERS, LP (EIN: 65-1295427) - UBTI	-18,247.	0.	
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP (EIN: 76-0568219) - UBTI	-16,502.	0.	
FROM K-1 - EL PASO PIPELINE PARTNERS LP (EIN: 26-0789784) - UBTI	-4,561.	0.	
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908) - UBTI	-15,422.	0.	
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	7.	7.	
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176) - UBTI	-3,215.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-95,067.	-1,053.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	31,000.	21,700.		7,440.
TO FORM 990-PF, PG 1, LN 16B	31,000.	21,700.		7,440.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	17,960.	17,960.		0.
TO FORM 990-PF, PG 1, LN 16C	17,960.	17,960.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	22,056.	22,056.		0.
FEDERAL TAXES	-11,101.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,955.	22,056.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM K-1 - KPP INVESTORS II LP (EIN:34-1968641)	7,953.	7,635.		0.
FROM K-1 - KPP INVESTORS III LP (EIN: 05-0632578)	40,237.	39,689.		0.
FROM K-1 - SFW CAPITAL PARTNERS FUND, LP (EIN: 20-5944156)	21,111.	21,110.		0.

FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908)	373.	54.		0.
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	14,856.	13,329.		0.
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	695.	542.		0.
FROM K-1 - THE BLACKSTONE GROUP, LP (EIN: 20-8875684)	32.	32.		0.
BUSINESS REGISTRATION FEES	862.	862.		0.
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	57.	56.		0.
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS L.P. (EIN: 76-0568219)	17.	0.		0.
FROM K-1 - TARGA RESOURCES PARTNERS L.P. (EIN: 65-1295427)	9.	0.		0.
FROM K-1 - EL PASO PIPELINE PARTNERS, L.P. (EIN: 26-0789784)	9.	0.		0.
FROM K-1 - ONEOK PARTNERS, L.P. (EIN: 93-1120873)	10.	0.		0.
GENERAL OTHER	3,874.	3,874.		0.
TO FORM 990-PF, PG 1, LN 23	90,095.	87,183.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION (NET) FROM PASS THROUGH ENTITIES	131,535.
TOTAL TO FORM 990-PF, PART III, LINE 5	131,535.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BILL	X		494,581.	494,995.
TOTAL U.S. GOVERNMENT OBLIGATIONS			494,581.	494,995.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			494,581.	494,995.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	3,893,317.	4,869,283.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,893,317.	4,869,283.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,270,842.	1,347,065.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,270,842.	1,347,065.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCIF PORTFOLIO II LLC	COST	-138,812.	0.
KPP INVESTORS II LP	COST	226,237.	226,237.
SILK CREST CORP.	COST	152,964.	152,964.
WICKS COM. & MEDIA PTNRS III LP	COST	736,838.	736,838.
PORTOLAN PILOT OFFSHORE FUND, LTD.	COST	2,500,000.	4,245,021.
KPP INVESTORS III LP	COST	810,020.	810,020.
SFW CAPITAL PARTNERS FUND, LP	COST	143,684.	143,684.

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Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
1,525.530	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP: 994458719 (Income Investment)	1.000	$1,525.53	$1,525.53	$1.90	$0.00	$1.68	0.1%
236,164.400	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP: 994458719	1.000	236,164.40	236,164.40	32.05	0.00	259.78	0.1
495,000.000	UNITED STATES TREAS BILL DTD 01/14/10 DUE 01/13/11 CUSIP: 912795UX7	99.915	494,580.93	494,995.05 99.999	0.00	414.12	297.00	0.1
495,000.000	07/29/10	99.915	494,580.93	494,995.05		414.12		
	Total Cash Equivalents		$732,270.86	$732,684.98	$33.95	$414.12	$558.46	0.1%
Total Cash/Currency			$732,270.86	$732,684.98	$33.95	$414.12	$558.46	0.1%

Equities

Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
850.000	APPLE INC CUSIP: 037833100 SECTOR: IFT Ticker: AAPL	301.521	$256,292.68	$274,176.00 322.560	$0.00	$17,883.32	$0.00	0.0%
850.000	10/13/10	301.521	256,292.68	274,176.00		17,883.32		
2,700.000	BAIDU INC SPONSORED ADR REPSTG ORD SHS CAYMAN ISLANDS CUSIP: 056752108 SECTOR: IFT Ticker: BIDU	91.324	246,573.45	260,631.00 96.530	0.00	14,057.55	0.00	0.0
2,700 000	09/23/10	91.324	246,573.45	260,631.00		14,057.55		

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

Settlement Date

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Bank of America Private Wealth Management

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

Portfolio Detail

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Large Cap (cont)								
4,400.000	ENTERPRISE PRODS PARTNERS L P COM UNIT CUSIP: 293792107 SECTOR: OEQ Ticker: EPD	31.895	113,600.00	183,084.00 41.610	0.00	42,746.00	10,252.00	5.6
4,400.000	12/18/09	31.895	113,600.00	183,084.00		42,746.00		
8,200.000	KRAFT FOODS INC CL A COM CUSIP: 50075N104 SECTOR: CNS Ticker: KFT	31.934	261,860.44	258,382.00 31.510	2,378.00	-3,478.44	9,512.00	3.7
8,200.000	09/24/10	31.934	261,860.44	258,382.00		-3,478.44		
14,500.000	PFIZER INC CUSIP: 717081103 SECTOR: HEA Ticker: PFE	17.177	249,072.30	253,895.00 17.510	0.00	4,822.70	11,600.00	4.6
14,500.000	09/23/10	17.177	249,072.30	253,895.00		4,822.70		
6,500.000	REPUBLIC SVCS INC CUSIP: 760759100 SECTOR: IND Ticker: RSG	17.180	111,670.00	194,090.00 29.860	1,300.00	82,420.00	5,200.00	2.7
6,500.000	03/16/09	17.180	111,670.00	194,090.00		82,420.00		
1,800.000	VISA INC CL A COM CUSIP: 92826C839 SECTOR: FIN Ticker: V	83.030	149,454.72	126,684.00 70.380	0.00	-22,770.72	1,080.00	0.9
1,800.000	01/28/10	83.030	149,454.72	126,684.00		-22,770.72		
	Total U.S. Large Cap		$1,388,523.59	$1,550,942.00	$3,678.00	$135,680.41	$37,644.00	2.4%
U.S. Mid Cap								
3,500.000	HERBALIFE LTD CAYMAN ISLANDS CUSIP: G4412G101 SECTOR: CNS Ticker: HLF	39.326	$137,639.60	$239,295.00 68.370	$0.00	$101,655.40	$3,150.00	1.3%
3,500.000	02/16/10	39.326	137,639.60	239,295.00		101,655.40		

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Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Mid Cap (cont)								
3,050.000	KINDER MORGAN ENERGY PARTNERS UT LTD PARTNER CUSIP: 494550106 SECTOR: OEQ Ticker: KMP	45.435	70,343.00	214,293.00 70.260	0.00	75,716.56	13,542.00	6.3
3,050.000	03/16/09	45.435	70,343.00	214,293.00		75,716.56		
2,400.000	ONEOK PARTNERS L P UNIT LTD PARTNERSHIP CUSIP: 68268N103 SECTOR: OEQ Ticker: OKS	67.100	144,842.00	190,800.00 79.500	0.00	29,760.00	10,848.00	5.7
2,400.000	07/12/10	67.100	144,842.00	190,800.00		29,760.00		
	Total U.S. Mid Cap		$ 352,824.60	$644,388.00	$0.00	$207,131.96	$27,540.00	4.3%
U.S. Small Cap								
18,000.000	ABIOMED INC CUSIP: 003654100 SECTOR: HEA Ticker: ABMD	5.424	$97,626.60	$172,980.00 9.610	$0.00	$75,353.40	$0.00	0.0%
18,000.000	03/17/09	5.424	97,626.60	172,980.00		75,353.40		
5,500.000	EL PASO PIPELINE PARTNERS L P UNIT LTD PARTNERSHIP INT COM CUSIP: 283702108 SECTOR: OEQ Ticker: EPB	26.002	129,680.00	183,975.00 33.450	0.00	40,964.00	9,020.00	4.9
5,500 000	12/18/09	26.002	129,680.00	183,975.00		40,964.00		
	Total U.S. Small Cap		$227,306.60	$356,955.00	$0.00	$116,317.40	$9,020.00	2.5%
International Developed								
9,000.000	ATRIUM INNOVATIONS INC ISIN CA04963Y1025 CANADA CUSIP: B071VK2#6 SECTOR: HEA Ticker: ATB CN	15.105	$135,941.61	$138,398.76 15.378	$0.00	$2,457.15	$0.00	0.0%
9,000.000	02/17/10	15 105	135,941.61	138,393.00		2,451.39		
59,770.291	BANK OF NT BUTTERFIELD & SON LTD ISIN BMG0772R1097 BERMUDA CUSIP: 2075482#4 SECTOR: FIN Ticker: ZZZZ	5.396	322,513.92	77,701.38 1.300	0.00	-244,812.54	0.00	0.0

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Bank of America Private Wealth Management

Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
29,481.180	06/02/04	9 104	268,388.78	38,325.53		-230,063 25		
30,289.111	06/02/04	1 787	54,125 14	39,375.84		-14,749.30		
3,000.000	**BRITISH AMERN TOB PLC SPONSORED ADR UNITED KINGDOM CUSIP: 110448107 SECTOR: CNS Ticker: BTI**	**66.161**	**198,483.00**	**233,100.00 77.700**	**0.00**	**34,617.00**	**9,510.00**	**4.1**
3,000 000	01/28/10	66.161	198,483.00	233,100.00		34,617.00		
-45.000	**CALL KINROSS GOLD CORP @ 20.00 EXPIRES 01/22/11 CUSIP: 99Q005508 SECTOR: MAT**	**178.175**	**-8,017.89**	**-1,170.00 26.000**	**0.00**	**6,847.89**	**0.00**	**0.0**
-45.000	01/28/10	178.175	-8,017.89	-1,169.99		6,847.90		
-80.000	**CALL YAMANA GOLD INC @ 15.00 EXPIRES 01/22/11 CUSIP: 99Q001077 SECTOR: MAT**	**241.994**	**-19,359.49**	**-400.00 5.000**	**0.00**	**18,959.49**	**0.00**	**0.0**
-80 000	10/13/09	241.994	-19,359.49	-399.99		18,959.50		
11,200.000	**CANADIAN ENERGY SERVICES & TECH CORP COM ISIN CA13566W1086 CANADA CUSIP: B5KW4L9#3 SECTOR: ENR Ticker: CEU CN**	**14.833**	**166,132.75**	**329,377.44 29.409**	**1,122.24**	**163,244.69**	**13,466.88**	**4.1**
2,100.000	02/01/10	13.499	28,346.93	61,756.80		33,409.87		
2,400 000	02/02/10	13.642	32,740 67	70,579.20		37,838.53		
2,300.000	02/09/10	13.110	30,152.44	67,638.40		37,485.96		
4,400.000	09/27/10	17.021	74,892 71	129,395.20		54,502.49		
5,230.000	**CRESCENT POINT ENERGY CORP ISIN CA22576C1014 CANADA CUSIP: B67C8W8#3 SECTOR: ENR Ticker: CPG CN**	**30.182**	**157,852.19**	**233,432.79 44.633**	**1,205.31**	**75,580.60**	**0.00**	**0.0**
2,700.000	03/27/09	21.574	58,250 67	120,509 10		62,258.43		
2,530.000	04/05/10	39.368	99,601.52	112,921.49		13,319.97		

Settlement Date

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Bank of America Private Wealth Management

Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
International Developed (cont)								
14,500.000	**GASFRAC ENERGY SVCS INC ISIN CA3672572011 CANADA CUSIP: B55BF29#6 SECTOR: ENR Ticker: GFS CN**	**5.895**	**85,477.94**	**134,982.10 9.309**	**0.00**	**49,504.16**	**0.00**	**0.0**
14,500.000	09/24/10	5 895	85,477.94	134,980.50		49,502.56		
4,500.000	**KINROSS GOLD CORP NO PAR COM CANADA CUSIP: 496902404 SECTOR: MAT Ticker: KGC**	**22.090**	**99,405.00**	**85,320.00 18.960**	**0.00**	**-14,085.00**	**450.00**	**0.5**
4,500.000	10/07/09	22.090	99,405.00	85,320.00		-14,085.00		
1,600.000	**KUEHNE & NAGEL INTERNATIONAL AG ISIN CH0025238863 SWITZERLAND CUSIP: B142S60#2 SECTOR: IND Ticker: KNIN VX**	**84.319**	**134,911.13**	**223,152.02 139.470**	**0.00**	**88,240.89**	**0.00**	**0.0**
1,600 000	08/04/09	84 319	134,911.13	223,152.00		88,240.87		
9,400.000	**TRILOGY ENERGY CORP ISIN CA89620H1055 CANADA CUSIP: B619L15#2 SECTOR: ENR Ticker: TET CN**	**8.277**	**77,802.07**	**115,129.04 12.248**	**329.66**	**37,326.97**	**0.00**	**0.0**
9,200.000	02/09/10	8.269	76,071.23	112,672.40		36,601.17		
200.000	02/11/10	8.654	1,730.84	2,449.40		718.56		
12,500.000	**UNILEVER N V NEW NEW YORK SHSADR NETHERLANDS CUSIP: 904784709 SECTOR: CNS Ticker: UN**	**24.255**	**303,187.50**	**392,500.00 31.400**	**0.00**	**89,312.50**	**11,850.00**	**3.0**
12,500.000	06/22/09	24.255	303,187.50	392,500.00		89,312.50		
8,100.000	**YAMANA GOLD INC CANADA CUSIP: 98462Y100 SECTOR: MAT Ticker: AUY**	**11.350**	**91,935.00**	**103,680.00 12.800**	**243.00**	**11,745.00**	**972.00**	**0.9**
8,100.000	10/07/09	11.350	91,935.00	103,680.00		11,745.00		
	Total International Developed		**$1,746,264.73**	**$2,065,203.53**	**$2,900.21**	**$318,938.80**	**$36,248.88**	**1.8%**

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
Emerging Markets								
4,800.000	TEVA PHARMACEUTICAL INDS LTD ADR ISRAEL CUSIP: 881624209 SECTOR: HEA Ticker: TEVA	31.463	$151,020.00	$250,224.00 52.130	$924.96	$99,204.00	$3,201.60	1.3%
4,800.000	05/04/04	31.463	151,020.00	250,224.00		99,204.00		
	Total Emerging Markets		$151,020.00	$250,224.00	$924.96	$99,204.00	$3,201.60	1.3%
Total Equities			$3,865,939.52	$4,867,712.53	$7,503.17	$877,272.57	$113,654.48	2.3%
Fixed Income		LESS: CALL OPTIONS	27,377.38	1,569.89				
			$3,893,316.90	$4,869,282.42				
Investment Grade Taxable								
200,000.000	*2013* AT&T INC NT DTD 12/06/07 4.950% DUE 01/15/13 MOODYS: A2 S&P: A- CUSIP: 00206RAF9	101.843	$203,686.00	$214,374.00 107.187	$4,565.00	$10,688.00	$9,900.00	4.6% 1.3
200,000.000	03/24/09	101.843	203,686.00	214,374.00		10,688.00		
34,000.000	*2014* DU PONT E I DE NEMOURS & CO NT DTD 12/12/08 5.875% DUE 01/15/14 MOODYS: A2 S&P: A CUSIP: 263534BV0	105.791	35,968.94	37,899.46 111.469	921.06	1,930.52	1,997.50	5.3 1.9
34,000.000	03/24/09	105.791	35,968.94	37,899.46		1,930.52		
200,000.000	HEWLETT PACKARD CO NT DTD 12/05/08 6.125% DUE 03/01/14 MOODYS: A2 S&P: A CUSIP: 428236AT0	106.353	212,706.00	226,484.00 113.242	4,083.33	13,778.00	12,250.00	5.4 1.8
200,000.000	03/24/09	106.353	212,706.00	226,484.00		13,778.00		

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Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
	2015							
200,000.000	BERKSHIRE HATHAWAY FIN CORP GTD SR NT DTD 01/11/05 4.850% DUE 01/15/15 MOODYS: AA2 S&P: AA+ CUSIP: 084664AT8	104.040	208,080.00	218,720.00 109.360	4,472.77	10,640.00	9,700.00	4.4 2.3
200,000.000	03/24/09	104.040	208,080.00	218,720.00		10,640.00		
200,000.000	MERCK & CO INC NT DTD 02/17/05 4.750% DUE 03/01/15 MOODYS: AA3 S&P: AA CUSIP: 589331AK3	103.366	206,732.00	220,240.00 110.120	3,166.66	13,508.00	9,500.00	4.3 2.2
200,000 000	03/24/09	103.366	206,732.00	220,240.00		13,508.00		
	2016							
100,000.000	CONSOLIDATED EDISON CO NY INC CONS BD SER 2006 C DEB DTD 09/25/06 5.500% DUE 09/15/16 MOODYS: A3 S&P: A- CUSIP: 209111EN9	103.327	103,327.00	112,541.00 112.541	1,619.44	9,214.00	5,500.00	4.9 3.1
100,000 000	03/24/09	103.327	103,327.00	112,541.00		9,214.00		
2,523.881	BANK OF NT BUTTERFIELD & SON LTD CONV CONTINGENT VALUE PFD SHARES ISIN BMG0772R1410 BERMUDA MOODYS: NA S&P: NA CUSIP: 9A0YQJ8#5	0.000	0.00	0.00	0.00	0.00	0.00	0.0
2,523 881	06/02/04	0.000	0.00	0 00		0.00		
	Total Investment Grade Taxable		$970,499.94	$1,030,258.46	$18,828.26	$59,758.52	$48,847.50	4.7%
International Developed Bonds								
29.040	BLACKROCK INTERNATIONAL BOND II PORTFOLIO BLACKROCK CLASS MOODYS: NOT RATED S&P: NOT RATED CUSIP: 091937839	11.766	$341.69	$306.37 10.550	$0.73	-$35.32	$7.35	2.4%
27 023	02/06/05	11.865	320.64	285.09		-35.55		
0 056	10/31/09	10.893	0.61	0.59		-0.02		

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

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

Dec. 01, 2010 through Dec. 31, 2010

Units	Description/ Acquisition Date	Unit Cost	Tax Cost	Market Value (1)/ Market Price	Accrued Income	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
International Developed Bonds (cont)								
0.048	11/30/09	11.458	0.55	0.51		-0.04		
0.400	12/22/09	10 600	4 24	4.22		-0.02		
0 056	12/31/09	10.536	0.59	0 59		0.00		
0 054	01/31/10	10.556	0.57	0.57		0.00		
0 053	02/28/10	10 566	0 56	0.56		0.00		
0.057	03/31/10	10.351	0.59	0.60		0.01		
0 056	04/30/10	10.179	0.57	0.59		0.02		
0.227	05/20/10	10.000	2.27	2.39		0.12		
0 059	05/31/10	9.831	0.58	0 62		0.04		
0 052	06/30/10	10 000	0.52	0.55		0.03		
0.051	07/31/10	10.588	0 54	0.54		0.00		
0.052	08/31/10	10.769	0.56	0.55		-0.01		
0 051	09/30/10	10.980	0.56	0.54		-0.02		
0 057	10/31/10	11.228	0.64	0.60		-0.04		
0.063	11/30/10	10.476	0.66	0.66		0.00		
0 625	12/22/10	10.304	6 44	6.59		0.15		
30,000.000	**PIMCO FOREIGN BOND FUND UNHEDGED INSTL CL MOODYS: NOT RATED S&P: NOT RATED CUSIP: 722005220**	**10.000**	**300,000.00**	**316,500.00 10.550**	**0.00**	**16,500.00**	**7,560.00**	**2.4**
30,000 000	09/18/09	10.000	300,000.00	316,500.00		16,500.00		
	Total International Developed Bonds		**$300,341.69**	**$316,806.37**	**$0.73**	**$16,464.68**	**$7,567.35**	**2.4%**
Total Fixed Income			**$1,270,841.63**	**$1,347,064.83**	**$18,828.99**	**$76,223.20**	**$56,414.85**	**4.2%**
Real Estate								
Public REITs								
16,000.000	**TEMPLE REAL ESTATE INVT REITS CANADA ISIN CA8800181064 CUSIP: B1FR4Q6#1**	**9.222**	**$147,556.12**	**$63,120.80 3.945**	**$1,603.20**	**-$84,435.32**	**$0.00**	**0.0%**
16,000.000	05/28/08	9 222	147,556.12	63,120.00		-84,436.12		

TEMPLE REAL ESTATE INVESTMENT	COST	147,556.	63,120.
BROOKSIDE REALTY VENTURES III, LLC	COST	234,848.	234,848.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,813,335.	6,612,732.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	3,193.	15,070.	15,070.
TO FORM 990-PF, PART II, LINE 15	3,193.	15,070.	15,070.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

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

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVENUE, 3RD FLOOR NEW YORK, NY 10018-2729	N/A OPERATIONAL	PUBLIC	27,000.
CONNECTICUT COALITION FOR ACHIEVEMENT NOW ANNUAL GIFT 85 WILLOW STREET NEW HAVEN, CT 06511	N/A OPERATIONAL	PUBLIC	42,000.
CONVENT OF THE SACRED HEART SCHOOL 1177 KING STREET GREENWICH, CT 06831	N/A OPERATIONAL	PUBLIC	15,000.
FRESH AIR FUND ANNUAL GIVING 633 THIRD AVENUE, 14TH FLOOR NEW YORK, NY 10017	N/A OPERATIONAL	PUBLIC	20,000.
NATIONAL CENTER FOR POLICY ANALYSIS 12770 COIT ROAD, SUITE 800 DALLAS, TX 75251	N/A OPERATIONAL	PUBLIC	1,000.
POPULATION COUNCIL IN NEW YORK CITY ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A OPERATIONAL	PUBLIC	6,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08544	N/A OPERATIONAL	PUBLIC	130,000.
SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A OPERATIONAL	PUBLIC	1,000.

THE CHARITY FUND (ADVOCATE ILLINOIS MASONIC MEDICAL CENTER) 836 W. WELLINGTON AVENUE CHICAGO, IL 60657	N/A OPERATIONAL	PUBLIC	15,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A OPERATIONAL	PUBLIC	50,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A OPERATIONAL	PUBLIC	150,000.
BOSTON UNIVERSITY 595 COMMONWEALTH AVENUE BOSTON, MA 02215	N/A OPERATIONAL	PUBLIC	1,000.
FRIENDS OF THE NATIONAL WORLD WAR II MEMORIAL 700 13TH STREET NW, SUITE 800 WASHINGTON, DC 20005	N/A OPERATIONAL	PUBLIC	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			463,000.