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 , 2010, and ending , 20

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

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

A Employer identification number
84-1517947

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

Room/suite
1050

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

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,084,290.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	47,706.	47,706.	47,706.	ATCH 1
	4	Dividends and interest from securities	55,476.	55,476.	55,476.	ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-77,416.			
	b	Gross sales price for all assets on line 6a 1,284,241.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	983.	983.	983.	ATCH 3
	12	**Total.** Add lines 1 through 11	26,749.	104,165.	104,165.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	1,481.	1,481.	1,481.	0.
	c	Other professional fees (attach schedule) *	27,158.	27,158.	27,158.	
	17	Interest ATTACHMENT 6	1,258.	1,258.	1,258.	
	18	Taxes (attach schedule) (see page 14 of the instructions) **	2,438.	2,438.	2,438.	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 8	3,924.	3,924.	3,924.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,259.	36,259.	36,259.	0.
	25	Contributions, gifts, grants paid	205,300.			205,300.
	26	**Total expenses and disbursements.** Add lines 24 and 25	241,559.	36,259.	36,259.	205,300.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-214,810.			
	b	**Net investment income** (if negative, enter -0-)		67,906.		
	c	**Adjusted net income** (if negative, enter -0-)			67,906.	

For Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 7 Form **990-PF** (2010)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	69,223.	18,265.	18,265.
	3	Accounts receivable ▶ Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	4,767,389.	4,560,494.	5,066,025.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,836,612.	4,578,759.	5,084,290.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	4,836,612.	4,578,759.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,836,612.	4,578,759.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,836,612.	4,578,759.	

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	4,836,612.
2	Enter amount from Part I, line 27a	2	-214,810.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,621,802.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10	5	43,043.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,578,759.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -77,416.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	253,001.	4,212,046.	0.060066
2008	284,384.	4,979,304.	0.057113
2007	215,000.	5,951,815.	0.036123
2006	224,863.	4,660,148.	0.048252
2005	210,976.	4,323,152.	0.048801

2	**Total** of line 1, column (d)	2	0.250355
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050071
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,594,703.
5	Multiply line 4 by line 3	5	230,061.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	679.
7	Add lines 5 and 6	7	230,740.
8	Enter qualifying distributions from Part XII, line 4	8	205,300.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,358.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	1,358.
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	1,358.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	4,834.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,834.
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	3,476.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 3,476. **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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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		
	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. 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

			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)?	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 ▶ ________ , ________ , ________ , ________

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions)	2b		X

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

▶ ________ , ________ , ________ , ________

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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		
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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		-0-	-0-	-0-

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,609,896.
b	Average of monthly cash balances	1b	54,777.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4,664,673.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,664,673.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	69,970.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,594,703.
6	**Minimum investment return.** Enter 5% of line 5	6	229,735.

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

1	Minimum investment return from Part X, line 6			1	229,735.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,358.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,358.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	228,377.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	228,377.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	228,377.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	205,300.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	205,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	205,300.

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

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

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					228,377.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				193,091.	
b	Total for prior years 20 08 ,20 07 ,20 06					
3	Excess distributions carryover, if any, to 2010:					
a	From 2005					
b	From 2006	0.				
c	From 2007					
d	From 2008	0.				
e	From 2009	0.				
f	**Total** of lines 3a through e		0.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 205,300.					
a	Applied to 2009, but not more than line 2a				193,091.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2010 distributable amount					12,209.
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					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions					
e	Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					216,168.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
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	0.				
d	Excess from 2009	0.				
e	Excess from 2010	0.				

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

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

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 13				
Total . . . . ▶ 3a				205,300.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	47,706.	
4 Dividends and interest from securities			14	55,476.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	983.	
8 Gain or (loss) from sales of assets other than inventory			18	-77,416.	
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)				26,749.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 26,749.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Signature of officer or trustee — 12 November 2011 Date — ▶ President Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN M. HITTESDORF,CPA	CPA	11-9-2011		P00038413

Firm's name ▶ HARDING AND HITTESDORF, P.C.
Firm's EIN ▶ 84-1079159
Firm's address ▶ 650 S. CHERRY STREET, #1050
DENVER, CO 80246
Phone no 303-393-0888

JJP FAMILY FOUNDATION INC. 84-1517947

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-20.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1,595.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					10,194.	
		SEE SCHWAB A/C 9133-4855 STMT ATTACHED				P	VAR	VAR
254,453.		247,581.					6,872.	
		SEE SCHWAB A/C 9133-4855 STMT ATTACHED				P	VAR	VAR
943,792.		1,036,659.					-92,867.	
TOTAL GAIN(LOSS)							-77,416.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
CHARLES SCHWAB-#CY 9133-4855	45,880.	45,880.	45,880.
PRIVATE INCOME PORTFOLIO III	1,826.	1,826.	1,826.
TOTAL	47,706.	47,706.	47,706.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
CHARLES SCHWAB-#CY 9133-4855	50,306.	50,306.	50,306.
LAZARD	63.	63.	63.
PRIVATE EQUITY PORTFOLIO III	5,101.	5,101.	5,101.
CHARLES SCHWAB	6.	6.	6.
TOTAL	55,476.	55,476.	55,476.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ORD INCOME (LOSS) FROM PEP III	-162.	-162.	-162.
RENTAL INC FROM BACELINE NO DEBT R.E.K-1	599.	599.	599.
OTHER INCOME FROM PEP III	-94.	-94.	-94.
SEC 1231 GAIN	-112.	-112.	-112.
OTHER PORTFOLIO INCOME PEP III	598.	598.	598.
OTHER PORTFOLIO INCOME BACELINE	154.	154.	154.
TOTALS	983.	983.	983.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HARDING AND HITTESDORF	1,481.	1,481.	1,481.	
TOTALS	1,481.	1,481.	1,481.	0.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MANAGEMENT FEES	27,158.	27,158.	27,158.
TOTALS	27,158.	27,158.	27,158.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PEP III INTEREST		1,258.	1,258.	1,258.
	TOTALS	1,258.	1,258.	1,258.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES PAID	2,438.	2,438.	2,438.
TOTALS	2,438.	2,438.	2,438.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER PORTFOLIO EXPENSES	9.	9.	9.
DEDUCTIONS SUBJ TO 2% FLOOR	1.	1.	1.
DEDUCTIONS SUBJ TO 2% FLOOR	1.	1.	1.
DEDUCTIONS SUBJ TO 2% FLOOR	3,913.	3,913.	3,913.
TOTALS	3,924.	3,924.	3,924.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHARLES SCHWAB INVESTMENTS	4,390,383.	4,895,914.
PRIVATE EQUITY PORTFOLIO FUND	113,697.	113,697.
BACELINE NO DEBT REAL ESTATE	31,414.	31,414.
LAZARD LTD	0.	0.
DUE FROM OPPENHEIMER	25,000.	25,000.
TOTALS	4,560,494.	5,066,025.

ATTACHMENT 10

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

DESCRIPTION	AMOUNT
BACELINE K-1 M-1 ITEMS	189.
PEP III M-1 ITEMS	11,667.
PEP III DISTRIBUTIONS	31,187.
TOTAL	43,043.

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

ATTACHMENT 11

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

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JACK T. POTTLE
JUDITH E. POTTLE

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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAPUCHIN PROVINCE OF MID-AMERICA 3553 SYANDOT ST. DENVER, CO 80211	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	15,000.
ARCHBISHOPS CATHOLIC APPEAL 1300 SOUTH STEELE STREET DENVER, CO 80210-2599	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	3,000.
COLORADO COLLEGE 14 EAST CACHE LA POUDRE ST. COLORADO SPRINGS, CO 80903-3298	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	50,000.
ALTERNATIVES PREGNANCY CENTER 1440 BLAKE STREET, SUITE 200 DENVER, CO 80202	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	10,000.
CATHOLIC FOUNDATION OF NORTHERN COLORADO 3801 E. FLORIDA AVE., SUITE 725 DENVER, CO 80210	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	50,000.
LALMBA ASSOCIATION 7685 QUARTZ STREET ARVADA, CO 80007	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	25,000.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVE DENVER, CO 80239	NONE	GENERAL FUND OF CHARITY WITHOUT RESTRICTION	5,000.
ESCUELA DE GUADALUPE 3401 PECOS STREET DENVER, CO 80211	NONE	GENERAL FUND WITHOUT RESTRICTION	25,000.
FREEDOM SERVICE DOGS 2000 WEST UNION AVE. ENGLEWOOD, CO 80110	NONE	NO RESTRICTION	2,500.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	NONE	NO RESTRICTIONS	2,000.
GABRIEL PROJECT BOX 283 CHELTENHAM, PA 19012	NONE	NO RESTRICTIONS	5,000.
YOUNG AMERICANS EDUCATIONAL FOUNDATION 401 SOUTH PIERCE STREET LAKEWOOD, CO 80226	NONE	NO RESTRICTIONS	2,500.

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

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. ANDREWS HOUSE 23300 DAVISON AVENUE DETROIT, MI 48223	NONE	NO RESTRICTIONS	5,000.
ONE WORLD CHILDRENS FUND DENVER, CO 80202	NONE	NO RESTRICTIONS	4,800.
MASS TIMES TRUST 21625 CHAGIN BLVD; SUITE 210 BEACHWOOD, OH 44122	NONE	NO RESTRICTIONS	500.
		TOTAL CONTRIBUTIONS PAID	205,300.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

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

Employer identification number 84-1517947

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

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

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

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	6,872.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-20.
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	6,852.

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

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

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-92,867.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-1,595.
9	Capital gain distributions	9	10,194.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-84,268.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			6,852.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-84,268.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-77,416.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000)

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

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

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

20 Add lines 18 and 19 . . . 20

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

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

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

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

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

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

29 Subtract line 28 from line 27 . . . 29

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

31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

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

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2010

Name of estate or trust
JJP FAMILY FOUNDATION INC.

Employer identification number
84-1517947

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE SCHWAB A/C 9133-4855 STMT ATTACHED	VAR	VAR	254,453.	247,581.	6,872.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 6,872.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.
JSA
0F1221 1 000

Schedule D-1 (Form 1041) 2010

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price (see page 4 of the instructions)	**(e)** Cost or other basis (see page 4 of the instructions)	**(f) Gain or (loss)** Subtract (e) from (d)
6a SEE SCHWAB A/C 9133-4855 STMT ATTACHED	VAR	VAR	943,792.	1,036,659.	-92,867.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-92,867.

February 15, 2011

Prepared by Sargent Bickham Lagudis

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
AGCO Corp	11/09/2009	10/29/2010	70	2,097	2,977	880		880
Amazon com	05/28/2010	10/13/2010	44	5,515	6,836	1,321		1,321
Baxter International	05/04/2009	08/09/2010	500	24,809	22,677		-2,132	-2,132
Becton Dickinson	05/19/2009	02/19/2010	128	8,276	9,948	1,672		1,672
Becton Dickinson	05/19/2009	09/08/2010	347	22,436	24,198		1,762	1,762
			475	30,712	34,146	1,672	1,762	3,434
Block Financial 5.125% 10/	09/07/2005	10/25/2010	65,000	65,007	60,003		-5,004	-5,004
BP Plc ADR	11/09/2009	06/04/2010	100	5,998	3,713	-2,284		-2,284
BP Plc ADR	11/09/2009	06/04/2010	100	5,998	3,713	-2,284		-2,284
BP Plc ADR	11/09/2009	06/04/2010	130	7,797	4,827	-2,970		-2,970
			330	19,792	12,254	-7,538		-7,538
Columbia Technology Z	02/27/2007	02/19/2010	8,132	84,655	70,424		-14,231	-14,231
Columbia Technology Z	12/10/2007	02/19/2010	311	3,794	2,697		-1,096	-1,096
Columbia Technology Z	12/10/2007	02/19/2010	583	7,106	5,052		-2,054	-2,054
			9,027	95,554	78,173		-17,381	-17,381
Core Laboratories NV	11/09/2009	03/22/2010	31	3,414	4,061	647		647
Danaher	03/08/2004	02/19/2010	100	4,515	7,600		3,085	3,085

February 15, 2011

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Danaher	03/08/2004	02/19/2010	100	4,515	7,600		3,085	3,085
Danaher	03/08/2004	02/19/2010	66	2,980	5,016		2,036	2,036
Danaher	03/08/2004	06/14/2010	1	12	21		9	9
			267	12,020	20,237		8,216	8,216
Devon Energy	10/13/2008	09/27/2010	180	12,085	11,561		-523	-523
Energen Corp	11/09/2009	02/18/2010	440	19,584	19,915	331		331
Exelon	02/19/2010	09/01/2010	100	4,499	4,154	-345		-345
Exelon	02/19/2010	09/01/2010	468	21,058	19,442	-1,615		-1,615
			568	25,557	23,597	-1,960		-1,960
Express Scripts	05/22/2009	02/19/2010	55	3,307	4,931	1,624		1,624
Express Scripts	05/22/2009	03/22/2010	140	8,418	14,276	5,858		5,858
			195	11,724	19,207	7,482		7,482
Fluor	12/07/2009	10/21/2010	890	37,423	44,411	6,988		6,988
General Electric	08/26/2004	09/16/2010	495	16,226	8,021		-8,205	-8,205
General Electric	07/28/2008	09/16/2010	11	310	174		-136	-136
General Electric	10/28/2008	09/16/2010	16	300	264		-37	-37
			522	16,836	8,458		-8,378	-8,378
General Electric	10/28/2008	09/16/2010	1	13	11		-2	-2
			523	16,849	8,470		-8,380	-8,380

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Goldman Sachs	03/10/2006	09/08/2010	100	14,066	14,879		813	813
Goldman Sachs	05/30/2008	09/08/2010	0	55	46		-9	-9
Goldman Sachs	05/30/2008	09/08/2010	0	15	13		-2	-2
Goldman Sachs	08/29/2008	09/08/2010	0	70	64		-6	-6
Goldman Sachs	11/25/2008	09/08/2010	0	35	72		37	37
Goldman Sachs	02/19/2010	09/08/2010	99	15,485	14,731	-754		-754
			100	15,605	14,879	-754	28	-726
			200	29,726	29,805	-754	833	79
Goldman Sachs Local Emer	04/22/2008	09/16/2010	4,123	41,247	39,585		-1,662	-1,662
Goldman Sachs Local Emer	04/30/2008	09/16/2010	16	161	156		-5	-5
Goldman Sachs Local Emer	05/30/2008	09/16/2010	57	560	543		-17	-17
Goldman Sachs Local Emer	06/30/2008	09/16/2010	73	710	699		-12	-12
Goldman Sachs Local Emer	07/31/2008	09/16/2010	69	689	659		-30	-30
Goldman Sachs Local Emer	08/29/2008	09/16/2010	62	599	592		-7	-7
Goldman Sachs Local Emer	09/30/2008	09/16/2010	75	664	720		56	56
Goldman Sachs Local Emer	10/31/2008	09/16/2010	70	506	668		162	162
Goldman Sachs Local Emer	11/28/2008	09/16/2010	71	497	678		181	181
Goldman Sachs Local Emer	12/31/2008	09/16/2010	77	571	741		170	170
Goldman Sachs Local Emer	01/30/2009	09/16/2010	59	422	564		142	142
Goldman Sachs Local Emer	02/27/2009	09/16/2010	1	9	13		4	4
Goldman Sachs Local Emer	02/27/2009	09/16/2010	31	215	300		85	85
Goldman Sachs Local Emer	03/31/2009	09/16/2010	42	301	399		99	99
Goldman Sachs Local Emer	04/30/2009	09/16/2010	52	400	496		96	96
Goldman Sachs Local Emer	05/29/2009	09/16/2010	57	472	550		77	77
Goldman Sachs Local Emer	06/30/2009	09/16/2010	47	388	448		60	60
Goldman Sachs Local Emer	07/31/2009	09/16/2010	62	531	592		61	61
Goldman Sachs Local Emer	08/31/2009	09/16/2010	66	569	638		68	68
Goldman Sachs Local Emer	09/30/2009	09/16/2010	53	467	505	38		38
Goldman Sachs Local Emer	10/30/2009	09/16/2010	25	223	241	18		18
Goldman Sachs Local Emer	11/30/2009	09/16/2010	26	236	251	15		15
Goldman Sachs Local Emer	12/31/2009	09/16/2010	26	228	245	17		17

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Goldman Sachs Local Emer	01/29/2010	09/16/2010	26	233	252	19		19
Goldman Sachs Local Emer	02/26/2010	09/16/2010	20	180	193	13		13
Goldman Sachs Local Emer	03/31/2010	09/16/2010	26	240	248	8		8
Goldman Sachs Local Emer	04/30/2010	09/16/2010	26	245	249	5		5
Goldman Sachs Local Emer	05/28/2010	09/16/2010	27	237	257	20		20
Goldman Sachs Local Emer	06/30/2010	09/16/2010	25	222	238	16		16
Goldman Sachs Local Emer	07/30/2010	09/16/2010	25	236	241	4		4
Goldman Sachs Local Emer	08/31/2010	09/16/2010	25	232	237	5		5
			5,437	52,491	52,197	177	-471	-294
Harbor International I	09/22/2009	12/08/2010	501	26,862	29,951		3,089	3,089
iShares DJ US Healthcare E	08/11/2008	02/19/2010	365	24,808	23,585		-1,223	-1,223
iShares DJ US Technology	11/09/2006	09/16/2010	1,600	86,570	90,151		3,581	3,581
iShares DJ US Technology	12/29/2006	09/16/2010	1,000	54,540	56,345		1,805	1,805
iShares DJ US Technology	07/01/2008	09/16/2010	3	142	148		6	6
iShares DJ US Technology	10/01/2008	09/16/2010	2	112	133		22	22
			2,605	141,364	146,778		5,414	5,414
iShares DJ US Technology	10/01/2008	09/16/2010	0	14	8		-6	-6
			2,605	141,378	146,786		5,408	5,408
iShares MSCI EAFE Index	06/12/2006	10/11/2010	950	58,611	53,918		-4,694	-4,694
iShares MSCI EAFE Index	11/09/2006	10/11/2010	200	14,261	11,351		-2,909	-2,909
iShares MSCI EAFE Index	11/09/2006	10/11/2010	200	14,261	11,351		-2,910	-2,910
iShares MSCI EAFE Index	07/01/2008	10/11/2010	26	1,766	1,477		-289	-289
iShares MSCI EAFE Index	09/03/2009	10/11/2010	1,000	51,546	56,754		5,207	5,207
			2,376	140,446	134,851		-5,595	-5,595

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

Jack Pottle - Investment account Investment Acct # 9133-4855

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
iShares MSCI EAFE Index	09/03/2009	10/11/2010	0	2	2		0	0
			2,376	140,447	134,853		-5,594	-5,594
JPMorgan Chase	06/29/2004	09/08/2010	500	19,160	19,651		491	491
JPMorgan Chase	08/26/2004	09/08/2010	300	11,857	11,790		-66	-66
JPMorgan Chase	11/09/2006	09/08/2010	200	9,518	7,860		-1,658	-1,658
JPMorgan Chase	08/01/2008	09/08/2010	9	380	371		-10	-10
JPMorgan Chase	11/03/2008	09/08/2010	9	348	337		-11	-11
			1,018	41,263	40,009		-1,254	-1,254
JPMorgan Chase	11/03/2008	09/08/2010	1	36	35		-1	-1
			1,019	41,298	40,044		-1,255	-1,255
Laudus Rosenberg Intl Disc	04/22/2008	07/30/2010	10,788	130,000	94,881		-35,119	-35,119
Laudus Rosenberg Intl Disc	12/17/2008	07/30/2010	233	1,574	2,048		474	474
Laudus Rosenberg Intl Disc	12/17/2009	07/30/2010	190	1,681	1,674	-7		-7
Laudus Rosenberg Intl Disc	05/14/2010	07/30/2010	64	565	563	-2		-2
			11,276	133,820	99,166	-8	-34,646	-34,654
Lazard	11/09/2009	03/09/2010	500	19,357	19,425	68		68
Lord Abbett Value Opportu	09/03/2009	09/08/2010	3,726	42,905	49,951		7,046	7,046
Monsanto	02/19/2010	09/03/2010	324	25,206	17,686	-7,521		-7,521
Novo Nordisk A/S ADR	08/10/2010	10/28/2010	25	2,259	2,610	350		350
Oppenheimer International	04/22/2008	12/08/2010	5,764	38,611	37,542		-1,069	-1,069
Oppenheimer International	04/30/2008	12/08/2010	13	87	86		-1	-1
Oppenheimer International	05/30/2008	12/08/2010	54	353	352		-1	-1
Oppenheimer International	06/30/2008	12/08/2010	50	322	324		3	3
Oppenheimer International	07/31/2008	12/08/2010	53	344	347		2	2

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Oppenheimer International	08/29/2008	12/08/2010	55	344	356		12	12
Oppenheimer International	09/30/2008	12/08/2010	51	306	335		29	29
Oppenheimer International	10/31/2008	12/08/2010	61	336	396		60	60
Oppenheimer International	11/28/2008	12/08/2010	48	274	315		41	41
Oppenheimer International	12/30/2008	12/08/2010	57	338	372		34	34
Oppenheimer International	12/30/2008	12/08/2010	60	352	388		36	36
Oppenheimer International	12/30/2008	12/08/2010	310	1,830	2,017		187	187
Oppenheimer International	01/30/2009	12/08/2010	34	193	221		28	28
Oppenheimer International	02/27/2009	12/08/2010	37	200	239		39	39
Oppenheimer International	03/31/2009	12/08/2010	55	310	360		50	50
Oppenheimer International	04/30/2009	12/08/2010	57	326	371		45	45
Oppenheimer International	05/29/2009	12/08/2010	19	116	125		9	9
Oppenheimer International	06/30/2009	12/08/2010	59	358	385		27	27
Oppenheimer International	07/31/2009	12/08/2010	62	383	402		19	19
Oppenheimer International	08/31/2009	12/08/2010	55	350	361		11	11
Oppenheimer International	09/30/2009	12/08/2010	48	313	312		-1	-1
Oppenheimer International	10/30/2009	12/08/2010	31	202	201		-1	-1
Oppenheimer International	11/30/2009	12/08/2010	27	182	177		-5	-5
Oppenheimer International	12/30/2009	12/08/2010	26	165	168	3		3
Oppenheimer International	12/30/2009	12/08/2010	51	328	335	6		6
Oppenheimer International	01/29/2010	12/08/2010	25	161	166	4		4
Oppenheimer International	02/26/2010	12/08/2010	24	153	157	3		3
Oppenheimer International	03/31/2010	12/08/2010	28	180	182	3		3
Oppenheimer International	04/30/2010	12/08/2010	29	187	189	2		2
Oppenheimer International	05/28/2010	12/08/2010	28	169	179	10		10
Oppenheimer International	06/30/2010	12/08/2010	27	170	178	8		8
Oppenheimer International	07/30/2010	12/08/2010	26	168	169	1		1
Oppenheimer International	08/31/2010	12/08/2010	27	179	178	-1		-1
Oppenheimer International	09/30/2010	12/08/2010	25	172	165	-7		-7
Oppenheimer International	10/29/2010	12/08/2010	28	190	179	-11		-11
Oppenheimer International	11/30/2010	12/08/2010	27	175	176	1		1
			7,432	48,827	48,405	24	-446	-423
Potash	11/09/2009	08/17/2010	200	19,948	28,557	8,609		8,609

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
SPDR Gold Trust ETF	11/29/2006	10/28/2010	50	3,160	6,544		3,384	3,384
Terex	05/09/2008	01/05/2010	500	35,547	10,489		-25,059	-25,059
Terex	07/23/2008	01/05/2010	220	10,993	4,615		-6,378	-6,378
			720	46,540	15,103		-31,437	-31,437
Ultra Petroleum	02/19/2010	09/02/2010	100	4,865	4,085	-779		-779
Ultra Petroleum	02/19/2010	09/02/2010	200	9,730	8,171	-1,559		-1,559
Ultra Petroleum	02/19/2010	09/02/2010	200	9,729	8,171	-1,558		-1,558
			500	24,324	20,427	-3,896		-3,896
United Technologies	01/26/2004	02/19/2010	367	10,829	25,134		14,305	14,305
Valero Energy	05/30/2006	02/18/2010	200	12,095	3,551		-8,544	-8,544
Valero Energy	11/09/2006	02/18/2010	200	10,758	3,551		-7,207	-7,207
Valero Energy	11/09/2006	02/18/2010	300	16,137	5,327		-10,810	-10,810
Valero Energy	06/19/2008	02/18/2010	2	105	43		-62	-62
Valero Energy	09/11/2008	02/18/2010	3	83	46		-37	-37
			705	39,178	12,519		-26,660	-26,660
Valero Energy	09/11/2008	02/18/2010	1	22	12		-10	-10
			706	39,201	12,531		-26,670	-26,670
VCA Antech	03/10/2006	03/26/2010	100	2,872	2,696		-176	-176

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
VCA Antech	03/10/2006	03/26/2010	900	25,841	24,267		-1,574	-1,574
			1,000	28,713	26,964		-1,749	-1,749
Short-Term Gains				247,582	254,453	6,871		
Long-Term Gains				1,036,659	943,792		-92,867	
Total (Sales)				1,284,241	1,198,246	6,871	-92,867	-85,995

Capital Gain Distributions

Description	Pay Date	Short-Term Gains	Long-Term Gains	Total Gains
Goldman Sachs Emerging	12/15/2010		52	52
Leuthold Global I	11/24/2010		1,210	1,210
Loomis Sayles Investment G	12/28/2010		6	6
Lord Abbett Value Opportu	11/23/2010		369	369
Matthews Asia Dividend Fu	12/09/2010		141	141
Nuveen Tradewinds Value	12/13/2010		1,237	1,237
SPDR Barclays Capital Hig	01/06/2011		276	276
TFS Market Neutral	12/10/2010		733	733
Total (Distributions)			4,025	4,025
Total Gains		**6,871**	**-88,842**	**-81,971**