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

2011

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

For calendar year 2011 or tax year beginning

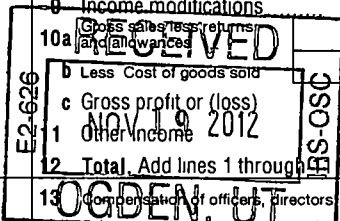
, and ending

Name of foundation <b>JJJ CHARITABLE FOUNDATION</b>		A Employer identification number <b>13-3932002</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>201 TRESSER BLVD., SUITE 300</b>	Room/suite	B Telephone number <b>203-595-4500</b>
City or town, state, and ZIP code <b>STAMFORD, CT 06901</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>12,897,875.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		157,043.	157,038.		STATEMENT 1
4 Dividends and interest from securities		120,288.	120,288.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		902,380.			
b Gross sales price for all assets on line 6a <b>2,792,276.</b>					
7 Capital gain net income (from Part IV, line 2)			902,380.		
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)					
1 Other income		-206,946.	5,415.		STATEMENT 3
12 Total. Add lines 1 through 11		972,765.	1,185,121.		
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		15,500.	8,000.		6,000.
c Other professional fees STMT 5		18,090.	18,090.		0.
17 Interest					
18 Taxes STMT 6		14,015.	14,015.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		93,749.	73,074.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		141,354.	113,179.		6,000.
25 Contributions, gifts, grants paid		1,108,000.			1,108,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,249,354.	113,179.		1,114,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-276,589.			
b Net investment income (if negative, enter -0-)			1,071,942.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 26 2012

Operating and Administrative Expenses



**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
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	237,689.	645,819.	645,819.
	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	494,581.		
	b Investments - corporate stock STMT 9	3,893,317.	3,672,049.	4,743,837.
	c Investments - corporate bonds STMT 10	1,270,842.	1,270,856.	1,353,829.
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	4,813,335.	5,063,916.	6,153,704.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	15,070.	686.	686.
	16 Total assets (to be completed by all filers)	10,724,834.	10,653,326.	12,897,875.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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)	27,377.	0.	
23 Total liabilities (add lines 17 through 22)	27,377.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	10,697,457.	10,653,326.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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	10,697,457.	10,653,326.		
31 Total liabilities and net assets/fund balances	10,724,834.	10,653,326.		

**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	10,697,457.
2 Enter amount from Part I, line 27a	2	-276,589.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	232,458.
4 Add lines 1, 2, and 3	4	10,653,326.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,653,326.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 2,792,276.		1,889,896.	902,380.

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			902,380.

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	902,380.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		<b>3</b>	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))
2010	465,050.	12,864,310.	.036150
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	.209920
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.041984
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	13,231,815.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	555,525.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	10,719.
<b>7</b> Add lines 5 and 6	<b>7</b>	566,244.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,114,000.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	10,719.
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	10,719.
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	10,719.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,749.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,749.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	42.	
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	1,988.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,988. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CT, DE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOHN N. IRWIN III</u> Telephone no. ► <u>(203) 595-4500</u> Located at ► <u>201 TRESSER BOULEVARD, SUITE 300, STAMFORD, CT</u> ZIP+4 ► <u>06901</u>			
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	
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	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 2011?	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

X

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	0.

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

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

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

0

(continued)

**NONE**

---

0

1	N/A
---	-----

**2**

**3**

4

1	N/A
---	-----

2

All other program-related investments. See instructions.

**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	9,227,785.
b	Average of monthly cash balances	1b	435,218.
c	Fair market value of all other assets	1c	3,770,312.
d	Total (add lines 1a, b, and c)	1d	13,433,315.
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	13,433,315.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	201,500.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,231,815.
6	Minimum investment return. Enter 5% of line 5	6	661,591.

**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	661,591.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,719.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,719.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	650,872.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	650,872.
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	650,872.

**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	1,114,000.
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	1,114,000.
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	10,719.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,103,281.

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				650,872.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			405,609.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,114,000.				
<b>a</b> Applied to 2010, but not more than line 2a			405,609.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				650,872.
<b>e</b> Remaining amount distributed out of corpus	57,519.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	57,519.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	57,519.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011	57,519.			



**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
<b>a Paid during the year</b>				
THE HUMPTY DUMPTY INSTITUTE 29 WEST 46TH STREET, 5TH FLOOR NEW YORK, NY 10036	N/A	PUBLIC	OPERATIONAL	92,000.
CAMBRIDGE IN AMERICA 292 MADISON AVENUE, 8TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	OPERATIONAL	100,000.
MERCATUS CENTER 3351 FAIRFAX DRIVE, 4TH FLOOR ARLINGTON, VA 22201	N/A	PUBLIC	OPERATIONAL	150,000.
GEORGETOWN UNIVERSITY 37TH AND O STREETS, N.W. WASHINGTON, DC 20057	N/A	PUBLIC	OPERATIONAL	1,000.
AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVENUE, 3RD FLOOR NEW YORK, NY 10018-2729	N/A	PUBLIC	OPERATIONAL	60,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>1,108,000.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
<b>1</b> Program service revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>f</b> _____						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments			14	157,038.		5.
<b>4</b> Dividends and interest from securities			14	120,288.		
<b>5</b> Net rental income or (loss) from real estate:						
<b>a</b> Debt-financed property						
<b>b</b> Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income	523000	-217,127.	14	10,179.		2.
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	902,380.		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue:						
<b>a</b> _____						
<b>b</b> _____						
<b>c</b> _____						
<b>d</b> _____						
<b>e</b> _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)		-217,127.		1,189,885.		7.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)						

13 972,765.

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

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

[illegible]

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

- b** If "Yes," complete the following schedule.

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

☒ Yes ☐ No

Title

PTIN
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P00165224

Firm's EIN ▶ 22-2746484

Phone no. (856) 234-0900

Form **990-PF** (2011)

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
CONNECTICUT COALITION FOR ACHIEVEMENT NOW ANNUAL GIFT 85 WILLOW STREET NEW HAVEN, CT 06511	N/A	PUBLIC	OPERATIONAL	42,000.
CONVENT OF THE SACRED HEART SCHOOL 1177 KING STREET GREENWICH, CT 06831	N/A	PUBLIC	OPERATIONAL	15,000.
FRESH AIR FUND ANNUAL GIVING 633 THIRD AVENUE, 14TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	OPERATIONAL	20,000.
FRIENDS OF THE NATIONAL WORLD WAR II MEMORIAL 700 13TH STREET NW, SUITE 800 WASHINGTON, DC 20005	N/A	PUBLIC	OPERATIONAL	5,000.
NATIONAL CENTER FOR POLICY ANALYSIS 12770 COIT ROAD, SUITE 800 DALLAS, TX 75251	N/A	PUBLIC	OPERATIONAL	1,000.
POPULATION COUNCIL IN NEW YORK CITY ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	N/A	PUBLIC	OPERATIONAL	6,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08544	N/A	PUBLIC	OPERATIONAL	400,000.
SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	PUBLIC	OPERATIONAL	1,000.
CHICAGO CENTER FOR TORAH & CHESED INC 836 W. WELLINGTON AVENUE CHICAGO, IL 60657	N/A	PUBLIC	OPERATIONAL	15,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A	PUBLIC	OPERATIONAL	200,000.
Total from continuation sheets				705,000.

JJJ CHARITABLE FOUNDATION

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 CYPRIUM INVESTORS III (05-0632578) 1231	P	VARIOUS	VARIOUS
b CYPRIUM INVESTORS III (05-0632578) 1231	P	VARIOUS	VARIOUS
c CYPRIUM INVESTORS II (34-1968641)	P	VARIOUS	VARIOUS
d CYPRIUM INVESTORS II (34-1968641) 1231	P	VARIOUS	VARIOUS
e ENTERPRISE PRODUCTS PARTNERS LP (76-0568219)	P	VARIOUS	VARIOUS
f ENTERPRISE PRODUCTS PARTNERS LP (76-0568219) 1231	P	VARIOUS	VARIOUS
g ATLAS PIPELINE PARTNERS (23-3011077)	P	VARIOUS	VARIOUS
h ATLAS PIPELINE PARTNERS (23-3011077)	P	VARIOUS	VARIOUS
i BROOKSIDE REALTY VENTURES III (27-2584176)	P	VARIOUS	VARIOUS
j BROOKSIDE REALTY VENTURES III (27-2584176)	P	VARIOUS	VARIOUS
k BROOKSIDE REALTY VENTURES III (27-2584176) 1231	P	VARIOUS	VARIOUS
l EL PASO PIPELINE, LP (26-0789784) 1231	P	VARIOUS	VARIOUS
m KINDER MORGAN ENERGY PARTNERS, LP (76-0380342) 12	P	VARIOUS	VARIOUS
n ONEOK PARTNERS, LP (93-1120873) 1231	P	VARIOUS	VARIOUS
o PUBLICLY TRADED SECURITIES			

(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		5.	-5.
b	621.		621.
c		72,498.	-72,498.
d	17.		17.
e	1,390.		1,390.
f		199.	-199.
g		348.	-348.
h		419.	-419.
i	9,427.		9,427.
j		156.	-156.
k	293.		293.
l		359.	-359.
m	362.		362.
n		213.	-213.
o	577,289.	398,623.	178,666.

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			-5.
b			621.
c			-72,498.
d			17.
e			1,390.
f			-199.
g			-348.
h			-419.
i			9,427.
j			-156.
k			293.
l			-359.
m			362.
n			-213.
o			178,666.

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 }

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

2

3



## JJJ CHARITABLE FOUNDATION

CONTINUATION FOR 990-PF, PART IV

13-3932002

PAGE

2 OF

2

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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>				
b				
c				
d				
e				
f				
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 2,202,877.		1,417,076.	785,801.
b			
c			
d			
e			
f			
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			785,801.
b			
c			
d			
e			
f			
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	902,380.
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

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

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SOURCE	AMOUNT
FROM K-1 - ATLAS PIPELINE PARTNERS LP (EIN# 23-3011077)	798.
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	7,184.
FROM K-1 - COPANO ENERGY LLC (EIN #51-0411678)	1.
FROM K-1 - CYPRIUM INVESTORS II, LP (EIN:34-1968641)	8,273.
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578)	71,385.
FROM K-1 - EL PASO PIPELINE PARTNERS, LP (EIN: 26-0789784)	143.
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP (EIN 76-0568219)	42.
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	228.
FROM K-1 - ONEOK PARTNERS, LP (EIN: 93-1120873)	6.
FROM K-1 - SCIF PORTFOLIO II, LLC - (EIN:95-4676908)	51.
FROM K-1 - SFW CAPITAL PARTNERS FUND, LP (EIN: 20-5944156)	163.
FROM K-1 - SILK CREST CORP (EIN# 84-1653328)	17,274.
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	1,789.
U.S. TRUST - BANK OF AMERICA	49,190.
U.S. TRUST - BANK OF AMERICA - U.S. OBLIG	516.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	157,043.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 - CYPRIUM INVESTORS II, LP (EIN: 34-1968641)	34.	0.	34.
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578)	3,737.	0.	3,737.
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP (EIN 76-0568219)	3.	0.	3.
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	100.	0.	100.
FROM K-1 - SILK CREST CORP (EIN# 84-1653328)	1,904.	0.	1,904.
FROM K-1 - WICKS COMMUNICATION & MEDIA PARTNERS III (EIN# 74-3115795)	3,858.	0.	3,858.

## JJJ CHARITABLE FOUNDATION

13-3932002

U.S. TRUST - BANK OF AMERICA	110,652.	0.	110,652.
TOTAL TO FM 990-PF, PART I, LN 4	120,288.	0.	120,288.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - CYPRIUM INVESTORS II LP (EIN:34-1968641)	36.	0.	
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908)	-1,682.	0.	
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342) - UBTI	-9,147.	0.	
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	6,473.	842.	
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578) - UBTI	-686.	0.	
FROM K-1 - CYPRIUM INVESTORS II LP (EIN:34-1968641) - UBTI	-5,324.	0.	
FROM K-1 - ONEOK PARTNERS LP (EIN: 93-1120873) - UBTI	-7,109.	0.	
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS LP (EIN: 76-0568219) - UBTI	-14,004.	0.	
FROM K-1 - EL PASO PIPELINE PARTNERS LP (EIN: 26-0789784) - UBTI	-5,486.	0.	
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908) - UBTI	-126,386.	0.	
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795) - UBTI	-778.	0.	
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176) - UBTI	-33,777.	0.	
FROM K-1 - COPANO ENERGY LLC (EIN #51-0411678) - UBTI	-12,992.	0.	
FROM K-1 - ATLAS PIPELINE PARTNERS LP (EIN# 23-3011077) - UBTI	-12,214.	0.	
FROM K-1 - SILK CREST CORP (EIN# 84-1653328)	3,400.	3,400.	
GENERAL OTHER- CLOSING FEE INCOME	10,776.	0.	
FROM K-1 - ATLAS PIPELINE PARTNERS LP (EIN# 23-3011077)	1.	0.	
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	778.	0.	
GENERAL OTHER- LEGAL FEES	1,173.	1,173.	
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578) - UBTI	2.	0.	
	-206,946.	5,415.	

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

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	15,500.	8,000.		6,000.
TO FORM 990-PF, PG 1, LN 16B	15,500.	8,000.		6,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	18,090.	18,090.		0.
TO FORM 990-PF, PG 1, LN 16C	18,090.	18,090.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	9,015.	9,015.		0.
FEDERAL TAXES	5,000.	5,000.		0.
TO FORM 990-PF, PG 1, LN 18	14,015.	14,015.		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 - CYPRIUM INVESTORS II LP (EIN:34-1968641)	5,040.	4,201.		0.
FROM K-1 - CYPRIUM INVESTORS III LP (EIN: 05-0632578)	34,449.	24,108.		0.
FROM K-1 - SFW CAPITAL PARTNERS FUND, LP (EIN: 20-5944156)	21,823.	21,819.		0.
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908)	374.	0.		0.
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	12,579.	5,700.		0.
FROM K-1 - KINDER MORGAN ENERGY PARTNERS, LP (EIN: 76-0380342)	945.	0.		0.
BUSINESS REGISTRATION FEES FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	1,130.	0.		0.
	1,232.	1,144.		0.
FROM K-1 - ENTERPRISE PRODUCTS PARTNERS L.P. (EIN: 76-0568219)	31.	0.		0.
FROM K-1 - EL PASO PIPELINE PARTNERS, L.P. (EIN: 26-0789784)	15.	0.		0.
FROM K-1 - ONEOK PARTNERS, L.P. (EIN: 93-1120873)	14.	0.		0.
GENERAL OTHER	33.	33.		0.
FROM K-1 - ATLAS PIPELINE PARTNERS LP	7.	0.		0.
FROM K-1 - SILK CREST CORP	16,077.	16,069.		0.
TO FORM 990-PF, PG 1, LN 23	93,749.	73,074.		0.

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION (NET) FROM PASS THROUGH ENTITIES	232,458.
TOTAL TO FORM 990-PF, PART III, LINE 3	232,458.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,672,049.	4,743,837.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,672,049.	4,743,837.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,270,856.	1,353,829.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,270,856.	1,353,829.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCIF PORTFOLIO II LLC	COST	-267,203.	0.
CYPRUM INVESTORS II LP	COST	177,638.	177,638.
SILK CREST CORP.	COST	197,442.	197,442.
WICKS COM. & MEDIA PTNRS III LP	COST	984,360.	984,360.
PORTOLAN PILOT OFFSHORE FUND, LTD.	COST	2,100,000.	2,922,585.
CYPRUM INVESTORS III LP	COST	705,027.	705,027.
SFW CAPITAL PARTNERS FUND, LP	COST	363,552.	363,552.
TEMPLE REAL ESTATE INVESTMENT	COST	0.	0.
BROOKSIDE REALTY VENTURES III, LLC	COST	303,100.	303,100.
BOOT BARN HOLDINGS CORP	COST	68,966.	68,966.
BOOT BARN INC SUB DEBT	COST	431,034.	431,034.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,063,916.	6,153,704.

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FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	15,070.	686.	686.
TO FORM 990-PF, PART II, LINE 15	15,070.	686.	686.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN N. IRWIN III 201 TRESSER BLVD., SUITE 300 STAMFORD, CT 06901	PRES./TREAS./DIRECTOR 10.00	0.	0.	0.
JEANET H. IRWIN 201 TRESSER BLVD., SUITE 300 STAMFORD, CT 06901	DIRECTOR 10.00	0.	0.	0.
JANE W. I. DROPPA 201 TRESSER BLVD., SUITE 300 STAMFORD, CT 06901	DIRECTOR 10.00	0.	0.	0.
ANNA M. IRWIN 201 TRESSER BLVD., SUITE 300 STAMFORD, CT 06901	DIRECTOR 10.00	0.	0.	0.
GENEVIEVE T. IRWIN 201 TRESSER BLVD., SUITE 300 STAMFORD, CT 06901	DIRECTOR 10.00	0.	0.	0.
RAYMOND WELDON 201 TRESSER BLVD., SUITE 300 STAMFORD, CT 06901	SECRETARY 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.