Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation | OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 instructions): (303) 393-0888

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,876,404.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	263,235.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	49,038.	49,038.	49,038.	ATCH 1
	4 Dividends and interest from securities	61,192.	61,192.	61,192.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	247,547.			
	b Gross sales price for all assets on line 6a 2,470,191.				
	7 Capital gain net income (from Part IV, line 2)		12,978.		
	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)	-3,826.	-3,826.	-3,826.	ATCH 3
	12 **Total.** Add lines 1 through 11	617,186.	119,382.	106,404.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	2,058.	2,058.	2,058.	
	c Other professional fees (attach schedule) *	29,925.	29,925.	29,925.	
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	1,775.	1,775.	1,775.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,448.	6,448.	6,448.	
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	2,786.	2,786.	2,786.	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	42,992.	42,992.	42,992.	
	25 Contributions, gifts, grants paid	260,500.			260,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	303,492.	42,992.	42,992.	260,500.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	313,694.			
	b **Net investment income** (if negative, enter -0-)		76,390.		
	c **Adjusted net income** (if negative, enter -0-)			63,412.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	18,265.	26,064.	26,064.
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 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 8	4,560,494.	4,850,340.	4,850,340.
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)	4,578,759.	4,876,404.	4,876,404.
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	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	4,578,759.	4,876,404.	
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 instructions)	4,578,759.	4,876,404.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,578,759.	4,876,404.	

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	4,578,759.
2	Enter amount from Part I, line 27a	2	313,694.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,892,453.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	16,049.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,876,404.

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	12,978.
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 instructions). If (loss), enter -0- in Part I, line 8	3	0

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 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))
2010	205,300.	4,594,703.	0.044682
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

2	**Total** of line 1, column (d)	2	0.246236
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	0.049247
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,185,047.
5	Multiply line 4 by line 3	5	255,348.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	764.
7	Add lines 5 and 6	7	256,112.
8	Enter qualifying distributions from Part XII, line 4	8	260,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	764.
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	764.
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	764.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,476.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,476.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,712.
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ 2,712. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ________ (2) On foundation managers ▶$ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶$ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ N/A	13		
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			
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?	16		
	See 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			
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)?	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 2011?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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)? (see 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 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 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 10		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	5,237,426.
b	Average of monthly cash balances	1b	26,581.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,264,007.
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	
3	Subtract line 2 from line 1d	3	5,264,007.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	78,960.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,185,047.
6	**Minimum investment return.** Enter 5% of line 5	6	259,252.

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	259,252.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	764.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	764.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	258,488.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	258,488.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	258,488.

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	260,500.
b	Program-related investments - total from Part IX-B	1b	
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	260,500.
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 instructions)	5	764.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	259,736.

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
1 Distributable amount for 2011 from Part XI, line 7				258,488.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			216,168.	
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 260,500.				
a Applied to 2010, but not more than line 2a			216,168.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				44,332.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				214,156.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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 11

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

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

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 12				
Total . . . . ▶ **3a**				260,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a ATTACHMENT 13					263,235.
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	49,038.	
4 Dividends and interest from securities			14	61,192.	
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	-3,826.	
8 Gain or (loss) from sales of assets other than inventory			18	247,547.	
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)				353,951.	263,235.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 617,186.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See 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) is based on all information of which preparer has any knowledge

▶ [signature] | 14 November 2012 | ▶ President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEPHEN M. HITTESDORF, CPA	[signature] CPA	11-14-2012		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

JSA
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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
JJP FAMILY FOUNDATION INC. C/O HARDING AND HITTESDORF, P.C.	84-1517947

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Employer identification number 84-1517947

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK T. & JUDITH POTTLE REVOCABLE TRUST 941 VINE STREET DENVER, CO 80209	$ 248,235.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	SPROUT FOUNDATION 1601 ARAPAHOE STREET; SUITE 800 DENVER, CO 80202	$ 15,000.	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

Employer identification number 84-1517947

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

Employer identification number
84-1517947

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶$ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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					51.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					10,185.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					2,742.	
TOTAL GAIN(LOSS)							12,978.	

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	45,590.	45,590.	45,590.
PRIVATE INCOME PORTFOLIO III	213.	213.	213.
GREENHAVEN CONTINUOUS COMMDODITY	18.	18.	18.
CHARLES SCHWAB TAX EXEMPT INTEREST	3,217.	3,217.	3,217.
TOTAL	49,038.	49,038.	49,038.

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	60,051.	60,051.	60,051.
PRIVATE EQUITY PORTFOLIO III	1,141.	1,141.	1,141.
TOTAL	61,192.	61,192.	61,192.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SCHWAB NONDIVIDEND DISTRIBUTION	2,345.	2,345.	2,345.
ORDINARY INCOME PEP	-45.	-45.	-45.
OTHER INCOME FROM PEP III	51.	51.	51.
SEC 1256 CONTRACT STRADDLES	-6,833.	-6,833.	-6,833.
OTHER PORTFOLIO INCOME PEP III	96.	96.	96.
OTHER PORTFOLIO INCOME BACELINE	12.	12.	12.
CANCELLATION OF DEBT PEP	1.	1.	1.
RENTAL INCOME BACELINE	544.	544.	544.
SECTION 1231 GAIN PEP	3.	3.	3.
TOTALS	-3,826.	-3,826.	-3,826.

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	2,058.	2,058.	2,058.	
TOTALS	2,058.	2,058.	2,058.	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
MANAGEMENT FEES	29,925.	29,925.	29,925.
TOTALS	29,925.	29,925.	29,925.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAXES PAID	1,775.	1,775.	1,775.
TOTALS	1,775.	1,775.	1,775.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
OTHER PORTFOLIO EXPENSES	5.	5.	5.
DEDUCTIONS SUBJ TO 2% FLOOR	2,375.	2,375.	2,375.
DEDUCTIONS SUBJ TO 2% FLOOR	406.	406.	406.
TOTALS	2,786.	2,786.	2,786.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHARLES SCHWAB INVESTMENTS	4,742,944.	4,742,944.
PRIVATE EQUITY PORTFOLIO FUND	69,981.	69,981.
BACELINE NO DEBT REAL ESTATE	30,194.	30,194.
GREENHAVEN CONTINUOUS COMMODI	7,221.	7,221.
DUE FROM OPPENHEIMER		
TOTALS	4,850,340.	4,850,340.

ATTACHMENT 9

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

DESCRIPTION		AMOUNT
BACELINE K-1 M-1 ITEMS		367.
PEP III M-1 ITEMS		15,682.
	TOTAL	16,049.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JACK T. POTTLE 941 VINE STREET DENVER, CO 80209	PRESIDENT, TREASURER	0	0	0
JUDITH E. POTTLE 941 VINE STREET DENVER, CO 80209	VICE-PRESIDENT	0	0	0
ELIZABETH K. POELL 6565 S. BELLAIRE CIRCLE CENTENNIAL, CO 80121	SECRETARY	0	0	0
	GRAND TOTALS			

ATTACHMENT 11

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 12.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARCHBISHOPS CATHOLIC APPEAL 1300 SOUTH STEELE STREET DENVER, CO 80210-2599	N/A	GENERAL FUND OF CHARITIES WITHOUT RESTRICTION	3,500.
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	140,000.
FOOD BANK OF THE ROCKIES 10700 EAST 45TH AVE DENVER, CO 80239	NONE	GENERAL FUND OF CHARITY WITHOUT RESTRICTION	5,000.
FREEDOM SERVICE DOGS 2000 WEST UNION AVE. ENGLEWOOD, CO 80110	NONE	NO RESTRICTION	1,000.

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

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	NONE	NO RESTRICTIONS	1,000.
ST. ANDREWS HOUSE 13120 EAST KENTUCKY AVE AURORA, CO 80012	NONE	NO RESTRICTIONS	5,000.
ONE WORLD CHILDRENS FUND 1016 LINCOLN BLVD SAN FRANCISCO, CA 94129	NONE	NO RESTRICTIONS	5,000.
THINK UNLIMITED 36 EAST 20TH STREET NEW YORK, NY 10003	NONE	NO RESTRICTIONS	40,000.
		TOTAL CONTRIBUTIONS PAID	260,500.

FORM 990-PF, PART XVI-A - ANALYSIS OF PROGRAM SERVICE REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
JACK AND JUDY POTTLE REVOCABLE TRUST					248,235.
SPROUT FOUNDATION					15,000.
TOTALS					263,235.

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

2011

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	-26,695.
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	51.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 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	-26,644.

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	261,264.
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	10,185.
9 Capital gain distributions	9	2,742.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 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	274,191.

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

JSA
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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			-26,644.
14 Net long-term gain or (loss):				
a Total for year	14a			274,191.
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			247,547.

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 ( )

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*** *in 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* ***Schedule D Tax Worksheet*** *in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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

2011

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SCHWAB A/C 9133-4855 STMT ATTACHED			486,758.	513,453.	-26,695.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -26,695.

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SCHWAB A/C 9133-4855 STMT ATTACHED			1,970,455.	1,709,191.	261,264.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 261,264.

February 27, 2012

Prepared by Sargent Bickham Lagudis

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

Jack Pottle - Investment account   Investment account   Acct #: 9133-4855
JJP Family Foundation

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Abbott Laboratories	02/19/2010	02/04/2011	454	24,652	20,842	-3,810		-3,810
AFLAC	03/10/2006	08/23/2011	367	16,891	12,886		-4,005	-4,005
AFLAC	11/09/2006	08/23/2011	100	4,510	3,511		-999	-999
AFLAC	11/09/2006	08/23/2011	100	4,510	3,511		-999	-999
AFLAC	11/09/2006	08/23/2011	100	4,510	3,511		-999	-999
AFLAC	06/03/2008	08/23/2011	2	160	85		-75	-75
AFLAC	09/03/2008	08/23/2011	3	161	99		-62	-62
AFLAC	12/02/2008	08/23/2011	4	157	132		-25	-25
			676	30,900	23,736		-7,164	-7,164
AFLAC	12/02/2008	08/23/2011	0	5	4		-1	-1
			676	30,904	23,740		-7,164	-7,164
Allianz NFJ International V	04/22/2008	02/08/2011	2,787	73,319	59,951		-13,368	-13,368
Amazon com	05/28/2010	10/20/2011	73	9,149	17,067		7,918	7,918
Big Lots	09/30/2010	02/18/2011	200	6,642	8,340	1,698		1,698
Big Lots	09/30/2010	02/18/2011	208	6,908	8,674	1,766		1,766
			408	13,550	17,014	3,464		3,464
Big Lots	09/30/2010	04/05/2011	42	1,395	1,850	455		455
Big Lots	09/30/2010	04/05/2011	300	9,963	13,213	3,250		3,250
			342	11,358	15,063	3,705		3,705
			750	24,908	32,077	7,168		7,168

February 27, 2012

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Citigroup 6.5% 1/11	01/26/2004	01/18/2011	50,000	49,617	50,000		384	384
CME Group (Chicago Merc	11/09/2009	08/22/2011	63	19,664	15,073		-4,591	-4,591
Deutsche Bank Structured N	09/02/2009	12/06/2011	50,000	50,000	64,725		14,725	14,725
Goldman Sachs Emerging	09/17/2010	04/28/2011	4,121	52,197	51,218	-979		-979
Goldman Sachs Emerging	09/30/2010	04/28/2011	6	79	76	-3		-3
Goldman Sachs Emerging	10/29/2010	04/28/2011	17	224	213	-11		-11
Goldman Sachs Emerging	11/30/2010	04/28/2011	18	223	221	-2		-2
Goldman Sachs Emerging	12/15/2010	04/28/2011	4	52	52	0		0
Goldman Sachs Emerging	12/31/2010	04/28/2011	45	562	564	2		2
Goldman Sachs Emerging	01/31/2011	04/28/2011	20	248	253	5		5
Goldman Sachs Emerging	02/28/2011	04/28/2011	19	237	242	5		5
Goldman Sachs Emerging	03/31/2011	04/28/2011	18	223	225	3		3
			4,270	54,044	53,064	-980		-980
Goldman Sachs Local Emer	04/29/2011	12/16/2011	5,249	53,064	45,380	-7,684		-7,684
Goldman Sachs Local Emer	05/31/2011	12/16/2011	22	214	186	-27		-27
Goldman Sachs Local Emer	06/30/2011	12/16/2011	20	197	173	-24		-24
Goldman Sachs Local Emer	07/29/2011	12/16/2011	20	194	169	-25		-25
Goldman Sachs Local Emer	08/31/2011	12/16/2011	18	173	151	-22		-22
Goldman Sachs Local Emer	09/30/2011	12/16/2011	21	184	183	-1		-1
Goldman Sachs Local Emer	10/31/2011	12/16/2011	20	182	172	-10		-10
Goldman Sachs Local Emer	11/30/2011	12/16/2011	25	226	220	-5		-5
Goldman Sachs Local Emer	12/14/2011	12/16/2011	17	144	145	1		1
			5,411	54,578	46,780	-7,798		-7,798
Goldman Sachs Mid Cap Va	10/19/2005	10/26/2011	322	11,500	10,934		-566	-566
Goldman Sachs Mid Cap Va	12/08/2005	10/26/2011	30	1,059	1,023		-36	-36
Goldman Sachs Mid Cap Va	12/08/2005	10/26/2011	70	2,456	2,372		-84	-84
Goldman Sachs Mid Cap Va	12/08/2005	10/26/2011	217	7,632	7,370		-262	-262
Goldman Sachs Mid Cap Va	11/09/2006	10/26/2011	1,006	40,000	34,148		-5,852	-5,852
Goldman Sachs Mid Cap Va	12/12/2006	10/26/2011	17	668	580		-89	-89
Goldman Sachs Mid Cap Va	12/12/2006	10/26/2011	29	1,127	978		-150	-150

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

Jack Pottle - Investment account   Investment account   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 Mid Cap Va	12/12/2006	10/26/2011	130	5,103	4,426		-678	-678
Goldman Sachs Mid Cap Va	12/13/2007	10/26/2011	18	655	625		-30	-30
Goldman Sachs Mid Cap Va	12/13/2007	10/26/2011	38	1,356	1,294		-62	-62
Goldman Sachs Mid Cap Va	12/13/2007	10/26/2011	177	6,302	6,013		-288	-288
Goldman Sachs Mid Cap Va	12/09/2008	10/26/2011	41	863	1,393		530	530
Goldman Sachs Mid Cap Va	05/14/2009	10/26/2011	892	20,000	30,280		10,280	10,280
Goldman Sachs Mid Cap Va	12/08/2009	10/26/2011	41	1,140	1,385		245	245
Goldman Sachs Mid Cap Va	12/08/2010	10/26/2011	23	790	765	-25		-25
			3,051	100,651	103,584	-25	2,958	2,933
GreenHaven Commodity In	02/08/2011	10/26/2011	50	1,714	1,599	-115		-115
GreenHaven Commodity In	02/08/2011	10/26/2011	100	3,428	3,198	-230		-230
GreenHaven Commodity In	02/08/2011	10/26/2011	100	3,428	3,198	-230		-230
			250	8,570	7,995	-575		-575
GreenHaven Commodity In	02/08/2011	12/19/2011	50	1,714	1,461	-253		-253
GreenHaven Commodity In	02/08/2011	12/19/2011	647	22,177	18,901	-3,276		-3,276
GreenHaven Commodity In	02/08/2011	12/19/2011	800	27,425	23,371	-4,054		-4,054
			1,497	51,316	43,733	-7,583		-7,583
			1,747	59,885	51,727	-8,158		-8,158
Harbor International I	09/22/2009	02/22/2011	712	38,138	43,755		5,617	5,617
Harbor International I	11/16/2009	02/22/2011	589	33,306	36,196		2,890	2,890
			1,301	71,444	79,951		8,507	8,507
Harbor International I	11/16/2009	09/13/2011	1,179	66,694	61,136		-5,558	-5,558
Harbor International I	12/18/2009	09/13/2011	39	2,101	2,037		-64	-64

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Harbor International I	12/17/2010	09/13/2011	37	2,196	1,925	-271		-271
			1,256	70,991	65,098	-271	-5,622	-5,893
			2,556	142,435	145,049	-271	2,885	2,614
Henderson International Op	09/03/2009	05/10/2011	3,029	57,520	69,951		12,431	12,431
Henderson International Op	09/03/2009	05/25/2011	2,237	42,480	49,815		7,335	7,335
Henderson International Op	12/29/2009	05/25/2011	19	390	431		40	40
Henderson International Op	12/29/2010	05/25/2011	48	1,007	1,058	52		52
			2,304	43,877	51,304	52	7,375	7,427
			5,333	101,397	121,255	52	19,807	19,858
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	2,305	47,581	102,383		54,802	54,802
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	400	8,257	17,767		9,510	9,510
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	200	4,129	8,886		4,757	4,757
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,379	2,379
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,379	2,379
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,379	2,379
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,379	2,379
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	48	991	2,132		1,141	1,141
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	47	970	2,088		1,117	1,117
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	200	4,129	8,886		4,757	4,757
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	200	4,129	8,886		4,757	4,757
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	200	4,129	8,886		4,757	4,757
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,379	2,379
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,443		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,377	2,377
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,377	2,377
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,377	2,377
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,377	2,377

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Honda Motor Co Ltd Adr	12/09/2003	02/18/2011	100	2,064	4,442		2,378	2,378
			5,700	117,662	253,197		135,535	135,535
HSBC	09/14/2009	07/28/2011	50,000	50,000	50,000		0	0
iPath DJ-UBS Commodity I	07/26/2007	02/08/2011	1,200	61,293	59,215		-2,078	-2,078
iShares MSCI Emerging Ma	11/29/2006	09/13/2011	1,299	47,287	51,708		4,422	4,422
iShares MSCI Emerging Ma	07/01/2008	09/13/2011	39	1,707	1,532		-175	-175
iShares MSCI Emerging Ma	09/08/2010	09/13/2011	119	5,001	4,742		-259	-259
iShares MSCI Emerging Ma	09/08/2010	09/13/2011	300	12,590	11,939		-651	-651
			1,757	66,585	69,922		3,337	3,337
iShares MSCI Emerging Ma	09/08/2010	11/10/2011	771	32,349	30,642		-1,707	-1,707
iShares MSCI Emerging Ma	02/22/2011	11/10/2011	335	15,104	13,324	-1,780		-1,780
			1,106	47,453	43,966	-1,780	-1,707	-3,487
			2,863	114,038	113,888	-1,780	1,630	-150
Janus Global Real Estate I	09/30/2010	08/16/2011	2,299	21,053	19,975	-1,078		-1,078
Janus Global Real Estate I	09/30/2010	09/13/2011	431	3,947	3,566	-381		-381
Janus Global Real Estate I	12/20/2010	09/13/2011	62	567	513	-55		-55
Janus Global Real Estate I	02/08/2011	09/13/2011	3,019	29,000	24,980	-4,020		-4,020
Janus Global Real Estate I	05/10/2011	09/13/2011	1,001	10,000	8,286	-1,714		-1,714
			4,513	43,515	37,345	-6,170		-6,170
			6,812	64,567	57,320	-7,248		-7,248
Leuthold Global I	07/16/2008	01/18/2011	5,117	49,452	55,216		5,764	5,764
Leuthold Global I	12/30/2008	01/18/2011	63	463	682		219	219
Leuthold Global I	03/26/2009	01/18/2011	20	137	212		75	75

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Leuthold Global I	06/24/2009	01/18/2011	53	415	576		161	161
Leuthold Global I	09/24/2009	01/18/2011	39	356	425		69	69
Leuthold Global I	12/30/2009	01/18/2011	5	51	57		6	6
Leuthold Global I	03/25/2010	01/18/2011	9	90	98	8		8
Leuthold Global I	11/24/2010	01/18/2011	118	1,210	1,269	59		59
Leuthold Global I	11/24/2010	01/18/2011	139	1,426	1,495	69		69
Leuthold Global I	12/30/2010	01/18/2011	15	158	161	4		4
			5,578	53,757	60,190	140	6,294	6,434
Loomis Sayles Investment G	12/01/2009	05/10/2011	42	501	532		30	30
Loomis Sayles Investment G	12/29/2009	05/10/2011	0	1	1		0	0
Loomis Sayles Investment G	12/29/2009	05/10/2011	0	2	2		0	0
Loomis Sayles Investment G	02/01/2010	05/10/2011	0	2	2		0	0
Loomis Sayles Investment G	03/01/2010	05/10/2011	0	2	2		0	0
Loomis Sayles Investment G	04/01/2010	05/10/2011	0	2	2		0	0
Loomis Sayles Investment G	05/03/2010	05/10/2011	0	2	2		0	0
Loomis Sayles Investment G	06/01/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	07/01/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	08/02/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	09/01/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	10/01/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	11/01/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	12/01/2010	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	12/28/2010	05/10/2011	0	3	3	0		0
Loomis Sayles Investment G	12/28/2010	05/10/2011	0	6	6	0		0
Loomis Sayles Investment G	12/28/2010	05/10/2011	1	6	6	0		0
Loomis Sayles Investment G	02/01/2011	05/10/2011	0	2	3	0		0
Loomis Sayles Investment G	03/01/2011	05/10/2011	0	2	2	0		0
Loomis Sayles Investment G	04/01/2011	05/10/2011	0	2	3	0		0
Loomis Sayles Investment G	05/02/2011	05/10/2011	0	2	2	0		0
			47	553	585	1	31	32
Lord Abbett Value Opportu	09/03/2009	09/07/2011	4,958	57,095	72,561		15,466	15,466

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Lord Abbett Value Opportu	11/23/2010	09/07/2011	25	369	370	0		0
			4,983	57,465	72,931	0	15,466	15,466
Merger Fund	12/28/2004	10/26/2011	24	368	380		12	12
Merger Fund	12/29/2005	10/26/2011	2	30	33		3	3
Merger Fund	12/29/2005	10/26/2011	195	2,857	3,095		238	238
Merger Fund	08/23/2006	10/26/2011	723	11,398	11,492		94	94
			944	14,654	15,000		346	346
Natixis Gateway Y	03/08/2004	02/08/2011	61	1,422	1,612		190	190
Natixis Gateway Y	12/30/2004	02/08/2011	26	621	675		54	54
Natixis Gateway Y	12/29/2005	02/08/2011	38	964	1,019		54	54
Natixis Gateway Y	06/28/2006	02/08/2011	11	276	285		9	9
Natixis Gateway Y	08/23/2006	02/08/2011	1,519	40,000	40,204		204	204
Natixis Gateway Y	09/27/2006	02/08/2011	17	448	446		-3	-3
Natixis Gateway Y	12/27/2006	02/08/2011	25	664	649		-14	-14
Natixis Gateway Y	03/28/2007	02/08/2011	15	423	408		-15	-15
Natixis Gateway Y	06/27/2007	02/08/2011	13	368	345		-24	-24
Natixis Gateway Y	09/26/2007	02/08/2011	13	370	341		-29	-29
Natixis Gateway Y	12/27/2007	02/08/2011	12	358	330		-28	-28
Natixis Gateway Y	03/27/2008	02/08/2011	15	414	397		-17	-17
Natixis Gateway Y	06/26/2008	02/08/2011	14	389	370		-19	-19
Natixis Gateway Y	09/26/2008	02/08/2011	14	396	378		-19	-19
Natixis Gateway Y	12/31/2008	02/08/2011	21	498	546		48	48
Natixis Gateway Y	03/27/2009	02/08/2011	23	511	600		89	89
Natixis Gateway Y	06/26/2009	02/08/2011	17	400	447		47	47
Natixis Gateway Y	09/25/2009	02/08/2011	15	356	385		29	29
Natixis Gateway Y	12/22/2009	02/08/2011	8	193	202		9	9
Natixis Gateway Y	03/25/2010	02/08/2011	7	187	195	7		7
Natixis Gateway Y	06/24/2010	02/08/2011	8	207	224	17		17
Natixis Gateway Y	09/23/2010	02/08/2011	8	213	223	10		10
Natixis Gateway Y	12/21/2010	02/08/2011	10	257	262	5		5
			1,909	49,934	50,540	39	567	606
Nuveen Tradewinds Internat	04/22/2008	02/08/2011	4,353	140,000	116,273		-23,727	-23,727

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Nuveen Tradewinds Internat	12/15/2008	02/08/2011	287	5,349	7,657		2,308	2,308
Nuveen Tradewinds Internat	12/15/2008	02/08/2011	385	7,181	10,279		3,098	3,098
Nuveen Tradewinds Internat	12/30/2008	02/08/2011	67	1,287	1,783		496	496
Nuveen Tradewinds Internat	12/30/2009	02/08/2011	26	599	685		86	86
Nuveen Tradewinds Internat	12/30/2010	02/08/2011	58	1,527	1,562	35		35
			5,175	155,944	138,239	35	-17,739	-17,705
Nuveen Tradewinds Value	05/14/2009	02/22/2011	2,574	60,000	92,518		32,518	32,518
Nuveen Tradewinds Value	12/13/2010	02/22/2011	35	1,237	1,265	27		27
Nuveen Tradewinds Value	12/13/2010	02/22/2011	50	1,747	1,785	38		38
Nuveen Tradewinds Value	12/30/2010	02/22/2011	45	1,569	1,608	39		39
			2,704	64,553	97,176	104	32,518	32,623
Oneok	09/30/2010	11/03/2011	50	2,246	3,858		1,612	1,612
Oneok	09/30/2010	11/03/2011	197	8,850	15,200		6,349	6,349
			247	11,096	19,057		7,961	7,961
Permanent Portfolio	02/09/2011	10/26/2011	311	14,266	15,000	734		734
PIMCO All Asset I	02/08/2011	10/26/2011	1,251	15,165	14,975	-190		-190
RevenueShares Mid Cap ET	09/08/2010	04/29/2011	621	15,321	20,342	5,021		5,021
Roper Industries	09/13/2006	02/22/2011	235	10,316	19,796		9,480	9,480
Southern Company	02/08/2011	05/10/2011	180	6,727	7,184	457		457
Southern Company	02/08/2011	05/10/2011	121	4,522	4,829	307		307
Southern Company	02/08/2011	05/10/2011	100	3,737	3,991	254		254
			401	14,986	16,003	1,018		1,018
SPDR Barclays Convertible	02/08/2011	08/12/2011	34	1,439	1,260	-179		-179

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

Jack Pottle - Investment account   Investment account   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 Barclays Convertible	02/08/2011	08/12/2011	66	2,793	2,446	-347		-347
SPDR Barclays Convertible	02/08/2011	08/12/2011	200	8,464	7,412	-1,051		-1,051
SPDR Barclays Convertible	02/08/2011	08/12/2011	200	8,464	7,412	-1,051		-1,051
SPDR Barclays Convertible	02/08/2011	08/12/2011	446	18,871	16,530	-2,341		-2,341
SPDR Barclays Convertible	03/02/2011	08/12/2011	238	9,986	8,821	-1,166		-1,166
			1,184	50,016	43,882	-6,134		-6,134
SPDR DJ Intl Real Estate E	04/18/2007	02/08/2011	725	50,057	28,480		-21,576	-21,576
SPDR DJ Intl Real Estate E	07/03/2008	02/08/2011	9	427	360		-66	-66
SPDR DJ Intl Real Estate E	10/02/2008	02/08/2011	9	333	347		14	14
			743	50,816	29,187		-21,629	-21,629
SPDR DJ Intl Real Estate E	10/02/2008	02/08/2011	0	6	6		0	0
			743	50,822	29,193		-21,628	-21,628
SPDR Gold Trust ETF	11/29/2006	10/26/2011	149	9,416	24,935		15,519	15,519
SPDR S&P China ETF	07/07/2009	01/25/2011	575	34,214	43,883		9,669	9,669
Templeton Global Bond	12/09/2010	10/26/2011	1,154	15,685	14,975	-710		-710
TFS Market Neutral	07/30/2008	09/07/2011	2,568	38,295	36,905		-1,389	-1,389
TFS Market Neutral	12/10/2008	09/07/2011	67	841	964		122	122
TFS Market Neutral	12/10/2009	09/07/2011	18	267	252		-14	-14
TFS Market Neutral	12/10/2010	09/07/2011	50	733	718	-15		-15
TFS Market Neutral	12/10/2010	09/07/2011	219	3,208	3,141	-67		-67
TFS Market Neutral	05/10/2011	09/07/2011	960	15,000	13,793	-1,207		-1,207
			3,880	58,344	55,773	-1,289	-1,281	-2,570
Thornburg International Val	03/08/2004	05/10/2011	148	2,765	4,560		1,795	1,795
Thornburg International Val	12/31/2004	05/10/2011	37	777	1,147		370	370
Thornburg International Val	09/30/2005	05/10/2011	57	1,324	1,749		425	425
Thornburg International Val	11/17/2005	05/10/2011	42	961	1,293		332	332

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
Thornburg International Val	11/17/2005	05/10/2011	154	3,529	4,746		1,217	1,217
Thornburg International Val	03/30/2006	05/10/2011	20	522	609		88	88
Thornburg International Val	09/27/2006	05/10/2011	42	1,142	1,295		153	153
Thornburg International Val	11/09/2006	05/10/2011	1,058	30,000	32,564		2,564	2,564
Thornburg International Val	11/17/2006	05/10/2011	18	511	569		58	58
Thornburg International Val	11/17/2006	05/10/2011	46	1,275	1,419		144	144
			1,623	42,807	49,951		7,144	7,144
Thornburg International Val	11/17/2006	11/10/2011	140	3,882	3,557		-324	-324
Thornburg International Val	12/26/2006	11/10/2011	20	571	505		-66	-66
Thornburg International Val	06/26/2007	11/10/2011	23	750	574		-177	-177
Thornburg International Val	09/26/2007	11/10/2011	23	828	578		-250	-250
Thornburg International Val	11/19/2007	11/10/2011	320	10,643	8,106		-2,537	-2,537
Thornburg International Val	11/19/2007	11/10/2011	333	11,096	8,451		-2,645	-2,645
Thornburg International Val	12/26/2007	11/10/2011	3	86	65		-22	-22
Thornburg International Val	06/26/2008	11/10/2011	27	794	691		-104	-104
Thornburg International Val	09/26/2008	11/10/2011	15	375	373		-1	-1
Thornburg International Val	12/26/2008	11/10/2011	8	148	200		51	51
Thornburg International Val	06/26/2009	11/10/2011	22	463	553		90	90
Thornburg International Val	09/03/2009	11/10/2011	1,734	40,000	43,941		3,941	3,941
Thornburg International Val	09/25/2009	11/10/2011	12	281	294		13	13
Thornburg International Val	03/26/2010	11/10/2011	9	228	225		-2	-2
Thornburg International Val	06/25/2010	11/10/2011	20	492	518		26	26
Thornburg International Val	09/24/2010	11/10/2011	14	377	358		-19	-19
Thornburg International Val	12/27/2010	11/10/2011	5	131	116	-14		-14
Thornburg International Val	03/25/2011	11/10/2011	7	215	185	-30		-30
Thornburg International Val	06/24/2011	11/10/2011	18	512	449	-63		-63
Thornburg International Val	09/26/2011	11/10/2011	12	288	310	21		21
			2,764	72,159	70,047	-86	-2,026	-2,113
			4,388	114,967	119,998	-86	5,117	5,031
Transamerica Systematic Sm	09/18/2009	09/13/2011	7,831	126,555	151,146		24,591	24,591

Realized Gains and Losses

Fiscal Year Ending 12/31/2011

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

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short-Term Gains	Long-Term Gains	Total Gains
VF Corp	02/08/2011	11/03/2011	187	16,308	26,384	10,076		10,076
Walt Disney	10/21/2008	05/20/2011	100	2,589	4,161		1,572	1,572
Walt Disney	10/21/2008	05/20/2011	100	2,590	4,161		1,571	1,571
Walt Disney	10/21/2008	05/20/2011	100	2,589	4,161		1,572	1,572
Walt Disney	10/21/2008	05/20/2011	200	5,179	8,322		3,143	3,143
Walt Disney	10/21/2008	05/20/2011	500	12,947	20,804		7,857	7,857
			1,000	25,893	41,608		15,715	15,715
Xerox Corp	02/08/2011	08/22/2011	72	787	534	-253		-253
Xerox Corp	02/08/2011	08/22/2011	100	1,093	742	-351		-351
Xerox Corp	02/08/2011	08/22/2011	100	1,093	742	-351		-351
Xerox Corp	02/08/2011	08/22/2011	100	1,093	742	-351		-351
Xerox Corp	02/08/2011	08/22/2011	100	1,093	742	-351		-351
Xerox Corp	02/08/2011	08/22/2011	200	2,187	1,484	-702		-702
Xerox Corp	02/08/2011	08/22/2011	300	3,281	2,226	-1,054		-1,054
Xerox Corp	02/08/2011	08/22/2011	400	4,374	2,968	-1,406		-1,406
Xerox Corp	02/22/2011	08/22/2011	100	1,107	742	-364		-364
Xerox Corp	02/22/2011	08/22/2011	100	1,107	742	-364		-364
Xerox Corp	02/22/2011	08/22/2011	200	2,213	1,484	-729		-729
Xerox Corp	02/22/2011	08/22/2011	425	4,703	3,154	-1,549		-1,549
Xerox Corp	02/22/2011	08/22/2011	500	5,533	3,711	-1,822		-1,822
Xerox Corp	03/02/2011	08/22/2011	948	9,989	7,035	-2,954		-2,954
			3,645	39,653	27,050	-12,604		-12,604
Short-Term Gains				513,454	486,758	-26,695		
Long-Term Gains				1,709,191	1,970,455		261,264	
Total (Sales)				2,222,645	2,457,213	-26,695	261,264	234,568

Realized Gains and Losses
Fiscal Year Ending 12/31/2011

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

Capital Gain Distributions

Description	Pay Date	Short-Term Gains	Long-Term Gains	Total Gains
Goldman Sachs Local Emer	12/14/2011		144	144
iShares Barclays Aggregate	12/07/2011		76	76
Matthews Asia Dividend Fu	12/08/2011		363	363
Permanent Portfolio	12/07/2011		333	333
SPDR Barclays Capital Hig	01/06/2012		338	338
Templeton Global Bond	12/15/2011		313	313
Total (Distributions)			1,566	1,566
Total Gains		**-26,695**	**262,830**	**236,134**

NOTES

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

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

3 Returns are unaudited but believed to be accurate.

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

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