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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

A Employer identification number

JJJ CHARITABLE FOUNDATION

13-3932002

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

Room/suite

201 TRESSER BLVD., SUITE 300

B Telephone number

203-595-4500

City or town, state or province, country, and ZIP or foreign postal code

STAMFORD, CT 06901

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 15,979,736. (Part I, column (d) must be on cash basis.)

J Accounting method

☒ Cash☐ Accrual☐ Other (specify)C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 4,169,536.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees STMT 5

c Other professional fees STMT 6

17 Interest

18 Taxes STMT 7

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 8

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

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

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

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

N/A

161,911.

161,911.

158,863.

158,863.

2,478,201.

2,102,239.

-52,982.

11,811.

2,745,993.

2,434,824.

0.

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NOV 26 2014

CODEN, UT

20,500.

6,500.

13,098.

13,098.

21,334.

21,334.

136,846.

112,632.

191,778.

153,564.

838,172.

838,172.

1,029,950.

153,564.

849,372.

1,716,043.

2,281,260.

N/A

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

9-14

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SCANNED DEC 01 2014

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

Assets

Liabilities

Net Assets or Fund Balances

1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	314,744.	1,053,777.	1,053,777.
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 ▶ 1,958.			
	Less allowance for doubtful accounts ▶ 0.	0.	1,958.	1,958.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations			
b	Investments - corporate stock STMT 10	2,489,851.	1,845,598.	2,392,489.
c	Investments - corporate bonds STMT 11	1,067,190.	1,374,586.	1,375,035.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 12	7,050,911.	9,271,431.	11,155,870.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 13)	695.	607.	607.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	10,923,391.	13,547,957.	15,979,736.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	10,923,391.	13,547,957.	
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	10,923,391.	13,547,957.	
31	Total liabilities and net assets/fund balances	10,923,391.	13,547,957.	

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	10,923,391.
2	Enter amount from Part I, line 27a	2	1,716,043.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	908,523.
4	Add lines 1, 2, and 3	4	13,547,957.
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	13,547,957.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,169,536.		2,067,303.	2,102,239.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			2,102,239.

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	2,102,239.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	709,728.	13,365,056.	.053103
2011	1,103,281.	13,231,815.	.083381
2010	465,050.	12,864,310.	.036150
2009	358,799.	11,675,263.	.030732
2008	692,819.	14,233,405.	.048676

2 Total of line 1, column (d)	2 .252042
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 .050408
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4 14,575,262.
5 Multiply line 4 by line 3	5 734,710.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 22,813.
7 Add lines 5 and 6	7 757,523.
8 Enter qualifying distributions from Part XII, line 4	8 849,372.

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)		1	22,813.
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			
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	22,813.
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	22,813.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,775.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	28,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	32,775.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	131.	
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	9,831.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 9,831. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
1c 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 2013 or the taxable year beginning in 2013 (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 ► N/A	13	X	
14	The books are in care of ► JOHN N. IRWIN III Located at ► 201 TRESSER BOULEVARD, SUITE 300, STAMFORD, CT Telephone no. ► (203) 595-4500 ZIP+4 ► 06901			
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 2013, 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 ► 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?	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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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

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

0

Part 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	12,834,562.
b	Average of monthly cash balances	1b	723,141.
c	Fair market value of all other assets	1c	1,239,517.
d	Total (add lines 1a, b, and c)	1d	14,797,220.
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	14,797,220.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	221,958.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,575,262.
6	Minimum investment return. Enter 5% of line 5	6	728,763.

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	728,763.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	22,813.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	22,813.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	705,950.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	705,950.
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	705,950.

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	849,372.
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	849,372.
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	22,813.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	826,559.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				705,950.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				57,519.
e From 2012				65,541.
f Total of lines 3a through e	123,060.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	849,372.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				705,950.
e Remaining amount distributed out of corpus	143,422.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	266,482.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	266,482.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				57,519.
d Excess from 2012				65,541.
e Excess from 2013				143,422.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHICAGO CENTER FOR TORAH & CHESED INC 836 W. WELLINGTON AVENUE CHICAGO, IL 60657	N/A	PUBLIC	OPERATIONAL	16,000.
COMMUNITY FOUNDATION OF NEW JERSEY POST OFFICE BOX 338 MORRISTOWN, NJ 07963-0338	N/A	PUBLIC	OPERATIONAL	5,000.
CONNECTICUT COALITION FOR ACHIEVEMENT NOW ANNUAL GIFT 85 WILLOW STREET NEW HAVEN, CT 06511	N/A	PUBLIC	OPERATIONAL	52,000.
CONVENT OF THE SACRED HEART SCHOOL 1177 KING STREET GREENWICH, CT 06831	N/A	PUBLIC	OPERATIONAL	10,000.
CREATING HOPE PO BOX 1058 DEARBORN, MI 48121	N/A	PUBLIC	OPERATIONAL	5,000.
Total			SEE CONTINUATION SHEET(S)	838,172.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[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		

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 of officer or trustee: [Signature] Date: 11/14/14 Title: SECRETARY DIRECTOR

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

Paid Preparer Use Only	Print/Type preparer's name STEPHEN P. GESSNER, CPA	Preparer's signature STEPHEN P. GESSNE	Date 11/12/14	Check <input type="checkbox"/> if self-employed	PTIN P00165224
	Firm's name ▶ ZOOK DINON PA			Firm's EIN ▶ 22-2746484	
	Firm's address ▶ 509 S. LENOLA ROAD BLDG. 1 MOORESTOWN, NJ 08057			Phone no (856) 234-0900	

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	ACQUIRED CAPITAL II LP (45-3454979)	P	VARIOUS	VARIOUS
b	ACQUIRED CAPITAL II LP (45-3454979)	P	VARIOUS	VARIOUS
c	ATLAS PIPELINE PARTNERS (23-3011077)	P	VARIOUS	VARIOUS
d	ATLAS PIPELINE PARTNERS (23-3011077)	P	VARIOUS	VARIOUS
e	BROOKSIDE REALTY VENTURES III, LLC (27-2584176)	P	VARIOUS	VARIOUS
f	BROOKSIDE REALTY VENTURES III, LLC (27-2584176)	P	VARIOUS	VARIOUS
g	CYPRUM INVESTORS II, LP FKA KPP INVESTORS II, LP	P	VARIOUS	VARIOUS
h	CYPRUM INVESTORS III, LP FKA KPP INVESTORS III,	P	VARIOUS	VARIOUS
i	FORTRESS WORLDWIDE TRANSPORTATION AND INFRASTRUCT	P	VARIOUS	VARIOUS
j	PORTOLAN PILOT LONG ONLY FUND LP (20-3384758)	P	VARIOUS	VARIOUS
k	PORTOLAN PILOT LONG ONLY FUND LP (20-3384758)	P	VARIOUS	VARIOUS
l	SILK CREST CORP (84-1653328)	P	VARIOUS	VARIOUS
m	ATLAS PIPELINE PARTNERS (23-3011077) 1231	P	VARIOUS	VARIOUS
n	BROOKSIDE REALTY VENTURES III, LLC (27-2584176) 1	P	VARIOUS	VARIOUS
o	CYPRUM INVESTORS II, LP FKA KPP INVESTORS II, LP	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,900.			5,900.
b		152.	-152.
c		7.	-7.
d		787.	-787.
e		765.	-765.
f 18,030.			18,030.
g		15,690.	-15,690.
h 11,755.			11,755.
i 6,579.			6,579.
j 627,436.			627,436.
k 697,394.			697,394.
l		2,585.	-2,585.
m		107.	-107.
n 24,393.			24,393.
o 3.			3.

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			5,900.
b			-152.
c			-7.
d			-787.
e			-765.
f			18,030.
g			-15,690.
h			11,755.
i			6,579.
j			627,436.
k			697,394.
l			-2,585.
m			-107.
n			24,393.
o			3.

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

2

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

3

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	CYPRUM INVESTORS III, LP FKA KPP INVESTORS III,	P	VARIOUS	VARIOUS
b	WICKS COMMUNICATIONS & MEDIA PARTNERS III (PARALL	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES			
d	PUBLICLY TRADED SECURITIES- DISALLOWED LOSS (WASH			
e	PUBLICLY TRADED SECURITIES			
f	SCIF PORTFOLIO II LLC	P		07/09/13
g	CAPITAL GAINS DIVIDENDS			
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		52.	-52.
b	4.		4.
c	898,466.	833,170.	65,296.
d	11.	17.	0.
e	1,855,352.	1,326,162.	529,190.
f	22,215.	-112,191.	134,406.
g	1,998.		1,998.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			-52.
b			4.
c			65,296.
d			0.
e			529,190.
f			134,406.
g			1,998.
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	2,102,239.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part 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
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.
GREENWICH HOSPITAL FOUNDATION 35 RIVER ROAD COS COB, CT 06807	N/A	PUBLIC	OPERATIONAL	1,000.
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	10,000.
SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A	PUBLIC	OPERATIONAL	1,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	N/A	PUBLIC	OPERATIONAL	470,000.
ALFANAR INC US 150 WALNUT STREET NEWTON, MA 02461	N/A	PUBLIC	OPERATIONAL	3,000.
FRENCH AMERICAN FOUNDATION FOR THE DEVELOPMENT OF RELATIONS BETWEEN FRANCE 28 WEST 44TH ST, STE 1420 NEW YORK, NY 10036	N/A	PUBLIC	OPERATIONAL	1,000.
Total from continuation sheets				750,172.

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
HANOVER INSTITUTE 1653 MARTON ROAD WINDSOR, VT 05089	N/A	PUBLIC	OPERATIONAL	5,000.
COMMITTEE TO REDUCE INFECTION DEATHS 1111 PARK AVE 13C NEW YORK, NY 10128	N/A	PUBLIC	OPERATIONAL	1,000.
GENERATION LIFE 590 SNYDER AVE WEST CHESTER, PA 19382	N/A	PUBLIC	OPERATIONAL	10,000.
TEACHERS COLLEGE BOX 306, 525 WEST 120TH STREET NEW YORK, NY 10027	N/A	PUBLIC	OPERATIONAL	100,000.
INJAZ P.O. BOX 910542 AMMAN 11191, JORDAN	N/A		OPERATIONAL	116,172.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACQUIRED CAPITAL II LP (45-3454979)	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
5,900.	0.	0.	0.
5,900.			

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACQUIRED CAPITAL II LP (45-3454979)	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	152.	0.	0.
-152.			

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ATLAS PIPELINE PARTNERS (23-3011077)	PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
0.	7.	0.	0.
-7.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ATLAS PIPELINE PARTNERS (23-3011077)	0.	787.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROOKSIDE REALTY VENTURES III, LLC (27-2584176)	0.	765.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROOKSIDE REALTY VENTURES III, LLC (27-2584176)	18,030.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CYPRUM INVESTORS II, LP FKA KPP INVESTORS II, LP (34-1968641)	0.	15,690.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CYPRUM INVESTORS III, LP FKA KPP INVESTORS III, LP (05-0632578)	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,755.	0.	0.	0.	11,755.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
FORTRESS WORLDWIDE TRANSPORTATION AND INFRASTRUCTURE INVESTORS (45-2520673)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,579.	0.	0.	0.	6,579.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PORTOLAN PILOT LONG ONLY FUND LP (20-3384758)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
627,436.	0.	0.	0.	627,436.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PORTOLAN PILOT LONG ONLY FUND LP (20-3384758)			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
697,394.	0.	0.	0.	697,394.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SILK CREST CORP (84-1653328)	0.	2,585.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ATLAS PIPELINE PARTNERS (23-3011077) 1231	0.	107.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROOKSIDE REALTY VENTURES III, LLC (27-2584176) 1231	24,393.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CYPRUM INVESTORS II, LP FKA KPP INVESTORS II, LP (34-1968641) 1231	3.	0.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CYPRUM INVESTORS III, LP FKA KPP INVESTORS III, LP (05-0632578) 1231	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	52.	0.	0.	-52.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
WICKS COMMUNICATIONS & MEDIA PARTNERS III (PARALLEL) LP (74-3115795) 1231	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4.	0.	0.	0.	4.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
898,466.	833,170.	0.	0.	65,296.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED SECURITIES- DISALLOWED LOSS (WASH SALE)				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11.	17.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,855,352.	1,220,965.	0.	0.	634,387.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SCIF PORTFOLIO II LLC		PURCHASED		07/09/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,215.	-382,956.	0.	0.	405,171.

CAPITAL GAINS DIVIDENDS FROM PART IV 1,998.

TOTAL TO FORM 990-PF, PART I, LINE 6A 2,478,201.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - ACQUIRED CAPITAL II, LP (EIN:#45-3454979)	14.	14.	
FROM K-1 - ATLAS PIPELINE PARTNERS LP (EIN# 23-3011077)	1,985.	1,985.	
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	639.	639.	
FROM K-1 - CYPRIUM INVESTORS II, LP (EIN:34-1968641)	947.	947.	
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578)	64,426.	64,426.	
FROM K-1 - FORTRESS WORLDWIDE TRANSPOTATION INVESTORS LP (EIN: 45-2520673)	539.	539.	
FROM K-1 - PORTOLAN PILOT LONG ONLY FUND (EIN:#20-3384758)	8.	8.	

FROM K-1 - SILK CREST CORP (EIN# 84-1653328)	12.	12.
FROM K-1 - WICKS COM. & MEDIA PARTNERS III, LP (EIN: 74-3115795)	2,934.	2,934.
INTEREST INCOME CFC LOAN	15,571.	15,571.
INTEREST INCOME - BOOT BARN	32,867.	32,867.
U.S. TRUST - BANK OF AMERICA	41,969.	41,969.
TOTAL TO PART I, LINE 3	161,911.	161,911.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME - CFC PREF	9,969.	0.	9,969.	9,969.	
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578)	5,359.	0.	5,359.	5,359.	
FROM K-1 - MCR MARYLAND, LLC	22,434.	0.	22,434.	22,434.	
FROM K-1 - MCR TEXAS LLC	1,954.	0.	1,954.	1,954.	
FROM K-1 - PORTOLAN PILOT LONG ONLY FUND	24,194.	0.	24,194.	24,194.	
FROM K-1 - SFW CAPITAL PARTNERS FUND, LP	27,116.	0.	27,116.	27,116.	
FROM K-1 - WICKS COMMUNICATION & MEDIA PARTNERS III	1,792.	0.	1,792.	1,792.	
U.S. TRUST - BANK OF AMERICA	68,043.	1,998.	66,045.	66,045.	
TO PART I, LINE 4	160,861.	1,998.	158,863.	158,863.	

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOM K-1 - ACQUIRED CAPITAL II, LP (EIN: 45-3454979) - UBTI	-47,726.	0.	
FROM K-1 - ATLAS PIPELINE PARTNERS LP (EIN# 23-3011077)	-2.	0.	
FROM K-1 - ATLAS PIPELINE PARTNERS LP (EIN# 23-3011077) - UBTI	-21,189.	0.	
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	-12,053.	18.	
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176) - UBTI	38,469.	0.	
FROM K-1 - CYPRIUM INVESTORS II LP (EIN:34-1968641)	6.	0.	
FROM K-1 - CYPRIUM INVESTORS II LP (EIN:34-1968641) - UBTI	7,660.	0.	
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578)	-12,183.	-14,027.	
FROM K-1 - CYPRIUM INVESTORS III, LP (EIN: 05-0632578) - UBTI	6,722.	0.	
FROM K-1 - FORTRESS WORLDWIDE TRANSPOTATION INVESTORS LP (EIN: 45-2520673)	13,105.	13,105.	
FROM K-1 - PORTOLAN PILOT LONG ONLY FUND LP (EIN: 20-3384758)	-1,248.	0.	
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908)	3,520.	0.	
FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908) - UBTI	-48,567.	0.	
FROM K-1 - SILK CREST CORP (EIN# 84-1653328)	66.	66.	
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	16,223.	28.	
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795) - UBTI	-8,655.	0.	
GENERAL OTHER- CLOSING FEE INCOME	12,621.	12,621.	
GENERAL OTHER- LEGAL SETTLEMENTS	249.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-52,982.	11,811.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING SERVICES	20,500.	6,500.		11,200.	
TO FORM 990-PF, PG 1, LN 16B	20,500.	6,500.		11,200.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CUSTODIAN FEES	13,098.	13,098.		0.	
TO FORM 990-PF, PG 1, LN 16C	13,098.	13,098.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	6,334.	6,334.		0.	
FEDERAL TAXES	15,000.	15,000.		0.	
TO FORM 990-PF, PG 1, LN 18	21,334.	21,334.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
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)	2,872.	2,297.		0.	
FROM K-1 - CYPRIUM INVESTORS III LP (EIN: 05-0632578)	15,204.	11,672.		0.	
FROM K-1 - SFW CAPITAL PARTNERS FUND, LP (EIN: 20-5944156)	18,401.	18,401.		0.	

FROM K-1 - SCIF PORTFOLIO II LLC - (EIN:95-4676908)	977.	0.	0.
FROM K-1 - WICKS COM. & MEDIA PTNRS III, LP (EIN: 74-3115795)	19,987.	2,718.	0.
BUSINESS REGISTRATION FEES	533.	0.	0.
FROM K-1 - BROOKSIDE REALTY VENTURES III, LLC (EIN: 27-2584176)	2,507.	2,423.	0.
FROM K-1 - ATLAS PIPELINE PARTNERS LP	36.	0.	0.
FROM K-1 - SILK CREST CORP	63.	57.	0.
FROM K-1 -ACQUIRED CAPITAL II	72.	0.	0.
FROM K-1 -PORTOLAN PILOT LONG ONLY FUND LP (EIN:20-3384758)	71,305.	70,188.	0.
FROM K-1 MARLAND MCR LLC	209.	209.	0.
FROM K-1 - FORTRESS WORLDWIDE TRANSPOTATION INVESTORS LP (EIN:	4,577.	4,565.	0.
FROM K-1 - MCR TEXAS LLC	103.	102.	0.
TO FORM 990-PF, PG 1, LN 23	136,846.	112,632.	0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION (NET) FROM PASS THROUGH ENTITIES	908,523.
TOTAL TO FORM 990-PF, PART III, LINE 3	908,523.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,845,598.	2,392,489.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,845,598.	2,392,489.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,374,586.	1,375,035.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,374,586.	1,375,035.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACQUIRED CAPITAL II	COST	290,540.	415,043.
BOOT BARN HOLDINGS CORP	COST	68,966.	68,966.
BOOT BARN INC SUB DEBT	COST	0.	0.
BROOKSIDE REALTY VENTURES III, LLC	COST	101,180.	298,432.
CYPRUM INVESTORS II LP	COST	134,696.	134,694.
CYPRUM INVESTORS III LP	COST	440,835.	440,835.
PORTOLAN PILOT LONG ONLY FUND, LP.	COST	0.	0.
SCIF PORTFOLIO II LLC	COST	0.	0.
SFW CAPITAL PARTNERS FUND, LP	COST	531,356.	531,356.
SILK CREST CORP.	COST	0.	0.
WICKS COM. & MEDIA PTNRS III LP	COST	822,430.	720,071.
CFC CAPITAL LIMITED - ORD SHS	COST	4,978.	4,978.
CFC CAPITAL LIMITED - PREF SHS	COST	169,276.	169,276.
CFC CAPITAL LIMITED - NOTE	COST	275,716.	275,716.
HENGISTBURY FUND LIMITED	COST	1,350,000.	1,617,764.
MCR MARYLAND, LLC	COST	425,594.	425,594.
MCR TEXAS LLC	COST	301,851.	300,000.
FORTRESS WORLDWIDE TRANSPOTATION INVESTORS LP	COST	193,614.	195,778.
XCOVERY HOLDING CO, LLC	COST	40,000.	40,000.
TYROGENEX INC	COST	60,000.	60,000.
PORTOLAN EQUITY OFFSHORE FUND, LTD.	COST	4,060,399.	5,457,367.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,271,431.	11,155,870.

FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS RECEIVABLE	695.	607.	607.
TO FORM 990-PF, PART II, LINE 15	695.	607.	607.

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