Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: THE DAVID S. AND KAREN A . SHAPIRA FOUNDATION

A Employer identification number: 25-1711993

Number and street (or P O box number if mail is not delivered to street address): 101 KAPPA DRIVE — Room/suite:

B Telephone number: 412-963-6200

City or town, state, and ZIP code: PITTSBURGH, PA 15238

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,415,150.

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

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

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

Line	Description	(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	710,000.		N/A	
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	2,419.	2,419.		Statement 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<28,139.>			
b	Gross sales price for all assets on line 6a 53,951.				
7	Capital gain net income (from Part IV, line 2)		0.		
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	454.	454.		Statement 2
12	**Total.** Add lines 1 through 11	684,734.	2,873.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees Stmt 3	1,835.	1,835.		0.
17	Interest				
18	Taxes Stmt 4	720.	720.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,555.	2,555.		0.
25	Contributions, gifts, grants paid	747,455.			747,455.
26	**Total expenses and disbursements.** Add lines 24 and 25	750,010.	2,555.		747,455.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<65,276.>			
b	**Net investment income** (if negative, enter -0-)		318.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

Operating and Administrative Expenses

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	485,580.	463,171.	463,171.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	28,872.	28,214.	28,214.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	783,611.	741,402.	923,765.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,298,063.	1,232,787.	1,415,150.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,298,063.	1,232,787.	
	30 **Total net assets or fund balances**	1,298,063.	1,232,787.	
	31 **Total liabilities and net assets/fund balances**	1,298,063.	1,232,787.	

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	1,298,063.
2 Enter amount from Part I, line 27a	2	<65,276.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,232,787.
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	1,232,787.

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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 Statement			
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	53,951.		82,090.	<28,139.>

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				<28,139.>

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 — <28,139.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	2,217,917.	1,680,543.	1.319762
2007	2,345,052.	4,527,078.	.518006
2006	475,400.	3,113,368.	.152696
2005	631,100.	3,097,518.	.203744
2004	357,500.	2,525,547.	.141553

2	Total of line 1, column (d)	2	2.335761
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	.467152
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,224,736.
5	Multiply line 4 by line 3	5	572,138.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3.
7	Add lines 5 and 6	7	572,141.
8	Enter qualifying distributions from Part XII, line 4	8	747,455.

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 ▶ ☒ and enter 1% of Part I, line 27b		1	3.
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	3.
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	3.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 28,214.		
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	28,214.
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	28,211.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 28,211. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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) ▶ PA			
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 2009 or the taxable year beginning in 2009 (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)*

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

Website address ▶ N/A

14 The books are in care of ▶ LOUIS PLUNG & CO., LLP Telephone no. ▶ (412) 281-8771

Located at ▶ 4 GATEWAY CENTER, 9TH FLOOR, PITTSBURGH, PA ZIP+4 ▶ 15222

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

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 page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	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 2009?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID S. SHAPIRA 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR AND PRESIDENT	0.	0.	0.
LAURA M. KARET 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
DEBORAH B. SHAPIRA 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.
JEREMY M. SHAPIRA 101 KAPPA DRIVE PITTSBURGH, PA 15238	DIRECTOR	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	818,211.
b	Average of monthly cash balances		1b	396,633.
c	Fair market value of all other assets		1c	28,543.
d	**Total** (add lines 1a, b, and c)		1d	1,243,387.
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	1,243,387.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	18,651.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,224,736.
6	**Minimum investment return.** Enter 5% of line 5		6	61,237.

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	61,237.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 3.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	3.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	61,234.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	61,234.
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	61,234.

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	747,455.
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	747,455.
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	3.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	747,452.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				61,234.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 233,099.				
b From 2005 484,003.				
c From 2006 325,025.				
d From 2007 2,141,594.				
e From 2008 2,135,206.				
f **Total** of lines 3a through e	5,318,927.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 747,455.				
a Applied to 2008, 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 2009 distributable amount				61,234.
e Remaining amount distributed out of corpus	686,221.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,005,148.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	233,099.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	5,772,049.			
10 Analysis of line 9:				
a Excess from 2005 484,003.				
b Excess from 2006 325,025.				
c Excess from 2007 2,141,594.				
d Excess from 2008 2,135,206.				
e Excess from 2009 686,221.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

DAVID S. SHAPIRA

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.

None

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

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

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

FOUNDATION MAKES CONTRIBUTIONS ONLY TO APPROVED CHARITABLE ORGANIZATIONS

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

FOUNDATION MAKES CONTRIBUTIONS ONLY TO APPROVED CHARITABLE ORGANIZATIONS

c Any submission deadlines:

NO

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

NO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 6				
Total			▶ 3a	747,455.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					2,419.
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					454.
8 Gain or (loss) from sales of assets other than inventory					<28,139.>
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)		0.		0.	<25,266.>

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <25,266.>

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] 15-4-10 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date 4-29-10	Check if self-employed ▶ ☐	Preparer's identifying number P00323233
Firm's name (or yours if self-employed), address, and ZIP code ▶ LOUIS PLUNG & COMPANY LLP 4 GATEWAY CENTER, 9TH FL PITTSBURGH, PA 15222		EIN ▶	Phone no. (412) 281-8771

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047 **2009**

Name of the organization	Employer identification number
THE DAVID S. AND KAREN A . SHAPIRA FOUNDATION	25-1711993

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, aggregate 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 aggregate 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 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	Employer identification number
THE DAVID S. AND KAREN A . SHAPIRA FOUNDATION	25-1711993

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID SHAPIRA C/O 101 KAPPA DRIVE PITTSBURGH, PA 15238	$ 710,000.	Person [X] 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.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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	FRACT. FIRST HORIZON NAT'L CORP	P	08/27/09	08/27/09
b	FRACT. TAIWAN SEMICONDUCTOR	P	09/10/09	09/10/09
c	50 WYETH	P	Various	10/16/09
d	SCHERING PLOUGH	P	Various	11/05/09
e	FRACT. PFIZER	P	11/13/09	11/13/09
f	FRACT. MERCK	P	12/09/09	12/09/09
g	FRACT. AOL	P	12/30/09	12/30/09
h	PER BNY MELLON STATEMENT ATTACHED	P	Various	Various
i	PER BNY MELLON STATEMENT ATTACHED	P	Various	Various
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	13.		10.	3.
b	7.		5.	2.
c	2,513.		1,939.	574.
d	2,835.		2,857.	<22.>
e	4.		4.	0.
f	26.		19.	7.
g	13.		9.	4.
h	27,533.		43,721.	<16,188.>
i	21,007.		33,526.	<12,519.>
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3.
b				2.
c				574.
d				<22.>
e				0.
f				7.
g				4.
h				<16,188.>
i				<12,519.>
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	<28,139.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BPU INVESTMENT GROUP	76.	0.	76.
MELLON PRIVATE ASSET MANAGEMENT	2,343.	0.	2,343.
Total to Fm 990-PF, Part I, ln 4	2,419.	0.	2,419.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income
MISC. INCOME	454.	454.	
Total to Form 990-PF, Part I, line 11	454.	454.	

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MELLON PRIVATE ASSET MANAGEMENT- MANAGEMENT FEES	1,835.	1,835.		0.
To Form 990-PF, Pg 1, ln 16c	1,835.	1,835.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES PAID	62.	62.		0.
FEDERAL EXCISE TAX	658.	658.		0.
To Form 990-PF, Pg 1, ln 18	720.	720.		0.

Form 990-PF Corporate Stock Statement 5

Description	Book Value	Fair Market Value
MELLON PRIVATE ASSET MANAGEMENT (SEE ATTACHED)	313,173.	372,636.
192,031 SHARES CORE MOLDING TECHNOLOGIES	428,229.	551,129.
Total to Form 990-PF, Part II, line 10b	741,402.	923,765.

Form 990-PF Grants and Contributions Paid During the Year Statement 6

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
AMERICAN PARDESS FOUNDATION 5 WEST 37TH STREET-SUITE 802 NEW YORK, NY 10018	NONE CHARITABLE	EXEMPT	75,000.
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVENUE PITTSBURGH, PA 15213	NONE CHARITABLE	EXEMPT	110,000.
HILLEL ACADEMY BEACON STREET PITTSBURGH, PA 15217	NONE CHARITABLE	EXEMPT	85,000.
KOLLEL JEWISH LEARNING CENTER 5808 BEACON STREET PITTSBURGH, PA 15217	NONE CHARITABLE	EXEMPT	6,000.
OBERLIN COLLEGE 50 WEST LORAIN STREET OBERLIN, OH 44074	NONE CHARITABLE	EXEMPT	5,000.
PITTSBURGH SYMPHONY ORCHESTRA 600 PENN AVENUE PITTSBURGH, PA 15222	NONE CHARITABLE	EXEMPT	10,000.

STANFORD UNIVERSITY PO BOX S STANFORD, CA 94309	NONE CHARITABLE	EXEMPT	2,500.
UNITED JEWISH FEDERATION 234 McKEE PLACE PITTSBURGH, PA 15213	NONE CHARITABLE	EXEMPT	240,955.
UNIVERSITY OF PITTSBURGH CANCER INSTITUTE 5150 CENTRE AVENUE PITTSBURGH, PA 15232	NONE CHARITABLE	EXEMPT	200,000.
WQED FIFTH AVENUE PITTSBURGH, PA 15213	NONE CHARITABLE	EXEMPT	3,000.
THE CHILDRENS INSTITUTE SHADY AVENUE PITTSBURGH, PA 15217	NONE CHARITABLE	EXEMPT	10,000.
Total to Form 990-PF, Part XV, line 3a			747,455.

Asset detail

FORM 990 PF
PAGE 2, PART II, LINE 10b
MELLON PRIVATE ASSET MANAGEMENT

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
60	Apache Corp (APA)	$ 103 1700	$ 6,190 20	$ 4,321.27	$ 1,868 93	$ 36.00	0 6%	0.8%
90	Conocophillips (COP)	51 0700	4,596 30	2,437.04	2,159 26	180.00	3.9	0 6
160	Exxon Mobil Corp (XOM)	68.1900	10,910.40	5,783.40	5,127 00	268.80	2 5	1.4
103	Halliburton Co (HAL)	30.0900	3,099 27	3,069.90	29 37	37.08	1 2	0.4
88	Hess Corporation (HES)	60 5000	5,324 00	3,333 25	1,990 75	35.20	0.7	0.7
40	Occidental Petroleum Corp (OXY)	81 3500	3,254 00	2,220.78	1,033.22	52.80	1 6	0.4
138	Xto Energy Inc (XTO)	46 5300	6,421.14	2,128.75	4,292.39	69.00	1.1	0.8
Total energy			$ 39,795 31	$ 23,294 39	$ 16,500.92	$ 678 88		5 0%

Materials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50	DU Pont (E I) De Nemours And (DD) Company	$ 33 6700	$ 1,683.50	$ 1,334.74	$ 348.76	$ 82.00	4.9%	0.2%
40	Praxair Inc (PX)	80.3100	3,212.40	1,764.33	1,448.07	64.00	2.0	0.4
Total materials			$ 4,895.90	$ 3,099.07	$ 1,796.83	$ 146.00		0 6%

Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
140	Tyco International LTD (TYC)	$ 35 6800	$ 4,995.20	$ 4,301.98	$ 693.22	$ 112.00	2 2%	0.6%
70	Cummins Inc (CMI)	45.8600	3,210 20	2,388 47	821.73	49.00	1 5	0 4
30	Danaher Corp (DHR)	75 2000	2,256 00	1,634.85	621.15	4.80	0.2	0.3
40	Fedex Corp (FDX)	83.4500	3,338 00	2,554.68	783 32	17 60	0 5	0.4
380	General Electric Company (GE)	15.1300	5,749.40	5,363.37	386.03	152.00	2 6	0.7

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MELLON PRIVATE ASSET MANAGEMENT

Industrials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100	Honeywell Intl Inc (HON)	39.2000	3,920.00	3,534 89	385.11	121 00	3.1	0.5
155	Kbr Inc (KBR)	19.0000	2,945.00	2,750.33	194 67	31.00	1.1	0 4
50	Parker Hannifin Corp (PH)	53.8800	2,694.00	1,950.18	743 82	50 00	1.9	0.3
40	Raytheon Co (RTN)	51 5200	2,060 80	2,079.92	-19.12	49.60	2 4	0.3
90	Textron Inc (TXT)	18.8100	1,692 90	4,186 86	-2,493.96	7.20	0.4	0 2
Total industrials			$ 32,861 50	$ 30,745.53	$ 2,115.97	$ 594.20		4.1%

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
70	Best Buy Inc (BBY)	$ 39 4600	$ 2,762.20	$ 2,209 89	$ 552 31	$ 39.20	1.4%	0.3%
90	Home Depot Inc (HD)	28 9300	2,603 70	1,727.82	875.88	81.00	3.1	0 3
40	Mc Donald's Corporation (MCD)	62 4400	2,497 60	2,279.15	218.45	88.00	3.5	0 3
440	News Corp Inc (NWS) Cls B	15 9200	7,004.80	7,712.48	-707.68	52.80	0.8	0 9
160	Omnicom Group Inc (OMC)	39.1500	6,264 00	8,373.34	-2,109.34	96.00	1.5	0.8
70	Ross Stores Inc (ROST)	42 7100	2,989 70	2,305 94	683.76	30 80	1 0	0 4
83	Time Warner Inc (TWX)	29 1400	2,418 62	1,654.57	764 05	62 25	2 6	0 3
20	Time Warner Cable Inc (TWC)	41.3900	827.80	561 61	266.19	0.00	0.0	0.1
Total consumer discretionary			$ 27,368 42	$ 26,824 80	$ 543.62	$ 450.05		3.4%

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
250	Cvs Caremark Corporation (CVS)	$ 32.2100	$ 8,052.50	$ 9,135 98	$ -1,083.48	$ 76.25	1.0%	1 0%
150	Coca Cola Enterprises Inc (CCE)	21.2000	3,180.00	3,456 47	-276 47	48.00	1 5	0 4
30	Lorillard Inc (LO)	80 2300	2,406.90	1,841.41	565 49	120.00	5 0	0.3
107	Pepsico Inc (PEP)	60 8000	6,505 60	2,945 90	3,559.70	192 60	3 0	0.8

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Mellon Private Asset Management

Consumer staples
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	The Procter & Gamble Company (PG)	60 6300	4,850 40	3,264.23	1,586.17	140 80	2 9	0 6
Total consumer staples			$ 24,995.40	$ 20,643 99	$ 4,351.41	$ 577.65		3.1%

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	Amgen Inc (AMGN)	$ 56.5700	$ 4,525.60	$ 4,343.35	$ 182.25	$ 0.00	0 0%	0 6%
40	Gilead Sciences Inc (GILD)	43 2700	1,730.80	1,949.75	-218.95	0.00	0 0	0.2
90	Hospira Inc (HSP)	51 0000	4,590 00	3,586 18	1,003.82	0.00	0 0	0 6
20	McKesson Corporation (MCK)	62 5000	1,250.00	907 33	342.67	9.60	0.8	0.2
80	Medtronic Inc (MDT)	43.9800	3,518.40	3,968 00	-449.60	65.60	1.9	0.4
205	Merck & Co Inc (MRK)	36 5400	7,490 70	5,244 86	2,245.84	311.60	4.2	0.9
378	Pfizer Inc (PFE)	18.1900	6,875 82	4,843 25	2,032.57	272.16	4 0	0.9
90	ST Jude Medical Inc (STJ)	36.7800	3,310.20	3,626 30	-316.10	0.00	0 0	0 4
50	Thermo Fisher Scientific Inc. (TMO)	47.6900	2,384 50	2,268.90	115 60	0.00	0.0	0 3
90	Vertex Pharmaceuticals Inc (VRTX)	42 8500	3,856.50	2,409 03	1,447.47	0 00	0 0	0.5
Total healthcare			$ 39,532.52	$ 33,146.95	$ 6,385 57	$ 658 96		4.9%

Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50	Ameriprise Financial Inc (AMP)	$ 38.8200	$ 1,941.00	$ 958.39	$ 982.61	$ 34 00	1 8%	0 2%
270	Bank Of America Corporation (BAC)	15.0600	4,066 20	3,322.55	743 65	10.80	0 3	0.5
10	Blackrock Inc (BLK)	232 2000	2,322 00	1,503.38	818.62	31.20	1.3	0.3
60	Chubb Corp (CB)	49.1800	2,950.80	3,124.28	-173 48	84 00	2 9	0 4
192	First Horizon National Corp (FHN)	13.3980	2,572.42	2,037.76	534.66	0 00	0 0	0 3
20	Franklin Res Inc (BEN)	105 3500	2,107 00	1,022.39	1,084.61	17.60	0.8	0 3
188	JP Morgan Chase & Co (JPM)	41 6700	7,833 96	4,212 14	3,621.82	37 60	0 5	1 0
60	Morgan Stanley (MS)	29.6000	1,776.00	1,687 48	88.52	12.00	0.7	0.2
100	Schwab Charles Corp New (SCHW)	18.8200	1,882.00	1,522.13	359 87	24.00	1 3	0.2

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MELLON PRIVATE ASSET MANAGEMENT

Financials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
40	State Street Corp (STT)	43 5400	1,741 60	1,721 97	19.63	1 60	0 1	0 2
120	Wells Fargo & Company (WFC)	26 9900	3,238.80	2,182 36	1,056.44	24.00	0 7	0 4
Total financials			$ 32,431.78	$ 23,294.83	$ 9,136.95	$ 276.80		4.0%

Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
70	Accenture PLC (ACN)	$ 41 5000	$ 2,905.00	$ 2,569 67	$ 335.33	$ 52 50	1.8%	0 4%
7	Aol Inc (AOL)	23.2800	162 96	112 27	50.69	0 00	0.0	0 0
50	Alliance Data Sys Corp (ADS)	64 5900	3,229.50	3,066.16	163.34	0.00	0.0	0.4
40	Apple Inc (AAPL)	210.7320	8,429.28	6,906.76	1,522.52	0.00	0 0	1.1
80	Broadcom Corp CL A (BRCM)	31.4700	2,517.60	1,283 78	1,233.82	0.00	0.0	0.3
340	Cisco Systems Inc (CSCO)	23 9400	8,139.60	6,643 21	1,496.39	0.00	0.0	1 0
10	Google Inc (GOOG)	619.9800	6,199 80	4,425.40	1,774.40	0.00	0 0	0.8
60	International Business Machines (IBM) Corporation	130 9000	7,854 00	6,376.20	1,477.80	132 00	1.7	1 0
70	Juniper Networks Inc (JNPR)	26 6700	1,866.90	1,095 29	771 61	0.00	0 0	0.2
60	McAfee Inc (MFE)	40 5700	2,434.20	2,198.01	236 19	0.00	0.0	0.3
184	Microsoft Corporation (MSFT)	30 4800	5,608.32	1,410 19	4,198.13	95.68	1.7	0.7
100	Nokia Corp (NOK) Sponsored ADR	12.8500	1,285.00	2,818.18	-1,533.18	39.30	3 1	0 2
240	Oracle Corp (ORCL)	24 5300	5,887 20	4,133.30	1,753 90	48 00	0 8	0.7
120	Qualcomm Inc (QCOM)	46.2600	5,551.20	3,739 78	1,811 42	81.60	1.5	0.7
130	Taiwan Semiconductor Mfg Co LTD (TSM) Sponsored ADR	11 4400	1,487 20	1,006 88	480.32	47 32	3.2	0.2
30	Visa Inc-Class A Shrs (V)	87.4600	2,623 80	1,316 34	1,307.46	15 00	0 6	0.3
Total information technology			$ 66,181 56	$ 49,101.42	$ 17,080 14	$ 511.40		8.2%

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MELLON PRIVATE ASSET MANAGEMENT

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
240	At & T Inc (T)	$ 28.0300	$ 6,727.20	$ 9,040.85	$ -2,313.65	$ 403.20	6.0%	0 8%
Total telcommunications services			$ 6,727.20	$ 9,040.85	$ -2,313.65	$ 403.20		0.8%

Utilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80	Exelon Corp (EXC)	$ 48.8700	$ 3,909.60	$ 1,910.40	$ 1,999.20	$ 168.00	4.3%	0 5%
120	Sempra Energy (SRE)	55.9800	6,717.60	7,390.81	-673.21	187.20	2.8	0.8
Total utilities			$ 10,627 20	$ 9,301.21	$ 1,325.99	$ 355.20		1.3%
Total U.S. common stocks			$ 285,416.79	$ 228,493 04	$ 56,923 75	$ 4,652.34		35 6%

Large cap funds

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
300	Spdr Trust Series 1 (SPY)	$ 111.4400	$ 33,432.00	$ 35,753.22	$ -2,321.22	$ 708 30	2.1%	4 2%
Total large cap funds			$ 33,432.00	$ 35,753.22	$ -2,321.22	$ 708.30		4.2%

International-developed

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,909.997	BNY Mellon International Fund (MPITX) Class M Shares	$ 10.4300	$ 30,351.27	$ 32,621.06	$ -2,269.79	$ 736.23	2 4%	3.8%
1,497.326	Strategic Global Stock Fund (DGLRX)	12 5500	18,791 44	14,000.00	4,791 44	74.87	0.4	2 3
160	Vale SA (VALE)	29.0300	4,644 80	2,305.62	2,339 18	36.00	0.8	0 6
Total international-developed			$ 53,787.51	$ 48,926.68	$ 4,860.83	$ 847.10		6.7%
Total equities			$ 372,636.30	$ 313,172.94	$ 59,463 36	$ 6,207.74		46.5%

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BNY MELLON
WEALTH MANAGEMENT

DAVID S KAREN A SHAPIRA FDN-IMA

25-1711953

Forms 1099 for 2009

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715)

Copy B, For Recipient

The proceeds from each of the sales shown below in Box 2 are reported to the Internal Revenue Service on Forms 1099-B. In addition, we report security description, cusip #, and units. We do not report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital.

A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return.

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
US BANCORP DEL	902973304	40	02/29/08	01/21/09	$506.86	$1,298.04	$-791 18
US BANCORP DEL	902973304	10	02/29/08	01/21/09	$126 71	$324 43	$-197 72
JOHNSON & JOHNSON COM	478160104	40	02/05/08	01/21/09	$2,233.78	$2,532.32	$-298 54
COACH INC	189754104	40	10/21/08	01/21/09	$564 59	$838 65	$-274 06
COACH INC	189754104	10	10/22/08	01/23/09	$143 58	$195 25	$-51.67
COACH INC	189754104	10	10/21/08	01/23/09	$143 58	$209 48	$-65.90
COACH INC	189754104	30	10/22/08	01/23/09	$430 73	$589 01	$-158 28
FIFTH THIRD BANCORP	316773100	70	10/14/08	01/26/09	$196 59	$904 05	$-707.46
FIFTH THIRD BANCORP	316773100	10	10/15/08	01/26/09	$28.08	$130 30	$-102 22
FIFTH THIRD BANCORP	316773100	70	10/15/08	01/26/09	$196.59	$916.31	$-719 72
PNC FINANCIAL SERVICES GROUP INC	693475105	10	02/29/08	02/04/09	$293.52	$625.69	$-332 17
GAP INC	364760108	30	01/21/09	02/04/09	$318 98	$349 50	$-30 52
BANK AMER CORP	060505104	3	10/14/08	02/06/09	$18.39	$77 72	$-59 33
BANK AMER CORP	060505104	24	10/15/08	02/06/09	$147.14	$616.61	$-469 47

DAVID S KAREN A SHAPIRA FDN-IMA # 25-1711953

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
BANK AMER CORP	060505104	23	10/14/08	02/06/09	$141 00	$597.99	$-456 99
ADOBE SYS INC COM	00724F101	50	03/26/08	02/23/09	$856 37	$1,837.10	$-980 73
ADOBE SYS INC COM	00724F101	30	03/26/08	02/23/09	$513 82	$1,106 86	$-593 04
CISCO SYS INC	17275R102	50	07/23/08	02/23/09	$737.11	$1,100 79	$-363.68
FIRST HORIZON NATL CORP	320517105	0 31	10/15/08	02/25/09	$2 96	$3 49	$-0 53
ESTEE LAUDER COMPANIES INC CL A	518439104	4	08/14/08	03/03/09	$84 98	$202.24	$-117 26
ESTEE LAUDER COMPANIES INC CL A	518439104	7	08/15/08	03/03/09	$148 71	$359.69	$-210 98
ESTEE LAUDER COMPANIES INC CL A	518439104	20	08/14/08	03/03/09	$424 89	$1,015 66	$-590 77
ESTEE LAUDER COMPANIES INC CL A	518439104	3	08/15/08	03/03/09	$62 86	$154 16	$-91.30
ESTEE LAUDER COMPANIES INC CL A	518439104	10	08/14/08	03/03/09	$212 45	$512 65	$-300.20
ESTEE LAUDER COMPANIES INC CL A	518439104	6	08/14/08	03/04/09	$128.71	$303.35	$-174.64
ESTEE LAUDER COMPANIES INC CL A	518439104	40	08/14/08	03/04/09	$858 07	$2,019 54	$-1,161 47
AETNA INC	00817Y108	11	08/11/08	03/05/09	$212 92	$480 32	$-267 40
AETNA INC	00817Y108	19	08/08/08	03/05/09	$367 76	$839 71	$-471 95
MOLSON COORS BREWING CO	60871R209	10	10/03/08	03/13/09	$314 27	$465 01	$-150 74
MOLSON COORS BREWING CO	60871R209	20	10/06/08	03/13/09	$628 54	$905 53	$-276 99
MOLSON COORS BREWING CO	60871R209	10	10/06/08	03/13/09	$314 27	$454.36	$-140 09
MC DONALDS CORPORATION COMMON	580135101	40	04/02/08	03/17/09	$2,128 03	$2,283.00	$-154 97
MOSAIC CO	61945A107	20	06/10/08	04/14/09	$884 28	$2,819 31	$-1,935 03
TIME WARNER INC	887317303	0 33	12/04/08	04/21/09	$7 40	$7 12	$0 28
TIME WARNER CABLE INC.	88732J207	0 92	12/04/08	04/22/09	$25 34	$25 76	$-0 42
NATIONAL-OILWELL INC	637071101	30	12/30/08	04/23/09	$878 78	$716.87	$161 91
NOVARTIS AG SPNSRD ADR	66987V109	7	09/25/08	04/24/09	$258.01	$387.32	$-129 31
NOVARTIS AG SPNSRD ADR	66987V109	30	09/24/08	04/24/09	$1,104 76	$1,635 58	$-530.82
NATIONAL-OILWELL INC	637071101	26	12/30/08	04/24/09	$799 28	$621 28	$178 00
NOVARTIS AG SPNSRD ADR	66987V109	3	09/25/08	04/24/09	$110 57	$165.78	$-55.21
NATIONAL-OILWELL INC	637071101	4	12/29/08	04/24/09	$122 97	$95.18	$27 79

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
NATIONAL-OILWELL INC	637071101	10	12/29/08	04/24/09	$307 42	$238.85	$68 57
NOVARTIS AG SPNSRD ADR	66987V109	11	10/07/08	04/27/09	$404 82	$594.18	$-189 36
NOVARTIS AG SPNSRD ADR	66987V109	22	10/07/08	04/27/09	$809.22	$1,188.37	$-379.15
NOVARTIS AG SPNSRD ADR	66987V109	17	10/07/08	04/27/09	$618.21	$918 28	$-300 07
NOVARTIS AG SPNSRD ADR	66987V109	10	09/24/08	04/27/09	$367 83	$544 87	$-177 04
KEYCORP NEW COM	493267108	10	10/14/08	05/21/09	$54 07	$116.89	$-62 82
NORTHERN TRUST CORP	665859104	10	02/04/09	05/21/09	$512 49	$604.51	$-92 02
KEYCORP NEW COM	493267108	30	10/14/08	05/21/09	$161 27	$350 66	$-189 39
NORTHERN TRUST CORP	665859104	2	01/21/09	05/21/09	$102 79	$106 87	$-4 08
NORTHERN TRUST CORP	665859104	10	01/21/09	05/21/09	$510 32	$534 37	$-24.05
FIRST HORIZON NATL CORP	320517105	0 88	10/15/08	05/22/09	$9 85	$9 78	$0 07
KEYCORP NEW COM	493267108	30	10/14/08	05/22/09	$158 62	$350 66	$-192 04
KEYCORP NEW COM	493267108	40	10/14/08	05/22/09	$209 72	$467 54	$-257 82
NORTHERN TRUST CORP	665859104	8	01/21/09	05/22/09	$416 98	$427.50	$-10.52
KEYCORP NEW COM	493267108	30	10/15/08	05/22/09	$157 29	$350 03	$-192.74
KEYCORP NEW COM	493267108	70	10/15/08	05/26/09	$362 58	$816 75	$-454.17
INTEL CORPORATION	458140100	85	03/10/09	06/05/09	$1,346.16	$1,167 72	$178 44
JUNIPER NETWORKS INC	48203R104	40	10/29/08	06/05/09	$963.02	$745 09	$217.93
INTEL CORPORATION	458140100	35	03/10/09	06/05/09	$554 18	$480 83	$73.35
JUNIPER NETWORKS INC	48203R104	10	10/29/08	06/08/09	$234 53	$186 27	$48 26
JUNIPER NETWORKS INC	48203R104	10	10/28/08	06/08/09	$234.53	$178 07	$56 46
AETNA INC	00817Y108	60	08/11/08	06/15/09	$1,358 45	$2,619 90	$-1,261.45
Total short term gain/loss:	Report on Form 1040, Schedule D, line 1, Column d, e and f				$27,532.58	$43,721 00	$-16,188 42

DAVID S_KAREN A SHAPIRA FDN-IMA 25 - 1711953

Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
CHUBB CORPORATION COM	171232101	50	02/01/07	01/21/09	$2,110 43	$2,603 75	$-493 32
JOHNSON & JOHNSON COM	478160104	30	11/09/07	01/21/09	$1,675.33	$1,951 62	$-276 29
THERMO ELECTRON CORP	883556102	40	03/07/07	01/21/09	$1,438 12	$1,815.12	$-377 00
WELLS FARGO & CO NEW	949746101	50	02/16/00	01/21/09	$705 47	$909 31	$-203 84
BANK AMER CORP	060505104	25.05	07/06/04	01/26/09	$166 68	$1,164 09	$-997 41
BANK AMER CORP	060505104	4 58	05/22/06	01/26/09	$30.47	$222 25	$-191 78
BANK AMER CORP	060505104	25 05	01/23/04	01/26/09	$166.68	$1,212 18	$-1,045.50
BANK AMER CORP	060505104	85 33	10/29/03	01/26/09	$567 78	$3,884 56	$-3,316.78
GAP INC	364760108	38	01/17/08	02/04/09	$421 29	$654 74	$-233.45
GAP INC	364760108	22	01/17/08	02/04/09	$233 92	$379 06	$-145.14
GAP INC	364760108	10	01/17/08	02/04/09	$109.90	$172.30	$-62.40
BANK AMER CORP	060505104	10	02/14/06	02/06/09	$61 31	$441 60	$-380.29
BANK AMER CORP	060505104	100	10/29/03	02/06/09	$613 06	$4,552 24	$-3,939.18
THERMO ELECTRON CORP	883556102	10	03/07/07	03/05/09	$341 47	$453 78	$-112 31
PRAXAIR INC	74005P104	20	02/04/05	03/10/09	$1,150 21	$882 16	$268 05
GOLDMAN SACHS GROUP INC	38141G104	10	08/18/03	03/10/09	$837 47	$881 08	$-43 61
EMERSON ELECTRIC COMPANY	291011104	25	02/01/07	03/16/09	$676 40	$1,132 78	$-456 38
CONOCOPHILLIPS	20825C104	20	09/18/03	03/17/09	$746 57	$560 18	$186 39
CONOCOPHILLIPS	20825C104	30	09/18/03	03/17/09	$1,119 07	$840 26	$278 81
EMERSON ELECTRIC COMPANY	291011104	25	02/01/07	03/17/09	$661.61	$1,132 78	$-471 17
EXELON CORP	30161N101	20	12/26/01	04/14/09	$933 48	$477 60	$455 88
ABBOTT LABORATORIES	002824100	40	07/06/04	05/01/09	$1,657 24	$1,595 60	$61 64
ABBOTT LABORATORIES	002824100	20	01/23/04	05/01/09	$828 62	$807 81	$20 81
DARDEN RESTAURANTS INC COM	237194105	40	05/08/08	05/21/09	$1,346.25	$1,465.73	$-119 48
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/22/09	$327.77	$362 63	$-34 86

Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/22/09	$327.77	$366 43	$-38 66
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/22/09	$327 77	$363 36	$-35 59
INTEL CORPORATION	458140100	20	05/15/08	06/05/09	$316 74	$498 31	$-181 57
INTEL CORPORATION	458140100	70	05/16/08	06/05/09	$1,108.60	$1,742 28	$-633.68
Total long term gain/loss: Report on Form 1040, Schedule D, line 8, Column d, e, and f					$21,007 48	$33,525.59	$-12,518 11