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## Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury  
Internal Revenue Serviceor 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.

For calendar year 2009, or tax year beginning, JUN 1, 2009 and ending MAY 31, 2010

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 <b>Shoemate Foundation dtd 10/29/01</b>		A Employer identification number <b>26-6000834</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>Cummings &amp; Lockwood, PO Box 271820</b>		B Telephone number <b>(860) 313-4930</b>
	City or town, state, and ZIP code <b>West Hartford, CT 06127</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 2,111,799.</b> (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	246,592.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	25.	25.		Statement 1
4	Dividends and interest from securities	61,932.	61,932.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<111,686.>			
b	Gross sales price for all assets on line 6a	525,787.			
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				
12	Total. Add lines 1 through 11	196,863.	61,957.		
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				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses Stmt 3	1.	1.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	1.	1.		0.
25	Contributions, gifts, grants paid	294,750.			294,750.
26	Total expenses and disbursements. Add lines 24 and 25	294,751.	1.		294,750.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<97,888.>			
b	Net investment income (if negative, enter -0-)		61,956.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	38,800.	140,225.	140,225.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	61,540.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 4	1,582,144.	1,324,917.	1,261,505.
	c Investments - corporate bonds Stmt 5	562,248.	681,702.	710,069.
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 ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>2,244,732.</b>	<b>2,146,844.</b>	<b>2,111,799.</b>	
<b>Liabilities</b>	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 ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	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	2,244,732.	2,146,844.		
<b>30 Total net assets or fund balances</b>	<b>2,244,732.</b>	<b>2,146,844.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>2,244,732.</b>	<b>2,146,844.</b>		

**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	2,244,732.
2 Enter amount from Part I, line 27a	2	<97,888.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,146,844.
5 Decreases not included in line 2 (itemize) ▶	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>2,146,844.</b>

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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 See attached schedule		P		
b Capital Gains Dividends				
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 523,775.		637,473.	<113,698.>
b 2,012.			2,012.
c			
d			
e			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			<113,698.>
b			2,012.
c			
d			
e			

  

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<111,686.>
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	222,443.	1,875,690.	.118593
2007	247,311.	2,052,032.	.120520
2006	314,806.	1,698,719.	.185320
2005	92,817.	1,451,904.	.063928
2004	74,261.	1,282,849.	.057888

  

2 Total of line 1, column (d)	2	.546249
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	.109250
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,060,450.
5 Multiply line 4 by line 3	5	225,104.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	620.
7 Add lines 5 and 6	7	225,724.
8 Enter qualifying distributions from Part XII, line 4 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.	8	294,750.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	620.
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	620.
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	620.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,355.	
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	4,355.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,735.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 3,735. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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"/> FL		
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 2009 or the taxable year beginning in 2009 (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 Stmt 6	X	

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**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 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 ► Attorney Paul L. Bourdeau Telephone no. ► (860) 313-4930  
 Located at ► Cummings & Lockwood PO Box 271820, W Hartford, CT ZIP+4 ► 06127

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? <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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	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 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? <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.) <u>N/A</u>	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 type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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

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**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

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?

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

6b

X

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 7		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

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**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	
<b>Total.</b> Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,008,444.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	83,383.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	2,091,827.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,091,827.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	31,377.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,060,450.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	103,023.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	103,023.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	620.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	620.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	102,403.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	102,403.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	102,403.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	294,750.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	294,750.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	620.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	294,130.

**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.

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**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				102,403.
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	317.			
b From 2005	24,588.			
c From 2006	236,238.			
d From 2007	155,087.			
e From 2008	130,332.			
f Total of lines 3a through e	546,562.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	294,750.			
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				102,403.
e Remaining amount distributed out of corpus	192,347.			
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:	738,909.			
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 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	317.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	738,592.			
10 Analysis of line 9:				
a Excess from 2005	24,588.			
b Excess from 2006	236,238.			
c Excess from 2007	155,087.			
d Excess from 2008	130,332.			
e Excess from 2009	192,347.			

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

- 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.

[illegible]

**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).)

None

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:

Attorney Paul L. Bourdeau, Cummings & Lockwood LLC, (860) 313-4930  
PO Box 271820, West Hartford, CT 06127

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

Letter

**c Any submission deadlines:**

None

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

None

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
See Statement 8				
<b>Total</b>			<b>3a</b>	<b>294,750.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>3b</b>	<b>0.</b>





**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

Shoemate Foundation dtd 10/29/01

26-6000834

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 foundationCheck 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).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

**Shoemate Foundation dtd 10/29/01****26-6000834****Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<b>1</b>	<b>Charles R. Shoemate Charitable Lead Annuity Trust dt 12/6/01</b> <b>Charles Shoemate, Ttee, Cummings &amp; Lockwood PO Box 271820</b> <b>West Hartford, CT 06127</b>	\$ <b>246,592.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Mason Securities	25.
Total to Form 990-PF, Part I, line 3, Column A	25.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Mason Securities	61,932.	0.	61,932.
Mason Securities - Capital Gains Distributions	2,012.	2,012.	0.
Total to Fm 990-PF, Part I, ln 4	63,944.	2,012.	61,932.

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Form 990-PF Other Expenses Statement 3

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mason Securities - Fee & Mutual Funds Surcharges	1.	1.		0.
To Form 990-PF, Pg 1, ln 23	1.	1.		0.

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Form 990-PF Corporate Stock Statement 4

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Description	Book Value	Fair Market Value
See attached schedule	1,324,917.	1,261,505.
Total to Form 990-PF, Part II, line 10b	1,324,917.	1,261,505.

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Form 990-PF	Corporate Bonds	Statement	5
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Description	Book Value	Fair Market Value
See attached schedule	681,702.	710,069.
Total to Form 990-PF, Part II, line 10c	681,702.	710,069.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	6
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Name of Contributor	Address
Charles Shoemate	180 Loggerhead Point Vero Beach, FL 32963
Nancy Shoemate	180 Loggerhead Point Vero Beach, FL 32963
Charles R. Shoemate Charitable Lead Annuity Trust dtd 12/6/01	Cummings & Lockwood LLC, PO Box 271820 West Hartford, CT 06127

**PORTFOLIO APPRAISAL**

*Shoemate Foundation*

**4JK-015100**

*May 31, 2010*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	Prime Management Obligations Service Shs.		140,225		140,225	6.6	?
			140,225		140,225	6.6	0.0
<b>Taxable Bond Funds</b>							
<b>Short Term Maturities</b>							
6,533.257	FPA New Income Class A	11.05	72,165	11.03	72,062	3.4	3.3
7,754.578	Vanguard S/T Investment Grade	10.67	82,739	10.68	82,819	3.9	3.5
			154,904		154,881	7.3	3.4
<b>Intermediate Term Maturities</b>							
6,724.048	Dodge & Cox Income	12.36	83,095	13.18	88,623	4.2	4.8
5,805.651	Harbor Bond Fund Inst	11.72	68,056	12.56	72,919	3.5	3.4
			151,151		161,542	7.6	4.2
<b>Long Term Maturities</b>							
6,888.821	Loomis Sayles Investment Grade Bond CI A	11.40	78,553	11.94	82,253	3.9	4.9
8,858.429	Vanguard L/T Investment Grade	8.86	78,444	9.13	80,877	3.8	5.8
			156,996		163,130	7.7	5.3
	<b>Taxable Bond Funds Total</b>		463,051		479,553	22.7	4.3
<b>Treasury Inflation Protected Securities</b>							
4,832.269	Vanguard Inflation Protected Fund Adm. Shs	23.32	112,690	25.22	121,870	5.8	2.7
			112,690		121,870	5.8	2.7
<b>International Bonds</b>							
5,849.786	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.30	60,227	10.53	61,598	2.9	3.2
5,091.752	T Rowe International Bond Fund	8.98	45,734	9.24	47,048	2.2	2.8
			105,961		108,646	5.1	3.0
<b>U.S. Equities</b>							
<b>Large Cap Value</b>							
1,455.988	Davis New York Venture Fund Class A	36.45	53,072	29.94	43,592	2.1	0.7
1,447.161	Davis New York Venture Fund Class Y	22.94	33,196	30.27	43,806	2.1	1.0
3,946.012	T Rowe Price Equity Income Fund	22.40	88,402	21.01	82,906	3.9	1.8

MASON INVESTMENT ADVISORY SERVICES, INC.

**PORTFOLIO APPRAISAL**

*Shoemate Foundation*

**4JK-015100**

*May 31, 2010*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
4,877 126	Vanguard Value Index Signal Shares	24 01	117,086	19 23	93,787	4.4	2.7
			291,755		264,091	12.5	1 8
<b>Large Cap Growth</b>							
1,347.812	Calamos Growth Class A	55.18	74,371	43.74	58,953	2.8	0.0
2,079 018	Growth Fund of America Class F	22 25	46,254	26 16	54,387	2 6	0 8
1,840 369	Jensen Portfolio Class I	24 23	44,598	23.88	43,948	2.1	1 3
			165,224		157,288	7 4	0 7
<b>U S Equities Total</b>			456,979		421,379	20 0	1.4
<b>International Equities</b>							
<b>International Large Cap Value</b>							
2,641 412	Dodge & Cox Int'l Stock	31 80	83,999	28 93	76,416	3 6	1 2
2,564 551	Vanguard International Value Portfolio	31.88	81,757	26 73	68,550	3 2	2 7
			165,756		144,966	6 9	1 9
<b>International Large Cap Growth</b>							
1,380 672	EuroPacific Growth Fund CL F	29 80	41,141	34 08	47,053	2.2	1 9
2,549 102	Oppenheimer International Growth Fund Y	23 94	61,016	22 44	57,202	2 7	1 1
			102,157		104,255	4 9	1 5
<b>International Equities Total</b>			267,914		249,222	11 8	1 7
<b>Growth Real Estate</b>							
<b>Domestic Growth Real Estate</b>							
3,481 985	Cohen & Steers Institutional Real Estate	36 01	125,391	33.61	117,030	5 5	2.6
			125,391		117,030	5 5	2 6
<b>Global Growth Real Estate</b>							
7,467 120	ING Global Real Estate Fund Class W	10 72	80,037	13 90	103,793	4 9	6 0
			80,037		103,793	4.9	6.0
<b>Growth Real Estate Total</b>			205,428		220,822	10 5	4.2
<b>Small Company</b>							
<b>Small Cap Value</b>							
1,733.602	Allianz NFJ Small Cap Value Inst	17.88	30,994	25 65	44,467	2 1	2 0
1,227 819	Berwyn Fund	29.85	36,650	24.83	30,487	1 4	0.2

**PORTFOLIO APPRAISAL**

*Shoemate Foundation*

**4JK-015100**

*May 31, 2010*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
407.339	Vanguard Small Cap Value ETF	59.44	24,212	58.69	23,907	1.1	1.8
			91,856		98,860	4.7	1.4
<b>Small Cap Growth</b>							
452.761	Baron Growth Fund	36.72	16,625	42.94	19,442	0.9	0.1
249.258	Conestoga Capital Advisors Small Cap Fund	16.92	4,216	17.86	4,452	0.2	0.3
1,378.487	Dreyfus Boston Co. Sm Cap Gr Tax Sensitive	29.57	40,755	30.62	42,209	2.0	0.0
			61,596		66,103	3.1	0.0
	<b>Small Company Total</b>		153,452		164,963	7.8	0.9
<b>Aggressive International</b>							
1,325.909	SPDR Index Shares S&P Int'l Small Cap ETF	26.89	35,656	24.00	31,822	1.5	1.7
514.476	T. Rowe Price Int'l Discovery Fund	46.77	24,063	34.63	17,816	0.8	0.7
			59,719		49,638	2.4	1.3
<b>Energy/Natural Resources</b>							
<b>Energy</b>							
440.497	Vanguard Special Energy Fund	59.74	26,315	54.17	23,862	1.1	1.7
			26,315		23,862	1.1	1.7
<b>Natural Resources</b>							
1,593.674	Columbia Energy & Natural Resources CI Z	13.68	21,801	18.21	29,021	1.4	0.1
549.785	T. Rowe Price New Era	47.04	25,859	39.73	21,843	1.0	1.2
			47,660		50,864	2.4	0.6
	<b>Energy/Natural Resource Total</b>		73,976		74,725	3.5	0.9
<b>Commodities</b>							
10,796.187	Pimco Commodity Real Return Strategy Inst.	9.95	107,450	7.48	80,755	3.8	9.7
			107,450		80,755	3.8	9.7
<b>TOTAL PORTFOLIO</b>			<b>2,146,845</b>		<b>2,111,799</b>	<b>100.0</b>	<b>2.7</b>

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Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 7
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Charles Shoemate 180 Loggerhead Point Vero Beach, FL 32963	Trustee 0.00	0.	0.	0.
Nancy Shoemate 180 Loggerhead Point Vero Beach, FL 32963	Trustee 0.00	0.	0.	0.
Steven R. Shoemate 284 Mott Street, Apt. 1B New York, NY 10012	Trustee 0.00	0.	0.	0.
Jeffrey D. Shoemate 4232 Scott Terrace Minneapolis, MN 55416	Trustee 0.00	0.	0.	0.
Scott C. Shoemate 1354 E. Gilmer Drive Salt Lake City, UT 84105	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF	Grants and Contributions Paid During the Year	Statement 8
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Boys and Girls Club Indian River County P.O. Box 643068 Vero Beach, FL 32964	None Current Use for General Charitable Purposes	Public	1,000.
Boys and Girls Club Indian River County P.O. Box 643068 Vero Beach, FL 32964	None Current Use for General Charitable Purposes	Public	900.
Community Church of Vero Beach 1901-23rd Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	75,000.
Indian River County Habitat for Humanity 4568 N US Hwy 1 Vero Beach, FL 32967	None Current Use for General Charitable Purposes	Public	1,000.
Indian River Land Trust 1904 12th Court Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	1,000.
JDRF (Juvenile Diabetes Research Foundation) 120 Wall Street, 19th Floor New York, NY 10005	None Current Use for General Charitable Purposes	Public	500.
John's Island Foundation 6001 Highway A1A Pmb 8323 Indian River Shores, FL 32963	None Current Use for General Charitable Purposes	Public	2,500.
Quail Valley Charities 6545 Pinnacle Drive Vero Beach, FL 32967	None Current Use for General Charitable Purposes	Public	350.

Riverside Children's Theatre Trust 3250 Riverside Park Dr. Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	3,500.
Riverside Theatre Trust 3250 Riverside Park Dr. Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	5,000.
United Way of Indian River County P.O. Box 1960 Vero Beach, FL 32961	None Current Use for General Charitable Purposes	Public	1,000.
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	2,500.
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	5,000.
VNA & Hospice Foundation 1111-36th Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	300.
Wesley Village 608 Stinchcomb Dr Fostoria, OH 44830	None Current Use for General Charitable Purposes	Public	5,000.
WIU Foundation Western Illinois University Macomb, IL 61445	None Current Use for General Charitable Purposes	Public	500.
Harvest Food & Outreach 1050 Old Dixie Highway SW Vero Beach, FL 32962	None Current Use for General Charitable Purposes	Public	1,000.
Indian River Medical Center Foundation 1000 36th Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	75,000.



Community Church of Vero Beach 1901-23rd Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	6,000.
Community Church of Vero Beach 1901-23rd Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	1,000.
VNA & Hospice Foundation 1111-36th Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	1,000.
Community Church of Vero Beach 1901-23rd Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	5,200.
Indian River County Medical Center Foundation 1000 37th Place Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	10,000.
VNA & Hospice of Indian River County 1110 35th Ln Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	500.
Augustana Fund, Office of Advancement Augustana College, 639 38th Street Rock Island, IL	None Current Use for General Charitable Purposes	Public	1,000.
Indian River Medical Center Foundation 1000 37th Place Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	75,000.
American Majority P.O. Box 87 Purcellville, VA 20134	None Current Use for General Charitable Purposes	Public	1,000.
Bob Woodruff Foundation P.O. Box 955 Bristow, VA 20136	None Current Use for General Charitable Purposes	Public	2,000.

Including Kids Inc. 5364 Fm 1960 Rd E Humble, TX 77346	None Current Use for General Charitable Purposes	Public	500.
Hibiscus Childrens Center 1145 12th Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	1,000.
Paralyzed Veterans of America 801 Eighteenth Street, NW Washington, DC 20006-3517	None Current Use for General Charitable Purposes	Public	250.
National Shrine of St. Jude 12701 Veirs Mill Road Rockville, MD 20853	None Current Use for General Charitable Purposes	Public	500.
Berry College P.O. Box 490129 Mount Berry, GA 30149	None Current Use for General Charitable Purposes	Public	500.
Edina Morningside Church Playground 4201 Morningside Road Edina, MN 55416	None Current Use for General Charitable Purposes	Public	2,500.
Homeless Family Center 715 4th Place Vero Beach, FL 32962	None Current Use for General Charitable Purposes	Public	500.
University of Chicago 5801 S Ellis Ave. Chicago, IL 60637	None Current Use for General Charitable Purposes	Public	2,500.
VNA Hospice of Indian River County 1110 35th Ln Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	250.
Abramson Cancer Center 38th and Walnut Streets Philadelphia, PA 19104	None Current Use for General Charitable Purposes	Public	500.

Indian River County Community Foundation Impact 100 P.O. Box 643968 Vero Beach, FL 32964	None Current Use for General Charitable Purposes	Public	1,000.
YMCA P.O. Box 408 McCook, NE 69001	None Current Use for General Charitable Purposes	Public	1,000.

Total to Form 990-PF, Part XV, line 3a

294,750.

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
<b>Beginning (optional):</b>				
1st month	<u>1,732,940.</u>		<u>100,340.</u>	
<b>Ending:</b>				
1st month	<u>1,727,107.</u>	<u>1,730,024.</u>	<u>19,349.</u>	<u>59,845.</u>
2nd month	<u>1,838,371.</u>	<u>1,782,739.</u>	<u>18,354.</u>	<u>18,852.</u>
3rd month	<u>1,904,474.</u>	<u>1,871,423.</u>	<u>13,157.</u>	<u>15,756.</u>
4th month	<u>1,922,544.</u>	<u>1,913,509.</u>	<u>78,907.</u>	<u>46,032.</u>
5th month	<u>1,898,215.</u>	<u>1,910,380.</u>	<u>78,919.</u>	<u>78,913.</u>
6th month	<u>1,965,198.</u>	<u>1,931,707.</u>	<u>318,262.</u>	<u>198,591.</u>
7th month	<u>2,271,178.</u>	<u>2,118,188.</u>	<u>31,515.</u>	<u>174,889.</u>
8th month	<u>2,213,786.</u>	<u>2,242,482.</u>	<u>31,016.</u>	<u>31,266.</u>
9th month	<u>2,251,975.</u>	<u>2,232,881.</u>	<u>20,116.</u>	<u>25,566.</u>
10th month	<u>2,163,813.</u>	<u>2,207,894.</u>	<u>119,559.</u>	<u>69,838.</u>
11th month	<u>2,092,406.</u>	<u>2,128,110.</u>	<u>151,153.</u>	<u>135,356.</u>
12th month	<u>1,971,574.</u>	<u>2,031,990.</u>	<u>140,225.</u>	<u>145,689.</u>
Total of all months		<u>24,101,327.</u>		<u>1,000,593.</u>
Number of months in year		<u>12</u>		<u>12</u>
Average monthly value		<u>2,008,444.</u>		<u>83,383.</u>
Number of months in year - override				<u>      </u>

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-29-08	09-23-09	29 909	Cohen & Steers Institutional Real Estate	1,139	869	-269	
09-29-06	09-23-09	16 195	Cohen & Steers Institutional Real Estate	899	471		-429
12-27-06	09-23-09	12 264	Cohen & Steers Institutional Real Estate	675	356		-318
12-27-06	09-23-09	39 476	Cohen & Steers Institutional Real Estate	2,171	1,147		-1,024
12-27-06	09-23-09	114 979	Cohen & Steers Institutional Real Estate	6,324	3,342		-2,982
09-27-07	09-23-09	13 650	Cohen & Steers Institutional Real Estate	723	397		-326
06-28-07	09-23-09	12 109	Cohen & Steers Institutional Real Estate	631	352		-279
02-28-06	09-23-09	817.126	Cohen & Steers Institutional Real Estate	40,711	23,749		-16,962
01-02-08	09-23-09	97.310	Oppenheimer Capital Appreciation Class Y	5,115	3,774		-1,341
10-23-08	09-23-09	683 995	Oppenheimer Capital Appreciation Class Y	20,015	26,525	6,510	
11-20-07	09-23-09	236 235	T. Rowe Price Int'l Discovery Fund	13,015	8,574		-4,441
09-21-07	09-23-09	63 297	T. Rowe Price Int'l Discovery Fund	3,457	2,297		-1,159
04-23-08	09-23-09	1,395 091	ING Global Real Estate Fund Class W	28,952	20,728		-8,223
11-20-07	12-03-09	979 192	Tweedy Browne Global Value Fund	32,015	20,480		-11,535
03-02-07	12-03-09	112 830	Tweedy Browne Global Value Fund	3,522	2,360		-1,162
12-29-06	12-03-09	20.040	Tweedy Browne Global Value Fund	620	419		-200
12-29-06	12-03-09	24 582	Tweedy Browne Global Value Fund	760	514		-246
12-31-07	12-03-09	38 164	Tweedy Browne Global Value Fund	1,141	798		-343
12-31-07	12-03-09	230.589	Tweedy Browne Global Value Fund	6,897	4,823		-2,074
04-24-08	12-03-09	389 374	Tweedy Browne Global Value Fund	10,715	8,144		-2,571
11-15-05	12-03-09	1,261 449	Tweedy Browne Global Value Fund	32,801	26,384		-6,417
12-31-08	12-03-09	113 970	Tweedy Browne Global Value Fund	1,776	2,384	608	
12-31-08	12-03-09	292 480	Tweedy Browne Global Value Fund	4,557	6,117	1,561	
12-31-08	12-03-09	147 711	Tweedy Browne Global Value Fund	2,301	3,089	788	
12-03-09	03-02-10	377 622	ING Global Real Estate Fund Class W	5,697	5,383	-314	
06-29-07	03-02-10	16 697	T. Rowe Price Equity Income Fund	522	353		-169
09-28-07	03-02-10	18 246	T. Rowe Price Equity Income Fund	560	386		-174
12-21-06	03-02-10	19 241	T. Rowe Price Equity Income Fund	569	407		-162
12-21-06	03-02-10	8 979	T. Rowe Price Equity Income Fund	266	190		-76
12-21-06	03-02-10	80 810	T. Rowe Price Equity Income Fund	2,390	1,711		-680
03-30-07	03-02-10	14 634	T. Rowe Price Equity Income Fund	429	310		-120
03-30-07	03-02-10	47 893	T. Rowe Price Equity Income Fund	1,405	1,014		-391

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						Short Term	Long Term
09-29-06	03-02-10	16 015	T. Rowe Price Equity Income Fund	453	339		-114
12-20-07	03-02-10	20 205	T. Rowe Price Equity Income Fund	563	428		-135
12-20-07	03-02-10	116.279	T. Rowe Price Equity Income Fund	3,238	2,462		-777
04-09-02	03-02-10	832.587	Royce Total Return Fund	7,801	9,300		1,499
12-03-09	03-02-10	311.787	Dodge & Cox Income	4,089	4,083	-6	
07-07-08	03-29-10	260 515	Dreyfus Boston Co. Sm Cap Gr Tax Sensitive	9,075	8,283		-792
02-02-05	03-29-10	434 936	Growth Fund of America Class F	11,654	12,283		629
04-09-02	03-29-10	367 548	Royce Total Return Fund	3,444	4,260		816
06-12-03	03-29-10	12 278	Royce Total Return Fund	113	142		29
06-12-02	03-29-10	6 195	Royce Total Return Fund	56	72		16
09-12-02	03-29-10	8.860	Royce Total Return Fund	75	103		28
12-09-02	03-29-10	4 467	Royce Total Return Fund	38	52		14
12-09-02	03-29-10	11 167	Royce Total Return Fund	94	129		35
12-11-08	03-29-10	26.460	Royce Total Return Fund	217	307		89
12-11-08	03-29-10	1 225	Royce Total Return Fund	10	14		4
03-12-03	03-29-10	4 905	Royce Total Return Fund	38	57		19
03-13-09	03-29-10	14 888	Royce Total Return Fund	99	173		73
03-15-10	03-29-10	1 437	Royce Total Return Fund	16	17	0	
12-11-09	03-29-10	3 892	Royce Total Return Fund	41	45	4	
09-11-09	03-29-10	3 851	Royce Total Return Fund	39	45	6	
06-12-09	03-29-10	4.899	Royce Total Return Fund	45	57	12	
12-31-07	03-29-10	11 076	Dodge & Cox Int'l Stock	511	364		-147
12-31-07	03-29-10	37 395	Dodge & Cox Int'l Stock	1,726	1,228		-498
12-31-07	03-29-10	40 689	Dodge & Cox Int'l Stock	1,878	1,337		-542
12-31-07	03-29-10	117 339	Dodge & Cox Int'l Stock	5,371	3,855		-1,516
12-03-09	03-29-10	1,306 366	ING Global Real Estate Fund Class W	19,709	19,683	-25	
10-01-09	03-29-10	30.744	Vanguard L/T Investment Grade	284	272	-12	
12-01-09	03-29-10	31.391	Vanguard L/T Investment Grade	288	278	-11	
11-02-09	03-29-10	32 368	Vanguard L/T Investment Grade	296	286	-10	
12-03-09	03-29-10	1,034 165	Vanguard L/T Investment Grade	9,364	9,148	-216	
12-20-07	03-29-10	21 540	Vanguard Value Index Signal Shares	577	442		-135
11-20-07	03-29-10	786.639	Vanguard Value Index Signal Shares	21,024	16,142		-4,882
02-17-09	03-30-10	290.566	Allianz NFJ Small Cap Value Inst	5,151	7,683		2,532
02-28-06	03-30-10	248 374	Cohen & Steers Institutional Real Estate	12,375	8,383		-3,991
12-03-09	03-30-10	196 078	EuroPacific Growth Fund CL F	7,716	7,492	-225	
12-29-09	03-30-10	27 584	EuroPacific Growth Fund CL F	1,055	1,054	-1	
01-02-08	03-30-10	28 558	EuroPacific Growth Fund CL F	1,444	1,091		-353
12-28-06	03-30-10	61.423	EuroPacific Growth Fund CL F	2,850	2,347		-503
09-23-09	03-30-10	1,119 134	FPA New Income Class A	12,416	12,342	-75	
12-03-09	03-30-10	239.562	FPA New Income Class A	2,654	2,642	-12	
12-02-09	03-30-10	13 856	PIMCO Foreign Bond Fund (US Dollar Hedged)	145	142	-2	
12-03-09	03-30-10	501 207	PIMCO Foreign Bond Fund (US Dollar Hedged)	5,219	5,141	-78	
12-20-07	03-30-10	61 775	T. Rowe Price Equity Income Fund	1,720	1,379		-342
12-20-07	03-30-10	7 577	T. Rowe Price Equity Income Fund	211	169		-42

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						Short Term	Long Term
06-30-06	03-30-10	17 109	T Rowe Price Equity Income Fund	451	382		-69
03-31-08	03-30-10	99 649	T Rowe Price Equity Income Fund	2,494	2,224		-270
03-31-08	03-30-10	20.822	T Rowe Price Equity Income Fund	521	465		-56
03-31-08	03-30-10	5 949	T Rowe Price Equity Income Fund	149	133		-16
04-09-02	03-30-10	548 768	T Rowe Price Equity Income Fund	13,301	12,248		-1,053
11-20-07	03-30-10	154 195	T Rowe Price New Era	9,325	6,783		-2,541
01-02-08	03-30-10	100 000	SPDR Index Shares S&P Int'l Small Cap ETF	3,424	2,666		-758
12-20-07	03-30-10	67.000	SPDR Index Shares S&P Int'l Small Cap ETF	2,294	1,786		-508
11-01-07	04-06-10	96 923	Davis New York Venture Fund Class A	4,015	3,171		-844
12-05-07	04-06-10	17.929	Davis New York Venture Fund Class A	721	586		-134
03-26-07	04-06-10	40 486	Davis New York Venture Fund Class A	1,590	1,324		-265
12-20-06	04-06-10	131.510	Davis New York Venture Fund Class A	5,098	4,302		-796
02-02-05	04-06-10	532.544	Growth Fund of America Class F	14,270	15,283		1,014
04-23-08	04-06-10	906.128	ING Global Real Estate Fund Class W	18,804	13,883		-4,921
12-03-09	04-06-10	906.949	Pimco Commodity Real Return Strategy Inst	7,716	7,236	-480	
12-31-09	04-06-10	282 613	Pimco Commodity Real Return Strategy Inst	2,349	2,255	-94	
12-10-09	04-06-10	141.409	Pimco Commodity Real Return Strategy Inst	1,140	1,128	-12	
01-02-08	04-06-10	95 812	Pimco Commodity Real Return Strategy Inst	1,618	764		-854
12-03-09	04-06-10	588 901	Vanguard L/T Investment Grade	5,332	5,183	-149	
12-03-09	04-06-10	480 848	Vanguard Inflation Protected Fund Adm Shs	12,273	11,783	-490	
12-31-07	04-06-10	94 915	Dodge & Cox Int'l Stock	4,344	3,183		-1,162
08-20-07	04-06-10	342.976	Dodge & Cox Int'l Stock	15,496	11,501		-3,995
12-03-09	04-06-10	966 258	Dodge & Cox Income	12,673	12,583	-90	
12-18-07	04-06-10	1 753	Vanguard Special Energy Fund	137	108		-29
12-18-07	04-06-10	19 942	Vanguard Special Energy Fund	1,555	1,231		-324
12-18-07	04-06-10	7 951	Vanguard Special Energy Fund	620	491		-129
03-28-08	04-06-10	0 164	Vanguard Special Energy Fund	12	10		-2
03-28-08	04-06-10	13 556	Vanguard Special Energy Fund	1,024	837		-187
03-22-07	04-06-10	0 157	Vanguard Special Energy Fund	10	10		0
03-22-07	04-06-10	1 316	Vanguard Special Energy Fund	84	81		-2
03-22-07	04-06-10	9 880	Vanguard Special Energy Fund	629	610		-19
03-01-06	04-06-10	119 925	Vanguard Special Energy Fund	7,264	7,405		141
12-31-07	04-26-10	5.759	Vanguard Small Cap Value ETF	384	380		-4
11-20-07	04-26-10	110 241	Vanguard Small Cap Value ETF	7,153	7,269		116

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-20-07	05-13-10	420.168	William Blair International Growth Class I	14,015	7,956		-6,059
11-21-07	05-13-10	477.805	William Blair International Growth Class I	15,515	9,047		-6,468
12-21-07	05-13-10	1 616	William Blair International Growth Class I	46	31		-16
12-21-07	05-13-10	40 814	William Blair International Growth Class I	1,165	773		-392
12-21-07	05-13-10	293.626	William Blair International Growth Class I	8,383	5,560		-2,823
03-02-07	05-13-10	378 651	William Blair International Growth Class I	10,522	7,170		-3,352
12-22-06	05-13-10	3 205	William Blair International Growth Class I	89	61		-28
12-22-06	05-13-10	32.988	William Blair International Growth Class I	913	625		-289
12-22-06	05-13-10	207.968	William Blair International Growth Class I	5,759	3,938		-1,821
03-01-06	05-13-10	1,170 004	William Blair International Growth Class I	32,059	22,154		-9,905
12-22-08	05-13-10	171.926	William Blair International Growth Class I	2,275	3,255		981
12-21-09	05-13-10	27 425	William Blair International Growth Class I	508	519	12	
TOTAL GAINS						9,500	8,035
TOTAL LOSSES						-2,569	-128,664
				637,473	523,775	6,931	-120,629
TOTAL REALIZED GAIN/LOSS				-113,698			