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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

OMB No 1545-0052

2009

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 08-01-2009 , and ending 07-31-2010

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 CHARLES AND M R SHAPIRO FOUNDATION INC		A Employer identification number 36-6109757	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 191 N WACKER DRIVE suite 1800		B Telephone number (see page 10 of the instructions) (312) 521-2000	
	City or town, state, and ZIP code CHICAGO, IL 606061615		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,280,664		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	561	561		
	4 Dividends and interest from securities.	872,215	872,215		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,581,354			
	b Gross sales price for all assets on line 6a <u>9,037,774</u>				
	7 Capital gain net income (from Part IV , line 2)		1,581,354		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,454,130	2,454,130		
	13 Compensation of officers, directors, trustees, etc	133,000	44,328		88,672
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	13,000	0		13,000
	c Other professional fees (attach schedule)	86,172	43,086		43,086
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	11,065	2,855		5,710
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,882	0		1,882
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	245,119	90,269		152,350
	25 Contributions, gifts, grants paid	1,735,809			1,735,809
	26 Total expenses and disbursements. Add lines 24 and 25	1,980,928	90,269		1,888,159
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	473,202			
	b Net investment income (if negative, enter -0-)		2,363,861		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	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	421,827	728,757	728,757
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,350,000	1,400,000	1,508,207
	b	Investments—corporate stock (attach schedule)	12,849,937	12,866,249	17,775,707
	c	Investments—corporate bonds (attach schedule)	13,510,297	13,610,257	14,267,993
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	28,132,061	28,605,263	34,280,664	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	28,132,061	28,605,263	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	28,132,061	28,605,263	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	28,132,061	28,605,263	

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 28,132,061
2	Enter amount from Part I, line 27a	2 473,202
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 28,605,263
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 28,605,263

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 Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,581,354
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,889,137	32,992,009	0 057260
2007	1,794,877	40,113,247	0 044745
2006	1,806,790	39,857,333	0 045331
2005	1,821,139	38,549,740	0 047241
2004	1,885,943	38,407,404	0 049104

2	Total of line 1, column (d).	2	0 243681
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 048736
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	34,566,817
5	Multiply line 4 by line 3.	5	1,684,648
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	23,639
7	Add lines 5 and 6.	7	1,708,287
8	Enter qualifying distributions from Part XII, line 4.	8	1,888,159

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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

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-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2009 estimated tax payments and 2008 overpayment credited to 2009

6a

20,934

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.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded

Part VII-AStatements Regarding Activities

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?

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

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?.

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.

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

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?.

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.

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?

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

8a

Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) IL

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 .

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 on page 27)? If "Yes," complete Part XIV

10

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of o'dell schimmel llc Telephone no (312) 345-6200 Located at 29 e madison street suite 1010 CHICAGO IL ZIP+4 60602			
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		

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)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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?. If "Yes," list the years 20____, 20____, 20____, 20____			
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 page 20 of the instructions).	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 20____, 20____, 20____, 20____			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

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

☐ Yes ☒ No

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?

5b

6b

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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NORMAN A SHUBERT	PRES & DIR	125,000	0	0
3535 patten road unit 5c HIGHLAND PARK, IL 60035	20 00			
MICHAEL D VICK	TREAS & DIR	4,000	0	0
810 KIMBALL RD HIGHLAND PARK, IL 60035	1 00			
JOAN PINES	VP, SEC & DIR	4,000	0	0
776 THACKERAY DR HIGHLAND PARK, IL 60035	1 00			
LINDA GODLEWSKI	ASST SECY	0	0	0
10638 S AVENUE L CHICAGO, IL 60667	1 00			

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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 (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	35,095,717
b	Average of monthly cash balances.	1b	-2,502
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	35,093,215
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	35,093,215
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	526,398
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,566,817
6	Minimum investment return. Enter 5% of line 5.	6	1,728,341

Part XI

Distributable Amount (see page 25 of the 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	1,728,341
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	23,639
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	23,639
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,704,702
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,704,702
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,704,702

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,888,159
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,888,159
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	23,639
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,864,520
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.			
b	From 2005.			
c	From 2006.			
d	From 2007.			
e	From 2008.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,888,159			
a	Applied to 2008, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .			
d	Applied to 2009 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . .			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.			
e	Excess from 2009.			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,735,809
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	561	
4 Dividends and interest from securities.			14	872,215	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	1,581,354	
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		2,454,130	0
13 Total. Add line 12, columns (b), (d), and (e). 13				2,454,130	2,454,130

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Sign Here</div>	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				
	*****			2010-12-02	
	Signature of officer or trustee			Date	
	*****			*****	
<div style="writing-mode: vertical-rl; transform: rotate(180deg);">Paid Preparer's Use Only</div>	Preparer's Signature ▶ SEAN MCMAHON		Date 2010-12-01		Check if self-employed <input checked="" type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code ▶		O'DELL & SCHIMMEL LLC		EIN ▶
	29 EAST MADISON STREET SUITE 1010 CHICAGO, IL 60602		Phone no (312) 345-6200		
Preparer's identifying number (see Signature on page 30 of the instructions)					

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,000		96,975	3,025
235,000		224,706	10,294
20,054		14,945	5,109
90,510		70,739	19,771
17,277		10,505	6,772
29,639		24,272	5,367
49,392		3,304	46,088
134,779		157,516	-22,737
19,853		18,026	1,827
191,861		196,784	-4,923
20,911		22,739	-1,828
84,208		90,956	-6,748
230,540		226,842	3,698
24,772		17,920	6,852
79,847		60,690	19,157
27,186		19,303	7,883
258,084		210,057	48,027
13,318		11,372	1,946
28,339		23,624	4,715
168,002		95,259	72,743
40,712		19,460	21,252
159,247		56,610	102,637
26,997		24,740	2,257
282,436		274,834	7,602
29,757		29,569	188
45,663		31,266	14,397
17,017		14,541	2,476
11,460		10,457	1,003
23,639		23,397	242
14,813		14,539	274

Additional Data

Software ID: 09000028

Software Version: 2009.05000

EIN: 36-6109757

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9451 8 MFB NORTHERN FDS BD INDEX FD	P		2010-06-21
21901 21 MFB NORTHERN FDS BD INDEX FD	P		2010-06-21
300 ADR BHP BILLITON LTD	P		2009-09-22
1420 ADR BHP BILLITON LTD	P		2010-06-02
470 SUNCOR ENERGY INC	P		2009-09-22
570 ADR TEVA PHARMACEUTICAL INDS	P		2009-09-22
830 ADR ROYAL DUTCH SHELL PLC	P		2009-09-22
7390 ADR ABB LTD	P		2010-08-10
360 NEXTERAENERGY INC	P		2009-09-22
3930 NEXTERAENERGY INC	P		2010-04-05
450 ABBOTT LAB	P		2009-09-22
1800 ABBOTT LAB	P		2010-06-02
6890 ACCENTURE PLC	P		2009-09-02
750 ADOBE SYS INC	P		2009-09-22
2540 ADOBE SYS INC	P		2010-06-11
340 AIR PROD & CHEM INC	P		2009-09-22
3700 AIR PROD & CHEM INC	P		2010-02-22
650 ALTERA CORP	P		2009-09-22
310 AMAZON COM INC	P		2009-09-22
1250 AMAZON COM INC	P		2009-12-08
220 APPLE COMPUTER INC	P		2009-09-22
640 APPLE COMPUTER INC	P		2010-07-15
460 BAXTER INTL INC	P		2009-09-22
5110 BAXTER INTL INC	P		2009-12-08
410 CHEVRON CORP	P		2009-09-22
1930 CISCO SYSTEMS INC	P		2009-09-22
290 COSTCO WHOLESALE CORP	P		2009-09-22
280 COVIDIEN PLC	P		2009-09-22
520 CUMMINS INC	P		2009-09-22
410 CVS CAREMARK CORP	P		2009-09-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,025
			10,294
			5,109
			19,771
			6,772
			5,367
			46,088
			-22,737
			1,827
			-4,923
			-1,828
			-6,748
			3,698
			6,852
			19,157
			7,883
			48,027
			1,946
			4,715
			72,743
			21,252
			102,637
			2,257
			7,602
			188
			14,397
			2,476
			1,003
			242
			274

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4470 CVS CAREMARK CORP	P		2010-06-11
460 DANAHER CORP	P		2009-09-22
420 DARDEN RESTAURANTS INC	P		2009-09-22
4600 DARDEN RESTAURANTS INC	P		2009-11-09
640 EMERSON ELECTRIC	P		2009-09-22
3680 EXELON CORP	P		2009-09-02
950 EXXON MOBIL CORP	P		2009-09-22
790 FIRST SOLAR INC	P		2009-09-02
0 270 FRONTIER COMMUNCATIONS	P		2010-07-02
1644 FRONTIER COMMUNCATIONS	P		2010-07-13
2000 GENERAL ELECTRIC CO	P		2009-09-22
250 GOLDMAN SACHS GROUP INC	P		2009-09-22
1150 GOLDMAN SACHS GROUP INC	P		2010-02-04
570 GOLDMAN SACHS GROUP INC	P		2010-03-05
1010 GOLDMAN SACHS GROUP INC	P		2010-05-03
60 GOOGLE INC	P		2009-09-22
730 HEWLETT PACKARD CO	P		2009-09-22
2890 HEWLETT PACKARD CO	P		2010-05-07
330 INTERNATIONAL BUSINESS MACHS CORP	P		2009-09-22
730 INTERNATIONAL BUSINESS MACHS CORP	P		2010-03-05
470 ITT CORP	P		2009-09-22
5150 ITT CORP	P		2010-01-12
400 JACOBS ENGR GROUP INC	P		2009-09-22
4360 JACOBS ENGR GROUP INC	P		2009-12-08
460 JOHNSON & JOHNSON	P		2009-09-22
2830 JOHNSON & JOHNSON	P		2010-07-22
850 JOHNSON CTL INC	P		2009-09-22
5500 JOHNSON CTL INC	P		2010-07-22
1340 JPMORGAN CHASE & CO	P		2009-09-22
6330 JPMORGAN CHASE & CO	P		2010-01-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
140,796		158,506	-17,710
31,219		14,529	16,690
15,477		11,681	3,796
150,675		127,930	22,745
25,779		22,521	3,258
180,343		201,823	-21,480
66,432		2,995	63,437
92,652		120,111	-27,459
2		2	0
11,771		13,830	-2,059
33,959		2,206	31,753
45,951		25,564	20,387
175,013		117,593	57,420
94,835		59,420	35,415
150,244		116,009	34,235
30,011		23,214	6,797
34,280		27,034	7,246
136,278		107,025	29,253
40,193		28,374	11,819
92,880		62,767	30,113
24,515		22,153	2,362
256,916		242,741	14,175
19,060		18,965	95
148,260		206,719	-58,459
27,894		27,014	880
162,049		166,195	-4,146
22,576		22,630	-54
163,571		146,431	17,140
59,937		33,738	26,199
275,331		159,374	115,957

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-17,710
			16,690
			3,796
			22,745
			3,258
			-21,480
			63,437
			-27,459
			0
			-2,059
			31,753
			20,387
			57,420
			35,415
			34,235
			6,797
			7,246
			29,253
			11,819
			30,113
			2,362
			14,175
			95
			-58,459
			880
			-4,146
			-54
			17,140
			26,199
			115,957

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
580 KELLOG CO	P		2009-09-22
1520 KELLOG CO	P		2010-06-11
280 KOHLS CORP	P		2009-09-22
3070 KOHLS CORP	P		2010-01-12
4790 MCDONALDS CORP	P		2009-09-10
640 MEDCO HEALTH SOLUTIONS	P		2009-09-22
2790 MEDCO HEALTH SOLUTIONS	P		2010-02-04
1280 MICROSOFT CORP	P		2009-09-22
3250 MICROSOFT CORP	P		2010-06-11
270 MOSAIC CO	P		2009-09-22
5110 MOSAIC CO	P		2010-04-26
440 NATIONAL OILWELL VARCO	P		2009-09-22
200 NOBLE ENERGY INC	P		2009-09-22
530 PEPSICO INC	P		2009-09-22
560 PG& E CORP	P		2009-09-22
3180 PROCTER & GAMBLE CO	P		2009-08-21
370 PROCTER & GAMBLE CO	P		2009-09-22
410 QUALCOMM INC	P		2009-09-22
4570 QUALCOMM INC	P		2010-04-26
330 SCHLUMBERGER LTD	P		2009-09-22
3660 SCHLUMBERGER LTD	P		2009-12-15
1220 SCHWAB CHARLES CORP	P		2009-09-22
6150 SCHWAB CHARLES CORP	P		2010-02-04
340 SIGMA-ALDRICH CORP	P		2009-09-22
2079 SIGMA-ALDRICH CORP	P		2010-03-22
1352 SIGMA-ALDRICH CORP	P		2010-03-23
349 SIGMA-ALDRICH CORP	P		2010-03-24
1400 SPECTRA ENERGY CORP	P		2009-09-22
630 TJX COS INC	P		2009-09-22
170 TRANSOCEAN LTD	P		2009-09-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,228		25,370	2,858
81,482		66,487	14,995
15,596		10,520	5,076
157,970		115,347	42,623
263,222		266,820	-3,598
35,820		26,419	9,401
172,180		115,171	57,009
32,460		25,114	7,346
82,545		63,765	18,780
14,110		15,216	-1,106
270,500		297,720	-27,220
19,228		11,460	7,768
13,792		11,855	1,937
31,285		27,420	3,865
22,971		21,774	1,197
170,634		186,814	-16,180
21,149		21,736	-587
18,404		18,667	-263
174,531		208,064	-33,533
20,271		14,040	6,231
228,342		155,720	72,622
22,142		18,685	3,457
109,554		94,189	15,365
18,128		13,027	5,101
112,730		79,656	33,074
72,937		51,801	21,136
18,747		13,372	5,375
27,299		21,937	5,362
24,172		13,072	11,100
14,603		8,732	5,871

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,858
			14,995
			5,076
			42,623
			-3,598
			9,401
			57,009
			7,346
			18,780
			-1,106
			-27,220
			7,768
			1,937
			3,865
			1,197
			-16,180
			-587
			-263
			-33,533
			6,231
			72,622
			3,457
			15,365
			5,101
			33,074
			21,136
			5,375
			5,362
			11,100
			5,871

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1930 TRANSOCEAN LTD	P		2010-05-03
1610 UNITED TECHNOLOGIES CORP	P		2009-09-22
960 US BANCORP	P		2009-09-22
4650 US BANCORP	P		2010-04-09
1110 VERIZON COMMUNICATIONS	P		2009-09-22
5390 VERIZON COMMUNICATIONS	P		2009-10-22
6850 VERIZON COMMUNICATIONS	P		2010-07-15
1230 WAL-MART STORES INC	P		2009-09-22
3390 WAL-MART STORES INC	P		2010-02-04
2240 WAL-MART STORES INC	P		2010-04-09
640 WALT DISNEY CO	P		2009-09-22
1540 WELLS FARGO & CO	P		2009-09-22
5590 WELLS FARGO & CO	P		2009-11-09
3310 adr teva pharmceutical	P		2010-05-07
unitedhealth group	P		2009-12-24
worldcom	P		2010-04-07
mfb northern funds bd index	P		2009-12-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
135,096		99,129	35,967
101,363		4,097	97,266
21,609		21,233	376
125,315		102,846	22,469
32,777		35,493	-2,716
157,019		172,347	-15,328
182,993		205,200	-22,207
62,679		16,033	46,646
181,106		44,189	136,917
123,176		29,198	93,978
17,920		14,147	3,773
43,889		37,810	6,079
154,277		137,245	17,032
179,743		132,442	47,301
16,946			16,946
980			980
21,642			21,642


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			35,967
			97,266
			376
			22,469
			-2,716
			-15,328
			-22,207
			46,646
			136,917
			93,978
			3,773
			6,079
			17,032
			47,301
			16,946
			980
			21,642


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ada s mckinley community services inc725 s wells street suite 1a chiCAGO,IL 60607	n/a	pUBLIC	gENERAL	10,000
AMER ASSOCIATES BEN GURION UNIV OF THE NEGEV1430 BROADWAY 8TH FLOOR new york,NY 10018	n/a	pUBLIC	OPEN APARTMENTS PROGRAM	15,000
AMER FRIENDS SANZ MEDICAL CENTER-LANIADO HOSP18 W 45TH ST new york,NY 10036	n/a	pUBLIC	DIGITAL MAMMOGRAPHY SYSTEM	40,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM3175 COMMERCIAL AVE STE 101 NORTHBROOK,IL 60062	N/A	PUBLIC	HOSPICE OF UPPER GALILEE PROGRAM	25,000
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY39 BROADWAY 15TH FL new york,NY 10006	n/a	pUBLIC	PRESIDENTIAL SCHOLARS FUND	10,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY500 N MICHIGAN STE 1530 CHICAGO,IL 60611	N/A	PUBLIC	MECHINA PROGRAM	30,000
AMERICAN RED CROSS OF GREATER CHICAGO2200 W HARRISON CHICAGO,IL 60612	N/A	PUBLIC	RELIEF SERVICES	30,000
AMERICAN TECHNION SOCIETY 111 W WASHINGTON ST STE 1120 CHICAGO,IL 60602	N/A	PUBLIC	FELLOWSHIP FUND	25,000
ANTI-DEFAMATION LEAGUE309 W WASHINGTON ST STE 750 CHICAGO,IL 60606	N/A	PUBLIC	WORLD OF DIFFERENCE PROGRAM	25,000
ASSOCIATED TALMUD TORAHS OF CHICAGO2828 W PRATT BLVD CHICAGO,IL 60645	N/A	PUBLIC	LEARNING DIFFICULTIES PROGRAM	20,000
ASSOCIATION HOUSE OF CHICAGO1116 N KEDZIE AVENUE CHICAGO,IL 60651	N/A	PUBLIC	HEALTHY LIFESTYLES PROGRAM	5,000
association of small foundations1720 n street nw wasHINGTON,DC 20036	n/a	public	gENERAL	500
BEST BUDDIES ILLINOIS360 N ORLEANS ST STE 678 CHICAGO,IL 60654	N/A	PUBLIC	BEST BUDDIES PROGRAM	4,000
BIG BROTHERSBIG SISTERS OF METRO CHICAGO560 WEST LAKE ST CHICAGO,IL 60661	N/A	PUBLIC	GENERAL	5,000
BOARD OF JEWISH EDUCATION 3320 W DUNDEE ROAD NORTHBROOK,IL 60062	N/A	PUBLIC	GENERAL	135,000
Total ▶ 3a				1,735,809

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRANDEIS UNIVERSITYPO BOX 5491 MS122 WALTHAM,MA 024549110	N/A	PUBLIC	LIBRARY COLLECTION	10,000
CANCER WELLNESS CENTER215 REVERE DR NORTHBROOK,IL 60062	N/A	PUBLIC	PROGRAMS	35,000
CATHOLIC THEOLOGICAL UNION 5401 N CORNELL AVE CHICAGO,IL 60615	N/A	PUBLIC	LECTURES & LIBRARY	12,500
CENTER FOR DISABILITY AND ELDER LAW710 N LAKE SHORE DR 300 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	7,500
CHICAGO AREA COUNCIL - BOY SCOUTS OF AMERICA1218 W ADAMS ST CHICAGO,IL 60607	N/A	PUBLIC	GENERAL	7,500
CHICAGO INSTITUTE FOR PSYCHOANALYSISBARR HARRIS122 S MICHIGAN CHICAGO,IL 60603	N/A	PUBLIC	GENERAL	15,000
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVENUE CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	5,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO,IL 60604	N/A	PUBLIC	ECRD PROGRAM	15,000
CHICAGO YIVO SOCIETY141 W JACKSON BLVD STE 1910A CHICAGO,IL 60606	N/A	PUBLIC	PROGRAMS	7,500
CHICAGOLAND JEWISH HIGH SCHOOL1095 LAKE COOK ROAD DEERFIELD,IL 60015	N/A	PUBLIC	GENERAL	5,000
COMMUNITY FOUNDATION FOR JEWISH EDUCATION4709 W GOLF ROAD 400 SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	25,000
CONGREGATION BENE SHOLOM 4435 W OAKTON SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	10,000
COUNCIL FOR JEWISH ELDERLY 3003 W TOUHY AVE CHICAGO,IL 60645	N/A	PUBLIC	CARE MANAGEMENT SERVICES PROGRAM	50,000
DYSTONIA MEDICAL RESEARCH FOUNDATION1 E WACKER DR STE 2430 CHICAGO,IL 60601	N/A	PUBLIC	RESEARCH GRANT	10,000
FACING HISTORY AND OURSELVES 200 E RANDOLPH STE 2100 CHICAGO,IL 60601	N/A	PUBLIC	PROFESSIONAL DEVELOPMENT OF TEACHERS	10,000
Total  3a				1,735,809


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HEBREW THEOLOGICAL COLLEGE 7135 N CARPENTER RD SKOKIE,IL 60077	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
HEBREW UNION COLLEGEONE W 4TH ST NEW YORK,NY 10012	N/A	PUBLIC	YEAR-IN-ISRAEL PROGRAM	75,000
HUBBARD STREET DANCE CHICAGO1147 W JACKSON BLVD CHICAGO,IL 60607	N/A	PUBLIC	EDUCATION & COMMUNITY PROGRAM	5,000
IDA CROWN JEWISH ACADEMY 2828 W PRATT BLVD CHICAGO,IL 60645	N/A	PUBLIC	PROGRAMS	10,000
ISRAEL CENTER FOR EXCELLENCE THROUGH EDUCATION211 E CHICAGO ST STE 1020 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	10,000
JBI INTERNATIONAL (JEWISH BRAILLE INSTITUTE)110 E 30TH STREET NEW YORK,NY 10016	N/A	PUBLIC	PROGRAMS	5,000
JEWISH CHILDREN'S ADOPTION NETWORKPO BOX 147016 DENVER,CO 80214	N/A	PUBLIC	GENERAL	2,500
JEWISH COMMUNITY CENTERS OF CHICAGO30 S WELLS ST RM 4000 CHICAGO,IL 60606	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH COUNCIL FOR YOUTH SERVICES100 N LASALLE ST STE 400 CHICAGO,IL 60602	N/A	PUBLIC	CAMP PROGRAM	30,000
JEWISH NATIONAL FUND60 REVERE DR NORTHBROOK,IL 60062	N/A	PUBLIC	SOCIAL SERVICES PROGRAM	10,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK,NY 10027	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH UNITED FUND30 N WELLS CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	150,000
john g shedd aquarium1200 s lake shore drive chicago,IL 60605	n/a	pUBLIC	gENERAL	5,000
john howard association375 east chicago avenue suite 529 chicAGO,IL 60611	n/a	pUBLIC	gENERAL	5,000
LEGAL ASSISTANCE FOUNDATION OF CHICAGO111 W JACKSON BLVD STE 300 CHICAGO,IL 60604	N/A	PUBLIC	GENERAL	20,000
Total  3a				1,735,809

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LES TURNER ALS FOUNDATION 5550 W TOUHY AVE STE 302 SKOKIE, IL 60077	N/A	PUBLIC	ALS RESEARCH	15,000
leukemia research foundation 3520 lake avenue suite 202 wilmette, IL 60091	n/a	pUBLIC	gENERAL	5,000
LINKS NORTH SHORE YOUTH HEALTH SERVICE 1779 MAPLE ST NORTHFIELD, IL 60093	N/A	PUBLIC	GENERAL	10,000
little city foundation 1760 west algoquin road palatine, IL 60067	n/a	pUBLIC	gENERAL	7,500
LYRIC OPERA OF CHICAGO 20 N WACKER DR CHICAGO, IL 60606	N/A	PUBLIC	ANNUAL CAMPAIGN	25,000
MAOT CHITIM OF GREATER CHICAGO INC 4433 WEST TOUHY AVE SUITE 200 LINCOLNWOOD, IL 60712	N/A	PUBLIC	FOOD	10,000
MEMORY CARE HOME SOLUTIONS 1526 S BIG BEND BLVD ST LOUIS, MO 63117	N/A	PUBLIC	GENERAL	10,000
MICHAEL ROLFE RESEARCH FDN 910 W VAN BUREN ST 3RD FL CHICAGO, IL 60607	N/A	PUBLIC	MEDICAL RESEARCH	25,000
MIDWEST PALLIATIVE & HOSPICE CARE CENTER 2050 CLAIR CT GLENVIEW, IL 60025	N/A	PUBLIC	FELLOWSHIP PROGRAM	20,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY PO BOX 4527 NEW YORK, NY 10163	N/A	PUBLIC	GENERAL	5,000
NEW ISRAEL FUND PO BOX 96712 WASHINGTON, DC 20077	N/A	PUBLIC	GENERAL	10,000
OLIN-SANG-RUBY UNION INSTITUTE 555 SKOKIE BLVD 225 NORTHBROOK, IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
ORT AMERICAN INC 3701 COMMERCIAL AVE STE 13 NORTHBROOK, IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
people for the american way foundation 2000 m street nw suite 400 wasHINGTON, DC 20036	n/a	pUBLIC	gENERAL	25,000
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK, IL 60035	N/A	PUBLIC	EDUCATION & COMMUNITY PARTNERSHIPS	20,000
Total 3a				1,735,809

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ROOSEVELT UNIVERSITY430 S MICHIGAN AVE RM 8277 CHICAGO,IL 60605	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
RUSH UNIVERSITY MEDICAL CENTER1700 W VAN BUREN STE 250 CHICAGO,IL 60612	N/A	PUBLIC	MEDICAL RESEARCH	154,309
SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TULANE UNIVERSITYMR BOX 1692 31 MCALISTER DR NEW ORLEANS,LA 70118	N/A	PUBLIC	TOLERANCE EDUCATION	2,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	PUBLIC	TEACHING TOLERANCE PROGRAM	5,000
SPERTUS INSTITUTE610 S MICHIGAN AVE CHICAGO,IL 60605	N/A	PUBLIC	EDUCATIONAL PROGRAMMING	15,000
THE ARK6450 N CALIFORNIA AVE CHICAGO,IL 60645	N/A	PUBLIC	SARNOFF LEVIN RESIDENCE	42,000
THE ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	MUSEUM EDUCATION	5,000
THE DUSABLE MUSEUM OF AFRICAN AMERICAN HISTORY740 E 56TH PLACE CHICAGO,IL 60637	N/A	PUBLIC	GENERAL	10,000
THE FIELD MUSEUM1400 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	PLAY LAB	5,000
the haldley school for the blind700 ELM ST winNETKA,IL 60093	n/a	pUBLIC	digital tALKING BOOK PROGRAM	30,000
the hillels of illinois30 s WELLS ST chICAGO,IL 60606	n/a	pUBLIC	gENERAL	10,000
THE LAMBS FARM INC14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	N/A	PUBLIC	QUEST PROGRAM	7,500
THE SCHOLARSHIP FOUNDATION OF ST LOUIS8215 CLAYTON RD ST LOUIS,MO 63117	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	7,500
THRESHOLDS4101 N RAVENSWOOD AVE CHICAGO,IL 60613	N/A	PUBLIC	BRIDGE MAU MOBILE CRISIS SW	15,000
TURTLE WILLBOX 1147 CAREFREE,AZ 85377	N/A	PUBLIC	SCHOOL IMPROVEMENTS	8,000
Total  3a				1,735,809

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
US COMMITTEE FOR UNICEF500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PUBLIC	ACCELERATED CHILD SURVIVAL INITIATIVE	25,000
uc cumberland college816 WALNUT ST WILLIAMSBURG,KY 40769	n/a	pUBLIC	schOLARSHIP ASSISTANCE	10,000
UNION FOR REFORM JUDAISM633 3RD AVENUE NEW YORK,NY 10017	N/A	PUBLIC	SCHOLARSHIPS	30,000
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE PO BOX 10444 FAIRFAX,VA 22031	N/A	PUBLIC	GENERAL	5,000
VICTORY GARDENS THEATER2257 N LINCOLN AVE CHICAGO,IL 60614	N/A	PUBLIC	EDUCATIONAL PROGRAMS	15,000
WORLD UNION FOR PROGRESSIVE JUDAISM633 3RD AVENUE NEW YORK,NY 10017	N/A	PUBLIC	PARTNERSHIP FOR PLURALISM PROGRAM	10,000
YMCA OF THE USA101 N WACKER CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	15,000
Total				1,735,809

TY 2009 Accounting Fees Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
o'dell & Schimmel, LLC - AUDIT & FORM 990-PF	13,000	0		13,000

**TY 2009 Investments Corporate
Bonds Schedule**

Name: CHARLES AND M R SHAPIRO FOUNDATION INC
EIN: 36-6109757

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MFB NORTHERN FDS BD INDEX	13,610,257	14,267,993

**TY 2009 Investments Corporate
Stock Schedule**

Name: CHARLES AND M R SHAPIRO FOUNDATION INC
EIN: 36-6109757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LAB COM - 3210 SHS	162,205	157,547
ACCENTURE LTD - 0 SHS	0	0
ADOBE SYS INC - 5650 SHS	134,999	162,268
ADR BILLITON LTD - 3660 SHS	226,156	264,362
ADR ROYAL DUTCH SHELL PLC - 9170 SHS	36,501	508,201
ADR TEVA PHARMACEUTICAL INDS - 3120 SHS	132,966	152,412
AIR PROD & CHEM INC - 0 sHS	0	0
ALTERA CORP COM - 7160 SHS	125,271	198,475
AMAZON COM INC - 2210 SHS	173,087	260,537
APPLE INC - 1810 SHS	202,051	465,622
BAXTER INTL INC COM - 0 SHS	0	0
CHEVRON CORP COM - 4480 SHS	323,099	341,421
CISCO SYS INC - 21210 SHS	343,600	489,315
COSTCO WHOLESALE CORP - 3210 SHS	160,949	182,039
COVIDIEN PLC - 4820 SHS	204,073	179,882
DANAHER CORP COMMON - 10080 SHS	214,917	387,173
DARDEN RESTAURANTS INC COM - 0 SHS	0	0
EMERSON ELECTRIC CO COM - 6980 SHS	245,619	345,789
EXELON CORP - 0 SHS	0	0
EXXON MOBIL CORP, COMMON - 10500 SHS	33,100	626,640
FIRST SOLAR INC - 0 SHS	0	0
FPL GROUP INC - 0 SHS	0	0
GENERAL ELECTRIC, COMMON - 37400 SHS	294,139	602,888
GOLDMAN SACHS GROUP - 0 SHS	0	0
GOOGLE INC CL A - 680 SHS	271,402	329,698
HEWLETT PACKARD CO - 5130 SHS	186,087	236,185
INTERNATIONAL BUSINESS MACHS - 2940 SHS	252,786	377,496
ITT CORP INC COM - 0 SHS	0	0
JACOBS ENGR GROUP INC - 0 SHS	0	0
JOHNSON & JOHNSON - 2230 SHS	130,959	129,541

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JPMORGAN CHASE & CO - 8400 SHS	223,437	338,352
KELLOGG CO - 4800 SHS	209,960	240,240
KOHL'S CORP COM - 0 SHS	0	0
MCDONALD'S CORP - 0 SHS	0	0
MEDCO HEALTH SOLUTIONS INC - 4190 SHS	172,963	201,120
MICROSOFT CORP - 10870 SHS	213,269	280,555
MOSIAC CO COM - 0 SHS	0	0
NATIONAL OILWELL VARCO - 4900 SHS	148,993	191,884
NOBLE ENERGY INC - 2200 SHS	130,405	147,532
PEPSICO INC - 5850 SHS	302,650	379,723
PG& E CORP - 6180 SHS	240,291	274,392
PROCTER & GAMBLE CO - 6000 SHS	364,921	366,960
SCHLUMBERGER LTE - 0 SHS	0	0
SCHWAB CHARLES CORP - 7210 SHS	110,423	106,636
SIGMA-ALDRICH - 0 SHS	0	0
SPECTRA ENERGY CORP - 15330 SHS	240,210	318,711
SUNCOR ENERGY INC. NEW - 7,050 SHS	203,344	232,297
TJX COS INC - 6940 SHS	143,995	288,149
TRANSOCEAN INC - 0 SHS	0	0
UNITED TECHNOLOGIES CORP - 17720 SHS	45,096	1,259,892
US BANCORP - 5920 SHS	130,935	141,488
VERIZON COMMUNICATIONS - 0 SHS	0	0
WAL-MART STORES, COMMON - 7940 SHS	103,498	406,449
WALT DISNEY CO - 10570 SHS	280,133	356,103
WELLS FARGO & CO - 11340 SHS	281,941	314,458
ADR NOVARTIS AG - 5240 SHS	284,146	255,398
AMERICAN EXPRESS CO. - 5940 SHS	268,958	265,162
BANK OF AMERICA CORP	312,654	252,580
BERKSHIRE HATHAWAY INC CL B - 2350 SHS	185,596	183,582
CITRIX SYS INC COM - 3540 SHS	164,712	194,771

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WHOLE FOODS MKT INC - 4430 SHS	176,910	168,207
UNITED HEALTH GROUP INC - 10070 SHS	318,543	306,631
TRAVELERS COS INC COM - 5810 SHS	310,845	293,114
SYSCO CORP COM - 7300 SHS	224,614	226,081
SIMON PROPERTY GROUP INC - 1930 SHS	165,662	172,195
SALESFORCE.COM INC - 2590 SHS	246,202	256,280
PRINCIPAL FINL GROUP INC - 8080 SHS	228,036	206,929
NIKE INC - 4650 SHS	307,256	342,426
MCKESSON CORP - 4780 SHS	292,256	300,280
LOWES COS INC - 6050 SHS	172,093	125,477
JOHNSON CTL INC - 6730 SHS	188,218	193,891
FRANKLIN RES INC - 2300 SHS	254,087	231,334
FEDEX CORP COM - 3500 SHS	309,136	288,925
EMC CORP COM - 15480 SHS	304,367	306,349
DU PONT E I DE NEMOURS & CO - 8070 SHS	312,130	328,207
CUMMINS INC - 5740 SHS	258,271	456,961
COLGATE-PALMOLIVE CO - 2260 SHS	181,127	178,495

TY 2009 Investments Government Obligations Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

**US Government Securities - End of
Year Book Value:**

1,400,000

**US Government Securities - End of
Year Fair Market Value:**

1,508,207

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2009 Other Expenses Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
INSURANCE	1,200	0		1,200
DUES & SUBSCrIPTIONS	495	0		495
CORPORATE FILING FEES	30	0		30
MISCELLANEOUS EXPENSES	157	0		157

TY 2009 Other Professional Fees Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST COMPANY - CUSTODIAL	86,172	43,086		43,086

TY 2009 Taxes Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	8,565	2,855		5,710
FEDERAL EXCISE TAX	2,500	0		0