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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning JUN 1, 2010, and ending MAY 31, 2011

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

Name of foundation Shoemate Foundation dtd 10/29/01		A Employer identification number 26-6000834
Number and street (or P.O. box number if mail is not delivered to street address) Cummings & Lockwood, PO Box 271820	Room/suite	B Telephone number (860) 313-4930
City or town, state, and ZIP code West Hartford, CT 06127		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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,611,384.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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		295,911.		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		20.	20.		Statement 1
4 Dividends and interest from securities		65,229.	65,229.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		12,362.			
b Gross sales price for all assets on line 6a	186,454.				
7 Capital gain net income (from Part IV, line 2)			12,362.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
11 Other income					
12 Total. Add lines 1 through 11		373,522.	77,611.		
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		14.	14.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		14.	14.		0.
25 Contributions, gifts, grants paid		247,000.			247,000.
26 Total expenses and disbursements. Add lines 24 and 25		247,014.	14.		247,000.
27 Subtract line 26 from line 12		126,508.			
a Excess of revenue over expenses and disbursements			77,597.		
b Net investment income (if negative, enter -0-)					
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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	140,225.	128,281.	128,281.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 4	1,324,917.	1,374,265.	1,660,800.
	c Investments - corporate bonds Stmt 5	681,702.	770,806.	822,303.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,146,844.	2,273,352.	2,611,384.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	2,146,844.	2,273,352.		
30 Total net assets or fund balances	2,146,844.	2,273,352.		
31 Total liabilities and net assets/fund balances	2,146,844.	2,273,352.		

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	2,146,844.
2 Enter amount from Part I, line 27a	2	126,508.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,273,352.
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	2,273,352.

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	Various	Various
b Columbia Fair Fund - Class Action Settlement	P		
c Capital Gains Dividends			
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 182,785.		174,092.	8,693.
b 10.			10.
c 3,659.			3,659.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			8,693.
b			10.
c			3,659.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,362.
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))
2009	294,130.	2,060,450.	.142750
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

2 Total of line 1, column (d)	2	.631111
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	.126222
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,370,609.
5 Multiply line 4 by line 3	5	299,223.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	776.
7 Add lines 5 and 6	7	299,999.
8 Enter qualifying distributions from Part XII, line 4	8	247,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,552.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	1,552.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,552.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	3,735.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	3,735.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments Add lines 6a through 6d		10	2,183.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
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 2011 estimated tax			

2,183. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 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		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) 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 2010 or the taxable year beginning in 2010 (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	

N/A

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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? Website address ▶ N/A	13	X	
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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2010?		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

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

N/A

7b

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

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

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

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	
All other program-related investments See instructions	
Total. 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.)

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	2,269,682.
b	Average of monthly cash balances	1b	137,028.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,406,710.
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	2,406,710.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,101.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,370,609.
6	Minimum investment return. Enter 5% of line 5	6	118,530.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	118,530.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,552.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,552.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	116,978.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	116,978.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	116,978.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	247,000.
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	247,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	247,000.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				116,978.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	24,588.			
b From 2006	236,238.			
c From 2007	155,087.			
d From 2008	130,332.			
e From 2009	192,347.			
f Total of lines 3a through e	738,592.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	247,000.			
a Applied to 2009, 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 2010 distributable amount				116,978.
e Remaining amount distributed out of corpus	130,022.			
5 Excess distributions carryover applied to 2010 (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.	868,614.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	24,588.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	844,026.			
10 Analysis of line 9				
a Excess from 2006	236,238.			
b Excess from 2007	155,087.			
c Excess from 2008	130,332.			
d Excess from 2009	192,347.			
e Excess from 2010	130,022.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(I)(3) or ☐ 4942(I)(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**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(i)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

1 Information Regarding Foundation Managers:

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

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	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 Statement 8				
Total			▶ 3a	247,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

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

2010

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

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
1	Charles R. Shoemate Charitable Lead Annuity Trust dt 12/6/01 Charles Shoemate, Tee, Cummings & Lockwood PO Box 271820 West Hartford, CT 06127	\$ 295,911.	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.)

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

Part II Noncash Property (see instructions)

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

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

PORTFOLIO APPRAISAL

Shoemate Foundation

4JK-015100

May 31, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Cash and Equivalents							
	Prime Management Obligations Service Shs.		140,225		140,225	6.6	?
			<u>140,225</u>		<u>140,225</u>	<u>6.6</u>	<u>0.0</u>
Taxable Bond Funds							
Short Term Maturities							
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
			<u>154,904</u>		<u>154,881</u>	<u>7.3</u>	<u>3.4</u>
Intermediate Term Maturities							
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
			<u>151,151</u>		<u>161,542</u>	<u>7.6</u>	<u>4.2</u>
Long Term Maturities							
6,888.821	Loomis Sayles Investment Grade Bond Cl. 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
			<u>156,996</u>		<u>163,130</u>	<u>7.7</u>	<u>5.3</u>
	Taxable Bond Funds Total		<u>463,051</u>		<u>479,553</u>	<u>22.7</u>	<u>4.3</u>
Treasury Inflation Protected Securities							
4,832.269	Vanguard Inflation Protected Fund Adm. Shs	23.32	112,690	25.22	121,870	5.8	2.7
			<u>112,690</u>		<u>121,870</u>	<u>5.8</u>	<u>2.7</u>
International Bonds							
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
			<u>105,961</u>		<u>108,646</u>	<u>5.1</u>	<u>3.0</u>
U.S. Equities							
Large Cap Value							
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
Large Cap Growth							
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
	U.S. Equities Total		456,979		421,379	20.0	1.4
International Equities							
International Large Cap Value							
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
International Large Cap Growth							
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
	International Equities Total		267,914		249,222	11.8	1.7
Growth Real Estate							
Domestic Growth Real Estate							
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
Global Growth Real Estate							
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
	Growth Real Estate Total		205,428		220,822	10.5	4.2
Small Company							
Small Cap Value							
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
Small Cap Growth							
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
	Small Company Total		153,452		164,963	7.8	0.9
Aggressive International							
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
Energy/Natural Resources							
Energy							
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
Natural Resources							
1,593.674	Columbia Energy & Natural Resources C1Z	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
	Energy/Natural Resourc Total		73,976		74,725	3.5	0.9
Commodities							
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
TOTAL PORTFOLIO							
			2,146,845		2,111,799	100.0	2.7

PORTFOLIO APPRAISAL

Shoemate Foundation

4JK-015100

May 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Cash and Equivalents							
	Prime Management Obligations Service Shs.		128,281		128,281	4.9	?
			128,281		128,281	4.9	0.0
Taxable Bond Funds							
Short Term Maturities							
8,370.505	FPA New Income Class A	11.00	92,109	10.91	91,322	3.5	4.0
8,036.599	Vanguard S/T Investment Grade	10.67	85,782	10.80	86,795	3.3	3.1
			177,890		178,117	6.8	3.6
Intermediate Term Maturities							
5,910.396	Dodge & Cox Income	12.41	73,367	13.56	80,145	3.1	4.7
8,666.649	Harbor Bond Fund Inst	11.84	102,645	12.41	107,553	4.1	3.5
			176,011		187,698	7.2	4.0
Long Term Maturities							
7,940.092	Loomis Sayles Investment Grade Bond CI A	11.60	92,112	12.59	99,966	3.8	4.6
9,360.861	Vanguard L/T Investment Grade	8.89	83,192	9.63	90,145	3.5	5.4
			175,304		190,111	7.3	5.0
	Taxable Bond Funds Total		529,206		555,926	21.3	4.2
Treasury Inflation Protected Securities							
5,358.298	Vanguard Inflation Protected Fund Adm Shs	23.58	126,372	26.56	142,316	5.4	3.6
			126,372		142,316	5.4	3.6
International Bonds							
6,123.084	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.30	63,092	10.48	64,170	2.5	2.7
5,775.347	T. Rowe International Bond Fund	9.03	52,136	10.37	59,890	2.3	2.4
			115,228		124,060	4.8	2.6
U.S. Equities							
Large Cap Value							
1,472.624	Davis New York Venture Fund Class A	36.41	53,618	36.44	53,662	2.1	1.0
1,467.242	Davis New York Venture Fund Class Y	23.08	33,861	36.85	54,068	2.1	1.2
4,617.150	T. Rowe Price Equity Income Fund	22.45	103,678	25.17	116,214	4.5	1.7

PORTFOLIO APPRAISAL

Shoemate Foundation

4JK-015100

May 31, 2011

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
5,003.524	Vanguard Value Index Signal Shares	23.92	119,697	23.39	117,032	4.5	2.3
			310,854		340,976	13.1	1.7
Large Cap Growth							
1,210.492	Calamos Growth Class A	55.01	66,587	57.58	69,700	2.7	0.0
2,095.988	Growth Fund of America Class F	22.31	46,766	32.16	67,407	2.6	0.8
2,220.395	Jensen Portfolio Class I	25.00	55,520	29.14	64,702	2.5	1.2
			168,874		201,809	7.7	0.7
	U.S. Equities Total		479,727		542,786	20.8	1.3
International Equities							
International Large Cap Value							
2,678.378	Dodge & Cox Int'l Stock	31.85	85,306	37.58	100,653	3.9	1.5
3,050.166	Vanguard International Value Portfolio	31.95	97,441	33.45	102,028	3.9	0.9
			182,747		202,681	7.8	1.2
International Large Cap Growth							
1,632.997	EuroPacific Growth Fund CL F	31.56	51,535	43.66	71,297	2.7	1.3
2,288.549	Oppenheimer International Growth Fund Y	23.94	54,780	30.43	69,641	2.7	0.9
			106,315		140,937	5.4	1.1
	International Equities Total		289,062		343,619	13.2	1.2
Growth Real Estate							
Domestic Growth Real Estate							
3,565.666	Cohen & Steers Institutional Real Estate	36.00	128,365	43.31	154,429	5.9	2.0
			128,365		154,429	5.9	2.0
Global Growth Real Estate							
7,636.256	ING Global Real Estate Fund Class W	10.77	82,225	17.61	134,474	5.1	0.0
			82,225		134,474	5.1	0.0
	Growth Real Estate Total		210,590		288,903	11.1	1.0
Small Company							
Small Cap Value							
1,471.680	Allianz NFJ Small Cap Value Inst	17.97	26,445	32.56	47,918	1.8	1.6
1,227.970	Berwyn Fund	29.85	36,654	31.28	38,411	1.5	0.0

PORTFOLIO APPRAISAL

*Shoemate Foundation***4JK-015100***May 31, 2011*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
574.051	Vanguard Small Cap Value ETF	61.74	35,444	71.57	41,085	1.6	1.8
			98,544		127,414	4.9	1.2
Small Cap Growth							
452.761	Baron Growth Fund	36.72	16,625	56.30	25,490	1.0	0.1
249.258	Conestoga Capital Advisors Small Cap Fund	16.92	4,216	24.90	6,207	0.2	0.2
1,137.108	Dreyfus Boston Co. Sm Cap Gr Tax Sensitive	28.45	32,347	40.21	45,723	1.8	0.0
			53,188		77,420	3.0	0.0
	Small Company Total		151,732		204,834	7.8	0.7
Aggressive International							
1,360.524	SPDR Index Shares S&P Int'l Small Cap ETF	26.92	36,626	32.00	43,537	1.7	2.0
521.650	T. Rowe Price Int'l Discovery Fund	46.72	24,372	46.48	24,246	0.9	0.4
			60,998		67,783	2.6	1.4
Energy/Natural Resources							
Energy							
486.806	Vanguard Special Energy Fund	61.62	29,997	72.39	35,240	1.3	1.4
			29,997		35,240	1.3	1.4
Natural Resources							
1,596.146	Columbia Energy & Natural Resources Cl Z	13.69	21,857	24.35	38,866	1.5	0.3
556.261	T. Rowe Price New Era	47.07	26,184	54.72	30,439	1.2	0.8
			48,041		69,305	2.7	0.5
	Energy/Natural Resourc Total		78,037		104,545	4.0	0.8
Commodities							
11,168.058	Pimco Commodity Real Return Strategy Inst.	9.32	104,119	9.70	108,330	4.1	11.9
			104,119		108,330	4.1	11.9
TOTAL PORTFOLIO			2,273,353		2,611,384	100.0	2.4

Shoemate Foundation dtd 10/29/01
Form 990-PF fye 5/31/11
EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-05-10	06-15-10	27 017	Loomis Sayles Investment Grade Bond Cl. A	328	322	-6	
04-06-10	06-15-10	27.599	Loomis Sayles Investment Grade Bond Cl. A	331	328	-3	
08-04-05	06-15-10	817 867	Loomis Sayles Investment Grade Bond Cl. A	9,517	9,734		217
06-29-09	09-03-10	70.195	Dodge & Cox Income	864	939		75
04-09-02	09-03-10	1,027.639	Dodge & Cox Income	12,625	13,745		1,120
12-18-09	04-05-11	43.355	Allianz NFJ Small Cap Value Inst	1,030	1,423		393
02-17-09	04-05-11	248.616	Allianz NFJ Small Cap Value Inst	4,407	8,160		3,753
11-20-07	04-05-11	88 018	Calamos Growth Class A	5,015	5,053		38
11-20-07	04-05-11	49 302	Calamos Growth Class A	2,769	2,830		62
07-07-08	04-05-11	241.379	Dreyfus Boston Co Sm Cap Gr Tax Sensitive	8,408	9,783		1,375
01-02-08	04-05-11	343.618	Pimco Commodity Real Return Strategy Inst.	5,804	3,360		-2,443
11-20-07	04-05-11	361 963	Pimco Commodity Real Return Strategy Inst.	5,922	3,540		-2,382
12-28-07	04-05-11	100.541	Pimco Commodity Real Return Strategy Inst	1,621	983		-637
04-09-02	04-05-11	540.755	T. Rowe Price Equity Income Fund	13,107	13,600		493
03-01-06	04-05-11	154.646	Vanguard Special Energy Fund	9,367	11,583		2,216
11-03-10	04-20-11	23.458	Loomis Sayles Investment Grade Bond Cl. A	296	292	-5	
10-05-10	04-20-11	23.050	Loomis Sayles Investment Grade Bond Cl. A	289	287	-3	
03-03-10	04-20-11	27.182	Loomis Sayles Investment Grade Bond Cl. A	323	338		15
12-03-09	04-20-11	25.673	Loomis Sayles Investment Grade Bond Cl. A	303	319		16
02-03-10	04-20-11	28 493	Loomis Sayles Investment Grade Bond Cl. A	336	354		18
12-31-09	04-20-11	29 518	Loomis Sayles Investment Grade Bond Cl. A	345	367		22
12-31-09	04-20-11	15 277	Loomis Sayles Investment Grade Bond Cl. A	178	190		11
08-04-05	04-20-11	688 170	Loomis Sayles Investment Grade Bond Cl. A	8,008	8,554		546
04-09-02	04-20-11	408.654	T. Rowe Price Equity Income Fund	9,905	10,200		295
11-02-10	04-20-11	10 707	T. Rowe International Bond Fund	112	110	-2	
10-04-10	04-20-11	9.834	T. Rowe International Bond Fund	102	101	0	
04-24-08	04-20-11	3.301	T. Rowe International Bond Fund	35	34		-1
05-02-08	04-20-11	14.116	T. Rowe International Bond Fund	149	145		-4
11-20-07	04-20-11	622.878	T. Rowe International Bond Fund	6,559	6,409		-150
09-29-10	04-20-11	34.207	Harbor Bond Fund Inst	446	419	-28	
06-29-10	04-20-11	34 239	Harbor Bond Fund Inst	435	419	-16	
09-30-09	04-20-11	56 695	Harbor Bond Fund Inst	702	694		-8
03-30-10	04-20-11	22.228	Harbor Bond Fund Inst	275	272		-3
12-22-09	04-20-11	83.944	Harbor Bond Fund Inst	1,027	1,028		0
12-22-09	04-20-11	20.931	Harbor Bond Fund Inst	256	256		0
12-22-09	04-20-11	61.426	Harbor Bond Fund Inst	752	752		0
01-02-08	04-20-11	362.777	Harbor Bond Fund Inst	4,361	4,442		81
04-23-08	04-20-11	329 937	ING Global Real Estate Fund Class W	6,847	5,576		-1,271

Shoemate Foundation dtd 10/29/01
Form 990-PF fye 5/31/11
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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-03-09	04-20-11	789.487	ING Global Real Estate Fund Class W	11,911	13,342		1,432
04-05-10	04-20-11	34.422	ING Global Real Estate Fund Class W	516	582		66
03-22-10	04-20-11	5.197	Jensen Portfolio Class I	132	149		16
12-18-09	04-20-11	6.105	Jensen Portfolio Class I	149	174		25
12-03-09	04-20-11	215.574	Jensen Portfolio Class I	5,223	6,161		937
12-21-10	04-20-11	25.546	Oppenheimer International Growth Fund Y	701	757	57	
05-13-10	04-20-11	260.553	Oppenheimer International Growth Fund Y	6,237	7,726	1,489	
12-03-09	04-20-11	268.817	Vanguard International Value Portfolio	8,577	8,983		406
12-03-09	04-20-11	209.348	Vanguard Inflation Protected Fund Adm. Shs	5,343	5,495		151
12-24-09	04-20-11	92.117	Vanguard Inflation Protected Fund Adm. Shs	2,269	2,418		149
03-30-10	04-20-11	29.163	Vanguard Inflation Protected Fund Adm. Shs	713	765		52
03-27-09	04-20-11	2.072	Vanguard Inflation Protected Fund Adm. Shs	49	54		5
02-17-09	04-20-11	47.673	Vanguard Inflation Protected Fund Adm. Shs	1,105	1,251		146
07-06-10	04-20-11	53.649	FPA New Income Class A	588	581	-7	
10-05-10	04-20-11	63.220	FPA New Income Class A	692	685	-6	
12-31-10	04-20-11	619.779	FPA New Income Class A	6,729	6,717	-12	
TOTAL GAINS						1,546	14,134
TOTAL LOSSES						-88	-6,899
				174,093	182,785	1,458	7,235
TOTAL REALIZED GAIN/LOSS		8,693					
CAPITAL GAIN DISTRIBUTIONS							

Form 990-PF - Average Monthly Value of Investments

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
Beginning (optional):				
1st month	<u>1,971,574.</u>		<u>140,225.</u>	
Ending:				
1st month	<u>1,925,534.</u>	<u>1,948,554.</u>	<u>150,411.</u>	<u>145,318.</u>
2nd month	<u>2,029,295.</u>	<u>1,977,415.</u>	<u>139,426.</u>	<u>144,919.</u>
3rd month	<u>1,995,342.</u>	<u>2,012,319.</u>	<u>134,429.</u>	<u>136,928.</u>
4th month	<u>2,098,998.</u>	<u>2,047,170.</u>	<u>148,114.</u>	<u>141,272.</u>
5th month	<u>2,158,041.</u>	<u>2,128,520.</u>	<u>148,115.</u>	<u>148,115.</u>
6th month	<u>2,134,549.</u>	<u>2,146,295.</u>	<u>128,616.</u>	<u>138,366.</u>
7th month	<u>2,481,575.</u>	<u>2,308,062.</u>	<u>148,868.</u>	<u>138,742.</u>
8th month	<u>2,511,570.</u>	<u>2,496,573.</u>	<u>140,369.</u>	<u>144,619.</u>
9th month	<u>2,578,797.</u>	<u>2,545,184.</u>	<u>124,370.</u>	<u>132,370.</u>
10th month	<u>2,586,288.</u>	<u>2,582,543.</u>	<u>96,071.</u>	<u>110,221.</u>
11th month	<u>2,508,855.</u>	<u>2,547,572.</u>	<u>151,290.</u>	<u>123,681.</u>
12th month	<u>2,483,103.</u>	<u>2,495,979.</u>	<u>128,281.</u>	<u>139,786.</u>
Total of all months		<u>27,236,186.</u>		<u>1,644,337.</u>
Number of months in year		<u>12</u>		<u>12</u>
Average monthly value		<u>2,269,682.</u>		<u>137,028.</u>
Number of months in year - override				

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

Source	Amount
Mason Securities	20.
Total to Form 990-PF, Part I, line 3, Column A	20.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Mason Securities	65,229.	0.	65,229.
Mason Securities - Capital Gains Distributions	3,659.	3,659.	0.
Total to Fm 990-PF, Part I, ln 4	68,888.	3,659.	65,229.

Form 990-PF Other Expenses Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mason Securities - Check Reorder	10.	10.		0.
Dividend Reinvestment Fees	4.	4.		0.
To Form 990-PF, Pg 1, ln 23	14.	14.		0.

Form 990-PF Corporate Stock Statement 4

Description	Book Value	Fair Market Value
See attached schedule	1,374,265.	1,660,800.
Total to Form 990-PF, Part II, line 10b	1,374,265.	1,660,800.

Form 990-PF	Corporate Bonds	Statement	5
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Description	Book Value	Fair Market Value
See attached schedule	770,806.	822,303.
Total to Form 990-PF, Part II, line 10c	770,806.	822,303.

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

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 7

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib 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

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	3,000.
Community Church of Vero Beach 1901-23rd Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	109,000.
Community Foundation of Indian River County P.O. Box 643968, c/o Robin A. Lloyd Sr. Vero Beach, FL 32964	None Current Use for General Charitable Purposes	Public	1,000.
Dasie Bridgewater Hope Center Inc. P.O. Box 701483, c/o VM Wright Wabasso, FL 32970	None Current Use for General Charitable Purposes	Public	1,000.
Duke Children's Hospital & Health Center P.O. Box 90581 Durham, NC 27708	None Current Use for General Charitable Purposes	Public	5,000.
Environmental Learning Center 255 Live Oak Drive Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	1,000.
Fund for American Studies 1706 New Hampshire Avenue, NW Washington, DC 20009	None Current Use for General Charitable Purposes	Public	5,000.
Hibiscus Childrens Center 1145 12th Street Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	1,000.

Homeless Family Center 715 4th Place Vero Beach, FL 32962	None Current Use for General Charitable Purposes	Public	500.
Including Kids Inc. 5364 Fm 1960 Rd E Humble, TX 77346	None Current Use for General Charitable Purposes	Public	500.
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	27,000.
John's Island Community Service League Scholarship Fund 6001 N A-1 Ste 8133 Indian River Shores, FL 32963	None Current Use for General Charitable Purposes	Public	200.
John's Island Employee Relief Fund Inc. 3 Johns Island Dr, c/o Brian Kroh Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	2,500.
Lighthouse International 111 E 59th Street New York, NY 10022	None Current Use for General Charitable Purposes	Public	5,000.
Mayo Clinic Florida 4500 San Pablo Rd S Jacksonville, FL 32224	None Current Use for General Charitable Purposes	Public	5,500.
Memorial Sloan Kettering Cancer Center 1275 York Ave New York, NY 10065	None Current Use for General Charitable Purposes	Public	2,000.
Riverside Theatre Trust 3250 Riverside Park Dr. Vero Beach, FL 32963	None Current Use for General Charitable Purposes	Public	4,000.

United Way of Indian River County P.O. Box 1960 Vero Beach, FL 32961	None Current Use for General Charitable Purposes	Public	1,000.
University of Chicago 1427 E 60th, Suite 120 Chicago, IL 60637	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	12,500.
VNA & Hospice Foundation 1110 35th Lane Vero Beach, FL 32960	None Current Use for General Charitable Purposes	Public	1,300.
Wesley Village 608 Stinchcomb Dr Fostoria, OH 44830	None Current Use for General Charitable Purposes	Public	5,000.
WIU Foundation 1 University Cir, Sherman Hall 303 Macomb, IL 61445	None Current Use for General Charitable Purposes	Public	1,000.
Western Illinois University 1 University Cir. Macomb, IL 61455	None Current Use for General Charitable Purposes	Public	1,000.
Adopt-A-Soldier Platoon Inc P.O. Box 1111, c/o H Allan Virginia Fair Lawn, NJ 17410	None Current Use for General Charitable Purposes	Public	15,000.
Alzheimers Drug Discovery Foundation 1414 Ave of the Americas STE 1502 New York, NY 10019	None Current Use for General Charitable Purposes	Public	5,000.
Blake School 110 Blake Rd S Hopkins, MN 55343	None Current Use for General Charitable Purposes	Public	20,000.

George W. Bush Presidential Center 6116 North Central Expressway Dallas, TX 75206	None Current Use for General Charitable Purposes	Public	1,000.
Gifford Youth Activity Center Inc 4875 43rd Ave, c/o Gary Rust Vero Beach, FL 32967	None Current Use for General Charitable Purposes	Public	2,000.
Heart Love & Soul Inc. 939 Ontario Avenue Niagara Falls, NY 14305	None Current Use for General Charitable Purposes	Public	500.
Redlands Christian Migrant Association, Inc. (RCMA) 402 W Main Street Immokalee, FL 34142	None Current Use for General Charitable Purposes	Public	2,000.
Salvation Army 416 West Colonial Orlando, FL 32804	None Current Use for General Charitable Purposes	Public	1,000.
Shriner's Hospitals for Children P.O. Box 31356 Tampa, FL 33631	None Current Use for General Charitable Purposes	Public	1,000.
Adaptive Sports Foundation Inc. P.O. Box 266 Windham, NY 12496	None Current Use for General Charitable Purposes	Public	1,000.

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

247,000.