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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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 08-01-2010 , and ending 07-31-2011

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
CHARLES AND M R SHAPIRO FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)
191 N WACKER DRIVE SUITE 1800

City or town, state, and ZIP code
CHICAGO, IL 606061615

A Employer identification number
36-6109757

B Telephone number (see page 10 of the instructions)
(312) 521-2000

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 36,468,288

J Accounting method ☒ Cash ☐ Accrual
☐ 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	894	894		
	4 Dividends and interest from securities.	787,696	787,696		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,923,895			
	b Gross sales price for all assets on line 6a 8,594,238				
	7 Capital gain net income (from Part IV , line 2)		2,923,895		
	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	3,712,485	3,712,485		
	13 Compensation of officers, directors, trustees, etc	158,000	52,661		105,339
	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)	92,912	46,456		46,456
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	31,639	2,978		5,956
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2,169	138		2,014
	24 Total operating and administrative expenses. Add lines 13 through 23	297,720	102,233		172,765
	25 Contributions, gifts, grants paid	1,717,183			1,717,183
	26 Total expenses and disbursements. Add lines 24 and 25	2,014,903	102,233		1,889,948
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,697,582			
	b Net investment income (if negative, enter -0-)		3,610,252		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

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	728,757	1,577,924	1,577,924
	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)	1,400,000	<input checked="" type="checkbox"/> 1,437,586	1,650,643
	b	Investments—corporate stock (attach schedule)	12,866,249	<input checked="" type="checkbox"/> 14,584,637	19,937,206
	c	Investments—corporate bonds (attach schedule).	13,610,257	<input checked="" type="checkbox"/> 12,702,698	13,302,515
	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)	28,605,263	30,302,845	36,468,288	
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	28,605,263	30,302,845	
	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)	28,605,263	30,302,845	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	28,605,263	30,302,845	

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 28,605,263
2	Enter amount from Part I, line 27a	2 1,697,582
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 30,302,845
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 30,302,845

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 }			22,923,895
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))
2009	1,864,520	34,566,817	0 053940
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
2	Total of line 1, column (d).		20,248,517
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		0 049703
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		36,207,374
5	Multiply line 4 by line 3.		1,799,615
6	Enter 1% of net investment income (1% of Part I, line 27b).		36,103
7	Add lines 5 and 6.		1,835,718
8	Enter qualifying distributions from Part XII, line 4.		1,889,948
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 VI Excise 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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		136,103
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-)		0
3 Add lines 1 and 2.		36,103
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		36,103
6 Credits/Payments		
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a20,000	
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.		20,000
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		16,103
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 Refunded		

Part VII-A Statements 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?			YesNo
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.			No
c Did the foundation file Form 1120-POL for this year?.			No
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.			No
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			No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.			No
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.			No
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?			Yes
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			Yes
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 .			Yes
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 on page 27)? If "Yes," complete Part XIV			No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			No

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 HEGRE MCMAHON 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		
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?	16		No
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.				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 2010?	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 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 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?			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	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 2010?	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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	150,000	0	0
3535 PATTEN ROAD UNIT 5C HIGHLAND PARK, IL 60035	25 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	TREAS, ASST SECY & DIR	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 24 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	36,764,043
b	Average of monthly cash balances.	1b	-5,288
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	36,758,755
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	36,758,755
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	551,381
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,207,374
6	Minimum investment return. Enter 5% of line 5.	6	1,810,369

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	1,810,369
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	36,103
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,103
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,774,266
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,774,266
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	1,774,266

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	1,889,948
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	1,889,948
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	36,103
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,853,845
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 2009	(c) 2009	(d) 2010
1				1,774,266
2				
a			1,442,996	
b		0		
3				
a				
b				
c				
d				
e				
f	0			
4				
a			1,442,996	
b		0		
c	0			
d				446,952
e	0			
5	0			0
6	0			
a		0		
b		0		
c		0		
d		0		
e			0	
f				1,327,314
7	0			
8	0			
9	0			
10				
a				
b				
c				
d				
e				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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	1,717,183
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	894	
4 Dividends and interest from securities. . . .			14	787,696	
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	2,923,895	
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		3,712,485	0
13 Total. Add line 12, columns (b), (d), and (e). 13					3,712,485

[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?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

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

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

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)	(b)	(c)
Name of organization	Type of organization	Description of relationship

Sign Here

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

Signature of officer or trustee

2011-12-12

Date

Title

Paid Preparer's Use Only

Preparer's Signature

SEAN MCMAHON

Firm's name

HEGRE MCMAHON & SCHIMMEL LLC

Firm's address

29 E MADISON SUITE 1010
CHICAGO, IL 60602

Date

2011-12-12

Check if self-employed

Firm's EIN

PTIN

Phone no

(312) 345-6200

Form 990-PF (2010)

Additional Data

Software ID:
Software Version:
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)
A	9,170 SHS ADR ROYAL DUTCH SHELL PLC	P		2010-08-02
B	9,720 SHS UNITED TECHNOLOGIES	P		2010-08-02
C	11,441 65 SHS MFO VANGUARD FXD INC SECS FD INC	P		2010-08-27
D	41,705 28 SHS MFB NORTHERN FUNDS BD INDEX	P		2010-08-27
E	55,658 63 SHS MFB NORTHERN FUNDS BD INDEX	P		2010-11-23
F	UNITEDHEALTH GROUP SETTLEMENT	P		2011-01-20
G	345 SHS ADR BHP BILLITON	P		2010-08-02
H	175 SHS SUNCOR ENERGY	P		2010-08-02
I	3,900 SHS ADR TEVA PHARMACEUTICALS	P		2011-02-23
J	410 SHS ADR NOVARTIS	P		2010-08-02
K	6,500 SHS ADOBE SYS	P		2010-10-04
L	60 SHS ALTERA CORP	P		2010-08-02
M	2,340 SHS ALTERA CORP	P		2010-08-02
N	1,115 SHS AMAZON COM	P		2010-11-10
O	85 SHS AMERICAN EXPRESS	P		2010-08-02
P	1,290 SHS BANK OF AMERICA	P		2010-08-02
Q	16,970 SHS BANK OF AMERICA	P		2010-12-03
R	2,550 SHS BERKSHIRE HATHAWAY CL B	P		2011-07-06
S	9,260 SHS CISCO SYSTEMS	P		1919-11-18
T	13,380 SHS CISCO SYSTEMS	P		2011-04-11
U	20 SHS CITRIX SYS	P		2010-08-02
V	215 SHS COLGATE-PALMOLIVE	P		2010-08-02
W	2,100 SHS COLGATE-PALMOLIVE	P		2011-02-02
X	380 SHS CUMMINS INC	P		2010-09-10
Y	564 SHS CUMMINS INC	P		2010-09-10
Z	1,041 SHS CUMMINS INC	P		2010-09-13
AA	1,308 SHS CUMMINS INC	P		2010-12-17
AB	2,720 SHS EXXON MOBIL	P		2010-08-02
AC	1,045 FEDEX CORP	P		2011-03-25
AD	2,545 SHS FED EX CORP	P		2011-03-28

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)
AE	11,475 SHS GENERAL ELECTRIC	P		2010-08-02
AF	6,005 SHS HEWLETT PACKARD	P		2010-10-04
AG	2,272 SHS KELLOGG CO COM	P		2010-08-18
AH	1,395 SHS KELLOGG CO COM	P		2010-08-19
AI	1,453 SHS KELLOGG CO COM	P		2010-08-20
AJ	6,540 SHS LOWES CO	P		2011-06-24
AK	4,720 SHS MEDCO HEALTH SOLUTIONS INC	P		2011-06-24
AL	11,655 SHS MICROSOFT	P		2011-05-23
AM	175 SHS NATIONAL OILWELL VARCO	P		2010-08-02
AN	1,409 SHS NIKE INC	P		2011-04-26
AO	1,156 SHS NIKE	P		2011-04-27
AP	3,185 SHS PEPSICO	P		2011-03-08
AQ	6,510 SHS PG&E	P		2010-09-13
AR	675 SHS PRINCIPAL FIN GROUP	P		2010-08-02
AS	6,990 SHS CHARLES SCHWAB	P		2010-11-02
AT	2,130 SHS CHARLES SCHWAB	P		2010-11-03
AU	80 SHS SYSCO CORP	P		2010-08-02
AV	7,301 SHS SYSCO CORP	P		2010-11-19
AW	91 SHS SYSCO CORP	P		2010-11-19
AX	3 SHS SYSCO CORP	P		2010-11-19
AY	4,945 SHS TJX COS INC	P		2010-12-17
AZ	2,275 SHS TJX COS INC	P		2010-12-20
BA	5,035 SHS UNITED TECHNOLOGIES	P		2010-08-02
BB	4,410 SHS WALMART	P		2010-08-02
BC	5,110 SHS WALT DISNEY	P		2011-07-15
BD	335 SHS WHOLE FOODS MKT	P		2010-08-02
BE	CAPITAL GAINS DIVIDENDS	P		

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)
A	524,699		36,502	488,197
B	699,537		24,738	674,799
C	150,000		137,415	12,585
D	450,000		427,896	22,104
E	600,000		571,058	28,942
F	4,135			4,135
G	25,963		17,187	8,776
H	5,917		3,911	2,006
I	194,966		172,549	22,417
J	20,496		22,233	-1,737
K	167,611		160,621	6,990
L	1,673		1,050	623
M	101,561		40,940	60,621
N	182,945		87,005	95,940
O	3,825		4,035	-210
P	18,576		21,492	-2,916
Q	196,494		294,914	-98,420
R	194,769		201,706	-6,937
S	181,508		150,011	31,497
T	233,803		226,662	7,141
U	1,121		931	190
V	16,929		17,231	-302
W	158,220		168,207	-9,987
X	31,041		17,098	13,943
Y	46,314		25,377	20,937
Z	87,689		46,840	40,849
AA	141,780		58,853	82,927
AB	167,068		8,574	158,494
AC	94,593		94,003	590
AD	233,743		222,624	11,119

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)
A E	187,613		12,655	174,958
A F	243,394		226,679	16,715
A G	115,652		99,381	16,271
A H	69,555		61,020	8,535
A I	72,139		65,559	6,580
A J	151,692		182,534	-30,842
A K	253,380		198,519	54,861
A L	281,090		233,596	47,494
A M	7,192		4,558	2,634
A N	112,671		89,922	22,749
A O	92,735		73,889	18,846
A P	202,588		164,776	37,812
A Q	284,736		255,306	29,430
A R	17,610		19,050	-1,440
A S	107,546		107,054	492
A T	32,559		31,868	691
A U	2,506		2,461	45
A V	209,708		224,556	-14,848
A W	2,614		2,701	-87
A X	86		89	-3
A Y	215,127		102,602	112,525
A Z	99,464		53,277	46,187
B A	365,457		12,814	352,643
B B	224,820		57,484	167,336
B C	200,854		112,952	87,902
B D	13,080		13,378	-298
B E	91,394			91,394


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

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				488,197
B				674,799
C				12,585
D				22,104
E				28,942
F				4,135
G				8,776
H				2,006
I				22,417
J				-1,737
K				6,990
L				623
M				60,621
N				95,940
O				-210
P				-2,916
Q				-98,420
R				-6,937
S				31,497
T				7,141
U				190
V				-302
W				-9,987
X				13,943
Y				20,937
Z				40,849
AA				82,927
AB				158,494
AC				590
AD				11,119


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

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	
AE				174,958
AF				16,715
AG				16,271
AH				8,535
AI				6,580
AJ				-30,842
AK				54,861
AL				47,494
AM				2,634
AN				22,749
AO				18,846
AP				37,812
AQ				29,430
AR				-1,440
AS				492
AT				691
AU				45
AV				-14,848
AW				-87
AX				-3
AY				112,525
AZ				46,187
BA				352,643
BB				167,336
BC				87,902
BD				-298
BE				91,394


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 INC 725 S WELLS STREET SUITE 1A CHICAGO,IL 60607	N/A	PUBLIC	GENERAL	10,000
AMER ASSOCIATES BEN GURION UNIV OF THE NEGEV 1430 BROADWAY 8TH FLOOR NEW YORK,NY 10018	N/A	PUBLIC	OPEN APARTMENTS PROGRAM	15,000
AMER FRIENDS SANZ MEDICAL CENTER-LANIADO HOSP 18 W 45TH ST NEW YORK,NY 10036	N/A	PUBLIC	BEDSIDE PHYSIOLOGICAL MONITORS	40,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVE STE 101 NORTHBROOK,IL 60062	N/A	PUBLIC	DEFIBRILLATOR	25,000
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY 15TH FL NEW YORK,NY 10006	N/A	PUBLIC	PRESIDENTIAL SCHOLARS FUND	10,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY 500 N MICHIGAN STE 1530 CHICAGO,IL 60611	N/A	PUBLIC	MECHINA PROGRAM	30,000
AMERICAN RED CROSS OF GREATER CHICAGO 2200 W HARRISON CHICAGO,IL 60612	N/A	PUBLIC	RELIEF SERVICES	35,000
AMERICAN TECHNION SOCIETY 111 W WASHINGTON ST STE 1120 CHICAGO,IL 60602	N/A	PUBLIC	FELLOWSHIP FUND	30,000
ANTI-DEFAMATION LEAGUE 309 W WASHINGTON ST STE 750 CHICAGO,IL 60606	N/A	PUBLIC	WORLD OF DIFFERENCE PROGRAM	25,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	MUSEUM EDUCATION	5,000
ASSOCIATED TALMUD TORAHS OF CHICAGO 2828 W PRATT BLVD CHICAGO,IL 60645	N/A	PUBLIC	LEARNING DIFFICULTIES PROGRAM	20,000
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO,IL 60651	N/A	PUBLIC	HEALTHY LIFESTYLES PROGRAM	5,000
BEST BUDDIES ILLINOIS 360 N ORLEANS ST STE 678 CHICAGO,IL 60654	N/A	PUBLIC	BEST BUDDIES PROGRAM	4,500
BIG BROTHERSBIG SISTERS OF METRO CHICAGO 560 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				1,717,183


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 UNIVERSITY PO BOX 5491 MS122 WALTHAM,MA 024549110	N/A	PUBLIC	LIBRARY COLLECTION	10,000
CANCER WELLNESS CENTER 215 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 LAW 710 N LAKE SHORE DR 300 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	7,500
CHICAGO AREA COUNCIL - BOY SCOUTS OF AMERICA 1218 WADAMS ST CHICAGO,IL 60607	N/A	PUBLIC	GENERAL	7,500
CHICAGO INSTITUTE FOR PSYCHOANALYSISBARR HARRIS 122 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	INSTITUTE FOR LEARNING, ACCESS, AND TRAINING	15,000
CHICAGO YIVO SOCIETY 141 W JACKSON BLVD STE 1910A CHICAGO,IL 60606	N/A	PUBLIC	PROGRAMS	7,500
CHICAGOLAND JEWISH HIGH SCHOOL 1095 LAKE COOK ROAD DEERFIELD,IL 60015	N/A	PUBLIC	GENERAL	5,000
COMMUNITY FOUNDATION FOR JEWISH EDUCATION 4709 W GOLF ROAD 400 SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	27,500
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
DANIEL CENTERS FOR PROGRESSIVE JUDAISM 1 W 4TH STREET NEW YORK,NY 10012	N/A	PUBLIC	JEWISH SOUL OVERHAUL PROGRAM	5,000
DYSTONIA MEDICAL RESEARCH FOUNDATION 1 E WACKER DR STE 2430 CHICAGO,IL 60601	N/A	PUBLIC	RESEARCH GRANT	10,000
Total  3a				1,717,183


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				
FACING HISTORY AND OURSELVES 200 E RANDOLPH STE 2100 CHICAGO,IL 60601	N/A	PUBLIC	PROFESSIONAL DEVELOPMENT OF TEACHERS	5,000
GREENVILLE COLLEGE 315 E COLLEGE AVENUE GREENVILLE,IL 62246	N/A	PUBLIC	JEWISH CHRISTIAN STUDIES	10,000
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE NEW YORK,NY 10001	N/A	PUBLIC	LATIN AMERICAN PROGRAMS	10,000
HEBREW THEOLOGICAL COLLEGE 7135 N CARPENTER RD SKOKIE,IL 60077	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
HEBREW UNION COLLEGE ONE W 4TH ST NEW YORK,NY 10012	N/A	PUBLIC	YEAR-IN-ISRAEL PROGRAM	75,000
HUBBARD STREET DANCE CHICAGO 1147 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
INTERNATIONAL FELLOWSHIP OF CHRISTIANS AND JEWS 30 NORTH LASALLE STREET CHICAGO,IL 60602	N/A	PUBLIC	PROGRAM FOR THE BENEFIT OF JEWS OF FORMER SOVIET UNION	5,000
ISRAEL CENTER FOR EXCELLENCE THROUGH EDUCATION 211 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 NETWORK PO BOX 147016 DENVER,CO 80214	N/A	PUBLIC	GENERAL	2,500
JEWISH COMMUNITY CENTERS OF CHICAGO 30 S WELLS ST RM 4000 CHICAGO,IL 60606	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH COUNCIL FOR YOUTH SERVICES 100 N LASALLE ST STE 400 CHICAGO,IL 60602	N/A	PUBLIC	CAMP PROGRAM	30,000
JEWISH NATIONAL FUND 60 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
Total  3a				1,717,183

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				
JEWISH UNITED FUNDJEWISH FEDERATION OF METROPOLITAN CHICAGO 30 N WELLS CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	125,000
JOHN HOWARD ASSOCIATION 375 EAST CHICAGO AVENUE SUITE 529 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	5,000
KAM ISAAIAH ISRAEL CONGREGATION 1100 E HYDE PARK BLVD CHICAGO,IL 60615	N/A	PUBLIC	SCHOLARS-IN-RESIDENCE PROGRAM	8,000
LEGAL ASSISTANCE FOUNDATION OF CHICAGO 111 W JACKSON BLVD STE 300 CHICAGO,IL 60604	N/A	PUBLIC	GENERAL	20,000
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	HOLIDAY FOOD PROGRAM	10,000
MEMORY CARE HOME SOLUTIONS 1526 S BIG BEND BLVD ST LOUIS,MO 63117	N/A	PUBLIC	GENERAL	10,000
MICHAEL ROLFE PANCREATIC CANCER FOUNDATION 910 W VAN BUREN ST 3RD FL CHICAGO,IL 60607	N/A	PUBLIC	MEDICAL RESEARCH	25,000
MIDWEST PALLIATIVE & HOSPICE CARECENTER 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
Total  3a				1,717,183

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				
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
ROOSEVELT UNIVERSITY 430 S MICHIGAN AVE RM 8277 CHICAGO,IL 60605	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
RUSH UNIVERSITY MEDICAL CENTER 1700 W VAN BUREN STE 250 CHICAGO,IL 60612	N/A	PUBLIC	MEDICAL RESEARCH	155,700
SCHOLARSHIP FUND OF ST LOUIS 8211 CLAYTON ROAD ST LOUIS,MO 63117	N/A	PUBLIC	INTEREST FREE LOANS	7,500
SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	GENERAL	5,000
SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TULANE UNIVERSITY MR BOX 1692 31 MCALISTER DR NEW ORLEANS,LA 70118	N/A	PUBLIC	TOLERENCE EDUCATION	2,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	PUBLIC	TEACHING TOLERENCE PROGRAM	5,000
SPERTUS INSTITUTE OF JEWISH STUDIES 610 S MICHIGAN AVE CHICAGO,IL 60605	N/A	PUBLIC	EDUCATIONAL PROGRAMMING	25,000
THE ARK 6450 N CALIFORNIA AVE CHICAGO,IL 60645	N/A	PUBLIC	SARNOFF LEVIN RESIDENCE PROGRAM	42,500
THE FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	MUSEUM EDUCATION	5,000
THE HALDLEY SCHOOL FOR THE BLIND 700 ELM ST WINNETKA,IL 60093	N/A	PUBLIC	CENTER FOR ENTREPRENEURSHIP	35,000
THE HILLELS OF ILLINOIS 30 S WELLS ST CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	10,000
Total  3a				1,717,183

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 <i>Paid during the year</i>				
THE LAMBS FARM INC 14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	N/A	PUBLIC	QUEST PROGRAM	7,500
THRESHOLDS 4101 N RAVENSWOOD AVE CHICAGO,IL 60613	N/A	PUBLIC	HOMELESS SERVICES PROGRAMS	15,000
TURTLE WILL BOX 1147 CAREFREE,AZ 85377	N/A	PUBLIC	SCHOOL IMPROVEMENTS	8,000
US COMMITTEE FOR UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PUBLIC	SCHOOLS IN AFRICA	25,000
UC CUMBERLAND COLLEGE 816 WALNUT ST WILLIAMSBURG,KY 40769	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
UNION FOR REFORM JUDAISM 633 THIRD AVENUE NEW YORK,NY 10017	N/A	PUBLIC	REFUND OF PRIOR YEAR OVERFUNDED CONTRIBUTION	-6,017
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE PO BOX 10444 FAIRFAX,VA 22031	N/A	PUBLIC	GENERAL	5,000
VICTORY GARDENS THEATER 2257 N LINCOLN AVE CHICAGO,IL 60614	N/A	PUBLIC	EDUCATIONAL PROGRAMS	15,000
YMCA OF THE USA 101 N WACKER CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	15,000
Total				1,717,183

TY 2010 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 2010 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	12,702,698	13,302,515

**TY 2010 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 - 3765 SHS	190,011	193,219
ADOBE SYS INC - 0 SHS	0	0
ADR BILLITON LTD - 3400 SHS	215,151	311,270
ADR NOVARTIS AG - 4950 SHS	268,661	302,940
ADR ROYAL DUTCH SHELL PLC - 0 SHS	0	0
ADR TEVA PHARMACEUTICAL INDS - 0 SHS	0	0
ALTERA CORP COM - 4930 SHS	88,118	201,538
AMAZON COM INC - 1258 SHS	107,089	279,930
AMERICAN EXPRESS CO. - 7915 SHS	371,989	396,067
APPLE INC - 2026 SHS	259,547	791,112
BANK OF AMERICA CORP	0	0
BERKSHIRE HATHAWAY INC CL B - 0 SHS	0	0
CHEVRON CORP COM - 5010 SHS	364,524	521,140
CISCO SYS INC - 0 SHS	0	0
CITRIX SYS INC COM - 5000 SHS	273,940	360,200
COLGATE-PALMOLIVE CO - 0 SHS	0	0
COSTCO WHOLESALE CORP - 4685 SHS	261,932	366,601
COVIDIEN PLC - 5130 SHS	215,860	260,553
CUMMINS INC - 2817 SHS	140,734	295,447
DANAHER CORP COMMON - 10925 SHS	248,064	536,527
DU PONT E I DE NEMOURS & CO - 8560 SHS	333,125	440,155
EMC CORP COM - 16750 SHS	330,342	436,840
EMERSON ELECTRIC CO COM - 7615 SHS	278,228	373,820
EXXON MOBIL CORP, COMMON - 7935 SHS	34,030	633,134
FEDEX CORP COM - 0 SHS	0	0
FRANKLIN RES INC - 3147 SHS	366,088	399,543
GENERAL ELECTRIC, COMMON - 26525 SHS	291,396	475,063
GOOGLE INC CL A - 714 SHS	288,581	431,035
HEWLETT PACKARD CO - 0 SHS	0	0
INTERNATIONAL BUSINESS MACHS - 3390 SHS	311,463	616,472

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON - 2660 SHS	156,379	172,341
JOHNSON CTL INC - 7425 SHS	208,602	274,354
JPMORGAN CHASE & CO - 11385 SHS	343,805	460,523
KELLOGG CO - 0 SHS	0	0
LOWES COS INC - 0 SHS	0	0
MCKESSON CORP - 5120 SHS	313,722	415,334
MEDCO HEALTH SOLUTIONS INC - 0 SHS	0	0
MICROSOFT CORP - 0 SHS	0	0
NATIONAL OILWELL VARCO - 4845 SHS	149,606	390,362
NIKE INC - 2345 SHS	163,063	211,402
NOBLE ENERGY INC - 2305 SHS	137,792	229,762
PEPSICO INC - 3200 SHS	172,817	204,928
PG& E CORP - 0 SHS	0	0
PRINCIPAL FINL GROUP INC - 10725 SHS	307,076	296,332
PROCTER & GAMBLE CO - 6395 SHS	389,289	393,229
SALESFORCE.COM INC - 2660 SHS	254,714	384,929
SCHWAB CHARLES CORP - 0 SHS	0	0
SIMON PROPERTY GROUP INC - 3412 SHS	313,256	411,180
SPECTRA ENERGY CORP - 16360 SHS	262,348	442,047
SUNCOR ENERGY INC. NEW - 6990 SHS	203,120	267,158
SYSCO CORP COM - 0 SHS	0	0
TJX COS INC - 0 SHS	0	0
TRAVELERS COS INC COM - 6310 SHS	336,562	347,870
UNITEDHEALTH GROUP INC - 10500 SHS	332,874	521,115
UNITED TECHNOLOGIES CORP - 3015 SHS	11,074	249,763
US BANCORP - 12235 SHS	294,461	318,844
WAL-MART STORES, COMMON - 3600 SHS	49,759	189,756
WALT DISNEY CO - 6500 SHS	203,163	251,030
WELLS FARGO & CO - 13955 SHS	356,565	389,903
WHOLE FOODS MKT INC - 5680 SHS	244,872	378,856

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AUTODESK INC COM - 4860 SHS	203,050	167,184
BRISTOL MYERS SQUIBB CO COM - 8815 SHS	256,889	252,638
VF CORP - 3500 SHS	369,593	408,800
STARWOOD HOTELS & RESORTS - 3200 SHS	191,827	175,872
CONOCOPHILLIPS COM - 3465 SHS	213,872	249,445
DOMINION RES SINC VA NEW COM - 6780 SHS	298,152	328,491
EATON CORP COM - 6120 SHS	333,479	293,454
GRAINGER W W INC COM - 1512 SHS	172,959	224,335
HJ HEINZ - 5745 SHS	269,056	302,417
JUNIPER NETWORKS INC COM - 9670 SHS	365,766	226,181
OMNICOM GHSROUP INC - 6730 S	309,664	315,772
ORACLE CORP COM - 15270 SHS	415,846	466,957
PAYCHEX INC COM - 6145 SHS	206,281	173,473
QUALCOMM INC COM - 3705 SHS	203,295	202,960
SCHLUMBERGER LTD COM - 3603 SHS	331,116	325,603

TY 2010 Investments Government Obligations Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

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

1,437,586

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

1,650,643

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

0

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

0

TY 2010 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	695	0		695
CORPORATE FILING FEES	125	55		70
MISCELLANEOUS EXPENSES	132	83		49
PENALTIES	17	0		0

TY 2010 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	92,912	46,456		46,456

TY 2010 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	8,934	2,978		5,956
FEDERAL EXCISE TAX	22,705	0		0