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Form 990-PF

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 08-01-2010, and ending 07-31-2011

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

Name of foundation: CHARLES AND M R SHAPIRO FOUNDATION INC

A Employer identification number: 36-6109757

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

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

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

C If exemption application is pending, check here; D 1. Foreign organizations, check here; D 2. Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization: Section 501(c)(3) exempt private foundation

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

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

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	728,757	1,577,924	1,577,924		
	<b>3</b>	Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	<b>4</b>	Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	1,400,000 <input checked="" type="checkbox"/>	1,437,586	1,650,643		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	12,866,249 <input checked="" type="checkbox"/>	14,584,637	19,937,206		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	13,610,257 <input checked="" type="checkbox"/>	12,702,698	13,302,515		
	<b>11</b>	Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____					
<b>15</b>	Other assets (describe <input type="checkbox"/> _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	28,605,263	30,302,845	36,468,288			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe <input type="checkbox"/> _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .	28,605,263	30,302,845			
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds					
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	28,605,263	30,302,845				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	28,605,263	30,302,845				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	28,605,263
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,697,582
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	30,302,845
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	2,923,895
<b>3</b> 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		<b>3</b>	

**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

  

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 248517
<b>3</b> 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	<b>3</b>	0 049703
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	<b>4</b>	36,207,374
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	1,799,615
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	36,103
<b>7</b> Add lines 5 and 6.	<b>7</b>	1,835,718
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	36,103
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	36,103
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	36,103
<b>6</b>	Credits/Payments		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	20,000
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	20,000
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	16,103
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</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)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation  \$ <u>0</u> <b>(2)</b> On foundation managers  \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ <u>0</u>		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)  IL _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>HEGRE MCMAHON SCHIMMEL LLC</b> Telephone no <b>(312) 345-6200</b> Located at <b>29 E MADISON STREET SUITE 1010 CHICAGO IL</b> ZIP+4 <b>60602</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <b>15</b>			
<b>16</b>	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?	<b>16</b>		<b>No</b>

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
<b>1a</b>	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 checked="" type="checkbox"/> Yes <input 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? ( <b>Exception.</b> 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>b</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. <input type="checkbox"/>	<b>1b</b>	<b>No</b>
<b>c</b>	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?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____		
<b>3a</b>	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>b</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> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**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 3535 PATTEN ROAD UNIT 5C HIGHLAND PARK, IL 60035	PRES & DIR 25 00	150,000	0	0
MICHAEL D VICK 810 KIMBALL RD HIGHLAND PARK, IL 60035	TREAS & DIR 1 00	4,000	0	0
JOAN PINES 776 THACKERAY DR HIGHLAND PARK, IL 60035	VP, SEC & DIR 1 00	4,000	0	0
LINDA GODLEWSKI 10638 S AVENUE L CHICAGO, IL 60667	TREAS, ASST SECY & DIR 1 00	0	0	0

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
<b>3</b> All other program-related investments. See page 24 of the instructions	

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	36,764,043
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	-5,288
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	36,758,755
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	36,758,755
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	551,381
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	36,207,374
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	1,810,369
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5. . . . .	<b>2a</b>	36,103
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	36,103
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	1,774,266
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,774,266
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,774,266

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,889,948
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,889,948
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	<b>5</b>	36,103
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	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
<b>1</b> Distributable amount for 2010 from Part XI, line 7				1,774,266
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only. . . . .			1,442,996	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005. . . . .				
<b>b</b> From 2006. . . . .				
<b>c</b> From 2007. . . . .				
<b>d</b> From 2008. . . . .				
<b>e</b> From 2009. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>1,889,948</u>				
<b>a</b> Applied to 2009, but not more than line 2a			1,442,996	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .	0			
<b>d</b> Applied to 2010 distributable amount. . . . .				446,952
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				1,327,314
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006. . . . .				
<b>b</b> Excess from 2007. . . . .				
<b>c</b> Excess from 2008. . . . .				
<b>d</b> Excess from 2009. . . . .				
<b>e</b> Excess from 2010. . . . .				

Part XIV Private 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)

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; 2b 85% of line 2a; 2c Qualifying distributions from Part XII...; 2d Amounts included in line 2c not used directly...; 2e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; 3a 'Assets' alternative test; 3b 'Endowment' alternative test; 3c 'Support' alternative test.

Part XV Supplementary 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 1,717,183
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0





**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**

	<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> 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**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> 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**

<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> 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**

<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
AE	187,613		12,655	174,958
AF	243,394		226,679	16,715
AG	115,652		99,381	16,271
AH	69,555		61,020	8,535
AI	72,139		65,559	6,580
AJ	151,692		182,534	-30,842
AK	253,380		198,519	54,861
AL	281,090		233,596	47,494
AM	7,192		4,558	2,634
AN	112,671		89,922	22,749
AO	92,735		73,889	18,846
AP	202,588		164,776	37,812
AQ	284,736		255,306	29,430
AR	17,610		19,050	-1,440
AS	107,546		107,054	492
AT	32,559		31,868	691
AU	2,506		2,461	45
AV	209,708		224,556	-14,848
AW	2,614		2,701	-87
AX	86		89	-3
AY	215,127		102,602	112,525
AZ	99,464		53,277	46,187
BA	365,457		12,814	352,643
BB	224,820		57,484	167,336
BC	200,854		112,952	87,902
BD	13,080		13,378	-298
BE	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 - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FM V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
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)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>			<b>3a</b>	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)				
<b>a</b> <i>Paid during the year</i>				
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 W ADAMS 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
<b>Total . . . . .</b>				<b>1,717,183</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
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
<b>Total . . . . .</b>			<b>3a</b>	1,717,183

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<b>a</b> <i>Paid during the year</i>				
JEWISH UNITED FUND JEWISH 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 ISAIAH 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
<b>Total . . . . .</b>				1,717,183

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

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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	TOLERANCE EDUCATION	2,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	PUBLIC	TEACHING TOLERANCE 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
<b>Total . . . . .</b>				1,717,183

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Name and address (home or business)				
<b>a</b> <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
<b>Total . . . . .</b>				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

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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 Investment Income	Adjusted Net Income	Disbursements for Charitable 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