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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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
THE SIDNEY AND BETTY SHAMES FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O SIDNEY SHAMES 57 HOLLY PLACE

City or town, state, and ZIP code
BRIARCLIFF MANOR, NY 10510

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) **\$ 762,640** **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)
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	6,646	6,646		
4	Dividends and interest from securities.	9,814	9,814		
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	29,397			
b	Gross sales price for all assets on line 6a 372,088				
7	Capital gain net income (from Part IV, line 2) . . .		29,397		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	45,857	45,857		

Revenue	13 Compensation of officers, directors, trustees, etc	0	0	0
Operating and Administrative Expenses	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	337	337	0
	19 Depreciation (attach schedule) and depletion . . .			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	7,993	7,993	0
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	8,330	8,330	0
	25 Contributions, gifts, grants paid	31,150		31,150
	26 Total expenses and disbursements. Add lines 24 and 25	39,480	8,330	31,150
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	6,377		
	b Net investment income (if negative, enter -0-) . . .		37,527	
	c Adjusted net income (if negative, enter -0-) . . .			

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing					
	2 Savings and temporary cash investments		1,065	74,629	74,629	
	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		6,156	10,553	10,553	
	10a Investments—U S and state government obligations (attach schedule)		42,524	9,144	9,896	
	b Investments—corporate stock (attach schedule)		511,510	481,452	610,958	
	c Investments—corporate bonds (attach schedule)		64,556	56,410	56,604	
	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)		625,811	632,188	762,640		
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		
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		625,811	632,188		
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0	0		
	29 Retained earnings, accumulated income, endowment, or other funds		0	0		
30 Total net assets or fund balances (see page 17 of the instructions)		625,811	632,188			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		625,811	632,188			
Net Assets or Fund Balances						

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	625,811
2	Enter amount from Part I, line 27a	2	6,377
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	632,188
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	632,188

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.)
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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)
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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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table

b

c

d

e

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	29,397
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))
2010	28,154	760,702	0.037011
2009	32,000	698,537	0.045810
2008	39,997	767,652	0.052103
2007	38,950	792,792	0.049130
2006	38,280	746,966	0.051247

2 Total of line 1, column (d).	2	0.235301
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047060
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	768,221
5 Multiply line 4 by line 3.	5	36,152
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	375
7 Add lines 5 and 6.	7	36,527
8 Enter qualifying distributions from Part XII, line 4.	8	31,150

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	1	751
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 type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	751
3	Add lines 1 and 2.		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	5	751
a	2011 estimated tax payments and 2010 overpayment credited to 2011		
b	Exempt foreign organizations—tax withheld at source	6a	1,332
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld	6b	
7	Total credits and payments Add lines 6a through 6d.		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	7	1,332
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	8	581
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 581 Refunded <input type="checkbox"/>		
		11	0

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
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>	1b	No
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0	2	No
2	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>		
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4a	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		
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?	6	Yes
7	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>		
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NJ	7	Yes
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>		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	8b	Yes
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		
		9	No
		10	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?	13		
Website address ► N/A				
14	The books are in care of ► SIDNEY SHAMES PRESIDENT	Telephone no	► (914) 762-0083	
	Located at ► 57 HOLLY PLACE BRIARCLIFF MANOR NY	ZIP + 4	► 10510	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15		
	and enter the amount of tax-exempt interest received or accrued during the year ►			
16	At any time during calendar year 2011, 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	Yes	No
See 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here. ►		
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	2a	
	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?	3a	
	If "Yes," ► Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011).	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 2011?	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 checked="" 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>			
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	6b	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>			
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		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
SIDNEY J SHAMES 57 HOLLY PLACE BRIARCLIFF MANOR, NY 10501	PRES/TREAS 0 50	0	0	0
BEATRICE SHAMES 57 HOLLY PLACE BRIARCLIFF MANOR, NY 10501	TRUST/SEC 0 50	0	0	0
LEILA S SHAMES 51 BUTLER ROAD SCARSDALE, NY 10583	VICE PRESIDENT 0 50	0	0	0
KENNETH R SHAMES 57 HOLLY PLACE BRIARCLIFF MANOR, NY 10501	DIRECTOR 0 50	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		

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.

1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

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	731,520
b	Average of monthly cash balances.	1b	37,847
c	Fair market value of all other assets (see page 24 of the instructions).	1c	10,553
d	Total (add lines 1a, b, and c).	1d	779,920
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	779,920
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	11,699
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	768,221
6	Minimum investment return. Enter 5% of line 5.	6	38,411

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	38,411
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	751
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	751
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	37,660
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	37,660
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	37,660

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	31,150
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	31,150
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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).	6	31,150
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				37,660
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			3,538	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 31,150			3,538	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . .	0			
d Applied to 2011 distributable amount.			27,612	
e Remaining amount distributed out of corpus	0			0
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				10,048
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

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 2011, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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.			
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 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))

SIDNEY J SHAMES

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	31,150
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	6,646	
4 Dividends and interest from securities.				14	9,814	
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	29,397	
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		45,857	0
13 Total. Add line 12, columns (b), (d), and (e).				13		45,857
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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 or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

(8) Performance of services or membership or fundraising solicitations.

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
<p>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.</p>		
*****	2013-01-28	*****
Signature of officer or trustee	Date	Title
<p>Sign Here</p> <p>Paid Preparer's Use Only</p>	<p>Preparer's Signature</p> <p>SEAN MAGUIRE</p>	<p>Date</p> <p>Check if self-employed</p> <p>PTIN</p>
	<p>Firm's name</p> <p>COHNREZNICK LLP</p> <p>4 BECKER FARM ROAD</p>	<p>Firm's EIN</p> <p>22-1478099</p>
	<p>Firm's address</p> <p>ROSELAND, NJ 070681739</p>	<p>Phone no</p> <p>(973) 228-3500</p>

May the IRS discuss this return with the preparer shown above? See Instructions **Yes** **No**

Additional Data

Software ID:

Software Version:

EIN: 22-3255723

Name: THE SIDNEY AND BETTY SHAMES FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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)
INTEREXION	P	2011-01-28	2011-01-28
GNC	P	2011-04-01	2011-04-14
PANDORA	P	2011-06-14	2011-06-15
KOSMOS ENERGY	P	2011-05-10	2011-08-02
NXP SEMI	P	2011-02-23	2011-08-02
APOLLO GLOBAL	P	2011-03-29	2011-08-02
GNC	P	2011-04-01	2011-08-02
HESS CORP	P	2011-02-09	2011-08-02
350 US STEEL	P	2010-05-14	2011-02-24
500 INGERSOLL RAND	P	2010-11-05	2011-08-02
50 SIEMENS	P	2010-09-03	2011-08-02
50 BLACKROCK	P	2010-09-03	2011-08-02
30 BLACKROCK	P	2010-08-10	2011-08-02
30 BLACKROCK	P	2010-08-04	2011-08-02
175 DEERE	P	2010-08-25	2011-08-02
200 FIRST REPUBLIC	P	2010-12-08	2011-08-02
300 FLEETCOR	P	2010-12-14	2011-08-02
200 GM	P	2010-11-18	2011-08-02
100 GOLDMAN SACHS	P	2010-10-13	2011-08-02
150 UPS	P	2010-09-14	2011-08-02
100 NATIONAL FUEL	P	2006-07-19	2011-02-09
250 INTEL	P	2010-01-15	2011-03-21
250 INTEL	P	2009-10-14	2011-03-21
150 J&J	P	2008-11-06	2011-03-21
250 INTEL	P	2009-10-14	2011-04-12
50 ENBRIDGE	P	2010-03-19	2011-04-26
700 BANK OF AMER	P	2009-12-03	2011-06-07
100 SIEMENS	P	2010-07-22	2011-08-02
100 AMERICAN TOWER	P	2008-03-18	2011-08-02
200 GE	P	2005-08-09	2011-08-02

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)
600 GE	P	2009-03-11	2011-08-02
200 HEWLETT PACKARD	P	2008-11-11	2011-08-02
100 VARIAN	P	2004-08-05	2011-08-02
150 WALMART	P	2008-11-12	2011-08-02
400 WRIGHT EXP	P	2010-03-19	2011-08-02
200 SCHLUMBERGER	P	2005-05-20	2011-08-08
80 BOEING	P	2010-06-16	2011-08-08
75 ENBRIDGE	P	2010-03-19	2011-12-30
8000 ALTIRA	P	2008-12-09	2011-01-03
214 FEDL HOME	P	2007-02-13	2011-01-18
134 FNMA GTD	P	2003-06-12	2011-01-25
212 FEDL HOME	P	2007-02-13	2011-02-15
30000 FED FARM CREDIT	P	2007-04-25	2011-02-17
200 FNMA GTD	P	2003-06-12	2011-02-25
253 FED HOME LOAN	P	2007-02-13	2011-03-15
63 FNMA GTD	P	2003-06-12	2011-03-25
285 FEDL HOME LOAN	P	2007-02-13	2011-04-15
54 FNMA GTD	P	2003-06-12	2011-04-26
216 FEDL HOME LOAN	P	2007-02-13	2011-05-16
40 FNMA GTD	P	2003-06-12	2011-05-25
178 FEDL HOME LOAN	P	2007-02-13	2011-06-15
75 FNMA GTD	P	2003-06-12	2011-06-27
169 FEDL HOME LOAN	P	2007-02-13	2011-07-15
38 FNMA GTD	P	2003-06-12	2011-07-25
175 FDEL HOME LOAN	P	2007-02-13	2011-08-15
43 FNMA GTD	P	2003-06-12	2011-08-25
126 FEDL HOME LOAN	P	2007-02-13	2011-09-15
41 FNMA GTD	P	2003-06-12	2011-09-26
136 FDEL HOME LOAN	P	2007-02-13	2011-10-17
82 FNMA GTD	P	2003-06-12	2011-10-25

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)
189 FEDL HOME LOAN	P	2007-02-13	2011-11-15
45 FNMA GTD	P	2003-06-12	2011-11-25
202 FEDL HOME LOAN	P	2007-02-13	2011-12-15
48 FNMA GTD	P	2003-06-12	2011-12-27
INGERSOLL RAND	P	2010-11-05	2011-03-30
INGERSOLL RAND	P	2010-11-05	2011-06-30

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)
8,540		7,800	740
1,425		1,200	225
7,893		6,400	1,493
6,068		7,200	-1,132
14,358		21,382	-7,024
6,732		7,600	-868
10,184		6,800	3,384
13,708		16,070	-2,362
20,174		18,556	1,618
18,242		20,295	-2,053
6,096		4,800	1,296
8,847		7,557	1,290
5,308		4,745	563
5,308		4,789	519
13,844		10,865	2,979
5,678		5,100	578
8,891		6,900	1,991
5,569		6,600	-1,031
13,347		15,515	-2,168
10,040		10,145	-105
7,103		3,639	3,464
5,075		5,268	-193
5,075		5,224	-149
8,838		8,775	63
4,945		5,224	-279
3,236		2,386	850
7,537		10,500	-2,963
12,192		9,774	2,418
5,223		3,906	1,317
3,517		6,842	-3,325

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)
10,549		5,132	5,417
7,014		6,600	414
6,058		3,265	2,793
7,842		7,875	-33
19,809		12,534	7,275
14,689		6,637	8,052
4,703		5,376	-673
2,800		1,789	1,011
11,252		8,146	3,106
214		215	-1
134		140	-6
212		213	-1
31,065		30,114	951
200		209	-9
253		254	-1
63		66	-3
285		287	-2
54		56	-2
217		218	-1
40		42	-2
178		179	-1
75		78	-3
169		170	-1
38		40	-2
175		176	-1
43		44	-1
126		127	-1
41		43	-2
136		137	-1
82		85	-3

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)
189		190	-1
45		47	-2
202		203	-1
48		50	-2
35		37	-2
60		60	0

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

**(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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			740
			225
			1,493
			-1,132
			-7,024
			-868
			3,384
			-2,362
			1,618
			-2,053
			1,296
			1,290
			563
			519
			2,979
			578
			1,991
			-1,031
			-2,168
			-105
			3,464
			-193
			-149
			63
			-279
			850
			-2,963
			2,418
			1,317
			-3,325

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

**(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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			5,417
			414
			2,793
			-33
			7,275
			8,052
			-673
			1,011
			3,106
			-1
			-6
			-1
			951
			-9
			-1
			-3
			-2
			-2
			-1
			-2
			-1
			-3
			-1
			-2
			-1
			-3
			-1
			-2
			-1
			-1
			-2
			-1
			-1
			-3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			-2
			-1
			-2
			-2
			0

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				
AMERICAN LIVER FOUNDATION75 MAIDEN LANE NEWYORK, NY 10038	NONE	PUBLIC	GENERAL SUPPORT	300
BOCA RATON COMMUNITY HOSPITAL800 MEADOWS ROAD BOCA RATON, FL 33486	NONE	PUBLIC	GENERAL SUPPORT	1,000
CAMP NEJEDA910 SADDLEBACK ROAD STILLWATER, NJ 07875	NONE	PUBLIC	GENERAL SUPPORT	3,000
CITY COLLEGE OF NEWYORK138TH STREET CONVENT AVE NEWYORK, NY 10031	NONE	PUBLIC	GENERAL SUPPORT	10,000
JEWISH COMMUNITY CENTER ON THE HUDSON371 SOUTH BROADWAY TARRYTOWN, NY 10691	NONE	PUBLIC	GENERAL SUPPORT	1,000
MUSEUM OF JEWISH HERITAGE36 BATTERY PLACE NEWYORK, NY 10280	NONE	PUBLIC	GENERAL SUPPORT	100
OSSINING CHILDRENS CENTER90 SOUTH HIGHLAND AVE OSSINING, NY 10562	NONE	PUBLIC	GENERAL SUPPORT	1,000
PHELPS MEMORIAL HOSPITAL701 N BROADWAY SLEEPY HOLLOW, NY 10591	NONE	PUBLIC	GENERAL SUPPORT	1,500
SOUTH PALM BEACH COUNTY JEWISH FEDERATION9901 DONNA KLEIN BLVD BOCA RATON, FL 33324	NONE	PUBLIC	GENERAL SUPPORT	1,500
UNITED JEWISH APPEAL FEDERATION130 E 59TH ST NEWYORK, NY 10022	NONE	PUBLIC	GENERAL SUPPORT	2,500
UNITED WAY2600 QUANTUM BLVD BOYNTON BEACH, FL 33426	NONE	PUBLIC	GENERAL SUPPORT	200
WNYC RADIOP O BOX 1550 NEWYORK, NY 10116	NONE	PUBLIC	GENERAL SUPPORT	250
NATIONAL YIDDISH BOOK CENTER 101 WEST STREET AMHERST, MA 01002	NONE	PUBLIC	GENERAL SUPPORT	300
WESTCHESTER INST FOR TRAINING IN PSYCHOANALYSIS AND PSYCHOTHERAPY66 MAIN STREET BEDFORD HILLS, NY 10507	NONE	PUBLIC	GENERAL SUPPORT	500
NARAL PRO CHOICE NY470 PARK AVE SOUTH NEWYORK, NY 10016	NONE	PUBLIC	GENRAL SUPPORT	500
WESTCHESTER MEDICAL CENTER FOUNDATION100 WOODS ROAD VALHALLA, NY 10595	NONE	PUBLIC	GENERAL SUPPORT	2,000
HADASSAH50 WEST 58TH STREET NEWYORK, NY 10019	NONE	PUBLIC	GENERAL SUPPORT	500
UNION COLLEGE ANNUAL FUND807 UNION STREET SCHENECTADY, NY 12308	NONE	PUBLIC	GENERAL SUPPORT	2,000
FOOD BANK OF WESTCHESTER200 CLEARBROOK ROAD ELMSFORD, NY 10523	NONE	PUBLIC	GENERAL SUPPORT	2,000
HARLEM CHILDREN'S ZONE35 EAST 125TH STREET NEWYORK, NY 10035	NONE	PUBLIC	GENERAL SUPPORT	1,000
Total				31,150
			► 3a	

TY 2011 Investments Corporate Bonds Schedule

Name: THE SIDNEY AND BETTY SHAMES FOUNDATION INC

EIN: 22-3255723

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NATIONSBANK	29,212	25,428
PHILLIPS PETROLEUM	27,198	31,176

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE SIDNEY AND BETTY SHAMES FOUNDATION INC
EIN: 22-3255723

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO	8,091	13,270
PROCTOR GAMBLE	8,387	10,007
PROCTOR GAMBLE	5,402	6,671
MCDONALDS CORP	3,131	10,033
MCDONALDS CORP	6,027	20,066
MCDONALDS CORP	1,727	5,017
EXXON MOBIL	10,526	25,428
SCHLUMBERGER	15,747	17,078
JP MORGAN	2,497	2,328
JP MORGAN	8,920	10,973
BECTON DICKINSON	4,061	5,604
NOVARTIS	7,314	11,434
ABB LTD	656	1,883
MICROSOFT	5,212	3,894
MICROSOFT	9,779	10,384
MICROSOFT	5,920	6,490
APPLE INC	8,637	40,500
GOOGLE	6,413	12,918
ORACLE	6,600	10,260
VISA	14,126	25,383
WELLS FARGO	20,432	19,292
MERCK	3,314	5,655
INTEL	5,224	6,063
BAC CAP TR VIII	11,661	16,578
ENBRIDGE	16,701	26,187
JP MORGAN	24,600	19,950
CATERPILLAR	25,080	27,180
FEDEX	12,793	12,527
GOOGLE	12,333	12,918
GOOGLE	18,748	19,377

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE	12,245	12,825
U.S. STEEL	7,915	7,938
U.S. STEEL	7,045	7,277
CUMMINS	13,598	13,203
FORD	15,091	15,064
MATTRESS FIRM	4,400	4,638
MATTRESS FIRM	7,600	9,276
BAKER HUGHES	15,732	13,376
ABB LTD	13,320	14,123
BOEING	23,462	25,673
GENERAL ELECTRIC	14,519	16,119
GENERAL ELECTRIC	7,275	7,164
INTEL	5,875	6,063
INTEL	11,890	12,125
QUALCOM	17,026	16,410
SIEMENS	14,400	14,336

TY 2011 Investments Government Obligations Schedule

Name: THE SIDNEY AND BETTY SHAMES FOUNDATION INC
EIN: 22-3255723

US Government Securities - End of

Year Book Value: 9,144

US Government Securities - End of

Year Fair Market Value: 9,896

State & Local Government

Securities - End of Year Book
Value: 0

State & Local Government

Securities - End of Year Fair
Market Value: 0

TY 2011 Other Expenses Schedule

Name: THE SIDNEY AND BETTY SHAMES FOUNDATION INC

EIN: 22-3255723

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	7,993	7,993		0

TY 2011 Taxes Schedule

Name: THE SIDNEY AND BETTY SHAMES FOUNDATION INC**EIN:** 22-3255723

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID ON DIVIDENDS	337	337		0