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

OMB No 1545-0052

**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** , 2011, and ending , 20

Name of foundation  
**GERALD & OLIVA SHAPIRO FAM FDN**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**1525 W W.T. HARRIS BLVD. D1114-044**

City or town, state, and ZIP code  
**CHARLOTTE, NC 28288**

**A Employer identification number**  
27-1521392

**B Telephone number (see instructions)**  
(336) 747-8202

**C** If exemption application is pending, check here ☐

**D** 1 Foreign organizations, check here ☐  
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

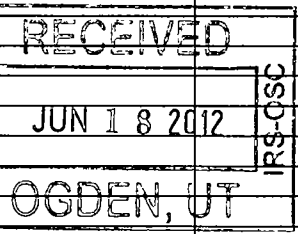
**G** Check all that apply. ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

**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) ▶ \$ 2,369,163.

**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 instructions).) |                                                                                               | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                          | 71.                                | 71.                       |                         | STMT 1                                                      |
|                                                                                                                                                                     | 4 Dividends and interest from securities                                                      | 86,583.                            | 86,190.                   |                         | STMT 2                                                      |
|                                                                                                                                                                     | 5a Gross rents                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                      | 82,981.                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a 1,580,822.                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                              |                                    | 82,981.                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                   |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | b Less Cost of goods sold                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule)                                                             |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 12 Total. Add lines 1 through 11                                                              | 169,635.                           | 169,242.                  |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc.                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 14 Other employee salaries and wages                                                          |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits                                                           |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule)                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) STMT 7                                                    | 604.                               | NONE                      | NONE                    | 604.                                                        |
|                                                                                                                                                                     | c Other professional fees (attach schedule) STMT 8                                            | 18,824.                            | 18,824.                   |                         |                                                             |
|                                                                                                                                                                     | 17 Interest                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions) STMT 9                                          | 2,078.                             | 1,129.                    |                         |                                                             |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings                                                          |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                     | 22 Printing and publications                                                                  |                                    | NONE                      | NONE                    |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule)                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 21,506.                            | 19,953.                   | NONE                    | 604.                                                        |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid                                                          | 64,500.                            |                           |                         | 64,500.                                                     |
|                                                                                                                                                                     | 26 Total expenses and disbursements. Add lines 24 and 25                                      | 86,006.                            | 19,953.                   | NONE                    | 65,104.                                                     |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                              |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | a Excess of revenue over expenses and disbursements                                           | 83,629.                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Net investment income (if negative, enter -0-)                                              |                                    | 149,289.                  |                         |                                                             |
|                                                                                                                                                                     | c Adjusted net income (if negative, enter -0-)                                                |                                    |                           |                         |                                                             |



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| 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 . . . . .                                                                                |                                                              | 78,872.           | 67,760.        | 67,760.               |
|                             | 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 instructions) . . . . |                                                              |                   |                |                       |
|                             | 7                                                                                                                           | Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                  |                                                              |                   |                |                       |
|                             |                                                                                                                             | Less allowance for doubtful accounts ▶ . . . . .                                                                                | NONE                                                         |                   |                |                       |
|                             | 8                                                                                                                           | Inventories for sale or use . . . . .                                                                                           |                                                              |                   |                |                       |
|                             | 9                                                                                                                           | Prepaid expenses and deferred charges . . . . .                                                                                 |                                                              |                   |                |                       |
|                             | 10 a                                                                                                                        | Investments - U S and state government obligations (attach schedule) . . . . .                                                  | STMT 10                                                      | 609,135.          |                |                       |
|                             | b                                                                                                                           | Investments - corporate stock (attach schedule) . . . . .                                                                       | STMT 11                                                      | 413,638.          | 1,231,326.     | 1,229,835.            |
|                             | c                                                                                                                           | Investments - corporate bonds (attach schedule) . . . . .                                                                       | STMT 17                                                      | 1,209,757.        | 893,148.       | 875,726.              |
|                             | Liabilities                                                                                                                 | 11                                                                                                                              | Investments - land, buildings, and equipment basis . . . . . |                   |                |                       |
|                             |                                                                                                                             | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                     |                                                              |                   |                |                       |
| 12                          |                                                                                                                             | Investments - mortgage loans . . . . .                                                                                          |                                                              |                   |                |                       |
| 13                          |                                                                                                                             | Investments - other (attach schedule) . . . . .                                                                                 | STMT 18                                                      | 5,623.            | 200,000.       | 195,842.              |
| 14                          |                                                                                                                             | Land, buildings, and equipment basis . . . . .                                                                                  |                                                              |                   |                |                       |
|                             |                                                                                                                             | Less accumulated depreciation (attach schedule) ▶ . . . . .                                                                     |                                                              |                   |                |                       |
| 15                          |                                                                                                                             | Other assets (describe ▶ . . . . .)                                                                                             | STMT 19                                                      |                   |                |                       |
| 16                          |                                                                                                                             | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                  |                                                              | 2,317,025.        | 2,392,234.     | 2,369,163.            |
| 17                          |                                                                                                                             | Accounts payable and accrued expenses . . . . .                                                                                 |                                                              |                   |                |                       |
| 18                          |                                                                                                                             | Grants payable . . . . .                                                                                                        |                                                              |                   |                |                       |
| Net Assets or Fund Balances | 19                                                                                                                          | Deferred revenue . . . . .                                                                                                      |                                                              |                   |                |                       |
|                             | 20                                                                                                                          | Loans from officers, directors, trustees, and other disqualified persons . . . . .                                              |                                                              |                   |                |                       |
|                             | 21                                                                                                                          | Mortgages and other notes payable (attach schedule) . . . . .                                                                   |                                                              |                   |                |                       |
|                             | 22                                                                                                                          | Other liabilities (describe ▶ . . . . .)                                                                                        |                                                              |                   |                |                       |
|                             | 23                                                                                                                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                    |                                                              |                   |                |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                                                     |                                                                                                                                 |                                                              |                   |                |                       |
|                             | and complete lines 24 through 26 and lines 30 and 31.                                                                       |                                                                                                                                 |                                                              |                   |                |                       |
|                             | 24                                                                                                                          | Unrestricted . . . . .                                                                                                          |                                                              |                   |                |                       |
|                             | 25                                                                                                                          | Temporarily restricted . . . . .                                                                                                |                                                              |                   |                |                       |
|                             | 26                                                                                                                          | Permanently restricted . . . . .                                                                                                |                                                              |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> |                                                                                                                                 |                                                              |                   |                |                       |
|                             | 27                                                                                                                          | Capital stock, trust principal, or current funds . . . . .                                                                      |                                                              | 2,317,025.        | 2,392,234.     |                       |
|                             | 28                                                                                                                          | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                         |                                                              |                   |                |                       |
|                             | 29                                                                                                                          | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                      |                                                              |                   |                |                       |
|                             | 30                                                                                                                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                           |                                                              | 2,317,025.        | 2,392,234.     |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                          |                                                                                                                                 | 2,317,025.                                                   | 2,392,234.        |                |                       |

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

|   |                                                                                                                                                                      |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . . | 1 | 2,317,025. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 83,629.    |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 20 . . . . .                                                                                        | 3 | 9,280.     |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 2,409,934. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 21 . . . . .                                                                                              | 5 | 17,700.    |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                               | 6 | 2,392,234. |

**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<br>P-Purchase<br>D-Donation                                                    | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                             |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                            | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| <b>a</b> 1,563,870.                                                                                                              |                                            | 1,497,841.                                      | 66,029.                                                                                         |                                      |                                  |
| <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                                      |                                            |                                                 |                                                                                                 |                                      |                                  |
| (i) FMV as of 12/31/69                                                                                                           | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| <b>a</b>                                                                                                                         |                                            |                                                 | 66,029.                                                                                         |                                      |                                  |
| <b>b</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2 Capital gain net income or (net capital loss)</b>                                                                           |                                            |                                                 | <b>2</b>                                                                                        | 82,981.                              |                                  |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>                                           |                                            |                                                 | <b>3</b>                                                                                        |                                      |                                  |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8                     |                                            |                                                 |                                                                                                 |                                      |                                  |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2010                                                                                                                                                                                  | 217,669.                                 | 2,286,905.                                   | 0.095181                                                    |
| 2009                                                                                                                                                                                  | NONE                                     | 2,462,581.                                   | NONE                                                        |
| 2008                                                                                                                                                                                  |                                          |                                              |                                                             |
| 2007                                                                                                                                                                                  |                                          |                                              |                                                             |
| 2006                                                                                                                                                                                  |                                          |                                              |                                                             |
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                  |                                          |                                              | <b>2</b> 0.095181                                           |
| <b>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</b> |                                          |                                              | <b>3</b> 0.047591                                           |
| <b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>                                                                                                 |                                          |                                              | <b>4</b> 2,464,122.                                         |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                    |                                          |                                              | <b>5</b> 117,270.                                           |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                   |                                          |                                              | <b>6</b> 1,493.                                             |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                            |                                          |                                              | <b>7</b> 118,763.                                           |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                         |                                          |                                              | <b>8</b> 65,104.                                            |
| If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.                            |                                          |                                              |                                                             |

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

|                                                                                                                                                                                                                                                              |    |        |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter <u>04/30/2011</u> (attach copy of letter if necessary - see instructions) |    | 1      | 2,986. |
| 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 . . . . .                                                                                                  |    |        |        |
| 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-) . . . . .                                                                                                                                         |    | 2      |        |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                                |    | 3      | 2,986. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .                                                                                                                                       |    | 4      | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                                          |    | 5      | 2,986. |
| 6 Credits/Payments                                                                                                                                                                                                                                           |    |        |        |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .                                                                                                                                                                                | 6a | 468.   |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                                            | 6b | NONE   |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                              | 6c | 2,518. |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                                          | 6d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                              |    | 7      | 2,986. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                                |    | 8      |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                                    |    | 9      |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                                       |    | 10     |        |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> . . . . .                                                                                                                    |    | 11     |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                                   | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                                 |     | X  |
| 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)? . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                                  |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$                                                                                                                                                  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$                                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                         |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                            |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                          |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                                      |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                                   |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .                    | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                                               | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL                                                                                                                                                                                                                                 |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .                                                                                                                                           | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                                  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                                   |     | X  |

Form 990-PF (2011)

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

|                            |                                                                                                                                                                                                                                                                                                                                     |    |     |      |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|------|
| 11                         | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                             | 11 |     | X    |
| 12                         | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                            | 12 |     | X    |
| 13                         | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                                                                                                                 | 13 | X   |      |
| Website address <u>N/A</u> |                                                                                                                                                                                                                                                                                                                                     |    |     |      |
| 14                         | The books are in care of <u>Wells Fargo Bank NA</u> Telephone no <u>(336) 747-8202</u>                                                                                                                                                                                                                                              |    |     |      |
|                            | Located at <u>1W 4TH ST 6TH FLOOR, WINSTON SALEM, NC</u> ZIP + 4 <u>27101-3818</u>                                                                                                                                                                                                                                                  |    |     |      |
| 15                         | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>                                                                                                              |    |     |      |
| 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u> | 16 | Yes | No X |

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

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

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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 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 |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 22     |                                                           | - 0 -                                     | - 0 -                                                                 | - 0 -                                 |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see 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                                                          |                                                           | NONE             | NONE                                                                  | NONE                                  |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total number of other employees paid over \$50,000** ☐ NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     | NONE             |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . **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.

Expenses

|        |  |
|--------|--|
| 1 NONE |  |
| 2      |  |
| 3      |  |
| 4      |  |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

|                                                        |  |
|--------------------------------------------------------|--|
| 1 NONE                                                 |  |
| 2                                                      |  |
| All other program-related investments See instructions |  |
| 3 NONE                                                 |  |

Total. Add lines 1 through 3 . . . . .

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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> | 2,373,026. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 128,621.   |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 2,501,647. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 2,501,647. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 37,525.    |
| <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>  | 2,464,122. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 123,206.   |

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

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 123,206. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                                    | <b>2a</b> | 2,986.   |
| <b>b</b>  | Income tax for 2011. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 2,986.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 120,220. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 120,220. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 120,220. |

**Part XII Qualifying Distributions** (see 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> | 65,104. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE    |
| <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> | NONE    |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE    |
| <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>  | 65,104. |
| <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 instructions) | <b>5</b>  | N/A     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 65,104. |

**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 instructions)

|                                                                                                                                                                                      | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 120,220.    |
| 2 Undistributed income, if any, as of the end of 2011                                                                                                                                |               |                            | NONE        |             |
| a Enter amount for 2010 only . . . . .                                                                                                                                               |               |                            | NONE        |             |
| b Total for prior years: 20 09, 20 , 20                                                                                                                                              |               | NONE                       |             |             |
| 3 Excess distributions carryover, if any, to 2011:                                                                                                                                   |               |                            |             |             |
| a From 2006 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| b From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| c From 2008 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| d From 2009 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| e From 2010 . . . . .                                                                                                                                                                | 100,575.      |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 100,575.      |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 65,104.                                                                                                               |               |                            |             |             |
| a Applied to 2010, but not more than line 2a . . .                                                                                                                                   |               |                            | NONE        |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| d Applied to 2011 distributable amount . . . . .                                                                                                                                     |               |                            |             | 65,104.     |
| e Remaining amount distributed out of corpus . .                                                                                                                                     | NONE          |                            |             |             |
| 5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a) )                                                | 55,116.       |                            |             | 55,116.     |
| 6 Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                                  | 45,459.       |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | NONE                       |             |             |
| 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 . . . . . |               | NONE                       |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            | NONE        |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .                                                              |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .                                      | NONE          |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .                                                                                  | NONE          |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 45,459.       |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| a Excess from 2007 . . .                                                                                                                                                             | NONE          |                            |             |             |
| b Excess from 2008 . . .                                                                                                                                                             | NONE          |                            |             |             |
| c Excess from 2009 . . .                                                                                                                                                             | NONE          |                            |             |             |
| d Excess from 2010 . . .                                                                                                                                                             | 45,459.       |                            |             |             |
| e Excess from 2011 . . .                                                                                                                                                             |               |                            |             |             |

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

NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . . ▶

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

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

| Tax year                                                                                                                                                          | Prior 3 years |          |          |          | (e) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|----------|-----------|
|                                                                                                                                                                   | (a) 2011      | (b) 2010 | (c) 2009 | (d) 2008 |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                 |               |          |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                            |               |          |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                          |               |          |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                  |               |          |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                |               |          |          |          |           |
| <b>a</b> "Assets" alternative test - enter                                                                                                                        |               |          |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                          |               |          |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .                                                                                     |               |          |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                             |               |          |          |          |           |
| <b>c</b> "Support" alternative test - enter                                                                                                                       |               |          |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . . |               |          |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                      |               |          |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                        |               |          |          |          |           |
| <b>(4)</b> Gross investment income . . . . .                                                                                                                      |               |          |          |          |           |

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

N/A

**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.

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

**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**

| <b>Recipient</b><br><b>Name and address (home or business)</b> | <small>If recipient is an individual,<br/>show any relationship to<br/>any foundation manager<br/>or substantial contributor</small> | <small>Foundation<br/>status of<br/>recipient</small> | <small>Purpose of grant or<br/>contribution</small> | <small>Amount</small> |
|----------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------------|-----------------------|
| <b>a Paid during the year</b><br><br>SEE STATEMENT 24          |                                                                                                                                      |                                                       |                                                     |                       |
| <b>Total</b>                                                   |                                                                                                                                      |                                                       | <b>3a</b>                                           | 64,500.               |
| <b>b Approved for future payment</b>                           |                                                                                                                                      |                                                       |                                                     |                       |
| <b>Total</b>                                                   |                                                                                                                                      |                                                       | <b>3b</b>                                           |                       |

[illegible]

**13 Total.** Add line 12, columns (b), (d), and (e) . . . . .  
(See worksheet in line 13 instructions to verify calculations)

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

| Line No. | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.) |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1        |                                                                                                                                                                                                                                                   |
| 2        |                                                                                                                                                                                                                                                   |
| 3        |                                                                                                                                                                                                                                                   |
| 4        |                                                                                                                                                                                                                                                   |
| 5        |                                                                                                                                                                                                                                                   |
| 6        |                                                                                                                                                                                                                                                   |
| 7        |                                                                                                                                                                                                                                                   |
| 8        |                                                                                                                                                                                                                                                   |
| 9        |                                                                                                                                                                                                                                                   |
| 10       |                                                                                                                                                                                                                                                   |
| 11       |                                                                                                                                                                                                                                                   |
| 12       |                                                                                                                                                                                                                                                   |
| 13       |                                                                                                                                                                                                                                                   |
| 14       |                                                                                                                                                                                                                                                   |
| 15       |                                                                                                                                                                                                                                                   |
| 16       |                                                                                                                                                                                                                                                   |
| 17       |                                                                                                                                                                                                                                                   |
| 18       |                                                                                                                                                                                                                                                   |
| 19       |                                                                                                                                                                                                                                                   |
| 20       |                                                                                                                                                                                                                                                   |
| 21       |                                                                                                                                                                                                                                                   |
| 22       |                                                                                                                                                                                                                                                   |
| 23       |                                                                                                                                                                                                                                                   |
| 24       |                                                                                                                                                                                                                                                   |
| 25       |                                                                                                                                                                                                                                                   |
| 26       |                                                                                                                                                                                                                                                   |
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| 89       |                                                                                                                                                                                                                                                   |
| 90       |                                                                                                                                                                                                                                                   |
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| 92       |                                                                                                                                                                                                                                                   |
| 93       |                                                                                                                                                                                                                                                   |
| 94       |                                                                                                                                                                                                                                                   |
| 95       |                                                                                                                                                                                                                                                   |
| 96       |                                                                                                                                                                                                                                                   |
| 97       |                                                                                                                                                                                                                                                   |
| 98       |                                                                                                                                                                                                                                                   |
| 99       |                                                                                                                                                                                                                                                   |
| 100      |                                                                                                                                                                                                                                                   |

NOT APPLICABLE

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

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

Signature of officer or trustee

05/03/2012  
Date

Trustee  
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

GERALD SHAPIRO- / SHAPIRO F

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

TAMMY RENAUD

Preparer's signature

Date \_\_\_\_\_

2 Check ☐ if self-employed

PTIN

P01043078

Firm's name ► WELLS FARGO BANK, N.A.

Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044

CHARLOTTE, NC

28288

Phone no 704-427-6882

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS  
=====

| DESCRIPTION<br>-----                     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|------------------------------------------|--------------------------------------------------|--------------------------------------|
| WELLS FARGO - SECURED MARKET DEPOSIT ACC | 71.                                              | 71.                                  |
|                                          | -----                                            | -----                                |
| TOTAL                                    | 71.                                              | 71.                                  |
|                                          | =====                                            | =====                                |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
=====

| DESCRIPTION<br>-----                                                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|-------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|
| ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/<br>ABERCROMBIE & FITCH CO CL A | 174.<br>6.                                       | 174.<br>6.                           |
| AETNA INC-NEW COM                                                       | 55.                                              | 55.                                  |
| ALLEGHENY TECHNOLOGIES INC COM                                          | 30.                                              | 30.                                  |
| ALLERGAN INC COM W/RIGHTS ATTACHED EXP 2                                | 7.                                               | 7.                                   |
| AMERICAN ELEC PWR CO INC COM                                            | 50.                                              | 50.                                  |
| AMERICAN EXPRESS CO COM                                                 | 55.                                              | 55.                                  |
| AMERIPRISE FINANCIAL INC                                                | 94.                                              | 94.                                  |
| APPLIED MATERIALS INC COM W/RIGHTS ATTAC                                | 42.                                              | 42.                                  |
| BG GROUP PLC- SPON ADR ISIN US0554342032                                | 7.                                               | 7.                                   |
| BAKER HUGHES INC COM                                                    | 13.                                              | 13.                                  |
| BLACKROCK INC                                                           | 61.                                              | 61.                                  |
| BOEING CO COM                                                           | 217.                                             | 217.                                 |
| CME GROUP INC                                                           | 25.                                              | 25.                                  |
| CANADIAN NAT RES LTD COM CN\$                                           | 31.                                              | 31.                                  |
| CATERPILLAR INC COM W/RTS EXP 12/11/2006                                | 46.                                              | 46.                                  |
| CENTURYTEL INC COM                                                      | 207.                                             | 207.                                 |
| COACH INC COM W/RTS ATTACHED EXP 5/2/201                                | 26.                                              | 26.                                  |
| COCA-COLA CO COM                                                        | 169.                                             | 169.                                 |
| COLGATE-PALMOLIVE CO COM                                                | 79.                                              | 79.                                  |
| COMCAST CORP NEW CL A SPL                                               | 132.                                             | 132.                                 |
| COMERICA INC COM RT EXPS 07/01/2006                                     | 11.                                              | 11.                                  |
| CONOCOPHILLIPS COM                                                      | 90.                                              | 90.                                  |
| CORNING INC COM W/RTS EXP 07/15/2006                                    | 60.                                              | 60.                                  |
| CUMMINS INC COM                                                         | 15.                                              | 15.                                  |
| DANAHER CORP COM                                                        | 12.                                              | 12.                                  |
| DEERE & CO COM                                                          | 14.                                              | 14.                                  |
| DEVON ENERGY CORP NEW COM                                               | 39.                                              | 39.                                  |
| DIAMOND HILL LONG-SHORT FD CL I #11                                     | 47.                                              | 47.                                  |
| DU PONT E I DE NEMOURS & CO COM                                         | 138.                                             | 138.                                 |
| EOG RES INC COM                                                         | 17.                                              | 17.                                  |
| EATON VANCE FLOATING RATE FD-I #924<br>DML507 5892 05/03/2012 10:17:02  | 6,131.                                           | 5,915.                               |



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                               | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                     | -----                                   | -----                       |
| EATON VANCE GLOBAL MACRO - I #0088        | 185.                                    | 183.                        |
| EMERSON ELEC CO COM W/RTS ATTACHED EXP 1  | 25.                                     | 25.                         |
| EXXON MOBIL CORP COM                      | 184.                                    | 184.                        |
| FILMC POOL #G03551 6.000% 11/01/37        | 102.                                    | 102.                        |
| FILMC POOL #G03819 6.000% 1/01/38         | 21.                                     | 21.                         |
| FILMC POOL #G03941 6.000% 2/01/38         | 31.                                     | 31.                         |
| FILMC POOL #G06085 6.500% 9/01/38         | -48.                                    | -48.                        |
| FILMC POOL #A93093 4.500% 7/01/40         | 109.                                    | 109.                        |
| FNMA POOL #AE8070 4.000% 12/01/40         | -69.                                    | -69.                        |
| FNMA POOL #AE9758 4.000% 12/01/40         | -96.                                    | -96.                        |
| FID ADV EMER MKTS INC- CL I #607          | 5,764.                                  | 5,764.                      |
| FIDELITY NATL INFORMATION SVCS INC        | 24.                                     | 24.                         |
| FLOWERVE CORP COM                         | 9.                                      | 9.                          |
| FRANKLIN RES INC COM                      | 92.                                     | 92.                         |
| FREEMPORT MCMORAN COPPER & GOLD CL B W/RT | 122.                                    | 122.                        |
| GENUINE PARTS CO COM W/RIGHTS ATTACHED E  | 96.                                     | 96.                         |
| HEWLETT-PACKARD CO COM                    | 11.                                     | 11.                         |
| HUDSON CITY BANCORP INC COM               | 14.                                     | 14.                         |
| HUSSMAN STRATEGIC GROWTH FD               | 490.                                    | 490.                        |
| INTEL CORP COM                            | 49.                                     | 49.                         |
| INTERNATIONAL GAME TECHNOLOGY COM         | 46.                                     | 46.                         |
| INTERNATIONAL PAPER CO COM                | 66.                                     | 66.                         |
| ISHARES RUSSELL MIDCAP VALUE              | 1,234.                                  | 1,234.                      |
| ISHARES TR RUSSELL MIDCAP GROWTH          | 91.                                     | 91.                         |
| ISHARES RUSSELL 2000 VALUE INDEX FUND     | 1,140.                                  | 1,140.                      |
| ISHARES RUSSELL 2000 GROWTH INDEX FUND    | 47.                                     | 47.                         |
| JP MORGAN CHASE & CO COM                  | 16.                                     | 16.                         |
| JOHNSON & JOHNSON COM                     | 94.                                     | 94.                         |
| KOHL'S CORP COM                           | 82.                                     | 82.                         |
| KROGER CO COM                             | 27.                                     | 27.                         |
| LAUDER ESTEE COS INC CL A                 | 24.                                     | 24.                         |
| LAZARD EMERGING MKTS PTFL #638            | 5,177.                                  | 5,177.                      |
| LORILLARD INC                             | 21.                                     | 21.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| MAINSTAY CONVERTIBLE FD CL I #2584       | 639.                                    | 639.                        |
| MCDONALDS CORP COM                       | 67.                                     | 67.                         |
| MEAD JOHNSON NUTRITION CO                | 44.                                     | 44.                         |
| METLIFE INC COM                          | 95.                                     | 95.                         |
| MICROSOFT CORP COM                       | 262.                                    | 262.                        |
| MONSANTO CO NEW COM                      | 27.                                     | 27.                         |
| NYSE EURONEXT INC                        | 159.                                    | 60.                         |
| NATIONAL OILWELL INC COM                 | 39.                                     | 39.                         |
| NORDSTROM INC COM                        | 19.                                     | 19.                         |
| NSTAR COM                                | 129.                                    | 129.                        |
| OCCIDENTAL PETE CORP COM                 | 85.                                     | 85.                         |
| ORACLE CORP COM                          | 104.                                    | 104.                        |
| PIMCO FDS PAC INVT MGMT SER LOW DURATION | 5,765.                                  | 5,765.                      |
| PIMCO EMERG MKTS BD-INST #137            | 1,298.                                  | 1,298.                      |
| PNC FINL SVCS GROUP INC COM W/RIGHTS ATT | 45.                                     | 45.                         |
| PEPSICO INC COM                          | 37.                                     | 37.                         |
| PIMCO COMMODITY REAL RET STRAT-I#45      | 25,094.                                 | 25,094.                     |
| PIMCO EMERGING LOCAL BOND IS #332        | 2,215.                                  | 2,215.                      |
| POTASH CORP SASK INC COM W/RTS ATTACHED  | 10.                                     | 10.                         |
| PRAXAIR INC COM                          | 161.                                    | 161.                        |
| PRECISION CASTPARTS CORP COM W/RIGHTS AT | 3.                                      | 3.                          |
| T ROWE CORPORATE INCOME FD #112          | 4,740.                                  | 4,740.                      |
| PROCTER & GAMBLE CO COM                  | 129.                                    | 129.                        |
| PRUDENTIAL FINANCIAL INC COM             | 129.                                    | 129.                        |
| QUALCOMM INC COM W/RTS ATTACHED          | 19.                                     | 19.                         |
| QWEST COMMUNICATIONS INTL INC COM        | 34.                                     | 34.                         |
| RANGE RES CORP COM                       | 4.                                      | 4.                          |
| RAYTHEON CO COM                          | 31.                                     | 31.                         |
| REPUBLIC SVCS INC COM                    | 14.                                     | 14.                         |
| ROCKWELL INTL CORP NEW COM               | 16.                                     | 16.                         |
| ROCKWELL COLLINS-WI COM                  | 80.                                     | 80.                         |
| SCHLUMBERGER LTD COM                     | 40.                                     | 40.                         |
| SIGMA ALDRICH CORP COM                   | 10.                                     | 10.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| STAPLES INC COM W/INVISIBLE RTS TO PUR S | 72.                                     | 72.                         |
| STARBUCKS CORP COM                       | 47.                                     | 47.                         |
| STARWOOD HOTELS & RESORTS WORLDWIDE      | 31.                                     | 31.                         |
| STRYKER CORP COM                         | 8.                                      | 8.                          |
| TD AMERITRADE HLDG CORP                  | 36.                                     | 36.                         |
| TJX COS INC NEW COM                      | 69.                                     | 69.                         |
| TARGET CORP COM                          | 13.                                     | 13.                         |
| TEMPLETON CHINA WORLD FUND               | 786.                                    | 786.                        |
| TEMPLETON GLOBAL BOND FD-ADV #616        | 9,818.                                  | 9,818.                      |
| TEXAS INSTRS INC COM                     | 101.                                    | 101.                        |
| 3M CO COM                                | 43.                                     | 43.                         |
| TIME WARNER INC                          | 112.                                    | 112.                        |
| TRAVELERS COMPANIES, INC                 | 63.                                     | 63.                         |
| TWEEDY BROWNE FD INC GLOBAL VALUE FD     | 2,285.                                  | 2,285.                      |
| TYSON FOODS INC COM CL A                 | 11.                                     | 11.                         |
| UNITED STATES TREAS BDS DTD 11/17/86 7.5 | 212.                                    | 212.                        |
| US TREASURY NOTE 3.125% 5/15/19          | 407.                                    | 407.                        |
| US TREASURY NOTE 1.375% 9/15/12          | 79.                                     | 79.                         |
| UNITED TECHNOLOGIES CORP COM             | 43.                                     | 43.                         |
| UNITEDHEALTH GRP INC COM                 | 102.                                    | 102.                        |
| V F CORP COM W/RTS ATTACHED EXP 01/25/20 | 64.                                     | 64.                         |
| VENTAS INC-COM                           | 220.                                    | 220.                        |
| VISA INC-CLASS A SHRS                    | 44.                                     | 44.                         |
| WAL MART STORES INC COM                  | 20.                                     | 20.                         |
| WASTE MGMT INC DEL COM                   | 195.                                    | 195.                        |
| WELLS FARGO ADV S/T H/Y-ADM #3769        | 945.                                    | 945.                        |
| WELLS FARGO ULT ST INC-INS               | 1,362.                                  | 1,362.                      |
| WISCONSIN ENERGY CORP COM                | 171.                                    | 171.                        |
| YUM! BRANDS INC                          | 22.                                     | 22.                         |
| COVIDIEN PLC                             | 10.                                     | 10.                         |
| COVIDIEN PLC                             | 26.                                     | 26.                         |
| EVEREST REINSURANCE GROUP LTD SHS        | 22.                                     | 22.                         |
| INGERSOLL-RAND PLC                       | 42.                                     | 42.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------------|-----------------------------------------|-----------------------------|
| -----                      | -----                                   | -----                       |
| ASGI AGILITY INCOME FUND   | 4,259.                                  | 4,259.                      |
| TYCO INTERNATIONAL LTD NEW | 20.                                     | 20.                         |
|                            | -----                                   | -----                       |
|                            | 86,583.                                 | 86,190.                     |
|                            | =====                                   | =====                       |
| TOTAL                      |                                         |                             |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE (NON-ALLOC | 604.                                             |                                      |                                    | 604.                            |
| TOTALS                         | 604.                                             | NONE                                 | NONE                               | 604.                            |
|                                | =====                                            | =====                                | =====                              | =====                           |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| INVESTMENT MGMT FEES-SUBJECT T | 18,824.                                          | 18,824.                              |
| TOTALS                         | 18,824.                                          | 18,824.                              |
|                                | =====                                            | =====                                |

FORM 990PF, PART I - TAXES  
=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| FOREIGN TAXES                  | 17.                                              | 17.                                  |
| FEDERAL TAX PAYMENT - PRIOR YE | 481.                                             |                                      |
| FEDERAL ESTIMATES - PRINCIPAL  | 468.                                             |                                      |
| FOREIGN TAXES ON QUALIFIED FOR | 713.                                             | 713.                                 |
| FOREIGN TAXES ON NONQUALIFIED  | 399.                                             | 399.                                 |
|                                | -----                                            | -----                                |
| TOTALS                         | 2,078.                                           | 1,129.                               |
|                                | =====                                            | =====                                |

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION  
-----

312941NJ2 FED HOME LN MTG  
3128M5H45 FED HOME LN MTG  
3128M55G6 FED HOME LN MTG  
3128M5WA4 FED HOME LN MTG  
3128M8CW2 FED HOME LN MTG  
31419ARP4 FED NATL MTG ASSN  
31419J6G8 FED NATL MTG ASSN  
314189LZY FED NATL MTG  
31410GQ22 FED NATL MTG ASSN  
31410KDN1 FED NATL MTG ASSN  
31412MDX3 FED NATL MTG ASSN  
31413JD50 FED NATL MTG ASSN  
31413JKY9 FED NATL MTG ASSN  
31413JTH7 FED NATL MTG ASSN  
31413TJW3 FED NATL MTG ASSN  
912810DX3 US TREASURY BD  
912828KQ2 US TREASURY BD  
912828LM0 US TREASURY NOTE

TOTALS



GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 2003ON200 COMCAST CORP-SPE     | 4,650.                        | 6,102.               |
| 372460105 GENUINE PARTS        | 2,396.                        | 3,305.               |
| 459902102 INTERN. GAME TECH    | 3,644.                        | 3,268.               |
| 855030102 STAPLES INC          | 4,710.                        | 3,486.               |
| 872540109 TJX INC NEW          | 4,367.                        | 6,068.               |
| 194162103 COLGATE PALMOLIVE CO | 2,609.                        | 2,864.               |
| 13342B105 CAMERON INTL CORP    | 2,809.                        | 3,738.               |
| 20825C104 CONOCOPHILLIPS       | 2,497.                        | 3,061.               |
| 25179M103 DEVON ENERGY CORP    | 3,412.                        | 3,100.               |
| 30231G102 EXXON MOBIL CORP     | 7,082.                        | 8,561.               |
| 637071101 NATIONAL OILWELL VAR | 5,137.                        | 6,119.               |
| 674599105 OCCIDENTAL PETE      | 3,647.                        | 3,935.               |
| 025816109 AMERICAN EXPRESS     | 4,394.                        | 4,670.               |
| 03076C 106 AMERIPRISE FINL     | 3,867.                        | 4,170.               |
| 354613101 FRANKLIN RESOURCES I | 2,289.                        | 1,921.               |
| 443683107 HUDSON CITY BANCORP  |                               |                      |
| 59156R108 METLIFE INC          | 4,535.                        | 3,336.               |
| 629491101 NYSE EURONEXT        | 4,099.                        | 3,576.               |
| 693475105 PNC FINANCIAL SERVIC |                               |                      |
| 744320102 PRUDENTIAL FINL      | 4,377.                        | 3,609.               |
| 87236Y108 TD AMERITRADE HLDG C | 4,205.                        | 3,349.               |
| 89417E109 TRAVELERS COMPANIES  | 2,148.                        | 2,426.               |
| 002824100 ABBOTT LABS          | 4,862.                        | 5,398.               |
| 00817Y108 AETNA INC-NEW        | 4,184.                        | 5,232.               |
| 23918K108 DAVITA INC           | 5,275.                        | 5,837.               |
| 50540R409 LABORATORY CRP       | 4,515.                        | 4,986.               |
| 883556102 THERMO FISHER SCIENT | 5,679.                        | 4,857.               |
| 235851102 DANAHER CORP         | 6,499.                        | 7,009.               |
| 774341101 ROCKWELL COLLINS     | 6,429.                        | 5,944.               |

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| -----                          | -----                | ---           |
| 94106L109 WASTE MANAGEMENT     | 4,919.               | 4,743.        |
| 037833100 APPLE INC            | 13,635.              | 20,655.       |
| 219350105 CORNING INC          | 4,398.               | 3,076.        |
| 24702R101 DELL INC             | 3,946.               | 3,614.        |
| 285512109 ELECTRONIC ARTS      | 2,932.               | 3,131.        |
| 31620M106 FIDELITY NATL INFORM | 3,351.               | 3,217.        |
| 337738108 FISERV INC           |                      |               |
| 552715104 MEMC ELECTR MATLS    |                      |               |
| 594918104 MICROSOFT CORP       | 13,187.              | 12,279.       |
| 882508104 TEXAS INSTRUMENTS    | 4,504.               | 5,123.        |
| 92826C839 VISA INC-CLASS       | 6,429.               | 7,310.        |
| 741503403 PRICELINE COM        |                      |               |
| 984332106 YAHOO INC            | 3,894.               | 3,984.        |
| 263534109 DU PONT E I DE       | 2,945.               | 3,342.        |
| 61945A107 MOSAIC CO            |                      |               |
| 74005P104 PRAXAIR INC          | 8,272.               | 9,835.        |
| 749121109 QWEST COMMUNICATIONS |                      |               |
| 67019E107 NSTAR                | 3,085.               | 3,851.        |
| 976657106 WISCONSIN ENERGY COR | 4,315.               | 5,803.        |
| G3223R108 EVEREST RE GROUP     |                      |               |
| G47791101 INGERSOLL-RAND       | 4,009.               | 3,443.        |
| 023135106 AMAZON COM INC       | 1,117.               | 1,385.        |
| 099724106 BORG WARNER INC. COM | 2,124.               | 2,167.        |
| 189754104 COACH INC            | 1,627.               | 2,197.        |
| 580135101 MCDONALDS CORP       | 3,158.               | 3,813.        |
| 64110L106 NETFLIX              | 2,531.               | 1,940.        |
| 655664100 NORDSTROM INC        |                      |               |
| 855244109 STARBUCKS CORP       | 2,179.               | 3,497.        |
| 87612E106 TARGET CORP          |                      |               |

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 918204108 V F CORP             | 1,497.                        | 2,413.               |
| 191216100 COCA COLA CO         | 5,595.                        | 6,437.               |
| 582839106 MEAD JOHNSON NUTRITI | 2,594.                        | 3,162.               |
| 742718109 PROCTER & GAMBLE CO  | 2,664.                        | 2,869.               |
| 247916208 DENBURY RESOURCES    |                               |                      |
| 26875P101 EOG RESOURCES INC    | 3,299.                        | 3,251.               |
| 75281A109 RANGE RES CORP       | 1,358.                        | 1,610.               |
| 845467109 SOUTHWESTERN ENERGY  |                               |                      |
| 12572Q105 CME GROUP INCE       |                               |                      |
| 46625H100 JPMORGAN CHASE & CO  | 2,843.                        | 2,793.               |
| 018490102 ALLERGAN INC         | 2,073.                        | 2,720.               |
| 031162100 AMGEN INC            |                               |                      |
| 151020104 CELGENE CORP COM     |                               |                      |
| 302182100 EXPRESS SCRIPTS INC  | 2,522.                        | 2,056.               |
| 91324P102 UNITEDHEALTH GROUP   | 4,917.                        | 7,501.               |
| 097023105 BOEING CO            | 8,386.                        | 8,875.               |
| 149123101 CATERPILLAR INC      |                               |                      |
| 231021106 CUMMINS INC          |                               |                      |
| 291011104 EMERSON ELECTRIC CO  |                               |                      |
| 740189105 PRECISION CASTPARTS  | 3,357.                        | 4,285.               |
| 913017109 UNITED TECHNOLO      | 1,773.                        | 1,754.               |
| 3M CO                          |                               |                      |
| 00724F101 ADOBE SYS            | 2,259.                        | 1,807.               |
| 17275R102 CISCO SYSTEMS        |                               |                      |
| 177376100 CITRIX SYS           |                               |                      |
| 268648102 E M C CORP MASS      | 2,236.                        | 2,854.               |
| 315616102 F5 NETWORKS          | 1,950.                        | 2,132.               |
| 48203R104 JUNIPER NETWORKS     |                               |                      |
| 64770D104 NETAPP INC           | 2,370.                        | 1,551.               |

GERALD & OLIVA SHAPIRO FAM FDN

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FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 68389X105 ORACLE CORP          | 11,304.                       | 10,876.              |
| 79466L302 SALESFORCE COM INC   | 1,870.                        | 1,522.               |
| 80004C101 SANDISK CORP         | 2,365.                        | 2,313.               |
| 01741R102 ALLEGHENY TECHNOLOGI |                               |                      |
| 35671D857 FREEPORT-MCMORAN COP |                               |                      |
| 029912201 AMERICAN TOWER SYSTE |                               |                      |
| 13685101 CANADIAN NAT RES LTD  |                               |                      |
| M22465104 CHECK POINT SOFTWARE |                               |                      |
| G2554F104 COVIDIEN PLC         |                               |                      |
| 22943F100 CTRIP.COM INTERN     | 2,077.                        | 1,935.               |
| 73755L107 POTASH CORP          |                               |                      |
| 806857108 SCHLUMBERGER LTD     |                               |                      |
| 22544R305 CREDIT SUISSE COMM R | 4,717.                        | 4,508.               |
| 25264S833 DIAMOND HILL LONG-SH | 50,000.                       | 53,255.              |
| 277923728 EATON VANCE GLOBAL M | 25,000.                       | 25,839.              |
| 411511801 HARBOR INTL GROWTH F | 25,000.                       | 24,798.              |
| 448108100 HUSSMAN STRATEGIC GR | 51,699.                       | 51,300.              |
| 464287473 ISHARES RUSSELL MIDC | 100,000.                      | 98,416.              |
| 464287630 ISHARES RUSSELL 2000 | 65,773.                       | 69,787.              |
| 52106N889 LAZARD EMERGING MKTS | 66,738.                       | 66,887.              |
| 56063N600 MAINSTAY CONVERTIBLE | 150,000.                      | 135,558.             |
| 722005667 PIMCO COMMODITY REAL | 50,000.                       | 44,322.              |
| 88018X102 TEMPLETON CHINA WORL | 100,000.                      | 82,368.              |
| 901165100 TWEEDY BROWNE FD GLO | 50,000.                       | 54,550.              |
| 025537101 AMERICAN ELEC PWR IN | 102,519.                      | 104,845.             |
| 038222105 APPLIED MATERIAL INC | 2,047.                        | 2,231.               |
| 055434203 BG GROUP PLC ADR     | 2,917.                        | 2,131.               |
| 09062X103 BIOGENIDEC INC       | 2,059.                        | 1,819.               |
| 09247X101 BLACKROCK INC        | 1,802.                        | 1,761.               |
|                                | 3,749.                        | 3,921.               |

GERALD & OLIVA SHAPIRO FAM FDN

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FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION                    | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|--------------------------------|----------------------|---------------|
| -----                          | -----                | ---           |
| 125581801 CIIT GROUP INC       | 2,496.               | 2,092.        |
| 156700106 CENTURYLINK INC      | 4,434.               | 4,873.        |
| 156782104 CERNER CORP COM      | 916.                 | 980.          |
| 200340107 COMERICA INC         | 2,220.               | 1,600.        |
| 234194105 DARDEN RESTAURANT    | 1,224.               | 1,185.        |
| 244199105 DEERE & CO           | 2,311.               | 2,553.        |
| 28176E108 EDWARDS LIFESCIENCES | 1,874.               | 2,050.        |
| 307000109 FAMILY DOLLAR STORES | 2,721.               | 2,825.        |
| 38259P508 GOOGLE INC           | 8,543.               | 9,043.        |
| 452327109 ILLUMINA INC         | 2,977.               | 1,524.        |
| 458140100 INTEL CORP           | 2,006.               | 2,183.        |
| 460146103 INTERNATIONAL PAPER  | 2,547.               | 2,664.        |
| 478160104 JOHNSON & JOHNSON    | 2,896.               | 2,951.        |
| 494368103 KIMBERLY CLARK CORP  | 1,824.               | 1,913.        |
| 500255104 KOHLS CORP           | 5,570.               | 5,527.        |
| 501044101 KROGER CO            | 3,036.               | 3,003.        |
| 517834107 LAS VEGAS SANDS CORP | 2,628.               | 2,735.        |
| 518439104 ESTEE LAUDER CO      | 2,134.               | 2,583.        |
| 544147101 LORILLARD INC        | 1,827.               | 1,824.        |
| 571748102 MARSH & MCLENNAN COS | 1,241.               | 1,233.        |
| 61166W101 MONSANTO CO          | 4,466.               | 4,414.        |
| 713448108 PEPSICO INC          | 1,941.               | 1,991.        |
| 747525103 QUALCOMM INC         | 2,952.               | 2,899.        |
| 826552101 SIGMA ALDRICH CORP   | 1,955.               | 1,749.        |
| 85590A401 STARWOOD HOTELS & RE | 3,215.               | 2,974.        |
| 858912108 STERICYCLE INC       | 888.                 | 857.          |
| 887317303 TIME WANER INC       | 5,254.               | 5,385.        |
| 902494103 TYSON FOODS INC      | 2,401.               | 2,766.        |
| 907818108 UNION PACIFIC CORP   | 2,797.               | 3,390.        |

GERALD & OLIVA SHAPIRO FAM FDN

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FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 92276F100 VENTAS INC           | 4,178.                        | 4,907.               |
| 92342Y109 VERIFONE SYS INC     | 1,445.                        | 1,314.               |
| 931142103 WALMART STORES INC   | 1,177.                        | 1,374.               |
| 941848103 WATERS CORP          | 2,326.                        | 2,222.               |
| 988498101 YUM BRANDS INC       | 2,211.                        | 2,419.               |
| H89128104 TYCO INTERNAL LTD    | 2,129.                        | 2,149.               |
| N07059186 ASML HOLDING NVONY R | 2,363.                        | 2,340.               |
|                                | -----                         | -----                |
| TOTALS                         | 1,231,326.                    | 1,229,835.           |
|                                | =====                         | =====                |

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - CORPORATE BONDS  
=====

| DESCRIPTION<br>-----           | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|--------------------------------|-------------------------------|----------------------|
| 543495840 LOOMIS SAYLES BD     |                               |                      |
| 693390304 PIMCO LOW DURATION   | 184,078.                      | 182,131.             |
| 315920702 FIDELITY ADVISORS EM | 100,000.                      | 104,076.             |
| 880208400 TEMPLETON GLOBAL     | 149,739.                      | 140,730.             |
| 411511801 HARBOR INTERNATIONAL |                               |                      |
| 64287648 ISHARES RUSSELL 2000  |                               |                      |
| 464287630 ISHARES RUSSELL 2000 |                               |                      |
| 464287481 ISHARES TR RUSSELL M |                               |                      |
| 464287473 ISHARES TR RUSSELL M |                               |                      |
| 52106N889 LAZARD EMERGING      |                               |                      |
| 88018X102 TEMPLETON CHINA WORL |                               |                      |
| 901165100 TWEEDY BROWNE FD     |                               |                      |
| 22544R305 CREDIT SUISSE COMMOD |                               |                      |
| 722005667 PIMCO COMMODITY      |                               |                      |
| 277911491 EATON VANCE FLOATING | 157,444.                      | 152,977.             |
| 72201F516 PIMCO EMERGING LOCAL | 76,222.                       | 70,602.              |
| 741478101 T ROWE CORPORATE INC | 115,000.                      | 115,840.             |
| 94975P843 WELLS FARGO ADV S/T  | 50,000.                       | 49,272.              |
| 949917744 WF ADV ULTR SHORT-TR | 60,665.                       | 60,098.              |
|                                | -----                         | -----                |
| TOTALS                         | 893,148.                      | 875,726.             |
|                                | =====                         | =====                |

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

| DESCRIPTION                   | COST/<br>FMV<br>C OR F | ENDING<br>BOOK VALUE | ENDING<br>FMV |
|-------------------------------|------------------------|----------------------|---------------|
| -----                         | -----                  | -----                | ---           |
| 92276F100 VENTS INC COM       | C                      | 200,000.             | 195,842.      |
| GTY995004 ASGI AGILITY INCOME | C                      | 200,000.             | 195,842.      |
| TOTALS                        |                        | =====                | =====         |



GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART II - OTHER ASSETS  
=====

DESCRIPTION  
-----

UST CHECKING XXXX4198

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

| DESCRIPTION<br>-----                   | AMOUNT<br>----- |
|----------------------------------------|-----------------|
| MUTUAL FUND TAX EFFECT DATE BEFORE TYE | 7,355.          |
| ROC BASIS ADJUSTMENT                   | 1,295.          |
| ACCRUED INTEREST                       | 630.            |
|                                        | -----           |
| TOTAL                                  | 9,280.          |
|                                        | =====           |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

| DESCRIPTION<br>-----                | AMOUNT<br>----- |
|-------------------------------------|-----------------|
| MUTUAL FUND TAX EFFECT DAE AFTE TYE | 16,233.         |
| DISALLOWED WASH SALES               | 1,459.          |
| ROUNDING                            | 8.              |
|                                     | -----           |
| TOTAL                               | 17,700.         |
|                                     | =====           |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

Gerald M. Shapiro

ADDRESS:

17079 Castlebay Court

Boca Raton, FL 33496

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:

Olivia S. Shapiro

ADDRESS:

17079 Castlebay Court

Boca Raton, FL 33496

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

JARC

ADDRESS:

21160 95TH AVE. SOUTH

Boca Raton, FL 33428

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

DePaul University

ADDRESS:

1E. JACKSON BLVD.

Chicago, IL 60604

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

Northwestern University

ADDRESS:

2020 RIDGE AVE.

Evanston, IL 60208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 5,000.

GERALD & OLIVA SHAPIRO FAM FDN

27-1521392

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

Glenkirk

ADDRESS:

3504 COMMERCIAL AVE.

Northbrook, IL 60062

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

Jewish Federation of South Palm

Beach County

ADDRESS:

9901 DONNA KLEIN BLVD

Boca Raton, FL 33428

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID ..... 42,000.

TOTAL GRANTS PAID:

64,500.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2011**

Name of estate or trust

GERALD & OLIVA SHAPIRO FAM FDN

Employer identification number

27-1521392

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property<br>(Example: 100 shares 7% preferred of "Z" Co.) | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>1a</b><br>SHORT-TERM CAPITAL GAIN DIVIDENDS                               |                                      |                                  |                 |                                               | 2,700.                                                             |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |

|                                                                                                                                                        |           |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .                                                             | <b>1b</b> | 43,685. |
| <b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .                                                             | <b>2</b>  |         |
| <b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                        | <b>3</b>  |         |
| <b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .               | <b>4</b>  | ( )     |
| <b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶ | <b>5</b>  | 46,385. |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example: 100 shares 7% preferred of "Z" Co.) | (b) Date acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|------------------------------------------------------------------------------|--------------------------------------|----------------------------------|-----------------|-----------------------------------------------|--------------------------------------------------------------------|
| <b>6a</b><br>LONG-TERM CAPITAL GAIN DIVIDENDS                                |                                      |                                  |                 |                                               | 14,252.                                                            |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |
|                                                                              |                                      |                                  |                 |                                               |                                                                    |

|                                                                                                                                                          |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .                                                                | <b>6b</b> | 22,344. |
| <b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .                                                          | <b>7</b>  |         |
| <b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                           | <b>8</b>  |         |
| <b>9</b> Capital gain distributions . . . . .                                                                                                            | <b>9</b>  |         |
| <b>10</b> Gain from Form 4797, Part I . . . . .                                                                                                          | <b>10</b> |         |
| <b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .                | <b>11</b> | ( )     |
| <b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶ | <b>12</b> | 36,596. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

| Part III Summary of Parts I and II                                 |                                                             | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------|-------------------------|-----------|
| <b>Caution: Read the instructions before completing this part.</b> |                                                             |                                 |                         |           |
| 13                                                                 | Net short-term gain or (loss)                               | 13                              |                         | 46,385.   |
| 14                                                                 | Net long-term gain or (loss):                               |                                 |                         |           |
| a                                                                  | Total for year                                              | 14a                             |                         | 36,596.   |
| b                                                                  | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b                             |                         |           |
| c                                                                  | 28% rate gain                                               | 14c                             |                         |           |
| 15                                                                 | Total net gain or (loss). Combine lines 13 and 14a          | 15                              |                         | 82,981.   |

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

| Part IV Capital Loss Limitation |                                                                                                                                                                              |
|---------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 16                              | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of:<br>a The loss on line 15, column (3) or b \$3,000 |

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

| Part V Tax Computation Using Maximum Capital Gains Rates                                                                                                                                                                                                                                                                                                                  |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.                                                                                                                         |  |
| <b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if:<br>• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or<br>• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.                                                                                                            |  |
| <b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero. |  |

|    |                                                                                                                                                                                                                                  |    |  |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)                                                                                                                                                            | 17 |  |
| 18 | Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero                                                                                                                                                  | 18 |  |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)                                                                       | 19 |  |
| 20 | Add lines 18 and 19                                                                                                                                                                                                              | 20 |  |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-                                                                                                                                  | 21 |  |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0-                                                                                                                                                                        | 22 |  |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0-                                                                                                                                                                        | 23 |  |
| 24 | Enter the <b>smaller</b> of the amount on line 17 or \$2,300                                                                                                                                                                     | 24 |  |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.<br><input type="checkbox"/> No. Enter the amount from line 23 | 25 |  |
| 26 | Subtract line 25 from line 24                                                                                                                                                                                                    | 26 |  |
| 27 | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22                                          | 27 |  |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-)                                                                                                                                                                   | 28 |  |
| 29 | Subtract line 28 from line 27                                                                                                                                                                                                    | 29 |  |
| 30 | Multiply line 29 by 15% (.15)                                                                                                                                                                                                    | 30 |  |
| 31 | Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)                                                               | 31 |  |
| 32 | Add lines 30 and 31                                                                                                                                                                                                              | 32 |  |
| 33 | Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)                                                               | 33 |  |
| 34 | Tax on all taxable income. Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)                                                                                    | 34 |  |

Schedule D (Form 1041) 2011



**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

**2011**

Name of estate or trust

GERALD & OLIVA SHAPIRO FAM FDN

Employer identification number

27-1521392

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property (Example:<br>100 sh 7% preferred of "Z" Co.) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|--------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 19. ADOBE SYS INC COM                                                 | 04/09/2010                            | 03/15/2011                     | 627.00          | 670.00                                        | -43.00                                      |
| 36. ADOBE SYS INC COM                                                    | 11/11/2010                            | 04/26/2011                     | 1,191.00        | 1,059.00                                      | 132.00                                      |
| 28. ALLEGHENY TECHNOLOGIES                                               | 05/04/2010                            | 04/27/2011                     | 2,034.00        | 1,432.00                                      | 602.00                                      |
| 4. ALLEGHENY TECHNOLOGIES                                                | 03/14/2011                            | 04/27/2011                     | 291.00          | 253.00                                        | 38.00                                       |
| 7. ALLEGHENY TECHNOLOGIES                                                | 08/05/2011                            | 09/22/2011                     | 277.00          | 349.00                                        | -72.00                                      |
| 31. ALLEGHENY TECHNOLOGIES                                               | 08/05/2011                            | 10/04/2011                     | 1,002.00        | 1,477.00                                      | -475.00                                     |
| 17. ALLERGAN INC COM W/RIG<br>EXP 2/18/2010                              | 10/29/2010                            | 04/27/2011                     | 1,346.00        | 1,233.00                                      | 113.00                                      |
| 4. ALLERGAN INC COM W/RIG<br>EXP 2/18/2010                               | 10/29/2010                            | 05/19/2011                     | 332.00          | 290.00                                        | 42.00                                       |
| 4. AMAZON COM INC COM                                                    | 09/14/2010                            | 03/02/2011                     | 678.00          | 574.00                                        | 104.00                                      |
| 4. AMAZON COM INC COM                                                    | 09/09/2010                            | 04/27/2011                     | 775.00          | 561.00                                        | 214.00                                      |
| 10. AMAZON COM INC COM                                                   | 08/23/2011                            | 10/26/2011                     | 2,010.00        | 1,979.00                                      | 31.00                                       |
| 23. AMERICAN EXPRESS CO CO                                               | 05/14/2010                            | 04/27/2011                     | 1,091.00        | 955.00                                        | 136.00                                      |
| 13. AMERICAN EXPRESS CO CO                                               | 08/05/2011                            | 11/08/2011                     | 667.00          | 618.00                                        | 49.00                                       |
| 25. AMERICAN TOWER CORP CL                                               | 04/09/2010                            | 01/19/2011                     | 1,226.00        | 1,063.00                                      | 163.00                                      |
| 19. AMERICAN TOWER CORP CL                                               | 04/09/2010                            | 02/22/2011                     | 1,017.00        | 808.00                                        | 209.00                                      |
| 49. AMERICAN TOWER CORP CL                                               | 06/04/2010                            | 04/07/2011                     | 2,475.00        | 2,067.00                                      | 408.00                                      |
| 26. AMERIPRISE FINANCIAL I                                               | 04/09/2010                            | 03/28/2011                     | 1,585.00        | 1,197.00                                      | 388.00                                      |
| 18. AMERIPRISE FINANCIAL I                                               | 08/05/2011                            | 11/08/2011                     | 872.00          | 925.00                                        | -53.00                                      |
| 16. AMERIPRISE FINANCIAL I                                               | 08/05/2011                            | 12/23/2011                     | 805.00          | 763.00                                        | 42.00                                       |
| 22. AMGEN INC COM W/RTS AT<br>03/21/2007                                 | 04/09/2010                            | 03/31/2011                     | 1,184.00        | 1,338.00                                      | -154.00                                     |
| 5. APPLE COMPUTER INC COM                                                | 04/09/2010                            | 01/10/2011                     | 1,707.00        | 1,206.00                                      | 501.00                                      |
| 3. APPLE COMPUTER INC COM                                                | 08/05/2011                            | 10/11/2011                     | 1,202.00        | 1,128.00                                      | 74.00                                       |
| 46. APPLIED MATERIALS INC<br>ATTACHED EXP 7/6/2009                       | 03/07/2011                            | 04/27/2011                     | 730.00          | 732.00                                        | -2.00                                       |
| 5. BG GROUP PLC- SPON ADR<br>US0554342032                                | 04/20/2011                            | 04/27/2011                     | 644.00          | 629.00                                        | 15.00                                       |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

**2011**

Name of estate or trust

GERALD & OLIVA SHAPIRO FAM FDN

Employer identification number

27-1521392

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| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 12. BAKER HUGHES INC COM                                            | 01/28/2011                            | 04/27/2011                     | 916.00          | 805.00                                        | 111.00                                      |
| 7. BAKER HUGHES INC COM                                                | 01/28/2011                            | 08/10/2011                     | 411.00          | 470.00                                        | -59.00 *                                    |
| 26. BAKER HUGHES INC COM                                               | 08/05/2011                            | 09/28/2011                     | 1,291.00        | 1,791.00                                      | -500.00                                     |
| 6. BOEING CO COM                                                       | 07/22/2010                            | 03/16/2011                     | 406.00          | 397.00                                        | 9.00                                        |
| 21. BOEING CO COM                                                      | 07/22/2010                            | 04/27/2011                     | 1,601.00        | 1,351.00                                      | 250.00                                      |
| 14. BORG WARNER INC COM                                                | 08/10/2010                            | 04/27/2011                     | 1,094.00        | 637.00                                        | 457.00                                      |
| 9. BORG WARNER INC COM                                                 | 08/10/2010                            | 05/17/2011                     | 635.00          | 407.00                                        | 228.00                                      |
| 10. BORG WARNER INC COM                                                | 07/14/2010                            | 05/25/2011                     | 690.00          | 429.00                                        | 261.00                                      |
| 2. CME GROUP INC                                                       | 12/03/2010                            | 04/27/2011                     | 612.00          | 622.00                                        | -10.00                                      |
| 6. CME GROUP INC                                                       | 08/05/2011                            | 10/24/2011                     | 1,601.00        | 1,825.00                                      | -224.00                                     |
| 16. CAMERON INT'L CORP COM                                             | 08/13/2010                            | 04/27/2011                     | 866.00          | 605.00                                        | 261.00                                      |
| 25. CAMERON INT'L CORP COM                                             | 06/08/2010                            | 04/27/2011                     | 1,357.00        | 845.00                                        | 512.00                                      |
| 14. CAMERON INT'L CORP COM                                             | 08/13/2010                            | 05/18/2011                     | 672.00          | 529.00                                        | 143.00                                      |
| 10. CAMERON INT'L CORP COM                                             | 08/13/2010                            | 05/24/2011                     | 475.00          | 378.00                                        | 97.00                                       |
| 14. CAMERON INT'L CORP COM                                             | 08/13/2010                            | 06/01/2011                     | 647.00          | 529.00                                        | 118.00                                      |
| 8. CANADIAN NAT RES LTD CO                                             | 11/15/2010                            | 04/14/2011                     | 356.00          | 316.00                                        | 40.00                                       |
| 2. CANADIAN NAT RES LTD CO                                             | 11/15/2010                            | 04/27/2011                     | 91.00           | 79.00                                         | 12.00                                       |
| 32. CANADIAN NAT RES LTD C                                             | 08/05/2011                            | 10/05/2011                     | 947.00          | 1,149.00                                      | -202.00                                     |
| 7. CATERPILLAR INC COM W/R<br>12/11/2006                               | 02/18/2011                            | 04/27/2011                     | 784.00          | 734.00                                        | 50.00                                       |
| 9. CATERPILLAR INC COM W/R<br>12/11/2006                               | 07/27/2010                            | 04/27/2011                     | 1,008.00        | 621.00                                        | 387.00                                      |
| 4. CATERPILLAR INC COM W/R<br>12/11/2006                               | 07/27/2010                            | 05/11/2011                     | 439.00          | 276.00                                        | 163.00                                      |
| 4. CATERPILLAR INC COM W/R<br>12/11/2006                               | 07/27/2010                            | 05/12/2011                     | 432.00          | 276.00                                        | 156.00                                      |
| 7. CATERPILLAR INC COM W/R<br>12/11/2006                               | 07/27/2010                            | 05/17/2011                     | 714.00          | 483.00                                        | 231.00                                      |
| 3. CATERPILLAR INC COM W/R<br>12/11/2006                               | 07/27/2010                            | 06/13/2011                     | 287.00          | 207.00                                        | 80.00                                       |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

▶ See instructions for Schedule D (Form 1041).  
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OMB No 1545-0092

**2011**

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| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co ) | (b) Date<br>acquired<br>(mo , day , yr ) | (c) Date sold<br>(mo , day , yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------|------------------------------------------|-----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 5. CATERPILLAR INC COM W/R<br>12/11/2006                             | 08/05/2011                               | 08/16/2011                        | 450.00          | 454.00                                        | -4.00                                       |
| 56. CELGENE CORP COM                                                    | 11/01/2010                               | 02/08/2011                        | 2,831.00        | 3,367.00                                      | -536.00                                     |
| .552 CENTURYTEL INC COM                                                 | 04/09/2010                               | 04/06/2011                        | 22.00           | 18.00                                         | 4.00                                        |
| 115. CISCO SYS INC COM W/R<br>ATTACHED EXPIRING 6/10/2008               | 08/10/2010                               | 02/11/2011                        | 2,167.00        | 2,911.00                                      | -744.00                                     |
| 11. CITRIX SYS INC COM                                                  | 10/25/2010                               | 04/27/2011                        | 846.00          | 669.00                                        | 177.00                                      |
| 13.00111 CITRIX SYS INC CO                                              | 08/05/2011                               | 08/11/2011                        | 801.00          | 851.00                                        | -50.00 *                                    |
| .99889 CITRIX SYS INC COM                                               | 08/05/2011                               | 08/11/2011                        | 62.00           | 65.00                                         | -3.00                                       |
| 1. CITRIX SYS INC COM                                                   | 08/05/2011                               | 10/27/2011                        | 75.00           | 65.00                                         | 10.00                                       |
| 10. COCA-COLA CO COM                                                    | 04/09/2010                               | 01/06/2011                        | 634.00          | 544.00                                        | 90.00                                       |
| 14. COCA-COLA CO COM                                                    | 05/19/2011                               | 12/23/2011                        | 975.00          | 957.00                                        | 18.00                                       |
| 24. COGNIZANT TECH Solutio                                              | 04/27/2011                               | 06/14/2011                        | 1,688.00        | 1,912.00                                      | -224.00                                     |
| 3. COGNIZANT TECH SOLUTION                                              | 03/22/2011                               | 08/02/2011                        | 213.00          | 232.00                                        | -19.00 *                                    |
| 8. COGNIZANT TECH SOLUTION                                              | 03/22/2011                               | 08/02/2011                        | 568.00          | 619.00                                        | -51.00                                      |
| 11. COGNIZANT TECH Solutio                                              | 03/22/2011                               | 08/10/2011                        | 689.00          | 844.00                                        | -155.00                                     |
| 13. COLGATE-PALMOLIVE CO C                                              | 04/09/2010                               | 01/06/2011                        | 1,022.00        | 1,097.00                                      | -75.00                                      |
| 14. COLGATE-PALMOLIVE CO C                                              | 04/09/2010                               | 03/18/2011                        | 1,073.00        | 1,182.00                                      | -109.00                                     |
| 54. COMCAST CORP NEW CL A                                               | 08/05/2011                               | 10/07/2011                        | 1,187.00        | 1,157.00                                      | 30.00                                       |
| 21. COMERICA INC COM RT EX<br>07/01/2006                                | 04/07/2011                               | 04/27/2011                        | 792.00          | 799.00                                        | -7.00                                       |
| 51. CORNING INC COM W/RTS<br>07/15/2006                                 | 06/01/2010                               | 04/27/2011                        | 1,084.00        | 843.00                                        | 241.00                                      |
| 102. CORNING INC COM W/RTS<br>07/15/2006                                | 06/01/2010                               | 05/20/2011                        | 2,023.00        | 1,685.00                                      | 338.00                                      |
| 15. CTRIP.COM INTERNATIONAL<br>ADR                                      | 11/18/2010                               | 02/11/2011                        | 639.00          | 701.00                                        | -62.00                                      |
| 14. CTRIP.COM INTERNATIONAL<br>ADR                                      | 11/18/2010                               | 02/14/2011                        | 570.00          | 654.00                                        | -84.00                                      |
| 14. CTRIP.COM INTERNATIONAL<br>ADR                                      | 11/18/2010                               | 02/16/2011                        | 559.00          | 654.00                                        | -95.00                                      |
| 15. CUMMINS INC COM                                                     | 04/29/2010                               | 04/27/2011                        | 1,777.00        | 1,124.00                                      | 653.00                                      |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
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OMB No 1545-0092

**2011**

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| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 3. CUMMINS INC COM                                                  | 08/05/2011                            | 08/10/2011                     | 265.00          | 279.00                                        | -14.00                                      |
| 34. DANAHER CORP COM                                                   | 04/09/2010                            | 01/26/2011                     | 1,607.00        | 1,362.00                                      | 245.00                                      |
| 18. DANAHER CORP COM                                                   | 04/09/2010                            | 01/27/2011                     | 840.00          | 721.00                                        | 119.00                                      |
| 15. DEVON ENERGY CORP NEW                                              | 05/05/2010                            | 04/27/2011                     | 1,317.00        | 1,017.00                                      | 300.00                                      |
| 8. DEVON ENERGY CORP NEW C                                             | 03/04/2011                            | 04/27/2011                     | 701.00          | 720.00                                        | -19.00                                      |
| 17. DEVON ENERGY CORP NEW                                              | 03/09/2011                            | 06/27/2011                     | 1,289.00        | 1,527.00                                      | -238.00                                     |
| 6. EOG RES INC COM                                                     | 10/13/2010                            | 04/27/2011                     | 667.00          | 593.00                                        | 74.00                                       |
| 5. EOG RES INC COM                                                     | 02/24/2011                            | 04/27/2011                     | 556.00          | 557.00                                        | -1.00                                       |
| 4. EOG RES INC COM                                                     | 10/13/2010                            | 05/24/2011                     | 422.00          | 395.00                                        | 27.00                                       |
| 7. EOG RES INC COM                                                     | 10/13/2010                            | 09/22/2011                     | 549.00          | 691.00                                        | -142.00                                     |
| 5555.556 EATON VANCE FLOAT<br>FD-I #924                                | 04/27/2011                            | 08/03/2011                     | 50,000.00       | 50,556.00                                     | -556.00                                     |
| 12. EXPRESS SCRIPTS INC CL<br>ATTACHED EXP 7/25/2001                   | 06/14/2010                            | 04/27/2011                     | 651.00          | 643.00                                        | 8.00                                        |
| 7. EXPRESS SCRIPTS INC CL<br>ATTACHED EXP 7/25/2001                    | 05/17/2011                            | 08/03/2011                     | 357.00          | 421.00                                        | -64.00 *                                    |
| 36002.85 FHLMO POOL #G0355<br>11/01/37                                 | 10/20/2010                            | 01/14/2011                     | 38,967.00       | 39,057.00                                     | -90.00                                      |
| 28138.55 FHLMO POOL #G0381<br>1/01/38                                  | 12/07/2010                            | 01/14/2011                     | 30,456.00       | 30,557.00                                     | -101.00                                     |
| 11026.86 FHLMO POOL #G0394<br>2/01/38                                  | 10/13/2010                            | 01/14/2011                     | 11,935.00       | 11,944.00                                     | -9.00                                       |
| 20839.1 FHLMO POOL #G06085<br>9/01/38                                  | 12/28/2010                            | 01/14/2011                     | 23,083.00       | 23,135.00                                     | -52.00                                      |
| 51419.48 FHLMO POOL #A9309<br>7/01/40                                  | 07/12/2010                            | 01/14/2011                     | 52,657.00       | 53,589.00                                     | -932.00                                     |
| 5002.86 FNMA POOL #888873<br>8/01/37                                   | 04/19/2010                            | 01/14/2011                     | 5,554.00        | 5,441.00                                      | 113.00                                      |
| 21983.07 FNMA POOL #889409<br>5/01/38                                  | 11/12/2010                            | 01/14/2011                     | 23,848.00       | 23,966.00                                     | -118.00                                     |
| 20768.8 FNMA POOL #929018<br>12/01/37                                  | 11/05/2010                            | 01/14/2011                     | 22,531.00       | 22,696.00                                     | -165.00                                     |
| 24168.93 FNMA POOL #946624<br>9/01/37                                  | 10/08/2010                            | 01/14/2011                     | 26,220.00       | 26,189.00                                     | 31.00                                       |
| 25826.95 FNMA POOL #946811<br>9/01/37                                  | 10/07/2010                            | 01/14/2011                     | 28,018.00       | 27,937.00                                     | 81.00                                       |
| 11154.82 FNMA POOL #947052<br>10/01/37                                 | 10/07/2010                            | 01/14/2011                     | 12,101.00       | 12,059.00                                     | 42.00                                       |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

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**(Form 1041)**

Department of the Treasury  
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**Continuation Sheet for Schedule D**  
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|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 45700.42 FNMA POOL #954877<br>11/01/37                              | 11/05/2010                            | 01/14/2011                     | 49,578.00       | 49,871.00                                     | -293.00                                     |
| 3612.08 FNMA POOL #AE0493<br>10/01/40                                  | 11/19/2010                            | 01/14/2011                     | 4,010.00        | 4,012.00                                      | -2.00                                       |
| 51742.03 FNMA POOL #AE8070<br>12/01/40                                 | 12/07/2010                            | 01/14/2011                     | 51,443.00       | 52,195.00                                     | -752.00                                     |
| 59790.84 FNMA POOL #AE9758<br>12/01/40                                 | 12/16/2010                            | 01/14/2011                     | 59,445.00       | 58,802.00                                     | 643.00                                      |
| 13. F5 NETWORKS INC COM                                                | 08/18/2010                            | 03/22/2011                     | 1,251.00        | 1,155.00                                      | 96.00                                       |
| 35. FIDELITY NATL INFORMAT                                             | 08/04/2010                            | 04/27/2011                     | 1,166.00        | 966.00                                        | 200.00                                      |
| 7. FIRST SOLAR INC                                                     | 03/31/2011                            | 04/27/2011                     | 967.00          | 1,113.00                                      | -146.00                                     |
| 6. FIRST SOLAR INC                                                     | 03/15/2011                            | 05/27/2011                     | 708.00          | 931.00                                        | -223.00                                     |
| 9. FIRST SOLAR INC                                                     | 03/15/2011                            | 06/24/2011                     | 1,052.00        | 1,396.00                                      | -344.00                                     |
| 45. FISERV INC WIS COM                                                 | 04/09/2010                            | 02/03/2011                     | 2,794.00        | 2,323.00                                      | 471.00                                      |
| 8. FLOWSERVE CORP COM                                                  | 02/02/2011                            | 04/27/2011                     | 1,075.00        | 1,023.00                                      | 52.00                                       |
| 6. FLOWSERVE CORP COM                                                  | 02/02/2011                            | 05/26/2011                     | 702.00          | 767.00                                        | -65.00                                      |
| 6. FLOWSERVE CORP COM                                                  | 03/07/2011                            | 06/10/2011                     | 655.00          | 761.00                                        | -106.00                                     |
| 7. FLOWSERVE CORP COM                                                  | 03/07/2011                            | 06/14/2011                     | 743.00          | 880.00                                        | -137.00                                     |
| 8. FRANKLIN RES INC COM                                                | 08/05/2011                            | 08/15/2011                     | 928.00          | 943.00                                        | -15.00 *                                    |
| 9. FREEPORT MCMORAN COPPER<br>W/RTS ATTACHED EXP 5/3/2010              | 11/15/2010                            | 04/14/2011                     | 470.00          | 479.00                                        | -9.00                                       |
| 43. FREEPORT MCMORAN COPPE<br>B W/RTS ATTACHED EXP 5/3/20              | 11/15/2010                            | 04/27/2011                     | 2,395.00        | 2,089.00                                      | 306.00                                      |
| 14. FREEPORT MCMORAN COPPE<br>B W/RTS ATTACHED EXP 5/3/20              | 10/29/2010                            | 05/05/2011                     | 712.00          | 667.00                                        | 45.00                                       |
| 7. FREEPORT MCMORAN COPPER<br>W/RTS ATTACHED EXP 5/3/2010              | 10/29/2010                            | 05/11/2011                     | 339.00          | 333.00                                        | 6.00                                        |
| 7. FREEPORT MCMORAN COPPER<br>W/RTS ATTACHED EXP 5/3/2010              | 10/29/2010                            | 05/23/2011                     | 331.00          | 333.00                                        | -2.00                                       |
| 9. FREEPORT MCMORAN COPPER<br>W/RTS ATTACHED EXP 5/3/2010              | 10/29/2010                            | 06/23/2011                     | 432.00          | 428.00                                        | 4.00                                        |
| 15. FREEPORT MCMORAN COPPE<br>B W/RTS ATTACHED EXP 5/3/20              | 08/05/2011                            | 09/22/2011                     | 491.00          | 700.00                                        | -209.00                                     |
| 57. FREEPORT MCMORAN COPPE<br>B W/RTS ATTACHED EXP 5/3/20              | 08/05/2011                            | 09/28/2011                     | 1,853.00        | 2,536.00                                      | -683.00                                     |
| 25. GILEAD SCIENCES INC CO                                             | 08/05/2011                            | 09/28/2011                     | 998.00          | 1,041.00                                      | -43.00                                      |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

**2011**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

GERALD & OLIVA SHAPIRO FAM FDN

Employer identification number

27-1521392

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| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 2. GOOGLE INC CL A                                                  | 02/14/2011                            | 04/27/2011                     | 1,073.00        | 1,257.00                                      | -184.00 *                                   |
| 23. HEWLETT-PACKARD CO COM                                             | 02/08/2011                            | 04/27/2011                     | 941.00          | 1,109.00                                      | -168.00                                     |
| 48. HEWLETT-PACKARD CO COM                                             | 02/08/2011                            | 06/22/2011                     | 1,692.00        | 2,315.00                                      | -623.00                                     |
| 50. HUDSON CITY BANCORP IN                                             | 04/09/2010                            | 01/20/2011                     | 578.00          | 722.00                                        | -144.00                                     |
| 45. HUDSON CITY BANCORP IN                                             | 08/20/2010                            | 01/21/2011                     | 507.00          | 613.00                                        | -106.00                                     |
| 95. HUDSON CITY BANCORP IN                                             | 08/23/2010                            | 02/11/2011                     | 1,087.00        | 1,138.00                                      | -51.00                                      |
| 4. ILLUMINA INC COM                                                    | 01/12/2011                            | 04/27/2011                     | 280.00          | 264.00                                        | 16.00                                       |
| 8. ILLUMINA INC COM                                                    | 01/12/2011                            | 10/04/2011                     | 308.00          | 528.00                                        | -220.00                                     |
| 16. ILLUMINA INC COM                                                   | 01/12/2011                            | 12/09/2011                     | 453.00          | 1,056.00                                      | -603.00                                     |
| 44. INTEL CORP COM                                                     | 05/19/2011                            | 11/04/2011                     | 1,047.00        | 1,026.00                                      | 21.00                                       |
| 26. INTERNATIONAL PAPER CO                                             | 04/13/2011                            | 04/27/2011                     | 779.00          | 751.00                                        | 28.00                                       |
| 220. ISHARES RUSSELL MIDCA                                             | 05/19/2010                            | 01/24/2011                     | 9,978.00        | 8,644.00                                      | 1,334.00                                    |
| 175. ISHARES TR RUSSELL MI                                             | 05/19/2010                            | 01/24/2011                     | 9,999.00        | 8,223.00                                      | 1,776.00                                    |
| 875. ISHARES TR RUSSELL MI                                             | 05/19/2010                            | 04/27/2011                     | 54,538.00       | 41,116.00                                     | 13,422.00                                   |
| 114. ISHARES RUSSELL 2000<br>FUND                                      | 05/19/2010                            | 01/24/2011                     | 8,013.00        | 7,304.00                                      | 709.00                                      |
| 93. ISHARES RUSSELL 2000 G<br>FUND                                     | 05/19/2010                            | 01/24/2011                     | 8,002.00        | 6,761.00                                      | 1,241.00                                    |
| 597. ISHARES RUSSELL 2000<br>FUND                                      | 05/19/2010                            | 04/27/2011                     | 57,801.00       | 43,402.00                                     | 14,399.00                                   |
| 14. JOHNSON & JOHNSON COM                                              | 07/20/2011                            | 11/04/2011                     | 895.00          | 927.00                                        | -32.00                                      |
| 19. JOHNSON & JOHNSON COM                                              | 05/12/2011                            | 12/02/2011                     | 1,204.00        | 1,254.00                                      | -50.00                                      |
| 6. JUNIPER NETWORKS INC CO                                             | 11/11/2010                            | 04/27/2011                     | 232.00          | 205.00                                        | 27.00                                       |
| 21. JUNIPER NETWORKS INC C                                             | 03/04/2011                            | 04/27/2011                     | 812.00          | 924.00                                        | -112.00                                     |
| 12. KIMBERLY-CLARK CORP CO                                             | 09/30/2011                            | 12/06/2011                     | 845.00          | 857.00                                        | -12.00                                      |
| 20. KOHLS CORP COM                                                     | 03/15/2011                            | 04/27/2011                     | 1,066.00        | 1,069.00                                      | -3.00                                       |
| 11. KOHLS CORP COM                                                     | 09/29/2011                            | 12/09/2011                     | 560.00          | 532.00                                        | 28.00                                       |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

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OMB No 1545-0092

**2011**

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Employer identification number

27-1521392

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| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 25. LABORATORY CORP AMER H                                          | 05/19/2010                            | 01/25/2011                     | 2,265.00        | 1,933.00                                      | 332.00                                      |
| 1.00014 LAS VEGAS SANDS CO                                             | 08/04/2011                            | 10/04/2011                     | 37.00           | 46.00                                         | -9.00                                       |
| 6.99986 LAS VEGAS SANDS CO                                             | 08/04/2011                            | 10/04/2011                     | 258.00          | 320.00                                        | -62.00 *                                    |
| 21. LAS VEGAS SANDS CORP                                               | 08/05/2011                            | 11/28/2011                     | 943.00          | 981.00                                        | -38.00                                      |
| 3607.504 LOOMIS SAYLES BON<br>#1162                                    | 04/07/2010                            | 01/13/2011                     | 52,020.00       | 50,000.00                                     | 2,020.00                                    |
| 37. MEMC ELECTR MATLS INC                                              | 08/05/2011                            | 11/03/2011                     | 187.00          | 210.00                                        | -23.00                                      |
| 8. MCDONALDS CORP COM                                                  | 06/09/2010                            | 01/06/2011                     | 598.00          | 550.00                                        | 48.00                                       |
| 9. MCDONALDS CORP COM                                                  | 06/09/2010                            | 01/06/2011                     | 671.00          | 619.00                                        | 52.00                                       |
| 7. MCDONALDS CORP COM                                                  | 06/09/2010                            | 01/11/2011                     | 519.00          | 481.00                                        | 38.00                                       |
| 28. MCDONALDS CORP COM                                                 | 06/09/2010                            | 01/12/2011                     | 2,069.00        | 1,925.00                                      | 144.00                                      |
| 5. MEAD JOHNSON NUTRITION                                              | 08/05/2011                            | 09/30/2011                     | 351.00          | 342.00                                        | 9.00                                        |
| 34. MICROSOFT CORP COM                                                 | 08/18/2011                            | 12/02/2011                     | 858.00          | 841.00                                        | 17.00                                       |
| 30. MOSAIC CO                                                          | 08/04/2010                            | 01/25/2011                     | 2,212.00        | 1,456.00                                      | 756.00                                      |
| 8. NATIONAL OILWELL INC CO                                             | 03/18/2011                            | 04/27/2011                     | 617.00          | 624.00                                        | -7.00                                       |
| 16. NATIONAL OILWELL INC C                                             | 08/05/2011                            | 11/17/2011                     | 1,116.00        | 1,093.00                                      | 23.00                                       |
| 59. NETAPP INC                                                         | 09/15/2010                            | 04/06/2011                     | 2,741.00        | 2,905.00                                      | -164.00                                     |
| 3. NETFLIX.COM INC<br>COM                                              | 12/09/2010                            | 02/14/2011                     | 738.00          | 575.00                                        | 163.00                                      |
| 3. NETFLIX.COM INC<br>COM                                              | 12/09/2010                            | 03/02/2011                     | 613.00          | 458.00                                        | 155.00                                      |
| 3. NETFLIX.COM INC<br>COM                                              | 08/06/2010                            | 03/09/2011                     | 580.00          | 336.00                                        | 244.00                                      |
| 6. NETFLIX.COM INC<br>COM                                              | 08/06/2010                            | 04/27/2011                     | 1,414.00        | 672.00                                        | 742.00                                      |
| 3. NETFLIX.COM INC<br>COM                                              | 08/06/2010                            | 06/07/2011                     | 798.00          | 336.00                                        | 462.00                                      |
| 1. NETFLIX.COM INC<br>COM                                              | 08/06/2010                            | 06/16/2011                     | 251.00          | 112.00                                        | 139.00                                      |
| 2. NETFLIX.COM INC<br>COM                                              | 08/06/2010                            | 07/05/2011                     | 574.00          | 224.00                                        | 350.00                                      |
| 1. NETFLIX.COM INC<br>COM                                              | 08/06/2010                            | 07/13/2011                     | 299.00          | 112.00                                        | 187.00                                      |

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**SCHEDULE D-1**  
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Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
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|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 3. NETFLIX.COM INC<br>COM                                           | 08/05/2011                            | 09/15/2011                     | 525.00          | 754.00                                        | -229.00                                     |
| 3. NETFLIX.COM INC<br>COM                                              | 08/05/2011                            | 09/29/2011                     | 331.00          | 735.00                                        | -404.00                                     |
| 18. NORDSTROM INC COM                                                  | 09/15/2010                            | 04/27/2011                     | 863.00          | 648.00                                        | 215.00                                      |
| 8. NORDSTROM INC COM                                                   | 09/15/2010                            | 05/19/2011                     | 367.00          | 288.00                                        | 79.00                                       |
| 28. NORDSTROM INC COM                                                  | 09/15/2010                            | 06/28/2011                     | 1,285.00        | 1,007.00                                      | 278.00                                      |
| 66. NVIDIA CORP COM                                                    | 01/07/2011                            | 02/08/2011                     | 1,579.00        | 1,264.00                                      | 315.00                                      |
| 104. NVIDIA CORP COM                                                   | 01/07/2011                            | 03/10/2011                     | 1,888.00        | 1,991.00                                      | -103.00                                     |
| 78. ORACLE CORP COM                                                    | 12/16/2010                            | 04/27/2011                     | 2,737.00        | 2,236.00                                      | 501.00                                      |
| 1530.996 PIMCO FDS PAC INV<br>LOW DURATION FD INSTL CL                 | 02/02/2011                            | 10/20/2011                     | 15,739.00       | 15,922.00                                     | -183.00                                     |
| 6787.33 PIMCO EMERG MKTS B                                             | 02/02/2011                            | 05/25/2011                     | 76,222.00       | 75,000.00                                     | 1,222.00                                    |
| 17. PNC FINL SVCS GROUP IN<br>W/RIGHTS ATTACHED EXP 5/25/              | 03/15/2011                            | 04/27/2011                     | 1,057.00        | 1,055.00                                      | 2.00                                        |
| 63. PNC FINL SVCS GROUP IN<br>W/RIGHTS ATTACHED EXP 5/25/              | 08/05/2011                            | 08/19/2011                     | 2,778.00        | 3,549.00                                      | -771.00                                     |
| 29. PEPSICO INC COM                                                    | 06/22/2011                            | 12/01/2011                     | 1,861.00        | 2,063.00                                      | -202.00                                     |
| 9. POTASH CORP SASK INC CO<br>ATTACHED                                 | 01/06/2011                            | 03/11/2011                     | 489.00          | 501.00                                        | -12.00                                      |
| 3. POTASH CORP SASK INC CO<br>ATTACHED                                 | 01/06/2011                            | 04/27/2011                     | 170.00          | 167.00                                        | 3.00                                        |
| 20. POTASH CORP SASK INC C<br>ATTACHED                                 | 11/04/2010                            | 04/27/2011                     | 1,136.00        | 939.00                                        | 197.00                                      |
| 8. POTASH CORP SASK INC CO<br>ATTACHED                                 | 11/04/2010                            | 05/11/2011                     | 420.00          | 376.00                                        | 44.00                                       |
| 51. POTASH CORP SASK INC C<br>ATTACHED                                 | 08/05/2011                            | 08/22/2011                     | 2,613.00        | 2,466.00                                      | 147.00                                      |
| 10. PRECISION CASTPARTS CO<br>W/RIGHTS ATTACHED EXPIRING               | 10/21/2010                            | 04/27/2011                     | 1,516.00        | 1,300.00                                      | 216.00                                      |
| 1. PRICELINE COM INC                                                   | 07/12/2010                            | 01/11/2011                     | 433.00          | 204.00                                        | 229.00                                      |
| 3. PRICELINE COM INC                                                   | 07/12/2010                            | 02/04/2011                     | 1,307.00        | 611.00                                        | 696.00                                      |
| 5. PRICELINE COM INC                                                   | 07/12/2010                            | 02/23/2011                     | 2,129.00        | 1,019.00                                      | 1,110.00                                    |
| 7. PROCTER & GAMBLE CO COM                                             | 05/17/2011                            | 09/27/2011                     | 444.00          | 473.00                                        | -29.00                                      |
| 22. PROCTER & GAMBLE CO CO                                             | 06/22/2011                            | 10/27/2011                     | 1,428.00        | 1,450.00                                      | -22.00                                      |

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|-----------------------------------------------------------------------|-----------------------------------|-------------------------------|-----------------|--------------------------------------------|------------------------------------------|
| 1a 3. PROCTER & GAMBLE CO COM                                         | 06/22/2011                        | 12/05/2011                    | 194.00          | 193.00                                     | 1.00                                     |
| 11. RAYTHEON CO COM                                                   | 05/24/2011                        | 10/28/2011                    | 480.00          | 549.00                                     | -69.00                                   |
| 31. RAYTHEON CO COM                                                   | 08/05/2011                        | 12/06/2011                    | 1,409.00        | 1,444.00                                   | -35.00                                   |
| 63. REPUBLIC SVCS INC COM                                             | 08/22/2011                        | 12/07/2011                    | 1,704.00        | 1,768.00                                   | -64.00                                   |
| 9. ROCKWELL INTL CORP NEW                                             | 02/10/2011                        | 04/27/2011                    | 803.00          | 780.00                                     | 23.00                                    |
| 5. ROCKWELL INTL CORP NEW                                             | 02/10/2011                        | 06/14/2011                    | 404.00          | 433.00                                     | -29.00                                   |
| 20. ROCKWELL INTL CORP NEW                                            | 08/05/2011                        | 08/23/2011                    | 1,139.00        | 1,618.00                                   | -479.00                                  |
| 10. ROCKWELL COLLINS-WI CO                                            | 04/28/2010                        | 03/21/2011                    | 638.00          | 649.00                                     | -11.00                                   |
| 15. ROCKWELL COLLINS-WI CO                                            | 04/28/2010                        | 03/23/2011                    | 949.00          | 969.00                                     | -20.00                                   |
| 9. SALESFORCE COM INC                                                 | 11/10/2010                        | 04/27/2011                    | 1,241.00        | 917.00                                     | 324.00                                   |
| 3. SALESFORCE COM INC                                                 | 05/21/2010                        | 05/18/2011                    | 402.00          | 246.00                                     | 156.00                                   |
| 7. SANDISK CORP COM W/RTS<br>04/28/2007                               | 12/06/2010                        | 04/27/2011                    | 353.00          | 336.00                                     | 17.00                                    |
| 13. SANDISK CORP COM W/RTS<br>EXP 04/28/2007                          | 02/15/2011                        | 04/27/2011                    | 656.00          | 670.00                                     | -14.00                                   |
| 37. SANDISK CORP COM W/RTS<br>EXP 04/28/2007                          | 12/06/2010                        | 06/24/2011                    | 1,463.00        | 1,774.00                                   | -311.00                                  |
| 4. SCHLUMBERGER LTD COM                                               | 11/15/2010                        | 04/27/2011                    | 357.00          | 298.00                                     | 59.00                                    |
| 13. SCHLUMBERGER LTD COM                                              | 02/04/2011                        | 04/27/2011                    | 1,161.00        | 1,157.00                                   | 4.00                                     |
| 5. SCHLUMBERGER LTD COM                                               | 11/15/2010                        | 05/11/2011                    | 412.00          | 373.00                                     | 39.00                                    |
| 41. SOUTHWESTERN ENERGY CO                                            | 04/09/2010                        | 02/08/2011                    | 1,586.00        | 1,689.00                                   | -103.00                                  |
| 53. STAPLES INC COM W/INVI<br>PUR SHS UNDER CERTAIN                   | 02/08/2011                        | 04/27/2011                    | 1,126.00        | 1,177.00                                   | -51.00                                   |
| 16. STARBUCKS CORP COM                                                | 09/27/2010                        | 01/06/2011                    | 511.00          | 437.00                                     | 74.00                                    |
| 37. STARBUCKS CORP COM                                                | 09/27/2010                        | 04/27/2011                    | 1,368.00        | 973.00                                     | 395.00                                   |
| 1. STARBUCKS CORP COM                                                 | 09/27/2010                        | 05/18/2011                    | 36.00           | 26.00                                      | 10.00                                    |
| 17. STARWOOD HOTELS & RESO<br>WORLDWIDE                               | 01/26/2011                        | 04/27/2011                    | 1,024.00        | 1,051.00                                   | -27.00                                   |
| 6. STARWOOD HOTELS & RESOR                                            | 01/26/2011                        | 05/18/2011                    | 344.00          | 371.00                                     | -27.00                                   |

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|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 8. STARWOOD HOTELS & RESOR                                          | 01/26/2011                            | 11/22/2011                     | 361.00          | 494.00                                        | -133.00                                     |
| 8. STRYKER CORP COM                                                    | 05/18/2011                            | 08/03/2011                     | 413.00          | 512.00                                        | -99.00 *                                    |
| 4.00012 STRYKER CORP COM                                               | 05/18/2011                            | 08/10/2011                     | 187.00          | 256.00                                        | -69.00 *                                    |
| 5.99988 STRYKER CORP COM                                               | 05/18/2011                            | 08/10/2011                     | 280.00          | 384.00                                        | -104.00                                     |
| 36. STRYKER CORP COM                                                   | 05/20/2011                            | 08/22/2011                     | 1,621.00        | 2,305.00                                      | -684.00                                     |
| 59. TD AMERITRADE HLDG COR                                             | 03/28/2011                            | 04/27/2011                     | 1,294.00        | 1,220.00                                      | 74.00                                       |
| 53. TARGET CORP COM                                                    | 07/26/2010                            | 03/04/2011                     | 2,746.00        | 2,905.00                                      | -159.00                                     |
| 3723.008 TEMPLETON GLOBAL<br>#616                                      | 04/06/2010                            | 01/24/2011                     | 50,000.00       | 50,261.00                                     | -261.00                                     |
| 72. TEXAS INSTRS INC COM                                               | 10/04/2010                            | 02/08/2011                     | 2,536.00        | 1,954.00                                      | 582.00                                      |
| 57. TEXAS INSTRS INC COM                                               | 04/27/2010                            | 04/27/2011                     | 2,043.00        | 1,522.00                                      | 521.00                                      |
| 22. TEXTRON INC COM                                                    | 04/11/2011                            | 05/19/2011                     | 513.00          | 598.00                                        | -85.00                                      |
| 35. TEXTRON INC COM                                                    | 04/11/2011                            | 05/20/2011                     | 804.00          | 951.00                                        | -147.00                                     |
| 27. TEXTRON INC COM                                                    | 04/11/2011                            | 05/31/2011                     | 613.00          | 733.00                                        | -120.00                                     |
| 24. 3M CO COM                                                          | 04/09/2010                            | 01/31/2011                     | 2,105.00        | 1,996.00                                      | 109.00                                      |
| 3. 3M CO COM                                                           | 06/10/2010                            | 04/27/2011                     | 288.00          | 230.00                                        | 58.00                                       |
| 5. 3M CO COM                                                           | 08/05/2011                            | 12/05/2011                     | 406.00          | 415.00                                        | -9.00                                       |
| 22. TIME WARNER INC                                                    | 02/03/2011                            | 04/27/2011                     | 806.00          | 788.00                                        | 18.00                                       |
| 16000. UNITED STATES TREAS<br>11/17/86 7.5% 11/15/2016                 | 12/14/2010                            | 01/14/2011                     | 20,624.00       | 20,592.00                                     | 32.00                                       |
| 17999.96835 US TREASURY NO<br>3.125% 5/15/19                           | 12/02/2010                            | 01/07/2011                     | 18,176.00       | 18,613.00                                     | -437.00                                     |
| 8000.03165 US TREASURY NOT<br>5/15/19                                  | 12/02/2010                            | 01/07/2011                     | 8,078.00        | 8,273.00                                      | -195.00 *                                   |
| 50000. US TREASURY NOTE<br>5/15/19                                     | 12/02/2010                            | 01/14/2011                     | 50,525.00       | 49,457.00                                     | 1,068.00                                    |
| 60000. US TREASURY NOTE<br>9/15/12                                     | 12/30/2010                            | 01/14/2011                     | 60,858.00       | 60,888.00                                     | -30.00                                      |
| 23. UNITEDHEALTH GRP INC C                                             | 10/25/2010                            | 04/27/2011                     | 1,104.00        | 867.00                                        | 237.00                                      |
| 20. UNITEDHEALTH GRP INC C                                             | 08/05/2011                            | 11/07/2011                     | 906.00          | 914.00                                        | -8.00                                       |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Continuation Sheet for Schedule D**  
**(Form 1041)**

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

**2011**

Name of estate or trust

GERALD & OLIVA SHAPIRO FAM FDN

Employer identification number

27-1521392

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 1a 5. V F CORP COM W/RTS ATTA<br>01/25/2008                            | 08/05/2011                            | 09/15/2011                     | 619.00          | 556.00                                        | 63.00                                       |
| 2. V F CORP COM W/RTS ATTA<br>01/25/2008                               | 08/05/2011                            | 11/04/2011                     | 274.00          | 222.00                                        | 52.00                                       |
| 17. VENTAS INC-COM                                                     | 08/05/2011                            | 11/08/2011                     | 931.00          | 822.00                                        | 109.00                                      |
| 35. VISA INC-CLASS A SHRS                                              | 05/19/2010                            | 01/13/2011                     | 2,535.00        | 3,130.00                                      | -595.00                                     |
| 49. WAL MART STORES INC CO                                             | 10/04/2011                            | 12/06/2011                     | 2,868.00        | 2,584.00                                      | 284.00                                      |
| 10. WATERS CORP COM                                                    | 02/09/2011                            | 04/27/2011                     | 976.00          | 770.00                                        | 206.00                                      |
| 13. WATERS CORP COM                                                    | 08/05/2011                            | 12/09/2011                     | 972.00          | 1,209.00                                      | -237.00                                     |
| 6432.749 WELLS FARGO ULT S                                             | 04/27/2011                            | 08/03/2011                     | 55,000.00       | 55,129.00                                     | -129.00                                     |
| 2941.176 WELLS FARGO ULT S                                             | 04/27/2011                            | 10/20/2011                     | 25,000.00       | 25,206.00                                     | -206.00                                     |
| 16. YUM! BRANDS INC<br>COM                                             | 05/26/2011                            | 09/30/2011                     | 779.00          | 893.00                                        | -114.00                                     |
| 12. EVEREST REINSURANCE GR                                             | 04/09/2010                            | 03/28/2011                     | 994.00          | 978.00                                        | 16.00                                       |
| 8. EVEREST REINSURANCE GRO                                             | 04/09/2010                            | 03/29/2011                     | 663.00          | 652.00                                        | 11.00                                       |
| 8. EVEREST REINSURANCE GRO                                             | 04/09/2010                            | 03/30/2011                     | 665.00          | 652.00                                        | 13.00                                       |
| 17. EVEREST REINSURANCE GR                                             | 04/09/2010                            | 03/30/2011                     | 1,416.00        | 1,385.00                                      | 31.00                                       |
| 24. INGERSOLL-RAND PLC                                                 | 02/09/2011                            | 04/27/2011                     | 1,217.00        | 1,068.00                                      | 149.00                                      |
| 7. INGERSOLL-RAND PLC                                                  | 06/11/2010                            | 04/27/2011                     | 355.00          | 262.00                                        | 93.00                                       |
| 14. SINA.COM SHS                                                       | 01/13/2011                            | 04/27/2011                     | 1,813.00        | 1,189.00                                      | 624.00                                      |
| 5. SINA.COM SHS                                                        | 01/13/2011                            | 06/09/2011                     | 449.00          | 425.00                                        | 24.00                                       |
| 4. SINA.COM SHS                                                        | 01/13/2011                            | 07/12/2011                     | 427.00          | 340.00                                        | 87.00                                       |
| 3. SINA.COM SHS                                                        | 01/13/2011                            | 07/19/2011                     | 363.00          | 255.00                                        | 108.00                                      |
| 4. SINA.COM SHS                                                        | 01/13/2011                            | 08/03/2011                     | 394.00          | 340.00                                        | 54.00                                       |
| 15. SINA.COM SHS                                                       | 08/05/2011                            | 09/29/2011                     | 1,092.00        | 1,297.00                                      | -205.00                                     |
| 28. CHECK POINT SOFTWARE T                                             | 09/30/2010                            | 04/27/2011                     | 1,515.00        | 1,005.00                                      | 510.00                                      |
| 9. CHECK POINT SOFTWARE TE                                             | 07/12/2010                            | 05/19/2011                     | 492.00          | 279.00                                        | 213.00                                      |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2011

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

GERALD &amp; OLIVA SHAPIRO FAM FDN

27-1521392

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

|                                                                                                     |           |
|-----------------------------------------------------------------------------------------------------|-----------|
| <b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . | 43,685.00 |
|-----------------------------------------------------------------------------------------------------|-----------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2011

JSA  
1F1221 2 000

\* INDICATES WASH SALE

DML507 5892 05/03/2012 10:17:02

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

GERALD &amp; OLIVA SHAPIRO FAM FDN

27-1521392

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example: 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|----------------------------------------------------------------------|---------------------------------|-----------------------------|-----------------|--------------------------------------------|------------------------------------------|
| 6a 27. ABBOTT LABS W/RIGHTS A<br>11/10/2009                          | 04/09/2010                      | 04/27/2011                  | 1,405.00        | 1,420.00                                   | -15.00                                   |
| 38. ADOBE SYS INC COM                                                | 04/09/2010                      | 04/26/2011                  | 1,258.00        | 1,339.00                                   | -81.00                                   |
| 45. AETNA INC-NEW COM                                                | 04/09/2010                      | 04/27/2011                  | 1,795.00        | 1,474.00                                   | 321.00                                   |
| 26. ALLEGHENY TECHNOLOGIES                                           | 05/04/2010                      | 05/17/2011                  | 1,734.00        | 1,329.00                                   | 405.00                                   |
| 6. ALLEGHENY TECHNOLOGIES                                            | 05/07/2010                      | 06/24/2011                  | 365.00          | 306.00                                     | 59.00                                    |
| 5. ALLEGHENY TECHNOLOGIES                                            | 05/07/2010                      | 09/22/2011                  | 198.00          | 254.00                                     | -56.00                                   |
| 2. ALLERGAN INC COM W/RIGH<br>EXP 2/18/2010                          | 04/09/2010                      | 05/19/2011                  | 166.00          | 127.00                                     | 39.00                                    |
| 5. ALLERGAN INC COM W/RIGH<br>EXP 2/18/2010                          | 04/09/2010                      | 05/24/2011                  | 411.00          | 317.00                                     | 94.00                                    |
| 6. AMAZON COM INC COM                                                | 04/09/2010                      | 04/27/2011                  | 1,163.00        | 838.00                                     | 325.00                                   |
| 3. AMAZON COM INC COM                                                | 04/09/2010                      | 05/18/2011                  | 585.00          | 419.00                                     | 166.00                                   |
| 2. AMAZON COM INC COM                                                | 04/09/2010                      | 07/13/2011                  | 430.00          | 279.00                                     | 151.00                                   |
| 3. AMAZON COM INC COM                                                | 04/09/2010                      | 07/27/2011                  | 674.00          | 419.00                                     | 255.00                                   |
| 4. AMAZON COM INC COM                                                | 04/09/2010                      | 10/26/2011                  | 804.00          | 558.00                                     | 246.00                                   |
| 4. AMAZON COM INC COM                                                | 04/09/2010                      | 11/22/2011                  | 749.00          | 558.00                                     | 191.00                                   |
| 2. AMERICAN EXPRESS CO COM                                           | 05/14/2010                      | 11/08/2011                  | 103.00          | 83.00                                      | 20.00                                    |
| 29. AMERIPRISE FINANCIAL I                                           | 04/09/2010                      | 04/27/2011                  | 1,760.00        | 1,335.00                                   | 425.00                                   |
| 1. AMERIPRISE FINANCIAL IN                                           | 04/09/2010                      | 12/23/2011                  | 50.00           | 46.00                                      | 4.00                                     |
| 23. AMGEN INC COM W/RTS AT<br>03/21/2007                             | 04/09/2010                      | 04/18/2011                  | 1,266.00        | 1,399.00                                   | -133.00                                  |
| 3. APPLE COMPUTER INC COM                                            | 04/09/2010                      | 04/27/2011                  | 1,053.00        | 724.00                                     | 329.00                                   |
| 15. APPLE COMPUTER INC COM                                           | 04/09/2010                      | 04/27/2011                  | 5,262.00        | 3,611.00                                   | 1,651.00                                 |
| 25. BOEING CO COM                                                    | 04/09/2010                      | 04/27/2011                  | 1,904.00        | 1,805.00                                   | 99.00                                    |
| 10. BOEING CO COM                                                    | 06/10/2010                      | 06/23/2011                  | 710.00          | 636.00                                     | 74.00                                    |
| 9. BOEING CO COM                                                     | 06/10/2010                      | 09/22/2011                  | 527.00          | 572.00                                     | -45.00                                   |
| 16. BOEING CO COM                                                    | 06/01/2010                      | 09/27/2011                  | 1,015.00        | 1,016.00                                   | -1.00                                    |
| 32. CANADIAN NAT RES LTD C                                           | 04/09/2010                      | 04/27/2011                  | 1,462.00        | 1,259.00                                   | 203.00                                   |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

GERALD &amp; OLIVA SHAPIRO FAM FDN

27-1521392

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co ) | (b) Date<br>acquired<br>(mo, day, yr ) | (c) Date sold<br>(mo, day, yr ) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|-------------------------------------------------------------------------|----------------------------------------|---------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 13. CANADIAN NAT RES LTD C                                           | 04/09/2010                             | 05/12/2011                      | 540.00          | 512.00                                        | 28.00                                       |
| 14. CANADIAN NAT RES LTD C                                              | 04/09/2010                             | 08/10/2011                      | 498.00          | 551.00                                        | -53.00 *                                    |
| 35. CANADIAN NAT RES LTD C                                              | 04/09/2010                             | 10/05/2011                      | 1,035.00        | 1,390.00                                      | -355.00                                     |
| 14. CATERPILLAR INC COM W/<br>12/11/2006                                | 07/27/2010                             | 08/16/2011                      | 1,260.00        | 965.00                                        | 295.00                                      |
| 19. CENTURYTEL INC COM                                                  | 04/09/2010                             | 04/27/2011                      | 763.00          | 619.00                                        | 144.00                                      |
| 20. CITRIX SYS INC COM                                                  | 04/09/2010                             | 04/27/2011                      | 1,538.00        | 960.00                                        | 578.00                                      |
| 3. CITRIX SYS INC COM                                                   | 04/09/2010                             | 05/18/2011                      | 248.00          | 144.00                                        | 104.00                                      |
| 5. CITRIX SYS INC COM                                                   | 04/09/2010                             | 05/19/2011                      | 416.00          | 240.00                                        | 176.00                                      |
| 8. CITRIX SYS INC COM                                                   | 04/09/2010                             | 06/17/2011                      | 592.00          | 384.00                                        | 208.00                                      |
| 3. CITRIX SYS INC COM                                                   | 04/09/2010                             | 10/27/2011                      | 224.00          | 144.00                                        | 80.00                                       |
| 13. COACH INC COM W/RTS AT<br>5/2/2011                                  | 04/09/2010                             | 04/27/2011                      | 754.00          | 538.00                                        | 216.00                                      |
| 40. COCA-COLA CO COM                                                    | 04/09/2010                             | 04/27/2011                      | 2,671.00        | 2,177.00                                      | 494.00                                      |
| 10. COLGATE-PALMOLIVE CO C                                              | 04/09/2010                             | 04/27/2011                      | 811.00          | 841.00                                        | -30.00                                      |
| 88. COMCAST CORP NEW CL A                                               | 04/09/2010                             | 04/27/2011                      | 2,123.00        | 1,566.00                                      | 557.00                                      |
| 8. CONOCOPHILLIPS COM                                                   | 04/09/2010                             | 04/27/2011                      | 636.00          | 443.00                                        | 193.00                                      |
| 74. CORNING INC COM W/RTS<br>07/15/2006                                 | 04/09/2010                             | 04/27/2011                      | 1,573.00        | 1,456.00                                      | 117.00                                      |
| 3. CUMMINS INC COM                                                      | 04/29/2010                             | 05/11/2011                      | 343.00          | 207.00                                        | 136.00                                      |
| 4. CUMMINS INC COM                                                      | 04/09/2010                             | 05/13/2011                      | 442.00          | 265.00                                        | 177.00                                      |
| 6. CUMMINS INC COM                                                      | 04/09/2010                             | 05/17/2011                      | 641.00          | 398.00                                        | 243.00                                      |
| 7. CUMMINS INC COM                                                      | 04/09/2010                             | 05/20/2011                      | 748.00          | 464.00                                        | 284.00                                      |
| 7. CUMMINS INC COM                                                      | 04/09/2010                             | 08/10/2011                      | 618.00          | 464.00                                        | 154.00                                      |
| 40. DANAHER CORP COM                                                    | 04/09/2010                             | 04/27/2011                      | 2,209.00        | 1,604.00                                      | 605.00                                      |
| 22. DAVITA INC COM                                                      | 04/09/2010                             | 04/27/2011                      | 1,931.00        | 1,448.00                                      | 483.00                                      |
| 7. DAVITA INC COM                                                       | 04/09/2010                             | 07/25/2011                      | 596.00          | 461.00                                        | 135.00                                      |
| 71. DELL INC                                                            | 04/20/2010                             | 04/27/2011                      | 1,113.00        | 1,208.00                                      | -95.00                                      |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

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27-1521392

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 61. DENBURY RESOURCES INC                                           | 04/09/2010                            | 04/27/2011                     | 1,336.00        | 1,108.00                                      | 228.00                                      |
| 30. DU PONT E I DE NEMOURS                                             | 04/09/2010                            | 04/27/2011                     | 1,665.00        | 1,171.00                                      | 494.00                                      |
| 22. DU PONT E I DE NEMOURS                                             | 04/09/2010                            | 07/25/2011                     | 1,192.00        | 859.00                                        | 333.00                                      |
| 47. E M C CORP MASS COM                                                | 04/09/2010                            | 04/27/2011                     | 1,319.00        | 868.00                                        | 451.00                                      |
| 21. E M C CORP MASS COM                                                | 04/09/2010                            | 06/13/2011                     | 555.00          | 388.00                                        | 167.00                                      |
| 45. ELECTRONIC ARTS COM                                                | 04/09/2010                            | 04/27/2011                     | 903.00          | 873.00                                        | 30.00                                       |
| 15. EMERSON ELEC CO COM W/<br>EXP 11/01/2008                           | 04/09/2010                            | 04/27/2011                     | 898.00          | 761.00                                        | 137.00                                      |
| 29. EMERSON ELEC CO COM W/<br>EXP 11/01/2008                           | 04/09/2010                            | 05/12/2011                     | 1,572.00        | 1,472.00                                      | 100.00                                      |
| 34. EXXON MOBIL CORP COM                                               | 04/09/2010                            | 04/27/2011                     | 2,977.00        | 2,339.00                                      | 638.00                                      |
| 15. FRANKLIN RES INC COM                                               | 04/09/2010                            | 04/27/2011                     | 1,880.00        | 1,717.00                                      | 163.00                                      |
| 17. FRANKLIN RES INC COM                                               | 04/09/2010                            | 07/29/2011                     | 2,166.00        | 1,945.00                                      | 221.00                                      |
| 8. FRANKLIN RES INC COM                                                | 04/09/2010                            | 08/15/2011                     | 928.00          | 930.00                                        | -2.00                                       |
| 15. GENUINE PARTS CO COM W<br>ATTACHED EXP 11/15/2009                  | 04/09/2010                            | 04/27/2011                     | 794.00          | 649.00                                        | 145.00                                      |
| 1930.502 HARBOR FD INTL GR                                             | 04/07/2010                            | 04/27/2011                     | 25,000.00       | 21,718.00                                     | 3,282.00                                    |
| 2362.949 HARBOR FD INTL GR                                             | 04/07/2010                            | 10/20/2011                     | 25,000.00       | 26,583.00                                     | -1,583.00                                   |
| 58. INTERNATIONAL GAME TEC                                             | 04/09/2010                            | 04/27/2011                     | 1,021.00        | 1,153.00                                      | -132.00                                     |
| 17. JP MORGAN CHASE & CO C                                             | 04/15/2010                            | 04/27/2011                     | 772.00          | 900.00                                        | -128.00                                     |
| 36. JP MORGAN CHASE & CO C                                             | 04/15/2010                            | 06/23/2011                     | 1,444.00        | 1,671.00                                      | -227.00                                     |
| 18. LABORATORY CORP AMER H                                             | 04/09/2010                            | 04/27/2011                     | 1,722.00        | 1,365.00                                      | 357.00                                      |
| 35. MEMC ELECTR MATLS INC                                              | 04/09/2010                            | 04/27/2011                     | 406.00          | 556.00                                        | -150.00                                     |
| 105. MEMC ELECTR MATLS INC                                             | 04/09/2010                            | 11/03/2011                     | 531.00          | 1,668.00                                      | -1,137.00                                   |
| 17. MEAD JOHNSON NUTRITION                                             | 04/09/2010                            | 04/27/2011                     | 1,053.00        | 883.00                                        | 170.00                                      |
| 36. METLIFE INC COM                                                    | 04/09/2010                            | 04/27/2011                     | 1,627.00        | 1,623.00                                      | 4.00                                        |
| 21. METLIFE INC COM                                                    | 04/09/2010                            | 11/08/2011                     | 719.00          | 946.00                                        | -227.00                                     |
| 93. MICROSOFT CORP COM                                                 | 04/09/2010                            | 04/27/2011                     | 2,439.00        | 2,816.00                                      | -377.00                                     |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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|-------------------------------------------------------------------------|---------------------------------------|--------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 44. NYSE EURONEXT INC                                                | 04/09/2010                            | 04/27/2011                     | 1,727.00        | 1,336.00                                      | 391.00                                      |
| 20. NATIONAL OILWELL INC C                                              | 04/09/2010                            | 04/27/2011                     | 1,535.00        | 853.00                                        | 682.00                                      |
| 1. NATIONAL OILWELL INC CO                                              | 04/09/2010                            | 07/26/2011                     | 83.00           | 43.00                                         | 40.00                                       |
| 3. NATIONAL OILWELL INC CO                                              | 04/09/2010                            | 11/17/2011                     | 209.00          | 128.00                                        | 81.00                                       |
| 9. NETFLIX.COM INC<br>COM                                               | 08/06/2010                            | 09/29/2011                     | 993.00          | 1,007.00                                      | -14.00                                      |
| 25. NSTAR COM                                                           | 04/09/2010                            | 04/27/2011                     | 1,133.00        | 889.00                                        | 244.00                                      |
| 17. OCCIDENTAL PETE CORP C                                              | 04/15/2010                            | 04/27/2011                     | 1,751.00        | 1,470.00                                      | 281.00                                      |
| 10. OCCIDENTAL PETE CORP C                                              | 04/15/2010                            | 05/02/2011                     | 1,161.00        | 865.00                                        | 296.00                                      |
| 10. ORACLE CORP COM                                                     | 04/13/2010                            | 04/27/2011                     | 351.00          | 262.00                                        | 89.00                                       |
| 67. ORACLE CORP COM                                                     | 04/09/2010                            | 04/27/2011                     | 2,353.00        | 1,741.00                                      | 612.00                                      |
| 8. ORACLE CORP COM                                                      | 04/13/2010                            | 05/18/2011                     | 269.00          | 210.00                                        | 59.00                                       |
| 21. ORACLE CORP COM                                                     | 04/13/2010                            | 05/24/2011                     | 697.00          | 550.00                                        | 147.00                                      |
| 26. ORACLE CORP COM                                                     | 04/09/2010                            | 07/25/2011                     | 840.00          | 675.00                                        | 165.00                                      |
| 5764.724 PIMCO FDS PAC INV<br>LOW DURATION FD INSTL CL                  | 04/06/2010                            | 10/20/2011                     | 59,261.00       | 60,184.00                                     | -923.00                                     |
| 23. PRAXAIR INC COM                                                     | 04/09/2010                            | 04/27/2011                     | 2,429.00        | 1,954.00                                      | 475.00                                      |
| 18. PROCTER & GAMBLE CO CO                                              | 04/09/2010                            | 04/27/2011                     | 1,151.00        | 1,132.00                                      | 19.00                                       |
| 12. PROCTER & GAMBLE CO CO                                              | 04/09/2010                            | 12/05/2011                     | 776.00          | 754.00                                        | 22.00                                       |
| 25. PRUDENTIAL FINANCIAL I<br>COM                                       | 04/09/2010                            | 04/27/2011                     | 1,535.00        | 1,578.00                                      | -43.00                                      |
| 17. PRUDENTIAL FINANCIAL I<br>COM                                       | 04/09/2010                            | 12/23/2011                     | 861.00          | 1,073.00                                      | -212.00                                     |
| 13. RANGE RES CORP COM                                                  | 04/09/2010                            | 04/27/2011                     | 695.00          | 655.00                                        | 40.00                                       |
| 8. RANGE RES CORP COM                                                   | 04/09/2010                            | 05/19/2011                     | 416.00          | 403.00                                        | 13.00                                       |
| 13. ROCKWELL COLLINS-WI CO                                              | 04/09/2010                            | 04/27/2011                     | 806.00          | 824.00                                        | -18.00                                      |
| 12. ROCKWELL COLLINS-WI CO                                              | 04/09/2010                            | 04/27/2011                     | 744.00          | 761.00                                        | -17.00                                      |
| 17.99975 ROCKWELL COLLINS-                                              | 04/09/2010                            | 08/11/2011                     | 798.00          | 1,142.00                                      | -344.00 *                                   |
| 13.00025 ROCKWELL COLLINS-                                              | 04/09/2010                            | 08/11/2011                     | 577.00          | 878.00                                        | -301.00                                     |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2011



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

GERALD &amp; OLIVA SHAPIRO FAM FDN

27-1521392

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property (Example<br>100 sh 7% preferred of "Z" Co) | (b) Date<br>acquired<br>(mo., day, yr.) | (c) Date sold<br>(mo., day, yr.) | (d) Sales price | (e) Cost or other basis<br>(see instructions) | (f) Gain or (loss)<br>Subtract (e) from (d) |
|------------------------------------------------------------------------|-----------------------------------------|----------------------------------|-----------------|-----------------------------------------------|---------------------------------------------|
| 6a 4. SALESFORCE COM INC                                               | 05/21/2010                              | 05/24/2011                       | 597.00          | 328.00                                        | 269.00                                      |
| 5. SALESFORCE COM INC                                                  | 05/21/2010                              | 07/21/2011                       | 749.00          | 410.00                                        | 339.00                                      |
| 3. SALESFORCE COM INC                                                  | 05/21/2010                              | 07/27/2011                       | 444.00          | 246.00                                        | 198.00                                      |
| 4. SALESFORCE COM INC                                                  | 05/21/2010                              | 07/28/2011                       | 587.00          | 328.00                                        | 259.00                                      |
| 19. STARBUCKS CORP COM                                                 | 05/07/2010                              | 05/18/2011                       | 690.00          | 483.00                                        | 207.00                                      |
| 32. TJX COS INC NEW COM                                                | 04/09/2010                              | 04/27/2011                       | 1,700.00        | 1,435.00                                      | 265.00                                      |
| 8. TJX COS INC NEW COM                                                 | 04/09/2010                              | 07/25/2011                       | 444.00          | 359.00                                        | 85.00                                       |
| 30. THERMO ELECTRON CORP C<br>ATTACHED EXP 01/29/2006                  | 04/09/2010                              | 04/27/2011                       | 1,782.00        | 1,565.00                                      | 217.00                                      |
| 5. 3M CO COM                                                           | 04/09/2010                              | 04/27/2011                       | 481.00          | 416.00                                        | 65.00                                       |
| 15. 3M CO COM                                                          | 06/10/2010                              | 12/05/2011                       | 1,219.00        | 1,151.00                                      | 68.00                                       |
| 12. TRAVELERS COMPANIES, I                                             | 04/09/2010                              | 04/27/2011                       | 745.00          | 628.00                                        | 117.00                                      |
| 1001.603 TWEEDY BROWNE FD<br>VALUE FD                                  | 04/07/2010                              | 04/27/2011                       | 25,000.00       | 22,346.00                                     | 2,654.00                                    |
| 1126.634 TWEEDY BROWNE FD<br>VALUE FD                                  | 04/07/2010                              | 10/20/2011                       | 25,000.00       | 25,135.00                                     | -135.00                                     |
| 9. UNITED TECHNOLOGIES COR                                             | 04/09/2010                              | 04/27/2011                       | 789.00          | 663.00                                        | 126.00                                      |
| 27. UNITEDHEALTH GRP INC C                                             | 04/09/2010                              | 04/27/2011                       | 1,297.00        | 864.00                                        | 433.00                                      |
| 11. UNITEDHEALTH GRP INC C                                             | 04/09/2010                              | 04/27/2011                       | 528.00          | 349.00                                        | 179.00                                      |
| 12. UNITEDHEALTH GRP INC C                                             | 04/09/2010                              | 05/19/2011                       | 608.00          | 381.00                                        | 227.00                                      |
| 9. UNITEDHEALTH GRP INC CO                                             | 04/09/2010                              | 11/07/2011                       | 408.00          | 285.00                                        | 123.00                                      |
| 10. V F CORP COM W/RTS ATT<br>01/25/2008                               | 04/22/2010                              | 04/27/2011                       | 1,069.00        | 863.00                                        | 206.00                                      |
| 2. V F CORP COM W/RTS ATTA<br>01/25/2008                               | 04/22/2010                              | 11/04/2011                       | 274.00          | 173.00                                        | 101.00                                      |
| 36. VENTAS INC-COM                                                     | 04/09/2010                              | 04/27/2011                       | 2,028.00        | 1,687.00                                      | 341.00                                      |
| 3.00029 VISA INC-CLASS A S                                             | 04/09/2010                              | 04/27/2011                       | 236.00          | 277.00                                        | -41.00                                      |
| 16.99971 VISA INC-CLASS A                                              | 04/09/2010                              | 04/27/2011                       | 1,338.00        | 1,571.00                                      | -233.00 *                                   |
| 47. WASTE MGMT INC DEL COM                                             | 04/09/2010                              | 04/27/2011                       | 1,851.00        | 1,629.00                                      | 222.00                                      |
| 56. WISCONSIN ENERGY CORP                                              | 04/09/2010                              | 04/27/2011                       | 1,719.00        | 1,406.00                                      | 313.00                                      |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2011



Form **8868**

(Rev. January 2012)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

GERALD &amp; OLIVA SHAPIRO FAM FDN

☒ **X**

27-1521392

Number, street, and room or suite no. If a P O box, see instructions.

Social security number (SSN)

1525 W W.T. HARRIS BLVD. D1114-044

City, town or post office, state, and ZIP code For a foreign address, see instructions

CHARLOTTE, NC 28288

Enter the Return code for the return that this application is for (file a separate application for each return)  0  4

| Application Is For                      | Return Code | Application Is For       | Return Code |
|-----------------------------------------|-------------|--------------------------|-------------|
| Form 990                                | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                             | 02          | Form 1041-A              | 08          |
| Form 990-EZ                             | 01          | Form 4720                | 09          |
| Form 990-PF                             | 04          | Form 5227                | 10          |
| Form 990-T (sec 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)     | 06          | Form 8870                | 12          |

- The books are in the care of ► Wells Fargo Bank NA

Telephone No. ► (336) 747-8202

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year 2011 or
- ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

|                                                                                                                                                                                      |    |    |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|--------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                  | 3a | \$ | 2,986. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ | 468.   |
| c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.     | 3c | \$ | 2,518. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)