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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

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

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

Name of foundation SHORESH FOUNDATION	**A Employer identification number** 94-3044121
Number and street (or P O box number if mail is not delivered to street address) 132 HILLSIDE AVENUE Room/suite	**B** Telephone number (see page 10 of the instructions) (510) 658-2898
City or town, state, and ZIP code OAKLAND, CA 94611	**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 ▶ ☐
H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,662,203 **J** Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) _ *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,693,721			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,623	1,623		
	4	Dividends and interest from securities	130,025	130,025		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	27,423			
	b	Gross sales price for all assets on line 6a 540,548				
	7	Capital gain net income (from Part IV, line 2)		27,423		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,852,792	159,071		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	16,668	16,668		0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,632	798		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	275	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,575	17,466		0
	25	Contributions, gifts, grants paid	1,346,073			1,346,073
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,365,648	17,466		1,346,073
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	487,144			
	b	**Net investment income** (if negative, enter -0-)		141,605		
	c	**Adjusted net income** (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Cat No 11289X Form **990-PF** (2011)

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	11,424	10,290	10,290
2 Savings and temporary cash investments	4,297,356	3,642,340	3,642,340
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)	0	933,750	1,078,520
b Investments—corporate stock (attach schedule)	2,481,881	2,576,287	2,895,437
c Investments—corporate bonds (attach schedule)	31,300	0	0
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	32,080	32,444	26,486
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	1,324	10,454	9,130
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,855,365	7,205,565	7,662,203
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons		500	
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)	378	1,215	
23 **Total liabilities** (add lines 17 through 22)	378	1,715	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ 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.			
27 Capital stock, trust principal, or current funds	0	0	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	6,854,987	7,203,850	
30 **Total net assets or fund balances** (see page 17 of the instructions)	6,854,987	7,203,850	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,855,365	7,205,565	

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	6,854,987
2	Enter amount from Part I, line 27a	2	487,144
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	7,342,131
5	Decreases not included in line 2 (itemize) ▶	5	138,281
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,203,850

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	27,423
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	491,250	6,259,483	0 078481
2009	591,110	5,279,600	0 111961
2008	804,010	4,967,233	0 161863
2007	562,744	4,735,356	0 118839
2006	142,910	3,815,863	0 037452

2	**Total** of line 1, column (d).	2	0 508596
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 101719
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	6,807,762
5	Multiply line 4 by line 3.	5	692,479
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,416
7	Add lines 5 and 6.	7	693,895
8	Enter qualifying distributions from Part XII, line 4.	8	1,346,073

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	1,416
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	0
3	Add lines 1 and 2			3	1,416
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,416
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,631		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,631
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,215
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 1,215	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ROCHELLE SHAPELL Telephone no ▶(510) 658-2898

Located at ▶132 HILLSIDE AVENUE PIEDMONT CA ZIP+4 ▶94611

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | Yes | No |

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **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)? ☐ **Yes** ☑ **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) ☐ **Yes** ☑ **No**

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	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 page 20 of the instructions)	2b		

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here

▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**

			Yes	No
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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 page 22 of the 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 page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . .	**6b**		**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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ROCHELLE SHAPELL 132 HILLSIDE AVENUE PIEDMONT,CA 94611	PRESIDENT 2 00	0	0	0
LORNE M BUCHMAN 132 HILLSIDE AVENUE PIEDMONT,CA 94611	SECRETARY & CFO 3 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000. . . ▶				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,141,203
b	Average of monthly cash balances	1b	3,761,100
c	Fair market value of all other assets (see page 24 of the instructions)	1c	9,130
d	**Total** (add lines 1a, b, and c)	1d	6,911,433
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,911,433
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	103,671
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,807,762
6	**Minimum investment return.** Enter 5% of line 5	6	340,388

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	340,388
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,416		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,416
3	Distributable amount before adjustments Subtract line 2c from line 1	3	338,972
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	338,972
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	338,972

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,346,073
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,346,073
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,416
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,344,657

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				338,972
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 80,380				
b From 2007. 328,505				
c From 2008. 557,236				
d From 2009. 329,448				
e From 2010. 180,724				
f **Total** of lines 3a through e.	1,476,293			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,346,073				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				338,972
e Remaining amount distributed out of corpus	1,007,101			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,483,394			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	80,380			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	2,403,014			
10 Analysis of line 9				
a Excess from 2007. . . . 328,505				
b Excess from 2008. . . . 557,236				
c Excess from 2009. . . . 329,448				
d Excess from 2010. . . . 180,724				
e Excess from 2011. . . . 1,007,101				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

ROCHELLE SHAPELL

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				1,346,073
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,623	
4 Dividends and interest from securities			14	130,025	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	27,423	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		159,071	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 159,071

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

b If "Yes," complete the following schedule

(a) 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 or fiduciary) is based on all information of which preparer has any knowledge

******	2012-11-08	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARK AUGENSTEIN	2012-11-08		P00151572
Firm's name ▶ MANN GELON GLODNEY & AUGENSTEIN APC		Firm's EIN ▶ 95-3381812	
Firm's address ▶ 1880 CENTURY PARK EAST SUITE 950 LOS ANGELES, CA 90067		Phone no (310) 277-3633	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2011

Name of organization	**Employer identification number**
SHORESH FOUNDATION	94-3044121

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
SHORESH FOUNDATION

Employer identification number
94-3044121

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID FELA SHAPELL LEAD UNITRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	$ 189,188	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	LORNE M BUCHMAN 132 HILLSIDE AVENUE OAKLAND, CA 94611	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	ROCHELLE SHAPELL 132 HILLSIDE AVENUE OAKLAND, CA 94611	$ 1,081,161	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
4	DAVID SHAPELL 2009 CHARITABLE LEAD 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	$ 206,686	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	FELA SHAPELL 2009 CHARITABLE LEAD A 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	$ 206,686	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
SHORESH FOUNDATION

Employer identification number
94-3044121

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	1,000,000 US TREASURY NOTES	$ 1,081,161	2011-12-21

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

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

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

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

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

Name of organization
SHORESH FOUNDATION

Employer identification number
94-3044121

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 94-3044121
Name: SHORESH FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
TRANS-LUX DEBENTURE			
PUBLICLY TRADED SECURITIES - CITBANK A/C#4768			
PUBLICLY TRADED SECURITIES - CITBANK A/C#4768			
PUBLICLY TRADED SECURITIES - CITBANK A/C#4768	P		
VALEANT PHARMACEUTICALS RETURN OF CAPITAL	P		
OSTERWIS STRATEGIC INC CAPITAL GAIN DIVIDEND	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,000		31,300	-27,300
81,309		107,380	-26,071
142,410		148,485	-6,075
295,844		225,960	69,884
7,176			7,176
9,809			9,809

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-27,300
			-26,071
			-6,075
			69,884
			7,176
			9,809

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALAMEDA COUNTY COMMUNITY FOOD BANKPO BOX 2599 OAKLAND, CA 94614	N/A	PUBLIC CHARITY	GENERAL	5,000
ALAMEDA COUNTY MEALS ON WHEELS6955 FOOTHILL BLVD 3RD FLR 300 OAKLAND, CA 94605	N/A	PUBLIC CHARITY	GENERAL	1,800
AMERICAN CANCER SOCIETY127 41ST STREET OAKLAND, CA 94611	N/A	PUBLIC CHARITY	GENERAL	360
AMERICAN JEWISH WORLD SERVICE45 W 36TH STREET NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL	1,000
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103	N/A	PUBLIC CHARITY	GENERAL	10,000
AUGUSTA LEVY LEARNING CENTER16 RIDGECREST RD WHEELING, WV 26003	N/A	PUBLIC CHARITY	GENERAL	2,500
BEHAVIORAL INTERVENTION ASSOCIATION3229 ELM ST OAKLAND, CA 94609	N/A	PUBLIC CHARITY	GENERAL	250
BETH JACOB CONGREGATION (OAKLAND)3778 PARK BLVD OAKLAND, CA 94610	N/A	PUBLIC CHARITY	GENERAL	88,250
BIRTHRIGHT ISRAEL FOUNDATION33 E 33RD STREET NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL	1,800
BORP - BAY AREA OUTREACH AND RECREATION PROGRAM3075 ADELINE STREET SUITE 155 BERKELEY, CA 94703	N/A	PUBLIC CHARITY	GENERAL	2,500
BRANDEIS UNIVERSITYPO BOX 549110 MS 124 WALTHAM, MA 02454	N/A	PUBLIC CHARITY	GENERAL	2,500
BRENTWOOD SCHOOL12001 SUNSET BLVD LOS ANGELES, CA 90049	N/A	PUBLIC CHARITY	GENERAL	5,000
CALIFORNIA SHAKESPEARE THEATER701 HEINZ AVE BERKELEY, CA 94710	N/A	PUBLIC CHARITY	CAPITAL CAMPAIGN	12,500
CENTER FOR GENDER AND REFUGEE STUDIES UC HASTINGS COLLEGE OF LAW200 MCALLISTER STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC CHARITY	GENERAL	500
CENTER FOR JEWISH LIVING AND LEARNING300 GRAND AVENUE OAKLAND, CA 94610	N/A	PUBLIC CHARITY	GENERAL	360
CHABAD OF THE EAST BAY2643 COLLEGE AVE BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	5,000
CHILDREN'S HOSPITAL AND RESEARCH CENTER FOUNDATION 2201 BROADWAY 600 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	GENERAL	360
CONGREGATION TORAT EMET 2375 E MAIN ST BEXLEY, OH 43209	N/A	PUBLIC CHARITY	GENERAL	5,000
CONTRA COSTA JEWISH DAY SCHOOL3836 MT DIABLO BLVD LAFAYETTE, CA 94549	N/A	PUBLIC CHARITY	GENERAL	1,000
CREATIVE GROWTH ART CENTER 355 24TH ST OAKLAND, CA 94612	N/A	PUBLIC CHARITY	GENERAL	180
ENVISION SCHOOL436 14TH STREET OAKLAND, CA 94612	N/A	PUBLIC CHARITY	GENERAL	1,800
FACING HISTORY AND OURSELVES16 HURD ROAD BROOKLINE, MA 02445	N/A	PUBLIC CHARITY	GENERAL	360
FAMILY VIOLENCE LAW CENTER PO BOX 22009 OAKLAND, CA 94623	N/A	PUBLIC CHARITY	GENERAL	360
GIRLS INC3000 62ND AVE OAKLAND, CA 94605	N/A	PUBLIC CHARITY	GENERAL	1,000
GRAND CENTRAL NEIGHBORHOOD SOCIAL SERVICES CORP120 EAST 32ND STREET NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL	180
HEARTBEAT LIFESHARING218 TOWN FARM ROAD HARDWICK, VT 05843	N/A	PUBLIC CHARITY	GENERAL	100
HEBREW FREE LOAN ASSOCIATION131 STEUART ST 425 SAN FRANCISCO, CA 94105	N/A	PUBLIC CHARITY	GENERAL	3,600
JEWISH COMMUNITY FEDERATION OF GREATER EAST BAY300 GRAND AVENUE OAKLAND, CA 94610	N/A	PUBLIC CHARITY	GENERAL	150,125
JEWISH COMMUNITY HIGH SCHOOL1835 ELLIS ST SAN FRANCISCO, CA 94115	N/A	PUBLIC CHARITY	GENERAL	10,000
JEWISH FAMILY AND CHILDREN'S SERVICES2150 POST ST SAN FRANCISCO, CA 94115	N/A	PUBLIC CHARITY	JOB PROGRAM	5,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KIPP BAY AREA SCHOOLS426 17TH STREET SUITE 200 OAKLAND, CA 94612	N/A	PUBLIC CHARITY	GENERAL	1,000
KQEDPO BOX 7618 SAN FRANCISCO, CA 94120	N/A	PUBLIC CHARITY	GENERAL	365
MEALS ON WHEELS - CITY OF BERKELEY1900 6TH STREET BERKELEY, CA 94710	N/A	PUBLIC CHARITY	GENERAL	150
NATIONAL INSTITUTE FOR JEWISH HOSPICEPO BOX 48025 LOS ANGELES, CA 90048	N/A	PUBLIC CHARITY	GENERAL	1,000
NATIONAL JEWISH THEATER FOUNDATION7400 MONACO ST CORAL GABLES, FL 33143	N/A	PUBLIC CHARITY	GENERAL	1,000
OAKLAND HEBREW DAY SCHOOL 5500 REDWOOD ROAD OAKLAND, CA 94619	N/A	PUBLIC CHARITY	GENERAL	965,838
PROJECT OPEN HAND1921 SAN PABLO AVENUE OAKLAND, CA 94612	N/A	PUBLIC CHARITY	GENERAL	750
SAN FRANCISCO AIDS FOUNDATION995 MARKET STREET SAN FRANCISCO, CA 94103	N/A	PUBLIC CHARITY	GENERAL	180
SAN FRANCISCO FOOD BANK900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	N/A	PUBLIC CHARITY	GENERAL	5,000
SAYBROOK GRADUATE SCHOOL & RESEARCH CENTER747 FRONT ST 3RD FLR SAN FRANCISCO, CA 94111	N/A	PUBLIC CHARITY	GENERAL	6,000
STANFORD UNIVERSITYMEMORIAL HALL-RM 144 551 SERRA MALL STANFORD, CA 94305	N/A	PUBLIC CHARITY	GENERAL	7,500
STRIVE28 FODEN RD SOUTH PORTLAND, ME 04106	N/A	PUBLIC CHARITY	GENERAL	2,500
TEMPLE SINAI2808 SUMMIT ST OAKLAND, CA 94609	N/A	PUBLIC CHARITY	GENERAL	8,600
THE COLLEGE PREPARATORY SCHOOL6100 BROADWAY OAKLAND, CA 94618	N/A	PUBLIC CHARITY	MURRAY COHEN SCHOLARSHIP FUND	1,000
THE FRIENDS OF EXPO CENTER 3980 BILL ROBERTSON LANE STE 203 LOS ANGELES, CA 90037	N/A	PUBLIC CHARITY	GENERAL	1,000
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA1111 FRANKLIN ST 12TH FLR OAKLAND, CA 94607	N/A	PUBLIC CHARITY	GENERAL	5,000
THE SMILE TRAIN245 5TH AVE 2201 NEW YORK, NY 10016	N/A	PUBLIC CHARITY	GENERAL	375
UNITED JEWISH WELFARE FUND OF TORONTOM2R 3V2 TORONTO, CANADA CA	N/A	PUBLIC CHARITY	GENERAL	5,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A	PUBLIC CHARITY	GENERAL	5,000
US FUND FOR UNICEF125 MAIDEN LANE NEW YORK, NY 10038	N/A	PUBLIC CHARITY	GENERAL	180
WASHINGTON UNIVERSITY IN SAINT LOUISONE BROOKINGS DR ST LOUIS, MO 63130	N/A	PUBLIC CHARITY	GENERAL	2,500
WOMEN'S CANCER RESOURCE CENTER OF OAKLAND5741 TELEGRAPH AVENUE OAKLAND, CA 94609	N/A	PUBLIC CHARITY	GENERAL	250
YOUTH ENRICHMENT STRATEGIES 1577 SOLANO AVE BERKELEY, CA 94707	N/A	PUBLIC CHARITY	GENERAL	7,500
Total . . . . ▶ **3a**				1,346,073

TY 2011 Investments Corporate Bonds Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TRANS-LUX CORP 9.5% SUB DEB	0	0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491317002112

TY 2011 Investments Corporate Stock Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AGILENT TECHNOLOGIES INC - 1,175 SHS	0	0
AIR LEASE CORP - 1,320 SHS	34,335	31,297
AMERICAN WTR WKS CO INC - 1,330 SHS	25,065	42,374
APACHE CORP - 245 SHS	22,579	22,192
ATMEL CORP - 1,590 SHS	14,149	12,879
AVERY DENNISON CORP - 765 SHS	0	0
AVNET INC - 875 SHS	25,765	27,204
BAYER - 610 SHS	36,258	38,450
BAYER AG NPV - 615 SHS	37,185	39,237
CA INC - 1,035 SHS	0	0
CINEMARK HOLDINGS, INC - 1,865 SHS	36,148	34,484
CITIGROUP INC - 5,720 SHS	0	0
COMPUTER SCIENCES CORP - 125 SHS	0	0
COMPUWARE CORP - 4,480 SHS	35,858	37,274
COSAN LTD - 1,195 SHS	11,320	13,097
CROWN HLDGS - 1,270 SHS	32,106	42,647
DIAGEO - 410 SHS	20,864	35,842
DIGITALGLOBE INC - 1,160 SHS	20,386	19,848
FIRST REPUBLIC BK - 770 SHS	21,560	23,570
FMC CORP - 175 SHS	0	0
GEN-PROBE INC - 555 SHS	20,968	32,812
HEALTHSOUTH - 65 SHS	28,383	57,038
HEWLETT PACKARD CO - 560 SHS	19,374	14,426
HONEYWELL INTL INC - 250 SHS	0	0
JOHNSON & JOHNSON - 690 SHS	41,571	45,250
KINDER MORGAN HLDING - 1,220 SHS	37,785	39,247
KRAFT FOODS INC CL A - 820 SHS	26,071	30,635
MARKS & SPENCER GROUP - 1,605 SHS	18,682	15,280
MICROSOFT CORP - 1,435 SHS	0	0
NALCO HLDG CO - 720 SHS	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NESTLE SA - 340 SHS	0	0
NOVARTIS AG ADR - 470 SHS	28,123	26,870
OCCIDENTAL PETE CORP - 310 SHS	21,325	29,047
PROFESSIONALLY MANAGED FUNDS - 142,485.032	1,643,508	1,785,656
QUALCOMM INC - 300 SHS	0	0
QUESTAR CORP - 4,485 SHS	65,290	89,072
REPUBLIC SVCS - 1,372 SHS	35,717	37,799
SAFEWAY STORES INC - 1,190 SHS	23,685	25,038
SPIRIT AEROSYSTEMS HLDGS INC - 1,625 SHS	36,550	33,768
SYMETRA FIN'L CORP - 1,365 SHS	17,447	12,381
TARGA RESOURCES - 390 SHS	0	0
TELEFLEX INC - 805 SHS	41,518	49,338
TRANSATLANTIC HLDGS INC - 705 SHS	36,629	38,585
UNILEVER - 1,190 SHS	23,547	40,900
VALENT PHARMACEUTICALS	0	40,527
WEBSENSE - 1,675 SHS	36,536	31,373
WILLIAMS COS INC - 1,595 SHS	0	0

TY 2011 Investments Government Obligations Schedule

Name:	SHORESH FOUNDATION
EIN:	94-3044121
US Government Securities - End of Year Book Value:	933,750
US Government Securities - End of Year Fair Market Value:	1,078,520
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Investments - Other Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CLIPPER FUND - 417.906 SHS	AT COST	32,444	26,486

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TY 2011 Other Assets Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATION COSTS	1,324	1,324	0
ACCRUED INTEREST RECEIVABLE	0	9,130	9,130

TY 2011 Other Decreases Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Description	Amount
ADJUSTMENT FOR SECURITY CONTRIBUTION IN EXCESS OF DONOR'S BASIS	138,281

TY 2011 Other Expenses Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE - FRANCHISE TAX BOARD	30	0		0
REGISTRATION FEE - ATTY GENL REGISTRY OF CHARITABLE TRUSTS	150	0		0
BANK SERVICE CHARGE	95	0		0

TY 2011 Other Liabilities Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	378	1,215

TY 2011 Other Professional Fees Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSE	16,668	16,668		0

TY 2011 Taxes Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	1,834	0		0
FOREIGN INCOME TAXES	798	798		0