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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**

OMB No 1545-0052

2011

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

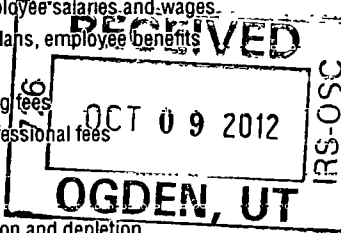
For calendar year 2011 or tax year beginning **JUN 1, 2011**, and ending **MAY 31, 2012**

Name of foundation Shoemate Foundation dtd 10/29/01		A Employer identification number 26-6000834
Number and street (or P.O. box number if mail is not delivered to street address) Cummings & Lockwood, PO Box 271820	Room/suite	B Telephone number (860) 313-4930
City or town, state, and ZIP code West Hartford, CT 06127		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,719,171. (Part I, column (d) must be on cash basis.)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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).)		(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	355,093.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	13.	13.		Statement 1
	4 Dividends and interest from securities	85,177.	85,177.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,274.			
	b Gross sales price for all assets on line 6a	256,377.			
	7 Capital gain net income (from Part IV, line 2)		48,274.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	488,557.	133,464.			
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				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 3	20.	20.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	20.	20.		0.
	25 Contributions, gifts, grants paid	133,300.			133,300.
26 Total expenses and disbursements. Add lines 24 and 25	133,320.	20.		133,300.	
27 Subtract line 26 from line 12	355,237.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		133,444.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	128,281.	113,975.	113,975.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock Stmt 4	1,374,265.	1,692,875.	1,716,472.
	c Investments - corporate bonds Stmt 5	770,806.	821,739.	888,724.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,273,352.	2,628,589.	2,719,171.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	2,273,352.	2,628,589.	
	30 Total net assets or fund balances	2,273,352.	2,628,589.	
31 Total liabilities and net assets/fund balances	2,273,352.	2,628,589.		

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	2,273,352.
2 Enter amount from Part I, line 27a	2	355,237.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,628,589.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,628,589.

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				
b See Attached Statements				
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				
b				
c				
d				
e 256,377.		208,103.	48,274.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e			48,274.	
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 48,274.
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) If (loss), enter -0- in Part I, line 8		3 N/A

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 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	247,000.	2,370,609.	.104193
2009	294,130.	2,060,450.	.142750
2008	222,443.	1,875,690.	.118593
2007	247,311.	2,052,032.	.120520
2006	314,806.	1,698,719.	.185320
2 Total of line 1, column (d)			2 .671376
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 .134275
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,593,669.
5 Multiply line 4 by line 3			5 348,265.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,334.
7 Add lines 5 and 6			7 349,599.
8 Enter qualifying distributions from Part XII, line 4			8 133,300.

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 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,669.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	2,669.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	2,669.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,183.	
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	2,183.	
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	486.	
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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 (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 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		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? 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 • 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?	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 Stmt 6	X	

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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 ► N/A				
14	The books are in care of ► Attorney Paul L. Bourdeau Telephone no ► (860) 313-4930			
Located at ► Cummings & Lockwood PO Box 271820, W Hartford, CT ZIP+4 ► 06127				
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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
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.)	N/A	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		
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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

☐ 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)?

N/A

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?

N/A

☐ 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

If "Yes" to 6b, file Form 8870

X

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?

N/A

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.

(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 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	2,506,247.
b	Average of monthly cash balances	1b	126,920.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,633,167.
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	2,633,167.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,498.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,593,669.
6	Minimum investment return. Enter 5% of line 5	6	129,683.

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)

1	Minimum investment return from Part X, line 6	1	129,683.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,669.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,669.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	127,014.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	127,014.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	127,014.

Part XII Qualifying Distributions (see 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	133,300.
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	133,300.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	133,300.

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

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				127,014.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	236,238.			
b From 2007	155,087.			
c From 2008	130,332.			
d From 2009	192,347.			
e From 2010	130,022.			
f Total of lines 3a through e	844,026.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	133,300.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				127,014.
e Remaining amount distributed out of corpus	6,286.			
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	850,312.			
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 instructions		0.		
e Undistributed income for 2010: Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	236,238.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	614,074.			
10 Analysis of line 9				
a Excess from 2007	155,087.			
b Excess from 2008	130,332.			
c Excess from 2009	192,347.			
d Excess from 2010	130,022.			
e Excess from 2011	6,286.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

None

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
American Enterprise Institute 1150 17th St NW Washington, DC 20036	None	Public	Current Use for General Charitable Purposes	2,500.
Blake School 110 Blake Rd S Hopkins, MN 55343	None	Public	Current Use for General Charitable Purposes	5,000.
Boys and Girls Club Indian River County P.O. Box 643068 Vero Beach, FL 32964	None	Public	Current Use for General Charitable Purposes	7,500.
Community Church of Vero Beach 1901-23rd Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	10,000.
Duke Children's Hospital & Health Center (Duke University) 324 Blackwell Street Washington Building Durham, NC 27701	None	Public	Current Use for General Charitable Purposes	5,000.
Total	See continuation sheet(s) ▶ 3a			133,300.
b Approved for future payment				
None				
Total	▶ 3b			0.

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

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

OMB No. 1545-0047

2011

Name of the organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

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 foundationCheck 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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

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) Total contributions	(d) Type of contribution
1	Charles R. Shoemate Charitable Lead Annuity Trust dt 12/6/01 Charles Shoemate, Ttee, Cummings & Lockwood PO Box 271820 West Hartford, CT 06127	\$ 355,093.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$

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

Form 990-PF	Corporate Bonds	Statement	5
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Description	Book Value	Fair Market Value
See attached schedule	821,739.	888,724.
Total to Form 990-PF, Part II, line 10c	821,739.	888,724.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	6
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Name of Contributor	Address
Charles Shoemate	180 Loggerhead Point Vero Beach, FL 32963
Nancy Shoemate	180 Loggerhead Point Vero Beach, FL 32963
Charles R. Shoemate Charitable Lead Annuity Trust dtd 12/6/01	Cummings & Lockwood LLC, PO Box 271820 West Hartford, CT 06127

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Foundation of Wesley Woods Inc. 1817 Clifton Rd. NE Atlanta, GA 30329	None	Public	Current Use for General Charitable Purposes	5,000.
Harvest Food and Outreach Center Indian River Campus. 1360 28th Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	4,000.
Gifford Youth Activity Center Inc 4875 43rd Ave, c/o Gary Rust Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	2,000.
Habitat for Humanity 4568 US Highway 1 Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	1,000.
Hibiscus Childrens Center 2400 N.E. Dixie Highway Jensen Beach, FL 34957	None	Public	Current Use for General Charitable Purposes	2,200.
Indian River Community Foundation PO Box 643968, c/o Robin A. Lloyd, Sr. Vero Beach, FL 32964	None	Public	Current Use for General Charitable Purposes	5,000.
Indian River Medical Center Foundation (Indian River Hospital Foundation) 1000 36th Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	10,000.
Indian River Land Trust 1904 12th Court Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	25,000.
John's Island Employee Relief Fund Inc. 3 Johns Island Dr, c/o Brian Kroh Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	2,500.
Mayo Clinic Florida 4500 San Pablo Rd S Jacksonville, FL 32224	None	Public	Current Use for General Charitable Purposes	5,000.
Total from continuation sheets				103,300.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
National Rosacea Society 800 S Northwest Hwy, Ste 200 Barrington, IL 60010	None	Public	Current Use for General Charitable Purposes	5,000.
New York Presbyterian Fund 525 E 68th St Box 156 New York, NY 10065	None	Public	Current Use for General Charitable Purposes	1,000.
Riverside Theatre Trust 3250 Riverside Park Dr. Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	10,000.
Salvation Army 416 West Colonial Orlando, FL 32804	None	Public	Current Use for General Charitable Purposes	1,500.
United Way of Indian River County P.O. Box 1960 Vero Beach, FL 32961	None	Public	Current Use for General Charitable Purposes	1,100.
University of Chicago 1427 E 60th, Suite 120 Chicago, IL 60637	None	Public	Current Use for General Charitable Purposes	2,500.
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	8,500.
Wesley Village 608 Stinchcomb Dr Fostoria, OH 44830	None	Public	Current Use for General Charitable Purposes	10,000.
Whale Trust PO Box 243 Makawao, HI 96768	None	Public	Current Use for General Charitable Purposes	1,000.
WIU Foundation 1 University Cir, Sherman Hall 303 Macomb, IL 61445	None	Public	Current Use for General Charitable Purposes	1,000.
Total from continuation sheets				

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	39.488 Shs. Vanguard L/T Investment Grade Bond Fu	P	10/03/11	10/07/11
b	39.704 Shs. Vanguard L/T Investment Grade Bond Fu	P	09/01/10	10/07/11
c	38.889 Shs. Vanguard L/T Investment Grade Bond Fu	P	10/01/10	10/07/11
d	41.402 Shs. Vanguard L/T Investment Grade Bond Fu	P	08/02/10	10/07/11
e	40.513 Shs. Vanguard L/T Investment Grade Bond Fu	P	07/01/10	10/07/11
f	8.427 Shs. Vanguard L/T Investment Grade Bond Fun	P	11/03/03	10/07/11
g	14.546 Shs. Vanguard L/T Investment Grade Bond Fu	P	12/01/03	10/07/11
h	50.382 Shs. Vanguard L/T Investment Grade Bond Fu	P	04/02/07	10/07/11
i	42.172 Shs. Vanguard L/T Investment Grade Bond Fu	P	05/03/10	10/07/11
j	42.864 Shs. Vanguard L/T Investment Grade Bond Fu	P	02/01/07	10/07/11
k	48.625 Shs. Vanguard L/T Investment Grade Bond Fu	P	12/03/07	10/07/11
l	43.441 Shs. Vanguard L/T Investment Grade Bond Fu	P	06/01/10	10/07/11
m	2,127.193 Shs. Vanguard L/T Investment Grade Bond	P	11/20/07	10/07/11
n	41.673 Shs. Vanguard L/T Investment Grade Bond Fu	P	09/01/06	10/07/11
o	23.969 Shs. Vanguard L/T Investment Grade Bond Fu	P	08/02/04	10/07/11

(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	397.	406.	<9.>
b	400.	397.	3.
c	391.	383.	8.
d	417.	396.	21.
e	408.	383.	25.
f	85.	77.	8.
g	146.	134.	12.
h	507.	462.	45.
i	424.	387.	37.
j	431.	392.	39.
k	489.	445.	44.
l	437.	397.	40.
m	21,409.	19,415.	1,994.
n	419.	380.	39.
o	241.	218.	23.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<9.>
b			3.
c			8.
d			21.
e			25.
f			8.
g			12.
h			45.
i			37.
j			39.
k			44.
l			40.
m			1,994.
n			39.
o			23.

- 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 }
- 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)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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	57.76 Shs. Vanguard L/T Investment Grade Bond Fun	P	01/02/08	10/07/11
b	387.333 Shs. Vanguard L/T Investment Grade Bond F	P	12/03/09	10/07/11
c	42.27 Shs. ING Global Real Estate Fund Class W	P	07/06/11	10/25/11
d	58.871 Shs. ING Global Real Estate Fund Class W	P	04/05/11	10/25/11
e	1,402.305 Shs. ING Global Real Estate Fund Class	P	12/31/10	10/25/11
f	143.28 Shs. ING Global Real Estate Fund Class W	P	12/31/10	10/25/11
g	30.176 Shs. ING Global Real Estate Fund Class W	P	10/05/10	10/25/11
h	23.916 Shs. ING Global Real Estate Fund Class W	P	04/05/10	10/25/11
i	374.437 Shs. ING Global Real Estate Fund Class W	P	12/30/09	10/25/11
j	38.403 Shs. ING Global Real Estate Fund Class W	P	10/02/09	10/25/11
k	48.35 Shs. ING Global Real Estate Fund Class W	P	07/02/10	10/25/11
l	89.347 Shs. ING Global Real Estate Fund Class W	P	07/02/09	10/25/11
m	1,827.957 Shs. ING Global Real Estate Fund Class	P	11/11/08	10/25/11
n	138.174 Shs. ING Global Real Estate Fund Class W	P	04/03/09	10/25/11
o	3,821.04 Shs. ING Global Real Estate Fund Class W	P	03/10/09	10/25/11

(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 581.		523.	58.
b 3,898.		3,507.	391.
c 721.		820.	<99.>
d 898.		983.	<85.>
e 15,895.		17,016.	<1,121.>
f 2,185.		2,337.	<152.>
g 460.		478.	<18.>
h 365.		358.	7.
i 5,710.		5,504.	206.
j 586.		543.	43.
k 737.		647.	90.
l 1,363.		1,063.	300.
m 27,876.		20,415.	7,461.
n 2,107.		1,264.	843.
o 58,271.		31,615.	26,656.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			58.
b			391.
c			<99.>
d			<85.>
e			<1,121.>
f			<152.>
g			<18.>
h			7.
i			206.
j			43.
k			90.
l			300.
m			7,461.
n			843.
o			26,656.

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 }

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)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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	60.633 Shs. ING Global Real Estate Fund Class W	P	10/05/11	10/25/11
b	1.472 Shs. Columbia Energy & Natural Resources CL	P	03/28/11	11/28/11
c	2.576 Shs. Columbia Energy & Natural Resources CL	P	06/27/11	11/28/11
d	1.932 Shs. Columbia Energy & Natural Resources CL	P	09/24/09	11/28/11
e	1 Shs. Columbia Energy & Natural Resources CL Z	P	09/24/10	11/28/11
f	3.079 Shs. Columbia Energy & Natural Resources CL	P	06/25/09	11/28/11
g	1,588.663 Shs. Columbia Energy & Natural Resource	P	12/29/08	11/28/11
h	2.125 Shs. Columbia Energy & Natural Resources CL	P	09/23/11	11/28/11
i	127.022 Shs. Davis New York Venture Fund Class A	P	12/20/06	02/01/12
j	402.798 Shs. Davis New York Venture Fund Class A	P	03/01/07	02/01/12
k	669.192 Shs. Dodge & Cox International Stock Fund	P	08/20/07	02/01/12
l	1,532.802 Shs. ING Global Real Estate Fund Class	P	10/25/11	02/01/12
m	Capital Gains Dividends			
n				
o				

(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 925.		825.	100.
b 29.		37.	<8.>
c 52.		58.	<6.>
d 39.		38.	1.
e 20.		19.	1.
f 62.		48.	14.
g 31,805.		21,716.	10,089.
h 43.		39.	4.
i 4,383.		4,924.	<541.>
j 13,900.		15,488.	<1,588.>
k 21,183.		30,234.	<9,051.>
l 24,983.		23,332.	1,651.
m 10,699.			10,699.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			100.
b			<8.>
c			<6.>
d			1.
e			1.
f			14.
g			10,089.
h			4.
i			<541.>
j			<1,588.>
k			<9,051.>
l			1,651.
m			10,699.
n			
o			

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	48,274.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Mason Securities	13.
Total to Form 990-PF, Part I, line 3, Column A	13.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Mason Securities	85,177.	0.	85,177.
Mason Securities - Capital Gains Distributions	10,699.	10,699.	0.
Total to Fm 990-PF, Part I, ln 4	95,876.	10,699.	85,177.

Form 990-PF Other Expenses Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mason Securities - Check Reorder & check copy	15.	15.		0.
Dividend Reinvestment Fees	5.	5.		0.
To Form 990-PF, Pg 1, ln 23	20.	20.		0.

Form 990-PF Corporate Stock Statement 4

Description	Book Value	Fair Market Value
See attached schedule	1,692,875.	1,716,472.
Total to Form 990-PF, Part II, line 10b	1,692,875.	1,716,472.

Mason Investment Advisory Services, Inc.
PORTFOLIO APPRAISAL
Shoemate Foundation
4JK-015100
 May 31, 2012

Shoemate Foundation
dated 10/29/01
EIN 26-6000834
Book Value and Fair
Market Value 5/31/12

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Cash and Equivalents							
	Prime Management Obligations Service Shs		113,975		113,975	4.2	?
			<u>113,975</u>		<u>113,975</u>	<u>4.2</u>	<u>0.0</u>
Taxable Bond Funds							
Short Term Maturities							
8,695.595	FPA New Income Fund Class A	10.99	95,589	10.66	92,695	3.4	3.5
9,132.903	Vanguard Short Term Investment Grade Bond	10.67	97,473	10.74	98,087	3.6	2.5
			<u>193,062</u>		<u>190,782</u>	<u>7.0</u>	<u>3.0</u>
Intermediate Term Maturities							
6,704.474	Dodge & Cox Income	12.52	83,933	13.67	91,650	3.4	3.9
8,877.980	Harbor Bond Fund Institutional Shares	11.85	105,226	12.66	112,395	4.1	2.4
			<u>189,159</u>		<u>204,045</u>	<u>7.5</u>	<u>3.1</u>
Long Term Maturities							
8,439.107	Loomis Sayles Investment Grade Bond CI A	11.64	98,204	12.23	103,210	3.8	5.0
9,471.498	Vanguard L/T Investment Grade Bond Fund	9.26	87,721	10.67	101,061	3.7	4.8
			<u>185,925</u>		<u>204,271</u>	<u>7.5</u>	<u>4.9</u>
	Taxable Bond Funds Total		<u>568,147</u>		<u>599,099</u>	<u>22.0</u>	<u>3.7</u>
Treasury Inflation Protected Securities							
5,574.981	Vanguard Inflation Protected Fund Adm Shs	23.72	132,266	28.91	161,173	5.9	2.6
			<u>132,266</u>		<u>161,173</u>	<u>5.9</u>	<u>2.6</u>
International Bonds							
6,440.823	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.32	66,458	10.85	69,883	2.6	2.7
6,050.524	T Rowe International Bond Fund	9.07	54,868	9.68	58,569	2.2	2.5
			<u>121,326</u>		<u>128,452</u>	<u>4.7</u>	<u>2.6</u>
U.S. Equities							
Large Cap Value							
951.762	Davis New York Venture Fund Class A	35.19	33,494	33.62	31,998	1.2	0.6
3,040.301	Davis New York Venture Fund Class Y	28.11	85,452	34.00	103,370	3.8	0.9

Shoemate Foundation
dated 10/29/01
EIN 26-6000834
Book Value and Fair
Market Value 5/21/12

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Shoemate Foundation

4JK-015100

May 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
4,715 895	T Rowe Price Equity Income Fund	22 47	105,958	23 82	112,333	4 1	2 2
5,141 620	Vanguard Value Index Signal Shares	23 85	122,624	21 82	112,190	4 1	2 8
			347,528		359,891	13 2	1 8
Large Cap Growth							
1,266 585	Calamos Growth Fund Class A	54 63	69,190	48 24	61,100	2 2	0 0
2,709 375	Growth Fund of America Class F	23 67	64,119	30 40	82,365	3 0	0 7
2,913 539	Jensen Portfolio Class I	25 38	73,939	27 35	79,685	2 9	1 4
			207,248		223,150	8 2	0 8
	U S Equities Total		554,776		583,042	21 4	1 4
International Equities							
International Large Cap Value							
3,005 829	Dodge & Cox International Stock Fund	27 92	83,922	28 41	85,396	3 1	2 7
4,021 528	Vanguard International Value Portfolio	30 79	123,840	25 91	104,198	3 8	3 2
			207,761		189,593	7 0	3 0
International Large Cap Growth							
2,107 923	EuroPacific Growth Fund CL F	32 38	68,245	35 08	73,946	2 7	1 7
2,931 297	Oppenheimer International Growth Fund Y	24 19	70,922	25 80	75,627	2 8	1 3
			139,167		149,573	5 5	1 5
	International Equities Total		346,929		339,167	12 5	2 3
Growth Real Estate							
Domestic Growth Real Estate							
3,648 226	Cohen & Steers Institutional Real Estate	36 07	131,580	42 46	154,904	5 7	2 3
			131,580		154,904	5 7	2 3
Global Growth Real Estate							
8,688 045	ING Global Real Estate Fund Class I	15 16	131,685	15 90	138,140	5 1	2 6
			131,685		138,140	5 1	2 6
	Growth Real Estate Total		263,266		293,044	10 8	2 4

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Shoemate Foundation

4JK-015100

May 31, 2012

Shoemate Foundation
dated 10/29/01

EIN 26-6000834

Book Value and Fair
Market Value 513,112

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Small Company							
Small Cap Value							
1,544 459	Allianz NFJ Small Cap Value Inst	18 48	28,539	28 91	44,650	1 6	0 0
1,249 192	Berwyn Fund	29 84	37,271	29 08	36,327	1 3	0 0
865 937	Vanguard Small Cap Value ETF	62 26	53,910	65 28	56,527	2 1	2 1
			119,720		137,503	5 1	0 9
Small Cap Growth							
460 361	Baron Growth Fund	36 92	16,998	53 21	24,496	0 9	0 0
686 299	Conestoga Small Cap Fund	21 09	14,476	23 44	16,087	0 6	0 2
1,137 108	Dreyfus Boston Co Sm Cap Gr Tax Sensitive	28 45	32,347	37 09	42,175	1 6	0 0
			63,821		82,758	3 0	0 0
	Small Company Total		183,541		220,261	8 1	0 6
Aggressive International							
1,403 793	SPDR Index Int'l Small Cap ETF	26 88	37,741	25 00	35,095	1.3	3 8
894.089	T Rowe Price Int'l Discovery Fund	42 59	38,081	39 94	35,710	1 3	0 4
			75,821		70,805	2 6	2 1
Energy/Natural Resources							
Energy							
773 618	Vanguard Special Energy Fund	60 62	46,895	53 25	41,195	1 5	2 1
			46,895		41,195	1.5	2 1
Natural Resources							
1,228 007	Franklin Natural Resources Fund	36 60	44,944	32.23	39,579	1.5	0 9
585 785	T Rowe Price New Era Fund	46 72	27,369	38 32	22,447	0 8	1 0
			72,313		62,026	2 3	0 9
	Energy/Natural Resourc Total		119,208		103,221	3 8	1 4
Commodities							
17,330 999	PIMCO Commodity Real Return Strategy Inst	8.62	149,334	6 17	106,932	3 9	22 1
			149,334		106,932	3.9	22 1

TOTAL PORTFOLIO 2,628,588 2,719,170 100.0 3.0

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 7
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Charles Shoemate 180 Loggerhead Point Vero Beach, FL 32963	Trustee 0.00	0.	0. 0.
Nancy Shoemate 180 Loggerhead Point Vero Beach, FL 32963	Trustee 0.00	0.	0. 0.
Steven R. Shoemate 284 Mott Street, Apt. 1B New York, NY 10012	Trustee 0.00	0.	0. 0.
Jeffrey D. Shoemate 4232 Scott Terrace Minneapolis, MN 55416	Trustee 0.00	0.	0. 0.
Scott C. Shoemate 1354 E. Gilmer Drive Salt Lake City, UT 84105	Trustee 0.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.

990

Form 990-PF - Average Monthly Value of Investments

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
Beginning (optional):				
1st month	2,483,103.		128,281.	
Ending:				
1st month	2,443,770.	2,463,437.	123,282.	125,782.
2nd month	2,441,526.	2,442,648.	123,283.	123,283.
3rd month	2,335,514.	2,388,520.	123,282.	123,283.
4th month	2,168,511.	2,252,013.	123,283.	123,283.
5th month	2,302,357.	2,235,434.	140,850.	132,067.
6th month	2,269,033.	2,285,695.	140,699.	140,775.
7th month	2,607,759.	2,438,396.	138,132.	139,416.
8th month	2,726,786.	2,667,273.	97,133.	117,633.
9th month	2,733,248.	2,730,017.	145,485.	121,309.
10th month	2,749,418.	2,741,333.	130,486.	137,986.
11th month	2,752,894.	2,751,156.	115,987.	123,237.
12th month	2,605,195.	2,679,045.	113,975.	114,981.
Total of all months		30,074,967.		1,523,035.
Number of months in year		12		12
Average monthly value		2,506,247.		126,920.
Number of months in year - override				