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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 08-01-2011 , and ending 07-31-2012

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
CHARLES AND M R SHAPIRO FOUNDATION INC

A Employer identification number
36-6109757

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

Room/suite

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

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

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 37,261,515

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	152	152		
	4 Dividends and interest from securities.	829,059	829,059		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,299,410			
	b Gross sales price for all assets on line 6a _____ 9,183,108				
	7 Capital gain net income (from Part IV, line 2)		1,299,410		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,128,621	2,128,621		
	13 Compensation of officers, directors, trustees, etc	154,000	51,328		102,672
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	13,000	0		13,000
	c Other professional fees (attach schedule)	100,674	50,337		50,337
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	42,419	2,895		5,790
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	2,071	0		2,071
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	312,164	104,560		173,870
	25 Contributions, gifts, grants paid	1,729,429			1,729,429
	26 Total expenses and disbursements. Add lines 24 and 25	2,041,593	104,560		1,903,299
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	87,028			
	b Net investment income (if negative, enter -0-)		2,024,061		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	1,577,924	539,874
	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)	1,437,586	1,742,141
	b	Investments—corporate stock (attach schedule)	14,584,637	15,871,119
	c	Investments—corporate bonds (attach schedule).	12,702,698	12,236,739
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	30,302,845	30,389,873
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted	30,302,845	30,389,873
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	30,302,845	30,389,873
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	30,302,845	30,389,873

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	30,302,845
2	Enter amount from Part I, line 27a	2	87,028
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	30,389,873
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	30,389,873

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	1,299,410
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	1,853,845	36,207,374	0 051201
2009	1,864,520	34,566,817	0 053940
2008	1,889,137	32,992,009	0 057260
2007	1,794,877	40,113,247	0 044745
2006	1,806,790	39,857,333	0 045331

2	Total of line 1, column (d).	2	0 252477
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 050495
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	36,304,114
5	Multiply line 4 by line 3.	5	1,833,176
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	20,241
7	Add lines 5 and 6.	7	1,853,417
8	Enter qualifying distributions from Part XII, line 4.	8	1,903,299

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









1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	20,241
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	20,241
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	20,241
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	17,631	
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	17,631
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	16
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,626
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	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		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)?			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) IL			
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)*

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? Website address  N/A	13	Yes	
14	The books are in care of  HEGRE MCMAHON SCHIMMEL LLC Telephone no  (312) 345-6200 Located at  700 COMMERCE DRIVE 5077 OAK BROOK IL ZIP +4  60523			
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		
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?  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			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
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____			
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			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
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
NORMAN A SHUBERT 3535 PATTEN ROAD UNIT 5C HIGHLAND PARK,IL 60035	PRES & DIR 25 00	150,000	0	0
JOAN PINES 776 THACKERAY DR HIGHLAND PARK,IL 60035	VP, SEC & DIR 1 00	4,000	0	0
LINDA GODLEWSKI 10638 S AVENUE L CHICAGO,IL 60667	TREAS, ASST SECY & DIR 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
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	36,794,448
b	Average of monthly cash balances.	1b	62,521
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	36,856,969
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	36,856,969
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	552,855
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,304,114
6	Minimum investment return. Enter 5% of line 5.	6	1,815,206

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	1,815,206
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	20,241
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	20,241
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,794,965
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,794,965
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	1,794,965

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	1,903,299
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	1,903,299
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	20,241
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,883,058
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				1,794,965
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			1,327,314	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				
b	From 2007.				
c	From 2008.				
d	From 2009.				
e	From 2010.				
f	Total of lines 3a through e.	0			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,903,299				
a	Applied to 2010, but not more than line 2a			1,327,314	
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.				575,985
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b.		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				1,218,980
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10	Analysis of line 9				
a	Excess from 2007. . . .				
b	Excess from 2008. . . .				
c	Excess from 2009. . . .				
d	Excess from 2010. . . .				
e	Excess from 2011. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,729,429
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	152	
4 Dividends and interest from securities. . . .			14	829,059	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,299,410	
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		2,128,621	0
13 Total. Add line 12, columns (b), (d), and (e). 13				2,128,621	2,128,621

[illegible]

Part XVII

1

(a)

2.

1

4.

TY 2011 Accounting Fees Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEGRE, MCMAHON & SCHIMMEL, LLC - AUDIT & FORM 990-PF	13,000	0		13,000

**TY 2011 Investments Corporate
Bonds Schedule**

Name: CHARLES AND M R SHAPIRO FOUNDATION INC
EIN: 36-6109757

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MFB NORTHERN FDS BD INDEX	12,236,739	13,286,132

TY 2011 Investments Corporate

Stock Schedule

Name:

CHARLES AND M R SHAPIRO FOUNDATION INC

EIN:

36-6109757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LAB COM - 3824 SHS	193,534	253,569
ADR BILLITON LTD - 3458 SHS	219,242	229,404
ADR NOVARTIS AG - 4950 SHS	0	0
ALTERA CORP COM - 4930 SHS	0	0
AMAZON COM INC - 1258 SHS	0	0
AMERICAN EXPRESS CO. - 8003 SHS	377,047	461,853
APPLE INC - 2060 SHS	280,224	1,258,166
AUTODESK INC COM - 4899 SHS	204,662	166,174
BRISTOL MYERS SQUIBB CO COM - 12080 SHS	359,949	430,048
CHEVRON CORP COM - 5095 SHS	373,119	558,310
CITRIX SYS INC COM - 3113 SHS	188,160	226,253
CONOCOPHILLIPS COM - 3519 SHS	165,629	191,574
COSTCO WHOLESALE CORP - 4766 SHS	268,940	458,394
COVIDIEN PLC - 5225 SHS	220,935	291,973
DANAHER CORP COMMON - 11157 SHS	260,608	589,201
DOMINION RES SINC VA NEW COM - 6890 SHS	303,696	374,196
DU PONT E I DE NEMOURS & CO - 4724 SHS	189,473	234,783
EATON CORP COM - 6206 SHS	337,518	272,071
EMC CORP COM - 17074 SHS	339,727	447,510
EMERSON ELECTRIC CO COM - 7615 SHS	0	0
EXXON MOBIL CORP, COMMON - 8092 SHS	47,105	702,790
FRANKLIN RES INC - 3193 SHS	371,731	367,035
GENERAL ELECTRIC, COMMON - 17913 SHS	283,471	371,695
GOOGLE INC CL A - 955 SHS	439,154	604,486
GRAINGER W W INC COM - 1042 SHS	122,443	213,433
HJ HEINZ - 5855 SHS	274,858	323,255
INTERNATIONAL BUSINESS MACHS - 2339 SHS	221,566	458,397
JOHNSON & JOHNSON - 2718 SHS	160,075	188,140
JOHNSON CTL INC - 7597 SHS	214,226	187,266
JPMORGAN CHASE & CO - 14189 SHS	458,207	510,804

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JUNIPER NETWORKS INC COM - 0 SHS	0	0
MCKESSON CORP - 0 SHS	0	0
NATIONAL OILWELL VARCO - 4938 SHS	156,934	357,017
NIKE INC - 2390 SHS	167,975	223,107
NOBLE ENERGY INC - 2363 SHS	143,275	206,597
OMNICOM GHSROUP INC - 6854 S	315,730	343,934
ORACLE CORP COM - 15501 SHS	422,450	468,130
PAYCHEX INC COM - 6145 SHS	0	0
PEPSICO INC - 3200 SHS	0	0
PRINCIPAL FINL GROUP INC - 10725 SHS	0	0
PROCTER & GAMBLE CO - 6524 SHS	397,803	421,059
QUALCOMM INC COM - 10024 SHS	538,158	598,232
SALESFORCE.COM INC - 2660 SHS	0	0
SCHLUMBERGER LTD COM - 4449 SHS	390,503	317,036
SIMON PROPERTY GROUP INC - 3471 SHS	321,819	557,061
SPECTRA ENERGY CORP - 9915 SHS	161,580	304,291
STARWOOD HOTELS & RESORTS - 3200 SHS	0	0
SUNCOR ENERGY INC. NEW - 6990 SHS	0	0
TRAVELERS COS INC COM - 6310 SHS	0	0
UNITED TECHNOLOGIES CORP - 3068 SHS	15,315	228,382
UNITEDHEALTH GROUP INC - 4929 SHS	160,554	251,823
US BANCORP - 12426 SHS	300,395	416,271
VF CORP - 3531 SHS	374,218	527,178
WAL-MART STORES, COMMON - 3688 SHS	55,038	274,498
WALT DISNEY CO - 6583 SHS	206,650	323,489
WELLS FARGO & CO - 17703 SHS	474,866	598,538
WHOLE FOODS MKT INC - 3802 SHS	175,416	348,947
VERIZON COMMUNICATIONS COM - 5335 SHS	197,848	240,822
AMERICAN WTR WKS CO INC NEW - 4685 SHS	156,522	169,831
AMGEN INC COM - 6037 SHS	409,189	498,656

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AUTOMATIC DATA PROCESSING INC COM - 3637 SHS	201,483	205,672
COCA COLA CO COM - 6469 SHS	448,547	522,695
CVS CAREMARK CORP COM - 7688 SHS	344,807	347,882
EXPRESS SCRIPTS HLDG CO COM - 6639 SHS	348,862	384,664
HOME DEPOT INC COM - 10884 SHS	488,207	567,927
INTEL CORP COM - 11902 SHS	330,148	305,881
INTERCONTINENTALEXCHANGE INC COM - 2139 SHS	270,884	280,680
MC DONALDS CORP COM - 3185 SHS	271,146	284,612
NORFOLK SOUTHN CORP COM - 5130 SHS	346,310	379,877
NUCOR CORP COM - 4576 SHS	206,473	179,379
PRECISION CASTPARTS CORP COM - 1158 SHS	196,715	180,138

TY 2011 Investments Government Obligations Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

US Government Securities - End of

Year Book Value:

1,742,141

US Government Securities - End of

Year Fair Market Value:

1,750,423

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2011 Other Expenses Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,202	0		1,202
DUES & SUBSCRIPTIONS	695	0		695
CORPORATE FILING FEES	25	0		25
MISCELLANEOUS EXPENSES	149	0		149

TY 2011 Other Professional Fees Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST COMPANY - CUSTODIAL	100,674	50,337		50,337

TY 2011 Taxes Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	8,685	2,895		5,790
FEDERAL EXCISE TAX	33,734	0		0

Additional Data

Software ID:
Software Version:
EIN: 36-6109757
Name: CHARLES AND M R SHAPIRO FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
7,615 SHS EMERSON ELECTRIC CO COM	P		2011-08-10
6,145 SHS PAYCHEX INC COM	P		2011-08-29
1,703 SHS PEPSI INC COM	P		2011-08-29
1,497 SHS PEPSI INC COM	P		2011-08-30
3,200 SHS STARWOOD HOTELS	P		2011-08-10
7,537 SHS JUNIPER NETWORKS INC	P		2011-09-22
2,133 SHS JUNIPER NETWORKS INC	P		2011-09-23
3,226 SHS SUNCOR ENERGY INC NEW	P		2011-09-28
3,764 SHS SUNCOR ENERGY INC NEW	P		2011-09-29
2,600 SHS TRAVELERS COS INC	P		2011-09-22
2,817 SHS CUMMINS INC	P		2011-10-21
8,700 SHS GENERAL ELECTRIC	P		2011-11-08
2,070 SHS UNITEDHEALTHGROUP	P		2011-11-08
4,950 SHS ADR NOVARTIS AG	P		2012-01-23
806 SHS AMAZON COM IN	P		2012-01-26
1,055 SHS INTERNATIONAL BUSINESS MACHS CORP COM	P		2012-01-13
2,608 SHS MCKESSON CORP	P		1921-01-23
1,799 SHS MCKESSON CORP	P		2012-01-24
713 SHS MCKESSON CORP	P		2012-01-25
1,330 SHS SALESFORCE COM	P		2012-01-13
3 SHS SALESFORCE COM	P		2012-01-17
1,327 SHS SALESFORCE COM	P		2012-01-17
967 SHS AMAZON COM INC	P		2012-02-06
186 SHS AMAZON COM INC	P		2012-02-07
3,860 SHS DU PONT E	P		2012-02-06
2,107 SHS SPECTRA ENERGY CORP	P		2012-03-01
1,736 SHS SPECTRA ENERGY CORP	P		2012-03-02
1,109 SHS SPECTRA ENERGY CORP	P		2012-03-05
1,508 SHS SPECTRA ENERGY CORP	P		2012-03-06
2,862 SHS TRAVELERS COS INC	P		2012-03-12

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)
848 SHS TRAVELERS COS INC	P		2012-03-13
347 SHS GRAINGER W W INC	P		2012-04-26
150 SHS GRAINGER W W INC	P		2012-04-27
790 SHS UNITEDHEALTH GROUP INC	P		2012-04-26
319 SHS UNITEDHEALTH GROUP INC	P		2012-04-27
1,154 SHS WHOLE FOODS MKT INC COM	P		2012-04-26
846 SHS WHOLE FOODS MKT INC	P		2012-04-27
3,118 SHS ALTRIA CORP COM	P		2012-05-07
1,913 SHS ALTERA CORP COM	P		2012-05-08
1,957 SHS CITRIX SYS INC COM	P		2012-05-07
CASH IN LIEU - PHILLIPS 66 COM	P		2012-05-01
1,759 SHS PHILLIPS 66 COM	P		2012-05-07
914 SHS PRINCIPAL FINL GROUP INC COM	P		2012-06-05
3,078 SHS PRINCIPAL FINL GROUP INC	P		2012-06-05
4,193 SHS PRINCIPAL FINL GROUP INC	P		2012-06-06
2,781 SHS PRINCIPAL FINL GROUP INC	P		2012-06-07
1,911 SHS UNITEDHEALTH GROUP INC	P		2012-06-20
541 SHS UNITEDHEALTH GROUP INC	P		2012-06-21
118,410 58 SHS VANGUARD FXD INC SECS FD	P		2011-10-03
22,686 03 SHS NORTHERN FDS BD INDEX FD	P		2012-06-26
27,002 70 SHS NORTHERN FDS BD INDEX FD	P		2012-07-17
4,484 31 SHS NORTHERN FDS BD INDEX FD	P		2012-07-26
60,886 36 SHS VANGUARD INFLATION PROTECTED SEC FND ADMIRAL	P		2012-07-03
CAPITAL GAINS DIVIDENDS	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)
326,666		278,228	48,438
161,704		206,281	-44,577
108,807		88,105	20,702
95,998		84,712	11,286
137,926		191,827	-53,901
143,100		284,532	-141,432
40,768		81,234	-40,466
88,280		82,312	5,968
99,140		120,807	-21,667
122,539		139,105	-16,566
262,543		140,734	121,809
142,283		9,595	132,688
94,118		64,631	29,487
274,177		268,661	5,516
154,205		63,363	90,842
188,303		90,711	97,592
200,458		159,457	41,001
137,354		109,993	27,361
54,807		44,272	10,535
138,090		126,309	11,781
310		365	-55
138,684		128,040	10,644
178,162		155,766	22,396
34,097		40,465	-6,368
199,387		144,904	54,483
66,323		33,015	33,308
54,507		27,202	27,305
34,589		17,377	17,212
46,728		23,629	23,099
165,116		153,122	11,994

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)
48,840		44,335	4,505
72,015		39,118	32,897
31,580		17,157	14,423
45,660		24,666	20,994
18,460		9,960	8,500
95,701		46,084	49,617
70,536		33,784	36,752
104,575		54,552	50,023
63,442		37,369	26,073
163,007		91,057	71,950
16		15	1
52,275		52,211	64
21,367		25,795	-4,428
72,046		86,868	-14,822
100,768		118,878	-18,110
68,287		82,255	-13,968
113,936		59,667	54,269
32,242		16,892	15,350
1,674,326		1,437,586	236,740
250,000		232,759	17,241
300,000		277,048	22,952
50,000		46,009	3,991
1,752,918		1,690,879	62,039
91,942			91,942

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	
			48,438
			-44,577
			20,702
			11,286
			-53,901
			-141,432
			-40,466
			5,968
			-21,667
			-16,566
			121,809
			132,688
			29,487
			5,516
			90,842
			97,592
			41,001
			27,361
			10,535
			11,781
			-55
			10,644
			22,396
			-6,368
			54,483
			33,308
			27,305
			17,212
			23,099
			11,994

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	
			4,505
			32,897
			14,423
			20,994
			8,500
			49,617
			36,752
			50,023
			26,073
			71,950
			1
			64
			-4,428
			-14,822
			-18,110
			-13,968
			54,269
			15,350
			236,740
			17,241
			22,952
			3,991
			62,039
			91,942


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACESS COMMUNITY HEALTH NETWORK222 N CANAL STREET CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	5,000
ADA S MCKINLEY COMMUNITY SERVICES INC725 S WELLS STREET SUITE 1A CHICAGO,IL 60607	N/A	PUBLIC	GENERAL	10,000
AMER ASSOCIATES BEN GURION UNIV OF THE NEGEV1430 BROADWAY 8TH FLOOR NEWYORK,NY 10018	N/A	PUBLIC	OPEN APARTMENTS PROGRAM	15,000
AMER FRIENDS SANZ MEDICAL CENTER-LANIADO HOSP18 W 45TH ST NEWYORK,NY 10036	N/A	PUBLIC	BEDSIDE PHYSIOLOGICAL MONITORS	40,000
AMERICAN COMMITTEE FOR THE WEITZMAN INSTITUTE OF SCIENCE633 THIRD AVENUE NEWYORK,NY 10017	N/A	PUBLIC	GENERAL	15,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM3175 COMMERCIAL AVE STE 101 NORTHBROOK,IL 60062	N/A	PUBLIC	DEFIBRILLATOR	25,000
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY39 BROADWAY 15TH FL NEWYORK,NY 10006	N/A	PUBLIC	PRESIDENTIAL SCHOLARS FUND	10,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY500 N MICHIGAN STE 1530 CHICAGO,IL 60611	N/A	PUBLIC	MECHINA PROGRAM	30,000
AMERICAN RED CROSS OF GREATER CHICAGO2200 W HARRISON CHICAGO,IL 60612	N/A	PUBLIC	RELIEF SERVICES	35,000
AMERICAN TECHNION SOCIETY 111 W WASHINGTON ST STE 1120 CHICAGO,IL 60602	N/A	PUBLIC	FELLOWSHIP FUND	30,000
ANTI-DEFAMATION LEAGUE309 W WASHINGTON ST STE 750 CHICAGO,IL 60606	N/A	PUBLIC	WORLD OF DIFFERENCE PROGRAM	25,000
ART INSTITUTE OF CHICAGO111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	MUSEUM EDUCATION	10,000
ASSOCIATED TALMUD TORAHS OF CHICAGO2828 W PRATT BLVD CHICAGO,IL 60645	N/A	PUBLIC	LEARNING DIFFICULTIES PROGRAM	20,000
ASSOCIATION HOUSE OF CHICAGO1116 N KEDZIE AVENUE CHICAGO,IL 60651	N/A	PUBLIC	HEALTHY LIFESTYLES PROGRAM	5,000
BEST BUDDIES ILLINOIS360 N ORLEANS ST STE 678 CHICAGO,IL 60654	N/A	PUBLIC	BEST BUDDIES PROGRAM	5,000
BIG BROTHERSBIG SISTERS OF METRO CHICAGO560 WEST LAKE ST CHICAGO,IL 60661	N/A	PUBLIC	GENERAL	5,000
BOARD OF JEWISH EDUCATION 3320 W DUNDEE ROAD NORTHBROOK,IL 60062	N/A	PUBLIC	GENERAL	117,390
BRANDEIS UNIVERSITYPO BOX 5491 MS122 WALTHAM,MA 024549110	N/A	PUBLIC	LIBRARY COLLECTION	10,000
CANCER WELLNESS CENTER215 REVERE DR NORTHBROOK,IL 60062	N/A	PUBLIC	PROGRAMS	35,000
CATHOLIC THEOLOGICAL UNION 5401 N CORNELL AVE CHICAGO,IL 60615	N/A	PUBLIC	LECTURES & LIBRARY	12,500
CENTER FOR DISABILITY AND ELDER LAW710 N LAKE SHORE DR 300 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	7,500
CHICAGO AREA COUNCIL - BOY SCOUTS OF AMERICA1218 W ADAMS ST CHICAGO,IL 60607	N/A	PUBLIC	GENERAL	7,500
CHICAGO HUMANITIES FESTIVAL 500 N DEARBORN SUITE 825 CHICAGO,IL 60654	N/A	PUBLIC	GENERAL	2,500
CHICAGO INSTITUTE FOR PSYCHOANALYSISBARR HARRIS 122 S MICHIGAN CHICAGO,IL 60603	N/A	PUBLIC	GENERAL	15,000
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVENUE CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	5,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO,IL 60604	N/A	PUBLIC	INSTITUTE FOR LEARNING, ACCESS, AND TRAINING	15,000
CHICAGO YIVO SOCIETY141 W JACKSON BLVD STE 1910A CHICAGO,IL 60606	N/A	PUBLIC	PROGRAMS	7,500
CHICAGOLAND JEWISH HIGH SCHOOL1095 LAKE COOK ROAD DEERFIELD,IL 60015	N/A	PUBLIC	GENERAL	5,000
COMMUNITY FOUNDATION FOR JEWISH EDUCATION4709 W GOLF ROAD 400 SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	15,000
CONGREGATION BENE SHOLOM 4435 WOAKTON SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	10,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COUNCIL FOR JEWISH ELDERLY 3003 W TOUHY AVE CHICAGO, IL 60645	N/A	PUBLIC	CARE MANAGEMENT SERVICES PROGRAM	50,000
DANIEL CENTERS FOR PROGRESSIVE JUDAISM 1 W 4TH STREET NEW YORK, NY 10012	N/A	PUBLIC	JEWISH SOUL OVERHAUL PROGRAM	5,000
DYSTONIA MEDICAL RESEARCH FOUNDATION 1 E WACKER DR STE 2430 CHICAGO, IL 60601	N/A	PUBLIC	RESEARCH GRANT	10,000
EMERGENCY FUND 651 W WASHINGTON SUITE 504 CHICAGO, IL 60661	N/A	PUBLIC	GENERAL	5,000
FACING HISTORY AND OURSELVES 200 E RANDOLPH STE 2100 CHICAGO, IL 60601	N/A	PUBLIC	PROFESSIONAL DEVELOPMENT OF TEACHERS	5,000
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE NEW YORK, NY 10001	N/A	PUBLIC	LATIN AMERICAN PROGRAMS	10,000
HEBREW THEOLOGICAL COLLEGE 7135 N CARPENTER RD SKOKIE, IL 60077	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
HEBREW UNION COLLEGE ONE W 4TH ST NEW YORK, NY 10012	N/A	PUBLIC	YEAR-IN-ISRAEL PROGRAM	75,000
HUBBARD STREET DANCE CHICAGO 1147 W JACKSON BLVD CHICAGO, IL 60607	N/A	PUBLIC	EDUCATION & COMMUNITY PROGRAM	5,000
IDA CROWN JEWISH ACADEMY 2828 W PRATT BLVD CHICAGO, IL 60645	N/A	PUBLIC	PROGRAMS	10,000
INTERNATIONAL FELLOWSHIP OF CHRISTIANS AND JEWS 30 NORTH LASALLE STREET CHICAGO, IL 60602	N/A	PUBLIC	PROGRAM FOR THE BENEFIT OF JEWS OF FORMER SOVIET UNION	5,000
ISRAEL CENTER FOR EXCELLENCE THROUGH EDUCATION 211 E CHICAGO ST STE 1020 CHICAGO, IL 60611	N/A	PUBLIC	GENERAL	10,000
JBI INTERNATIONAL (JEWISH BRAILLE INSTITUTE) 110 E 30TH STREET NEW YORK, NY 10016	N/A	PUBLIC	PROGRAMS	10,000
JEWISH CHILDREN'S ADOPTION NETWORK PO BOX 147016 DENVER, CO 80214	N/A	PUBLIC	GENERAL	5,000
JEWISH COMMUNITY CENTERS OF CHICAGO 30 S WELLS ST RM 4000 CHICAGO, IL 60606	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH COUNCIL FOR YOUTH SERVICES 100 N LASALLE ST STE 400 CHICAGO, IL 60602	N/A	PUBLIC	CAMP PROGRAM	30,000
JEWISH NATIONAL FUND 60 REVERE DR NORTHBROOK, IL 60062	N/A	PUBLIC	SOCIAL SERVICES PROGRAM	10,000
JEWISH OUTREACH INSTITUTE 1270 BROADWAY SUITE 609 NEW YORK, NY 10001	N/A	PUBLIC	GENERAL	10,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEW YORK, NY 10027	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH UNITED FUND JEWISH FEDERATION OF METROPOLITAN CHICAGO 30 N WELLS CHICAGO, IL 60606	N/A	PUBLIC	GENERAL	125,000
JOHN HOWARD ASSOCIATION 375 EAST CHICAGO AVENUE SUITE 529 CHICAGO, IL 60611	N/A	PUBLIC	GENERAL	5,000
LEGAL ASSISTANCE FOUNDATION OF CHICAGO 111 W JACKSON BLVD STE 300 CHICAGO, IL 60604	N/A	PUBLIC	GENERAL	20,000
LES TURNER ALS FOUNDATION 5550 W TOUHY AVE STE 302 SKOKIE, IL 60077	N/A	PUBLIC	ALS RESEARCH	15,000
LEUKEMIA RESEARCH FOUNDATION 3520 LAKE AVENUE SUITE 202 WILMETTE, IL 60091	N/A	PUBLIC	GENERAL	5,000
LINKS NORTH SHORE YOUTH HEALTH SERVICE 1779 MAPLE ST NORTHFIELD, IL 60093	N/A	PUBLIC	GENERAL	10,000
LITTLE CITY FOUNDATION 1760 WEST ALGOQUIN ROAD PALATINE, IL 60067	N/A	PUBLIC	GENERAL	7,500
LYRIC OPERA OF CHICAGO 20 N WACKER DR CHICAGO, IL 60606	N/A	PUBLIC	ANNUAL CAMPAIGN	25,000
MAOT CHITIM OF GREATER CHICAGO INC 4433 WEST TOUHY AVE SUITE 200 LINCOLNWOOD, IL 60712	N/A	PUBLIC	HOLIDAY FOOD PROGRAM	12,500
MEMORY CARE HOME SOLUTIONS 1526 S BIG BEND BLVD ST LOUIS, MO 63117	N/A	PUBLIC	GENERAL	10,000
MICHAEL ROLFE PANCREATIC CANCER FOUNDATION 910 W VAN BUREN ST 3RD FL CHICAGO, IL 60607	N/A	PUBLIC	MEDICAL RESEARCH	25,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
MIDWEST PALLIATIVE & HOSPICE CARECENTER2050 CLAIR CT GLENVIEW,IL 60025	N/A	PUBLIC	FELLOWSHIP PROGRAM	20,000
NEW ISRAEL FUNDPO BOX 96712 WASHINGTON,DC 20077	N/A	PUBLIC	GENERAL	10,000
NIGHT MINISTRY4711 N RAVENSWOOD AVENUE CHICAGO,IL 60640	N/A	PUBLIC	GENERAL	5,000
OLIN-SANG-RUBY UNION INSTITUTE555 SKOKIE BLVD 225 NORTHBROOK,IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	55,000
ORT AMERICAN INC3701 COMMERCIAL AVE STE 13 NORTHBROOK,IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
PEOPLE FOR THE AMERICAN WAY FOUNDATION2000 M STREET NW SUITE 400 WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL	25,000
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK,IL 60035	N/A	PUBLIC	EDUCATION & COMMUNITY PARTNERSHIPS	20,000
ROOSEVELT UNIVERSITY430 S MICHIGAN AVE RM 8277 CHICAGO,IL 60605	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
RUSH UNIVERSITY MEDICAL CENTER1700 W VAN BUREN STE 250 CHICAGO,IL 60612	N/A	PUBLIC	MEDICAL RESEARCH	155,039
SCHOLARSHIP FUND OF ST LOUIS 8211 CLAYTON ROAD ST LOUIS,MO 63117	N/A	PUBLIC	INTEREST FREE LOANS	7,500
SHALVE315 FIFTH AVENUE 6TH FLOOR NEW YORK,NY 10016	N/A	PUBLIC	GENERAL	5,000
SHEDD AQUARIUM1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	GENERAL	5,000
SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TULANE UNIVERSITYMR BOX 1692 31 MCALISTER DR NEW ORLEANS,LA 70118	N/A	PUBLIC	TOLERENCE EDUCATION	4,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	PUBLIC	TEACHING TOLERENCE PROGRAM	5,000
SPERTUS INSTITUTE OF JEWISH STUDIES610 S MICHIGAN AVE CHICAGO,IL 60605	N/A	PUBLIC	EDUCATIONAL PROGRAMMING	10,000
THE ARK6450 N CALIFORNIA AVE CHICAGO,IL 60645	N/A	PUBLIC	SARNOFF LEVIN RESIDENCE PROGRAM	42,500
THE FIELD MUSEUM1400 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	MUSEUM EDUCATION	5,000
THE HALDLEY SCHOOL FOR THE BLIND700 ELM ST WINNETKA,IL 60093	N/A	PUBLIC	CENTER FOR ENTREPRENEURSHIP	35,000
THE HILLELS OF ILLINOIS30 S WELLS ST CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	10,000
THE LAMBS FARM INC14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	N/A	PUBLIC	QUEST PROGRAM	7,500
THRESHOLDS4101 N RAVENSWOOD AVE CHICAGO,IL 60613	N/A	PUBLIC	HOMELESS SERVICES PROGRAMS	15,000
TURTLE WILLBOX 1147 CAREFREE,AZ 85377	N/A	PUBLIC	SCHOOL IMPROVEMENTS	8,000
US COMMITTEE FOR UNICEF500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PUBLIC	SCHOOLS IN AFRICA	25,000
UC CUMBERLAND COLLEGE816 WALNUT ST WILLIAMSBURG,KY 40769	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
UNION FOR REFORM JUDAISM633 THIRD AVENUE NEW YORK,NY 10017	N/A	PUBLIC	GENERAL	30,000
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE PO BOX 10444 FAIRFAX,VA 22031	N/A	PUBLIC	GENERAL	5,000
YOUTHBUILD LAKE COUNTY1636 KRISTAN NORTH CHICAGO,IL 60064	N/A	PUBLIC	GENERAL	5,000
Total  3a				1,729,429