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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

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA		A Employer identification number 32-0384487	
Number and street (or P O box number if mail is not delivered to street address) 101 KAPPA DRIVE		B Telephone number (see instructions) (412) 963-6200	
City or town, state, and ZIP code PITTSBURGH, PA 152382809		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 4,344,764		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,472,328			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	741	741		
	4 Dividends and interest from securities.	60,668	60,668		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		0		
	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	4,533,737	61,409		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	19,714	0		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	19,714	0		0
	25 Contributions, gifts, grants paid	4,478,743			4,478,743
	26 Total expenses and disbursements. Add lines 24 and 25	4,498,457	0		4,478,743
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	35,280			
	b Net investment income (if negative, enter -0-)		61,409		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		1,174,831	1,174,831
	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)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	2,860,449	3,169,933
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	0	4,035,280	4,344,764	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	4,035,280	
	30	Total net assets or fund balances (see page 17 of the instructions)	0	4,035,280	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	0	4,035,280	

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 0
2	Enter amount from Part I, line 27a	2 35,280
3	Other increases not included in line 2 (itemize) ▶ _____	3 4,000,000
4	Add lines 1, 2, and 3	4 4,035,280
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 4,035,280

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				
(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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	
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 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))
2011	0	0	0 000000
2010			
2009			
2008			
2007			
2	Total of line 1, column (d).		2 0 000000
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 000000
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 3,938,794
5	Multiply line 4 by line 3.		5 0
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 614
7	Add lines 5 and 6.		7 614
8	Enter qualifying distributions from Part XII, line 4. 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		8 4,478,743

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	614
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	614
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	614
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0
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	614
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 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	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 <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" 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 checked="" 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.	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 instructions) <input checked="" type="checkbox"/> PA			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶HOWARD PLUNG Telephone no ▶(412) 281-8771 Located at ▶4 GATEWAY CENTER 9TH FLOOR PITTSBURGH PA ZIP +4 ▶15222			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.</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 2012?	4b		No

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

number of other employees paid over \$50,000.

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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 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 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	2,043,687
b	Average of monthly cash balances.	1b	1,955,089
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,998,776
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	3,998,776
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	59,982
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,938,794
6	Minimum investment return. Enter 5% of line 5.	6	196,940

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	196,940
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	614
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	614
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	196,326
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	196,326
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	196,326

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	4,478,743
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	4,478,743
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 instructions).	5	614
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,478,129
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				196,326
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,478,743				
a Applied to 2011, 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 2012 distributable amount.				196,326
e Remaining amount distributed out of corpus	4,282,417			
5 Excess distributions carryover applied to 2012 (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	4,282,417			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	4,282,417			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	4,282,417			

Part XIV

Private Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

DAVID SHAPIRA - GIANT EAGLE FOUNDAT
C/O GIANT EAGLE INC 101 KAPPA DRIVE
PITTSBURGH, PA 15238
(412) 963-6200

b

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

LETTER OF REQUEST FROM EXEMPT ORGANIZATION

c

Any submission deadlines

NO

d

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

NO

Form 990-PF (2012)

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	4,478,743
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 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					741
4	Dividends and interest from securities.					60,668
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					
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		0	61,409
13	Total. Add line 12, columns (b), (d), and (e).					61,409

[illegible]

<p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p>(1) Cash.</p> <p>(2) Other assets.</p> <p>b Other transactions</p> <p>(1) Sales of assets to a noncharitable exempt organization.</p> <p>(2) Purchases of assets from a noncharitable exempt organization.</p> <p>(3) Rental of facilities, equipment, or other assets.</p> <p>(4) Reimbursement arrangements.</p> <p>(5) Loans or loan guarantees.</p> <p>(6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received</p>		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

* * * * *

2013-10-24

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00323233
	LOUIS PLUNG	LOUIS PLUNG			
	Firm's name <input type="checkbox"/>	LOUIS PLUNG & COMPANY LLP <hr/> 4 GATEWAY CENTER 9TH FL		Firm's EIN <input type="checkbox"/> 25-1637458	
	Firm's address <input type="checkbox"/>	PITTSBURGH, PA 15222		Phone no (412) 281-8771	

Form 990PF Part VIII Line 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
DAVID SHAPIRA	CHAIRMAN 0 00	0	0	0
101 KAPPA DRIVE PITTSBURGH,PA 15238				
CHARLES PORTER	DIRECTOR 0 00	0	0	0
101 KAPPA DRIVE PITTSBURGH,PA 15238				
GERALD CHAIT	DIRECTOR 0 00	0	0	0
101 KAPPA DRIVE PITTSBURGH,PA 15238				
EDWARD MORAVITZ	DIRECTOR 0 00	0	0	0
101 KAPPA DRIVE PITTSBURGH,PA 15238				
NORMAN WEIZENBAUM	DIRECTOR 0 00	0	0	0
101 KAPPA DRIVE PITTSBURGH,PA 15238				
LAURA KARET	DIRECTOR 0 00	0	0	0
101 KAPPA DRIVE PITTSBURGH,PA 15238				
LOUIS PLUNG	VICE CHAIRMAN 0 00	0	0	0
4 GATEWAY CENTER 9TH FLOOR PITTSBURGH,PA 15222				

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 <i>Paid during the year</i>				
ACHIEVEMENT CENTERS FOR CHILDREN 4255 NORTHFIELD ROAD HIGHLAND HILLS,OH 44128	NONE	EXEMPT	CHARITABLE	10,000
ADAGIO HEALTH 960 PENN AVE SUITE 600 PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	5,000
AGENCY FOR JEWISH LEARNING 2740 BEECHWOOD BLVD PITTSBURGH,PA 152172706	NONE	EXEMPT	CHARITABLE	114,000
AKRON CANTON REGIONAL FOODBANK 350 OPPORTUNITY PARKWAY AKRON,OH 44307	NONE	EXEMPT	CHARITABLE	10,000
ALTA HOUSE 12515 MAYFIELD CLEVELAND,OH 44110	NONE	EXEMPT	CHARITABLE	3,000
AMERICAN FRIENDS OF BEIT ISSIE SHAPIRO 51 EAST 42ND ST 11TH FLOOR NEWYORK,NY 10017	NONE	EXEMPT	CHARITABLE	15,000
AMERICAN FRIENDS OF ISRAEL WAR DISABLED 1100 FRICK LANE PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	180
ANIMAL RESCUE LEAGUE 6620 HAMILTON AVENUE PITTSBURGH,PA 15206	NONE	EXEMPT	CHARITABLE	5,000
ANTI-DEFAMATION LEAGUE OF B'NAI B'RITH 50 PUBLIC SQUARE 1904 CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	3,000
AUGUST WILSON CENTER FOR AFRICAN CULTURE 200 ROSS ST 12TH FLOOR PITTSBURGH,PA 15219	NONE	EXEMPT	CHARITABLE	40,000
BALLOU SKIES 3 PENN CENTER WEST SUITE 411 PITTSBURGH,PA 15276	NONE	EXEMPT	CHARITABLE	5,000
BBYO 2020 K STREET NW 7TH FLOOR WASHINGTON,DC 20006	NONE	EXEMPT	CHARITABLE	10,000
BEACON STREET PERFORMING ARTS IN MINISTRY PO BOX 21029 CLEVELAND,OH 44121	NONE	EXEMPT	CHARITABLE	7,000
BENEDICTINE SISTERS OF ERIE 6101 EAST LAKE ROAD ERIE,PA 16511	NONE	EXEMPT	CHARITABLE	3,500
BIG BROTHERS BIG SISTERS OF CLEVELAND 4614 PROSPECT AVE SUITE 410 CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	3,000

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 <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS OF PITTSBURGH 5989 PENN CIRCLE SOUTH PITTSBURGH,PA 15206	NONE	EXEMPT	CHARITABLE	2,000
BLESSING HOUSE 5440 GROVE AVENUE LORAIN,OH 44055	NONE	EXEMPT	CHARITABLE	5,000
BOYD COMMUNITY CENTER 1220 POWERS RUN ROAD PITTSBURGH,PA 15238	NONE	EXEMPT	CHARITABLE	5,000
BOYS HOPE GIRLS HOPE NE OHIO 9619 GARFIELD BLVD GARFIELD HEIGHTS,OH 44125	NONE	EXEMPT	CHARITABLE	20,000
BUSINESS ADVISORS OF CLEVELAND 4614 PROSPECT AVE SUITE 401 CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	3,000
CANCER CARING CENTER 4117 LIBERTY AVENUE PITTSBURGH,PA 15224	NONE	EXEMPT	CHARITABLE	5,000
CARLOW COLLEGE 3333 5TH AVENUE PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	5,000
CARNEGIE MELLON UNIVERSITY 5000 FORBES AVE PITTSBURGH,PA 152133890	NONE	EXEMPT	CHARITABLE	305,000
CARNEGIE MUSEUMS OF PITTSBURGH 4400 FORBES AVENUE PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	15,000
CENTER FOR FAMILIES AND CHILDREN 5955 RIDGE ROAD CLEVELAND,OH 44129	NONE	EXEMPT	CHARITABLE	5,000
CHAGRIN VALLEY RECREATIONAL COUNCIL PO BOX 84 CHAGRIN FALLS,OH 44022	NONE	EXEMPT	CHARITABLE	2,000
CHILD WATCH OF PITTSBURGH 10 CHILDRENS WAY SUITE 200 PITTSBURGH,PA 15212	NONE	EXEMPT	CHARITABLE	1,000
CHILDREN'S DYSLEXIA CENTER 110 EAST LINCOLN AVENUE NEWCASTLE,PA 16101	NONE	EXEMPT	CHARITABLE	2,500
CHILDREN'S HOSPITAL FOUNDATION 3705 FIFTH AVENUE PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	100,000
CITY MISSION 5310 CARNEGIE AVENUE CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	5,000

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 <i>Paid during the year</i>				
CITY THEATRE 1300 BINGHAM STREET PITTSBURGH,PA 15203	NONE	EXEMPT	CHARITABLE	20,000
CLEVELAND CENTRAL CATHOLIC HIGH SCHOOL 6550 BAXTER AVENUE CLEVELAND,OH 44105	NONE	EXEMPT	CHARITABLE	20,000
CLEVELAND FOODBANK INC 1557 EAST 27TH STREET CLEVELAND,OH 44114	NONE	EXEMPT	CHARITABLE	25,000
CLEVELAND HEARING AND SPEECH CENTER 11635 EUCLID AVENUE CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	4,000
CLEVELAND INSTITUTE OF ART 11141 EAST BOULEVARD CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	3,500
CLEVELAND INSTITUTE OF MUSIC 11021 EAST BOULEVARD CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	3,500
CLEVELAND MUSEUM OF ART 11150 EAST BOULEVARD CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	10,000
CLEVELAND ORCHESTRA 1422 EUCLID AVENUE 256 CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	20,000
CLEVELAND RAPE CRISIS CENTER 1370 ONTARIO STREET 420 CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	5,000
CLEVELAND SIGHT CENTER 1909 EAST 101ST STREET CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	3,000
COLLEGE NOW GREATER CLEVELAND 200 PUBLIC SQUARE SUITE 3820 CLEVELAND,OH 44114	NONE	EXEMPT	CHARITABLE	10,000
COMMUNITY AT HOLY FAMILY MANOR 301 BELLEVUE ROAD PITTSBURGH,PA 15229	NONE	EXEMPT	CHARITABLE	13,000
COMMUNITY CENTER AND LIBRARY 1220 POWER RUN ROAD PITTSBURGH,PA 15238	NONE	EXEMPT	CHARITABLE	15,000
COMMUNITY DAY SCHOOL 6424 FORWARD AVENUE PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	10,000
COMMUNITY OF LITTLE BROTHERS AND SISTERS 4614 PROSPECT AVE SUITE 401 CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	5,000

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 <i>Paid during the year</i>				
CORNUCOPIA 18120 SLOANE AVENUE LAKEWOOD,OH 44107	NONE	EXEMPT	CHARITABLE	5,000
CRAY YOUTH AND FAMILY SERVICES 711 NORTH JEFFERSON STREET NEWCASTLE,PA 16101	NONE	EXEMPT	CHARITABLE	5,000
CROHN'S AND COLITIS FOUNDATION OF AMERICA 386 PARK AVE S 17TH FLOOR NEWYORK,NY 10016	NONE	EXEMPT	CHARITABLE	15,000
DENIS THEATRE FOUNDATION 685 WASHINGTON ROAD PITTSBURGH,PA 15228	NONE	EXEMPT	CHARITABLE	500
DIVERSITY CENTER OF NORTHEAST 3645 WARRENSVILLE CENTER CLEVELAND,OH 44122	NONE	EXEMPT	CHARITABLE	3,000
DOMESTIC VIOLENCE CENTER 3288 WEST 58TH STREET CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	6,000
EAST END COOPERATIVE MINISTRY 250 N HIGHLAND AVE PITTSBURGH,PA 152063026	NONE	EXEMPT	CHARITABLE	15,000
EL BARRIO 2001 WEST 65TH STREET CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	5,000
ESPERANZA INC 3104 WEST 25TH STREET CLEVELAND,OH 44109	NONE	EXEMPT	CHARITABLE	5,000
EXTRA MILE EDUCATION FOUNDATION 111 BOULEVARD OF THE ALLIES PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	60,000
FAIRHILL PARTNERS 12200 FAIRHILL ROAD B414 CLEVELAND,OH 44120	NONE	EXEMPT	CHARITABLE	5,000
FIELDSTONE FARM 16497 SYNDER ROAD CHAGRIN FALLS,OH 44023	NONE	EXEMPT	CHARITABLE	2,500
FRED ROGERS CENTER FOR EARLY LEARNING 300 FRASER PURCHASE ROAD LATROBE,PA 15650	NONE	EXEMPT	CHARITABLE	5,000
FRICK ART AND HISTORICAL CENTER 7227 REYNOLDS STREET PITTSBURGH,PA 152082923	NONE	EXEMPT	CHARITABLE	1,000
FRIENDS OF BREAKTHROUGH CHARTER SCHOOLS 9711 LAMONT AVENUE CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	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 <i>Paid during the year</i>				
FRIENDS OF IR DAVID INC 788 18TH STREET BROOKLYN,NY 11218	NONE	EXEMPT	CHARITABLE	10,000
GILDA'S CLUB WESTERN PA 2816 SMALLMAN STREET PITTSBURGH,PA 152224722	NONE	EXEMPT	CHARITABLE	17,500
GOODWILL OF SOUTHWESTERN PA 118 52ND STREET PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	2,500
GREAT LAKES SCIENCE CENTER 601 ERIESIDE AVENUE CLEVELAND,OH 44114	NONE	EXEMPT	CHARITABLE	5,000
GREAT LAKES THEATER FESTIVAL 1501 EUCLID AVENUE SUITE 300 CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	5,000
GREATER CLEVELAND HABITAT FOR HUMANITY 2110 W 110TH STREET CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	10,000
GREATER CLEVELAND VOLUNTEERS 4614 PROSPECT AVE SUITE 205 CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	6,500
HADASSAH GREATER PITTSBURGH CHAPTER 1824 MURRAY AVENUE PITTSBURGH,PA 15025	NONE	EXEMPT	CHARITABLE	5,000
HATTIE LARLHAM FOUNDATION 7996 DARROW ROAD SUITE 10 TWINSBURG,OH 44087	NONE	EXEMPT	CHARITABLE	5,000
HILLEL ACADEMY 5685 BEACON STREET PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	60,000
HILLEL JEWISH UNIVERSITY CENTER OF PGH 4607 FORBES AVENUE PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	20,000
IDEASTREAM 1375 EUCLID AVENUE CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	6,000
INTERNATIONAL ASSISTANCE GROUP 531 5TH STREET OAKMONT,PA 15139	NONE	EXEMPT	CHARITABLE	10,000
JEWISH ASSISTANCE FUND 25701 SCIENCE PARK DRIVE CLEVELAND,OH 44122	NONE	EXEMPT	CHARITABLE	20,000
JEWISH ASSOCIATION ON AGING 200 JHF DRIVE PITTSBURGH,PA 152172950	NONE	EXEMPT	CHARITABLE	5,000

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 <i>Paid during the year</i>				
JEWISH CEMETERY & BURIAL ASSOCIATION 234 MCKEE PLACE PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	1,000
JEWISH FAMILY & CHILDREN'S SERVICES 5743 BARTLETT STREET PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	16,666
JEWISH FAMILY SERVICES ASSOC OF CLEVELAND 24075 COMMERCE PARK ROAD BEACHWOOD,OH 44122	NONE	EXEMPT	CHARITABLE	5,000
JEWISH FEDERATION OF CLEVELAND 25701 SCIENCE PARK DRIVE CLEVELAND,OH 44122	NONE	EXEMPT	CHARITABLE	25,000
JEWISH FEDERATION OF PITTSBURGH 234 MCKEE PLACE PIITSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	2,113,577
JEWISH NATIONAL FUND 1015 CHESTNUT STREET PHILADELPHIA,PA 19103	NONE	EXEMPT	CHARITABLE	8,600
JOB EXPLORATION TRAINING 89 EAST HOWE ROAD TALLMADGE,OH 44278	NONE	EXEMPT	CHARITABLE	7,280
JOHN J GHAZNAVI FOUNDATION INC PO BOX 288 INDIANOLA,PA 15051	NONE	EXEMPT	CHARITABLE	500
JOSEPH'S HOUSE 2412 COMMUNITY COLLEGE AVE CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	7,500
JULIE BILLIART SCHOOL FOUNDATION 4982 CLUBSIDE ROAD LYNDHURST,OH 44124	NONE	EXEMPT	CHARITABLE	3,500
JUVENILE DIABETES RESEARCH FOUNDATION 6100 ROCKSIDE WOODS BLVD INDEPENDENCE,OH 44131	NONE	EXEMPT	CHARITABLE	5,000
KOLLEL JEWISH LEARNING CENTER 5808 BEACON STREET PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	25,000
LADIES HOSPITAL AID 3459 FIFTH AVENUE PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	3,000
LAKEWOOD DEPARTMENT OF HUMAN SERVICES 16024 MADISON AVENUE LAKEWOOD,OH 44107	NONE	EXEMPT	CHARITABLE	7,500
LEAD PITTSBURGH 625 LIBERTY AVENUE SUITE 3110 PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	12,500

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 <i>Paid during the year</i>				
LENDING HEARTS ORGANIZATION 114 HOODRIDGE DRIVE PITTSBURGH,PA 15228	NONE	EXEMPT	CHARITABLE	10,000
LIFESHARE COMMUNITY BLOOD SERVICES 105 CLEVELAND STREET ELYRIA,OH 44035	NONE	EXEMPT	CHARITABLE	5,000
MAGNIFICAT HIGH SCHOOL 20770 HILLIARD BLVD ROCKY RIVER,OH 44116	NONE	EXEMPT	CHARITABLE	10,000
MAKE-A-WISH FOUNDATION 1422 EUCLID AVENUE 239 CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	12,800
MALACHI HOUSE 1422 EUCLID AVENUE CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	6,000
MALTZ MUSEUM OF JEWISH HERITAGE 2929 RICHMOND ROAD BEACHWOOD,OH 44122	NONE	EXEMPT	CHARITABLE	3,000
MATTRESS FACTORY 500 SAMPSONIA WAY PITTSBURGH,PA 15212	NONE	EXEMPT	CHARITABLE	2,500
MEDWORKS 19910 MALVERN ROAD SHAKER HEIGHTS,OH 44122	NONE	EXEMPT	CHARITABLE	5,000
MENTAL HEALTH SERVICES FOR HOMELESS 1744 PAYNE AVE CLEVELAND,OH 44114	NONE	EXEMPT	CHARITABLE	5,000
METRO CATHOLIC HIGH SCHOOL 1910 WEST 54TH STREET CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	10,000
METROHEALTH FOUNDATION INC 2500 METROHEALTH DRIVE CLEVELAND,OH 44109	NONE	EXEMPT	CHARITABLE	20,000
MUSCULAR DYSTROPHY ASSOCIATION 3300 EAST SUNRISE DRIVE TUCSON,AZ 857183208	NONE	EXEMPT	CHARITABLE	2,000
MUSEUM OF CONTEMPORARY ART 11400 EUCLID AVENUE CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	5,000
NEAR WEST THEATRE 6514 DETROIT AVENUE CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	10,000
NEW AVENUES TO INDEPENDENCE INC 17608 EUCLID AVENUE CLEVELAND,OH 44112	NONE	EXEMPT	CHARITABLE	2,000

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 <i>Paid during the year</i>				
NOTRE DAME COLLEGE 4545 COLLEGE ROAD SOUTH EUCLID,OH 44121	NONE	EXEMPT	CHARITABLE	12,500
ONCOLOGY NURSING SOCIETY 501 HOLIDAY DRIVE PITTSBURGH,PA 15220	NONE	EXEMPT	CHARITABLE	1,000
ONE ISRAEL FUND LTD 1175 WEST BROADWAY SUITE 10 HEWLETT,NY 11557	NONE	EXEMPT	CHARITABLE	15,000
OUR LADY OF THE ELMS FOUNDATION 1230 W MARKET ST AKRON,OH 44313	NONE	EXEMPT	CHARITABLE	5,000
PATF 5913 PENN AVENUE PITTSBURGH,PA 15206	NONE	EXEMPT	CHARITABLE	7,500
PENNSLYVANIA RESOURCES COUNCIL 3606 PROVIDENCE ROAD NEWTOWN SQUARE,PA 19073	NONE	EXEMPT	CHARITABLE	5,000
PERSAD CENTER 5150 PENN AVENUE PITTSBURGH,PA 15224	NONE	EXEMPT	CHARITABLE	10,000
PHIPPS CONSERVATORY & BOTANICAL GARDENS SCHENLEY PARK PITTSBURGH,PA 15213	NONE	EXEMPT	CHARITABLE	40,000
PITTSBURGH BALLET THEATRE 1071 WINDERMERE DRIVE SWISSVALE,PA 15218	NONE	EXEMPT	CHARITABLE	35,000
PITTSBURGH OPERA 2425 LIBERTY AVENUE PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	45,000
PITTSBURGH SYMPHONY ORCHESTRA 600 PENN AVENUE PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	30,000
PITTSBURGH SYMPHONY ORCHESTRA 600 PENN AVENUE PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	155,000
PLAYHOUSE SQUARE FOUNDATION 1501 EUCLID AVENUE CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	10,000
POISE FOUNDATION TWO GATEWAY CENTER SUITE 1700 PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	1,000
POLICY MATTERS OHIO 3631 PERKINS AVE SUITE 4C EAST CLEVELAND,OH 44114	NONE	EXEMPT	CHARITABLE	3,000

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 <i>Paid during the year</i>				
POWER 7501 PENN AVENUE PIITSBURGH,PA 152082560	NONE	EXEMPT	CHARITABLE	10,000
PROJECT LEARN 2728 EUCLID AVENUE 400 CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	3,000
PROJECT LOVE 5244 MAYFIELD RD 2ND FLOOR LYNDURST,OH 44124	NONE	EXEMPT	CHARITABLE	6,000
PROVIDENCE HOUSE 2037 WEST 32ND STREET CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	8,000
RECOVERY RESOURCES 3950 CHESTER AVENUE CLEVELAND,OH 44114	NONE	EXEMPT	CHARITABLE	3,000
REDSTONE PRESBYTERIAN SENIORCARE 6 GARDEN CENTER DRIVE GREENSBURGH,PA 15601	NONE	EXEMPT	CHARITABLE	1,000
RIVERQUEST 1501 REEDSDALE ST SUITE 2001 PITTBURGH,PA 152332310	NONE	EXEMPT	CHARITABLE	1,000
ROCK AND ROLL HALL OF FAME AND MUSEUM 1100 ROCK AND ROLL BLVD CLEVELAND,OH 441141022	NONE	EXEMPT	CHARITABLE	3,000
ROCKY RIVER SENIORS COUNCIL 21014 HILLIARD BLVD ROCKY RIVER,OH 44116	NONE	EXEMPT	CHARITABLE	5,000
SALVATION OF ARMY OF GREATER CLEVELAND 2507 E 22ND STREET CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	10,000
SECOND HARVEST FOODBANK OF MAHONING 2805 SALT SPRINGS ROAD YOUNGSTOWN,OH 44509	NONE	EXEMPT	CHARITABLE	10,000
SEEDS OF LITERACY 3104 WEST 25TH ST 3RD FLOOR CLEVELAND,OH 44109	NONE	EXEMPT	CHARITABLE	5,000
SOCIETY FOR CONTEMPORARY CRAFT 2100 SMALLMAN STREET PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	5,000
SOS PITTSBURGH 2275 SWALLOW HILL ROAD BLDG 600 PITTSBURGH,PA 15220	NONE	EXEMPT	CHARITABLE	25,000
SOUTHEAST CLERGY MEALS ON WHEELS INC 303 COLUMBUS BEDFORD,OH 44146	NONE	EXEMPT	CHARITABLE	2,640


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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 <i>Paid during the year</i>				
ST ANDREWS ESPISCOPAL CHURCH 300 THIRD STREET ELYRIA,OH 44035	NONE	EXEMPT	CHARITABLE	4,000
ST MALACHI CENTER 2416 SUPERIOR VIADUCT CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	5,000
ST MALACHI PARISH 2459 WASHINGTON AVE CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	5,000
ST MARTIN DE PORRES HIGH SCHOOL 6111 LAUSCHE AVENUE CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	35,000
STELLA MARIS INC 1302 WASHINGTON AVENUE CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	7,500
SUSAN G KOMEN FOR THE CURE SUSAN G KOMEN FOR THE CURE PITTSBURGH,PA 15218	NONE	EXEMPT	CHARITABLE	7,500
THE ALEPH INSTITUTE 5804 BEACON STREET PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	15,000
THE CHILDREN'S MUSEUM OF CLEVELAND 10730 EUCLID AVENUE CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	5,000
THE CLEVELAND MUSEUM OF NATURAL HISTORY 1 WADE OVAL DRIVE CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	5,000
THE CLEVELAND PLAYHOUSE 7401 DETOUR AVENUE CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	5,000
THE EDUCATION PARTNERSHIP 281 CORLISS STREET PITTSBURGH,PA 15220	NONE	EXEMPT	CHARITABLE	25,000
THE FRIENDSHIP CIRCLE 5872 NORTHUMBERLAND PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	5,000
THE GATHERING PLACE 23300 COMMERCE PARK BEECHWOOD,OH 44122	NONE	EXEMPT	CHARITABLE	10,000
THE HIRAM HOUSE 33775 HIRAM TRAIL CHAGRIN FALLS,OH 44022	NONE	EXEMPT	CHARITABLE	5,000
THE LEUKEMIA & LYMPHOMA SOCIETY 2401 PENNSYLVANIA AVE PHILADELPHIA,PA 19130	NONE	EXEMPT	CHARITABLE	3,500

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 <i>Paid during the year</i>				
THE LITTLEST HEROES 32000 AURORA ROAD SOLON,OH 44139	NONE	EXEMPT	CHARITABLE	5,000
THE MAY DUGAN CENTER 4115 BRIDGE AVENUE CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	7,500
THE PITTSBURGH PROMISE FIVE PPG PLACE PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	100,000
THE PITTSBURGH PUBLIC THEATRE ONE ALLEGHENY SQUARE PITTSBURGH,PA 15212	NONE	EXEMPT	CHARITABLE	7,500
THE SALVATION ARMY OF PITTSBURGH 323 EAST MAIN STREET CARNEGIE,PA 15106	NONE	EXEMPT	CHARITABLE	20,000
THE SPROUT FUND 5423 PENN AVENUE PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	15,000
THREE RIVERS ADOPTION COUNCIL 220 GRANT STREET PITTSBURGH,PA 15219	NONE	EXEMPT	CHARITABLE	5,000
TICKETS FOR KIDS 139 FREEPORT ROAD SUITE 100 PITTSBURGH,PA 152152943	NONE	EXEMPT	CHARITABLE	5,000
TRI-CITY CENTER 1155 WILDLIFE ROAD LOWER BURRELL,PA 15068	NONE	EXEMPT	CHARITABLE	2,500
URBAN COMMUNITY SCHOOL 4909 LORAIN AVENUE CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	12,000
VINTAGE 401 N HIGHLAND AVENUE PITTSBURGH,PA 15206	NONE	EXEMPT	CHARITABLE	10,000
VOCATIONAL GUIDANCE SERVICES 2239 EAST 55TH STREET CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	5,000
WEST SIDE CATHOLIC CENTER 3135 LORAIN CLEVELAND,OH 44113	NONE	EXEMPT	CHARITABLE	15,000
WEST SIDE ECUMENICAL MINISTRY 5209 DETROIT AVENUE CLEVELAND,OH 44102	NONE	EXEMPT	CHARITABLE	10,000
WESTERN RESERVE HISTORICAL 10825 EAST BLVD CLEVELAND,OH 44106	NONE	EXEMPT	CHARITABLE	2,500

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 <i>Paid during the year</i>				
WOODLANDS FOUNDATION 134 SHENOT ROAD WEXFORD,PA 15090	NONE	EXEMPT	CHARITABLE	5,000
WORKING ANIMALS GIVING SERVICE FOR KIDS 112 EAST CENTER STREET BEREA,OH 44017	NONE	EXEMPT	CHARITABLE	3,000
YESHIVA SCHOOLS 2100 WIGHTMAN STREET PITTSBURGH,PA 15217	NONE	EXEMPT	CHARITABLE	25,000
YMCA OF GREATER PITTSBURGH 420 FORT DUQUESNE BLVD PITTSBURGH,PA 15222	NONE	EXEMPT	CHARITABLE	40,000
YOUTH CHALLENGE 800 SHARON DRIVE WESTLAKE,OH 44145	NONE	EXEMPT	CHARITABLE	2,000
YOUTH OPPORTUNITIES UNLIMITED 1361 EUCLID AVENUE CLEVELAND,OH 44115	NONE	EXEMPT	CHARITABLE	3,000
YWCA OF GREATER CLEVELAND 4019 PROSPECT AVE CLEVELAND,OH 44103	NONE	EXEMPT	CHARITABLE	2,000
Total  3a				4,478,743

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA	Employer identification number 32-0384487
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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)

Name of organization GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA	Employer identification number 32-0384487
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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
<u>1</u>	GIANT EAGLE INC 101 KAPPA DRIVE PITTSBURGH, PA 15238	\$ 4,472,328	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 GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA	Employer identification number 32-0384487
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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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA	Employer identification number 32-0384487
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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 See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

TY 2012 Investments - Other Schedule**Name:** GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA**EIN:** 32-0384487

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD TOTAL INTERNATIONAL STOCK INDEX	AT COST	824,418	839,229
VANGUARD TOTAL STOCK MARKET INDEX	AT COST	2,036,031	2,330,704

TY 2012 Other Increases Schedule

Name: GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA

EIN: 32-0384487

Description	Amount
TRANSFER OF ASSETS FROM BEACON FOUNDATION INC EIN 20-2734721	4,000,000

TY 2012 Other Professional Fees Schedule

Name: GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA

EIN: 32-0384487

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGMENT FEES	19,714	0		0

TY 2012 Substantial Contributors Schedule

Name: GIANT EAGLE FOUNDATION CO DAVID S SHAPIRA

EIN: 32-0384487

Name	Address
GIANT EAGLE INC	101 KAPPA DRIVE PITTSBURGH, PA 15238