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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 08-01-2012 , and ending 07-31-2013

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		B Telephone number (see instructions) (312) 521-2000	
City or town, state, and ZIP code CHICAGO, IL 606061615		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"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 39,141,096		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	101	101		
	4 Dividends and interest from securities.	862,104	862,104		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,295,403			
	b Gross sales price for all assets on line 6a _____ 7,669,484				
	7 Capital gain net income (from Part IV, line 2)		2,295,403		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,157,608	3,157,608		
	13 Compensation of officers, directors, trustees, etc	162,000	53,994		108,006
	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)	118,077	59,038		59,039
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,385	3,000		6,001
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	1,480	0		1,480
	23 Other expenses (attach schedule)	1,805	0		1,805
	24 Total operating and administrative expenses. Add lines 13 through 23	323,747	116,032		189,331
	25 Contributions, gifts, grants paid	1,722,020			1,722,020
	26 Total expenses and disbursements. Add lines 24 and 25	2,045,767	116,032		1,911,351
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,111,841			
	b Net investment income (if negative, enter -0-)		3,041,576		
	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	539,874	899,303	899,303
	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)	1,742,141	<input checked="" type="checkbox"/> 1,872,137	1,857,383
	b	Investments—corporate stock (attach schedule)	15,871,119	<input checked="" type="checkbox"/> 16,587,017	23,944,117
	c	Investments—corporate bonds (attach schedule).	12,236,739	<input checked="" type="checkbox"/> 12,143,257	12,440,293
	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) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	30,389,873	31,501,714	39,141,096

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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	30,389,873	31,501,714	
	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)	30,389,873	31,501,714	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	30,389,873	31,501,714	

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	30,389,873
2	Enter amount from Part I, line 27a	2	1,111,841
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	31,501,714
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	31,501,714

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS	P		
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 7,565,944		5,374,081	2,191,863
b 103,540			103,540
c			
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			2,191,863
b			103,540
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	2,295,403
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	1,883,058	36,304,114	0 051869
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

2 Total of line 1, column (d).	2	0 259015
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 051803
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	37,820,995
5 Multiply line 4 by line 3.	5	1,959,241
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	30,416
7 Add lines 5 and 6.	7	1,989,657
8 Enter qualifying distributions from Part XII, line 4.	8	1,911,351

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

Part 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 type="checkbox"/> and enter 1% of Part I, line 27b		1	60,832
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	60,832
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	60,832
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	15,758	
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	15,758
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	470
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	45,544
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	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 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 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		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 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 ▶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 ▶ <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 checked="" type="checkbox"/> Yes <input 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		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 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

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	38,328,454
b	Average of monthly cash balances.	1b	68,495
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	38,396,949
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	38,396,949
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	575,954
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,820,995
6	Minimum investment return. Enter 5% of line 5.	6	1,891,050

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	1,891,050
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	60,832
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	60,832
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,830,218
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,830,218
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	1,830,218

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	1,911,351
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	1,911,351
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,911,351
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				1,830,218
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,218,980	
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 ▶ \$ 1,911,351				
a Applied to 2011, but not more than line 2a			1,218,980	
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.				692,371
e Remaining amount distributed out of corpus	0			
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	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 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.				1,137,847
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.	0			
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. . . .				

Part XIVPrivate 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 XVSupplementary 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 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	1,722,020
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

[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.

* * * * *

2014-05-27

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 9)? ☒ **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 P00024655
	PETER T SCHIMMEL	PETER T SCHIMMEL	2013-12-02		
	Firm's name <input type="checkbox"/>	HEGRE MCMAHON & SCHIMMEL LLC 600 ENTERPRISE DRIVE SUITE 109		Firm's EIN <input type="checkbox"/>	45-3950334
	Firm's address <input type="checkbox"/>	OAK BROOK, IL 60523		Phone no	(312) 345-6200

TY 2012 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 2012 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	12,143,257	12,440,293

**TY 2012 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	0	0
ADR BILLITON LTD - 3236 SHS	208,183	202,994
AMERICAN EXPRESS CO. - 7491 SHS	355,493	552,611
AMERICAN WTR WKS CO INC NEW - 4363 SHS	145,781	186,213
AMGEN INC COM - 3928 SHS	267,419	425,363
APPLE INC - 2103 SHS	378,674	951,607
AUTODESK INC COM - 4899 SHS	0	0
AUTOMATIC DATA PROCESSING INC COM - 3637 SHS	0	0
BRISTOL MYERS SQUIBB CO COM - 12080 SHS	0	0
CHEVRON CORP COM - 4769 SHS	352,629	600,369
CITRIX SYS INC COM - 2912 SHS	178,807	209,722
COCA COLA CO COM - 12109 SHS	420,602	485,329
CONOCOPHILLIPS COM - 3519 SHS	0	0
COSTCO WHOLESALE CORP - 4461 SHS	257,420	523,231
COVIDIEN PLC - 5225 SHS	0	0
CVS CAREMARK CORP COM - 8969 SHS	403,328	551,504
DANAHER CORP COMMON - 10442 SHS	256,127	703,164
DOMINION RES SINC VA NEW COM - 6890 SHS	0	0
DU PONT E I DE NEMOURS & CO - 4724 SHS	0	0
EATON CORP COM - 5808 SHS	316,664	400,462
EMC CORP COM - 20143 SHS	423,847	526,739
EXPRESS SCRIPTS HLDG CO COM - 7359 SHS	387,639	482,382
EXXON MOBIL CORP, COMMON - 7573 SHS	54,655	709,969
FRANKLIN RES INC - 8967 SHS	350,316	438,307
GENERAL ELECTRIC, COMMON - 21528 SHS	395,679	524,637
GOOGLE INC CL A - 600 SHS	305,658	532,560
GRAINGER W W INC COM - 1042 SHS	0	0
HJ HEINZ - 5855 SHS	0	0
HOME DEPOT INC COM -8063 SHS	362,674	637,219
INTEL CORP COM - 11134 SHS	308,741	259,422

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERCONTINENTALEXCHANGE INC COM - 1999 SHS	254,917	364,718
INTERNATIONAL BUSINESS MACHS - 1722 SHS	171,239	335,859
JOHNSON & JOHNSON - 2718 SHS	0	0
JOHNSON CTL INC - 7597 SHS	0	0
JPMORGAN CHASE & CO - 13280 SHS	440,300	740,094
MC DONALDS CORP COM - 4950 SHS	432,085	485,496
NATIONAL OILWELL VARCO - 4622 SHS	148,704	324,326
NIKE INC - 4474 SHS	158,072	281,504
NOBLE ENERGY INC - 8824 SHS	324,566	337,077
NORFOLK SOUTHN CORP COM - 4802 SHS	324,438	351,314
NUCOR CORP COM - 4283 SHS	193,247	200,359
OMNICOM GHSROUP INC - 6415 SHS	297,116	412,292
ORACLE CORP COM - 11081 SHS	302,080	358,470
PRECISION CASTPARTS CORP COM - 1626 SHS	271,788	360,517
PROCTER & GAMBLE CO - 3173 SHS	197,396	254,792
QUALCOMM INC COM - 9382 SHS	503,726	605,608
SCHLUMBERGER LTD COM - 4161 SHS	363,811	338,414
SIMON PROPERTY GROUP INC - 2425 SHS	235,705	388,145
SPECTRA ENERGY CORP - 9915 SHS	0	0
UNITED TECHNOLOGIES CORP - 2871 SHS	14,814	303,091
UNITEDHEALTH GROUP INC - 6525 SHS	254,525	475,346
US BANCORP - 11630 SHS	285,040	434,032
VERIZON COMMUNICATIONS COM - 4992 SHS	185,114	247,004
VF CORP - 2819 SHS	299,824	555,343
WAL-MART STORES, COMMON - 3688 SHS	0	0
WALT DISNEY CO - 6161 SHS	200,882	398,309
WELLS FARGO & CO - 16569 SHS	450,661	720,752
WHOLE FOODS MKT INC - 3802 SHS	0	0
AMERICAN TOWER CORP - 3461 SHARES	250,531	245,004
C R BARD - 2746 SHARES	278,746	314,692

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CISCO SYSTEMS INC - 21226 SHARES	451,984	542,324
EMERSON ELECTRIC CO - 6032 SHARES	313,045	370,184
EXELON CORP - 9585 SHARES	353,437	293,205
GILEAD SCIENCES - 3733 SHARES	204,526	229,393
MERCK & CO - 10921 SHARES	475,216	526,065
METLIFE INC - 7715 SHARES	273,339	373,560
MONSANTO CO - 3469 SHARES	367,123	342,668
PFIZER INC - 1626 SHARES	600,570	721,513
ST. JUDE MED - 6335 SHARES	272,020	331,891
STARBUCKS CORP - 6695 SHARES	306,094	476,952

TY 2012 Investments Government Obligations Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

US Government Securities - End of

Year Book Value:

1,872,137

US Government Securities - End of

Year Fair Market Value:

1,857,383

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

Value:

0

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

Market Value:

0

TY 2012 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	725	0		725
CORPORATE FILING FEES	15	0		15
MISCELLANEOUS EXPENSES	-137	0		-137

TY 2012 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	118,077	59,038		59,039

TY 2012 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	9,001	3,000		6,001
FEDERAL EXCISE TAX	18,384	0		0

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 HALDLEY SCHOOL FOR THE BLIND 700 ELM ST WINNETKA,IL 60093	N/A	PUBLIC	CENTER FOR ENTREPRENEURSHIP	35,000
THE LAMBS FARM INC 14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	N/A	PUBLIC	QUEST PROGRAM	7,500
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVENUE CHICAGO,IL 60640	N/A	PUBLIC	OUTREACH AND HEALTH PROGRAM	5,000
THRESHOLDS 4101 N RAVENSWOOD AVE CHICAGO,IL 60613	N/A	PUBLIC	HOMELESS SERVICES PROGRAMS	15,000
US COMMITTEE FOR UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PUBLIC	SCHOOLS IN AFRICA	25,000
UC CUMBERLAND COLLEGE 816 WALNUT ST WILLIAMSBURG,KY 40769	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
UNION FOR REFORM JUDAISM 633 THIRD AVENUE NEWYORK,NY 10017	N/A	PUBLIC	GENERAL	30,000
VICTORY GARDENS THEATER 2257 N LINCOLN AVE CHICAGO,IL 60614	N/A	PUBLIC	EDUCATIONAL PROGRAMS	15,000
YOUTHBUILD LAKE COUNTY 1636 KRISTAN NORTH CHICAGO,IL 60064	N/A	PUBLIC	GENERAL	5,000
Total  3a				1,722,020

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>				
NATIONAL MULTIPLE SCLEROSIS SOCIETY PO BOX 4527 NEW YORK,NY 10163	N/A	PUBLIC	GENERAL	5,000
NEW ISRAEL FUND PO BOX 96712 WASHINGTON,DC 20077	N/A	PUBLIC	GENERAL	10,000
OLIN-SANG-RUBY UNION INSTITUTE 555 SKOKIE BLVD 225 NORTHBROOK,IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	55,000
ORT AMERICAN INC 3701 COMMERCIAL AVE STE 13 NORTHBROOK,IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
PEOPLE FOR THE AMERICAN WAY FOUNDATION 2000 M STREET NWSUITE 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 UNIVERSITY 430 S MICHIGAN AVE RM 8277 CHICAGO,IL 60605	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
RUSH UNIVERSITY MEDICAL CENTER 1700 W VAN BUREN STE 250 CHICAGO,IL 60612	N/A	PUBLIC	MEDICAL RESEARCH	154,520
SCHOLARSHIP FUND OF ST LOUIS 8211 CLAYTON ROAD ST LOUIS,MO 63117	N/A	PUBLIC	INTEREST FREE LOANS	7,500
SHALVE 315 FIFTH AVENUE 6TH FLOOR NEW YORK,NY 10016	N/A	PUBLIC	GENERAL	5,000
SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	GENERAL	5,000
SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TULANE UNIVERSITY MR 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
THE ARK 6450 N CALIFORNIA AVE CHICAGO,IL 60645	N/A	PUBLIC	SARNOFF LEVIN RESIDENCE PROGRAM	44,000
THE FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	MUSEUM EDUCATION	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 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	5,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEWYORK,NY 10027	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH UNITED FUNDJEWISH FEDERATION OF METROPOLITAN CHICAGO 30 N WELLS CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	135,000
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 WTOUHY 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
MIDWEST PALLIATIVE & HOSPICE CARECENTER 2050 CLAIR CT GLENVIEW,IL 60025	N/A	PUBLIC	FELLOWSHIP PROGRAM	20,000

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>				
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
HOLCAUST MEMORIAL FOUNDATION OF ILLINOIS 9603 WOODS DRIVE SKOKIE,IL 60077	N/A	PUBLIC	EDUCATION PROGRAMS	10,000
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

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>				
BOARD OF JEWISH EDUCATION 3320 W DUNDEE ROAD NORTHBROOK,IL 60062	N/A	PUBLIC	GENERAL	145,000
BRANDEIS UNIVERSITY PO BOX 5491 MS122 WALTHAM,MA 024549110	N/A	PUBLIC	LIBRARY COLLECTION	10,000
CANCER WELLNESS CENTER 215 REVERE DR NORTHBROOK,IL 60062	N/A	PUBLIC	PROGRAMS	35,000
CARAVAN TO CLASS 1001 BRIDGEWAY SAUSALITO,CA 94965	N/A	PUBLIC	SCHOOLS IN TIMBUKTU	8,000
CASA CENTRAL 1343 N CALIFORNIA AVE CHICAGO,IL 60622	N/A	PUBLIC	LA POSADA PROGRAM	5,000
CATHOLIC THEOLOGICAL UNION 5401 N CORNELL AVE CHICAGO,IL 60615	N/A	PUBLIC	LECTURES & LIBRARY	12,500
CENTER FOR DISABILITY AND ELDER LAW 710 N LAKE SHORE DR 300 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	7,500
CHICAGO CHESSED FUND 7045 N RIDGEWAY AVE LINCOLNWOOD,IL 60712	N/A	PUBLIC	FOOD AND SUPPORT SERVICES	5,000
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 SOCIETY 141 W JACKSON BLVD STE 1910A CHICAGO,IL 60606	N/A	PUBLIC	PROGRAMS	7,500
CHICAGOLAND JEWISH HIGH SCHOOL 1095 LAKE COOK ROAD DEERFIELD,IL 60015	N/A	PUBLIC	GENERAL	5,000
CONGREGATION BENE SHOLOM 4435 WOAKTON SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	10,000
COUNCIL FOR JEWISH ELDERLY 3003 WTOUHY AVE CHICAGO,IL 60645	N/A	PUBLIC	CARE MANAGEMENT SERVICES PROGRAM	50,000

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>				
ACESS COMMUNITY HEALTH NETWORK 222 N CANAL STREET CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	5,000
ADA S MCKINLEY COMMUNITY SERVICES INC 725 S WELLS STREET SUITE 1A CHICAGO,IL 60607	N/A	PUBLIC	GENERAL	10,000
AMER ASSOCIATES BEN GURION UNIV OF THE NEGEV 1430 BROADWAY 8TH FLOOR NEWYORK,NY 10018	N/A	PUBLIC	OPEN APARTMENTS PROGRAM	15,000
AMER FRIENDS SANZ MEDICAL CENTER-LANIADO HOSP 18 W 45TH ST NEWYORK,NY 10036	N/A	PUBLIC	BEDSIDE PHYSIOLOGICAL MONITORS	40,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVE STE 101 NORTHBROOK,IL 60062	N/A	PUBLIC	DEFIBRILLATOR	25,000
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY 15TH FL NEWYORK,NY 10006	N/A	PUBLIC	PRESIDENTIAL SCHOLARS FUND	14,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY 500 N MICHIGAN STE 1530 CHICAGO,IL 60611	N/A	PUBLIC	MECHINA PROGRAM	30,000
AMERICAN RED CROSS OF GREATER CHICAGO 2200 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 LEAGUE 309 W WASHINGTON ST STE 750 CHICAGO,IL 60606	N/A	PUBLIC	WORLD OF DIFFERENCE PROGRAM	25,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	MUSEUM EDUCATION	10,000
ASSOCIATED TALMUD TORAHS OF CHICAGO 2828 W PRATT BLVD CHICAGO,IL 60645	N/A	PUBLIC	LEARNING DIFFICULTIES PROGRAM	10,000
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO,IL 60651	N/A	PUBLIC	HEALTHY LIFESTYLES PROGRAM	5,000
BEST BUDDIES ILLINOIS 360 N ORLEANS ST STE 678 CHICAGO,IL 60654	N/A	PUBLIC	BEST BUDDIES PROGRAM	5,000
BIG BROTHERSBIG SISTERS OF METRO CHICAGO 560 WEST LAKE ST CHICAGO,IL 60661	N/A	PUBLIC	GENERAL	5,000

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
NORMAN A SHUBERT	PRES & DIR 25 00	150,000	0	0
3535 PATTEN ROAD UNIT 5C HIGHLAND PARK,IL 60035				
JOAN PINES	VP, SEC & DIR 1 00	4,000	0	0
2531 HYBERNIA AVE HIGHLAND PARK,IL 60035				
JUDY ROSEN	DIRECTOR 1 00	4,000	0	0
1721 RFD LONG GROVE,IL 60047				
ROBERT KAUFMAN	DIRECTOR 1 00	4,000	0	0
1471 CALAIS CIRCLE HIGHLAND PARK,IL 60035				
LINDA GODLEWSKI	ASSIT SECRETARY 1 00	0	0	0
10638 S AVENUE L CHICAGO,IL 60667				