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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation LESLIE C AND LEONARD A SHAPIRO FAMILY FOUNDATION INC % LESLIE SHAPIRO		A Employer identification number 20-3956547	
Number and street (or P O box number if mail is not delivered to street address) C/O LESLIE SHAPIRO 5610 WISCONSIN AVE Suite 807		Room/suite	B Telephone number (see instructions) (239) 261-4504
City or town, state or province, country, and ZIP or foreign postal code CHEVY CHASE, MD 20815		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 2,243,495		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	41,707	41,707		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	142,621			
	b Gross sales price for all assets on line 6a 301,423				
	7 Capital gain net income (from Part IV, line 2) . . .		142,621		
	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	184,328	184,328		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	727	0	0	0
	b Accounting fees (attach schedule)	3,071	0	0	0
	c Other professional fees (attach schedule)				
	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)	25,035	23,118		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	28,833	23,118	0	0
	25 Contributions, gifts, grants paid	76,535			76,535
	26 Total expenses and disbursements. Add lines 24 and 25	105,368	23,118	0	76,535
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	78,960			
	b Net investment income (if negative, enter -0-)		161,210		
	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	158,971	347,644	347,644
	2	Savings and temporary cash investments			
	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 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)	1,023,366	898,815	1,551,348
	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)	276,974	291,572	344,503
	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)	1,459,311	1,538,031	2,243,495	
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 ▶ _____)	27,081	27,081	
	23	Total liabilities (add lines 17 through 22)	27,081	27,081	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,432,230	1,510,950	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,432,230	1,510,950	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,459,311	1,538,031	

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	1,432,230
2	Enter amount from Part I, line 27a	2	78,960
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,511,190
5	Decreases not included in line 2 (itemize) ▶ _____	5	240
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,510,950

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	SEE SEC D ATTACHMENT	P		
b	CAPITAL GAIN 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 301,423		167,910	133,513
b			9,108
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			133,513
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	142,621
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			

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))
2012	19,100	1,762,995	0 010834
2011	46,900	1,687,670	0 02779
2010	75,070	1,523,290	0 049281
2009	68,500	1,107,020	0 061878
2008	37,988	884,134	0 042966

2	Total of line 1, column (d).	2	0 192749
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 03855
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,105,842
5	Multiply line 4 by line 3.	5	81,180
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,612
7	Add lines 5 and 6.	7	82,792
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	76,535

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	3,224		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2			
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	
3 Add lines 1 and 2.				3	3,224
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,224		
6 Credits/Payments		7	1,644		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			1,644	
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	1,644		
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	7		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,587		
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 2014 estimated tax Refunded		11			

Part VII-A Statements 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)?	1b	
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 \$ (2) On foundation managers \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
If "Yes," attach a detailed description of the activities.			
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?	5		No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	6	Yes	
• 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?			
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)	8b	Yes	
☐ FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .			
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?	9		No
If "Yes," complete Part XIV			
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 ▶None				
14	The books are in care of ▶LESLIE SHAPIRO Telephone no ▶(301) 951-7400 Located at ▶5610 WISCONSIN AVE CHEVY CHASE MD ZIP +4 ▶20815			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.</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 2013?	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		No

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
LESLIE C SHAPIRO	DIRECTOR/PRESIDENT	0		
5610 WISCONSIN AVE				
CHEVY CHASE, MD 20815				
THEODORE M SHAPIRO	DIRECTOR	0		
2302 KENILWORTH AVENUE				
LOS ANGELES, CA 90039				
ALEXANDRA S CUDBY	DIRECTOR	0		
6508 75TH STREET				
CABIN JOHN, MD 20818				
JAY W FREEDMAN	DIRECTIOR/TREASURER	0		
3000 K STREET NW SUITE 500				
WASHINGTON, DC 20007				
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
Total number of other employees paid over \$50,000.				

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
Total number of others receiving over \$50,000 for professional services.		

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	

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	1,854,336
b	Average of monthly cash balances.	1b	283,575
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,137,911
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,137,911
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	32,069
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,105,842
6	Minimum investment return. Enter 5% of line 5.	6	105,292

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	105,292
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,224
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,224
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	102,068
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	102,068
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	102,068

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	76,535
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	76,535
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	76,535
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				102,068
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			78,712	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 76,535				
a Applied to 2012, but not more than line 2a			76,535	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			2,177	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				102,068
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	0			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

LESLIE SHAPIRO

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

NONE

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	76,535
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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.

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

✓

No

b

If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2014-09-15

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

✓

Yes

No

Paid Preparer Use Only	Print/Type preparer's name MICHAEL D HARLOW CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Firm's name	COHNREZNICK LLP			Firm's EIN
	Firm's address	7501 WISCONSIN AVENUE SUITE 400E BETHESDA, MD 208146583			Phone no (301) 652-9100

Form 990-PF (2013)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ARENA STAGE 1101 Sixth Street SW WASHINGTON,DC 20024			UNRESTRICTED	1,000
FIELD SCHOOL 2301 FOXHALL ROAD NW WASHINGTON,DC 20007			UNRESTRICTED	2,000
PARKINSON'S DISEASE FOUNDATION 1539 BROADWAY SUITE 1509 NEW YORK,NY 10018			UNRESTRICTED	30,000
OAKWOOD SCHOOL 11600 MAGNOLIA BLVD NORTH HOLLYWOOD,CA 91601			UNRESTRICTED	6,000
TEMPLE MICAH 2829 WISCONSIN AVE NW WASHINGTON,DC 20007			UNRESTRICTED	1,000
CIRCLE CAMPS 5124 HOLYROOD ROAD PITTSBURGH,PA 15213			UNRESTRICTED	150
FARE 7925 JONES BRANCH DRIVE SUITE 1100 MCLEAN,VA 22102			UNRESTRICTED	510
COMBAT SOLDIERS' RECOVERY FUND 3804 WILLIAMS LANE CHEVY CHASE,MD 20815			UNRESTRICTED	500
MANY HANDS INC PO BOX 15048 CHEVY CHASE,MD 20825			UNRESTRICTED	125
WENDT CENTER FPR LOSS AND HEALING 4201 CONNECTICUT AVE NW WASHINGTON,DC 20008			UNRESTRICTED	500
WASHINGTON HUMANE SOCIETY 7319 GEORGIA AVE NW WASHINGTON,DC 20012			UNRESTRICTED	250
WETA PO BOX 96100 WASHINGTON,DC 20090			UNRESTRICTED	250
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON,DC 20036			UNRESTRICTED	250
CYPRESS STRING QUARTET 912 COLE STREET 137 SAN FRANCISCO,CA 94117			UNRESTRICTED	100
CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVE NE WASHINGTON,DC 20017			UNRESTRICTED	1,000
Total  3a				76,535

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>				
DOCTORS WITHOUT BORDERS PO BOX 5023 HAGERSTOWN,MD 21741			UNRESTRICTED	1,000
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON,DC 20036			UNRESTRICTED	5,000
THE PENN FUND 601 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 19104			UNRESTRICTED	2,500
UNIVERSITY OF PENNSYLVANIA 601 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 19104			UNRESTRICTED	1,500
PET CONNECT RESCUE 26330 MULLINIX MILL RD MT AIRY,MD 21711			UNRESTRICTED	400
THE CLINTON FOUNDATION 610 PRESIDENT CLINTON AVENUE LITTLE ROCK,AR 72201			UNRESTRICTED	5,000
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET NW ATLANTA,GA 30303			UNRESTRICTED	5,000
826 LA EAST 1714 W SUNSET BLVD LOS ANGELES,CA 90026			UNRESTRICTED	2,500
GIVE DIRECTLY CHURCH STREET STATION PO BOX 3221 NEWYORK,NY 10008			UNRESTRICTED	5,000
GIVE WELL 182 HOWARD STREET 208 SAN FRANCISCO,CA 94105			UNRESTRICTED	5,000
Total  3a				76,535

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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TY 2013 Investments Corporate
Stock Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC
EIN: 20-3956547

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AKZO NOBEL	10,610	19,020
AMERICAN EXPRESS COMPANY	34,915	65,870
AMERICAN NATIONAL INSURNACE CO	23,816	33,789
CISCO	28,409	34,094
JOHNSON & JOHNSON	81,876	126,394
LEUCADIA NATIONAL CORP	9,738	21,850
NOVARTIS	34,433	62,295
NATIONAL WESTERN LIFE	14,835	26,826
NESTLE SA-SPONSORED ADR	74,352	92,808
NORFLOK SOUTHERN CORP.	0	0
PHILLIP MORRIS INTERNATIONAL	16,998	29,276
TORCHMARK CORP	15,012	31,651
DIAGEO PLC-SPONSORED ADR	36,192	65,018
HEINEKEN HOLDINGS 'A' ADRS	24,822	28,119
HEINEKEN NV ADR	17,113	29,419
JEFFERIES GROUP INC.	0	0
UNIFIRST CORPORATION	9,105	24,075
WAL-MART STORES INC	18,111	31,083
UNILEVER NV	58,432	78,770
COCA-COLA FEMSA	0	0
CONOCOPHILLIPS	18,981	30,380
DEVON ENERGY CORPORATION	51,616	61,870
EMERSON ELECTRIC	16,708	33,686
3M COMPANY	12,846	36,465
UNION PACIFIC	5,816	25,200
ROYAL DUTCH SHELL	26,019	29,506
HENRY SCHEIN INC	0	0
BANK OF NEW YORK MELLON	41,904	71,627
BAXTER INTERNATIONAL	29,476	49,033
TOTAL SA	65,790	75,975

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BROWN & BROWN	0	0
MASTERCARD	15,242	62,660
WELLS FARGO & COMPANY	43,222	76,499
BERKSIRE HATHAWAY INC DEL	0	57,383
COMCAST CORP	0	44,343
GOOGLE INC	0	0
HSBC HOLDINGS PLC	17,611	22,603
HALLIBURTON CO	18,714	29,688
PHILLIPS 66	0	16,583
JOY GLOBAL, INC.	26,101	27,490

TY 2013 Investments - Land Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

TY 2013 Investments - Other Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC
EIN: 20-3956547

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TWEEDY BROWNE GLOBAL VALUE FUN		291,572	344,503

TY 2013 Land, Etc. Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

TY 2013 Legal Fees Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC
EIN: 20-3956547

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOLEY & LARDNER, LLP	727			

TY 2013 Other Decreases Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC
EIN: 20-3956547

Description	Amount
NONDEDUCTIBLE EXPENSES	240

TY 2013 Other Expenses Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX EXPENSE	2,579	2,579		
MANAGEMENT FEE	20,313	20,313		
BANK FEES	226	226		
FILING FEE	1,917			

TY 2013 Other Liabilities Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO TO SHAPIRO FAMILY GST	27,081	27,081

Leslie C. and Leonard A. Shapiro Family Foundation
EIN: 20-3956547
Tweedy Browne Act. #864-24806-002
Schedule D Attachment
12/31/2013

Security	Date Purchased	Date Sold	Quantity	Foundation Cost		Proceeds	Gain/(Loss)	
				Basis			St	LT
Union Pacific	11/19/2008	1/23/2013	135	7,007 44		18,116 61		11,109 17
Union Pacific	11/24/2008	1/23/2013	85	4,090 92		11,406 76		7,315 84
Diageo PLC-Sponsored	2/11/2000	2/1/2013	105	5,918 85		12,580 57		6,661 72
Harry Schein Inc	12/10/2008	2/25/2013	275	9,091 50		24,334 69		15,243 19
Crimson Wine Group LTD	1/21/1998	3/5/2013	124	242 54		952 42		709 88
Crimson Wine Group LTD	2/12/1998	3/5/2013	95	179 74		729 67		549 93
Unifirst Corp-Mass	1/5/2006	4/11/2013	210	6,524 70		19,295 88		12,771 18
Unifirst Corp-Mass	12/20/2007	4/11/2013	90	3,302 25		8,269 66		4,967 41
Brown & Brown, Inc	1/5/2010	4/25/2013	1295	23,025 10		39,588 39		16,563 29
Norfolk	5/13/2009	5/28/2013	365	12,944 48		28,732 62		15,788 14
Coca-Cola FEMSA	8/16/2004	9/11/2013	135	1,917 00		17,821 69		15,904 69
Union Pacific	1/13/2009	10/23/2013	65	2,868 87		10,012 85		7,143 98
Google Inc	6/1/2012	10/29/2013	30	17,095 28		30,690 90		13,595 62
Leucadia National Corp	1/21/1998	11/4/2013	2194	67,183 88		63,869 10		(3,314 78)
Leucadia National Corp	11/21/2011	11/4/2013	516	6,517 08		15,021 17		8,504 09
			5,719 00	167,909 63		301,422 98		133,513 35