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Form 990-PF

## Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning JUN 1, 2013, and ending MAY 31, 2014

Name of foundation  
**Shoemate Foundation dtd 10/29/01**

Number and street (or P.O. box number if mail is not delivered to street address)  
**Cummings & Lockwood, PO Box 271820**

City or town, state or province, country, and ZIP or foreign postal code  
**West Hartford, CT 06127**

A Employer identification number  
**26-6000834**

B Telephone number  
**(860) 313-4930**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

G Check all that apply  
☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 4,076,789.** (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	511,334.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	14.	14.		Statement 1
	4 Dividends and interest from securities	73,029.	73,029.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	280,416.			
	b Gross sales price for all assets on line 6a	1,647,208.			
	7 Capital gain net income (from Part IV, line 2)		280,416.		
	8 Net short-term capital gain				
	9 Income modifications				
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	864,793.	353,459.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 3	17.	17.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	17.	17.		0.
	25 Contributions, gifts, grants paid	257,355.			257,355.
26 Total expenses and disbursements. Add lines 24 and 25	257,372.	17.		257,355.	
27 Subtract line 26 from line 12	607,421.				
a Excess of revenue over expenses and disbursements		353,442.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

6

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			106,193.	105,502.	105,502.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock Stmt 4			1,998,261.	2,361,557.	2,828,764.
	c Investments - corporate bonds Stmt 5			860,925.	1,105,741.	1,142,523.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			2,965,379.	3,572,800.	4,076,789.
<b>Liabilities</b>	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)				0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			2,965,379.	3,572,800.	
	30 Total net assets or fund balances			2,965,379.	3,572,800.	
	31 Total liabilities and net assets/fund balances			2,965,379.	3,572,800.	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,965,379.
2 Enter amount from Part I, line 27a	2	607,421.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,572,800.
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	3,572,800.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedule	P		
b See Attached Schedule	P		
c Capital Gains Dividends			
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 245,545.		239,227.	6,318.
b 1,340,438.		1,127,565.	212,873.
c 61,225.			61,225.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			6,318.
b			212,873.
c			61,225.
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	280,416.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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	258,000.	3,054,384.	.084469
2011	133,300.	2,593,669.	.051394
2010	247,000.	2,370,609.	.104193
2009	294,130.	2,060,450.	.142750
2008	222,443.	1,875,690.	.118593

2 Total of line 1, column (d)	2	.501399
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	.100280
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,648,165.
5 Multiply line 4 by line 3	5	365,838.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,534.
7 Add lines 5 and 6	7	369,372.
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	257,355.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,069.
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	7,069.
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	7,069.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,967.
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	3,967.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,102.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 6	X	

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Attorney Paul L. Bourdeau Telephone no ► (860) 313-4930 Located at ► Cummings & Lockwood PO Box 271820, W Hartford, CT ZIP+4 ► 06127			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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	X

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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. 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	0.

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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,553,253.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	150,468.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,703,721.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,703,721.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	55,556.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,648,165.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	182,408.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	182,408.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	7,069.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,069.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	175,339.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	175,339.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	175,339.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	257,355.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	257,355.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	257,355.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				175,339.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	130,332.			
b From 2009	192,347.			
c From 2010	130,022.			
d From 2011	6,286.			
e From 2012	108,814.			
f Total of lines 3a through e	567,801.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	257,355.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				175,339.
e Remaining amount distributed out of corpus	82,016.			
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:	649,817.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	130,332.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	519,485.			
10 Analysis of line 9				
a Excess from 2009	192,347.			
b Excess from 2010	130,022.			
c Excess from 2011	6,286.			
d Excess from 2012	108,814.			
e Excess from 2013	82,016.			

## N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

09391002 102031 805213.001F 2013.04021 Shoemate Foundation dtd 10/ 80521311

**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				
Alzheimer's Drug Discovery Foundation 57 W. 57th St., Suite 904 New York, NY 10019	None	Public	Current Use for General Charitable Purposes	1,000.
Boys and Girls Club of America 1275 Peachtree St. NE Atlanta, GA 30309	None	Public	Current Use for General Charitable Purposes	3,000.
Bird Rock Foundation 5371 La Jolla Hermosa Ave Lajolla, CA 92037	None	Public	Current Use for General Charitable Purposes	6,000.
Blake School 110 Blake Rd S Hopkins, MN 55343	None	Public	Current Use for General Charitable Purposes	10,000.
Boys and Girls Club Indian River County P.O. Box 643068 Vero Beach, FL 32964	None	Public	Current Use for General Charitable Purposes	6,000.
Total			See continuation sheet(s) ▶ 3a	257,355.
b Approved for future payment				
None				
Total			▶ 3b	0.



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |    |
|          | (1) Cash   | <b>1a(1)</b> | X  |
|          | (2) Other assets   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions.  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X  |
| <b>d</b> | 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
N/A		

**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) is based on all information of which preparer has any knowledge.

  
Signature of officer or trustee

Date \_\_\_\_\_

Trustee

Title

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

☒ Yes ☐ No

☒ Yes ☐ No**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

Carol J. DeRosier

Carol G. Delosier

10/02/14

P01246704

Firm's name ► Cummings & Lockwood LLC

Firm's EIN ▶	06-0312590
--------------	------------

Firm's address ► PO Box 271820  
West Hartford, CT 06127

Phone no (860) 313-4900

Form 990-PF (2013)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

**2013**

Name of the organization

Shoemate Foundation dtd 10/29/01

Employer identification number

26-6000834

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
Shoemate Foundation dtd 10/29/01	26-6000834

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Charles R. Shoemate Charitable Lead Annuity Trust dt 12/6/01 Charles Shoemate, Ttee, Cummings & Lockwood PO Box 271820  West Hartford, CT 06127	\$ 511,334.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

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

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

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

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Community Church of Vero Beach (United Church of Christ) 1901-23rd Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	13,000.
Environmental Learning Center, Inc. 255 Live Oak Drive Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	1,500.
The Fund for American Studies 1706 New Hampshire Avenue, NW Washington, DC 20009	None	Public	Current Use for General Charitable Purposes	6,000.
Gifford Youth Activity Center Inc. 4875 43rd Avenue Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	3,000.
The Heritage Foundation Inc. PO Box 2966 Thomasville, GA 31799	None	Public	Current Use for General Charitable Purposes	1,000.
Western Connecticut Health Network Foundation 24 Hospital Ave Danbury, CT 06810	None	Public	Current Use for General Charitable Purposes	500.
Hibiscus Childrens Center 2400 N.E. Dixie Highway Jensen Beach, FL 34957	None	Public	Current Use for General Charitable Purposes	3,000.
Including Kids Inc. 5364 Fm 1960 Rd E Humble, TX 77346	None	Public	Current Use for General Charitable Purposes	1,000.
Indian River Hospital Center (Indian River Hospital Foundation Inc.) 1000 36th Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	100,000.
Indian River County Habitat for Humanity 4568 US Highway 1 Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	5,000.
Total from continuation sheets				231,355.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Indian River Land Trust 1904 12th Court Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	2,000.
Indian River Medical Center Foundation (Indian River Hospital Foundation) 1000 36th Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	500.
La Jolla United Methodist Church Foundation 6063 La Jolla Blvd La Jolla, CA 92037	None	Public	Current Use for General Charitable Purposes	3,400.
Johns Island Foundation 6001 Highway A1A PMB 8323 Indian River Shores, FL 32963	None	Public	Current Use for General Charitable Purposes	2,500.
Mayo Clinic Florida 4500 San Pablo Rd S Jacksonville, FL 32224	None	Public	Current Use for General Charitable Purposes	10,000.
NCH Healthcare Systems Inc. PO Box 413029 Naples, FL 34101	None	Public	Current Use for General Charitable Purposes	2,000.
Northside Achievement Zone 2123 West Broadway Avenue, Ste 100 Minneapolis, MN 55411	None	Public	Current Use for General Charitable Purposes	10,000.
Paralyzed Veterans of America 3799 N Andrews Ave Oakland Park, FL 33309	None	Public	Current Use for General Charitable Purposes	255.
The Shriners Hospital for Children PO Box 31356 Tampa, FL 33631	None	Public	Current Use for General Charitable Purposes	5,000.
University of Chicago 5235 S. Harper Court, 4th Floor Chicago, IL 60615	None	Public	Current Use for General Charitable Purposes	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
United Way of Indian River County P.O. Box 1960 Vero Beach, FL 32961	None	Public	Current Use for General Charitable Purposes	1,200.
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	32,500.
Weill Medical College (Cornel University) 341 Pine Tree Rd, Division of Finance Ithaca, NY 14850	None	Public	Current Use for General Charitable Purposes	5,000.
VNA Hospice of Indian River County Inc 1110 35th Lane Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	500.
Wesley Village (Gen Council Finance & Admins of United Methodist Church) 1 Music Cir N Nashville, TN 37203	None	Public	Current Use for General Charitable Purposes	5,000.
Western Illinois University Foundation 1 University Circle Sherman Hall No Macomb, IL 61455	None	Public	Current Use for General Charitable Purposes	1,000.
Whale Trust PO Box 243 Makawao, HI 96768	None	Public	Current Use for General Charitable Purposes	2,000.
WIU Foundation 1 University Circle Sherman Hall No Macomb, IL 61455	None	Public	Current Use for General Charitable Purposes	7,000.
The Fund for American Studies 1706 New Hampshire Avenue, NW Washington, DC 20009	None	Public	Current Use for General Charitable Purposes	5,000.
Total from continuation sheets ..				

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
<b>Beginning (optional):</b>				
1st month	3,262,078.		106,193.	
<b>Ending:</b>				
1st month	3,191,230.	3,226,654.	105,194.	105,694.
2nd month	3,307,611.	3,249,421.	100,695.	102,945.
3rd month	3,239,688.	3,273,650.	88,196.	94,446.
4th month	3,357,000.	3,298,344.	88,778.	88,487.
5th month	3,419,918.	3,388,459.	120,433.	104,606.
6th month	3,443,779.	3,431,849.	108,434.	114,434.
7th month	3,412,748.	3,428,264.	682,012.	395,223.
8th month	3,848,041.	3,630,395.	182,840.	432,426.
9th month	3,997,655.	3,922,848.	5,040.	93,940.
10th month	3,892,554.	3,945,105.	111,252.	58,146.
11th month	3,912,124.	3,902,339.	106,892.	109,072.
12th month	3,971,287.	3,941,706.	105,502.	106,197.
Total of all months		42,639,034.		1,805,616.
Number of months in year		12		12
Average monthly value		3,553,253.		150,468.
Number of months in year - override				

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
AllianceBernstein Instl Prime Money Market Fund	14.	14.	
Total to Part I, line 3	14.	14.	

## Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Allianz NFJ Small Cap Value Fund					
Institutional	7,086.	5,903.	1,183.	1,183.	
AMCAP Fund Class F	7,061.	6,702.	359.	359.	
Baron Growth Fund	1,809.	1,604.	205.	205.	
Berwyn Fund	5,486.	5,337.	149.	149.	
Cohen & Steers Institutional					
Realty Shares	2,601.	270.	2,331.	2,331.	
Conestoga Small Cap Fund	1,081.	876.	205.	205.	
Davis New York Venture Class Y	26,815.	24,023.	2,792.	2,792.	
DFA International Real Estate					
Securities Fund	5,268.	0.	5,268.	5,268.	
Dodge & Cox Income Fund	4,473.	457.	4,016.	4,016.	
Dodge & Cox International Fund	2,028.	0.	2,028.	2,028.	
Europacific Growth Fund CL F	936.	0.	936.	936.	
FPA New Income Inc.	4,752.	0.	4,752.	4,752.	
Harbor Bond Fund	2,721.	0.	2,721.	2,721.	
Harbor Capital Appreciation Fund					
Administrative	2,987.	2,987.	0.	0.	
ING Global Real Estate Fund CL I	1,884.	0.	1,884.	1,884.	
Jensen Portfolio CL I	4,534.	3,544.	990.	990.	

Loomis Sayles Investment Grade Bond Fund CL A	3,045.	1,126.	1,919.	1,919.
Oppenheimer International Growth Fund CL Y	1,053.	0.	1,053.	1,053.
Pimco Commodity Real Return Strategy Fund	2,982.	0.	2,982.	2,982.
Pimco Pims Foreign Bond Fund	2,909.	225.	2,684.	2,684.
Pimco Total Return Fund Institutional Class	591.	0.	591.	591.
SPDR Index Fds S&P Intl Small Cap	1,493.	0.	1,493.	1,493.
SPDR Index shs FDS S&P Global Nat Res	396.	0.	396.	396.
T Rowe Price Equity Income	9,314.	5,406.	3,908.	3,908.
T Rowe Price Institutional International Bond	1,293.	0.	1,293.	1,293.
T Rowe Price International Bond	842.	0.	842.	842.
T Rowe Price International Discovery	1,404.	374.	1,030.	1,030.
Vanguard Energy Fund	1,874.	950.	924.	924.
Vanguard Energy Fund Admiral Shares	1,775.	957.	818.	818.
Vanguard Growth Index Fund Admiral Shares	290.	0.	290.	290.
Vanguard Index FDS Vanguard Small Cap	1,264.	0.	1,264.	1,264.
Vanguard Inflation Protected Fund Admiral Shares	3,167.	0.	3,167.	3,167.
Vanguard International Value	2,877.	0.	2,877.	2,877.
Vanguard Long Term Investment Grade Fund Investor	2,324.	260.	2,064.	2,064.
Vanguard REIT Index Fund Admiral Shares	439.	0.	439.	439.
Vanguard REIT Index Signal Fund	5,207.	0.	5,207.	5,207.
Vanguard Short Term Corporate Bond Fund	2,505.	224.	2,281.	2,281.

Vanguard Value Index Signal Fund	5,688.	0.	5,688.	5,688.
To Part I, line 4	134,254.	61,225.	73,029.	73,029.

Form 990-PF	Other Expenses			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Dividend Reinvestment Fees	4.	4.			0.
Mason Securities - Check Reorder Fee	13.	13.			0.
To Form 990-PF, Pg 1, ln 23	17.	17.			0.

Form 990-PF	Corporate Stock		Statement	4
Description	Book Value		Fair Market Value	
See attached schedule	2,361,557.		2,828,764.	
Total to Form 990-PF, Part II, line 10b	2,361,557.		2,828,764.	

Form 990-PF	Corporate Bonds		Statement	5
Description	Book Value		Fair Market Value	
See attached schedule	1,105,741.		1,142,523.	
Total to Form 990-PF, Part II, line 10c	1,105,741.		1,142,523.	

Mason Investment Advisory Services, Inc.  
**PORTFOLIO APPRAISAL**  
*Shoemate Foundation*  
**4JK-015100**  
May 31, 2014

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	Federated Prime Value Obligations Service		105,502		105,502	2.6	0
			105,502		105,502	2.6	0.0
<b>Taxable Bond Funds</b>							
Short Term Maturities							
13,134.235	FPA New Income Fund Class A	10.86	142,635	10.30	135,283	3.3	3.5
14,576.931	Vanguard S/I Investment Grade Admiral Shs	10.70	155,994	10.78	157,139	3.9	2.0
			298,629		292,422	7.2	2.7
Intermediate Term Maturities							
10,746.463	Dodge & Cox Income	12.99	139,629	13.95	149,913	3.7	3.0
13,142.225	PIMCO Total Return Fund Institutional CI	10.85	142,608	10.95	143,907	3.5	2.1
			282,237		293,821	7.2	2.6
Long Term Maturities							
3,757.882	Loomis Sayles Investment Grade Bond CI A	11.60	43,593	12.39	46,560	1.1	3.7
5,812.074	Vanguard L/T Investment Grade Admiral Shs	9.72	56,494	10.49	60,969	1.5	4.6
			100,087		107,529	2.6	4.2
	<b>Taxable Bond Funds Total</b>		680,954		693,771	17.0	2.9
<b>Treasury Inflation Protected Securities</b>							
8,984.900	Vanguard Inflation Protected Fund Adm Shs	24.80	222,847	26.85	241,245	5.9	3.5
			222,847		241,245	5.9	3.5
<b>International Bonds</b>							
9,564.258	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.42	99,615	10.81	103,390	2.5	2.4
10,800.543	T Rowe International Bond Fund Inst Shs	9.47	102,326	9.64	104,117	2.6	2.6
			201,941		207,507	5.1	2.5
<b>U.S. Equities</b>							
Large Cap Value							
5,086.907	Davis New York Venture Fund Class Y	31.57	160,613	43.09	219,195	5.4	0.7
6,598.906	T Rowe Price Equity Income Fund	24.07	158,816	33.89	223,637	5.5	1.9

Mason Investment Advisory Services, Inc.  
**PORTFOLIO APPRAISAL**  
*Shoemate Foundation*  
**4JK-015100**  
*May 31, 2014*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
8,869 280	Vanguard Value Index Signal Shares	24 71	219,119	32 42	287,542	7 1	2 2
			538,548		730,374	17 9	1 7
Large Cap Growth							
3,761 854	AMCAP Fund Class F-1	22 72	85,472	28 84	108,492	2 7	6 3
3,499 653	T Rowe Price Inst Large Cap Growth	28 86	101,016	27 63	96,695	2 4	0 3
2,049 745	Vanguard Growth Index Fund Admiral Shares	49 42	101,307	49 86	102,200	2 5	1 2
			287,795		307,388	7 5	2 7
U S Equities Total			826,344		1,037,761	25 5	2 0
International Equities							
International Large Cap Value							
3,761 662	Dodge & Cox International Stock Fund	30 25	113,808	45 98	172,961	4 2	1 5
4,205 533	Vanguard International Value Portfolio	30 91	130,010	38 54	162,081	4 0	1 8
			243,818		335,042	8 2	1 7
International Large Cap Growth							
2,163 687	EuroPacific Growth Fund CL F	32 66	70,659	50 05	108,293	2 7	0 9
3,002 910	Oppenheimer International Growth Fund Y	24 40	73,277	39 22	117,774	2 9	0 9
			143,936		226,067	5 5	0 9
International Equities Total			387,755		561,109	13 8	1 3
Growth Real Estate							
Domestic Growth Real Estate							
691 254	Vanguard REIT Index Fund Admiral Shares	91 51	63,255	105 86	73,176	1 8	3 7
8,621 743	Vanguard REIT Index Signal Index	26 43	227,908	28 26	243,650	6 0	3 7
			291,163		316,827	7 8	3 7
Global Growth Real Estate							
26,226 627	DFA International Real Estate Sec Fnd Inst	5 38	141,000	5 59	146,607	3 6	4 7
			141,000		146,607	3 6	4 7
Growth Real Estate Total			432,164		463,433	11 4	4 0

Mason Investment Advisory Services, Inc.  
**PORTFOLIO APPRAISAL**  
*Shoemate Foundation*  
*4JK-015100*  
*May 31, 2014*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Small Company</b>							
Small Cap Value							
1,872 659	DFA U.S. Small Cap Value Fund	34 72	65,016	35 44	66,367	1 6	0 6
706 809	Vanguard Small Cap Value ETF	61 89	43,743	101 13	71,480	1 8	1 8
1,409 443	Vanguard Small Cap Value Index Admiral Shs	42 58	60,016	43 44	61,226	1 5	1 8
			168,776		199,073	4 9	1 4
Small Cap Growth							
2,943 831	DFA US Micro Cap Portfolio	19 95	58,716	19 55	57,552	1 4	0 7
1,369 256	Vanguard Small Cap Growth Idx Admiral Shs	42 88	58,716	42 32	57,947	1 4	0 7
			117,433		115,499	2 8	0 7
	Small Company Total		286,209		314,572	7 7	1 1
<b>Aggressive International</b>							
1,489 764	SPDR Index Int'l Small Cap ETF	27 06	40,309	34 20	50,950	1 2	2 8
937 841	T Rowe Price Int'l Discovery Fund	42 96	40,289	57.90	54,301	1 3	0 7
			80,598		105,251	2 6	1 7
<b>Energy/Natural Resources</b>							
Energy							
372 912	Vanguard Energy Fund Admiral Shares	128 16	47,792	137 88	51,417	1 3	1 6
1,148 225	Vanguard Energy Index Fund Admiral Shares	62 28	71,516	68 24	78,355	1 9	1 6
			119,308		129,772	3 2	1 6
Natural Resources							
1,012 000	SPDR S&P Global Natural Resources	49 86	50,460	51 85	52,472	1 3	2 2
			50,460		52,472	1 3	2 2
	Energy/Natural Resource Total		169,768		182,244	4 5	1 8
<b>Commodities</b>							
27,490 589	PIMCO Commodity Real Return Strategy Inst.	6 50	178,720	5 98	164,394	4 0	0 2
			178,720		164,394	4 0	0 2
<b>TOTAL PORTFOLIO</b>			<b>3,572,800</b>		<b>4,076,789</b>	<b>100.0</b>	<b>2.2</b>

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Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement 6
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Name of ContributorAddress

Charles Shoemate

180 Loggerhead Point  
Vero Beach, FL 32963

Nancy Shoemate

180 Loggerhead Point  
Vero Beach, FL 32963Charles R. Shoemate Charitable Lead Cummings & Lockwood LLC, PO Box 271820  
Annuity Trust dtd 12/6/01

West Hartford, CT 06127

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

Mason Investment Advisory Services, Inc.  
**REALIZED GAINS AND LOSSES**

*Shoemate Foundation*

**4JK-015100**

*From 06-01-13 Through 05-31-14*

Shoemate Foundation dtd 10/29/01  
 Form 990-PF fye 5/31/14  
 EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-19-12	10-17-13	1,744 618	AMCAP Fund Class F-1	35,189	47,000		11,811
02-28-06	10-17-13	485 539	Cohen & Steers Institutional Real Estate	24,191	21,949		-2,241
06-27-06	10-17-13	18 112	Cohen & Steers Institutional Real Estate	892	819		-73
11-15-05	10-17-13	224 170	Cohen & Steers Institutional Real Estate	11,022	10,134		-888
11-20-07	10-17-13	516 351	Cohen & Steers Institutional Real Estate	24,015	23,342		-673
12-28-05	10-17-13	1 314	Cohen & Steers Institutional Real Estate	60	59		-1
12-28-05	10-17-13	19.984	Cohen & Steers Institutional Real Estate	917	903		-14
12-28-05	10-17-13	4 084	Cohen & Steers Institutional Real Estate	187	185		-3
06-29-12	10-17-13	12 549	Cohen & Steers Institutional Real Estate	555	567		13
06-29-12	10-17-13	19 401	Cohen & Steers Institutional Real Estate	857	877		20
09-28-12	10-17-13	18 748	Cohen & Steers Institutional Real Estate	824	848		23
03-30-12	10-17-13	19 342	Cohen & Steers Institutional Real Estate	838	874		36
06-30-11	10-17-13	13 652	Cohen & Steers Institutional Real Estate	571	617		47
03-31-11	10-17-13	16 245	Cohen & Steers Institutional Real Estate	657	734		78
03-31-08	10-17-13	26 107	Cohen & Steers Institutional Real Estate	1 024	1,180		156
12-31-07	10-17-13	25 902	Cohen & Steers Institutional Real Estate	992	1,171		179
12-31-07	10-17-13	18 995	Cohen & Steers Institutional Real Estate	728	859		131
12-31-07	10-17-13	405 934	Cohen & Steers Institutional Real Estate	15,547	18,351		2,803
01-02-08	10-17-13	430 785	Cohen & Steers Institutional Real Estate	16,415	19,474		3,059
12-19-11	10-17-13	28 263	Cohen & Steers Institutional Real Estate	1,066	1,278		212
06-30-08	10-17-13	30 661	Cohen & Steers Institutional Real Estate	1,129	1,386		257
12-20-10	10-17-13	24 696	Cohen & Steers Institutional Real Estate	892	1,116		225
09-30-10	10-17-13	20 543	Cohen & Steers Institutional Real Estate	725	929		203
09-30-11	10-17-13	21 303	Cohen & Steers Institutional Real Estate	741	963		222
03-31-10	10-17-13	21 311	Cohen & Steers Institutional Real Estate	709	963		254
06-30-10	10-17-13	22 197	Cohen & Steers Institutional Real Estate	700	1,003		304
12-21-09	10-17-13	30 151	Cohen & Steers Institutional Real Estate	894	1,363		469
09-30-09	10-17-13	28 152	Cohen & Steers Institutional Real Estate	796	1,273		477
12-23-08	10-17-13	65 291	Cohen & Steers Institutional Real Estate	1,538	2,952		1,413
12-29-08	10-17-13	995 907	Cohen & Steers Institutional Real Estate	21,915	45,021		23,106
06-30-09	10-17-13	51 939	Cohen & Steers Institutional Real Estate	1,089	2,348		1,259
03-31-09	10-17-13	81.296	Cohen & Steers Institutional Real Estate	1,331	3,675		2,344
03-28-13	10-17-13	21 720	Cohen & Steers Institutional Real Estate	979	982	3	

Mason Investment Advisory Services, Inc.  
**REALIZED GAINS AND LOSSES**

*Shoemate Foundation*

**4JK-015100**

*From 06-01-13 Through 05-31-14*

Shoemate Foundation dtd 10/29/01  
 Form 990-PF fye 5/31/14  
 EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-28-13	10-17-13	28 408	Cohen & Steers Institutional Real Estate	1,250	1,284	34	
06-28-13	10-17-13	6 133	Cohen & Steers Institutional Real Estate	270	277	7	
12-14-12	10-17-13	26 621	Cohen & Steers Institutional Real Estate	1,087	1,203	116	
12-14-12	10-17-13	95 710	Cohen & Steers Institutional Real Estate	3,910	4,327	417	
12-14-12	10-17-13	125 139	Cohen & Steers Institutional Real Estate	5,112	5,657	545	
11-28-11	10-17-13	818 554	Franklin Natural Resources Fund	30,000	32,095		2,095
12-20-11	10-17-13	402.519	Franklin Natural Resources Fund	14,700	15,783		1,083
12-19-11	10-17-13	6 934	Franklin Natural Resources Fund	244	272		28
10-02-12	10-17-13	53.350	Voya Global Real Estate Fund Class I	923	1,016		93
07-05-12	10-17-13	60 405	Voya Global Real Estate Fund Class I	1,021	1,150		129
10-25-11	10-17-13	3,884 927	Voya Global Real Estate Fund Class I	59,137	73,962		14,825
12-30-11	10-17-13	59 269	Voya Global Real Estate Fund Class I	889	1,128		239
12-20-11	10-17-13	2,453.209	Voya Global Real Estate Fund Class I	36,716	46,704		9,988
04-02-13	10-17-13	51 217	Voya Global Real Estate Fund Class I	953	975	22	
12-20-12	10-17-13	1,682.953	Voya Global Real Estate Fund Class I	31,016	32,040	1,024	
12-31-12	10-17-13	260.928	Voya Global Real Estate Fund Class I	4,710	4,968	258	
07-02-13	10-17-13	66 038	Voya Global Real Estate Fund Class I	1,184	1,257	73	
11-20-07	10-17-13	186 695	T Rowe Price New Era Fund	11,290	8,918		-2,372
12-20-07	10-17-13	8 004	T Rowe Price New Era Fund	465	382		-83
12-20-07	10-17-13	37 799	T Rowe Price New Era Fund	2,198	1,806		-392
12-20-07	10-17-13	4.299	T Rowe Price New Era Fund	250	205		-45
12-17-10	10-17-13	4.939	T Rowe Price New Era Fund	247	236		-11
12-17-10	10-17-13	1 537	T Rowe Price New Era Fund	77	73		-4
12-21-06	10-17-13	149 643	T Rowe Price New Era Fund	6,899	7,148		250
12-03-09	10-17-13	48.499	T Rowe Price New Era Fund	2,116	2,317		200
12-17-09	10-17-13	7.479	T Rowe Price New Era Fund	320	357		37
12-17-09	10-17-13	1 301	T Rowe Price New Era Fund	56	62		7
12-19-11	10-17-13	5 267	T Rowe Price New Era Fund	211	252		40
12-19-11	10-17-13	0 693	T Rowe Price New Era Fund	28	33		5
12-19-11	10-17-13	23 564	T Rowe Price New Era Fund	946	1,126		180
12-17-08	10-17-13	6.220	T Rowe Price New Era Fund	182	297		115
12-17-08	10-17-13	10.510	T Rowe Price New Era Fund	308	502		194
12-17-08	10-17-13	2.145	T Rowe Price New Era Fund	63	102		40
10-29-02	10-17-13	87 191	T Rowe Price New Era Fund	1,713	4,165		2,452
12-20-12	10-17-13	496.689	T Rowe Price New Era Fund	21,000	23,727	2,727	
12-18-12	10-17-13	3 667	T Rowe Price New Era Fund	152	175	23	
12-18-12	10-17-13	14 387	T Rowe Price New Era Fund	597	687	90	
12-18-12	10-17-13	7 476	T Rowe Price New Era Fund	310	357	47	
12-20-12	10-17-13	2,357 564	T Rowe International Bond Fund	24,000	22,892	-1,108	
11-01-12	10-17-13	11 950	T Rowe International Bond Fund	121	116	-5	
12-03-12	10-17-13	11.966	T Rowe International Bond Fund	121	116	-5	
01-02-13	10-17-13	12 671	T Rowe International Bond Fund	128	123	-5	
02-01-13	10-17-13	15 771	T Rowe International Bond Fund	158	153	-4	

Mason Investment Advisory Services, Inc.  
**REALIZED GAINS AND LOSSES**

*Shoemate Foundation*

**4JK-015100**

*From 06-01-13 Through 05-31-14*

Shoemate Foundation dtd 10/29/01  
 Form 990-PF fye 5/31/14  
 EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-01-13	10-17-13	16,016	T Rowe International Bond Fund	158	156	-3	
03-01-13	10-17-13	14,872	T Rowe International Bond Fund	145	144	-1	
08-02-11	10-17-13	12,388	T Rowe International Bond Fund	131	120		-11
09-02-11	10-17-13	12,674	T Rowe International Bond Fund	134	123		-11
11-20-07	10-17-13	100,243	T Rowe International Bond Fund	1,056	973		-82
05-03-11	10-17-13	14,000	T Rowe International Bond Fund	147	136		-11
12-04-07	10-17-13	15,408	T Rowe International Bond Fund	160	150		-11
02-04-08	10-17-13	17,424	T Rowe International Bond Fund	181	169		-11
12-02-09	10-17-13	10,479	T Rowe International Bond Fund	109	102		-7
06-02-11	10-17-13	12,473	T Rowe International Bond Fund	129	121		-8
07-05-11	10-17-13	12,433	T Rowe International Bond Fund	129	121		-8
06-03-08	10-17-13	19,032	T Rowe International Bond Fund	197	185		-12
01-31-08	10-17-13	23,338	T Rowe International Bond Fund	240	227		-14
08-04-08	10-17-13	18,710	T Rowe International Bond Fund	193	182		-11
11-02-07	10-17-13	14,004	T Rowe International Bond Fund	144	136		-8
11-02-11	10-17-13	12,234	T Rowe International Bond Fund	126	119		-7
07-02-08	10-17-13	16,899	T Rowe International Bond Fund	173	164		-9
01-02-08	10-17-13	538,688	T Rowe International Bond Fund	5,515	5,231		-284
10-01-12	10-17-13	10,623	T Rowe International Bond Fund	108	103		-5
10-02-07	10-17-13	12,148	T Rowe International Bond Fund	123	118		-5
01-03-08	10-17-13	16,304	T Rowe International Bond Fund	165	158		-6
11-03-09	10-17-13	11,840	T Rowe International Bond Fund	119	115		-4
10-02-09	10-17-13	10,976	T Rowe International Bond Fund	111	107		-4
04-04-11	10-17-13	14,308	T Rowe International Bond Fund	144	139		-5
03-02-11	10-17-13	12,748	T Rowe International Bond Fund	128	124		-4
10-04-11	10-17-13	13,831	T Rowe International Bond Fund	138	134		-4
02-02-12	10-17-13	10,777	T Rowe International Bond Fund	108	105		-3
09-04-12	10-17-13	12,893	T Rowe International Bond Fund	129	125		-4
05-02-12	10-17-13	11,142	T Rowe International Bond Fund	111	108		-3
12-20-07	10-17-13	107,367	T Rowe International Bond Fund	1,068	1,043		-26
12-31-10	10-17-13	1,115,578	T Rowe International Bond Fund	11,100	10,832		-268
01-04-11	10-17-13	11,720	T Rowe International Bond Fund	117	114		-3

Mason Investment Advisory Services, Inc.  
**REALIZED GAINS AND LOSSES**

*Shoemate Foundation*

**4JK-015100**

*From 06-01-13 Through 05-31-14*

Shoemate Foundation dtd 10/29/01  
 Form 990-PF fye 5/31/14  
 EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-02-11	10-17-13	12.626	T Rowe International Bond Fund	126	123		-3
03-02-12	10-17-13	11.661	T Rowe International Bond Fund	116	113		-3
09-02-10	10-17-13	10.188	T Rowe International Bond Fund	101	99		-2
02-02-11	10-17-13	12.187	T Rowe International Bond Fund	121	118		-3
09-03-08	10-17-13	19.371	T Rowe International Bond Fund	191	188		-3
08-01-12	10-17-13	11.152	T Rowe International Bond Fund	110	108		-2
01-05-10	10-17-13	12.607	T Rowe International Bond Fund	124	122		-2
04-03-12	10-17-13	12.696	T Rowe International Bond Fund	125	123		-2
08-03-10	10-17-13	10.783	T Rowe International Bond Fund	106	105		-2
12-02-10	10-17-13	11.136	T Rowe International Bond Fund	110	108		-1
05-02-07	10-17-13	13.109	T Rowe International Bond Fund	129	127		-2
09-02-09	10-17-13	11.069	T Rowe International Bond Fund	109	107		-1
02-02-10	10-17-13	10.245	T Rowe International Bond Fund	100	99		-1
09-05-07	10-17-13	15.316	T Rowe International Bond Fund	150	149		-1
03-02-10	10-17-13	10.056	T Rowe International Bond Fund	98	98		-1
08-02-07	10-17-13	13.009	T Rowe International Bond Fund	127	126		-1
07-03-12	10-17-13	11.398	T Rowe International Bond Fund	111	111		-1
01-04-12	10-17-13	13.158	T Rowe International Bond Fund	128	128		0
04-03-07	10-17-13	13.619	T Rowe International Bond Fund	133	132		0
04-01-13	10-17-13	16.127	T Rowe International Bond Fund	157	157	0	
08-04-09	10-17-13	12.817	T Rowe International Bond Fund	124	124		0
12-20-10	10-17-13	90.523	T Rowe International Bond Fund	878	879		1
12-20-11	10-17-13	127.084	T Rowe International Bond Fund	1,231	1,234		3
04-05-10	10-17-13	10.893	T Rowe International Bond Fund	105	106		0
06-04-12	10-17-13	11.790	T Rowe International Bond Fund	114	114		0
05-04-10	10-17-13	11.428	T Rowe International Bond Fund	110	111		1
06-04-07	10-17-13	13.768	T Rowe International Bond Fund	132	134		1
12-18-08	10-17-13	140.361	T Rowe International Bond Fund	1,349	1,363		14
11-02-06	10-17-13	3.286	T Rowe International Bond Fund	32	32		0
09-05-06	10-17-13	13.017	T Rowe International Bond Fund	125	126		2
04-02-03	10-17-13	4.462	T Rowe International Bond Fund	43	43		1
01-05-09	10-17-13	13.100	T Rowe International Bond Fund	125	127		2

## REALIZED GAINS AND LOSSES

Shoemate Foundation

4JK-015100

From 06-01-13 Through 05-31-14

Shoemate Foundation dtd 10/29/01

Form 990-PF fye 5/31/14

EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-02-06	10-17-13	10 368	T Rowe International Bond Fund	99	101		2
08-02-06	10-17-13	11 880	T Rowe International Bond Fund	114	115		2
03-04-03	10-17-13	4 394	T Rowe International Bond Fund	42	43		1
07-03-07	10-17-13	13 980	T Rowe International Bond Fund	133	136		2
10-02-08	10-17-13	17 073	T Rowe International Bond Fund	162	166		3
07-05-06	10-17-13	12 714	T. Rowe International Bond Fund	121	123		3
10-03-06	10-17-13	13 132	T. Rowe International Bond Fund	125	128		3
02-02-07	10-17-13	12 046	T Rowe International Bond Fund	114	117		3
02-02-06	10-17-13	7 834	T Rowe International Bond Fund	74	76		2
11-02-05	10-17-13	8 001	T Rowe International Bond Fund	76	78		2
02-04-03	10-17-13	5 036	T Rowe International Bond Fund	48	49		1
01-31-06	10-17-13	35 054	T Rowe International Bond Fund	331	340		9
02-28-06	10-17-13	533.049	T Rowe International Bond Fund	5,022	5,176		154
07-02-09	10-17-13	12 199	T Rowe International Bond Fund	115	118		4
01-04-06	10-17-13	8 647	T Rowe International Bond Fund	81	84		3
06-02-09	10-17-13	12,759	T Rowe International Bond Fund	120	124		4
03-02-06	10-17-13	8,364	T. Rowe International Bond Fund	78	81		3
07-02-10	10-17-13	10 316	T. Rowe International Bond Fund	97	100		4
12-02-05	10-17-13	8 126	T. Rowe International Bond Fund	76	79		3
01-03-03	10-17-13	4 976	T. Rowe International Bond Fund	46	48		2
04-04-06	10-17-13	11 116	T Rowe International Bond Fund	103	108		5
06-02-10	10-17-13	10 403	T Rowe International Bond Fund	96	101		5
12-02-08	10-17-13	13 220	T. Rowe International Bond Fund	120	128		8
01-30-09	10-17-13	101 208	T Rowe International Bond Fund	913	983		70
02-03-09	10-17-13	12 012	T Rowe International Bond Fund	107	117		9
11-04-08	10-17-13	19 086	T Rowe International Bond Fund	170	185		15
05-04-09	10-17-13	12,540	T Rowe International Bond Fund	111	122		10
12-03-02	10-17-13	5 453	T Rowe International Bond Fund	48	53		5
04-02-09	10-17-13	12 319	T Rowe International Bond Fund	108	120		11
11-04-02	10-17-13	7 760	T. Rowe International Bond Fund	68	75		7
03-03-09	10-17-13	11,557	T. Rowe International Bond Fund	99	112		13
04-09-02	10-17-13	2,231.161	T. Rowe International Bond Fund	17,307	21,665		4,358

Mason Investment Advisory Services, Inc.  
**REALIZED GAINS AND LOSSES**

*Shoemate Foundation*

**4JK-015100**

*From 06-01-13 Through 05-31-14*

Shoemate Foundation dtd 10/29/01  
 Form 990-PF fye 5/31/14  
 EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-03-13	10-17-13	17 216	T Rowe International Bond Fund	164	167	3	
08-01-13	10-17-13	15 485	T Rowe International Bond Fund	147	150	3	
09-03-13	10-17-13	17 332	T Rowe International Bond Fund	162	168	6	
07-01-13	10-17-13	14 888	T Rowe International Bond Fund	139	145	6	
11-27-13	12-03-13	1 880	Baron Growth Fund	133	132	-1	
11-27-13	12-03-13	22 725	Baron Growth Fund	1,604	1,593	-11	
09-05-12	12-03-13	263 940	Baron Growth Fund	15,100	18,500		3,400
11-30-12	12-03-13	75 749	Baron Growth Fund	4,050	5,309		1,259
12-20-06	12-03-13	92 262	Baron Growth Fund	4,604	6,467		1,863
08-20-07	12-03-13	478 467	Dodge & Cox International Stock Fund	21,617	20,226		-1,392
12-23-10	12-03-13	36 966	Dodge & Cox International Stock Fund	1,307	1,563		255
12-23-09	12-03-13	45 184	Dodge & Cox International Stock Fund	1,413	1,910		497
12-20-11	12-03-13	337 941	Dodge & Cox International Stock Fund	9,783	14,285		4,503
03-23-11	01-02-14	0 158	Vanguard Energy Fund Investor Shares	11	10		-1
03-23-11	01-02-14	3 443	Vanguard Energy Fund Investor Shares	250	228		-22
03-23-11	01-02-14	0 975	Vanguard Energy Fund Investor Shares	71	65		-6
12-31-10	01-02-14	177 223	Vanguard Energy Fund Investor Shares	11,516	11,743		226
03-22-12	01-02-14	12 440	Vanguard Energy Fund Investor Shares	786	824		38
03-22-12	01-02-14	0 590	Vanguard Energy Fund Investor Shares	37	39		2
12-17-10	01-02-14	1 807	Vanguard Energy Fund Investor Shares	113	120		7
12-17-10	01-02-14	10 478	Vanguard Energy Fund Investor Shares	656	694		38
12-17-10	01-02-14	6 871	Vanguard Energy Fund Investor Shares	430	455		25
03-01-06	01-02-14	248,243	Vanguard Energy Fund Investor Shares	15,037	16,448		1,412
12-31-09	01-02-14	9,145	Vanguard Energy Fund Investor Shares	553	606		53
03-23-10	01-02-14	3 356	Vanguard Energy Fund Investor Shares	198	222		24
03-23-10	01-02-14	0 808	Vanguard Energy Fund Investor Shares	48	54		6
12-20-11	01-02-14	246 725	Vanguard Energy Fund Investor Shares	14,516	16,348		1,831
12-31-12	01-02-14	17 160	Vanguard Energy Fund Investor Shares	999	1,137		138
12-19-11	01-02-14	1 428	Vanguard Energy Fund Investor Shares	82	95		12
12-19-11	01-02-14	9 160	Vanguard Energy Fund Investor Shares	528	607		79
12-19-11	01-02-14	16 469	Vanguard Energy Fund Investor Shares	949	1,091		142
12-17-08	01-02-14	8 209	Vanguard Energy Fund Investor Shares	377	544		167
12-17-08	01-02-14	15,638	Vanguard Energy Fund Investor Shares	717	1,036		319
03-23-09	01-02-14	0 452	Vanguard Energy Fund Investor Shares	19	30		11
03-20-13	01-02-14	1,892	Vanguard Energy Fund Investor Shares	118	125	8	

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-01-13	01-02-14	12 771	Vanguard L/T Investment Grade Bond Fund	140	124	-16	
01-02-13	01-02-14	20 791	Vanguard L/T Investment Grade Bond Fund	226	202	-24	
03-01-13	01-02-14	12 247	Vanguard L/T Investment Grade Bond Fund	131	119	-13	
02-01-13	01-02-14	13 506	Vanguard L/T Investment Grade Bond Fund	144	131	-13	
04-02-13	01-02-14	13.683	Vanguard L/T Investment Grade Bond Fund	145	133	-13	
04-02-13	01-02-14	13 795	Vanguard L/T Investment Grade Bond Fund	146	134	-13	
06-03-13	01-02-14	13 881	Vanguard L/T Investment Grade Bond Fund	144	135	-10	
08-01-13	01-02-14	14 696	Vanguard L/T Investment Grade Bond Fund	145	143	-3	
11-01-13	01-02-14	14 863	Vanguard L/T Investment Grade Bond Fund	147	144	-2	
07-01-13	01-02-14	14 320	Vanguard L/T Investment Grade Bond Fund	141	139	-2	
12-02-13	01-02-14	14.550	Vanguard L/T Investment Grade Bond Fund	142	141	-1	
12-18-13	01-02-14	19 067	Vanguard L/T Investment Grade Bond Fund	185	185	0	
12-03-12	01-02-14	35 205	Vanguard L/T Investment Grade Bond Fund	389	342		-47
09-04-12	01-02-14	36 168	Vanguard L/T Investment Grade Bond Fund	399	351		-48
10-01-12	01-02-14	35 494	Vanguard L/T Investment Grade Bond Fund	390	344		-46
12-31-12	01-02-14	3 116	Vanguard L/T Investment Grade Bond Fund	34	30		-4
12-31-12	01-02-14	23 679	Vanguard L/T Investment Grade Bond Fund	260	230		-30
06-01-12	01-02-14	38 304	Vanguard L/T Investment Grade Bond Fund	409	372		-37
07-02-12	01-02-14	37 241	Vanguard L/T Investment Grade Bond Fund	395	361		-34
02-01-12	01-02-14	38 254	Vanguard L/T Investment Grade Bond Fund	402	371		-30
03-01-12	01-02-14	35 890	Vanguard L/T Investment Grade Bond Fund	377	348		-29
05-01-12	01-02-14	37 458	Vanguard L/T Investment Grade Bond Fund	390	364		-26
12-20-11	01-02-14	2,643 343	Vanguard L/T Investment Grade Bond Fund	27,216	25,655		-1,562
01-03-12	01-02-14	31 914	Vanguard L/T Investment Grade Bond Fund	328	310		-19
12-30-11	01-02-14	74 242	Vanguard L/T Investment Grade Bond Fund	762	721		-42
04-02-12	01-02-14	39 749	Vanguard L/T Investment Grade Bond Fund	405	386		-19
04-02-12	01-02-14	27 603	Vanguard L/T Investment Grade Bond Fund	281	268		-13
10-01-08	01-02-14	22 635	Vanguard L/T Investment Grade Bond Fund	181	220		39
03-02-09	01-02-14	55 108	Vanguard L/T Investment Grade Bond Fund	437	535		98
04-01-09	01-02-14	36 640	Vanguard L/T Investment Grade Bond Fund	288	356		67
05-01-09	01-02-14	35 249	Vanguard L/T Investment Grade Bond Fund	277	342		65
12-01-08	01-02-14	73 025	Vanguard L/T Investment Grade Bond Fund	566	709		143

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-03-08	01-02-14	81 188	Vanguard L/T Investment Grade Bond Fund	585	788		203
10-01-13	01-02-14	14 536	Vanguard L/T Investment Grade Bond Fund	141	141	0	
09-03-13	01-02-14	14 966	Vanguard L/T Investment Grade Bond Fund	145	145	0	
01-02-14	01-02-14	15 255	Vanguard L/T Investment Grade Bond Fund	147	148	1	
01-02-13	01-02-14	14 856	Vanguard Short Term Investment Grade Bond	161	159	-2	
03-01-13	01-02-14	12 672	Vanguard Short Term Investment Grade Bond	137	136	-2	
05-01-13	01-02-14	12 710	Vanguard Short Term Investment Grade Bond	138	136	-2	
02-01-13	01-02-14	14 361	Vanguard Short Term Investment Grade Bond	155	154	-2	
04-02-13	01-02-14	14 670	Vanguard Short Term Investment Grade Bond	159	157	-2	
04-02-13	01-02-14	13 767	Vanguard Short Term Investment Grade Bond	149	147	-2	
04-02-13	01-02-14	4 315	Vanguard Short Term Investment Grade Bond	47	46	0	
06-03-13	01-02-14	13 169	Vanguard Short Term Investment Grade Bond	142	141	-1	
12-02-13	01-02-14	15 203	Vanguard Short Term Investment Grade Bond	164	163	-1	
11-01-13	01-02-14	15 782	Vanguard Short Term Investment Grade Bond	170	169	-1	
12-18-13	01-02-14	16 775	Vanguard Short Term Investment Grade Bond	180	179	-1	
10-01-13	01-02-14	14 719	Vanguard Short Term Investment Grade Bond	158	157	0	
01-02-14	01-02-14	15 678	Vanguard Short Term Investment Grade Bond	168	168	0	
11-01-10	01-02-14	21 362	Vanguard Short Term Investment Grade Bond	233	229		-4
11-01-12	01-02-14	15 688	Vanguard Short Term Investment Grade Bond	171	168		-3
12-03-12	01-02-14	14 923	Vanguard Short Term Investment Grade Bond	162	160		-3
10-01-10	01-02-14	21 122	Vanguard Short Term Investment Grade Bond	230	226		-4
10-01-12	01-02-14	15 658	Vanguard Short Term Investment Grade Bond	170	168		-3
09-01-10	01-02-14	21 786	Vanguard Short Term Investment Grade Bond	236	233		-3
09-04-12	01-02-14	16 423	Vanguard Short Term Investment Grade Bond	178	176		-2
12-01-10	01-02-14	20 148	Vanguard Short Term Investment Grade Bond	218	216		-3
12-31-12	01-02-14	11 954	Vanguard Short Term Investment Grade Bond	129	128		-2
12-31-12	01-02-14	27 324	Vanguard Short Term Investment Grade Bond	296	292		-4
02-10-04	01-02-14	771 707	Vanguard Short Term Investment Grade Bond	8,350	8,256		-94
02-02-04	01-02-14	13 563	Vanguard Short Term Investment Grade Bond	147	145		-2
08-02-10	01-02-14	22 241	Vanguard Short Term Investment Grade Bond	240	238		-2
08-01-12	01-02-14	16 933	Vanguard Short Term Investment Grade Bond	183	181		-2
01-02-04	01-02-14	13 676	Vanguard Short Term Investment Grade Bond	148	146		-1

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-01-11	01-02-14	20 499	Vanguard Short Term Investment Grade Bond	221	219		-2
06-01-11	01-02-14	18 920	Vanguard Short Term Investment Grade Bond	204	202		-2
01-02-03	01-02-14	17 233	Vanguard Short Term Investment Grade Bond	186	184		-2
08-01-03	01-02-14	14 474	Vanguard Short Term Investment Grade Bond	156	155		-1
11-03-03	01-02-14	13 843	Vanguard Short Term Investment Grade Bond	149	148		-1
03-02-11	01-02-14	18.006	Vanguard Short Term Investment Grade Bond	194	193		-2
08-01-11	01-02-14	18 671	Vanguard Short Term Investment Grade Bond	201	200		-2
10-01-02	01-02-14	17 449	Vanguard Short Term Investment Grade Bond	188	187		-1
02-03-03	01-02-14	16 429	Vanguard Short Term Investment Grade Bond	177	176		-1
05-02-11	01-02-14	18 894	Vanguard Short Term Investment Grade Bond	204	202		-2
06-03-02	01-02-14	19 900	Vanguard Short Term Investment Grade Bond	214	213		-1
12-01-03	01-02-14	13.321	Vanguard Short Term Investment Grade Bond	143	143		-1
02-01-08	01-02-14	23.556	Vanguard Short Term Investment Grade Bond	254	252		-2
03-03-08	01-02-14	22 246	Vanguard Short Term Investment Grade Bond	240	238		-2
01-03-11	01-02-14	20 461	Vanguard Short Term Investment Grade Bond	220	219		-1
12-31-10	01-02-14	4 409	Vanguard Short Term Investment Grade Bond	47	47		0
05-01-12	01-02-14	17.689	Vanguard Short Term Investment Grade Bond	190	189		-1
05-03-10	01-02-14	22 086	Vanguard Short Term Investment Grade Bond	237	236		-1
03-23-11	01-02-14	7 413	Vanguard Short Term Investment Grade Bond	80	79		0
03-23-11	01-02-14	21 499	Vanguard Short Term Investment Grade Bond	231	230		-1
07-01-11	01-02-14	18 050	Vanguard Short Term Investment Grade Bond	194	193		-1
03-01-12	01-02-14	18 827	Vanguard Short Term Investment Grade Bond	202	201		-1
07-02-12	01-02-14	16 960	Vanguard Short Term Investment Grade Bond	182	181		-1
04-09-02	01-02-14	4,106 145	Vanguard Short Term Investment Grade Bond	44,122	43,929		-193
09-02-03	01-02-14	13 202	Vanguard Short Term Investment Grade Bond	142	141		-1
04-02-12	01-02-14	18 631	Vanguard Short Term Investment Grade Bond	200	199		-1
06-01-12	01-02-14	17 863	Vanguard Short Term Investment Grade Bond	192	191		-1
07-01-10	01-02-14	21 898	Vanguard Short Term Investment Grade Bond	235	234		-1
02-01-12	01-02-14	19.948	Vanguard Short Term Investment Grade Bond	214	213		-1
05-01-02	01-02-14	13.934	Vanguard Short Term Investment Grade Bond	149	149		0
05-03-04	01-02-14	18 560	Vanguard Short Term Investment Grade Bond	199	199		0
09-01-04	01-02-14	18.915	Vanguard Short Term Investment Grade Bond	203	202		0

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-01-04	01-02-14	19 370	Vanguard Short Term Investment Grade Bond	208	207		0
04-01-11	01-02-14	19 486	Vanguard Short Term Investment Grade Bond	209	208		0
09-01-11	01-02-14	18 543	Vanguard Short Term Investment Grade Bond	199	198		0
09-03-02	01-02-14	18 504	Vanguard Short Term Investment Grade Bond	198	198		0
10-01-04	01-02-14	18 668	Vanguard Short Term Investment Grade Bond	200	200		0
04-01-10	01-02-14	22 671	Vanguard Short Term Investment Grade Bond	243	243		0
11-01-02	01-02-14	18 338	Vanguard Short Term Investment Grade Bond	196	196		0
02-01-10	01-02-14	22 917	Vanguard Short Term Investment Grade Bond	245	245		0
03-01-10	01-02-14	20 608	Vanguard Short Term Investment Grade Bond	221	220		0
11-01-11	01-02-14	18 042	Vanguard Short Term Investment Grade Bond	193	193		0
12-02-02	01-02-14	17 028	Vanguard Short Term Investment Grade Bond	182	182		0
12-03-07	01-02-14	22 891	Vanguard Short Term Investment Grade Bond	245	245		0
07-01-02	01-02-14	19 303	Vanguard Short Term Investment Grade Bond	206	207		0
06-01-10	01-02-14	22 797	Vanguard Short Term Investment Grade Bond	243	244		0
06-01-04	01-02-14	18 893	Vanguard Short Term Investment Grade Bond	201	202		1
08-02-04	01-02-14	19 067	Vanguard Short Term Investment Grade Bond	203	204		1
01-04-05	01-02-14	20 074	Vanguard Short Term Investment Grade Bond	214	215		1
12-01-09	01-02-14	22 108	Vanguard Short Term Investment Grade Bond	236	237		1
10-03-11	01-02-14	17 775	Vanguard Short Term Investment Grade Bond	189	190		1
08-01-02	01-02-14	19 172	Vanguard Short Term Investment Grade Bond	204	205		1
01-02-08	01-02-14	23 652	Vanguard Short Term Investment Grade Bond	252	253		1
04-01-08	01-02-14	22 940	Vanguard Short Term Investment Grade Bond	244	245		1
12-20-11	01-02-14	874.882	Vanguard Short Term Investment Grade Bond	9,316	9,360		43
07-01-04	01-02-14	18.507	Vanguard Short Term Investment Grade Bond	197	198		1
12-01-04	01-02-14	19 232	Vanguard Short Term Investment Grade Bond	205	206		1
01-03-12	01-02-14	18.789	Vanguard Short Term Investment Grade Bond	200	201		1
02-01-05	01-02-14	19 729	Vanguard Short Term Investment Grade Bond	210	211		1
12-01-11	01-02-14	17 537	Vanguard Short Term Investment Grade Bond	186	188		1
05-01-07	01-02-14	22 088	Vanguard Short Term Investment Grade Bond	234	236		2
11-01-07	01-02-14	23 504	Vanguard Short Term Investment Grade Bond	249	251		2
04-02-07	01-02-14	25 025	Vanguard Short Term Investment Grade Bond	265	268		2
11-02-09	01-02-14	23 528	Vanguard Short Term Investment Grade Bond	249	252		2

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
10-01-07	01-02-14	22.972	Vanguard Short Term Investment Grade Bond	243	246		2
01-04-10	01-02-14	22.900	Vanguard Short Term Investment Grade Bond	243	245		2
03-01-05	01-02-14	18.375	Vanguard Short Term Investment Grade Bond	194	197		2
05-01-08	01-02-14	22.044	Vanguard Short Term Investment Grade Bond	233	236		3
06-02-08	01-02-14	22.741	Vanguard Short Term Investment Grade Bond	240	243		3
08-01-07	01-02-14	23.118	Vanguard Short Term Investment Grade Bond	244	247		3
09-04-07	01-02-14	23.477	Vanguard Short Term Investment Grade Bond	248	251		3
10-01-09	01-02-14	19.126	Vanguard Short Term Investment Grade Bond	202	205		3
09-23-09	01-02-14	1,367.521	Vanguard Short Term Investment Grade Bond	14,416	14,630		214
02-01-07	01-02-14	27.395	Vanguard Short Term Investment Grade Bond	289	293		4
06-01-07	01-02-14	23.028	Vanguard Short Term Investment Grade Bond	243	246		4
09-01-06	01-02-14	25.987	Vanguard Short Term Investment Grade Bond	273	278		5
07-02-07	01-02-14	22.580	Vanguard Short Term Investment Grade Bond	238	242		4
07-01-08	01-02-14	22.161	Vanguard Short Term Investment Grade Bond	233	237		4
09-01-09	01-02-14	19.509	Vanguard Short Term Investment Grade Bond	204	209		4
08-01-06	01-02-14	25.379	Vanguard Short Term Investment Grade Bond	266	272		6
04-03-06	01-02-14	24.713	Vanguard Short Term Investment Grade Bond	258	264		6
05-01-06	01-02-14	23.070	Vanguard Short Term Investment Grade Bond	241	247		5
08-01-08	01-02-14	23.581	Vanguard Short Term Investment Grade Bond	247	252		6
06-01-06	01-02-14	24.397	Vanguard Short Term Investment Grade Bond	255	261		6
07-03-06	01-02-14	24.389	Vanguard Short Term Investment Grade Bond	254	261		7
09-02-08	01-02-14	23.722	Vanguard Short Term Investment Grade Bond	247	254		6
08-03-09	01-02-14	20.684	Vanguard Short Term Investment Grade Bond	214	221		7
07-01-09	01-02-14	20.696	Vanguard Short Term Investment Grade Bond	212	221		10
06-01-09	01-02-14	21.536	Vanguard Short Term Investment Grade Bond	219	230		12
10-01-08	01-02-14	23.574	Vanguard Short Term Investment Grade Bond	236	252		16
05-01-09	01-02-14	21.461	Vanguard Short Term Investment Grade Bond	213	230		17
02-02-09	01-02-14	24.847	Vanguard Short Term Investment Grade Bond	244	266		22
04-01-09	01-02-14	23.126	Vanguard Short Term Investment Grade Bond	225	247		22
03-02-09	01-02-14	22.500	Vanguard Short Term Investment Grade Bond	219	241		22
11-03-08	01-02-14	25.832	Vanguard Short Term Investment Grade Bond	250	276		27
01-02-09	01-02-14	24.825	Vanguard Short Term Investment Grade Bond	240	266		26

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-01-08	01-02-14	25 256	Vanguard Short Term Investment Grade Bond	242	270		28
08-01-13	01-02-14	13 605	Vanguard Short Term Investment Grade Bond	145	146	0	
07-01-13	01-02-14	12 833	Vanguard Short Term Investment Grade Bond	137	137	0	
09-03-13	01-02-14	14 402	Vanguard Short Term Investment Grade Bond	153	154	1	
03-28-13	02-18-14	48 097	Harbor Bond Fund Institutional Shares	601	584	-17	
09-28-12	02-18-14	29 389	Harbor Bond Fund Institutional Shares	382	357		-25
06-28-12	02-18-14	68 827	Harbor Bond Fund Institutional Shares	871	836		-34
03-29-12	02-18-14	43 090	Harbor Bond Fund Institutional Shares	537	523		-13
12-18-12	02-18-14	87 820	Harbor Bond Fund Institutional Shares	1,092	1,067		-25
12-18-12	02-18-14	91 820	Harbor Bond Fund Institutional Shares	1,141	1,116		-26
12-18-12	02-18-14	277.821	Harbor Bond Fund Institutional Shares	3,453	3,375		-78
06-29-11	02-18-14	41 917	Harbor Bond Fund Institutional Shares	516	509		-6
12-20-11	02-18-14	49 605	Harbor Bond Fund Institutional Shares	602	603		0
12-20-11	02-18-14	17.124	Harbor Bond Fund Institutional Shares	208	208		0
03-30-11	02-18-14	70.215	Harbor Bond Fund Institutional Shares	852	853		1
12-31-10	02-18-14	3,008.264	Harbor Bond Fund Institutional Shares	36,416	36,547		130
09-29-11	02-18-14	59 595	Harbor Bond Fund Institutional Shares	719	724		5
01-02-08	02-18-14	328 890	Harbor Bond Fund Institutional Shares	3,954	3,996		42
12-21-10	02-18-14	100 808	Harbor Bond Fund Institutional Shares	1,212	1,225		13
12-21-10	02-18-14	196 010	Harbor Bond Fund Institutional Shares	2,356	2,381		25
12-21-10	02-18-14	93 702	Harbor Bond Fund Institutional Shares	1,126	1,138		12
11-20-07	02-18-14	1,349 539	Harbor Bond Fund Institutional Shares	16,115	16,395		280
06-30-09	02-18-14	53 214	Harbor Bond Fund Institutional Shares	631	646		16
12-20-07	02-18-14	94 132	Harbor Bond Fund Institutional Shares	1,115	1,144		29
12-20-07	02-18-14	10 148	Harbor Bond Fund Institutional Shares	120	123		3
09-26-07	02-18-14	50 958	Harbor Bond Fund Institutional Shares	595	619		24
12-20-06	02-18-14	286 121	Harbor Bond Fund Institutional Shares	3,323	3,476		153
03-30-07	02-18-14	51 142	Harbor Bond Fund Institutional Shares	594	621		28
12-20-06	02-18-14	87 969	Harbor Bond Fund Institutional Shares	1,020	1,069		48
04-09-02	02-18-14	2,468 573	Harbor Bond Fund Institutional Shares	28,525	29,990		1,465
03-31-06	02-18-14	24 894	Harbor Bond Fund Institutional Shares	286	302		16
06-30-06	02-18-14	38 562	Harbor Bond Fund Institutional Shares	437	468		32

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Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
03-31-09	02-18-14	49 295	Harbor Bond Fund Institutional Shares	556	599		43
06-29-07	02-18-14	56 568	Harbor Bond Fund Institutional Shares	637	687		50
12-22-08	02-18-14	102.836	Harbor Bond Fund Institutional Shares	1,153	1,249		97
12-22-08	02-18-14	144 809	Harbor Bond Fund Institutional Shares	1,623	1,759		136
09-27-13	02-18-14	35 241	Harbor Bond Fund Institutional Shares	426	428	2	
12-18-13	02-18-14	141 022	Harbor Bond Fund Institutional Shares	1,696	1,713	17	
06-28-13	02-18-14	49 864	Harbor Bond Fund Institutional Shares	599	606	7	
01-02-14	02-18-14	4,724 080	Harbor Bond Fund Institutional Shares	56,516	57,392	876	
12-19-12	03-04-14	49 161	Davis New York Venture Fund Class Y	1,748	2,095		347
12-19-12	03-04-14	119 697	Davis New York Venture Fund Class Y	4,256	5,101		844
12-20-12	03-04-14	264.905	Davis New York Venture Fund Class Y	9,420	11,288		1,869
12-18-12	03-04-14	2.392	Harbor Capital Appreciation Fund Inst. Cl.	102	144		43
12-10-12	03-04-14	1,711 971	Harbor Capital Appreciation Fund Inst. Cl.	72,016	103,319		31,302
12-18-13	03-04-14	54 721	Harbor Capital Appreciation Fund Inst. Cl.	2,987	3,302	315	
12-21-12	03-04-14	13.453	Jensen Portfolio Class I	406	510		103
09-19-12	03-04-14	8.885	Jensen Portfolio Class I	263	337		73
03-23-12	03-04-14	9 947	Jensen Portfolio Class I	289	377		87
06-23-11	03-04-14	7 503	Jensen Portfolio Class I	211	284		73
06-22-12	03-04-14	10 165	Jensen Portfolio Class I	286	385		99
12-31-10	03-04-14	579 336	Jensen Portfolio Class I	15,716	21,948		6,231
12-20-10	03-04-14	6 506	Jensen Portfolio Class I	176	246		71
03-18-11	03-04-14	8 491	Jensen Portfolio Class I	227	322		94
12-20-11	03-04-14	655 861	Jensen Portfolio Class I	17,416	24,847		7,431
12-27-11	03-04-14	10 482	Jensen Portfolio Class I	276	397		121
09-24-10	03-04-14	5 915	Jensen Portfolio Class I	146	224		78
06-17-10	03-04-14	6 654	Jensen Portfolio Class I	161	252		91
12-03-09	03-04-14	1,613 493	Jensen Portfolio Class I	39,093	61,127		22,033
09-26-11	03-04-14	9 351	Jensen Portfolio Class I	226	354		129
12-23-13	03-04-14	10.724	Jensen Portfolio Class I	398	406	9	
12-23-13	03-04-14	95.582	Jensen Portfolio Class I	3,544	3,621	77	
09-18-13	03-04-14	8 129	Jensen Portfolio Class I	289	308	18	
06-26-13	03-04-14	9 102	Jensen Portfolio Class I	303	345	42	
03-21-13	03-04-14	9 366	Jensen Portfolio Class I	307	355	48	
03-22-13	03-04-14	99 030	PIMCO Commodity Real Return Strategy Inst	652	594	-58	
12-28-07	03-04-14	50 216	PIMCO Commodity Real Return Strategy Inst	809	301		-508
09-21-07	03-04-14	74 820	PIMCO Commodity Real Return Strategy Inst	1,127	449		-678
08-31-06	03-04-14	2,070 769	PIMCO Commodity Real Return Strategy Inst	31,030	12,414		-18,616
03-01-07	03-04-14	344 590	PIMCO Commodity Real Return Strategy Inst	5,022	2,066		-2,956
12-20-06	03-04-14	710 575	PIMCO Commodity Real Return Strategy Inst	10,258	4,260		-5,998
10-17-13	03-04-14	1,409 643	Vanguard REIT Index Signal Index	37,316	38,283	968	
03-28-13	03-04-14	68 724	Dodge & Cox Income	950	949	-1	
12-20-12	03-04-14	1,125 198	Dodge & Cox Income	15,570	15,535		-35
01-02-14	04-04-14	199 414	Baron Growth Fund	14,300	14,256	-44	
12-20-12	04-04-14	203.553	Baron Growth Fund	11,000	14,552		3,552
12-28-12	04-04-14	1 982	Baron Growth Fund	105	142		36

## REALIZED GAINS AND LOSSES

Shoemate Foundation

4JK-015100

From 06-01-13 Through 05-31-14

Shoemate Foundation dtd 10/29/01

Form 990-PF fye 5/31/14

EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-20-06	04-04-14	5 464	Baron Growth Fund	273	391		118
11-22-06	04-04-14	25 250	Baron Growth Fund	1,251	1,805		554
11-30-11	04-04-14	7 600	Baron Growth Fund	374	543		170
06-01-09	04-04-14	0 547	Baron Growth Fund	18	39		21
04-09-02	04-04-14	329 238	Baron Growth Fund	10,480	23,537		13,058
07-10-13	04-04-14	1 137	Baron Growth Fund	72	81	9	
12-30-13	04-04-14	5 606	Conestoga Small Cap Fund	205	190	-16	
12-30-13	04-04-14	23 928	Conestoga Small Cap Fund	876	809	-66	
12-31-12	04-04-14	7 109	Conestoga Small Cap Fund	174	240		66
12-31-12	04-04-14	1 644	Conestoga Small Cap Fund	40	56		15
09-05-12	04-04-14	1,012 295	Conestoga Small Cap Fund	24,716	34,236		9,520
12-20-11	04-04-14	421 995	Conestoga Small Cap Fund	9,916	14,272		4,356
12-30-11	04-04-14	15 046	Conestoga Small Cap Fund	343	509		166
12-03-09	04-04-14	249 258	Conestoga Small Cap Fund	4,216	8,430		4,214
12-20-12	04-04-14	400 754	Davis New York Venture Fund Class Y	14,250	16,983		2,733
12-21-12	05-09-14	27 608	Allianz NFJ Small Cap Value Inst	832	982		150
12-14-12	05-09-14	95 621	Allianz NFJ Small Cap Value Inst	2,856	3,401		545
12-17-10	05-09-14	30 049	Allianz NFJ Small Cap Value Inst	889	1,069		180
12-23-11	05-09-14	29 038	Allianz NFJ Small Cap Value Inst	847	1,033		186
12-16-11	05-09-14	43 741	Allianz NFJ Small Cap Value Inst	1,246	1,556		310
02-17-09	05-09-14	1,441 631	Allianz NFJ Small Cap Value Inst	25,557	51,281		25,724
12-13-13	05-09-14	8 989	Allianz NFJ Small Cap Value Inst	308	320	12	
12-13-13	05-09-14	172 545	Allianz NFJ Small Cap Value Inst	5,903	6,138	235	
12-20-13	05-09-14	25 610	Allianz NFJ Small Cap Value Inst	876	911	35	
12-31-13	05-09-14	3 761	Berwyn Fund	149	141	-8	
12-31-13	05-09-14	134 581	Berwyn Fund	5,337	5,047	-291	
12-20-12	05-09-14	130 928	Berwyn Fund	4,516	4,910		393
12-31-12	05-09-14	2 634	Berwyn Fund	83	99		16
12-31-12	05-09-14	25 307	Berwyn Fund	794	949		155
12-31-12	05-09-14	63 007	Berwyn Fund	1,977	2,363		386
02-28-06	05-09-14	908 501	Berwyn Fund	28,022	34,069		6 047
03-01-07	05-09-14	78 259	Berwyn Fund	2,333	2,935		602
12-29-11	05-09-14	21 222	Berwyn Fund	617	796		179
12-27-06	05-09-14	1 582	Berwyn Fund	46	59		13
12-27-06	05-09-14	88 353	Berwyn Fund	2,562	3,313		751
12-30-10	05-09-14	0.151	Berwyn Fund	4	6		1
12-31-07	05-09-14	39 237	Berwyn Fund	962	1,471		510
12-31-07	05-09-14	104 753	Berwyn Fund	2,567	3,928		1,361
12-31-07	05-09-14	2 803	Berwyn Fund	69	105		36
12-30-09	05-09-14	2 554	Berwyn Fund	59	96		37
12-30-08	05-09-14	1 777	Berwyn Fund	31	67		36
TOTAL GAINS						8,084	253,316
TOTAL LOSSES						-1,766	-40,444
						1,366,792	1,585,983
TOTAL REALIZED GAIN/LOSS						219,191	212,872

Short Term

239,227

246,645

6318

Long Term

1,127,565

1,340,438

212,873