



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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 08-01-2013 , and ending 07-31-2014

Name of foundation CHARLES AND M R SHAPIRO FOUNDATION INC		A Employer identification number 36-6109757	
Number and street (or P O box number if mail is not delivered to street address) 191 N WACKER DRIVE SUITE 1800		B Telephone number (see instructions) (312) 521-2000	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 606061615		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 40,761,104	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	75	75		
	4 Dividends and interest from securities.	850,336	850,336		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,996,878			
	b Gross sales price for all assets on line 6a 6,829,932				
	7 Capital gain net income (from Part IV, line 2) . . .		1,996,878		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,847,289	2,847,289		
	13 Compensation of officers, directors, trustees, etc	162,000	53,994		108,006
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	350	0		350
	b Accounting fees (attach schedule)	13,750	0		13,750
	c Other professional fees (attach schedule)	122,709	61,354		61,355
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	93,493	3,075		6,149
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	70	0		70
	23 Other expenses (attach schedule)	1,979	0		1,979
	24 Total operating and administrative expenses. Add lines 13 through 23	394,351	118,423		191,659
	25 Contributions, gifts, grants paid	1,988,320			1,988,320
	26 Total expenses and disbursements. Add lines 24 and 25	2,382,671	118,423		2,179,979
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	464,618			
	b Net investment income (if negative, enter -0-)		2,728,866		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	899,303	579,954	579,954
	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)	1,872,137	 1,813,862	1,805,401
	b	Investments—corporate stock (attach schedule)	16,587,017	 19,022,974	27,466,570
	c	Investments—corporate bonds (attach schedule).	12,143,257	 10,549,542	10,909,179
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	31,501,714	31,966,332	40,761,104
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	31,501,714	31,966,332	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	31,501,714	31,966,332	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	31,501,714	31,966,332	

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	31,501,714
2	Enter amount from Part I, line 27a	2	464,618
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	31,966,332
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	31,966,332

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED MUTUAL FUNDS	P		
b	PUBLICLY TRADED ETFS	P		
c	PUBLICLY TRADED SECURITIES	P		
d	CAPITAL GAINS DIVIDENDS	P		
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 2,020,000		1,944,815	75,185
b 54,946		55,184	-238
c 4,744,198		2,833,055	1,911,143
d 10,788			10,788
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			75,185
b			-238
c			1,911,143
d			10,788
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,996,878
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,911,351	37,820,995	0 050537
2011	1,883,058	36,304,114	0 051869
2010	1,853,845	36,207,374	0 051201
2009	1,864,520	34,566,817	0 053940
2008	1,889,137	32,992,009	0 057260

2 Total of line 1, column (d).	2	0 264807
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 052961
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	40,360,351
5 Multiply line 4 by line 3.	5	2,137,525
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	27,289
7 Add lines 5 and 6.	7	2,164,814
8 Enter qualifying distributions from Part XII, line 4.	8	2,179,979

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

Part 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 <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	27,289
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	27,289
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	27,289
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	38,725
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	38,725
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,436
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 11,436 Refunded	11	0

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?	1a	Yes	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		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	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
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) IL _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of HEGRE MCMAHON SCHIMMEL LLC Telephone no (312) 345-6200 Located at 600 ENTERPRISE DRIVE 109 OAK BROOK IL ZIP+4 60523			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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

Part VIII

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

1

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

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

2

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

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

Total

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

0

Part VIII

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

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	40,899,931
b	Average of monthly cash balances.	1b	75,045
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	40,974,976
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	40,974,976
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	614,625
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,360,351
6	Minimum investment return. Enter 5% of line 5.	6	2,018,018

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	2,018,018
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	27,289
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	27,289
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,990,729
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,990,729
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,990,729

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	2,179,979
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,179,979
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	27,289
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,152,690
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				1,990,729
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,137,847	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,179,979				
a Applied to 2012, but not more than line 2a			1,137,847	
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.				1,042,132
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				948,597
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
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. . . .				

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))

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,988,320
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NORMAN A SHUBERT	PRES & DIR 25 00	150,000	0	0
3535 PATTEN ROAD UNIT 5C HIGHLAND PARK,IL 60035				
JOAN PINES	VP, SEC & DIR 1 00	4,000	0	0
2531 HYBERNIA AVE HIGHLAND PARK,IL 60035				
JUDY ROSEN	DIRECTOR 1 00	4,000	0	0
1721 RFD LONG GROVE,IL 60047				
ROBERT KAUFMAN	DIRECTOR 1 00	4,000	0	0
1471 CALAIS CIRCLE HIGHLAND PARK,IL 60035				
LINDA GODLEWSKI	ASSIT SECRETARY 1 00	0	0	0
10638 S AVENUE L CHICAGO,IL 60667				


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACESS COMMUNITY HEALTH NETWORK 222 N CANAL STREET CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	5,000
AMER ASSOCIATES BEN GURION UNIV OF THE NEGEV 1430 BROADWAY 8TH FLOOR NEWYORK,NY 10018	N/A	PUBLIC	OPEN APARTMENTS PROGRAM	15,000
AMER FRIENDS SANZ MEDICAL CENTER-LANIADO HOSP 18 W 45TH ST NEWYORK,NY 10036	N/A	PUBLIC	BEDSIDE PHYSIOLOGICAL MONITORS	40,000
AMERICAN FRIENDS OF MAGEN DAVID ADOM 3175 COMMERCIAL AVE STE 101 NORTHBROOK,IL 60062	N/A	PUBLIC	DEFIBRILLATOR	26,320
AMERICAN FRIENDS OF TEL AVIV UNIVERSITY 39 BROADWAY 15TH FL NEWYORK,NY 10006	N/A	PUBLIC	PRESIDENTIAL SCHOLARS FUND	14,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY 500 N MICHIGAN STE 1530 CHICAGO,IL 60611	N/A	PUBLIC	MECHINA PROGRAM	30,000
AMERICAN JEWISH COMMITTEE 165 E 56TH STREET NEWYORK,NY 10022	N/A	PUBLIC	GENERAL	5,000
AMERICAN RED CROSS OF GREATER CHICAGO 2200 W HARRISON CHICAGO,IL 60612	N/A	PUBLIC	RELIEF SERVICES	35,000
AMERICAN TECHNION SOCIETY 111 W WASHINGTON ST STE 1120 CHICAGO,IL 60602	N/A	PUBLIC	FELLOWSHIP FUND	30,000
ANTI-DEFAMATION LEAGUE 309 W WASHINGTON ST STE 750 CHICAGO,IL 60606	N/A	PUBLIC	WORLD OF DIFFERENCE PROGRAM	25,000
ART INSTITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO,IL 60603	N/A	PUBLIC	MUSEUM EDUCATION	10,000
ASSOCIATED TALMUD TORAHS OF CHICAGO 2828 W PRATT BLVD CHICAGO,IL 60645	N/A	PUBLIC	LEARNING DIFFICULTIES PROGRAM	10,000
ASSOCIATION HOUSE OF CHICAGO 1116 N KEDZIE AVENUE CHICAGO,IL 60651	N/A	PUBLIC	HEALTHY LIFESTYLES PROGRAM	5,000
BEST BUDDIES ILLINOIS 360 N ORLEANS ST STE 678 CHICAGO,IL 60654	N/A	PUBLIC	BEST BUDDIES PROGRAM	6,000
BIG BROTHERSBIG SISTERS OF METRO CHICAGO 560 WEST LAKE ST CHICAGO,IL 60661	N/A	PUBLIC	GENERAL	5,000
Total  3a				1,988,320


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOARD OF JEWISH EDUCATION 3320 W DUNDEE ROAD NORTHBROOK,IL 60062	N/A	PUBLIC	GENERAL	345,000
BRANDEIS UNIVERSITY PO BOX 5491 MS122 WALTHAM,MA 02454	N/A	PUBLIC	LIBRARY COLLECTION	10,000
CANCER WELLNESS CENTER 215 REVERE DR NORTHBROOK,IL 60062	N/A	PUBLIC	PROGRAMS	35,000
CARAVAN TO CLASS 1001 BRIDGEWAY SAUSALITO,CA 94965	N/A	PUBLIC	SCHOOLS IN TIMBUKTU	10,000
CASA CENTRAL SOCIAL SERVICES CORP 1343 N CALIFORNIA AVE CHICAGO,IL 60622	N/A	PUBLIC	LA POSADA PROGRAM	5,000
CATHOLIC THEOLOGICAL UNION 5401 N CORNELL AVE CHICAGO,IL 60615	N/A	PUBLIC	LECTURES & LIBRARY	12,500
CENTER FOR DISABILITY AND ELDER LAW 710 N LAKE SHORE DR 300 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	7,500
CHICAGO CHESSED FUND 7045 N RIDGEWAY AVE LINCOLNWOOD,IL 60712	N/A	PUBLIC	FOOD AND SUPPORT SERVICES	5,000
CHICAGO INSTITUTE FOR PSYCHOANALYSISBARR HARRIS 122 S MICHIGAN CHICAGO,IL 60603	N/A	PUBLIC	GENERAL	15,000
CHICAGO PHILHARMONIC SOCIETY 401 SOUTH LASALLE STREET 1600-J CHICAGO,IL 60605	N/A	PUBLIC	GENERAL	5,000
CHICAGO SHAKESPEARE THEATER 800 E GRAND AVENUE CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	5,000
CHICAGO SYMPHONY ORCHESTRA 220 S MICHIGAN AVE CHICAGO,IL 60604	N/A	PUBLIC	INSTITUTE FOR LEARNING, ACCESS, AND TRAINING	17,500
CHICAGO YIVO SOCIETY 141 W JACKSON BLVD STE 1910A CHICAGO,IL 60606	N/A	PUBLIC	PROGRAMS	7,500
CHICAGOLAND JEWISH HIGH SCHOOL 1095 LAKE COOK ROAD DEERFIELD,IL 60015	N/A	PUBLIC	GENERAL	5,000
CONGREGATION BENE SHOLOM 4435 WOAKTON SKOKIE,IL 60076	N/A	PUBLIC	PROGRAMS	10,000
Total  3a				1,988,320


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>				
COUNCIL FOR JEWISH ELDERLY 3003 W TOUHY AVE CHICAGO, IL 60645	N/A	PUBLIC	CARE MANAGEMENT SERVICES PROGRAM	50,000
DANIEL CENTERS FOR PROGRESSIVE JUDAISM 1 W 4TH STREET NEW YORK, NY 10012	N/A	PUBLIC	JEWISH SOUL OVERHAUL PROGRAM	7,500
DYSTONIA MEDICAL RESEARCH FOUNDATION 1 E WACKER DR STE 2430 CHICAGO, IL 60601	N/A	PUBLIC	RESEARCH GRANT	10,000
EMERGENCY FUND 651 W WASHINGTON SUITE 504 CHICAGO, IL 60661	N/A	PUBLIC	GENERAL	7,000
EVERYBODY DANCE NOW 200 ELLWOOD RIDGE ROAD GOLETA, CA 93117	N/A	PUBLIC	GENERAL	5,000
EXPONENT PHILANTHROPY 1720 N STREET NW WASHINGTON, DC 20036	N/A	PUBLIC	GENERAL	500
FACING HISTORY AND OURSELVES 200 E RANDOLPH STE 2100 CHICAGO, IL 60601	N/A	PUBLIC	PROFESSIONAL DEVELOPMENT OF TEACHERS	5,000
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE NEW YORK, NY 10001	N/A	PUBLIC	LATIN AMERICAN PROGRAMS	10,000
HEBREW THEOLOGICAL COLLEGE 7135 N CARPENTER RD SKOKIE, IL 60077	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
HEBREW UNION COLLEGE ONE W 4TH ST NEW YORK, NY 10012	N/A	PUBLIC	YEAR-IN-ISRAEL PROGRAM	75,000
HILLELS OF ILLINOIS 30 N WELLS CHICAGO, IL 60606	N/A	PUBLIC	GENERAL	10,000
HOLCAUST MEMORIAL FOUNDATION OF ILLINOIS 9603 WOODS DRIVE SKOKIE, IL 60077	N/A	PUBLIC	EDUCATION PROGRAMS	10,000
HUBBARD STREET DANCE CHICAGO 1147 W JACKSON BLVD CHICAGO, IL 60607	N/A	PUBLIC	EDUCATION & COMMUNITY PROGRAM	5,000
IDA CROWN JEWISH ACADEMY 2828 W PRATT BLVD CHICAGO, IL 60645	N/A	PUBLIC	PROGRAMS	10,000
INTERNATIONAL FELLOWSHIP OF CHRISTIANS AND JEWS 30 NORTH LASALLE STREET CHICAGO, IL 60602	N/A	PUBLIC	PROGRAM FOR THE BENEFIT OF JEWS OF FORMER SOVIET UNION	10,000
Total  3a				1,988,320

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				
ISRAEL CENTER FOR EXCELLENCE THROUGH EDUCATION 211 E CHICAGO ST STE 1020 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	10,000
JBI INTERNATIONAL (JEWISH BRAILLE INSTITUTE) 110 E 30TH STREET NEWYORK,NY 10016	N/A	PUBLIC	PROGRAMS	10,000
JEWISH CHILD AND FAMILY SERVICES 216 W JACKSON BLVD 700 CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	7,500
JEWISH CHILDREN'S ADOPTION NETWORK PO BOX 147016 DENVER,CO 80214	N/A	PUBLIC	GENERAL	5,000
JEWISH COMMUNITY CENTERS OF CHICAGO 30 S WELLS ST RM 4000 CHICAGO,IL 60606	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH COUNCIL FOR YOUTH SERVICES 100 N LASALLE ST STE 400 CHICAGO,IL 60602	N/A	PUBLIC	CAMP PROGRAM	30,000
JEWISH NATIONAL FUND 60 REVERE DR NORTHBROOK,IL 60062	N/A	PUBLIC	SOCIAL SERVICES PROGRAM	10,000
JEWISH THEOLOGICAL SEMINARY 3080 BROADWAY NEWYORK,NY 10027	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	50,000
JEWISH UNITED FUNDJEWISH FEDERATION OF METROPOLITAN CHICAGO 30 N WELLS CHICAGO,IL 60606	N/A	PUBLIC	GENERAL	100,000
JEWISH UNITED FUNDJEWISH FEDERATION OF METROPOLITAN CHICAGO 30 N WELLS CHICAGO,IL 60606	N/A	PUBLIC	J-HELP	25,000
JOHN HOWARD ASSOCIATION 375 EAST CHICAGO AVENUE SUITE 529 CHICAGO,IL 60611	N/A	PUBLIC	GENERAL	10,000
LEGAL ASSISTANCE FOUNDATION OF CHICAGO 111 W JACKSON BLVD STE 300 CHICAGO,IL 60604	N/A	PUBLIC	GENERAL	20,000
LES TURNER ALS FOUNDATION 5550 W TOUHY AVE STE 302 SKOKIE,IL 60077	N/A	PUBLIC	ALS RESEARCH	15,000
LEUKEMIA RESEARCH FOUNDATION 3520 LAKE AVENUE SUITE 202 WILMETTE,IL 60091	N/A	PUBLIC	GENERAL	5,000
LINKS NORTH SHORE YOUTH HEALTH SERVICE 1779 MAPLE ST NORTHFIELD,IL 60093	N/A	PUBLIC	GENERAL	10,000
Total  3a				1,988,320

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>				
LITTLE CITY FOUNDATION 1760 WEST ALGOQUIN ROAD PALATINE,IL 60067	N/A	PUBLIC	GENERAL	7,500
LYRIC OPERA OF CHICAGO 20 N WACKER DR CHICAGO,IL 60606	N/A	PUBLIC	ANNUAL CAMPAIGN	25,000
MAOT CHITIM OF GREATER CHICAGO INC 4433 WEST TOUHY AVE SUITE 200 LINCOLNWOOD,IL 60712	N/A	PUBLIC	HOLIDAY FOOD PROGRAM	12,500
MEMORY CARE HOME SOLUTIONS 1526 S BIG BEND BLVD ST LOUIS,MO 63117	N/A	PUBLIC	GENERAL	15,000
MICHAEL ROLFE PANCREATIC CANCER FOUNDATION 910 W VAN BUREN ST 3RD FL CHICAGO,IL 60607	N/A	PUBLIC	MEDICAL RESEARCH	25,000
MIDWEST PALLIATIVE & HOSPICE CARECENTER 2050 CLAIR CT GLENVIEW,IL 60025	N/A	PUBLIC	FELLOWSHIP PROGRAM	20,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY PO BOX 4527 NEWYORK,NY 10163	N/A	PUBLIC	GENERAL	5,000
NEW ISRAEL FUND PO BOX 96712 WASHINGTON,DC 20077	N/A	PUBLIC	GENERAL	10,000
OLIN-SANG-RUBY UNION INSTITUTE 555 SKOKIE BLVD 225 NORTHBROOK,IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	55,000
ORT AMERICAN INC 3701 COMMERCIAL AVE STE 13 NORTHBROOK,IL 60062	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	10,000
PEOPLE FOR THE AMERICAN WAY FOUNDATION 2000 M STREET NW SUITE 400 WASHINGTON,DC 20036	N/A	PUBLIC	GENERAL	25,000
RAVINIA FESTIVAL ASSOCIATION 418 SHERIDAN RD HIGHLAND PARK,IL 60035	N/A	PUBLIC	EDUCATION & COMMUNITY PARTNERSHIPS	20,000
ROOSEVELT UNIVERSITY 430 S MICHIGAN AVE RM 8277 CHICAGO,IL 60605	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
RUSH UNIVERSITY MEDICAL CENTER 1700 W VAN BUREN STE 250 CHICAGO,IL 60612	N/A	PUBLIC	MEDICAL RESEARCH	150,000
SCHOLARSHIP FUND OF ST LOUIS 8211 CLAYTON ROAD ST LOUIS,MO 63117	N/A	PUBLIC	INTEREST FREE LOANS	7,500
Total  3a				1,988,320

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				
SHALVE 315 FIFTH AVENUE 6TH FLOOR NEW YORK,NY 10016	N/A	PUBLIC	GENERAL	5,000
SHEDD AQUARIUM 1200 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	GENERAL	5,000
SOUTHERN INSTITUTE FOR EDUCATION AND RESEARCH TULANE UNIVERSITY MR BOX 1692 31 MCALISTER DR NEW ORLEANS,LA 70118	N/A	PUBLIC	TOLERANCE EDUCATION	4,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	N/A	PUBLIC	TEACHING TOLERANCE PROGRAM	7,000
SPERTUS INSTITUTE OF JEWISH STUDIES 610 S MICHIGAN AVE CHICAGO,IL 60605	N/A	PUBLIC	EDUCATIONAL PROGRAMMING	12,500
THE ARK 6450 N CALIFORNIA AVE CHICAGO,IL 60645	N/A	PUBLIC	SARNOFF LEVIN RESIDENCE PROGRAM	44,000
THE FIELD MUSEUM 1400 S LAKE SHORE DRIVE CHICAGO,IL 60605	N/A	PUBLIC	MUSEUM EDUCATION	5,000
THE HALDLEY SCHOOL FOR THE BLIND 700 ELM ST WINNETKA,IL 60093	N/A	PUBLIC	CENTER FOR ENTREPRENEURSHIP	35,000
THE LAMBS FARM INC 14245 W ROCKLAND RD LIBERTYVILLE,IL 60048	N/A	PUBLIC	QUEST PROGRAM	7,500
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVENUE CHICAGO,IL 60640	N/A	PUBLIC	OUTREACH AND HEALTH PROGRAM	5,000
THRESHOLDS 4101 N RAVENSWOOD AVE CHICAGO,IL 60613	N/A	PUBLIC	HOMELESS SERVICES PROGRAMS	15,000
US COMMITTEE FOR UNICEF 500 N MICHIGAN AVE STE 1000 CHICAGO,IL 60611	N/A	PUBLIC	MEDICAL ASSISTANCE IMMUNIZATION PROGRAM	25,000
UC CUMBERLAND COLLEGE 816 WALNUT ST WILLIAMSBURG,KY 40769	N/A	PUBLIC	SCHOLARSHIP ASSISTANCE	15,000
UNION FOR REFORM JUDAISM 633 THIRD AVENUE NEW YORK,NY 10017	N/A	PUBLIC	GENERAL	30,000
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE PO BOX 10444 FAIRFAX,VA 22031	N/A	PUBLIC	GENERAL	10,000
Total 3a				1,988,320

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>				
VICTORY GARDENS THEATER 2257 N LINCOLN AVE CHICAGO,IL 60614	N/A	PUBLIC	EDUCATIONAL PROGRAM	10,000
WORLD UNION FOR PROGRESSIVE JUDIASM 633 THIRD AVENUE 7TH FLOOR NEW YORK,NY 10017	N/A	PUBLIC	KEHILLAT YOZMA	2,000
YOUTHBUILD LAKE COUNTY (YBLC) 1636 KRISTAN NORTH CHICAGO,IL 60064	N/A	PUBLIC	GENERAL	5,000
Total			3a	1,988,320

TY 2013 Accounting Fees Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEGRE, MCMAHON & SCHIMMEL, LLC - AUDIT & FORM 990-PF	13,750	0		13,750

**TY 2013 Investments Corporate
Bonds Schedule**

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

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MFB NORTHERN FDS BD INDEX	10,549,542	10,909,179

TY 2013 Investments Corporate
Stock Schedule

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADR BILLITON LTD - 0 SHS	0	0
AMERICAN EXPRESS CO. - 7656 SHS	369,438	673,728
AMERICAN TOWER CORP - 4869 SHARES	355,490	459,585
AMERICAN WTR WKS CO INC NEW - 4439 SHS	149,469	212,051
AMGEN INC COM - 3996 SHS	275,646	509,050
APPLE INC - 12242 SHS	363,401	1,169,968
C R BARD - 3459 SHARES	375,104	516,187
CHEVRON CORP COM - 3711 SHS	278,298	479,610
CISCO SYSTEMS INC - 25102 SHS	546,754	633,323
CITRIX SYS INC COM - 0 SHS	0	0
COCA COLA CO COM - 12322 SHS	429,145	484,131
COSTCO WHOLESALE CORP - 2970 SHS	185,196	349,094
CVS CAREMARK CORP COM - 9126 SHS	414,613	696,861
DANAHER CORP COMMON - 10625 SHS	269,978	784,975
EATON CORP COM - 5910 SHS	320,965	401,407
EMC CORP COM - 15155 SHS	329,718	444,042
EMERSON ELECTRIC CO - 6138 SHARES	320,108	390,684
EXELON CORP - 9753 SHARES	359,051	303,123
EXPRESS SCRIPTS HLDG CO COM - 9117 SHS	503,436	634,996
EXXON MOBIL CORP, COMMON - 9753 SHS	46,240	558,714
FRANKLIN RES INC - 6724 SHS	269,126	364,105
GENERAL ELECTRIC, COMMON - 21905 SHS	405,153	550,911
GILEAD SCIENCES - 3884 SHARES	216,882	355,580
GOOGLE INC CL A - 610 SHS	158,826	353,526
HOME DEPOT INC COM - 7046 SHS	319,515	569,669
INTEL CORP COM - 11328 SHS	314,683	383,906
INTERCONTINENTALEXCHANGE INC COM - 2049 SHS	265,343	393,859
INTERNATIONAL BUSINESS MACHS - 1752 SHS	176,738	335,806
JPMORGAN CHASE & CO - 17321 SHS	675,730	998,902
MC DONALDS CORP COM - 5037 SHS	440,573	476,299

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO - 11125 SHARES	486,017	631,233
METLIFE INC - 10479 SHARES	404,558	551,196
MONSANTO CO - 3535 SHARES	374,154	399,773
NATIONAL OILWELL VARCO - 4703 SHS	139,979	381,131
NIKE INC - 4552 SHS	164,137	351,096
NOBLE ENERGY INC - 8979 SHS	329,507	281,671
NORFOLK SOUTHN CORP COM - 3773 SHS	256,661	383,563
NUCOR CORP COM - 4358 SHS	196,867	218,859
OMNICOM GHSROUP INC - 0 SHS	0	0
ORACLE CORP COM - 11275 SHS	309,680	455,397
PFIZER INC - 25428 SHARES	623,976	729,784
PRECISION CASTPARTS CORP COM - 2256 SHS	419,023	516,173
PROCTER & GAMBLE CO - 3228 SHS	201,655	249,589
QUALCOMM INC COM - 9546 SHS	516,881	703,540
SCHLUMBERGER LTD COM - 4234 SHS	370,583	458,923
SIMON PROPERTY GROUP INC - 0 SHS	0	0
ST. JUDE MED - 0 SHARES	0	0
STARBUCKS CORP - 8465 SHARES	437,105	657,561
UNITED TECHNOLOGIES CORP - 0 SHS	0	0
UNITEDHEALTH GROUP INC - 0 SHS	0	0
US BANCORP - 0 SHS	0	0
VERIZON COMMUNICATIONS COM - 5080 SHS	189,376	256,134
VF CORP - 7538 SHS	202,266	461,853
WALT DISNEY CO - 6280 SHS	209,357	539,327
WELLS FARGO & CO - 16858 SHS	464,940	858,072
ZIMMER HLDGS INC - 3319 SHS	337,360	332,132
ALTERA CORP - 12867 SHS	431,979	421,008
APACHE CORP - 4055 SHS	339,059	416,286
BAXTER INTL INC - 6126 SHS	411,383	457,551
CITIGROUP INC - 16058 SHS	802,090	785,397

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DICKS SPORTING GOODS INC - 6273 SHS	277,858	266,791
GOOGLE INC CL C - 610 SHS	158,318	348,676
MONDELEZ INTL INC - 11569 SHS	375,718	416,484
TWENTY-FIRST CENTY FOX INC - 14308 SHS	457,868	453,278

TY 2013 Investments Government Obligations Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

US Government Securities - End of

Year Book Value:

1,813,862

US Government Securities - End of

Year Fair Market Value:

1,805,401

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

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2013 Legal Fees Schedule

Name: CHARLES AND M R SHAPIRO FOUNDATION INC

EIN: 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MUCH SHELIST PC	350	0		350

TY 2013 Other Expenses Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,200	0		1,200
DUES & SUBSCRIPTIONS	725	0		725
CORPORATE FILING FEES	38	0		38
MISCELLANEOUS EXPENSES	16	0		16

TY 2013 Other Professional Fees Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NORTHERN TRUST COMPANY - CUSTODIAL	122,709	61,354		61,355

TY 2013 Taxes Schedule**Name:** CHARLES AND M R SHAPIRO FOUNDATION INC**EIN:** 36-6109757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	9,224	3,075		6,149
FEDERAL EXCISE TAX	84,269	0		0