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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 Service

Do 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.

For calendar year 2013 or tax year beginning **10/1/2013**, and ending **9/30/2014**

Name of foundation: **TR U/A THE SHAPIRO FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 1908**

City or town: **ORLANDO** State: **FL** ZIP code: **32802-1908**

Foreign country name: Foreign province/state/county: Foreign postal code:

A Employer identification number: **62-1259432**

B Telephone number (see instructions): **(404) 813-2176**

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) **\$ 766,739**

J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here

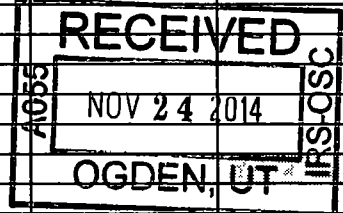
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

POSTMARK DATE NOV 13 2014

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				
	4 Dividends and interest from securities	28,198	28,197		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,690			
	b Gross sales price for all assets on line 6a 149,749				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	23,508	28,197	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,318	2,659		2,659
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	256			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23	5,574	2,659	0	2,659	
25 Contributions, gifts, grants paid	78,200			78,200	
26 Total expenses and disbursements. Add lines 24 and 25	83,774	2,659	0	80,859	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-60,266				
b Net investment income (if negative, enter -0-)		25,538			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED DEC 08 2014

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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	58,950	42,092	42,092
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	771,990	728,582	724,647	
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)	830,940	770,674	766,739	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	830,940	770,674	
	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 instructions)	830,940	770,674		
31	Total liabilities and net assets/fund balances (see instructions)	830,940	770,674		

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	830,940
2	Enter amount from Part I, line 27a	2	-60,266
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	770,674
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	770,674

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	GEN ELEC CAP CRP MTN 5 650% 6/09/14		3/22/2007	6/9/2014	
b	MCDONALD'S CORP MTN 1 875% 5/29/19		7/24/2012	2/18/2014	
c	MCDONALD'S CORP MTN 1.875% 5/29/19		7/24/2012	9/29/2014	
d	PROCTER & GAMBLE CO 4 950% 8/15/14		11/30/2007	8/15/2014	
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	50,000	51,318	-1,318		
b	24,991	25,950	-959		
c	24,758	25,950	-1,192		
d	50,000	51,221	-1,221		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a				-1,318	
b				-959	
c				-1,192	
d				-1,221	
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	-4,690
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	0

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	82,595	905,755	0.091189	
2011	88,918	1,400,987	0.063468	
2010	90,267	1,448,193	0.062331	
2009	83,071	1,465,173	0.056697	
2008	90,458	1,435,888	0.062998	
2	Total of line 1, column (d)		2	0.336683
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	0.067337
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	768,111
5	Multiply line 4 by line 3		5	51,722
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	255
7	Add lines 5 and 6		7	51,977
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	80,859

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		255
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		255
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		255
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	301	
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		301
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		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		46
11	Enter the amount of line 10 to be credited to 2014 estimated tax	11	46	0

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
c 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. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA		
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>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ▶ SUNTRUST BANK Telephone no. ▶ (404) 813-2176 Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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 ▶ 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	N/A
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
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

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** N/A

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? N/A 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** X

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** N/A

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
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	5,318	NONE	NONE
HAROLD M. SHAPIRO C/O JOSEPH DECOSIMO TALLAN BLDG SUITE 1100, 2 UNION SQUARE CHA	CHAIRMAN AS REQ'D	0	NONE	NONE
MYRA S. SHAPIRO C/O JOSEPH DECOSIMO TALLAN BLDG SUITE 1100, 2 UNION SQUARE CHA	MEMBER AS REQ'D	0	NONE	NONE
KAREN SHAPIRO C/O JOSEPH DECOSIMO & TALLAN BLDG SUITE 1100, 2 UNION SQUARE CHA	SECRETARY AS REQ'D	0	NONE	NONE

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

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		▶

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
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	744,761
b	Average of monthly cash balances	1b	35,047
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	779,808
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	779,808
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,697
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	768,111
6	Minimum investment return. Enter 5% of line 5	6	38,406

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	38,406
2a	Tax on investment income for 2013 from Part VI, line 5	2a	255
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	255
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,151
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,151
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,151

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	80,859
b	Program-related investments—total from Part IX-B	1b	
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	80,859
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	255
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	80,604

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				38,151
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				19,382
b From 2009				11,420
c From 2010				19,029
d From 2011				19,561
e From 2012				37,909
f Total of lines 3a through e	107,301			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 80,859				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				38,151
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	42,708			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	150,009			
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	19,382			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	130,627			
10 Analysis of line 9				
a Excess from 2009				11,420
b Excess from 2010				19,029
c Excess from 2011				19,561
d Excess from 2012				37,909
e Excess from 2013				42,708

Part XV Supplementary Information (continued)

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

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
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	78,200
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions													
	Short Term CG Distributions													
							Capital Gains/Losses							
							Other sales							
								149,749	0			154,439		-4,690
1	GEN ELEC CAP CRP MTN 5 69	36962GX41			3/22/2007		6/9/2014	50,000	51,318					-1,318
2	MCDONALD'S CORP MTN 1 8	58013MEQ3			7/24/2012		2/18/2014	24,991	25,950					-959
3	MCDONALD'S CORP MTN 1 8	58013MEQ3			7/24/2012		9/29/2014	24,758	25,950					-1,192
4	PROCTER & GAMBLE CO 4 8	742718DA4			11/30/2007		8/15/2014	50,000	51,221					-1,221

Part I, Line 18 (990-PF) - Taxes

		256	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED TAX PAYMENTS	256			

Part II, Line 13 (990-PF) - Investments - Other

		771,990	728,582	724,647
		Book Value	Book Value	FMV
		Beg of Year	End of Year	End of Year
1	SEE ATTACHED		728,582	724,647

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	1	Amount
1 Credit from prior year return		1	45
2 First quarter estimated tax payment	2/10/2014	2	256
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	301



TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1116662

PORTFOLIO SUMMARY

AS OF 09/30/14

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	3,365.18-	0.44-%	3,365.18-			
STIF & MONEY MARKET FUNDS	42,091.64	5.49 %	42,091.64	0.00	21	0.05 %
US GOVERNMENT & AGENCY BONDS	98,588.00	12.86 %	100,021.00	1,433.00-	3,215	3.26 %
CORPORATE OBLIGATIONS	626,057.25	81.65 %	628,558.70	2,501.45-	23,200	3.71 %
PRIVATE DEBT OBLIGATIONS	2.00	0.00 %	2.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	763,373.71	99.56 %	767,308.16	3,934.45-	26,436	3.45 %
INCOME PORTFOLIO						
INCOME CASH	3,365.18	0.44 %	3,365.18			

TOTAL ASSETS 766,738.89



TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1115662

PORTFOLIO DETAIL
AS OF 09/30/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	3,365.18- 0.44-%	3,365.18-			
STIF & MONEY MARKET FUNDS						
42,091.64	PWM FIDUCIARY MASTER DEP ACCT CUSIP: 99A101DF0	42,091.64 1.000 5.49 %	42,091.64 1.00	0.00	21	0.05 % 0.00 %
US GOVERNMENT & AGENCY BONDS						
50,000	FEDERAL FARM CREDIT BANK DTD 08/21/2012 2.980% 08/21/2026 CALLABLE CUSIP: 3133EAM62	48,011.00 96.022 6.26 %	50,150.00 100.30	2,139.00-	1,490	3.10 % 3.39 %
50,000	FEDERAL FARM CREDIT BANK DTD 02/05/2009 3.450% 02/05/2015 NON CALLABLE CUSIP: 31331GMK2	50,577.00 101.154 6.60 %	49,871.00 99.74	706.00	1,725	3.41 % 0.12 %
TOTAL US GOVERNMENT & AGENCY BONDS		98,588.00	100,021.00	1,433.00-	3,215	3.26 %



TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1116662

PORTFOLIO DETAIL
AS OF 09/30/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
100,000	ANHEUSER-BUSCH IMBEV WORLDWIDE DTD 01/27/2011 4.375% 02/15/2021 NON CALLABLE CUSIP: 03523TBB3 MOODY'S RATING: A2	108,469.00 108.469 14.15 %	111,030.00 111.03	2,561.00-	4,375	4.03 % 2.91 %
75,000	BERKSHIRE HATHAWAY FIN DTD 12/15/2010 2.450% 12/15/2015 NON CALLABLE CUSIP: 084664BNO MOODY'S RATING: AA2	76,744.50 102.326 10.01 %	75,702.00 100.94	1,042.50	1,838	2.39 % 0.52 %
25,000	BERKSHIRE HATHAWAY INC DTD 08/15/2011 3.750% 08/15/2021 NON CALLABLE CUSIP: 084670BC1 MOODY'S RATING: AA2	26,578.25 106.313 3.47 %	25,133.20 100.53	1,445.05	938	3.53 % 2.74 %
50,000	CISCO SYSTEMS INC DTD 03/16/2011 3.150% 03/14/2017 NON CALLABLE CUSIP: 17275RAK8 MOODY'S RATING: A1	52,438.50 104.877 6.84 %	54,788.50 109.58	2,350.00-	1,575	3.00 % 1.13 %
50,000	COLGATE-PALMOLIVE CO MEDIUM TERM NOTE DTD 11/06/2006 5.200% 11/07/2016 NON CALLABLE CUSIP: 19416QDHO MOODY'S RATING: AA3	54,516.00 109.032 7.11 %	53,000.00 106.00	1,516.00	2,600	4.77 % 0.86 %



TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1116662

PORTFOLIO DETAIL

AS OF 09/30/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
50,000	CREDIT SUISSE USA INC DTD 03/02/2006 5.375% 03/02/2016 NON CALLABLE CUSIP: 225434AG4 MOODY'S RATING: A1	53,186.00 106.372 6.94 %	50,132.00 100.26	3,054.00	2,688	5.05 % 0.86 %
50,000	E.I. DU PONT DE NEMOURS DTD 02/15/2013 2.800% 02/15/2023 NON CALLABLE CUSIP: 263534CK3 MOODY'S RATING: A2	48,441.50 96.883 6.32 %	50,070.00 100.14	1,628.50-	1,400	2.89 % 3.23 %
50,000	GOLDMAN SACHS GROUP INC DTD 01/12/2005 5.125% 01/15/2015 NON CALLABLE CUSIP: 38141GEA8 MOODY'S RATING: BAA1	50,664.00 101.328 6.61 %	50,041.50 100.08	622.50	2,563	5.06 % 0.56 %
50,000	NORTHERN TRUST CORP DTD 11/04/2010 3.450% 11/04/2020 NON CALLABLE CUSIP: 665859AL8 MOODY'S RATING: A2	52,603.50 105.207 6.86 %	50,757.00 101.51	1,846.50	1,725	3.28 % 2.52 %
50,000	NUCOR CORP DTD 09/21/2010 4.125% 09/15/2022 CALLABLE CUSIP: 670346AL9 MOODY'S RATING: BAA1	52,656.50 105.313 6.87 %	54,152.50 108.30	1,496.00-	2,063	3.92 % 3.36 %
50,000	TOTAL CAPITAL INTL SA DTD 02/17/2012 2.875% 02/17/2022 NON CALLABLE CUSIP: 89153VAB5	49,759.50 99.519 6.49 %	53,752.00 107.50	3,992.50-	1,438	2.89 % 2.95 %



TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1116662

PORTFOLIO DETAIL
AS OF 09/30/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
	TOTAL CORPORATE OBLIGATIONS	626,057.25	628,558.70	2,501.45-	23,200	3.71 %
	PRIVATE DEBT OBLIGATIONS					
1	CARNEGIE CAPITAL LLC PROM NT ORIG AMT \$300,000.00 DTD 05/18/10 8.000% DUE 05/18/11 CUSIP: 994939FA9	1.00 100.000 0.00 %	1.00 100.00	0.00	0	0.00 % 0.00 %
1	CARNEGIE CAPITAL LLC PROM NT ORIG AMT \$200,000.00 DTD 10/01/09 10.000% DUE 10/01/10 CUSIP: 994939FB7	1.00 100.000 0.00 %	1.00 100.00	0.00	0	0.00 % 0.00 %
	TOTAL PRIVATE DEBT OBLIGATIONS	2.00	2.00	0.00	0	0.00 %
	PRINCIPAL PORTFOLIO TOTAL	763,373.71	767,308.16	3,934.45-	26,436	3.45 %
	INCOME PORTFOLIO					
	INCOME CASH	3,365.18 0.44 %	3,365.18			



TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1116662

PORTFOLIO DETAIL

AS OF 09/30/14

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
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TOTAL SHARES



TRANSACTION SUMMARY

TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 11116662

09/01/14 THROUGH 09/30/14

PAGE 8

	<u>PRINCIPAL CASH</u>	<u>INCOME CASH</u>	<u>FED TAX COST</u>
BEGINNING BALANCES	273.30-	273.30	768,773.46
RECEIPTS			
INTEREST	0.00	3,320.05	0.00
DIVIDENDS	0.00	3.21	0.00
SALES & MATURITIES	24,757.50	0.00	25,949.50-
TOTAL RECEIPTS	<u>24,757.50</u>	<u>3,323.26</u>	<u>25,949.50-</u>
DISBURSEMENTS			
ADMINISTRATIVE EXPENSES	0.00	231.38-	0.00
TOTAL DISBURSEMENTS	<u>0.00</u>	<u>231.38-</u>	<u>0.00</u>
CASH SWEEP TRANSACTIONS			
SWEEP PURCHASES	28,080.76-	0.00	28,080.76
SWEEP SALES	231.38	0.00	231.38-
TOTAL CASH SWEEP TRANSACTIONS	<u>27,849.38-</u>	<u>0.00</u>	<u>27,849.38</u>



MARKET VALUE SUMMARY

TR U/A THE SHAPIRO FOUNDATION
ACCOUNT NO. 1116662

09/01/14 THROUGH 09/30/14

PAGE 9

BEGINNING MARKET VALUE		771,288.01
RECEIPTS		
INTEREST	3,320.05	
DIVIDENDS	3.21	
GAIN/LOSS ON SALES & MATURITIES	<u>1,192.00</u>	2,131.26
TOTAL RECEIPTS		
DISBURSEMENTS		
ADMINISTRATIVE EXPENSES	<u>231.38</u>	231.38
TOTAL DISBURSEMENTS		
NET CHANGE IN MARKET VALUE		<u>6,449.00</u>
ENDING MARKET VALUE		766,738.89

TR U/A THE SHAPIRO FOUNDATION

62-1259432 Page 1 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

THE POETS HOUSE

Street

10 RIVER TERRACE

City

NEW YORK

State

NY

Zip Code

10282

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

25,000

Name

ROGUE MACHINE

Street

5041 WEST PICO BLVD

City

LOS ANGELES

State

CA

Zip Code

90019

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

ACTORS FOR THEMSELVES C/O JOE STERN

Street

660 N LAS CASAS

City

PACIFIC PALISADES

State

CA

Zip Code

90272

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

ONE ON ONE ATTN: M. SCHWARTZ

Street

3504 BUTLER AVE

City

LOS ANGELES

State

CA

Zip Code

90066

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

PARTNERS FOR PROGRESSIVE ISRAEL

Street

114 WEST 26TH ST. #1002

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

30,000

Name

AMERICANS FOR PEACE NOW

Street

2100 M ST, N.W. SUITE 619

City

WASHINGTON

State

DC

Zip Code

20037

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

10,000

TR U/A THE SHAPIRO FOUNDATION

62-1259432 Page 2 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PARIS PRESS

Street

PO BOX 487

City

ASHFIELD

State
MA**Zip Code**
01330**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

FILM INDEPENDENCE ATTN: ELIZABETH JONES

Street

9911 WEST PICO BLVD, 11TH FLOOR

City

LOS ANGELES

State
CA**Zip Code**
90035**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,500

Name

THE HELP GROUP ATTN CINDIE

Street

13130 BURBANK BLVD

City

SHERMAN OAKS

State
CA**Zip Code**
91401**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

TEAM PRIME TIME

Street

PO BOX 241496

City

LOS ANGELES

State
CA**Zip Code**
90024**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

BATES DANCE FESTIVAL ATTN LAURA SAURE

Street

163 WOOD STREET

City

LEWISTON

State
ME**Zip Code**
04240-6016**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

3,000

Name

DOUG VARONE & DANCERS DOVA, INC. ATTN CATERINA BARTHA

Street

260 W BROADWAY, STE 4

City

NEW YORK

State
NY**Zip Code**
10013**Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

500

TR U/A THE SHAPIRO FOUNDATION

62-1259432 Page 3 of 3

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SPIRIT SERIES

Street

605 SAN VICENTE BLVD, STE 310

City SANTA MONICA	State CA	Zip Code 90402	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,200
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Name

JEWISH MUSIC COMMISSION

Street

16161 VENTURA BOULEVARD, SUITE C PMB 621

City ENCINO	State CA	Zip Code 91436	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 500
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Name

MST&DA (ROOSEVELT SCHOO) ATTN: MARY MCCATTY

Street

548 MAIN STREET

City NEW YORK	State NY	Zip Code 10044	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 500
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Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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