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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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.**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning **JUN 1, 2014**, and ending **MAY 31, 2015**

Name of foundation

Shoemate Foundation dtd 10/29/01

Number and street (or P.O. box number if mail is not delivered to street address)

Cummings & Lockwood, 75 Isham Road

Room/suite

400

City or town, state or province, country, and ZIP or foreign postal code

West Hartford, CT 06107

A Employer identification number

26-6000834

B Telephone number

(860) 313-4930C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

04

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 4,616,799.

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis.)

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 ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

613,601.**N/A**2 Check ☐ if the foundation is not required to attach Sch. B

Interest on savings and temporary cash investments

9.**9.****Statement 1**

4 Dividends and interest from securities

106,936.**106,936.****Statement 2**

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

198,119.b Gross sales price for all assets on line 6a **1,141,221.**

7 Capital gain net income (from Part IV, line 2)

198,119.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

918,665.**305,064.**

13 Compensation of officers, directors, trustees, etc

0.**0.****0.**

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

Stmt 3**10,171.****0.****0.**

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 4**6.****6.****0.**

24 Total operating and administrative expenses. Add lines 13 through 23

10,177.**6.****0.**

25 Contributions, gifts, grants paid

175,300.**175,300.**

26 Total expenses and disbursements. Add lines 24 and 25

185,477.**6.****175,300.**

27 Subtract line 26 from line 12:

733,188.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

305,058.

c Adjusted net income (if negative, enter -0-)

N/A423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	105,502.	60,730.	60,730.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	2,361,557.	2,964,595.	3,264,951.
	c Investments - corporate bonds Stmt 6	1,105,741.	1,280,663.	1,291,118.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,572,800.	4,305,988.	4,616,799.
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			
	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	0.	0.	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,572,800.	4,305,988.	
	30 Total net assets or fund balances	3,572,800.	4,305,988.	
	31 Total liabilities and net assets/fund balances	3,572,800.	4,305,988.	

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	3,572,800.
2 Enter amount from Part I, line 27a	2	733,188.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,305,988.
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	4,305,988.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached	P		
b See attached	P		
c Capital Gains Dividends			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 123,178.		122,894.	284.
b 954,969.		820,208.	134,761.
c 63,074.			63,074.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			284.
b			134,761.
c			63,074.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	198,119.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	257,355.	3,648,165.	.070544
2012	258,000.	3,054,384.	.084469
2011	133,300.	2,593,669.	.051394
2010	247,000.	2,370,609.	.104193
2009	294,130.	2,060,450.	.142750

2 Total of line 1, column (d)	2	.453350
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	.090670
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,249,229.
5 Multiply line 4 by line 3	5	385,278.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,051.
7 Add lines 5 and 6	7	388,329.
8 Enter qualifying distributions from Part XII, line 4	8	175,300.

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 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)		1	6,101.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	6,101.
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	6,101.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	7,069.	
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	7,069.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	968.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 7	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>Attorney Paul L. Bourdeau</u> Telephone no. ► <u>(860) 313-4930</u> Located at ► <u>Cummings & Lockwood, 75 Isham Rd., 400, W Hartfor</u> ZIP+4 ► <u>06107</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		1c
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2014?		4b
			X

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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 4945(d)(4)(A)? (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)?

N/A

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?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

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.

(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 Statement 8		0.	0.	0.

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

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

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

0

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Part 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	4,235,159.
b	Average of monthly cash balances	1b	78,779.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,313,938.
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	4,313,938.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,709.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,249,229.
6	Minimum investment return. Enter 5% of line 5	6	212,461.

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	212,461.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	6,101.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,101.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	206,360.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	206,360.
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	206,360.

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	175,300.
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	175,300.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175,300.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				206,360.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	192,347.			
b From 2010	130,022.			
c From 2011	6,286.			
d From 2012	108,814.			
e From 2013	82,016.			
f Total of lines 3a through e	519,485.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$	175,300.			
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				175,300.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	31,060.			31,060.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	488,425.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	161,287.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	327,138.			
10 Analysis of line 9:				
a Excess from 2010	130,022.			
b Excess from 2011	6,286.			
c Excess from 2012	108,814.			
d Excess from 2013	82,016.			
e Excess from 2014				

N/A

- b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

None

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				
Adopt a Soldier Platoon Inc P.O. Box 1111 Fair Lawn , NJ 07410	None	Public	Current Use for General Charitable Purposes	10,000.
Bird Rock Foundation Inc 5371 La Jolla Hermosa Ave Lajolla, CA 92037	None	Public	Current Use for General Charitable Purposes	7,000.
Blessing Hospital (Blessings Hospice) 1005 Broadway Street Quincy , IL 62301	None	Public	Current Use for General Charitable Purposes	1,000.
Boys and Girls Club Indian River County Inc 1729 17th Ave. Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	5,000.
Children's Miracle Network Hospitals (Duke Children's Fund) 205 West 700 South Salt Lake City, UT 84101	None	Public	Current Use for General Charitable Purposes	10,000.
Total	See continuation sheet(s)			175,300.
b Approved for future payment				
None				
Total				0.


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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			<div>May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</div>
	 Signature of officer or trustee	10-11-15 Date	Trustee Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Alison A. Sankner	<i>Alison Sankner</i>	10/08/15		P01608435
	Firm's name ▶ Cummings & Lockwood LLC				Firm's EIN ▶ 06-0312590
	Firm's address ▶ 75 Isham Road, Suite 400 West Hartford, CT 06107				Phone no. (860) 313-4900

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2014

Name of the organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Charles R. Shoemate Charitable Lead Annuity Trust dt 12/6/01 Charles Shoemate, Ttee, Cummings & Lockwood PO Box 271820 West Hartford, CT 06127	\$ 613,601.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

26-6000834

[illegible]

Name of organization

Employer identification number

Shoemate Foundation dtd 10/29/01

26-6000834

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Community Church of Vero Beach (United Church of Christ) 1901-23rd Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	13,000.
Doctor's Without Borders USA Inc. 333 Seventh Ave., 2nd Floor New York, NY 10001	None	Public	Current Use for General Charitable Purposes	500.
Gifford Youth Activity Center Foundation Inc. 4875 43rd Avenue Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	1,000.
Harvest Food & Outreach (Kingdom Harvest) 2050 40th Ave., Suite 10 Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	1,000.
Including Kids Inc. 5364 Fm 1960 Rd E Humble, TX 77346	None	Public	Current Use for General Charitable Purposes	2,000.
Indian River Golf Foundation 2800 Ocean Drive Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	5,000.
Johns Island Foundation Inc. 6001 Highway A1A PMB 8323 Indian River Shores, FL 32963	None	Public	Current Use for General Charitable Purposes	2,500.
La Jolla United Methodist Church Foundation 6063 La Jolla Blvd La Jolla, CA 92037	None	Public	Current Use for General Charitable Purposes	3,000.
Learning Alliance Inc. P.O. Box 643446 Vero Beach, FL 32964	None	Public	Current Use for General Charitable Purposes	2,500.
Mayo Clinic Florida 4500 San Pablo Rd S Jacksonville, FL 32224	None	Public	Current Use for General Charitable Purposes	10,000.
Total from continuation sheets				142,300.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Northside Achievement Zone 2123 West Broadway Avenue, Ste 100 Minneapolis, MN 55411	None	Public	Current Use for General Charitable Purposes	20,000.
ORCA 1420 Seaway Drive Fort Pierce, FL 34949	None	Public	Current Use for General Charitable Purposes	1,000.
Quail Valley Charities 6545 Pinnacle Drive Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	300.
RCMA 402 West Main Street Immokalee, FL 34142	None	Public	Current Use for General Charitable Purposes	5,000.
Riverside Children's Theatre 2993 Mary Street Riverside, CA 92506	None	Public	Current Use for General Charitable Purposes	37,000.
Riverside Theatre Inc. 3250 Riverside Park Dr. Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	4,000.
Salvation Army 1424 NE Express Wa Atlanta, GA 30329	None	Public	Current Use for General Charitable Purposes	1,000.
United Way of Indian River County P.O. Box 1960 Vero Beach, FL 32961	None	Public	Current Use for General Charitable Purposes	1,500.
University of Chicago 5235 S. Harper Court, 4th Floor Chicago, IL 60615	None	Public	Current Use for General Charitable Purposes	3,000.
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	23,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Mason Investment Advisory Services, Inc.
REALIZED GAINS AND LOSSES
Shoemate Foundation
4JK-015100
From 06-01-14 Through 05-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
SHORT TERM COVERED TRANSACTIONS							
12-20-2013	10-17-2014	693.85	Davis New York Venture Fund Class Y	28,391	26,413	-1,978	
11-04-2013	10-17-2014	247.47	Loomis Sayles Investment Grade Bond Cl. A	2,985	2,992	7	
12-13-2013	10-17-2014	295.21	T Rowe Price Equity Income Fund	9,526	9,518	-8	
12-19-2013	12-19-2014	28.70	Oppenheimer International Growth Fund Y	1,052	1,015	-37	
12-19-2014	03-05-2015	102.96	Vanguard Small Cap Growth Idx. Admiral Shs	4,559	4,783	224	
07-02-2014	05-22-2015	4,469.39	FPA New Income Fund Class A	45,504	45,271	-234	
12-17-2014	05-22-2015	71.31	T. Rowe Price Int'l Discovery Fund	3,592	4,157	566	
12-19-2014	05-22-2015	1,035.67	Vanguard International Explorer Fund	18,372	19,413	1,040	
06-02-2014	05-22-2015	316.38	Vanguard S/T Investment Grade Admiral Shs.	3,392	3,385	-8	
06-27-2014	05-28-2015	198.84	SPDR Index Int'l Small Cap ETF	5,520	6,232	712	
				122,894	123,178	284	
LONG TERM COVERED TRANSACTIONS							
12-20-2012	10-17-2014	1,783.83	Davis New York Venture Fund Class Y	64,427	67,905		3,478
02-02-2012	10-17-2014	1,008.95	Loomis Sayles Investment Grade Bond Cl. A	12,781	12,198		-583
06-29-2012	10-17-2014	2,458.31	T Rowe Price Equity Income Fund	65,031	79,256		14,225
12-18-2012	12-19-2014	42.91	Oppenheimer International Growth Fund Y	1,302	1,518		216
01-02-2014	03-05-2015	287.30	AMCAP Fund Class F-1	7,740	8,300		560
12-27-2013	03-05-2015	19.45	EuroPacific Growth Fund CL F	936	965		29
12-27-2013	03-05-2015	77.86	Vanguard International Value Portfolio	2,877	2,757		-120
04-04-2012	05-22-2015	4,503.59	FPA New Income Fund Class A	47,736	45,617		-2,119
06-22-2012	05-22-2015	85.97	SPDR Index Int'l Small Cap ETF	2,568	2,693		125
12-19-2012	05-22-2015	43.75	T. Rowe Price Int'l Discovery Fund	2,209	2,551		342

REALIZED GAIN DISCLAIMER

Please consult with your tax advisor regarding the appropriate treatment of these items on your income tax return.

We have gathered the information contained in this report from sources we believe to be reliable, but do not guarantee the accuracy or completeness of such information, and we assume no liability in supplying this information. We may be relying on information previously supplied by you. This report should not be regarded as tax or legal advice. It is important to verify the method of sales to generate gains and losses (For example, First In First Out (FIFO), Last IN Last OUT (LIFO), Highest Basis, or Specific Identification). Dates of acquisition and sale are trade date. Some of these dates may have been supplied by you. Be aware that federal tax exempt and state tax exempt interest may be comingled with fully taxable interest.

If the cost basis is listed as zero for any security the most likely reason is that this security was not originally purchased through Mason Securities. We recommend you provide us with the cost basis.

Mason Investment Advisory Services, Inc.
REALIZED GAINS AND LOSSES

Shoemate Foundation

4JK-015100

From 06-01-14 Through 05-31-15

Shoemate Foundation dtd 10/29/01
 Form 990-PF FYE 5/31/15
 EIN 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
01-02-2014	05-22-2015	14,576.93	Vanguard S/T Investment Grade Admiral Shs.	155,994	155,957		-37
				363,602	379,717		16,116
LONG TERM NON-COVERED TRANSACTIONS							
12-03-2008	10-17-2014	3,040.30	Davis New York Venture Fund Class Y	85,452	115,735		30,283
12-30-2005	10-17-2014	2,559.54	Loomis Sayles Investment Grade Bond Cl. A	28,542	30,945		2,403
04-09-2002	10-17-2014	3,901.48	T Rowe Price Equity Income Fund	86,177	125,784		39,607
05-13-2010	12-19-2014	2,931.30	Oppenheimer International Growth Fund Y	70,922	103,680		32,758
12-28-2006	03-05-2015	185.14	EuroPacific Growth Fund CL F	8,589	9,185		596
12-31-2010	03-05-2015	192.79	Vanguard International Value Portfolio	6,205	6,826		622
09-28-2007	05-22-2015	8,630.64	FPA New Income Fund Class A	94,899	87,420		-7,479
12-20-2007	05-22-2015	1,403.79	SPDR Index Int'l Small Cap ETF	37,741	43,984		6,243
09-21-2007	05-22-2015	894.09	T. Rowe Price Int'l Discovery Fund	38,081	51,693		13,612
				456,606	575,252		118,645

SUMMARY

SHORT TERM COVERED	122,894	123,178	284	
SHORT TERM NON-COVERED	0	0	0	
ALL SHORT TERM	122,894	123,178	284	
LONG TERM COVERED	363,602	379,717		16,116
LONG TERM NON-COVERED	456,606	575,252		118,645
ALL LONG TERM	820,208	954,969		134,761
TOTALS	943,102	1,078,147	284	134,761

REALIZED GAIN DISCLAIMER

Please consult with your tax advisor regarding the appropriate treatment of these items on your income tax return.

We have gathered the information contained in this report from sources we believe to be reliable, but do not guarantee the accuracy or completeness of such information, and we assume no liability in supplying this information. We may be relying on information previously supplied by you. This report should not be regarded as tax or legal advice. It is important to verify the method of sales to generate gains and losses (For example, First In First Out (FIFO), Last In Last Out (LIFO), Highest Basis, or Specific Identification). Dates of acquisition and sale are trade date. Some of these dates may have been supplied by you. Be aware that federal tax exempt and state tax exempt interest may be comingled with fully taxable interest.

If the cost basis is listed as zero for any security the most likely reason is that this security was not originally purchased through Mason Securities. We recommend you provide us with the cost basis.

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
AllianceBernstein Instl Prime Money Market Fund	9.	9.	
Total to Part I, line 3	9.	9.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
AMCAP Fund Class F	9,803.	9,803.	0.	0.	
Davis New York Venture Class Y	17,656.	16,532.	1,124.	1,124.	
DFA International Real Estate Securities Fund	8,748.	0.	8,748.	8,748.	
DFA US Large-Cap Value Fund					
Institutional	3,583.	1,234.	2,349.	2,349.	
DFA US Micro-Cap Fund Institutional Class	3,744.	3,294.	450.	450.	
DFA US Small-Cap Value Fund					
Institutional	2,968.	2,489.	479.	479.	
Dodge & Cox Income Fund	4,852.	503.	4,349.	4,349.	
Dodge & Cox International Fund	3,649.	0.	3,649.	3,649.	
Europacific Growth Fund CL F-1	1,287.	0.	1,287.	1,287.	
Europacific Growth Fund CL F-2	378.	0.	378.	378.	
FPA New Income Inc.	4,238.	0.	4,238.	4,238.	
Loomis Sayles Investment Grade Bond Fund CL A	714.	0.	714.	714.	
Oppenheimer International Growth Fund CL Y	1,226.	0.	1,226.	1,226.	
Pimco Commodity Real Return Strategy Fund	607.	0.	607.	607.	

Pimco Long				
Duration Total				
Return Fund Instl	909.	0.	909.	909.
Pimco Pims Foreign				
Bond Fund	8,448.	0.	8,448.	8,448.
Pimco Total Return				
Fund Institutional				
Class	7,635.	1,120.	6,515.	6,515.
SPDR Index Fds S&P				
Intl Small Cap	5,524.	3,452.	2,072.	2,072.
SPDR Index shs FDS				
S&P Global Nat Res	1,154.	0.	1,154.	1,154.
T Rowe				
Institutional				
Large Cap Growth	7,349.	6,194.	1,155.	1,155.
T Rowe Price				
Equity Income	1,918.	0.	1,918.	1,918.
T Rowe Price				
Institutional				
International Bond	2,472.	0.	2,472.	2,472.
T Rowe Price				
International				
Discovery	3,592.	2,814.	778.	778.
Vanguard Energy				
Fund Admiral				
Shares	4,970.	2,960.	2,010.	2,010.
Vanguard Energy				
Index Fund Admiral				
Shares	1,268.	0.	1,268.	1,268.
Vanguard Growth				
Index Fund Admiral				
Shares	1,435.	0.	1,435.	1,435.
Vanguard Index FDS				
Vanguard Small Cap	55.	0.	55.	55.
Vanguard Inflation				
Protected Fund				
Admiral Shares	5,847.	342.	5,505.	5,505.
Vanguard				
International				
Explorer Fund	1,356.	866.	490.	490.
Vanguard				
International				
Growth Fund	3,015.	0.	3,015.	3,015.
Vanguard				
International				
Value	5,494.	0.	5,494.	5,494.
Vanguard Long Term				
Investment Grade				
Fund Investor	4,065.	980.	3,085.	3,085.
Vanguard REIT				
Index Fund Admiral				
Shares	8,346.	0.	8,346.	8,346.
Vanguard REIT				
Index Signal Fund	4,452.	0.	4,452.	4,452.

Vanguard Short Term Corporate Bond Fund	3,606.	0.	3,606.	3,606.
Vanguard Small-Cap Growth Index Fund Admiral Class	619.	0.	619.	619.
Vanguard Small-Cap Value Index Fund Admiral Class	2,473.	0.	2,473.	2,473.
Vanguard Value Index Fund Admiral	3,699.	0.	3,699.	3,699.
Vanguard Value Index Signal Fund	3,344.	0.	3,344.	3,344.
Washington Mutual Investors Fund Class F	13,512.	10,491.	3,021.	3,021.
To Part I, line 4	170,010.	63,074.	106,936.	106,936.

Form 990-PF	Taxes	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
United States Treasury -Excise tax fye 5/31/14	3,102.	0.		0.
United States Treasury - Estimated excise tax fye 5/31/15	7,069.	0.		0.
To Form 990-PF, Pg 1, ln 18	10,171.	0.		0.

Form 990-PF	Other Expenses	Statement	4
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dividend Reinvestment Fees	6.	6.		0.
To Form 990-PF, Pg 1, ln 23	6.	6.		0.

Form 990-PF	Corporate Stock	Statement	5
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<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See attached schedule	2,964,595.	3,264,951.
Total to Form 990-PF, Part II, line 10b	2,964,595.	3,264,951.

Form 990-PF	Corporate Bonds	Statement	6
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<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
See attached schedule	1,280,663.	1,291,118.
Total to Form 990-PF, Part II, line 10c	1,280,663.	1,291,118.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	7
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Name of ContributorAddress

Charles Shoemate

180 Loggerhead Point
Vero Beach, FL 32963

Nancy Shoemate

180 Loggerhead Point
Vero Beach, FL 32963

Charles R. Shoemate Charitable Lead Annuity Trust dtd 12/6/01

Cummings & Lockwood LLC, PO Box 271820
West Hartford, CT 06127

Mason Investment Advisory Services, Inc.

Shoemate Foundation dtd 10/29/01

PORTFOLIO APPRAISAL

Form 990-PF FYE 5/31/15

EIN. 26-6000834

*Shoemate Foundation**4JK-015100**May 31, 2015*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Cash and Equivalents							
	Federated Prime Value Obligations Service		60,730		60,730	1.3	?
			60,730		60,730	1.3	0.0
Taxable Bond Funds							
Short Term Maturities							
32,868.526	PIMCO Low Duration Fund Institutional Cl.	10.04	330,016	10.04	330,000	7.1	2.0
			330,016		330,000	7.1	2.0
Intermediate Term Maturities							
12,914.777	Dodge & Cox Income	13.12	169,498	13.83	178,611	3.9	?
16,150.436	PIMCO Total Return Fund Institutional Cl.	10.85	175,259	10.70	172,810	3.7	2.2
			344,758		351,421	7.6	1.1
Long Term Maturities							
4,338.647	PIMCO Long Duration Total Return Inst. Cl.	11.93	51,742	11.75	50,979	1.1	4.0
6,190.890	Vanguard L/T Investment Grade Admiral Shs.	9.78	60,559	10.33	63,952	1.4	4.5
			112,301		114,931	2.5	4.3
	Taxable Bond Funds Total		787,075		796,352	17.2	1.9
Treasury Inflation Protected Securities							
10,275.448	Vanguard Inflation Protected Fund Adm Shs	24.98	256,710	26.09	268,086	5.8	1.3
			256,710		268,086	5.8	1.3
International Bonds							
10,345.052	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.45	108,063	10.72	110,899	2.4	2.0
13,799.888	T Rowe International Bond Fund Inst Shs	9.33	128,814	8.39	115,781	2.5	2.4
			236,878		226,680	4.9	2.2
U.S. Equities							
Large Cap Value							
8,075.333	DFA US Large Value Institutional Class	32.03	258,616	34.84	281,345	6.1	1.8
9,447.748	Vanguard Value Index Fund Admiral Shares	23.94	226,162	33.45	316,027	6.8	2.3
6,679.316	Washington Mutual Investors Fund Class F-2	40.20	268,512	41.42	276,657	6.0	2.0
			753,290		874,029	18.9	2.1

Mason Investment Advisory Services, Inc.

Shoemate Foundation dtd 10/29/01

PORTFOLIO APPRAISAL

Form 990-PF FYE 5/31/15

EIN 26-6000834

Shoemate Foundation***4JK-015100******May 31, 2015***

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Large Cap Growth							
4,552.220	AMCAP Fund Class F-1	23.72	107,982	29.42	133,926	2.9	6.5
3,774.392	T Rowe Price Inst.	28.71	108,366	29.61	111,760	2.4	0.0
Large Cap Growth							
2,298.745	Vanguard Growth Index Fund Admiral Shares	49.92	114,758	56.16	129,098	2.8	1.2
			331,106		374,784	8.1	2.8
U.S. Equities Total			1,084,396		1,248,813	27.0	2.3
International Equities							
International Large Cap Value							
3,847.699	Dodge & Cox International Stock Fund	30.53	117,457	45.04	173,300	3.8	2.2
5,696.493	Vanguard International Value Portfolio	32.13	183,040	36.82	209,745	4.5	2.6
			300,497		383,045	8.3	2.4
International Large Cap Growth							
1,986.244	EuroPacific Growth Fund CL F	31.43	62,420	51.12	101,537	2.2	1.2
487.494	Europacific Growth Fund Class F-2	48.11	23,453	51.30	25,008	0.5	1.5
1,830.724	Vanguard International Growth Admiral Shs	70.84	129,682	75.22	137,707	3.0	2.2
			215,555		264,252	5.7	1.8
International Equities Total			516,052		647,298	14.0	2.1
Growth Real Estate							
Domestic Growth Real Estate							
3,108.926	Vanguard REIT Index Fund Admiral Shares	97.77	303,961	112.19	348,790	7.6	3.8
			303,961		348,790	7.6	3.8
Global Growth Real Estate							
27,915.491	DFA International Real Estate Sec Fnd Inst	5.36	149,749	5.35	149,348	3.2	5.3
			149,749		149,348	3.2	5.3
Growth Real Estate Total			453,710		498,138	10.8	4.3
Small Company							
Small Cap Value							
2,253.219	DFA U.S. Small Cap Value Fund	34.62	78,001	35.82	80,710	1.7	0.9
719.533	Vanguard Small Cap Value ETF	62.68	45,100	109.46	78,760	1.7	1.7

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Shoemate Foundation

4JK-015100

May 31, 2015

Shoemate Foundation dtd 10/29/01

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EIN 26-6000834

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
1,568.645	Vanguard Small Cap Value Index Admiral Shs	42.84	67,202	47.01	73,742	1.6	1.8
			190,304		233,212	5.1	1.4
Small Cap Growth							
3,607.123	DFA US Micro Cap Portfolio	19.75	71,227	19.84	71,565	1.6	0.8
1,478.234	Vanguard Small Cap Growth Idx Admiral Shs	42.99	63,542	47.29	69,906	1.5	1.0
			134,769		141,471	3.1	0.9
	Small Company Total		325,073		374,683	8.1	1.2
Aggressive International							
3,043.933	DFA International Small Cap	19.13	58,216	18.85	57,378	1.2	2.2
544.000	Vanguard FTSE All World Ex-US SC	106.91	58,161	104.99	57,115	1.2	2.4
			116,377		114,493	2.5	2.3
Energy/Natural Resources							
Energy							
712.600	Vanguard Energy Fund Admiral Shares	119.28	84,998	102.49	73,034	1.6	2.3
1,171.743	Vanguard Energy Index Fund Admiral Shares	62.12	72,784	55.45	64,973	1.4	2.0
			157,782		138,008	3.0	2.2
Natural Resources							
1,326.000	SPDR S&P Global Natural Resources	48.61	64,462	45.11	59,816	1.3	2.9
			64,462		59,816	1.3	2.9
	Energy/Natural Resource Total		222,244		197,823	4.3	2.4
Commodities							
42,037.285	PIMCO Commodity Real Return Strategy Inst.	5.87	246,743	4.37	183,703	4.0	1.9
			246,743		183,703	4.0	1.9
TOTAL PORTFOLIO			4,305,988		4,616,799	100.0	2.2

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 8
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Charles Shoemate 180 Loggerhead Point Vero Beach, FL 32963	Trustee 0.00	0.	0. 0.
Nancy Shoemate 180 Loggerhead Point Vero Beach, FL 32963	Trustee 0.00	0.	0. 0.
Steven R. Shoemate 284 Mott Street, Apt. 1B New York, NY 10012	Trustee 0.00	0.	0. 0.
Jeffrey D. Shoemate 4232 Scott Terrace Minneapolis, MN 55416	Trustee 0.00	0.	0. 0.
Scott C. Shoemate 1354 E. Gilmer Drive Salt Lake City, UT 84105	Trustee 0.00	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		0.	0. 0.