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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

2015

Open to Public Inspection

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

For calendar year 2015 or tax year beginning JUN 1, 2015, and ending MAY 31, 2016

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) Room/suite  
**Cummings & Lockwood 75 Isham Rd 400**

City or town, state or province, country, and ZIP or foreign postal code  
**West Hartford, CT 06107**

**G** Check all that apply  
☐ Initial return  
☐ Final return  
☐ Address change  
☐ Initial return of a former public charity  
☐ Amended return  
☐ 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)  
**\$ 5,119,065.** (Part I, column (d) must be on cash basis.)

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

**A** Employer identification number  
**26-6000834**

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

**C** If exemption application is pending, check here ☐

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

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

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

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		736,321.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		60.	60.		Statement 1
4 Dividends and interest from securities		115,044.	115,044.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<10,092.>			
b Gross sales price for all assets on line 6a		56,067.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		841,333.	115,104.		
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		5,136.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		25.	25.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,161.	25.		0.
25 Contributions, gifts, grants paid		176,500.			176,500.
26 Total expenses and disbursements. Add lines 24 and 25		181,661.	25.		176,500.
27 Subtract line 26 from line 12		659,672.			
a Excess of revenue over expenses and disbursements			115,079.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	60,730.	102,661.	102,661.
	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	2,964,595.	3,434,651.	3,587,469.
	c Investments - corporate bonds Stmt 6	1,280,663.	1,428,348.	1,428,935.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	4,305,988.	4,965,660.	5,119,065.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,305,988.	4,965,660.	
30 <b>Total net assets or fund balances</b>	4,305,988.	4,965,660.		
31 <b>Total liabilities and net assets/fund balances</b>	4,305,988.	4,965,660.		

**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	4,305,988.
2 Enter amount from Part I, line 27a	2	659,672.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,965,660.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	4,965,660.

**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 Short Term - See attached	P		
b Long Term - 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			<135.>
b			<66,024.>
c 56,067.			56,067.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<135.>
b			<66,024.>
c			56,067.
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	<10,092.>
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))
2014	175,300.	4,249,229.	.041255
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

2 Total of line 1, column (d)	2	.351855
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	.070371
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	4,603,208.
5 Multiply line 4 by line 3	5	323,932.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,151.
7 Add lines 5 and 6	7	325,083.
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	176,500.

**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	2,302.
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	2,302.
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	2,302.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,104.
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	6,104.
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	3,802.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 3,802. Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► Attorney Paul L. Bourdeau Telephone no ► (860) 313-4930 Located at ► Cummings & Lockwood, 75 Isham Rd., 400, W Hartford ZIP+4 ► 06107		
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		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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?

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 VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,592,994.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	80,314.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	4,673,308.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,673,308.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	70,100.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,603,208.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	230,160.

**Part XI****Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	230,160.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	2,302.
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,302.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	227,858.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	227,858.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	227,858.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	176,500.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	176,500.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	176,500.

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

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

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				227,858.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2015.				
a From 2010	130,022.			
b From 2011	6,286.			
c From 2012	108,814.			
d From 2013	82,016.			
e From 2014				
f Total of lines 3a through e	327,138.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$	176,500.			
a Applied to 2014, 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 2015 distributable amount				176,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	51,358.			51,358.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	275,780.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	78,664.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	197,116.			
10 Analysis of line 9				
a Excess from 2011	6,286.			
b Excess from 2012	108,814.			
c Excess from 2013	82,016.			
d Excess from 2014				
e Excess from 2015				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling \_\_\_\_\_.

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b 85% of line 2a**

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a "Assets" alternative test - enter  
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

**Part XV** **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

## 1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

None

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

None

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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Attorney Paul L. Bourdeau, Cummings & Lockwood LLC, (860) 313-4930  
75 Isham Rd., Ste. 400, West Hartford, CT 06107

- b. The form in which applications should be submitted and information and materials they should include**

## Letter

- c Any submission deadlines**

None

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

None

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<b>a Paid during the year</b>				
Bird Rock Foundation Inc 5371 La Jolla Hermosa Ave LaJolla, CA 92037	None	Public	Current Use for General Charitable Purposes	7,000.
Blake School 110 Blake Rd S Hopkins, MN 55343	None	Public	Current Use for General Charitable Purposes	10,000.
Boys and Girls Club Indian River County 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.
Community Church of Vero Beach (United Church of Christ) 1901-23rd Street Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	12,000.
<b>Total</b>	See continuation sheet(s)			<b>176,500.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>



## Part XVII

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

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

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

► Charles H. Shorvate

7-28-16

Trustee

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

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN	
------	--

Carol J. DeRosier

Carol Dekosier

7113116

P01246704

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

Form **990-PF** (2015)

**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
Fund for American Studies 1706 New Hampshire Avenue, NW Washington, DC 20009	None	Public	Current Use for General Charitable Purposes	2,500.
Girls Educational and Mentoring Services Inc. (GEMS) 201 W 148th Street, Ground Floor New York, NY 10039	None	Public	Current Use for General Charitable Purposes	10,000.
Hibiscus Childrens Center Foundation PO Box 305 Jensen Beach, FL 34958	None	Public	Current Use for General Charitable Purposes	1,000.
Indian River County Habitat for Humanity, Inc. 4568 N. US Highway 1 Vero Beach, FL 32967	None	Public	Current Use for General Charitable Purposes	1,000.
Indian River Hospital Foundation Inc. 1000 36th St. Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	2,000.
Indian River Land Trust 80 Royal Palm Pointe, Suite 301 Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	3,000.
Johns Island Community Service League Inc. (JICSL) 6001 N Hwy A1A Box 8133 Indian River Shores, 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	2,000.
La Jolla United Methodist Church Foundation 6063 La Jolla Blvd La Jolla, CA 92037	None	Public	Current Use for General Charitable Purposes	3,000.
Mayo Clinic Florida 4500 San Pablo Rd S Jacksonville, FL 32224	None	Public	Current Use for General Charitable Purposes	10,000.
<b>Total from continuation sheets</b>				<b>132,500.</b>

**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
Mayo Clinic Florida 4500 San Pablo Rd S Jacksonville, FL 32224	None	Public	Current Use for General Charitable Purposes	18,000.
Riverside Theatre Inc. 3250 Riverside Park Dr. Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	30,000.
United Against Poverty, Inc. 2050 40th Ave., Suite 9 Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	20,000.
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	6,000.
Vero Beach Museum of Art 3001 Riverside Park Drive Vero Beach, FL 32963	None	Public	Current Use for General Charitable Purposes	7,500.
VNA & Hospice Foundation (Visiting Nurses of Indian River County Inc) 1110 35th Lane Vero Beach, FL 32960	None	Public	Current Use for General Charitable Purposes	2,000.
Wesley Village (General Council Finance & Admins United Methodist Church) 1 Music Cir N Nashville, TN 37203	None	Public	Current Use for General Charitable Purposes	3,000.
Western Illinois University Foundation 1 University Circle No 303 Macomb, IL 61455	None	Public	Current Use for General Charitable Purposes	2,000.
Whale Trust PO Box 243 Makawao, HI 96768	None	Public	Current Use for General Charitable Purposes	2,000.
Total from continuation sheets				

### 3 Grants and Contributions Paid During the Year (Continuation)

523631  
04-01-15

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

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

OMB No 1545-0047

**2015**

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) (2015)**

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 Cummings & Lockwood 75 Isham Rd #400 West Hartford, CT 06107	\$ 736,321.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

26-6000834

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

[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

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

**Shoemate Foundation**

**4JK-015100**

**From 06-01-15 Through 05-31-16**

Shoemate Foundation dtd 10/29/01  
 Form 990-PF FYE 5/31/16  
 EIN: 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-19-14	08-28-15	746.993	Vanguard Inflation Protected Fund Adm. Shs	19,635	19,233	-402	
09-29-14	08-28-15	70.489	Dodge & Cox Income	974	954	-20	
03-30-15	08-28-15	0.928	Dodge & Cox Income	13	13	0	
03-30-15	08-28-15	1.857	Dodge & Cox Income	26	25	-1	
03-30-15	08-28-15	88.216	Dodge & Cox Income	1,218	1,194	-24	
12-19-14	08-28-15	1,816.860	Dodge & Cox Income	25,016	24,587	-430	
12-23-14	08-28-15	68.882	Dodge & Cox Income	948	932	-16	
12-23-14	08-28-15	7.917	Dodge & Cox Income	109	107	-2	
12-23-14	08-28-15	35.629	Dodge & Cox Income	490	482	-8	
06-29-15	08-28-15	90.280	Dodge & Cox Income	1,227	1,222	-5	
06-27-14	08-28-15	34.599	Dodge & Cox Income	480	468		-11
06-22-15	12-07-15	56.476	Vanguard Value Index Fund Admiral Shares	1,880	1,826	-54	
12-22-14	12-07-15	56.458	Vanguard Value Index Fund Admiral Shares	1,867	1,825	-42	
03-25-15	12-07-15	55.870	Vanguard Value Index Fund Admiral Shares	1,831	1,806	-25	
09-24-14	12-07-15	53.956	Vanguard Value Index Fund Admiral Shares	1,721	1,744		-23
06-24-14	12-07-15	51.094	Vanguard Value Index Fund Admiral Shares	1,623	1,652		29
03-25-14	12-07-15	51.126	Vanguard Value Index Fund Admiral Shares	1,535	1,653		118
01-02-14	12-07-15	894.654	Vanguard Value Index Fund Admiral Shares	26,416	28,923		2,507
12-24-13	12-07-15	53.797	Vanguard Value Index Fund Admiral Shares	1,582	1,739		157
09-23-13	12-07-15	48.200	Vanguard Value Index Fund Admiral Shares	1,337	1,558		222
06-24-13	12-07-15	47.222	Vanguard Value Index Fund Admiral Shares	1,235	1,527		292
11-20-07	12-07-15	124.653	Vanguard Value Index Fund Admiral Shares	3,201	4,030		829
10-17-13	03-24-16	2,395.437	DFA International Real Estate Sec Fnd Inst	13,177	12,583		-593
01-02-14	03-24-16	150.000	SPDR S&P Global Natural Resources	7,482	5,166		-2,316
10-17-13	03-24-16	61.000	SPDR S&P Global Natural Resources	3,041	2,101		-940
10-17-13	03-24-16	136.319	Vanguard Energy Fund Admiral Shares	17,507	11,183		-6,323
03-25-15	03-24-16	18.461	Vanguard REIT Index Fund Admiral Shares	2,241	2,115	-125	
03-21-16	03-24-16	38.678	Vanguard REIT Index Fund Admiral Shares	4,499	4,432	-67	
12-22-14	03-24-16	41.507	Vanguard REIT Index Fund Admiral Shares	4,762	4,756		-6
06-24-14	03-24-16	21.348	Vanguard REIT Index Fund Admiral Shares	2,259	2,446		187
06-24-14	03-24-16	6.455	Vanguard REIT Index Fund Admiral Shares	683	740		57
09-24-14	03-24-16	6.485	Vanguard REIT Index Fund Admiral Shares	660	743		83
09-24-14	03-24-16	13.535	Vanguard REIT Index Fund Admiral Shares	1,377	1,551		173
04-01-15	03-24-16	22.095	Vanguard L/T Investment Grade Admiral Shs.	241	228	-13	
04-01-15	03-24-16	8.070	Vanguard L/T Investment Grade Admiral Shs.	88	83	-5	
04-01-15	03-24-16	30.374	Vanguard L/T Investment Grade Admiral Shs.	331	314	-17	
05-01-15	03-24-16	21.913	Vanguard L/T Investment Grade Admiral Shs.	232	226	-6	

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

**Shoemate Foundation**  
**4JK-015100**

*From 06-01-15 Through 05-31-16*

Shoemate Foundation dtd 10/29/01  
Form 990-PF FYE 5/31/16  
EIN: 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
06-01-15	03-24-16	23.434	Vanguard L/T Investment Grade Admiral Shs.	242	242	0	
02-02-15	03-24-16	21.279	Vanguard L/T Investment Grade Admiral Shs.	241	220		-22
03-02-15	03-24-16	19.836	Vanguard L/T Investment Grade Admiral Shs.	218	205		-13
09-02-14	03-24-16	21.895	Vanguard L/T Investment Grade Admiral Shs.	236	226		-10
12-01-14	03-24-16	21.523	Vanguard L/T Investment Grade Admiral Shs.	232	222		-9
01-02-15	03-24-16	22.310	Vanguard L/T Investment Grade Admiral Shs.	240	230		-9
12-18-14	03-24-16	26.183	Vanguard L/T Investment Grade Admiral Shs.	280	270		-10
12-18-14	03-24-16	52.367	Vanguard L/T Investment Grade Admiral Shs.	561	541		-20
11-03-14	03-24-16	22.030	Vanguard L/T Investment Grade Admiral Shs.	234	227		-7
06-02-14	03-24-16	22.663	Vanguard L/T Investment Grade Admiral Shs.	238	234		-4
07-01-14	03-24-16	21.882	Vanguard L/T Investment Grade Admiral Shs.	229	226		-3
08-01-14	03-24-16	22.643	Vanguard L/T Investment Grade Admiral Shs.	237	234		-3
10-01-14	03-24-16	21.753	Vanguard L/T Investment Grade Admiral Shs.	227	225		-3
05-01-14	03-24-16	22.294	Vanguard L/T Investment Grade Admiral Shs.	229	230		1
03-03-14	03-24-16	21.070	Vanguard L/T Investment Grade Admiral Shs.	214	218		4
04-02-14	03-24-16	23.690	Vanguard L/T Investment Grade Admiral Shs.	240	245		5
04-02-14	03-24-16	7.390	Vanguard L/T Investment Grade Admiral Shs.	75	76		1
02-03-14	03-24-16	21.873	Vanguard L/T Investment Grade Admiral Shs.	219	226		7
01-02-14	03-24-16	177.762	Vanguard L/T Investment Grade Admiral Shs.	1,727	1,836		109
12-22-15	04-07-16	649.015	Vanguard International Value Portfolio	20,116	19,453	-664	
12-21-15	04-07-16	123.238	Vanguard International Value Portfolio	3,771	3,694	-77	
12-19-14	04-07-16	1,465.906	Vanguard International Value Portfolio	51,791	43,937		-7,854
12-22-15	04-07-16	1,657.967	Dodge & Cox International Stock Fund	60,366	55,676	-4,690	
12-23-15	04-07-16	89.531	Dodge & Cox International Stock Fund	3,232	3,007	-226	
01-02-14	04-07-16	101.267	Dodge & Cox International Stock Fund	4,297	3,401		-896
06-09-15	04-29-16	36.881	DFA US Large Value Institutional Class	1,267	1,161	-106	
12-19-14	04-29-16	461.374	DFA US Large Value Institutional Class	15,697	14,523		-1,174
06-19-15	04-29-16	298.122	PIMCO Commodity Real Return Strategy Inst.	2,564	2,079	-485	
09-18-15	04-29-16	415.142	PIMCO Commodity Real Return Strategy Inst.	3,060	2,895	-164	
12-20-06	04-29-16	61.090	PIMCO Commodity Real Return Strategy Inst.	1,764	426		-1,338
03-23-07	04-29-16	26.642	PIMCO Commodity Real Return Strategy Inst.	768	186		-583
06-22-07	04-29-16	35.827	PIMCO Commodity Real Return Strategy Inst.	1,014	250		-764

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

*Shoemate Foundation*

**4JK-015100**

*From 06-01-15 Through 05-31-16*

Shoemate Foundation dtd 10/29/01  
 Form 990-PF FYE 5/31/16  
 EIN: 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-28-06	04-29-16	61.222	PIMCO Commodity Real Return Strategy Inst.	1,703	427		-1,276
09-22-06	04-29-16	8.397	PIMCO Commodity Real Return Strategy Inst.	231	59		-172
10-23-08	04-29-16	60.395	PIMCO Commodity Real Return Strategy Inst.	1,185	421		-764
03-18-11	04-29-16	159.315	PIMCO Commodity Real Return Strategy Inst.	2,976	1,111		-1,865
12-31-10	04-29-16	123.041	PIMCO Commodity Real Return Strategy Inst.	2,286	858		-1,428
06-17-11	04-29-16	297.678	PIMCO Commodity Real Return Strategy Inst.	5,281	2,076		-3,205
09-16-11	04-29-16	295.951	PIMCO Commodity Real Return Strategy Inst.	5,002	2,064		-2,938
09-17-10	04-29-16	160.044	PIMCO Commodity Real Return Strategy Inst.	2,548	1,116		-1,432
03-19-10	04-29-16	147.747	PIMCO Commodity Real Return Strategy Inst.	2,343	1,030		-1,313
09-18-09	04-29-16	84.178	PIMCO Commodity Real Return Strategy Inst.	1,303	587		-716
12-08-11	04-29-16	118.596	PIMCO Commodity Real Return Strategy Inst.	1,800	827		-973
12-08-11	04-29-16	28.218	PIMCO Commodity Real Return Strategy Inst.	428	197		-232
06-18-10	04-29-16	146.595	PIMCO Commodity Real Return Strategy Inst.	2,205	1,022		-1,182
12-20-11	04-29-16	136.552	PIMCO Commodity Real Return Strategy Inst.	2,006	952		-1,054
07-01-14	04-29-16	24.651	T. Rowe International Bond Fund Inst Shs	239	221		-18
06-02-14	04-29-16	22.378	T. Rowe International Bond Fund Inst Shs	216	201		-15
05-01-14	04-29-16	24.290	T. Rowe International Bond Fund Inst Shs	234	218		-16
08-01-14	04-29-16	24.865	T. Rowe International Bond Fund Inst Shs	238	223		-15
09-02-14	04-29-16	22.591	T. Rowe International Bond Fund Inst Shs	216	202		-14
03-03-14	04-29-16	22.577	T. Rowe International Bond Fund Inst Shs	215	202		-13
10-17-13	04-29-16	805.196	T. Rowe International Bond Fund Inst Shs	7,667	7,217		-450
10-17-13	04-29-16	801.000	SPDR S&P Global Natural Resources	39,936	30,853		-9,083
12-19-14	04-29-16	314.000	SPDR S&P Global Natural Resources	14,002	12,095		-1,907
12-22-15	04-29-16	85.000	SPDR S&P Global Natural Resources	2,705	3,274	569	
12-22-15	04-29-16	206.000	SPDR S&P Global Natural Resources	6,556	7,935	1,379	
12-22-15	04-29-16	309.000	SPDR S&P Global Natural Resources	9,834	11,903	2,069	
12-22-15	04-29-16	91.000	SPDR S&P Global Natural Resources	2,896	3,505	610	
03-30-15	04-29-16	0.494	Vanguard Small Cap Value ETF	54	51		-3
12-26-14	04-29-16	12.230	Vanguard Small Cap Value ETF	1,303	1,262		-41
03-28-14	04-29-16	0.162	Vanguard Small Cap Value ETF	16	17		1
12-30-13	04-29-16	12.832	Vanguard Small Cap Value ETF	1,246	1,324		78
03-25-13	04-29-16	0.215	Vanguard Small Cap Value ETF	18	22		5

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

***Shoemate Foundation***

***4JK-015100***

***From 06-01-15 Through 05-31-16***

Shoemate Foundation dtd 10/29/01  
 Form 990-PF FYE 5/31/16  
 EIN: 26-6000834

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
12-28-12	04-29-16	22.662	Vanguard Small Cap Value ETF	1,622	2,339		717
03-27-12	04-29-16	0.338	Vanguard Small Cap Value ETF	24	35		11
11-20-07	04-29-16	18.066	Vanguard Small Cap Value ETF	1,172	1,864		692
01-02-14	05-11-16	1,148.225	Vanguard Energy Index Fund Admiral Shares	71,516	52,418		-19,099
12-18-14	05-11-16	23.518	Vanguard Energy Index Fund Admiral Shares	1,268	1,074		-194
03-21-16	05-11-16	13.994	Vanguard Energy Index Fund Admiral Shares	615	639	24	
09-23-15	05-11-16	26.429	Vanguard Energy Index Fund Admiral Shares	1,146	1,207	61	
12-22-15	05-11-16	611.152	Vanguard Energy Index Fund Admiral Shares	25,116	27,900	2,783	
12-23-15	05-11-16	9.919	Vanguard Energy Index Fund Admiral Shares	407	453	45	
TOTAL GAINS						7,539	6,306
TOTAL LOSSES						-7,674	-72,330
				550,546	484,387	-135	-66,024
TOTAL REALIZED GAIN/LOSS				-66,159			

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
<b>Beginning (optional):</b>				
1st month	4,556,069.		60,730.	
<b>Ending:</b>				
1st month	4,473,635.	4,514,852.	62,235.	61,483.
2nd month	4,472,461.	4,473,048.	62,235.	62,235.
3rd month	4,225,961.	4,349,211.	80,453.	71,344.
4th month	4,131,423.	4,178,692.	81,523.	80,988.
5th month	4,340,123.	4,235,773.	71,388.	76,456.
6th month	4,324,649.	4,332,386.	38,888.	55,138.
7th month	4,923,593.	4,624,121.	99,327.	69,108.
8th month	4,741,172.	4,832,383.	92,333.	95,830.
9th month	4,732,821.	4,736,997.	92,345.	92,339.
10th month	4,964,166.	4,848,494.	98,915.	95,630.
11th month	4,999,686.	4,981,926.	102,423.	100,669.
12th month	5,016,404.	5,008,045.	102,661.	102,542.
Total of all months		55,115,928.		963,762.
Number of months in year		12		12
Average monthly value		4,592,994.		80,314.
Number of months in year - override				

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

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
AllianceBernstein Instl Prime Money Market Fund	60.	60.	
Total to Part I, line 3	60.	60.	

## 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	10,669.	10,669.	0.	0.	
DFA International Real Estate Securities Fund	2,478.	0.	2,478.	2,478.	
DFA International Small Company Fund Institutional	2,637.	1,217.	1,420.	1,420.	
DFA US Large-Cap Value Fund Institutional	17,211.	11,006.	6,205.	6,205.	
DFA US Micro-Cap Fund Institutional Class	4,359.	3,689.	670.	670.	
DFA US Small-Cap Value Fund Institutional	4,211.	3,120.	1,091.	1,091.	
Dodge & Cox Income Fund	5,484.	323.	5,161.	5,161.	
Dodge & Cox International Fund	3,232.	0.	3,232.	3,232.	
Europacific Growth Fund CL F-1	2,706.	1,172.	1,534.	1,534.	
Europacific Growth Fund CL F-2	1,470.	573.	897.	897.	
Pimco Commodity Real Return Strategy Fund	9,941.	0.	9,941.	9,941.	
Pimco Long Duration Total Return Fund Instl	4,350.	1,307.	3,043.	3,043.	
Pimco Low Duration Fund Institutional	7,466.	0.	7,466.	7,466.	

Pimco Pims Foreign Bond Fund	10,169.	390.	9,779.	9,779.
Pimco Total Return Fund Institutional Class	11,720.	5,949.	5,771.	5,771.
SPDR Index Fds S&P Intl Small Cap	1,124.	0.	1,124.	1,124.
SPDR Index Shs FDS S&P Global Nat Res	832.	0.	832.	832.
T Rowe Institutional Large Cap Growth	5,133.	5,095.	38.	38.
T Rowe Price Institutional International Bond	2,420.	0.	2,420.	2,420.
Vanguard Energy Fund Admiral Shares	2,007.	0.	2,007.	2,007.
Vanguard Energy Index Fund Admiral Shares	2,168.	0.	2,168.	2,168.
Vanguard Growth Index Fund Admiral Shares	1,638.	0.	1,638.	1,638.
Vanguard Index FDS Vanguard Small Cap	1,358.	0.	1,358.	1,358.
Vanguard Inflation Protected Fund Admiral Shares	2,424.	0.	2,424.	2,424.
Vanguard International Growth Fund	1,884.	0.	1,884.	1,884.
Vanguard International Value	3,771.	0.	3,771.	3,771.
Vanguard Intl Equity Index All World Ex USA Small	1,324.	0.	1,324.	1,324.
Vanguard Long Term Investment Grade Fund Investor	3,709.	855.	2,854.	2,854.
Vanguard REIT Index Fund Admiral Shares	16,140.	0.	16,140.	16,140.
Vanguard Small-Cap Growth Index Fund Admiral Class	697.	0.	697.	697.
Vanguard Small-Cap Value Index Fund Admiral Class	1,896.	0.	1,896.	1,896.
Vanguard Value Index Fund Admiral	7,386.	0.	7,386.	7,386.
Washington Mutual Investors Fund Class F	17,097.	10,702.	6,395.	6,395.
	171,111.	56,067.	115,044.	115,044.

To Part I, line 4

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
United States Treasury - Estimated excise tax fye 5/31/16	5,136.	0.		0.	
To Form 990-PF, Pg 1, ln 18	5,136.	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	
Vanguard - Stop payment Fee	25.	25.		0.	
To Form 990-PF, Pg 1, ln 23	25.	25.		0.	

Form 990-PF	Corporate Stock		Statement	5
Description	Book Value	Fair Market Value		
See attached schedule	3,434,651.	3,587,469.		
Total to Form 990-PF, Part II, line 10b	3,434,651.	3,587,469.		

Form 990-PF	Corporate Bonds	Statement	6
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Description	Book Value	Fair Market Value
See attached schedule	1,428,348.	1,428,935.
Total to Form 990-PF, Part II, line 10c	1,428,348.	1,428,935.

Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement	7
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Name of Contributor	Address
Charles Shoemate	180 Loggerhead Point Vero Beach, FL 32963
<del>Nancy Shoemate</del>	<del>180 Loggerhead Point Vero Beach, FL 32963</del>
Charles R. Shoemate Charitable Lead Annuity Trust dtd 12/6/01	Cummings & Lockwood LLC, 75 Isham Rd, Ste 400 West Hartford, CT 06107

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

*Shoemate Foundation*

**4JK-015100**

May 31, 2015

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	Federated Prime Value Obligations Service		60,730		60,730	1.3	?
			<u>60,730</u>		<u>60,730</u>	<u>1.3</u>	<u>0.0</u>
<b>Taxable Bond Funds</b>							
<b>Short Term Maturities</b>							
32,868.526	PIMCO Low Duration Fund Institutional Cl.	10.04	330,016	10.04	330,000	7.1	2.0
			<u>330,016</u>		<u>330,000</u>	<u>7.1</u>	<u>2.0</u>
<b>Intermediate Term Maturities</b>							
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
			<u>344,758</u>		<u>351,421</u>	<u>7.6</u>	<u>1.1</u>
<b>Long Term Maturities</b>							
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
			<u>112,301</u>		<u>114,931</u>	<u>2.5</u>	<u>4.3</u>
	<b>Taxable Bond Funds Total</b>		<u>787,075</u>		<u>796,352</u>	<u>17.2</u>	<u>1.9</u>
<b>Treasury Inflation Protected Securities</b>							
10,275.448	Vanguard Inflation Protected Fund Adm. Shs	24.98	256,710	26.09	268,086	5.8	1.3
			<u>256,710</u>		<u>268,086</u>	<u>5.8</u>	<u>1.3</u>
<b>International Bonds</b>							
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
			<u>236,878</u>		<u>226,680</u>	<u>4.9</u>	<u>2.2</u>
<b>U.S. Equities</b>							
<b>Large Cap Value</b>							
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
			<u>753,290</u>		<u>874,029</u>	<u>18.9</u>	<u>2.1</u>

Mason Investment Advisory Services, Inc.

**PORTFOLIO APPRAISAL**

*Shoemate Foundation*

**4JK-015100**

*May 31, 2015*

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Large Cap Growth</b>							
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. Large Cap Growth	28.71	108,366	29.61	111,760	2.4	0.0
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
	<b>U.S. Equities Total</b>		1,084,396		1,248,813	27.0	2.3
<b>International Equities</b>							
<b>International Large Cap Value</b>							
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
<b>International Large Cap Growth</b>							
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
	<b>International Equities Total</b>		516,052		647,298	14.0	2.1
<b>Growth Real Estate</b>							
<b>Domestic Growth Real Estate</b>							
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
<b>Global Growth Real Estate</b>							
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
	<b>Growth Real Estate Total</b>		453,710		498,138	10.8	4.3
<b>Small Company</b>							
<b>Small Cap Value</b>							
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*

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
<b>Small Cap Growth</b>							
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
<b>Small Company Total</b>			325,073		374,683	8.1	1.2
<b>Aggressive International</b>							
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
<b>Energy/Natural Resources</b>							
<b>Energy</b>							
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
<b>Natural Resources</b>							
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
<b>Energy/Natural Resource Total</b>			222,244		197,823	4.3	2.4
<b>Commodities</b>							
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
<b>TOTAL PORTFOLIO</b>			4,305,988		4,616,799	100.0	2.2

Mason Investment Advisory Services, Inc.  
**PORTFOLIO APPRAISAL**  
*Shoemate Foundation*  
**4JK-015100**  
May 31, 2016

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Cash and Equivalents</b>							
	Federated Prime Value Obligations Service		102,661		102,661	2.0	7
			<u>102,661</u>		<u>102,661</u>	<u>2.0</u>	<u>0.0</u>
<b>Taxable Bond Funds</b>							
Short Term Maturities							
36,865.730	PIMCO Low Duration Fund Institutional CI	10.02	369,549	9.88	364,233	7.1	2.2
			<u>369,549</u>		<u>364,233</u>	<u>7.1</u>	<u>2.2</u>
Intermediate Term Maturities							
14,289.373	Dodge & Cox Income	13.07	186,748	13.62	194,621	3.8	?
18,687.125	PIMCO Total Return Fund Institutional CI	10.76	201,046	10.20	190,609	3.7	?
			<u>387,794</u>		<u>385,230</u>	<u>7.5</u>	<u>0.0</u>
Long Term Maturities							
5,676.054	PIMCO Long Duration Total Return Inst. CI	11.69	66,359	11.40	64,707	1.3	4.3
5,881.181	Vanguard L/T Investment Grade Admiral Shs.	9.74	57,257	10.56	62,105	1.2	4.3
			<u>123,617</u>		<u>126,812</u>	<u>2.5</u>	<u>4.3</u>
	Taxable Bond Funds Total		<u>880,960</u>		<u>876,276</u>	<u>17.1</u>	<u>1.6</u>
<b>Treasury Inflation Protected Securities</b>							
11,371.384	Vanguard Inflation Protected Fund Adm. Shs	24.96	283,815	26.23	298,271	5.8	0.1
			<u>283,815</u>		<u>298,271</u>	<u>5.8</u>	<u>0.1</u>
<b>International Bonds</b>							
12,576.989	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.42	131,098	10.22	128,537	2.5	1.7
14,399.416	T. Rowe International Bond Fund Inst Shs	9.20	132,476	8.74	125,851	2.5	1.9
			<u>263,574</u>		<u>254,388</u>	<u>5.0</u>	<u>1.8</u>
<b>U.S. Equities</b>							
Large Cap Value							
10,497.062	DFA US Large Value Institutional Class	31.60	331,730	31.93	335,171	6.5	2.2
8,187.509	Vanguard Value Index Fund Admiral Shares	23.12	189,319	32.99	270,106	5.3	2.5
8,821.827	Washington Mutual Investors Fund Class F-2	39.72	350,359	39.72	350,403	6.8	2.1
			<u>871,408</u>		<u>955,680</u>	<u>18.7</u>	<u>2.2</u>

Mason Investment Advisory Services, Inc.  
**PORTFOLIO APPRAISAL**  
*Shoemate Foundation*  
**4JK-015100**  
May 31, 2016

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
<b>Large Cap Growth</b>							
4,704 330	AMCAP Fund Class F-1	23 88	112,352	26.62	125,229	2.4	3.9
5,341 575	T. Rowe Price Inst. Large Cap Growth	28 73	153,465	27 82	148,603	2 9	0.0
2,328 631	Vanguard Growth Index Fund Admiral Shares	49.98	116,395	55.72	129,751	2.5	1 3
			382,213		403,583	7.9	1.6
	<b>U S Equities Total</b>		1,253,622		1,359,263	26.6	2.1
<b>International Equities</b>							
<b>International Large Cap Value</b>							
3,746 432	Dodge & Cox International Stock Fund	30.20	113,160	36 02	134,946	2.6	2.3
10,266.296	T Rowe Price Int'l Growth & Income CI I	12.58	129,166	13 09	134,386	2 6	0.0
4,230 587	Vanguard International Value Portfolio	31 02	131,249	31.17	131,867	2 6	2.1
			373,575		401,200	7.8	1 5
<b>International Large Cap Growth</b>							
3,042.573	EuroPacific Growth Fund Class F-2	37.01	112,600	44.94	136,733	2.7	2.1
2,052.411	Vanguard International Growth Admiral Shs	70.42	144,532	66.96	137,429	2 7	1 5
			257,132		274,163	5 4	1.8
	<b>International Equities Total</b>		630,707		675,362	13 2	1 6
<b>Growth Real Estate</b>							
<b>Domestic Growth Real Estate</b>							
3,347 680	Vanguard REIT Index Fund Admiral Shares	98 66	330,286	118.63	397,135	7.8	4.2
			330,286		397,135	7.8	4.2
<b>Global Growth Real Estate</b>							
30,866 506	DFA International Real Estate Sec Fnd Inst	5 28	163,066	5 42	167,296	3.3	1 6
			163,066		167,296	3.3	1 6
	<b>Growth Real Estate Total</b>		493,352		564,432	11.0	3 4
<b>Small Company</b>							
<b>Small Cap Value</b>							
2,753.341	DFA U.S. Small Cap Value Fund Inst. Class	33.91	93,379	31.78	87,501	1.7	1 5
652 533	Vanguard Small Cap Value ETF	60.76	39,646	105 48	68,829	1 3	2 4

Mason Investment Advisory Services, Inc.  
**PORTFOLIO APPRAISAL**  
*Shoemate Foundation*  
**4JK-015100**  
May 31, 2016

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
2,273.940	Vanguard Small Cap Value Index Admiral Shs	42.70	97,101	45.33	103,078	2.0	1.8
			230,126		259,408	5.1	1.9
Small Cap Growth							
4,298.255	DFA US Micro Cap Portfolio Inst Class	19.42	83,452	18.01	77,412	1.5	0.8
1,769.657	Vanguard Small Cap Growth Idx. Admiral Shs	42.92	75,955	43.47	76,927	1.5	1.0
			159,407		154,339	3.0	0.9
Small Company Total			389,533		413,747	8.1	1.5
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Aggressive International							
3,691.210	DFA International Small Cap Inst. Class	18.77	69,270	17.70	65,334	1.3	2.5
678.000	Vanguard FTSE All World Ex-US SC	104.01	70,519	95.85	64,986	1.3	2.6
			139,789		130,321	2.5	2.6
Energy/Natural Resources							
Energy							
1,793.298	Vanguard Energy Fund Admiral Shares	96.18	172,481	90.19	161,738	3.2	2.3
			172,481		161,738	3.2	2.3
Natural Resources							
1,029.040	T. Rowe Price New Era Fund Class I	31.70	32,616	31.38	32,291	0.6	0.0
618.596	Vanguard Materials Index Fund Admiral	52.73	32,616	52.57	32,520	0.6	1.8
			65,233		64,811	1.3	0.9
Energy/Natural Resource Total			237,714		226,548	4.4	1.9
Commodities							
31,428.012	PIMCO Commodity Real Return Strategy Inst	9.23	289,934	6.93	217,796	4.3	1.1
			289,934		217,796	4.3	1.1
<b>TOTAL PORTFOLIO</b>			<b>4,965,660</b>		<b>5,119,065</b>	<b>100.0</b>	<b>1.8</b>

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Form 990-PF                      Part VIII - List of Officers, Directors                      Statement      8  
   Trustees and Foundation Managers

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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense 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.