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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 12-01-2009 , and ending 11-30-2010

G

Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE HAROLD & MARY LOUISE SHAW FOUNDATION		A Employer identification number 31-1577890		
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1 SOUTH NEVADA SUITE 200		B Telephone number (see page 10 of the instructions)		
	City or town, state, and ZIP code COLORADO SPRINGS, CO 80903		C If exemption application is pending, check here ☐		
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐		2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,303,633		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)		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) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	7,853,617			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,526	7,333		
	4 Dividends and interest from securities.	502,769	502,769		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-123,944			
	b Gross sales price for all assets on line 6a _____ 3,927,003				
	7 Capital gain net income (from Part IV , line 2)		1,159,673		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-11,801	-10,278		
	12 Total. Add lines 1 through 11	8,230,167	1,659,497		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	15,133	0		15,133
	b Accounting fees (attach schedule)	15,700	0		15,700
	c Other professional fees (attach schedule)	112,507	112,507		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,139	1,139		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	144,479	113,646		30,833
	25 Contributions, gifts, grants paid	815,000			815,000
	26 Total expenses and disbursements. Add lines 24 and 25	959,479	113,646		845,833
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	7,270,688			
	b Net investment income (if negative, enter -0-)		1,545,851		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			-1		
	2	Savings and temporary cash investments			2,757,198	3,059,621	3,059,622
	3	Accounts receivable  _____ Less allowance for doubtful accounts  _____					
	4	Pledges receivable  _____ Less allowance for doubtful accounts  _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule)  _____ Less allowance for doubtful accounts  _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)			321,436 	325,213	370,545
	b	Investments—corporate stock (attach schedule)			12,556,569 	14,917,773	16,527,019
	c	Investments—corporate bonds (attach schedule).			1,302,803 	5,145,760	5,346,447
	11	Investments—land, buildings, and equipment basis  _____ Less accumulated depreciation (attach schedule)  _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis  _____ Less accumulated depreciation (attach schedule)  _____					
	15	Other assets (describe  _____)					
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			16,938,005	23,448,367	25,303,633

Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe  _____)					
	23	Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here  ☐ 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  ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds			0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			25,500	25,500	
	29	Retained earnings, accumulated income, endowment, or other funds			16,912,505	23,422,867	
	30	Total net assets or fund balances (see page 17 of the instructions)			16,938,005	23,448,367	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			16,938,005	23,448,367	

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	16,938,005
2	Enter amount from Part I, line 27a	2	7,270,688
3	Other increases not included in line 2 (itemize)  _____ 	3	1,286,462
4	Add lines 1, 2, and 3	4	25,495,155
5	Decreases not included in line 2 (itemize)  _____ 	5	2,046,788
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	23,448,367

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 Additional Data Table			
b				
c				
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	See Additional Data Table		
b			
c			
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	1,159,673
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	718,486	11,949,388	0 060127
2007	725,117	12,792,167	0 056684
2006	684,432	13,190,529	0 051888
2005	570,000	10,934,129	0 052130
2004	608,975	9,023,109	0 067491

2	Total of line 1, column (d).	2	0 288320
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 057664
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	24,420,529
5	Multiply line 4 by line 3.	5	1,408,185
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,459
7	Add lines 5 and 6.	7	1,423,644
8	Enter qualifying distributions from Part XII, line 4.	8	845,833

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		130,917
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-)		0
3 Add lines 1 and 2.		30,917
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		30,917
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a8,683	
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.		8,683
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		22,234
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐		

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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.		1b	No
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2	No
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		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ OH			
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 .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of STOCKMAN KAST RYAN CO Telephone no (719) 630-1186 Located at 102 N CASCADE AVE SUITE 400 COLORADO SPRINGS CO ZIP+4 80903			
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	

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? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)?. Yes 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). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?. If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	21,698,973
b	Average of monthly cash balances.	1b	3,093,442
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	24,792,415
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	24,792,415
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	371,886
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,420,529
6	Minimum investment return. Enter 5% of line 5.	6	1,221,026

Part XI

Distributable Amount (see page 25 of the 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	1,221,026
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	30,917
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	30,917
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,190,109
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,190,109
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,190,109

Part XII

Qualifying Distributions (see page 25 of the 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	845,833
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	845,833
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	845,833
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2008			
a	Enter amount for 2008 only.0			
b	Total for prior years 20____, 20____, 20____0			
3	Excess distributions carryover, if any, to 2009			
a	From 2004.159,870			
b	From 2005.29,633			
c	From 2006.34,459			
d	From 2007.95,275			
e	From 2008.124,045			
f	Total of lines 3a through e.443,282			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 845,833			
a	Applied to 2008, but not more than line 2a0			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions).0			
d	Applied to 2009 distributable amount.845,833			
e	Remaining amount distributed out of corpus0			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)344,276344,276			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 599,006			
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 page 27 of the instructions0			
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions0			
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 20100			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)0			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a99,006			
10	Analysis of line 9			
a	Excess from 2005.			
b	Excess from 2006.			
c	Excess from 2007.			
d	Excess from 2008.99,006			
e	Excess from 2009.			

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	815,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	9,526	
4	Dividends and interest from securities.			14	502,769	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-123,944	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
	PASS-THROUGH FROM UNG - PUBLICLY TRADED			14	-10,278	
11	Other revenue a PARTNERSHIP					
	PASS-THROUGH FROM UNG - PUBLICLY TRADED			14	-1,523	
b	PARTNERSHIP					
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e).		0		376,550	0
13	Total. Add line 12, columns (b), (d), and (e).			13		376,550

(See worksheet in line 13 instructions on page 28 to verify calculations)

[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge				
*****		2011-10-06	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature	Date	Check if self- employed ☒	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code	STOCKMAN KAST RYAN & CO LLP 102 N CASCADE AVENUE SUITE 400 COLORADO SPRINGS, CO 80903	EIN	Phone no (719) 630-1186

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2009

Name of organization THE HAROLD & MARY LOUISE SHAW FOUNDATION	Employer identification number 31-1577890
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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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$

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

Name of organization THE HAROLD & MARY LOUISE SHAW FOUNDATION	Employer identification number 31-1577890
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Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	MARY L SHAW CHARITABLE LEAD ANNUITY TRUST 401 EAST EIGHTH STREET SIOUX FALLS, ID 57103 	\$ <u>5,700,218</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	MaRY L SHAW CHARITABLE LEAD ANNUITY 401 EAST EIGHTH STREET sIOUX FALLS, ID 57103 	\$ <u>2,153,399</u>	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ <u> </u>	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE HAROLD & MARY LOUISE SHAW FOUNDATION	Employer identification number 31-1577890
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$

(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

Additional Data

Software ID: 09000028

Software Version: 2009.06000

EIN: 31-1577890

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BB&T CORP	P	2010-04-09	2010-11-23
FRONTIER COMMUNICATIONS CORP	P	2009-10-31	2010-11-23
ISHARES IBOXX \$ HIGH YIELD CORPORATE BOND	P	2010-03-12	2010-11-23
ISHARES TR S&P U S PFD STK INDEX FD	P	2009-12-22	2010-11-23
ITT CORPORATION	P	2009-10-31	2010-11-23
JOHNSON CONTROLS INC	P	2009-10-31	2010-11-23
OMNICOM GROUP INC	P	2009-10-31	2010-11-23
PAYCHEX INC	P	2009-10-31	2010-11-23
QUALCOMM INC	P	2009-10-31	2010-11-23
SYSCO CORP	P	2009-10-31	2010-11-23
UNITEDHEALTH GROUP INC	P	2009-10-31	2010-11-23
PITNEY BOWES INC	P	2009-12-29	2010-07-28
FRONTIER COMMUNICATIONS CORP	P	2010-06-04	2010-07-13
LAUDUS ROSEN INTL S C FD CL INV	P	2009-01-01	2010-05-04
SECURITIES LITIGATION	P	2010-11-15	2010-11-15
CALL 2PBI 06/19/10 26 25 - EXPIRED OPTION	P	2010-03-23	2010-06-19
PUT 2PBI 6/19/10 20 - EXPIRED OPTION	P	2010-03-23	2010-06-19
PITNEY BOWES INC	P	2009-12-29	2010-07-28
CALL 2PBI 11/01/10 20 - EXPIRED OPTION	P	2010-07-30	2010-07-30
CALL 2PBI 11/01/10 26 - EXPIRED OPTION	P	2010-07-30	2010-07-30
CALL UNG 01/22/11 10 - CLOSED OPTION	P	2010-08-17	2010-08-17
PUT UNG 01/22/11 13 - CLOSED OPTION	P	2010-08-17	2010-08-17
SEC 1256 CONTRACTS & STRADDLES - PASSTHROUGH	P	2010-11-30	2010-11-30
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
213,032		302,152	-89,120
7,402		9,358	-1,956
383,176		378,827	4,349
519,717		493,906	25,811
165,062		147,820	17,242
111,001		56,530	54,471
71,519		54,425	17,094
70,124		102,311	-32,187
140,471		42,028	98,443
175,021		187,710	-12,689
72,261		56,360	15,901
1,038,867		59,244	979,623
1		2	-1
246,862		451,411	-204,549
538			538
7,243			7,243
		7,257	-7,257
378,711		20,834	357,877
		14,150	-14,150
14,140			14,140
72,350		119,039	-46,689
227,167		149,378	77,789
		114,588	-114,588
12,338			12,338

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-89,120
			-1,956
			4,349
			25,811
			17,242
			54,471
			17,094
			-32,187
			98,443
			-12,689
			15,901
			979,623
			-1
			-204,549
			538
			7,243
			-7,257
			357,877
			-14,150
			14,140
			-46,689
			77,789
			-114,588
			12,338

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SALLY L VEITCH	VICE PRESIDENT & TREASURER 1 00	0	0	0
3280 WADE CT COLORADO SPRINGS, CO 809175832				
FREDERICK A VEITCH III	VICE PRESIDENT 0 50	0	0	0
868 OAK HILL ROAD NORTH YARMOUTH, ME 04097				
ROBERT D VEITCH	PRESIDENT 1 00	0	0	0
1176 HERNAGE CREEK ROAD EAGLE, CO 81631				
JOHN CHRISTOPHER	SECRETARY 0 50	0	0	0
DINSMORE SHOHL LLP 225 EAST FIFTH ST STE 1900 CINCINNATI, OH 45202				
HEATHER K VEITCH	TRUSTEE 0 00	0	0	0
1 SOUTH NEVADA SUITE 200 COLORADO SPRINGS, CO 80903				
KELLY A VEITCH	TRUSTEE 0 00	0	0	0
1 SOUTH NEVADA SUITE 200 COLORADO SPRINGS, CO 80903				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHEYENNE MOUNTAIN ZOO4250 Cheyenne Mountain Zoo Road COLORADO SPRINGS, CO 80906	PUBLIC CHARITY		NONE	400,000
COASTAL STUDIES FOR GIRLSPO BOX 266 WOLFES NECK ROAD FREEPORT, ME 04032	PUBLIC CHARITY		NONE	150,000
SNOWBOARD OUTREACH SOCIETY 210 EDWARDS VILLAGE BLVD A-104 EDWARDS, CO 81632	PUBLIC CHARITY		NONE	125,000
LEARNING ON THE LOG2354 Elon Way DECATUR, GA 30033	PUBLIC CHARITY		NONE	100,000
UNIVERSITY OF COLORADO COLORADO SPRINGS1420 Austin Bluffs Pkwy COLORADO SPRINGS, CO 80918	PUBLIC CHARITY		NONE	20,000
317 MAIN ST COMMUNITY MUSIC CENTER317 Main St YARMOUTH, ME 04096	PUBLIC CHARITY		NONE	10,000
VAIL VALLEY CHARITABLE FUND PO Box 2307 EDWARDS, CO 81632	PUBLIC CHARITY		NONE	10,000
Total.  3a				815,000

TY 2009 Accounting Fees Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,700	0		15,700

**TY 2009 Investments Corporate
Bonds Schedule****Name:** THE HAROLD & MARY LOUISE SHAW FOUNDATION**EIN:** 31-1577890

Name of Bond	End of Year Book Value	End of Year Fair Market Value
US BANK - FIXED INCOME FUNDS	2,232,803	2,145,038
US BANK - FOREIGN ISSUES	750,000	853,725
US BANK - CORPORATE ISSUES	1,000,000	1,007,600
RBC - INTERNATIONAL EQUITIES	162,957	268,584
RBC - TAXABLE FIXED INCOME	1,000,000	1,071,500

**TY 2009 Investments Corporate
Stock Schedule****Name:** THE HAROLD & MARY LOUISE SHAW FOUNDATION**EIN:** 31-1577890

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANK INVESTMENTS	8,703,880	10,018,661
US BANK - MISCELLANEOUS	199,138	0
RBC - US EQUITIES	6,014,755	6,508,358

**TY 2009 Investments Government
Obligations Schedule**

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION
EIN: 31-1577890

US Government Securities - End of Year Book Value:	325,213
US Government Securities - End of Year Fair Market Value:	370,545
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2009 Legal Fees Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	15,133	0		15,133

TY 2009 Other Decreases Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Description	Amount
BASIS DIFFERENCE ON CONTRIBUTION OF PUBLICLY TRADED STOCK	2,026,949
PRIOR PERIOD ADJ TO BASIS OF UNG INVESTMENT	19,839

TY 2009 Other Income Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
PASS-THROUGH FROM UNG - PUBLICLY TRADED PARTNERSHIP	-10,278	-10,278	-10,278
PASS-THROUGH FROM UNG - PUBLICLY TRADED PARTNERSHIP	-1,523		-1,523

TY 2009 Other Increases Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Description	Amount
SALE OF CONTRIBUTED STOCK WITH BASIS DIFFERENCE	1,283,617
PRIOR PERIOD ADJ TO POST JP MORGAN CASH ACCOUNT	2,845

TY 2009 Other Professional Fees Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAN & MANAGEMENT FEE	112,507	112,507		0

TY 2009 Taxes Schedule

Name: THE HAROLD & MARY LOUISE SHAW FOUNDATION

EIN: 31-1577890

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,139	1,139		0