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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation SHANAHAN FAMILY FOUNDATION		A Employer identification number 43-6911537
Number and street (or P.O. box number if mail is not delivered to street address) 424 S. WOODSMILL ROAD	Room/suite 325	B Telephone number 314-336-0560
City or town, state, and ZIP code CHESTERFIELD, MO 63017		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,191,747.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

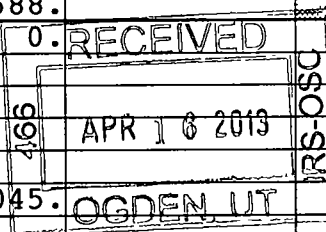
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,582.	70,389.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	96,199.			
b Gross sales price for all assets on line 6a	2,040,629.			
7 Capital gain net income (from Part IV, line 2)		96,199.		
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	165,781.	166,588.		
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	STMT 2 21,045.	21,045.		0.
17 Interest				
18 Taxes	STMT 3 749.	749.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	21,794.	21,794.		0.
25 Contributions, gifts, grants paid	210,500.			210,500.
26 Total expenses and disbursements. Add lines 24 and 25	232,294.	21,794.		210,500.
27 Subtract line 26 from line 12	<66,513.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		144,794.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED APR 24 2013

Revenue

Operating and Administrative Expenses



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		
Assets	1 Cash - non-interest-bearing				3.	3.
	2 Savings and temporary cash investments			631,381.	1,603,789.	1,603,789.
	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 4	2,549,905.	1,244,745.	1,391,248.		
	c Investments - corporate bonds STMT 5	930,471.	1,196,707.	1,196,707.		
	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 Total assets (to be completed by all filers)		4,111,757.	4,045,244.	4,191,747.		
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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	4,111,757.	4,045,244.			
30 Total net assets or fund balances	4,111,757.	4,045,244.				
31 Total liabilities and net assets/fund balances	4,111,757.	4,045,244.				

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	4,111,757.
2 Enter amount from Part I, line 27a	2	<66,513.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,045,244.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,045,244.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED HM CAPITAL	P		
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 2,040,629.		1,944,430.	96,199.
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))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			96,199.
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	96,199.
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))
2011	209,350.	4,181,345.	.050068
2010	205,941.	4,057,783.	.050752
2009	184,256.	3,778,906.	.048759
2008	225,830.	4,446,662.	.050786
2007	263,680.	5,062,350.	.052086

2 Total of line 1, column (d)	2	.252451
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	.050490
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,154,472.
5 Multiply line 4 by line 3	5	209,759.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,448.
7 Add lines 5 and 6	7	211,207.
8 Enter qualifying distributions from Part XII, line 4	8	210,500.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,896.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	2,896.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,896.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	742.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	742.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	2,154.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.		X
1c 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"/> MO		
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 2012 or the taxable year beginning in 2012 (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		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ JOHN M HILLHOUSE Telephone no ▶ 314-336-0560 Located at ▶ 424 S. WOODSMILL RD SUITE 325, CHESTERFIELD, M ZIP+4 ▶ 63017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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 6		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,217,738.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,217,738.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,217,738.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,266.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,154,472.
6	Minimum investment return. Enter 5% of line 5	6	207,724.

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

1	Minimum investment return from Part X, line 6	1	207,724.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,896.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,896.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,828.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	204,828.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	204,828.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	210,500.
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	210,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	210,500.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				204,828.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	13,202.			
b From 2008	6,837.			
c From 2009				
d From 2010	4,370.			
e From 2011	1,583.			
f Total of lines 3a through e	25,992.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	210,500.			
a Applied to 2011, 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 2012 distributable amount				204,828.
e Remaining amount distributed out of corpus	5,672.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,664.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	13,202.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	18,462.			
10 Analysis of line 9				
a Excess from 2008	6,837.			
b Excess from 2009				
c Excess from 2010	4,370.			
d Excess from 2011	1,583.			
e Excess from 2012	5,672.			

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				
ANNIE'S HOPE 1333 W LOCKWOOD #106 WEBSTER GROVES, MO 63122	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
ST. LOUIS POLIC FOUNDATION 315 TUCKER BLVD ST. LOUIS, MO 63122	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
BACKSTOPPERS OF GREATER ST LOUIS 10411 CLAYTON ROAD STE A5 ST. LOUIS, MO 63131	NONE	PUBLIC CHARITY	GENERAL PURPOSES	14,500.
LYOLA ACADEMY 3851 WASHINGTON BLVD ST LOUIS, MO 63108	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
MARCH OF DIMES 1414 MANSFIELD RD ST. JOSEPH, MO 64504	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				210,500.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule


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

**Sign
Here**

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

Signature of officer or trustee

3/14/13
Date


Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☒ if
self-employed

PTIN

JOHN Hillhouse

John M. Hillman

3/8/13

P00389158

Firm's name ▶ JOHN M. HILLHOUSE CPA LLC

Firm's EIN ► 20-0343229

Firm's address ▶ 424 S. WOODSMILL RD SUITE 325
CHESTERFIELD, MO 63017

Phone no 314-336-0560

Form **990-PF** (2012)

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
CBC HIGH SCHOOL 1850 DE LA SALLE DRIVE ST LOUIS, MO 63141-8661	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
FONTBONNE UNIVERSITY 6800 WYDOWN CLAYTON, MO 63105	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
VISITATION ACADEMY 3020 N BALLAS RD ST LOUIS, MO 63131	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
FRIENDS OF KIDS WITH CANCER 530 MARYVILLE CENTRE DRIVE ST. LOUIS, MO 63141	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,000.
FRANCISCAN WORKS P.O. BOX 56007 CHICAGO, IL 60656	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,500.
MAKE-A-WISH FOUNDATION 600 KELLWOOD PARKWAY CHESTERFIELD, MO 63017	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
HOWARD PARK EARLY CHILDHOOD CENTER 15834 CLAYTON ELLISVILLE, MO 63011	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
HUMANE SOCIETY 1201 MACKLIND ST LOUIS, MO 63108	NONE	PUBLIC CHARITY	GENERAL PURPOSES	7,000.
IMMORALEE FOUNDATION 1400 N 15TH ST #B IMMORALEE, FL 34142	NONE	PUBLIC CHARITY	GENERAL PURPOSES	3,000.
RILO FOUNDATION 12227 FERN RIDGE PKWY ST LOUIS, MO 63141	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
Total from continuation sheets				175,000.

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
DESMET JESUIT HIGH SCHOOL 233 N NEW BALLAS RD ST LOUIS, MO 63141	NONE	PUBLIC CHARITY	GENERAL PURPOSES	6,000.
SPECIAL EDUCATION FOUNDATION 13545 BARRETT PARKWAY DRIVE SUITE 300 BALLWIN, MO 63021	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500.
SHERWOOD FOREST CAMP 2708 SUTTON BLVD ST. LOUIS, MO 63143	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
ST. LOUIS UNIVERSITY SOCCER 221 N GRAND BLVD ST LOUIS, MO 63103	NONE	PUBLIC CHARITY	GENERAL PURPOSES	15,000.
NCH HEALTHCARE FOUNDATION BOX 234 NAPLES, FL 34106	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
IMMACOLATA SCHOOL 8910 CLAYTON RD RICHMOND HEIGHTS, MO 63117	NONE	PUBLIC CHARITY	GENERAL PURPOSES	10,000.
PROMISE CHRISTIAN ACADEMY MARYVILLE CENTER DR #227 CHESTERFIELD, MO 63017	NONE	PUBLIC CHARITY	GENERAL PURPOSES	8,000.
THE CHURCH OF THE IMMACOLATA 8910 CLAYTON RD CHESTERFIELD, MO 63117	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
RONALD MCDONALD HOUSE 4381 WEST PINE ST LOUIS, MO 63108	NONE	PUBLIC CHARITY	GENERAL PURPOSES	2,500.
ST ANN'S CATHOLIC SCHOOL AND CHURCH 475 9TH AVE NAPLES, FL 34102	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,500.
Total from continuation sheets				

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
ST GENEVIEVE DU BOIS CHURCH 1575 N WOODLAWN ST. LOUIS, MO 63122	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,500.
ST JOSEPH'S ACADEMY 2307 S LINDBERGH ST. LOUIS, MO 63131	NONE	PUBLIC CHARITY	AUCTION	16,000.
ST PATRICKS CENTER 800 NORTH TUCKER ST LOUIS, MO 63104	NONE	PUBLIC CHARITY	GENERAL PURPOSES	8,500.
THE COVENANT HOUSE OF ST LOUIS 2727 N. KINGSHIGHWAY BLVD ST LOUIS, MO 63113	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
THOMPSON FOUNDATION FOR AUTISM 701 MARKET ST SUITE 1230 ST LOUIS, MO 63101	NONE	PUBLIC CHARITY	GENERAL PURPOSES	15,000.
USO OF MISSOURI INC 10701 LAMBERT INT'L BLVD ST LOUIS, MO 63145	NONE	PUBLIC CHARITY	GENERAL PURPOSES	4,000.
VILLA DUCHENSNE SCHOOL 801 SPOEDE ROAD ST LOUIS, MO 63131	NONE	PUBLIC CHARITY	GENERAL PURPOSES	16,000.
CARDINAL GLENNON HOSPITAL 1465 S GRAND ST LOUIS, MO 63104	NONE	PUBLIC CHARITY	GENERAL PURPOSES	5,000.
RAINBOW VILLAGE 1240 DAUTEL LANE ST LOUIS, MO 63146	NONE	PUBLIC CHARITY	GENERAL PURPOSES	1,000.
SUNNYHILL P.O. BOX 246 DITTMER, MO 63023	NONE	PUBLIC CHARITY	GENERAL PRUPOSES	1,000.
Total from continuation sheets				

43-6911537

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

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
TDAMERITRADE 1309	69,582.	0.	69,582.		
TOTAL TO FM 990-PF, PART I, LN 4	69,582.	0.	69,582.		

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	21,045.	21,045.		0.	
TO FORM 990-PF, PG 1, LN 16C	21,045.	21,045.		0.	

FORM 990-PF		TAXES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	749.	749.		0.	
TO FORM 990-PF, PG 1, LN 18	749.	749.		0.	

FORM 990-PF		CORPORATE STOCK		STATEMENT	4
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE			
ISHARES GROWTH	388,843.	531,585.			
ISHARES VALUE	388,258.	423,375.			
SPDR SHARES	248,826.	264,628.			
ISHARES MSCI EAFE	226,242.	171,660.			
BOOK TAX DIFFERENCES	<7,424.>	0.			
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,244,745.	1,391,248.			

FORM 990-PF	CORPORATE BONDS	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME	1,196,707.	1,196,707.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,196,707.	1,196,707.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY ANN SHANAHAN % 424 S. WOODMSILL RD SUITE 325 ST LOUIS MO	TRUSTEE 0.00	0.	0.	0.
MEGAN MATTERN % 424 S. WOODMSILL RD SUITE 325 ST LOUIS MO	TRUSTEE 0.00	0.	0.	0.
MICHAEL F SHANAHAN JR % 424 S. WOODMSILL RD SUITE 325 ST LOUIS MO	TRUSTEE 0.00	0.	0.	0.
MAUREEN TWARDOWSKI % 424 S. WOODMSILL RD SUITE 325 ST LOUIS MO	TRUSTEE 0.00	0.	0.	0.
MICHAEL F SHANAHAN SR % 424 S. WOODMSILL RD SUITE 325 ST LOUIS MO	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.



HM CAPITAL MANAGEMENT

Realized Gains and Losses From 12/31/2011 to 12/31/2012

Shanahan Family Foundation Acct #: 916041309
10 Trent Dr
Saint Louis, MO 63124

Realized Gains and Losses

Description	Account Number	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
Ally Bank 05/11/2012 0.85%	916041309	11/04/2010	05/11/2012	150,000.000	150,000.00	150,015.00	-15.00	-15.00	-15.00
Ally Bank 08/20/2012 0.85%	916041309	02/11/2011	08/20/2012	100,000.000	100,000.00	100,015.00	-15.00	-15.00	-15.00
Beal Bank 05/23/2012 0.45%	916041309	02/11/2011	05/23/2012	50,000.000	50,000.00	50,015.00	-15.00	-15.00	-15.00
Ge Money Bank 08/29/2012 0.60%	916041309	04/25/2011	08/29/2012	96,000.000	96,000.00	96,015.00	-15.00	-15.00	-15.00
Ge Money Bank 08/29/2012 0.60%	916041309	04/27/2011	08/29/2012	150,000.000	150,000.00	150,015.00	-15.00	-15.00	-15.00
iShares MSCI EAFE Index Par 0.00	916041309	02/09/2007	10/02/2012	3,051.000	163,978.88	228,975.24	-64,996.36	-64,996.36	-64,996.36
iShares Russell 1000 Growth Inde Par 0.00	916041309	06/27/2005	10/02/2012	2,336.000	156,716.14	111,946.73	44,769.41	44,769.41	44,769.41
iShares Russell 1000 Growth Inde Par 0.00	916041309	02/13/2006	10/02/2012	80.000	5,366.99	4,106.56	1,260.43	1,260.43	1,260.43
iShares Russell 1000 Growth Inde Par 0.00	916041309	02/13/2006	10/02/2012	100.000	6,708.74	5,133.20	1,575.54	1,575.54	1,575.54
iShares Russell 1000 Growth Inde Par 0.00	916041309	02/13/2006	10/02/2012	1,400.000	93,922.34	71,864.86	22,057.48	22,057.48	22,057.48
iShares Russell 1000 Growth Inde Par 0.00	916041309	02/13/2006	10/02/2012	3,295.000	221,052.94	169,139.08	51,913.86	51,913.86	51,913.86

Realized Gains and Losses
From 12/31/2011 to 12/31/2012

Shanahan Family Foundation Acct #: 916041309

Realized Gains and Losses

<u>Description</u>	<u>Account Number</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
iShares Russell 1000 Growth Inde Par 0.00	916041309	03/12/2007	10/02/2012	903.000	60,579.91	50,006.98		10,572.93	10,572.93
				8,114.000	544,347.06	412,197.41		132,149.65	132,149.65
iShares Russell 1000 Value Index	916041309	06/27/2005	10/02/2012	1,686.000	122,332.16	112,591.08		9,741.08	9,741.08
iShares Russell 1000 Value Index	916041309	02/13/2006	10/02/2012	53.000	3,845.55	3,765.27		80.28	80.28
iShares Russell 1000 Value Index	916041309	02/13/2006	10/02/2012	100.000	7,255.77	7,104.28		151.49	151.49
iShares Russell 1000 Value Index	916041309	02/13/2006	10/02/2012	967.000	70,163.22	68,708.08		1,455.14	1,455.14
iShares Russell 1000 Value Index	916041309	02/13/2006	10/02/2012	2,400.000	174,138.30	170,550.79		3,587.51	3,587.51
iShares Russell 1000 Value Index	916041309	03/12/2007	10/02/2012	607.000	44,042.48	49,946.44		-5,903.96	-5,903.96
				5,813.000	421,777.48	412,665.94		9,111.54	9,111.54
J P Morgan Chase 01/15/2012 4.50%	916041309	03/31/2006	01/17/2012	100,000.000	100,000.00	95,689.55		4,310.45	4,310.45
SPDR S&P Dividend Par 0.00	916041309	02/13/2006	10/02/2012	4,550.000	264,525.71	248,826.94		15,698.77	15,698.77
Short Term Gains									
Total Long Gains					2,040,629.13	1,944,430.08		96,199.05	
Total (Sales)					2,040,629.13	1,944,430.08		96,199.05	96,199.05
Total Gains								96,199.05	96,199.05

The above information does not in any way, supersede the proper use of your monthly Charles Schwab customer statement.