Form **990-PF** | **Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
WILLIAM J. SHAW FAMILY FOUNDATION

A Employer identification number
52-2177437

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
10833 ALLOWAY DRIVE

B Telephone number (see instructions)
(301) 299-3484

City or town, state, and ZIP code
POTOMAC, MD 20854

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,514,392.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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 instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	39,573.	39,114.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	11,309.			
	b Gross sales price for all assets on line 6a 589,612.				
	7 Capital gain net income (from Part IV, line 2)		11,309.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	50,882.	50,423.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	3,200.			3,200.
	c Other professional fees (attach schedule) *	14,318.	14,318.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	463.	463.		
	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	17,981.	14,781.		3,200.
	25 Contributions, gifts, grants paid	295,000.			295,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	312,981.	14,781.	0	298,200.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-262,099.			
	b **Net investment income** (if negative, enter -0-)		35,642.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	148,860.	126,098.	126,098.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 5	1,485,451.	1,266,114.	1,388,294.
	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)	1,634,311.	1,392,212.	1,514,392.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable		20,000.	
	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	20,000.	
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	1,634,311.	1,372,212.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	1,634,311.	1,372,212.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,634,311.	1,392,212.	

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	1,634,311.
2	Enter amount from Part I, line 27a	2	-262,099.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,372,212.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,372,212.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	11,309.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	84,000.	1,778,756.	0.047224
2010	94,941.	1,719,655.	0.055209
2009	95,722.	1,583,413.	0.060453
2008	109,620.	1,937,652.	0.056574
2007	104,202.	2,202,812.	0.047304

2	**Total** of line 1, column (d)	2	0.266764
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	0.053353
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,652,995.
5	Multiply line 4 by line 3	5	88,192.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	356.
7	Add lines 5 and 6	7	88,548.
8	Enter qualifying distributions from Part XII, line 4	8	298,200.

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 ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	356.
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	
3	Add lines 1 and 2	3	356.
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	356.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,020.		
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	1,020.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	664.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 664. **Refunded** ▶	11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD,			
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM SHAW Telephone no ▶ 301-299-3484

Located at ▶ 10833 ALLOWAY DRIVE BETHESDA, MD ZIP+4 ▶ 20854

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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? ☐ Yes ☒ 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)	2b		X
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? ☐ Yes ☒ 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)*	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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** — No: X

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? ☐ 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** — No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	1,548,006.
b	Average of monthly cash balances	1b	130,162.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,678,168.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,678,168.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	25,173.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,652,995.
6	**Minimum investment return.** Enter 5% of line 5	6	82,650.

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	82,650.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	356.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	356.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	82,294.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	82,294.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	82,294.

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	298,200.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	298,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	356.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	297,844.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				82,294.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			68,484.	
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 298,200.				
a	Applied to 2011, but not more than line 2a			68,484.	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				82,294.
e	Remaining amount distributed out of corpus	147,422.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	147,422.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	147,422.			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012 147,422.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a 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 (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 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))

N/A

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

N/A

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

Check here ▶ [X] 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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 7				
Total . . . . . . ▶ **3a**				295,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					
4 Dividends and interest from securities			14	39,573.	
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	11,309.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				50,882.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 50,882.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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	1a(1)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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) is based on all information of which preparer has any knowledge

William J. Shaw | 11/12/13 | PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SHARON K. BERMAN	Sharon Berman	11/11/13		P00295128

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 8405 GREENSBORO DRIVE 7TH FLOOR MCLEAN, VA 22102 — Phone no 703-893-0600

WILLIAM J. SHAW FAMILY FOUNDATION 52-2177437

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					11,152.	
		SUNTRUST #5124278 (STC) - SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
24,033.		25,825.					-1,792.	
		SUNTRUST #5124278 (STNC) - SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
18,388.		17,646.					742.	
		SUNTRUST #5124278 (LTNC) - SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
535,936.		534,591.					1,345.	
		SUNTRUST #5124278 (LT28%) - SEE ATTACHED PROPERTY TYPE: SECURITIES				P		
103.		241.					-138.	
TOTAL GAIN(LOSS)							11,309.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST BANK #5124278	39,114.	39,114.
SUNTRUST BANK #5124278 NONDIVIDEND DIST.	459.	
TOTAL	39,573.	39,114.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,200.			3,200.
TOTALS	3,200.			3,200.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	14,318.	14,318.
TOTALS	14,318.	14,318.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	463.	463.
TOTALS	463.	463.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALT ASSETS & OTHER INVESTMENTS	853,396.	920,620.
INVESTMENTS & EQUITIES	412,718.	467,674.
TOTALS	1,266,114.	1,388,294.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WILLIAM SHAW 10833 ALLOWAY DRIVE POTOMAC, MD 20854	PREISDENT & TREASURER	0	0	0
JENNIFER FOSKO 10833 ALLOWAY DRIVE POTOMAC, MD 20854	VICE PRESIDENT	0	0	0
AMY SHAW PALUMBO 10833 ALLOWAY DRIVE POTOMAC, MD 20854	VICE PRESIDENT, SECRETARY	0	0	0
KAREN BROWN 10833 ALLOWAY DRIVE POTOMAC, MD 20854	SR. VICE PRESIDENT AND COO	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE, SUITE 310 WHITE PLAINS, NY 10605	PUBLIC CHARITY	GENERAL FUND	15,000.
THE ACADEMY OF THE HOLY CROSS 4920 STRATHMORE AVENUE KENSINGTON, MD 20895	PUBLIC CHARITY	GENERAL FUND	20,000
SAINT FRANCIS INTERNATIONAL SCHOOL 1500 ST CAMILLUS DRIVE SILVER SPRING, MD 20903	PUBLIC CHARITY	GENERAL FUND	10,000
NATIONAL BRAIN TUMOR SOCIETY 55 CHAPEL STREET, SUITE 200 NEWTON, MA 02458	PUBLIC CHARITY	GENERAL FUND	10,000
JUST TRYAN IT PO BOX 34589 BETHESDA, MD 20827	PUBLIC CHARITY	GENERAL FUND	1,000
MONTGOMERY COUNTY FAMILY JUSTICE CENTER 600 JEFFERSON PLAZA, SUITE 500 ROCKVILLE, MD 20852	PUBLIC CHARITY	GENERAL FUND	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DISABLED ATHLETE SPORTS ASSOCIATION 1236 JUNGERMANN RD., STE. A ST. PETERS, MO 63376	PUBLIC CHARITY	GENERAL FUND	500
ST. JANE DE CHANTAL CATHOLIC SCHOOL 9525 OLD GEORGETOWN RD BETHESDA, MD 20814	PUBLIC CHARITY	GENERAL FUND	1,000
THE BARKER FOUNDATION 7979 OLD GEORGETOWN ROAD FIRST FLOOR BETHESDA, MD 20814	PUBLIC CHARITY	GENERAL FUND	5,000
NEW ALTERNATIVES FOR CHILDREN 37 WEST 26TH STREET, 6TH FLOR NEW YORK, NY 10010	PUBLIC CHARITY	GENERAL FUND	2,500
DON BOSCO CRISTO REY HIGH SCHOOL 1010 LARCH AVENUE TAKOMA PARK, MD 20912	PUBLIC CHARITY	GENERAL FUND	20,000
SUBURBAN HOSPITAL 8600 OLD GEORGETOWN ROAD BETHESDA, MD 20814	PUBLIC CHARITY	GENERAL FUND	200,000
		TOTAL CONTRIBUTIONS PAID	295,000

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: WILLIAM J. SHAW FAMILY FOUNDATION

Employer identification number: 52-2177437

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SUNTRUST #5124278 (STC) - SEE ATTACHED			24,033.	25,825.	-1,792.
SUNTRUST #5124278 (STNC) - SEE ATTACHED			18,388.	17,646.	742.
1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b					-1,050.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SUNTRUST #5124278 (LTNC) - SEE ATTACHED			535,936.	534,591.	1,345.
SUNTRUST #5124278 (LT28%) - SEE ATTACHED			103.	241.	-138.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,207.

SUNTRUST

SHAW, WILLIAM J FAMILY FDT

Forms 1099 for 2012

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) Copy B, For Recipient

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. However, we have not made any adjustments to the cost basis of all partnerships. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Short Term Covered Security Transactions

This category includes transactions that are short-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box A.

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)		Net gain or loss
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	30 74	03/28/12	03/29/12	$401.50	$401.81		$-0.31
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	154.43	03/28/12	03/29/12	$1,731.20	$1,732.75		$-1.55
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	2.43	01/27/12	03/29/12	$31.76	$30.35	*	$1.41
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	9.55	02/27/12	03/29/12	$124.71	$121.66	*	$3.05
MARKET VECTORS GOLD MINERS	GDX	57060U100	278	01/03/12	08/28/12	$13,064.12	$14,967.52		$-1,903.40
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	0.01	04/26/12	08/28/12	$0.15	$0.15	*	$0 00
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	0.08	05/29/12	08/28/12	$1.02	$0 97	*	$0.05
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	0 14	06/27/12	08/28/12	$1 92	$1.83	*	$0.09

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SHAW, WILLIAM J FAMILY FDT

2012 Form 1099

Account Number 5124278

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales pnce less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	0.05	07/27/12	08/28/12	$0.73	$0.73	$0.00
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	98 74	06/27/12	11/28/12	$1,116.70	$1,094.00	$22.70
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	41.88	10/31/12	11/28/12	$468 21	$468.63	$-0.42
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	44.53	06/29/12	11/28/12	$497.79	$494.23	$3.56
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	45.52	05/31/12	11/28/12	$508.96	$506.23	$2.73
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	45 45	04/30/12	11/28/12	$508.12	$501.76	$6.36
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	65.8	03/30/12	11/28/12	$735.69	$719.89	$15.80
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	46.16	02/29/12	11/28/12	$516.01	$509.55	$6.46
FPA CRESCENT-I	FPACX	30254T759	45.24	07/02/12	11/28/12	$1,294.17	$1,246.25	$47.92
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	48.02	01/31/12	11/28/12	$536 85	$531.57	$5.28
Total short term gain/loss from covered security transactions not subject to wash sale:						$21,539 61	$23,329.88	$-1,790 27

Short Term Covered Security Transactions with loss disallowed due to wash sale (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss	Portion subject to 988	Wash sale loss disallowed (Box 5)
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	43.81	07/31/12	11/28/12	$489.83	$492.02	$-2.19	$0.00	$2.19
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	93.94	09/26/12	11/28/12	$1,062 47	$1,065.29	$-2.82	$0 00	$1.55
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	40.97	09/28/12	11/28/12	$458.02	$458.84	$-0.82	$0 00	$0.61

William J. Shaw Family Foundation - EIN: 52-2177437

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SHAW, WILLIAM J FAMILY FDT

Short Term Covered Security Transactions with loss disallowed due to wash sale (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Portion subject to 988	Net gain or loss	Wash sale loss disallowed (Box 5)
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	43.2	08/31/12	11/28/12	$482.94	$484.24		$-1.30	
								$0.00		$1.30
Total short term gain/loss from covered security transactions subject to wash sale:						$2,493.26	$2,500.39		$-7 13	
Total short term loss from covered security transactions disallowed from wash sales:										$5.65
Total short term Section 988 translation gain/loss from covered securities subject to wash sale:								$0 00		

Total short term gain/loss from covered security transactions:	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949, Part I, Box A	$24,032.87	$25,830.27	$-1,797.40	$5.65	$-1,791.75

Proceeds from Short Term Noncovered Security Transactions

This category includes transactions that are short-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax with-held and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box B.

Short Term Noncovered Security Transactions (Form 8949, Part I, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis		Net gain or loss
PIMCO COMMODITY REALRTN STRATE	PCRIX	722005667	104.25	12/07/11	01/04/12	$700.56	$791.26		$-90.70
PIMCO COMMODITY REALRTN STRATE	PCRIX	722005667	577.06	12/28/11	01/04/12	$3,877.87	$3,768 23		$109.64
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	457.27	12/05/11	03/29/12	$5,125.95	$5,016 21		$109.74
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	37.97	12/28/11	03/29/12	$495.93	$426 64	*	$69 29
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	17.04	11/28/11	03/29/12	$222.56	$175 35	*	$47 21

SUNTRUST

SHAW, WILLIAM J FAMILY FDT

Short Term Noncovered Security Transactions (Form 8949, Part I, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis		Net gain or loss
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	3.72	10/27/11	03/29/12	$48.53	$41.87	*	$6.66
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	67.89	09/22/11	03/29/12	$886.58	$656.62	*	$229.96
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	103.28	12/28/11	03/29/12	$1,157.76	$1,130.91		$26.85
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	21.01	06/23/11	03/29/12	$274.33	$253.49	*	$20.84
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	34.78	12/30/11	08/28/12	$384.27	$432.27		$-48.00
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	49.12	12/30/11	11/28/12	$549.18	$540.34		$8.84
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	89.5	12/22/11	11/28/12	$1,000.60	$980.91		$19.69
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	48.7	11/30/11	11/28/12	$544.47	$533.75		$10 72
FPA CRESCENT-I	FPACX	30254T759	109.02	12/20/11	11/28/12	$3,119.01	$2,897.71		$221.30
Total short term gain/loss from noncovered security transactions not subject to wash sale:						$18,387.60	$17,645.56		$742.04

Total short term gain/loss from noncovered security transactions:	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949, Part I, Box B	**$18,387.60**	**$17,645.56**	**$742.04**	**$0.00**	**$742.04**

Proceeds from Long Term Noncovered Security Transactions

This category includes transactions that are long-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax withheld and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box B.

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
PIMCO COMMODITY REALRTN STRA	PCRIX	722005667	88.19	12/30/08	01/04/12	$592.65	$546.79	$45.86
PIMCO COMMODITY REALRTN STRA	PCRIX	722005667	69.05	03/19/09	01/04/12	$464.03	$437.10	$26.93

William J. Shaw Family Foundation - EIN: 52-2177437

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SHAW, WILLIAM J FAMILY FDT

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis		Net gain or loss
PIMCO COMMODITY REALRTN STRA	PCRIX	722005667	11.56	06/18/09	01/04/12	$77.67	$84.37		$-6.70
PIMCO COMMODITY REALRTN STRA	PCRIX	722005667	2751.03	07/27/09	01/04/12	$18,486.94	$20,000.00		$-1,513.06
PIMCO COMMODITY REALRTN STRA	PCRIX	722005667	1466 77	12/10/08	01/04/12	$9,856.69	$8,639.28		$1,217 41
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	50.12	12/29/09	03/29/12	$654.59	$461.45	*	$193.14
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	5603.06	07/27/09	03/29/12	$73,175.95	$37,876.90	*	$35,299.05
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	26.87	03/23/11	03/29/12	$350.86	$326.58	*	$24 28
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	32.08	12/22/10	03/29/12	$418.99	$376.22	*	$42 77
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	55.25	09/27/10	03/29/12	$721.56	$568.86	*	$152 70
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	41.69	06/28/10	03/29/12	$544.43	$397.54	*	$146.89
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	47.01	03/29/10	03/29/12	$613 99	$478.89	*	$135.10
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	69.43	09/28/09	03/29/12	$906.78	$598 25	*	$308.53
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	895.35	05/13/09	03/29/12	$10,036.82	$9,186 24		$850.58
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	523.72	07/27/09	03/29/12	$5,870.89	$5,624.74		$246.15
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	96.11	06/26/09	03/29/12	$1,077.38	$1,004.34		$73.04
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	240.98	11/17/06	08/28/12	$2,662.81	$3,773 71		$-1,110.90
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	70.54	12/29/06	08/28/12	$779.41	$1,103.17		$-323 76
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	28.3	12/30/05	08/28/12	$312.68	$443.70		$-131.02
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	254.87	11/18/05	08/28/12	$2,816.30	$3,991.24		$-1,174.94
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	4062.24	05/25/05	08/28/12	$44,887.75	$63,777 17		$-18,889.42
MARKET VECTORS GOLD MINERS	GDX	57060U100	376	07/21/09	08/28/12	$17,669.46	$15,015.94		$2,653.52
HILLVIEW REMS REAL ESTATE VAL	HLRRX	432787307	30.74	07/27/09	08/28/12	$418.42	$40.93	*	$377.49
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	15.7	12/31/10	08/28/12	$173.53	$193.00		$-19.47
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	9.15	12/31/09	08/28/12	$101.07	$116 90		$-15 83
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	28.67	12/31/08	08/28/12	$316 76	$350 58		$-33 82
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	1876.49	11/14/08	08/28/12	$20,735.17	$22,499.07		$-1,763.90
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	52 59	12/31/07	08/28/12	$581.12	$818.82		$-237.70

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2012 Form 1099

Account Number 5124278

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
HUSSMAN STRATEGIC GROWTH FD	HSGFX	448108100	343.79	11/09/07	08/28/12	$3,798.84	$5,390.57	$-1,591.73
FPA CRESCENT-I	FPACX	30254T759	563 02	03/16/10	11/28/12	$16,108.07	$14,497.82	$1,610.25
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	52.44	10/31/11	11/28/12	$586 28	$577.89	$8 39
VANGUARD TOTAL BD MKT INDEX-I	VBTIX	921937504	3767.18	08/31/09	11/28/12	$42,117.05	$38,990.29	$3,126.76
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	1541.3	05/13/09	11/28/12	$17,432.13	$15,813.76	$1,618.37
UNIFIED IRON STRATEGIC INCM-I	IFUNX	90470K446	2686.89	08/29/08	11/28/12	$30,388.70	$26,438 97	$3,949.73
FPA CRESCENT-I	FPACX	30254T759	111.56	12/13/10	11/28/12	$3,191.65	$2,956.29	$235.36
UNIFIED AUER GROWTH FD		90470K248	4048.58	05/13/09	11/28/12	$22,793.52	$20,000.00	$2,793.52
JP MORGAN HGHBRDG STATSTL MK	HSKSX	4812A2439	5600.5	08/31/09	11/28/12	$84,735.53	$90,000.00	$-5,264 47
IVA WORLDWIDE-I	IVWIX	45070A206	1277.67	03/16/10	11/28/12	$20,787.74	$19,433.41	$1,354.33
NORTHERN ALTEGRIS MACRO STRA	MCRIX	66537Y504	3546 1	10/31/11	11/28/12	$32,553 19	$35,000.00	$-2,446.81
FPA CRESCENT-I	FPACX	30254T759	44.99	07/01/11	11/28/12	$1,287.11	$1,259 68	$27.43
UNIFIED AUER GROWTH FD		90470K248	7218.41	09/02/08	11/28/12	$40,639.67	$61,284.34	$-20,644.67
Total long term gain/loss from noncovered security transactions not subject to wash sale:						$531,724.18	$530,374.80	$1,349.38

Long Term Noncovered Security Transactions with loss disallowed due to wash sale (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Portion subject to 988	Net gain or loss / Wash sale loss disallowed
IVA WORLDWIDE-I	IVWIX	45070A206	258.9	12/15/10	11/28/12	$4,212 26	$4,289.93		$-77.67
								$0.00	$73.39
Total long term gain/loss from noncovered security transactions subject to wash sale:						$4,212.26	$4,289.93		$-77.67
Total long term loss from noncovered security transactions disallowed from wash sales:									$73.39
Total long term Section 988 translation gain/loss from noncovered securities subject to wash sale:								$0.00	

William J. Shaw Family Foundation - EIN: 52-2177437

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SHAW, WILLIAM J FAMILY FDT

2012 Form 1099

Account Number 5124278

Total long term gain/loss from noncovered security transactions:	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949, Part II, Box B	$535,936.44	$534,664.73	$1,271.71	$73.39	$1,345.10

Total proceeds reported to IRS on Form 1099-B $578,356.91

Proceeds from Gains and Losses Not Reported On Form 1099-B

The following gains or losses in your account include common trust funds, options or other exchanges not subject to Form 1099-B reporting or sales of assets not registered for Form 1099-B reporting by us. For individual taxpayers, capital gain or loss transactions which are not reported on a Form 1099-B are reportable on Form 8949, Part I or Part II, Box C. However, if an asset below is not registered for Form 1099-B reporting by us and you receive a separate Form 1099-B from a different payer for this same information, you should follow their 1099-B regarding tax reporting guidelines. You should consult your tax advisor regarding the tax treatment applicable to these items.

Long Term Transactions for 28% gains and losses (Not reported on Form 1099-B)

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	01/11/12	$5.01	$19.97	$-14.96
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	02/14/12	$4.83	$18.28	$-13.45
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	03/13/12	$4.97	$19.16	$-14.19
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	04/10/12	$5 41	$21 43	$-16.02
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	05/16/12	$5.72	$24 05	$-18.33
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	06/12/12	$4 86	$19.74	$-14 88
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	07/06/12	$4.90	$20 14	$-15.24
SPDR GOLD TR GOLD ETF	GLD	78463V107	96	01/01/01	08/10/12	$4.95	$19.94	$-14.99
SPDR GOLD TR GOLD ETF	GLD	78463V107	287	01/01/01	09/12/12	$15 16	$19 02	$-3 86
SPDR GOLD TR GOLD ETF	GLD	78463V107	287	01/01/01	10/08/12	$16.78	$20 62	$-3.84
SPDR GOLD TR GOLD ETF	GLD	78463V107	287	01/01/01	11/19/12	$15.49	$19.51	$-4.02
SPDR GOLD TR GOLD ETF	GLD	78463V107	287	01/01/01	12/11/12	$14.65	$18 67	$-4.02
Total long term 28% gain/loss:						$102.73	$240 53	$-137.80

William J. Shaw Family Foundation - EIN: 52-2177437

SunTrust

SHAW, WILLIAM J FAMILY FDT

2012 Form 1099

Account Number 5124278

Total long term gain/loss transactions not reported on Form 1099-B:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part II, Box C	$102.73	$240.53	$-137.80	$0.00	$-137.80

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions WILLIAM J. SHAW FAMILY FOUNDATION	Employer identification number (EIN) or 52-2177437
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 10833 ALLOWAY DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions POTOMAC, MD 20854	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ WILLIAM SHAW

Telephone No ▶ 301 299-3484 FAX No ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 356.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 1,020.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

JSA
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