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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

POSTMARK DATE MAY 15 2013

SCANNED MAY 21 2013

Name of foundation

SHAMAN CHARITABLE FOUNDATION

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

Room/suite

Wells Fargo Bank N A - 101N Indepndence Mall E MACY1372-062

City or town, state, and ZIP code

PA 19106-2112

G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 553,674 (Part I, column (d) must be on cash basis)

A Employer identification number
58-6433772B Telephone number (see instructions)
(888) 730-4933C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ► <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	14,372	14,155	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	10,722		
	b Gross sales price for all assets on line 6a	221,266		
	7 Capital gain net income (from Part IV, line 2)		10,722	
	8 Net short-term capital gain			
	9 Income modifications			
	10 a 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	25,094	24,877	0
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,841	6,631	2,210
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	750		
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	1,967	141	
	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	11,558	6,772	0
	25 Contributions, gifts, grants paid	21,000		21,000
	26 Total expenses and disbursements Add lines 24 and 25	32,558	6,772	0
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-7,464		
	b Net investment income (if negative, enter -0-)		18,105	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	867	1,056	1,056
	2 Savings and temporary cash investments	21,514	23,157	23,157
	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)			
Liabilities	11 Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	511,650	500,812	529,462
	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)	534,031	525,025	553,675
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	534,031	525,025	
	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)	534,031	525,025	
	31 Total liabilities and net assets/fund balances (see instructions)	534,031	525,025	

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	534,031
2 Enter amount from Part I, line 27a	2	-7,464
3 Other increases not included in line 2 (itemize) ► Mutual Fund & CTF Income Additions	3	532
4 Add lines 1, 2, and 3	4	527,099
5 Decreases not included in line 2 (itemize) ► See Attached Statement	5	2,074
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	525,025

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 Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	10,722
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	17,598	556,044	0.031649
2010	17,474	518,840	0.033679
2009	25,750	460,018	0.055976
2008	36,164	602,288	0.060044
2007	46,000	730,551	0.062966

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

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

2	0.244314
3	0.048863
4	544,160
5	26,589
6	181
7	26,770
8	23,960

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

1 a	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	362
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2	2	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	3	362
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	
6	Credits/Payments	5	362
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,332
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	1,332
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	970
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ►	362	Refunded ► 11 608

Part VII-A Statements Regarding Activities

1 a	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?	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1a	X
	<i>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</i>	1b	X
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4 a	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	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD	8b	X
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? <i>If "No," attach explanation</i>	9	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)? <i>If "Yes," complete Part XIV</i>	10	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Part VII-A Statements Regarding Activities (continued)

11	X
12	X
13	X
14	Telephone no ► 888-730-4933 ZIP+4 ► 19106-2112
15	► 15 N/A
16	Yes X

Website address ► N/A

14 The books are in care of ► WELLS FARGO BANK N A

Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA

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 ►

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.	
1a	Yes X
(1)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	1b X
c	1c X
2	2b N/A
a	2a
b	2b N/A
c	2b N/A
3a	3b N/A
b	3b N/A
4a	4a X
b	4b X

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?

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

(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)?

(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)

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 ►

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?

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?

If "Yes," list the years ► 20_____ . 20_____ . 20_____ . 20_____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ . 20_____ . 20_____ . 20_____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

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)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
 Yes No
 Yes No
 Yes No
 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)?

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?

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

N/A

Yes No

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? If "Yes" to 6b, file Form 8870

Yes No

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?

Yes No

5b N/A

6b X

7b N/A

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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee	4 00	8,841	

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

► 0

Form 990-PF (2012)

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

Part IV Summary of Direct Charitable Activities		Expenses
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.		
1	NONE	
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		
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	530,588
b	Average of monthly cash balances	1b	21,859
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	552,447
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	552,447
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,287
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	544,160
6	Minimum investment return Enter 5% of line 5	6	27,208

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	27,208
2a	Tax on investment income for 2012 from Part VI, line 5	2a	362
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	362
3	Distributable amount before adjustments Subtract line 2c from line 1	3	26,846
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,846
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	26,846

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	23,960
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	23,960
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	23,960
6	Adjusted qualifying distributions Subtract line 5 from line 4		

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				26,846
2 Undistributed income, if any, as of the end of 2012			7,823	
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____				
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	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 23,960			7,823	
a Applied to 2011, but not more than line 2a				
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				16,137
e Remaining amount distributed out of corpus				
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:	0	0	0	
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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			0	10,709
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				
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				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	21,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	14,372
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	10,722
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)		0		25,094	0
13 Total Add line 12, columns (b), (d), and (e)				13	25,094

Part XVI B Relationships of Activities to the Accomplishment of Exempt Purposes

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		

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

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

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

Sign
Here

correct, and complete Declaration of preparer (other than taxpayer)

4/15/2013

► SVP Wells Fargo Bank N A

Signature of officer or trustee

10

- 5 -

Signature of officer or trustee		Date	Time		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J CASTRIANO		4/15/2013		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000	

SHAMAN CHARITABLE FOUNDATION

58-6433772 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION INC

Street

3939 Campbell Avenue, I

City ARLINGTON	State VA	Zip Code 22206	Foreign Country
--------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 2,500
---	------------------------

Name

TOP BANANA HOME DELIVERED GROCERIES INC

Street

14100 Brandywine Rd

City Brandywine	State MD	Zip Code 20613	Foreign Country
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Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 6,500
---	------------------------

Name

HEALTHY AGING PROGRAMS FOR FRAIL AND VULNERABLE ARTS FOR THE AGING

Street

12320 PARKLAWN DR

City ROCKVILLE	State MD	Zip Code 20850	Foreign Country
--------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 8,000
---	------------------------

Name

SENIOR CONNECTION OF MONTGOMERY COUNTY, INC

Street

3950 Ferrara Dr

City SILVER SPRING	State MD	Zip Code 20906	Foreign Country
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Relationship NONE	Foundation Status 501(c)(3) PUBLIC CHARITY
-----------------------------	--

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 4,000
---	------------------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
--------------------------------------	---------------

Name**Street**

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
--------------------------------------	---------------

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check 'X' to include in Part IV	Description	CUSIP #	Purchaser	Check 'X' if Purchaser is a Business	Date Acquired	Acquisition Method	Capital Gains/Losses Other than sales			Cost of Other Basis and Expenses			Net Gain or Loss		
							Totals	Gross Sales	221,266	0	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	0	10,722
1	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	922042558	87234N49		12/17/2010	8/10/2012	-	606	-	660	-	-	-	-54	
2	X VANGUARD REIT VIPER	922058553			12/17/2010	-	-	30	-	344	-	-	-	-4	
3	X VANGUARD REIT VIPER	922058553			12/17/2010	-	-	588	-	418	-	-	-	-109	
4	X VANGUARD REIT VIPER	922058553			12/17/2010	-	-	2,23	-	1,923	-	-	-	-310	
5	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			12/17/2010	-	-	585	-	560	-	-	-	-15	
6	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			12/17/2010	-	-	6,744	-	7,314	-	-	-	-570	
7	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			12/17/2010	-	-	4,845	-	5,516	-	-	-	-671	
8	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			12/17/2010	-	-	-	-	-	-	-	-	-74	
9	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			5/10/2012	-	-	-	-	-	-	-	-	-48	
10	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			12/17/2010	-	-	563	-	611	-	-	-	-10	
11	X VANGUARD MSCI EMERGING TCM SMALL CAP GROWTH FU	87234N49			12/17/2010	-	-	854	-	844	-	-	-	-31	
12	X SPDR DJ WILSHIRE INTERNA SPDR DJ WILSHIRE INTERNA	78463X63			5/23/2011	11/1/2012	-	1,022	-	991	-	-	-	-31	
13	X SPDR DJ WILSHIRE INTERNA SPDR DJ WILSHIRE INTERNA	78463X63			5/23/2011	8/8/2012	-	1,357	-	1,388	-	-	-	-31	
14	X T ROWE PRICE SHORT TERM T ROWE PRICE SHORT TERM	77937P05			2/14/2012	11/1/2012	-	7,813	-	7,797	-	-	-	-16	
15	X T ROWE PRICE SHORT TERM T ROWE PRICE SHORT TERM	77937P05			2/14/2012	8/8/2012	-	-	-	-	-	-	-	-49	
16	X T ROWE PRICE SHORT TERM T ROWE PRICE SHORT TERM	77937P05			2/14/2012	5/8/2012	-	19,778	-	19,738	-	-	-	-13	
17	X T ROWE PRICE SHORT TERM T ROWE PRICE SHORT TERM	77937P05			8/26/2011	5/8/2012	-	6,369	-	6,376	-	-	-	-0	
18	X RIDGEWORTH SEIX HY BD-#	76628T45			8/26/2011	5/8/2012	-	6,841	-	6,841	-	-	-	-87	
19	X RIDGEWORTH SEIX HY BD-#	76628T45			8/26/2011	11/1/2012	-	1,557	-	1,480	-	-	-	-54	
20	X RIDGEWORTH SEIX HY BD-#	76628T45			8/26/2011	8/8/2012	-	869	-	815	-	-	-	-39	
21	X PIMCO FOREIGN BD USD PIMCO FOREIGN BD USD	693390082			8/26/2011	8/8/2012	-	817	-	778	-	-	-	-218	
22	X PIMCO FOREIGN BD USD PIMCO FOREIGN BD USD	693390082			8/26/2011	8/8/2012	-	3,136	-	2,918	-	-	-	-23	
23	X PIMCO FOREIGN BD USD PIMCO FOREIGN BD USD	693390082			5/25/2011	8/8/2012	-	434	-	411	-	-	-	-69	
24	X PIMCO FOREIGN BD USD PIMCO FOREIGN BD USD	693390082			2/4/2011	8/8/2012	-	1,169	-	1,100	-	-	-	-13	
25	X PIMCO FOREIGN BD USD PIMCO FOREIGN BD USD	693390082			12/6/2010	8/8/2012	-	198	-	211	-	-	-	-41	
26	X PIMCO TOTAL RET FD-INST # PIMCO TOTAL RET FD-INST #	6933900700			7/23/2010	8/8/2012	-	953	-	953	-	-	-	-15	
27	X PIMCO TOTAL RET FD-INST # PIMCO TOTAL RET FD-INST #	6933900700			8/1/2012	11/1/2012	-	1,205	-	1,190	-	-	-	-198	
28	X OPPENHEIMER DEVELOPING MERGER FD SH BEN INT #26C	683397405			8/26/2006	7/26/2006	-	15,774	-	15,576	-	-	-	-22	
29	X OPPENHEIMER DEVELOPING MERGER FD SH BEN INT #26C	683397405			5/25/2011	2/10/2012	-	3,035	-	3,013	-	-	-	-28	
30	X LAUDUS MONDRIAN INTL FU	569509108			5/25/2011	11/1/2012	-	1,160	-	1,188	-	-	-	-69	
31	X MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011	8/8/2012	-	2,240	-	2,232	-	-	-	-570	
32	X MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011	8/8/2012	-	7,626	-	7,056	-	-	-	-33	
33	X MAINSTAY EP US EQUITY-INS	56063J302			10/20/2011	5/8/2012	-	6,650	-	6,677	-	-	-	-15	
34	X MFS VALUE FUND-CLASS A48	552983694			10/20/2011	2/10/2012	-	8,085	-	7,688	-	-	-	-397	
35	X MFS VALUE FUND-CLASS A48	552983694			5/25/2011	11/1/2012	-	923	-	871	-	-	-	-52	
36	X KEELEY SMALL CAP VAL FD C	518550055			8/8/2012	8/8/2012	-	1,076	-	1,040	-	-	-	-36	
37	X KEELEY SMALL CAP VAL FD C	487300008			12/17/2010	8/8/2012	-	5,247	-	5,441	-	-	-	-194	
38	X KEELEY SMALL CAP VAL FD C	487300008			11/1/2012	1,068	-	972	-	972	-	-	-	-116	
39	X ISHARES CORE S & P 500 ETD	464287700			6/8/2012	6/8/2012	-	646	-	631	-	-	-	-116	
40	X ISHARES CORE S & P 500 ETD	464287700			12/17/2010	2/10/2012	-	1,237	-	1,196	-	-	-	-41	
41	X ISHARES S & P 500 INDEX FU	464287700			8/8/2012	11/1/2012	-	569	-	562	-	-	-	-7	
42	X ISHARES S & P 500 INDEX FU	464287700			10/20/2011	5/8/2012	-	7,619	-	6,823	-	-	-	-795	
43	X HUSSMAN STRATEGIC GROWTH	448108400			10/20/2011	8/8/2012	-	942	-	853	-	-	-	-89	
44	X HARBOR CAPITAL APRITION	41151104			5/25/2011	8/8/2012	-	9,605	-	10,900	-	-	-	-1,295	
45	X GOLDMAN SACHS GRTH OP	38142Y01			5/25/2011	2/10/2012	-	1,067	-	1,012	-	-	-	-55	
46	X DREYFUS EMG MKT DEBT LO	38142Y01			4/10/2012	4/10/2012	-	12,640	-	6,688	-	-	-	-5952	
47	X DODGE & COX INCOME FD C	256210105			3/17/2009	11/1/2012	-	1,747	-	890	-	-	-	-857	
48	X DODGE & COX INCOME FD C	256210105			7/26/2006	11/1/2012	-	712	-	588	-	-	-	-124	
49	X DODGE & COX INCOME FD C	256210105			8/10/2012	8/8/2012	-	784	-	682	-	-	-	-97	
50	X DODGE & COX INCOME FD C	256210105			12/17/2010	5/8/2012	-	6,650	-	6,348	-	-	-	-141	
51	X DODGE & COX INCOME FD C	256210105			11/1/2012	2/10/2012	-	1,394	-	1,223	-	-	-	-50	
52	X DODGE & COX INCOME FD C	256210105			8/10/2012	11/1/2012	-	1,115	-	1,103	-	-	-	-126	
53	X DODGE & COX INCOME FD C	256210105			2/10/2012	1,332	-	1,219	-	1,219	-	-	-	-113	
54	X DODGE & COX INCOME FD C	256210105			13/220	-	-	-	-	-	-	-	-	-204	
55	X DODGE & COX INCOME FD C	256210105			4/10/2012	4,012	-	-	-	-	-	-	-	-112	
56	X DODGE & COX INCOME FD C	256210105			11/1/2012	1,667	-	-	-	-	-	-	-	-273	
57	X DODGE & COX INCOME FD C	256210105			6/17/2009	8/8/2012	-	3,902	-	4,810	-	-	-	-908	
58	X DODGE & COX INCOME FD C	256210105			8/26/2011	11/1/2012	-	568	-	554	-	-	-	-14	
59	X CREDIT SUISSE COMM RT ST	22544R305			8/26/2011	11/1/2012	-	544	-	619	-	-	-	-75	
60	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011	11/1/2012	-	1,013	-	1,144	-	-	-	-131	
61	X ARTISAN INTERNATIONAL FU	04314H204			11/1/2012	1,209	-	-	-	-	-	-	-	-166	
62	X DIAMOND HILL LONG-SHORT	22624S333			8/8/2012	4,147	-	3,703	-	4,147	-	-	-	-444	

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	750			750

Part I, Line 18 (990-PF) - Taxes

		1,967	141	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	141	141		
2	PY EXCISE TAX DUE	494			
3	ESTIMATED EXCISE PAYMENTS	1,332			

Part II, Line 13 (990-PF) - Investments - Other

			511,650	500,812	529,462
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	MERGER FD SH BEN INT 260	---	0	8,217	8,215
2	PIMCO TOTAL RET FD-INST 35	---	0	79,434	81,041
4	PIMCO FOREIGN BD FD USD H-INST 103	---	0	12,016	12,537
5	T ROWE PRICE SHORT TERM BD FD 55	---	0	4,252	4,261
6	ARTISAN MID CAP FUND-INSTL 1333	---	0	15,481	15,233
7	ISHARES RUSSELL 2000 GROWTH	---	0	13,407	13,820
8	SHARES S & P 500 INDEX FUND	---	0	16,546	19,038
9	LAUDUS MONDRIAN INTL FI-INST 2940	---	0	12,669	11,981
10	DODGE & COX INTL STOCK FD 1048	---	0	25,142	25,659
11	MFS VALUE FUND-CLASS 893	---	0	22,561	24,696
12	DREYFUS EMG MKT DEBT LOC C-1 6083	---	0	25,682	27,129
13	DRIEHAUS ACTIVE INCOME FUND	---	0	8,234	8,439
14	JP MORGAN MID CAP VALUE-I 758	---	0	10,250	12,204
15	HUSSMAN STRATEGIC GROWTH FUND 60	---	0	12,291	10,547
16	VANGUARD REIT VIPER	---	0	15,925	19,740
17	VANGUARD EMERGING MARKETS ETF	---	0	17,616	17,278
18	OPPENHEIMER DEVELOPING MKT-Y 788	---	0	16,410	16,712
19	SPDR DU WILSHIRE INTERNATIONAL REA	---	0	17,358	19,393
20	DIAMOND HILL LONG-SHORT FD CL I 11	---	0	12,331	13,637
21	RIDGEWORTH SIX HY BD-I 5855	---	0	25,940	28,141
22	GATEWAY FUND - Y 1986	---	0	13,720	13,570
23	CREDIT SUISSE COMM RT ST-CÖ 2156	---	0	28,455	26,219
24	KEELEY SMALL CAP VAL FD CL I 2251	---	0	12,416	14,350
25	ARTISAN INTERNATIONAL FUND 661	---	0	21,107	25,368
26	DODGE & COX INCOME FD COM 147	---	0	23,599	26,506
27	HARBOR CAPITAL APRCTN-HINST 2012	---	0	29,753	33,688

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1 Mutual Fund & CTF Income Additions	1	532
2 Total	2	532

Line 5 - Decreases not included in Part III, Line 2

1 Cost Basis Adjustment	1	45
2 Mutual Fund & CTF Income Subtraction	2	1,799
3 PY Return of Capital Adjustment	3	230
4 Total	4	2,074

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VI, Line 6a (990-PF) - Estimated Tax Payments

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1		0
2	5/9/2012	333
3	6/11/2012	333
4	9/11/2012	333
5	12/11/2012	333
6		0
7		1,332

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1 Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	7,823
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	7,823