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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052





2012


Open to Public Inspection

For calendar year 2012, or tax year beginning 05-01-2012 , and ending 04-30-2013

Name of foundation GARDINER HOWLAND SHAW FOUNDATION		A Employer identification number 04-6111826	
Number and street (or P O box number if mail is not delivered to street address) C/O WELCH FORBES LLC 45 SCHOOL ST		B Telephone number (see instructions) (617) 523-1635	
City or town, state, and ZIP code BOSTON, MA 02108		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,649,778		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	47,810	47,810		
	4 Dividends and interest from securities.	457,305	457,305		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	495,393			
	b Gross sales price for all assets on line 6a _____ 2,256,856				
	7 Capital gain net income (from Part IV, line 2)		495,393		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,000,508	1,000,508		
	13 Compensation of officers, directors, trustees, etc	163,183	0		163,183
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	41,420	0		41,420
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,080	9,080		0
	c Other professional fees (attach schedule)	94,410	93,030		1,380
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,000	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	3,296	0		3,296
	21 Travel, conferences, and meetings	10,626	0		10,627
	22 Printing and publications	1,900	0		1,900
	23 Other expenses (attach schedule)	7,694	250		7,444
	24 Total operating and administrative expenses. Add lines 13 through 23	344,609	102,360		229,250
	25 Contributions, gifts, grants paid	621,775			621,775
	26 Total expenses and disbursements. Add lines 24 and 25	966,384	102,360		851,025
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	34,124			
	b Net investment income (if negative, enter -0-)		898,148		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	48,196	2,434	2,434
	2	Savings and temporary cash investments	427,546	639,995	639,995
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	199,900	 199,900	207,894
	b	Investments—corporate stock (attach schedule)	8,056,286	 7,532,059	14,006,079
	c	Investments—corporate bonds (attach schedule).	1,611,482	 1,409,764	1,470,328
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,674,511	 2,229,676	2,323,048
	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)	12,017,921	12,013,828	18,649,778	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	12,017,921	12,013,828	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,017,921	12,013,828	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,017,921	12,013,828	

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 12,017,921
2	Enter amount from Part I, line 27a	2 34,124
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 12,052,045
5	Decreases not included in line 2 (itemize) ▶  _____	5 38,217
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 12,013,828

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	495,393
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	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	833,458	17,010,354	0 048997
2010	795,369	16,597,484	0 047921
2009	773,402	15,566,882	0 049683
2008	890,406	15,502,577	0 057436
2007	936,018	19,913,196	0 047005

2	Total of line 1, column (d).	2	0 251042
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 050208
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	17,302,600
5	Multiply line 4 by line 3.	5	868,729
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,981
7	Add lines 5 and 6.	7	877,710
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	851,025

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,963
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	17,963
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	17,963
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,320	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	14,600	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	22,920
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	4,957
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 4,957	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW SHAWFOUNDATION ORG				
14	The books are in care of ▶WELCH FORBES LLC Telephone no ▶(617) 523-1635 Located at ▶45 SCHOOL STREET BOSTON MA ZIP +4 ▶02108			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
THOMAS E COURY	EXECUTIVE	163,183	30,313	0
59 GILBERT ROAD NEEDHAM,MA 02192	DIRECTOR 40 00			
BENJAMIN J WILLIAMS JR	TRUSTEE	0	0	0
45 SCHOOL STREET BOSTON,MA 02108	1 00			
THEODORE E OBER	TRUSTEE	0	0	0
45 SCHOOL STREET BOSTON,MA 02108	0 50			
PETER P BROWN	TRUSTEE	0	0	0
45 SCHOOL STREET BOSTON,MA 02108	0 50			
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

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
WELCH & FORBES LLC	INVESTMENT MANAGEMENT	92,880
45 SCHOOL STREET		
BOSTON,MA 02108		
Total number of others receiving over \$ 50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TECHNICAL ASSISTANCE TO GRANTEES 25 ORGANIZATIONS ASSISTED TOTAL HOURS = 141	16,775
2 TECHNICAL ASSISTANCE TO OTHER ORGANIZATIONS 18 ORGANIZATIONS ASSISTED TOTAL HOURS = 87	10,350
3 PRESENTATIONS, PUBLICATIONS AND RESEARCH FOUR CONFRENCES AND FORUMS TOTAL HOURS = 32 RESOURCE DIRECTORY EDIT & REVIEW TOTAL HOURS = 18 OTHER PUBLICATIONS TOTAL HOURS = 17	7,970
4 VOLUNTEER WORK MOTHER'S DAY ANTI-VIOLENCE MARCH TOTAL HOURS = 8 PGLA EVENT TOTAL HOURS = 10 OTHER TOTAL HOURS = 9	3,212

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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	17,540,776
b	Average of monthly cash balances.	1b	25,315
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,566,091
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	17,566,091
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	263,491
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,302,600
6	Minimum investment return. Enter 5% of line 5.	6	865,130

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	865,130
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	17,963
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	17,963
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	847,167
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	847,167
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	847,167

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	851,025
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	851,025
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	851,025
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				847,167
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			25,810	
b Total for prior years 20____, 20____, 20____		0		
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 ▶ \$ 851,025				
a Applied to 2011, but not more than line 2a			25,810	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				825,215
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				21,952
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
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 XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

THOMAS E COURY GARDINER HOWLAND SHA
355 BOYLSTON STREET
BOSTON,MA 02116
(617) 247-3500

b

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

WRITTEN PROPOSAL

c

Any submission deadlines

NONE

d

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

ORGANIZATIONS MUST DEAL WITH THE PREVENTION OF CRIME AND THE REHABILITATION OF CRIMINALS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	621,775
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	47,810	
4 Dividends and interest from securities.			14	457,305	
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	495,393	
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		1,000,508	0
13 Total. Add line 12, columns (b), (d), and (e).			13	1,000,508	1,000,508

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

*****	2013-10-31	*****
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00186412
	JOHN D CRAVEN	JOHN D CRAVEN			
	Firm's name <input type="checkbox"/>	WELCH & FORBES LLC		Firm's EIN <input type="checkbox"/> 04-3573806	
		45 SCHOOL STREET			
	Firm's address <input type="checkbox"/>	BOSTON, MA 021083204		Phone no (617) 523-1635	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1482 SHS IRON MOUNTAIN INC	P	2012-11-21	2012-11-21
3000 SHS ABB LTD SPONSORED ADR	P	2010-03-17	2012-07-27
2000 SHS BARRICK GOLD CORP	P	2003-01-31	2012-07-27
2000 SHS JOHNSON CONTROLS INC	P	2002-12-23	2012-07-27
5000 SHS ENERGY INC	P	2005-02-01	2012-10-04
4000 SHS CISCO SYSTEMS INC	P	2007-07-31	2012-10-04
8000 SHS CISCO SYSTEMS INC	P	2008-02-22	2012-10-04
2000 SHS HOME DEPOT INC	P	2009-02-25	2012-10-04
1000 SHS PEPSICO INC	P	2002-10-12	2012-10-04
1300 SHS PROCTER & GAMBLE CO	P	1970-01-01	2012-10-04
7000 SHS ABB LTD SPONSORED ADR	P	2010-03-17	2012-10-04
5000 SHS ABB LTD SPONSORED ADR	P	2010-06-14	2012-10-04
3000 SHS CARMAX INC	P	2003-04-11	2013-01-15
1000 SHS HOME DEPOT INC	P	2009-02-25	2013-01-15
1888 SHS IRON MOUNTAIN INC	P	2008-04-22	2013-01-15
3000 SHS JOHNSON CONTROLS INC	P	2002-12-23	2013-01-15
1000 SHS STERICYCLE INC	P	2004-07-28	2013-01-15
6000 SHS TEVA PHARMACEUTICAL INDUSTRIES LTD	P	2005-10-24	2013-01-15
3000 SHS TEVA PHARMACEUTICAL INDUSTRIES LTD	P	2006-03-15	2013-01-15
200000 UNITS UNITEDHEALTH GROUP INC	P	2009-05-11	2013-02-15
200000 UNITS VERIZON COMM INC	P	2008-04-23	2013-04-15
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5		5	0
52,169		65,049	-12,880
64,039		32,999	31,040
50,039		26,967	23,072
168,957		83,172	85,785
75,518		118,960	-43,442
151,037		185,614	-34,577
123,297		40,580	82,717
70,828		44,696	26,132
90,192		2,207	87,985
134,908		151,781	-16,873
96,363		90,874	5,489
113,517		26,425	87,092
63,880		20,290	43,590
63,039		50,783	12,256
95,158		40,450	54,708
94,232		25,383	68,849
228,905		227,792	1,113
114,453		124,186	-9,733
200,000		198,250	1,750
200,000		205,000	-5,000
6,320			6,320

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			0
			-12,880
			31,040
			23,072
			85,785
			-43,442
			-34,577
			82,717
			26,132
			87,985
			-16,873
			5,489
			87,092
			43,590
			12,256
			54,708
			68,849
			1,113
			-9,733
			1,750
			-5,000
			6,320

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADOLESCENT CONSULTATION SERVICES 189 CAMBRIDGE STREET CAMBRIDGE,MA 02141	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE MA ALLIANCE OF JUVENILE COURT CLINICS	5,000
ASSOCIATED GRANTMAKERS 55 COURT STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	2012 ANNUAL SUPPORT	4,300
BETHEL INSTITUTE FOR SOCIAL JUSTICE 40 WALK HILL STREET JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE OFFENDER COUNSELING PROJECT	15,000
BOSTON EMPLOYMENT SERVICE 651 WASHINGTON STREET DORCHESTER,MA 02124	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EX-OFFENDER JOB PLACEMENT PROJECT	5,000
BOSTON FOUNDATION CIVIC LEADERSHIP FUND 75 ARLINGTON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE CIVIC LEADERSHIP FUND	2,500
BOSTON WORKER'S ALLIANCE 411 BLUE HILL AVENUE DORCHESTER,MA 02121	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CORI EDUCATION PROJECT	10,000
BRIDGE TO HOPE PO BOX 758 HYANNIS,MA 02601	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S FEMALE OFFENDER RESIDENTIAL PROJECT	5,000
CAREER COLLABORATIVE 77 SUMMER STREET BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S EX-OFFENDER JOB PLACEMENT PROGRAM	2,500
CATHOLIC CHARITIES SOUTH 169 COURT STREET BROCKTON,MA 02302	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EX-OFFENDER ASSISTANCE PROJECT	10,000
CHILDREN'S ADVOCACY CENTER 989 COMMONWEALTH AVENUE BOSTON,MA 02215	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EXPLOITATION PREVENTION PROJECT	10,000
CITIZENS FOR JUVENILE JUSTICE 101 TREMONT STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE REFORM WORK	30,600
CITIZENS FOR SAFETY 31 HEATH STREET JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GUN VIOLENCE PREVENTION PROJECTS	40,000
CITY MISSION SOCIETY 14 BEACON STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S PEACE EMPOWERMENT PROJECT	5,000
COMMUNITY DISPUTE SETTLEMENT CENTER 60 GORE STREET CAMBRIDGE,MA 02141	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COURT MEDIATION PROJECT	2,500
COMMUNITY RESOURCES FOR JUSTICE 355 BOYLSTON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR CRIMINAL JUSTICE RESEARCH AND REFORM WORK	67,500


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY SERVINGS INC 18 MARBURY STREET JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EX-OFFENDER VOCATIONAL TRAINING PROGRAM	15,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE ARLINGTON,VA 22202	N/A	OTHER PUBLIC CHARITY	2012 ANNUAL SUPPORT	2,000
CRIMINAL JUSTICE POLICY COALITION 411 WASHINGTON STREET DORCHESTER,MA 02124	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CRIMINAL JUSTICE REFORM WORK	10,000
DISMAS HOUSE OF CENTRAL MA PO BOX 30125 WORCESTER,MA 01601	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S EX-OFFENDERS SUPPORT PROGRAMS	15,000
DOC WAYNE ATHLETIC LEAGUE 418 COMMONWEALTH AVENUE BOSTON,MA 02215	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE OFFENDER PROGRAMS	10,000
EPOCA INC 5 PLEASANT STREET WORCESTER,MA 01609	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CRIMINAL REFORM WORK	10,000
FREEDOM MINISTRIES INC PO BOX 51521 BOSTON,MA 02205	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE JUVENILE JUSTICE FACILITY VISITATION PROGRAM	5,000
FRIENDS OF BOSTON'S HOMELESS 12 WISE STREET BOSTON,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S EX-OFFENDER HOUSING PROJECT	18,000
FRIENDS OF PRISONERS 84 BEARSES WAY HYANNIS,MA 02601	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EX-OFFENDER RESIDENTIAL PROJECT	5,000
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES 8757 GEORGIA AVENUE SILVER SPRING,MD 20910	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR ADVOCACY SERVICES	1,000
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON,MA 02114	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CORI LEGAL ADVOCACY PROJECT	10,000
GREATER LOVE TABERNACLE-CENTER FOR CHURCH AND PRISON 101 NIGHTGALE STREET DORCHESTER,MA 02115	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE CENTER FOR CHURCH AND PRISON	7,500
INNER CITY WEIGHTLIFTING PO BOX 171313 BOSTON,MA 02117	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GANG INTERVENTION PROGRAMS	25,000
JUVENILE LAW CENTER 1315 WALNUT STREET PHILADELPHIA,PA 19107	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE REFORM WORK	20,000
LOUIS D BROWN PEACE INSTITUTE 1452 DORCHESTER AVENUE DORCHESTER,MA 02122	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COMMUNITY VIOLENCE PREVENTION WORK	15,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MA ADVOCATES FOR CHILDREN 25 KINGSTON STREET BOSTON,MA 02111	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S TRAUMA AND LEARNING PROJECT	2,500
MA COUNCIL HUMAN SERVICE PROVIDERS 88 BROAD STREET BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE COUNCIL'S ANNUAL CONFERENCE	3,000
MASSINC 11 BEACON STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE CRIMINAL JUSTICE REFORM CAMPAIGN	66,000
MOTHERS FOR JUSTICE AND EQUALITY 184 DUDLEY STREET ROXBURY,MA 02119	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S ANTI VIOLENCE WORK	7,000
ON THE RISE 341 BROADWAY CAMBRIDGE,MA 02139	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S LEGAL ADVOCACY PROJECT	1,000
PAIR PROJECT 254 FRIEND STREET BOSTON,MA 02114	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S DETENTION LEGAL ADVOCACY PROJECT	5,000
PRISON BOOK PROGRAM 1306 HANCOCK STREET QUINCY,MA 02169	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S BOOK DISTRIBUTION PROJECT	5,000
PRISONERS LEGAL SERVICES 10 WINTHROP SQUARE BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S PRISON BRUTALITY PREVENTION PROJECT	15,000
REFLECT AND STRENGTHEN INC 614 COLUMBIA ROAD DORCHESTER,MA 02115	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE SERVICES FOR GIRLS	5,000
RFK CHILDRENS ACTION CORPS 11 BEACON STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE DIVERSION PROJECT	5,000
ROCA INC 101 PARK STREET CHELSEA,MA 02150	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GANG INTERVENTION WORK	5,000
RODMAN RIDE FOR KIDS 101 LINCOLN ROAD FOXBORO,MA 02035	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CHILD WELFARE FUNDRAISING	3,000
SELF ESTEEM BOSTON PO BOX 30155 JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE FEMALE OFFENDER-COUNSELING PROJECT	9,500
SISTERS OF ST JOSEPH PRISON MINISTRIES 1020 STATE STREET BADEN,PA 15005	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE MCI FRAMINGHAM FEMALE OFFENDER PROJECT	15,000
SPAN INC 105 CHAUNCY STREET BOSTON,MA 02111	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EX-OFFENDER POST RELEASE SERVICES	11,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SPECTRUM HEALTH SERVICES INC 10 MECHANIC STREET WORCESTER,MA 01608	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE WOMEN AND CHILDREN CENTER	5,000
STOP HANDGUN VIOLENCE ONE BRIDGE STREET NEWTON,MA 02458	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S VIOLENCE PREVENTION PROGRAMS	10,000
STRAIGHT AHEAD MINISTRIES 791 MAIN STREET WORCESTER,MA 01524	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE SERVICES	15,000
THE KEY PROGRAM 670 OLD CONNECTICUT PATH FRAMINGHAM,MA 01701	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE OFFENDER RESIDENTIAL PROGRAMS	5,625
THE PERFORMANCE PROJECT 121 CHESTNUT STREET SPRINGFIELD,MA 01103	N/A	OTHER PUBLIC CHARITY	SUPPORT THE AGENCY'S JUVENILE JUSTICE ARTS PROGRAM	7,000
TRINITY BOSTON FOUNDATION 206 CLARENDON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE BOSTONIANS FOR YOUTH PROJECT	3,000
WAYSIDE YOUTH 1 FREDRICK ABBOT WAY FRAMINGHAM,MA 01701	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S ANNUAL EVENT	750
WELLESLEY CENTER FOR WOMEN 106 CENTRAL STREET WELLESLEY,MA 02481	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE WOMEN'S JUSTICE NETWORK	20,000
WHEELOCK COLLEGE 200 THE RIVERWAY BOSTON,MA 02215	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE RECIDIVISM RESEARCH PROJECT	4,000
YWCA OF GREATER BOSTON 140 CLARENDON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE YOUTH/POLICE DIALOGUES PROJECT	10,000
Total  3a				621,775

TY 2012 Accounting Fees Schedule

Name: GARDINER HOWLAND SHAW FOUNDATION

EIN: 04-6111826

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RUSSELL BRIER & CO , LLP	6,080	6,080		0
WELCH & FORBES TAX PREP FEE	3,000	3,000		0

**TY 2012 Investments Corporate
Bonds Schedule****Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Name of Bond	End of Year Book Value	End of Year Fair Market Value
200,000 AFLAC INC SENIOR NOTE DTD 02/10/12, 2.65%	202,452	211,088
200,000 CINTAS CORP TERM NOTE DTD 05/23/11, 2.85%	201,158	210,016
200,000 GOLDMAN SACHS GROUP INC NOTE DTD 02/07/11, 3.625%	198,874	212,972
200,000 JPMORGAN CHASE TERM NOTE DTD 06/24/10, 3.4%	202,532	210,402
200,000 MEDCO HEALTH SOLUTIONS INC NOTE DTD 09/10/10, 4.125%	203,970	220,252
200,000 MURPHY OIL CORP SR NOTE DTD 11/30/12, 2.5%	201,532	203,490
200,000 WALGREENS CO SENIOR NOTE DTD 07/17/08, 4.875%	199,246	202,108

**TY 2012 Investments Corporate
Stock Schedule**

Name: GARDINER HOWLAND SHAW FOUNDATION
EIN: 04-6111826

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,000 AFLAC INC	324,900	544,400
2,500 APACHE CORP	139,123	184,700
6,000 AUTOMATIC DATA PROCESSING INC	236,643	404,040
8,000 BARRICK GOLD CORP	131,998	157,680
2,700 BECTON DICKINSON & CO	190,713	254,610
12,000 CARMAX INC	105,698	552,480
10,000 CENOVUS ENERGY INC	260,084	299,400
3,000 CHEVERON CORP	62,649	366,030
8,000 DANAHER CORP	285,440	487,520
5,000 EXPEDITORS INTERNATIONAL WASHINGTON INC	214,101	179,650
3,000 EXXON MOBILE CORP	5,441	266,970
7,000 HOME DEPOT INC	142,030	513,450
10,000 HOSPITALITY PROPERTIES TRUST	335,525	294,100
2,000 IBM CORP	257,008	405,080
9,000 IRON MOUNTAIN INC	210,895	340,740
6,000 JOHNSON & JOHNSON	324,360	511,380
7,000 JOHNSON CONTROLS INC	94,383	245,070
3,600 LANCASTER COLONY CORP	198,948	284,148
4,000 LIFE TIME FITNESS INC	205,584	184,720
3,800 MCDONALDS CORP	264,980	388,132
7,000 MERCK & CO INC	300,853	329,000
12,000 MICROSOFT CORP	316,970	397,200
7,000 PEPSICO INC	312,873	577,290
5,000 PRAXAIR INC	313,562	571,500
7,500 PROCTER & GAMBLE CO	12,733	575,775
9,000 QUALCOMM INC	343,930	554,400
6,000 SCHLUMBERGER LTD	186,625	446,580
4,000 STERICYCLE INC	94,547	433,280
5,000 STRYKER CORP	232,544	327,900
6,000 TERADATA CORP	199,328	306,420

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,000 3M CO	19,959	314,130
6,000 UNITED TECHNOLOGIES CORP	122,903	547,740
10,000 VERIZON COMMUNICATIONS INC	263,409	539,100
2,600 VISA INC CLASS A SHARES	195,175	437,996
14,000 WELLS FARGO & CO	351,671	531,720
5,400 CHECK POINT SOFTWARE TECHNOLOGIES LTD	274,474	251,748

**TY 2012 Investments Government
Obligations Schedule****Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826**US Government Securities - End of
Year Book Value:**

199,900

**US Government Securities - End of
Year Fair Market Value:**

207,894

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2012 Investments - Other Schedule**Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
15,000 FIRST TRUST NORTH AMERN ENERGY INFRAS FD ETF	AT COST	325,650	364,650
2,500 ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND ETF	AT COST	258,042	305,325
3,000 ISHARES 1-3 YEAR CREDIT BOND ETF	AT COST	312,815	316,770
9,500 KAYNE ANDERSON MLP INVESTMENT CO	AT COST	309,262	336,015
12,000 MORGAN STANLEY CAPITAL TRUST III CAPITAL SECURITIES 6.25%	AT COST	300,583	304,800
3,400 VANGUARD INTERMEDIATE TERM BOND ETF	AT COST	267,385	301,648
9,000 VANGUARD FTSE EMERGING MARKETS ETF	AT COST	455,939	393,840

TY 2012 Other Decreases Schedule

Name: GARDINER HOWLAND SHAW FOUNDATION

EIN: 04-6111826

Description	Amount
ADJUSTMENT TO BOOKS	38,217

TY 2012 Other Expenses Schedule**Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT COSTS	301	0		301
EQUIPMENT LEASE AND REPAIR	1,085	0		1,085
POSTAGE	304	0		304
SUPPLIES	1,137	0		1,137
TELEPHONE & TELECOMMUNICATIONS	4,617	0		4,617
MA FILING FEES	250	250		0

TY 2012 Other Professional Fees Schedule**Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	92,880	92,880		0
ADMIN & GRANTMAKING CONSULTATION	1,380	0		1,380
AGENT FEES ON ABB LTD SPONSORED ADR	150	150		0

TY 2012 Taxes Schedule

Name: GARDINER HOWLAND SHAW FOUNDATION

EIN: 04-6111826

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED 2011 FEDERAL EXCISE TAX	13,000	0		0