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** 07/01 **, 2012, and ending** 06/30, 20 13

Name of foundation: SHAWE FAMILY CHARITABLE FDN

**A** Employer identification number: 52-1505784

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 387

Room/suite:

**B** Telephone number (see instructions): 314- 418-2643

City or town, state, and ZIP code: ST. LOUIS, MO 63166

**C** 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 ▶ ☐

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

**H** 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)* ▶ $ 9,507,381.

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

**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) | 52,889. | | | |
| 2 | Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | | | | |
| 4 | Dividends and interest from securities | 194,582. | 194,582. | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 487,352. | | | |
| b | Gross sales price for all assets on line 6a 571,107. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 487,352. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | | | | |
| 12 | **Total** Add lines 1 through 11 | 734,823. | 681,934. | | |
| **Operating and Administrative Expenses** 13 | Compensation of officers, directors, trustees, etc | 55,329. | 27,665. | | 27,665. |
| 14 | Other employee salaries and wages | | NONE | NONE | |
| 15 | Pension plans, employee benefits | 1,891. | 945. | NONE | 946. |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) STMT 1 | 1,500. | NONE | NONE | 1,500. |
| c | Other professional fees (attach schedule) STMT 2 | 16,307. | 16,307. | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) STMT 3 | 10,756. | 835. | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | NONE | NONE | |
| 22 | Printing and publications | | NONE | NONE | |
| 23 | Other expenses (attach schedule) | | | | |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 85,783. | 45,752. | NONE | 30,111. |
| 25 | Contributions, gifts, grants paid | 386,733. | | | 386,733. |
| 26 | **Total expenses and disbursements** Add lines 24 and 25 | 472,516. | 45,752. | NONE | 416,844. |
| 27 | Subtract line 26 from line 12. | | | | |
| a | **Excess of revenue over expenses and disbursements** | 262,307. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 636,182. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | | |

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## Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less· allowance for doubtful accounts ▶ NONE | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) | | | |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) STMT 4 | 4,728,953. | 4,992,639. | 9,507,381. |
| | 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) | 4,728,953. | 4,992,639. | 9,507,381. |
| 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) | | NONE | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒** | | | |
| | 27 | Capital stock, trust principal, or current funds | 4,728,953. | 4,992,639. | |
| | 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) | 4,728,953. | 4,992,639. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 4,728,953. | 4,992,639. | |

## Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 4,728,953. |
| 2 | Enter amount from Part I, line 27a | 2 | 262,307. |
| 3 | Other increases not included in line 2 (itemize) ▶ BOOK/COST VALUE ADJUSTMENT | 3 | 1,379. |
| 4 | Add lines 1, 2, and 3 | 4 | 4,992,639. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 4,992,639. |

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## 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 | PUBLICLY TRADED SECURITIES | | | |
| 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 | 571,107. | | 83,755. | 487,352. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 487,352. |
| 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 } 2 487,352.

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 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 | | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |

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

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . .<br>Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b . . . . . . . . . . . . . . . . . . . . . . . . | | | 1 | 12,724. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | | | 2 | |
| 3 | Add lines 1 and 2 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | | 3 | 12,724. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . | | | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- . . . . . . . . . . . . | | | 5 | 12,724. |
| 6 | Credits/Payments | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . | 6a | 9,661. | | |
| b | Exempt foreign organizations - tax withheld at source . . . . . . . . . . . . | 6b | NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) . . . . . . . | 6c | NONE | | |
| d | Backup withholding erroneously withheld . . . . . . . . . . . . . . . . . | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | | 7 | 9,661. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached . . . . . . . | | | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . . . . . . . . . . . . . ▶ | | | 9 | 3,063. |
| 10 | **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . . . . . . . ▶ | | | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶ | | | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1b | | X |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(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? . . . . . . . . . . . . . .<br>*If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . . . . . . . . . . . . . . . . | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? . . . . . . . . . . . . . . | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? . . . . . . . . . . . . . . . . . . . . . . . . . . | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . . . . . . . . . . .<br>*If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>MD | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . . . . . . . . . . . . . . . . . . . . . | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . STMT 5 . . . . . . . . | 10 | X | |

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## Part VII-A Statements Regarding Activities *(continued)*

| | | | |
|---|---|---|---|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions | 11 | | X |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ U.S. BANK N.A. Telephone no ▶ (314)418-2643

Located at ▶ PO BOX 387, ST. LOUIS, MO ZIP+4 ▶ 63166

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

| | | Yes | No |
|---|---|---|---|
| 16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶ | | | |

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

| **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|
| 1a During the year did the foundation (either directly or indirectly). | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☒ No | | | |
| b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | X |
| Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | X |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No | | | |
| If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions ) | 2b | | X |
| c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____ | | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969, (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )* | 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | X |

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . . . . . . . . . . **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . . . . . . . . . . . . . . . . . ▶ ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . . . . . . . . . . . . . . ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ☐ Yes ☒ No

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

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

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

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| EARLE K. SHAWE<br>20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201 | PRESIDENT<br>5 | | -0- | -0- |
| ANNETTE C. SHAWE<br>20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201 | VICE PRES.<br>5 | | | |
| GAIL R. SHAWE<br>20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201 | SECRETARY<br>20 | 55,329. | | |
| STEPHEN D SHAWE<br>20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201 | TREASURER<br>5 | | | |

**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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ NONE

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 | | NONE |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | NONE |

## 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 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 | |
| All other program-related investments See instructions<br>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 | 8,786,786. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 8,786,786. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 8,786,786. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 131,802. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,654,984. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 432,749. |

**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 | 432,749. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 12,724. | | |
| b | Income tax for 2012 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 12,724. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 420,025. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 420,025. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 420,025. |

**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 | 416,844. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 416,844. |
| 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 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 416,844. |

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

## Part XIII Undistributed Income (see instructions)

| | | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|---|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | | 420,025. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | | |
| a Enter amount for 2011 only | | | | 380,009. | |
| b Total for prior years 20 10 ,20 ____ , 20 ____ | | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | | |
| a From 2007 | NONE | | | | |
| b From 2008 | NONE | | | | |
| c From 2009 | NONE | | | | |
| d From 2010 | NONE | | | | |
| e From 2011 | NONE | | | | |
| f Total of lines 3a through e | | NONE | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 416,844. | | | | | |
| a Applied to 2011, but not more than line 2a | | | | 380,009. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | NONE | | | |
| d Applied to 2012 distributable amount | | | | | 36,835. |
| e Remaining amount distributed out of corpus | | NONE | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | NONE | | | NONE |
| 6 **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | NONE | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | NONE | | |
| 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 | | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | NONE | | |
| 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 | | | | | 383,190. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | NONE | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | NONE | | | |
| 10 Analysis of line 9 | | | | | |
| a Excess from 2008 | NONE | | | | |
| b Excess from 2009 | NONE | | | | |
| c Excess from 2010 | NONE | | | | |
| d Excess from 2011 | NONE | | | | |
| e Excess from 2012 | NONE | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . . . . . . . . . ▶

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

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

## Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

**1 Information Regarding Foundation Managers:**

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

NONE

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.

NONE

**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

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** **Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| a *Paid during the year* | | | | |
| SEE ATTACHED | NONE | PUBLIC CHA | GENERAL SUPPORT | 386,733. |
| **Total** . . . . . . ▶ 3a | | | | 386,733. |
| b *Approved for future payment* | | | | |
| **Total** . . . . . . ▶ 3b | | | | |

Form **990-PF** (2012)

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue· | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 194,582. | |
| 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 | 487,352. | |
| 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) | | | | 681,934. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . . . . . 13 681,934.

(See worksheet in line 13 instructions to verify calculations )

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

| Line No ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.) |
|---|---|
| | NOT APPLICABLE |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of. | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**Sign Here**

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

▶ Signature of officer or trustee

11/12/13 Date

▶ Treasurer Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| JAMES W. NELSON | James W. Nelson | 10/28/13 | | P01074611 |

Firm's name ▶ U.S. BANK N.A.

Firm's EIN ▶ 31-0841368

Firm's address ▶ P.O. BOX 387
ST. LOUIS, MO 63166

Phone no 314-418-2643

Form 990-PF (2012)

**Schedule B**
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

**2012**

**Name of the organization**
SHAWE FAMILY CHARITABLE FDN

**Employer identification number**
52-1505784

**Organization type** (check one)

| **Filers of** | **Section:** |
|---|---|
| Form 990 or 990-EZ | ☐ 501(c)( ) (enter number) organization |
| | ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation |
| | ☐ 527 political organization |
| Form 990-PF | ☒ 501(c)(3) exempt private foundation |
| | ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | ☐ 501(c)(3) taxable private foundation |

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

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ $_______________

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

**For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF** **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

| Name of organization | Employer identification number |
|---|---|
| SHAWE FAMILY CHARITABLE FDN | 52-1505784 |

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | EKS INV LTD PRTNRSHP<br>20 SOUTH CHARLES STREET<br>BALTIMORE, MD 21201 | $ 52,889. | Person ☐<br>Payroll ☐<br>Noncash ☒<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution ) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II if there is a noncash contribution ) |

Name of organization: SHAWE FAMILY CHARITABLE FDN

Employer identification number: 52-1505784

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | VARIOUS STOCKS | $ 503,560. | 12/19/2012 |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE (NON-ALLOC | 1,500. | | | 1,500. |
| TOTALS | 1,500. | NONE | NONE | 1,500. |

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| CUSTODIAN & MANAGEMENT FEES (A | 16,307. | 16,307. |
| TOTALS | 16,307. | 16,307. |

SHAWE FAMILY CHARITABLE FDN 52-1505784

## FORM 990PF, PART I - TAXES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| FEDERAL EXCISE TAXES | | 9,921. | |
| FOREIGN TAXES PAID | | 835. | 835. |
| | TOTALS | 10,756. | 835. |

## FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ASSET STATEMENTS ATTACHED | C | 4,992,639. | 9,507,381. |
| TOTALS | | 4,992,639. | 9,507,381. |

ASSET SUMMARY
As of 6/30/2013
EARLE AND ANNETTE SHAWE CHARITABLE FOUNDATION

|  | SECURITY | SHARES | MARKET VALUE | COST |
|---|---|---|---|---|
| CASH & EQUIVALENT |  |  |  |  |
|  | FIRST AMER PRIME OBLIG FUND | 191 731 600 | 191 731 60 | 191,731 60 |
|  | T ROWE PRICE SUMMIT CASH RESERVES | 56 150 010 | 56 150 01 | 56,150 01 |
|  | TOTAL CASH & EQUIVALENT |  | 247,881 61 | 247 881 61 |

| SYMBOL | SECURITY | SHARES | MARKET VALUE | COST |
|---|---|---|---|---|
| 88579Y101 | 3M CO | 1,500 00 | 164 025 00 | 11,631 55 |
| 009363102 | AIRGAS INC | 1,000 00 | 95,460 00 | 9 000 00 |
| 03027X100 | AMERICAN TOWER CORP | 2,000 00 | 146 340 00 | 74 451 80 |
| 031162100 | AMGEN INC | 1,000 00 | 98 660 00 | 47,353 30 |
| 032654105 | ANALOG DEVICES | 2,500 00 | 112,650 00 | 86,918 44 |
| 037833100 | APPLE INC | 500 00 | 198 265 00 | 191 578 00 |
| G0450A105 | ARCH CAPITAL GROUP LTD | 5,000 00 | 257 050 00 | 26,176 00 |
| 053015103 | AUTOMATIC DATA PROCESSING | 2 000 00 | 137,720 00 | 83,592 20 |
| 084670108 | BERKSHIRE HATHAWAY INC DEL CL A | 3 00 | 505,800 00 | 8,325 00 |
| 111320107 | BROADCOM CORP-CL A | 2 500 00 | 84 487 50 | 83,692.25 |
| 166764100 | CHEVRON CORP | 2 700 00 | 319,518 00 | 25,755 51 |
| 171340102 | CHURCH & DWIGHT INC | 2 000 00 | 123,420 00 | 6 041 50 |
| 17275R102 | CISCO SYSTEMS INC | 3 000 00 | 73,005 00 | 56,250 00 |
| 191216100 | COCA COLA COMPANY | 3 000 00 | 120,330 00 | 66 312.45 |
| 194162103 | COLGATE PALMOLIVE | 2,000 00 | 114,580 00 | 77,080 20 |
| 126650100 | CVS CAREMARK CORP | 1,700 00 | 97,206 00 | 4,135 25 |
| 235851102 | DANAHER CORP | 3 000 00 | 189 900 00 | 76 053 15 |
| 302130109 | EXPEDITORS INTL WASH INC | 2,000 00 | 76,080 00 | 81,961 36 |
| 369604103 | GENERAL ELECTRIC CO | 6 000 00 | 139,140 00 | 49,154 50 |
| 375558103 | GILEAD SCIENCES INC | 2,400 00 | 123,048 00 | 55 659 96 |
| 38259P508 | GOOGLE INC CL A | 300 00 | 264,111 00 | 144 722 04 |
| 437076102 | HOME DEPOT INC | 2,500 00 | 193 675 00 | 55 075 00 |
| 459200101 | INTL BUSINESS MACHINES | 600 00 | 114,666 00 | 74,321 52 |
| 478160104 | JOHNSON & JOHNSON | 4,205 00 | 361,041 30 | 20,904 61 |
| 46625H100 | JP MORGAN CHASE & CO | 2,700 00 | 142 533 00 | 102 536 52 |
| 48203R104 | JUNIPER NETWORKS INC | 3,000 00 | 57,930 00 | 64,413 60 |
| 500255104 | KOHLS CORP | 1,200 00 | 60 612 00 | 59,310 96 |
| 571903202 | MARRIOTT INTL INC NEW CL A | 1,516 00 | 61 200 92 | 47,921 33 |
| 57636Q104 | MASTERCARD INC-CL A | 300 00 | 172,350 00 | 75,798 69 |
| 594918104 | MICROSOFT CORP | 10,000 00 | 345 450 00 | 22 734 25 |
| 61166W101 | MONSANTO CO NEW | 700 00 | 69,160 00 | 53,501 00 |
| 665859104 | NORTHERN TRUST CORP | 1,500 00 | 86,850 00 | 54,536 70 |
| 681919106 | OMNICOM GROUP | 1,600 00 | 100,592 00 | 51,562 96 |
| 713448108 | PEPSICO INC | 1,500 00 | 122,685 00 | 63,109 05 |
| 717081103 | PFIZER INC | 8,000 00 | 224,080 00 | 30,235 01 |
| 74005P104 | PRAXAIR INC | 800 00 | 92,128 00 | 69 265 44 |
| 742718109 | PROCTER & GAMBLE | 1,500 00 | 115,485 00 | 80 721 60 |
| 780259206 | ROYAL DUTCH SHELL ADR | 1,600 00 | 102,080 00 | 35,465 00 |
| 806857108 | SCHLUMBERGER LTD | 2,000 00 | 143,320 00 | 70,961 00 |
| 863667101 | STRYKER CORP | 2,500 00 | 161 700 00 | 122 922 45 |
| 882508104 | TEXAS INSTRUMENTS INC | 3 000 00 | 104 550 00 | 72 813 00 |
| 741481105 | TRP HIGH YIELD FUND | 14,792 90 | 102 662 72 | 100,000 00 |
| 77956H203 | TRP INTL STOCK FUND | 15,255 34 | 219,066 62 | 215,088 52 |
| 779562107 | TRP NEW HORIZONS FUND | 7 965 20 | 317,014 84 | 145 996 99 |
| 779570100 | TRP NEW INCOME FUND | 92,563 38 | 873 798 34 | 764,374 77 |
| 779906106 | TRP SPECTRUM INCOME FUND | 48,083 10 | 611,136 18 | 571,461 90 |
| 907818108 | UNION PACIFIC CORP | 800 00 | 123,424 00 | 85,308 96 |
| 911312106 | UNITED PARCEL SERVICE CL B | 1 400 00 | 121,072 00 | 88,509 68 |
| 913017109 | UNITED TECHNOLOGIES | 1,000 00 | 92,940 00 | 53 724 10 |
| 92857W209 | VODAFONE GROUP PLC - SP ADR | 3,000 00 | 86,235 00 | 23 592 41 |
| 254687106 | WALT DISNEY CO | 1,600 00 | 101,040 00 | 59 199 04 |
| 941848103 | WATERS CORPORATION | 1,000 00 | 100,050 00 | 9 187 50 |
| 94973V107 | WELLPOINT INC | 1,700 00 | 139,128 00 | 75,359 81 |
| 949746101 | WELLS FARGO COMPANY | 2,400 00 | 99 048 00 | 58,999 10 |
|  | TOTAL STOCKS |  | 9,259,499 42 | 4,744,756 93 |
|  | **TOTAL ASSETS** |  | **9,507,381 03** | **4,992,638 54** |

## FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

EKS INV LTD PRTNRSHP
20 SOUTH CHARLES STREET
BALTIMORE, MD 21201

STATEMENT 5

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
SHAWE FAMILY CHARITABLE FOUNDATION
ADDRESS:
20 S CHARLES STREET
BALTIMORE, MD 21201
FORM, INFORMATION AND MATERIALS:
APPLICATION - DESCRIBE ORGANIZATION & PURPOSE FOR USE OF FUNDS
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO 501(C)(3) ORGANIZATIONS

STATEMENT 6

**SCHEDULE D**
**(Form 1041)**

Department of the Treasury
Internal Revenue Service

# Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs gov/form1041*

OMB No 1545-0092

**2012**

| Name of estate or trust | Employer identification number |
|---|---|
| SHAWE FAMILY CHARITABLE FDN | 52-1505784 |

**Note:** *Form 5227 filers need to complete only Parts I and II.*

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

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 1a | | | | | | |
| | | | | | | |
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| | | | |
|---|---|---|---|
| b | Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 962. |
| 2 | Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 | Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 | Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | ( ) |
| 5 | **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶ | 5 | 962. |

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

| | (a) Description of property (Example 100 shares 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 6a | | | | | | |
| | | | | | | |
| | | | | | | |
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| | | | |
|---|---|---|---|
| b | Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 486,390. |
| 7 | Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 | Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 | Capital gain distributions | 9 | |
| 10 | Gain from Form 4797, Part I | 10 | |
| 11 | Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | ( ) |
| 12 | **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶ | 12 | 486,390. |

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041** **Schedule D (Form 1041) 2012**

JSA
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## Part III Summary of Parts I and II

**Caution:** *Read the instructions* **before** *completing this part.*

| | | | (1) Beneficiaries' (see instr ) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | 962. |
| 14 | **Net long-term gain or (loss):** | | | | |
| | a Total for year | 14a | | | 486,390. |
| | b Unrecaptured section 1250 gain (see line 18 of the wrksht ) | 14b | | | |
| | c 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 487,352. |

**Note:** *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

## Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

**Note:** *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

## Part V Tax Computation Using Maximum Capital Gains Rates

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

**Caution:** *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if.*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | | | 17 | | | |
| 18 | Enter the **smaller** of line 14a or 15 in column (2) but not less than zero | 18 | | | | | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | | | | |
| 20 | Add lines 18 and 19 | 20 | | | | | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ | 21 | | | | | |
| 22 | Subtract line 21 from line 20 If zero or less, enter -0- | | | 22 | | | |
| 23 | Subtract line 22 from line 17 If zero or less, enter -0- | | | 23 | | | |
| 24 | Enter the **smaller** of the amount on line 17 or $2,400 | | | 24 | | | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24?<br>☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box<br>☐ **No.** Enter the amount from line 23 | | | 25 | | | |
| 26 | Subtract line 25 from line 24 | | | 26 | | | |
| 27 | Are the amounts on lines 22 and 26 the same?<br>☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 | | | 27 | | | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | | | 28 | | | |
| 29 | Subtract line 28 from line 27 | | | 29 | | | |
| 30 | Multiply line 29 by 15% (.15) | | | | | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | | | 31 | |
| 32 | Add lines 30 and 31 | | | | | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | | | | | 33 | |
| 34 | **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | | | | | 34 | |

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs gov/form1041

OMB No 1545-0092

2012

Name of estate or trust
SHAWE FAMILY CHARITABLE FDN

Employer identification number
52-1505784

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

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|
| 1a 1. T ROWE PRICE ACCT - SEE ATTACHED | 01/01/2013 | 06/30/2013 | 962.00 | | 962.00 |
| | | | | | |
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**1b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . . 962.00

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.** **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

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

**Employer identification number**
52-1505784

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

| | (a) Description of property (Example, 100 sh 7% preferred of "Z" Co ) | (b) Date acquired (mo , day, yr ) | (c) Date sold (mo , day, yr ) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|---|---|---|---|---|---|---|
| 6a | 750. MARATHON PETROLEUM CO | 03/08/1999 | 07/12/2012 | 32,129.00 | 6,466.00 | 25,663.00 |
| | 2000. BAKER HUGHES INC | 04/01/2009 | 07/20/2012 | 91,407.00 | 56,557.00 | 34,850.00 |
| | 1. BERKSHIRE HATHAWAY INC | 12/23/1996 | 09/20/2012 | 133,921.00 | 2,775.00 | 131,146.00 |
| | . DELL INC SECURITIES LITI | | 01/09/2013 | 106.00 | | 106.00 |
| | 3000. INTEL CORP | 12/23/1996 | 03/08/2013 | 64,805.00 | 11,203.00 | 53,602.00 |
| | 1750. MICROSOFT CORP | 08/02/1993 | 04/18/2013 | 50,419.00 | 3,979.00 | 46,440.00 |
| | 1. BERKSHIRE HATHAWAY INC | 10/28/1987 | 06/07/2013 | 171,696.00 | 2,775.00 | 168,921.00 |
| | 1. T ROWE PRICE ACCT - SEE ATTACHED | 01/01/1999 | 06/30/2013 | 25,662.00 | | 25,662.00 |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . . 486,390.00

**STATEMENT OF CAPITAL GAINS AND LOSSES**

NAME: Shawe Family Charitable Fdn - T Rowe Price acct

| DESCRIPTION | DATE ACQ | DATE SOLD | AMOUNT REALIZED | COST / BASIS | SHORT TERM GAIN (LOSS) | LONG TERM GAIN (LOSS) |
|---|---|---|---|---|---|---|
| L/T CAP GAIN DIV FROM TRP NEW INCOME FUND | 01/01/99 | 12/07/12 | 4,628 17 | | | 4,628.17 |
| L/T CAP GAIN DIV FROM TRP NEW HORIZONS FUND | 01/01/99 | 12/17/12 | 20,072 30 | | | 20,072.30 |
| L/T CAP GAIN DIV FROM TRP SPECTRUM INCOME FD | 01/01/99 | 12/20/12 | 961 66 | | | 961.66 |
| S/T CAP GAIN DIV FROM TRP SPECTRUM INCOME FD | 01/01/12 | 12/20/12 | 961.66 | | 961.66 | |
| | | | | **TOTALS** | 961.66 | 25,662.13 |

```
8056680706   TRP SHAWE FNDATN                         PRIN. CASH     INCOME CASH

07/23 CASH DISBURSEMENT                               2,400.00-
      PAID TO   BALTIMORE HEBREW CONGREGATION
      CHARITABLE CONTRIBUTION
      T/A CHECK #       5790029
      PAID FOR 52-1505784
      BATCH NO  UB000447  TRANS NO      04
      DISBURSEMENT CODE   142

09/10 CASH DISBURSEMENT                               2,400 00-
      PAID TO   BALTIMORE HEBREW CONGREGATION
      CHARITABLE CONTRIBUTION
      T/A CHECK #       5870231
      PAID FOR 52-1505784
      PER REQUEST 9/7/12
      BATCH NO  UB000143  TRANS NO      06
      DISBURSEMENT CODE   142

10/26 CASH DISBURSEMENT                               3,000 00-
      PAID TO   BALTIMORE LEADERSHIP SCHOOL FOR &
                YOUNG WOMEN
      CHARITABLE CONTRIBUTION
      T/A CHECK #       5936972
      PAID FOR 52-1505784
      PER CLIENT REQUEST DATED 10/26/12
      BATCH NO  UB000601  TRANS NO      05
      DISBURSEMENT CODE   142

10/31 CASH DISBURSEMENT                               2,500 00-
      PAID TO   MARYLAND FOOD BANK
      CHARITABLE CONTRIBUTION
      T/A CHECK #       5940962
      PAID FOR 52-1505784
      PER CLIENT REQUEST 10/28/12
      BATCH NO  UB000688  TRANS NO      10
      DISBURSEMENT CODE   142

12/03 CASH DISBURSEMENT                               6,500 00-
      PAID TO   WALTERS ART MUSEUM
      CHARITABLE CONTRIBUTION
      T/A CHECK #       5983866
      PAID FOR 52-1505784
      PER REQUEST DTD 12/3/12
      BATCH NO. UB000007  TRANS NO      17
      DISBURSEMENT CODE:  142

12/17 CASH DISBURSEMENT                              10,000 00-
      PAID TO   COVENANT HOUSE
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6005415
      PAID FOR 52-1505784
      PER CLIENT REQ DTD 12/16/12
      BATCH NO  UB000333  TRANS NO      07
      DISBURSEMENT CODE   142

01/18 CASH DISBURSEMENT                                 250 00-
      PAID TO   UNIVERSITY OF VA LAW SCHOOL FNDT
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     `CHARITABLE CONTRIBUTION
      T/A CHECK #       6059622
      PAID FOR 52-1505784
      PER CLIENT REQ 1/18/13
      BATCH NO  UB000409  TRANS NO       11
      DISBURSEMENT CODE:  142

04/17 CASH DISBURSEMENT                                  6,500 00-
      PAID TO   WALTERS ART MUSEUM
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6184823
      PAID FOR 52-1505784
      PER CLIENT REQUEST DTD 4/15/13
      BATCH NO  UB000398  TRANS NO       08
      DISBURSEMENT CODE.  142

04/24 CASH DISBURSEMENT                                  5,000 00-
      PAID TO   TEACH FOR AMERICA
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6194568
      PAID FOR 52-1505784
      PER CLIENT REQUEST DTD 4/23/13
      BATCH NO  UB000557  TRANS NO       04
      DISBURSEMENT CODE   142

05/13 CASH DISBURSEMENT                                  2,500 00-
      PAID TO   NATIONAL MS SOCIETY-MARYLAND CHAPTER
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6219185
      PAID FOR 52-1505784
      PER REQUEST DTD 5/11/13
      BATCH NO  UB000253  TRANS NO       10
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                  2,000 00-
      PAID TO   ADVOCATES FOR CHILDREN & YOUTH
                8 MARKET PLACE - FIFTH FLOOR
                BALTIMORE, MD 21202-4016
                ATTN  REBECCA WAGNER, EXECUTIVE
                DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6246644
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO       10
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                 85,000 00-
      PAID TO   THE ASSOCIATED
                101 W  MT  ROYAL AVENUE
                BALTIMORE, MD 21201-5781
                ATTN  MICHAEL FRIEDMAN
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6246645
      PAID FOR 52-1505784
      CHARITABLE SUPPORT
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      BATCH NO. UB000032  TRANS NO      11
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              2,500 00-
      PAID TO   BALTIMORE EDUCATIONAL SCHOLARSHIP&
                TRUST (BEST)
                808 N  CHARLES STREET
                BALTIMORE, MD 21201
                ATTN  AMY JOHN, EXECUTIVE DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246646
      PAID FOR 52-1505784
      SCHOLARSHIPS
      BATCH NO  UB000032  TRANS NO      12
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              1,000 00-
      PAID TO   BALTIMORE MUSEUM OF ART
                ART MUSEUM DRIVE
                BALTIMORE, MD 21218-3898
                ATTN  SALLY RUPPERT
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246647
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000032  TRANS NO      13
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                             25,000 00-
      PAID TO   BALTIMORE SYMPHONY ORCHESTRA
                1212 CATHEDRAL STREET
                BALTIMORE, MD 21201
                ATTN  MARGARET BLAKE BSO DEVELOPMENT
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246648
      PAID FOR 52-1505784
      ANNUAL CAMPAIGN
      BATCH NO  UB000032  TRANS NO      14
      DISBURSEMENT CODE.  142

06/04 CASH DISBURSEMENT                             35,000 00-
      PAID TO   BALTIMORE SYMPHONY ORCHESTRA
                1212 CATHEDRAL STREET
                BALTIMORE, MD 21201
                ATTN  MARGARET BLAKE BSO DEVELOPMENT
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246649
      PAID FOR 52-1505784
      ENDOWMENT
      BATCH NO  UB000032  TRANS NO      15
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                500 00-
      PAID TO   MD CITIZENS FOR THE ARTS FOUNDATION
                3600 CLIPPER MILL ROAD, SUITE 205
                BALTIMORE, MD 21211
```

```
          ATTN·JOHN SCHRATWIESER EXECUTIVE
          DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246650
      PAID FOR 52-1505784
      SUPPORT FOR THE ARTS
      BATCH NO  UB000032  TRANS NO      16
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                            1,000 00-
      PAID TO   CENTER STAGE
                700 NORTH CALVERT STREET
                BALTIMORE, MD 21201-3686
                ATTN. MICHAEL ROSS MANAGING DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246651
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      17
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                            1,000 00-
      PAID TO   CHESAPEAKE BAY FOUNDATION
                PHILIP MERRILL ENVIRONMENTAL CENTER
                6 HERNDON AVENUE
                ANNAPOLIS, MD 21403
                ATTN. WILLIAM C  BAKER, PRESIDENT
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246652
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      18
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                            3,000 00-
      PAID TO   THE USS CONSTELLATION
                CONSTELLATION DOCK
                301 PRATT STREET - PIER ONE
                BALTIMORE, MD 21202
                ATTN CHRISTOPHER ROWSOM EXECUTIVE DI
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246653
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      19
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                            2,000 00-
      PAID TO   ENOCH PRATT LIBRARY
                400 CATHEDRAL STREET
                BALTIMORE, MD 21201
                ATTN  DR  CARLA HAYDEN EXECUTIVE
                DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246654
      PAID FOR 52-1505784
```

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     INSTITUTIONAL SUPPORT
     BATCH NO  UB000032  TRANS NO      20
     DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              1,000 00-
     PAID TO   EVERYMAN THEATRE
               315 W  FAYETTE STREET
               BALTIMORE, MD 21201
               ATTN  IAN TRESSELT MANAGING DIRECTOR
     CHARITABLE CONTRIBUTION
     T/A CHECK #      6246655
     PAID FOR 52-1505784
     INSTITUTIONAL SUPPORT
     BATCH NO  UB000032  TRANS NO.     21
     DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                250 00-
     PAID TO   MYERBERG SENIOR CENTER
               3101 FALLSTAFF ROAD
               BALTIMORE, MD 21209
               ATTN  H  LINDA TROPE, EXECUTIVE
               DIRECTOR
     CHARITABLE CONTRIBUTION
     T/A CHECK #      6246656
     PAID FOR 52-1505784
     INSTITUTIONAL SUPPORT
     BATCH NO  UB000032  TRANS NO      22
     DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              1,500 00-
     PAID TO   FUND FOR EDUCATIONAL EXCELLENCE
               800 N  CHARLES STREET - #400
               BALTIMORE, MD 21201
               ATTN  ROGER SCHULMAN PRESIDENT & CEO
     CHARITABLE CONTRIBUTION
     T/A CHECK #      6246657
     PAID FOR 52-1505784
     BALTIMORE CITY SCHOOLS
     BATCH NO  UB000032  TRANS NO      23
     DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              1,000 00-
     PAID TO   GENESISJOBS INC
               A DIVISION OF GOODWILL INDUSTRIES
               222 E  REDWOOD STREET
               BALTIMORE, MD 21202
               ATTN  LISA RUSYNIAK, PRESIDENT & CEO
     CHARITABLE CONTRIBUTION
     T/A CHECK #      6246658
     PAID FOR 52-1505784
     INSTITUTIONAL SUPPORT
     BATCH NO  UB000032  TRANS NO      24
     DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              1,000 00-
     PAID TO   INDEPENDENT COLLEGE FUND OF MARYLAND
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                3225 ELLERSLIE AVENUE - #C160
                BALTIMORE, MD 21218
                ATTN  RICK HABERSTICK EXECUTIVE
                DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246659
      PAID FOR 52-1505784
      URBAN SCHOLARS PROGRAM
      BATCH NO  UB000032  TRANS NO      26
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                               10,000 00-
      PAID TO   JOHNS HOPKINS HOSPITAL
                THE SIDNEY KIMMEL CANCER CENTER
                ONE CHARLES CENTER
                BALTIMORE, MD 21201
                ELLEN STIFLER DIRECTOR OF DEVELOPMEN
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246660
      PAID FOR 52-1505784
      BREAST CANCER RESEARCH
      BATCH NO  UB000032  TRANS NO      27
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                               55,000 00-
      PAID TO   JOHNS HOPKINS PROJECT RESTORE
                100 N  CHARLES STREET - #402
                BALTIMORE, MD 21201
                ATTN. CHRISTOPHER GLICK, JOHNS
                HOPKINS MEDICINE
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246661
      PAID FOR 52-1505784
      MS RESEARCH
      BATCH NO  UB000032  TRANS NO      29
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                2,500 00-
      PAID TO   MARYLAND FOOD BANK
                2200 HALETHORPE FARMS ROAD
                BALTIMORE, MD 21228
                ATTN  DEBORAH FLATEMAN,
                CHIEF EXECUTIVE OFFICER
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246662
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      30
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                  500 00-
      PAID TO   PRIDE OF BALTIMORE, INC
                1801 S  CLINTON STREET - #250
                BALTIMORE, MD 21224
                ATTN  JAN MILES ACTING EXECUTIVE DIR
      CHARITABLE CONTRIBUTION
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      T/A CHECK #      6246663
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      31
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                5,000 00-
      PAID TO   SHEPPARD & ENOCH PRATT FOUNDATION
                OFFICE OF PHILANTHROPY
                6501 N  CHARLES STREET
                BALTIMORE, MD 21204
                STEVEN E  TUTTLE, VP OF PHILANTHROPY
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246664
      PAID FOR 52-1505784
      ANNUAL CAMPAIGN
      BATCH NO  UB000032  TRANS NO      32
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                8,000 00-
      PAID TO   SHEPPARD & ENOCH PRATT FOUNDATION
                OFFICE OF PHILANTHROPY
                6501 N  CHARLES STREET
                BALTIMORE, MD 21204
                STEVEN E  TUTTLE, VP OF PHILANTHROPY
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246665
      PAID FOR 52-1505784
      CAPITAL CAMPAIGN
      BATCH NO  UB000032  TRANS NO      33
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                1,000 00-
      PAID TO   WYPR
                2216 NORTH CHARLES STREET
                BALTIMORE, MD 21218-5715
                ATTN  ANTHONY S  BRANDON PRESIDENT &
                GEN'L MANAGER
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246666
      PAID FOR 52-1505784
      ANNUAL CAMPAIGN
      BATCH NO  UB000032  TRANS NO      34
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                5,000 00-
      PAID TO   BALTIMORE HEBREW CONGREGATION
                7401 PARK HEIGHTS AVENUE
                BALTIMORE, MD 21208
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246667
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000032  TRANS NO      35
      DISBURSEMENT CODE   142
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06/04 CASH DISBURSEMENT 5,000.00-
PAID TO BALTIMORE SCHOOL FOR THE ARTS
712 CATHEDRAL STREET
BALTIMORE, MD 21201
ATTN LESLIE SHEPARD, DIRECTOR
CHARITABLE CONTRIBUTION
T/A CHECK # 6246668
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO UB000032 TRANS NO 36
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 1,000 00-
PAID TO ALZHEIMER'S ASSOCIATION
GREATER MARYLAND CHAPTER
1850 YORK ROAD - SUITE D
TIMONIUM, MD 21093-5122
CASS NAUGLE, EXECUTIVE DIRECTOR
CHARITABLE CONTRIBUTION
T/A CHECK # 6246669
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO UB000032 TRANS NO 37
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 1,000 00-
PAID TO LEARNING INC
1234 W 36TH STREET
BALTIMORE, MD 21211
ATTN JUDITH FRIEDMAN, DIRECTOR OF
DEVELOPMENT
CHARITABLE CONTRIBUTION
T/A CHECK # 6246670
PAID FOR 52-1505784
PROJECT SUPPORT
BATCH NO UB000032 TRANS NO 38
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 1,000 00-
PAID TO PARKS & PEOPLE FOUNDATION
STIEFF SILVER BUILDING
800 WYMAN PARK DRIVE - SUITE 010
BALTIMORE, MD 21211
ATTN JACQUELINE M CARRERA, PRESIDE
CHARITABLE CONTRIBUTION
T/A CHECK # 6246671
PAID FOR 52-1505784
PROGRAM SUPPORT
BATCH NO UB000032 TRANS NO 39
DISBURSEMENT CODE. 142

06/04 CASH DISBURSEMENT 12,500 00-
PAID TO BALTIMORE LEADERSHIP SCHOOL FOR&
YOUNG WOMEN
128 W FRANKLIN STREET
BALTIMORE, MD 21203

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          ATTN. LAURA GREEN DEVELOPMENT OFFICE
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246672
      PAID FOR 52-1505784
      PROGRAM SUPPORT
      BATCH NO  UB000032  TRANS NO      40
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                               2,500 00-
      PAID TO   THE SEED SCHOOL OF MARYLAND
                200 FONT HILL AVENUE
                BALTIMORE, MD 21223
                ATTN  KHALEK KIRKLAND, ED D HEAD OF
                SCHOOL
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246673
      PAID FOR 52-1505784
      PROGRAM SUPPORT
      BATCH NO  UB000032  TRANS NO      41
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              10,000 00-
      PAID TO   WILLIAMS COLLEGE
                75 PARK STREET
                WILLIAMSTOWN, MA 01267
                ATTN  LEW FISHER,50TH REUNION
                PROGRAM DIRECTOR
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246674
      PAID FOR 52-1505784
      SCHOLARSHIP ENDOWMENT
      BATCH NO  UB000032  TRANS NO      42
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                               6,000 00-
      PAID TO   MCDONOGH SCHOOL
                8600 MCDONOGH ROAD
                OWINGS MILLS, MD 21117
                ATTN  BARRY ROLLINS '74
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246675
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      43
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              19,500 00-
      PAID TO   WALTERS ART MUSEUM
                600 N  CHARLES STREET
                BALTIMORE, MD 21201-5185
                ATTN  JOY PETERSON HEYRMAN, PH.D
                DEPUTY DIRECTOR, DEVELOPMENT
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246676
      PAID FOR 52-1505784
      CAPITAL CAMPAIGN
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BATCH NO. UB000032 TRANS NO 44
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 5,000.00-
PAID TO WALTERS ART MUSEUM
600 N CHARLES STREET
BALTIMORE, MD 21201-5185
ATTN JOY PETERSON HEYRMAN, PH D
DEPUTY DIRECTOR, DEVELOPMENT
CHARITABLE CONTRIBUTION
T/A CHECK # 6246677
PAID FOR 52-1505784
ANNUAL CAMPAIGN
BATCH NO UB000032 TRANS NO 45
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 2,500 00-
PAID TO GREEN STREET ACADEMY
201 NORTH BEND STREET
BALTIMORE, MD 21229
ATTN LARRY RIVITZ
CHARITABLE CONTRIBUTION
T/A CHECK # 6246678
PAID FOR 52-1505784
INSTITIONAL SUPPORT
BATCH NO UB000032 TRANS NO 46
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 5,000 00-
PAID TO TEACH FOR AMERICA
2601 N HOWARD ST
SUITE 300 & 330
BALTIMORE, MD 21218
ATTN COURTNEY CASS, EX DIRECTOR
CHARITABLE CONTRIBUTION
T/A CHECK # 6246679
PAID FOR 52-1505784
EDUCATION
BATCH NO UB000032 TRANS NO 47
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 8,333 33-
PAID TO FRIENDS SCHOOL OF BALTIMORE
DEVELOPMENT OFFICE
5114 N CHARLES ST
BALTIMORE, MD 21210
CHARITABLE CONTRIBUTION
T/A CHECK # 6246680
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO UB000032 TRANS NO 48
DISBURSEMENT CODE 142

06/04 CASH DISBURSEMENT 500 00-
PAID TO MUSEUM OF NEW MEXICO
P O BOX 2065

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           SANTA FE, NM 87504-2065
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246681
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      49
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                500 00-
      PAID TO   THE HORSE SHELTER
                100 AB OLD CASH RANCH ROAD
                CERRILLOS, NM 87010
                ATTN  SUSAN HEMMERLE PROGRAM MANAGER
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246682
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      50
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                              5,000 00-
      PAID TO   LAW CENTER TO PREVENT GUN VIOLENCE
                268 BUSH STREET #555
                SAN FRANCISCO, CA 94104
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246683
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO. UB000032  TRANS NO      51
      DISBURSEMENT CODE   142

06/04 CASH DISBURSEMENT                                500 00-
      PAID TO   SANTE FE COMMUNITY FOUNDATION
                P.O  BOX 1827
                SANTE FE, NM 87504-1827
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6246684
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO  UB000032  TRANS NO      58
      DISBURSEMENT CODE   142

06/10 CASH DISBURSEMENT                              7,500 00-
      PAID TO   BALTIMORE SYMPHONY
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6254620
      PAID FOR 52-1505784
      PER REQUEST DTD 6/8/13
      BATCH NO  UB000165  TRANS NO.     03
      DISBURSEMENT CODE· 142


** SUMMARY FOR 07/01/12 THROUGH 06/30/13 **
      MISCELLANEOUS DISBURSEMENTS
       142 - CHARITABLE CONTRIBUTION              384,133 33-            0 00
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U.S  BANK                                                              ADMIN      PG    1
               TRANSACTIONS FROM 07/01/12 TO 06/30/13 - ALL PORTFOLIO 07/23/13 11 03
8056680706   TRP SHAWE FNDATN                          PRIN  CASH      INCOME CASH

09/20 CASH DISBURSEMENT                                     5,000 00-
      PAID TO   BALTIMORE SYMPHONY
      GIFT
      T/A CHECK #      5886450
      PAID FOR 52-1505784
      PER REQUEST DTD 9/19/12
      BATCH NO  UB000399  TRANS NO      01
      DISBURSEMENT CODE   143


** SUMMARY FOR 07/01/12 THROUGH 06/30/13 **
      MISCELLANEOUS DISBURSEMENTS
       143 - GIFT                                        5,000 00-            0 00
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U S  BANK                                                          ADMIN     PG    1
                TRANSACTIONS FROM 10/01/12 TO 10/01/12 - ALL PORTFOLIO 07/23/13 11 05
8056680706   TRP SHAWE FNDATN                          PRIN  CASH      INCOME CASH

10/01 CASH RECEIPT                                          2,400 00
      DEPOSITS
      GIFT TO BALTIMORE HEBREW CONGREGATION PAID TWICE
      BATCH NO  QF000029  TRANS NO      07
      RECEIPT CODE.  335
      DEPOSIT OF CHECK 105870231 DTD 9/10/12
      BATCH NO  QF000029  TRANS NO.     08


** SUMMARY FOR 10/01/12 THROUGH 10/01/12 **
      MISCELLANEOUS CASH RECEIPTS
       335 - DEPOSITS                                    2,400 00            0 00
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