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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ALICE SHAVER FOUNDATION		A Employer identification number 13-7483764
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 147	Room/suite	B Telephone number (see instructions) 413-458-9260
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSTOWN MA 01267		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 15,893,926	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	89	89		
	4 Dividends and interest from securities	767,324	767,324		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	96,954			
	b Gross sales price for all assets on line 6a	3,007,412			
	7 Capital gain net income (from Part IV, line 2)		96,954		
	8 Net short-term capital gain			0	
	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) STMT 1	1,858	1,858			
12 Total. Add lines 1 through 11	866,225	866,225	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	93,346	93,346		93,346
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	14,275	14,275		14,275
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	44,000	44,000		44,000
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 4	3,601	3,601		3,601
	24 Total operating and administrative expenses. Add lines 13 through 23	155,222	155,222	0	155,222
	25 Contributions, gifts, grants paid	839,000			839,000
26 Total expenses and disbursements. Add lines 24 and 25	994,222	155,222	0	994,222	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-127,997				
b Net investment income (if negative, enter -0-)		711,003			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see Instructions.

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Form **990-PF** (2013)

SCANNED FEB 18 2014

114

Form 990-PF (2013) **ALICE SHAVER FOUNDATION****13-7483764**Page **2**

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		421,944	730,001	730,001
	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 (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) STMT 5		513,785	259,106	251,008
	b	Investments – corporate stock (attach schedule) SEE STMT 6		7,102,875	7,738,876	9,551,073
	c	Investments – corporate bonds (attach schedule) SEE STMT 7		5,941,677	5,124,301	5,361,844
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach sch.) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule)					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶))				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		13,980,281	13,852,284	15,893,926	
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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		13,980,281	13,980,281	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			-127,997	
	30	Total net assets or fund balances (see instructions)		13,980,281	13,852,284	
	31	Total liabilities and net assets/fund balances (see instructions)		13,980,281	13,852,284	

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	13,980,281
2	Enter amount from Part I, line 27a	2	-127,997
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,852,284
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	13,852,284

Form **990-PF** (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE		P		
b SEE ATTACHED SCHEDULE		P		
c VANGUARD CAP GAIN DISTRIB'S				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,103,852		1,998,229	105,623
b 887,656		912,229	-24,573
c 15,904			15,904
d			
e			

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

(i) FMV 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			105,623
b			-24,573
c			15,904
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2**96,954****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

N/A

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))
2012			
2011			
2010			
2009			
2008			

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 2013 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 <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	14,220
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	14,220
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	14,220
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	47,247
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	47,247
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	33,027
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 33,027 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?		
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SAMUEL H. LAITMAN 274 HOPPER ROAD Located at ► WILLIAMSTOWN MA ZIP+4 ► 01267 Telephone no ► 413-458-9260			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2013?	N/A	
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	
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 2013 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 2013)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		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)? **N/A** ☐ **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **X**

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
SAMUEL H. LAITMAN P.O. BOX 147	WILLIAMSTOWN MA 01267	TRUSTEE 1.00	23,336	0
ANDREW R. LAITMAN 2-B CLOVER PATH	MAPLE SHADE NJ 08052	TRUSTEE 1.00	23,336	0
CATHERINE L. BURKE 23 BELLE AVENUE	SAN RAFAEL CA 94901	TRUSTEE 1.00	23,337	0
ELIZABETH L. HUGHES 9320 HARVEY ROAD	SILVER SPRING MD 20910	TRUSTEE 1.00	23,337	0

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

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

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

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
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	15,010,147
b	Average of monthly cash balances	1b	575,973
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	15,586,120
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	15,586,120
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	233,792
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,352,328
6	Minimum investment return. Enter 5% of line 5	6	767,616

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	767,616
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,220
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,220
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	753,396
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	753,396
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	753,396

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	994,222
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	994,222
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	994,222

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				753,396
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	13,925			
b From 2009	8,321			
c From 2010				
d From 2011				
e From 2012	228,279			
f Total of lines 3a through e	250,525			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 994,222				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				753,396
e Remaining amount distributed out of corpus	240,826			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	491,351			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	13,925			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	477,426			
10 Analysis of line 9:				
a Excess from 2009	8,321			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	228,279			
e Excess from 2013	240,826			

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 SCHEDULE ATTACHED				839,000
Total			3a	839,000
b Approved for future payment N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	89	
4	Dividends and interest from securities			14	767,324	
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			14	1,858	
8	Gain or (loss) from sales of assets other than inventory			14	96,954	
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		866,225	0
13	Total. Add line 12, columns (b), (d), and (e)				13	866,225

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- 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
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

☐ Yes ☒ No

- b If "Yes," complete the following schedule**

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

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

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

**Sign
Here**

Signature of officer or trustee

Date _____

Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's Signature _____

Date _____

Check ☐ if self-employed

JULIE P. ARNOLD, CPA

02/04/14

Firm's name ▶ **GAJDA, ARNOLD & MCCONNELL, PC**

PTIN P00420848

Firm's address ► **1 BANK ST**

Firm's EIN ▶ **27-4359547**

WILLIAMSTOWN, MA 01267-2856

Phone no **413-458-5722**

Form **990-PF** (2013)

Federal Statements

2/4/2014 9:41 AM

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
STIFEL - OTHER INCOME	\$ 1,858	\$ 1,858	\$
TOTAL	\$ 1,858	\$ 1,858	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 14,275	\$ 14,275	\$	\$ 14,275
TOTAL	\$ 14,275	\$ 14,275	\$ 0	\$ 14,275

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2013 ESTIMATES	\$ 44,000	\$ 44,000	\$	\$ 44,000
TOTAL	\$ 44,000	\$ 44,000	\$ 0	\$ 44,000

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
NYS ANNUAL FILING FEE - 2012	750	750		750
WIRE & BANK FEES	224	224		224
STIFEL - OTHER FEES	2,627	2,627		2,627
TOTAL	\$ 3,601	\$ 3,601	\$ 0	\$ 3,601

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STIFEL INVESTMENTS	\$ 513,785	\$ 259,106	COST	\$ 251,008
TOTAL	\$ 513,785	\$ 259,106		\$ 251,008

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STIFEL / VANGUARD	\$ 7,102,875	\$ 7,738,876	COST	\$ 9,551,073
TOTAL	\$ 7,102,875	\$ 7,738,876		\$ 9,551,073

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STIFEL/ VANGUARD	\$ 5,941,677	\$ 5,124,301	COST	\$ 5,361,844
TOTAL	\$ 5,941,677	\$ 5,124,301		\$ 5,361,844

ALICE SHAVER FOUNDATION - 13-7483764**Part XV - Supplementary information Page 11****Grants and Contributions Paid During the Year**

			<u>Amount</u>	<u>Purpose</u>
A Wider Circle	4808 Moorland Lane	Bethesda, MD 20814	5,000.00	(a)
ALKI Extensions	3501 Edison Way	Menlo Park, CA 94025	5,000.00	Peace Camp
Alzheimer's Association	P.O. Box 82162	Chicago, IL 60680	10,000.00	(a)
American Red Cross	480 West St.	Pittsfield, MA 01201	5,000.00	(a)
Arena Stage	1101 Sixth St. SW	Washington, DC 20024	5,000.00	(a)
Berkshire Fam. & Ind. Res.	771 South Church St.	North Adams, MA 01247	5,000.00	(a)
Berkshire Food Project	P.O. Box 651	North Adams, MA 01247	15,000.00	(a)
Berkshire Humane Society	214 Barker Road	Pittsfield, MA 01201	5,000.00	(a)
Berkshire Natural Resources	20 Bank Row	Pittsfield, MA 01201	5,000.00	(a)
Berkshire Nursing Families	P. O. Box 341	Adams, MA 01220	5,000.00	(a)
Berkshire Taconic Comm. - Wmst.	800 N Main St.	Sheffield, MA 01257	5,000.00	(a)
Brainfood	1525 Newton Street, NW	Washington, DC 20010	5,000.00	(a)
Camp Dudley	126 Dudley Rd.	Westport, NY 12993	5,000.00	(a)
Canal Alliance	91 Larkspur St.	San Rafael, CA 94901	5,000.00	(a)
Center for Domestic Peace	734 A Street	San Rafael, CA 94901	5,000.00	(a)
Child Care of the Bershires	P.O. Box 172	North Adams, MA 01247	5,000.00	(a)
Clark Art Institute	225 South St.	Williamstown, MA 01267	10,000.00	(a)
Cool the Earth	148 Hilldale Drive	San Anselmo, CA 94960	5,000.00	(a)
Dalton Public Library	462 Main Street	Dalton, MA 01226	10,000.00	(a)
Davidson PTA	280 Woodland Ave.	San Rafael, CA 94901	5,000.00	(a)
DC Central Kitchen	452 2nd Street NW	Washington, DC 20001	5,000.00	(a)
Destination NoCo L 3C	PO Box 536	Williamstown, MA 01267	25,000.00	(a)
Domestic Violence Crisis Center	141 Franklin Street	Stamford, CT 06901	5,000.00	(a)
Dress for Success	101 Q Street NE	Washington, DC 20002	5,000.00	(a)
Ecu-Health Care	71 Hospital Ave.	North Adams, MA 01247	5,000.00	(a)
Elder Services of the Berkshires	60 Wendall Ave.	North Adams, MA 01247	5,000.00	(a)
Family Center Inc.	4 Arch St.	Greenwich, CT 06836	10,000.00	(a)
Family Service Agency	555 Northgate Drive	San Rafael, CA 94903	5,000.00	(a)
First Book	1319 F Street NW	Washington, DC 20004	5,000.00	(a)
First Book	1319 F Street NW	Washington, DC 20004	5,000.00	(a)
Friends of Sligo Creek	P.O. Box 11572	Takoma Park, MD 20903	5,000.00	(a)
Glenwood Foundation	25 West Castlewood Dr.	San Rafael, CA 94501	5,000.00	(a)
Greylock ABC	58 Hoxsey Street	Williamstown, MA 01267	5,000.00	(a)
Guide Dogs for the Blind	350 Los Ranchitos Rd.	San Rafael, CA 94903	5,000.00	(a)
Guiding Eyes for the Blind	350 Los Ranchitos Rd.	San Rafael, CA 94903	5,000.00	(a)
Headlands Center for the Arts	944 Barry Street	Sausalito, CA 94965	5,000.00	(a)
Heads Up Foundation	310 Albion Way	San Rafael, CA 94903	15,000.00	(a)
Higher Ground	906 Main St.	Williamstown, MA 01267	15,000.00	(a)
Historic Deerfield	P.O. Box 321	Deerfield, MA 01342	5,000.00	(a)
House of Ruth	221 Argonne Drive	Baltimore, MD 21218	5,000.00	(a)
Images Cinema	Spring Street	Williamstown, MA 01267	10,000.00	(a)
IS 183 Art School	P.O. Box 1400	Stockbridge, MA 01262	3,000.00	(a)
JSDD	5204 Pointe Gate Drive	Livingston, NJ 07039	10,000.00	(a)
Kids in Crisis	One Salem Street	Cos Cob, CT 06807	5,000.00	(a)
Learning Ally	PO Box 2255	Princeton, NJ 08543	10,000.00	(a)
Lexington School for the Deaf	30th Ave. 75th Street	Jackson Heights, NY 11370	5,000.00	(a)
Liberation Programs	PO Box 8030	Stamford, CT 06905	5,000.00	(a)
Manna Food Center	9311 Gaither Rd.	Gaithersburg, MD 20873	5,000.00	(a)
Marin Food Bank	75 Digital Drive	Novato, CA 94941	5,000.00	(a)
Marin Humane Society	171 Bel Marin Keyes Blvd.	Novato, CA 94941	5,000.00	(a)

Mass MoCA	87 Marshall Street	North Adams, MA 01247	10,000.00	Kidspace
MCLA	375 Church Street	North Adams, MA 01247	35,000.00	Student Travel
Milne Library	1095 Main Street	Williamstown, MA 01267	8,000.00	(a)
Mt. Greylock Regional School District	560 North Hoosic Rd.	Williamstown, MA 01267	5,000.00	Gettysburg
Northern Berkshire Comm. Coalition	61 Main St.	North Adams, MA 01247	5,000.00	(a)
Northern Berkshire United Way	P.O. Box 955	North Adams, MA 01247	5,000.00	(a)
Pan Mass Challenge	Box 414575	Boston, MA 02241	4,000.00	(a)
Partnership for North Adams	c/o B. Grinnell - 63 Spring Street	Williamstown, MA 01267	10,000.00	(a)
Pine Cobble School	163 Gale Rd.	Williamstown, MA 01267	14,000.00	(a)
Pine Cobble School	163 Gale Rd.	Williamstown, MA 01267	2,000.00	Future Problem Solvers
Pine Cobble School	163 Gale Rd.	Williamstown, MA 01267	6,000.00	Computer Program
Planned Parenthood of San Rafael	2 H Street	San Rafael, CA 94901	10,000.00	(a)
Potomac Conservancy	8601 Georgia Ave.	Silver Spring, MD 20910	5,000.00	(a)
Provincetown Jazz Festival	501 Commercial Street	Provincetown, MA 02657	4,000.00	(a)
Ritter House	16 Ritter Drive	San Rafael, CA 94901	5,000.00	(a)
Sand Springs Recreational Center	158 Sand Spring Rd.	Williamstown, MA 01267	25,000.00	(a)
Shelter for the Homeless	597 S Pacific Street	Stamford, CT 06902	5,000.00	(a)
So Others Might Eat	60 O Street, NW	Washington, DC 20001	5,000.00	(a)
South Williamstown Community Assoc.	P.O. Box 432	Williamstown, MA 01267	5,000.00	(a)
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	35,000.00	(a)
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	5,000.00	Faculty Housing
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	5,000.00	Criminal Justice Trip
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	20,000.00	Cuba Trip
Southern Vermont College	982 Mansion Drive	Bennington, VT 05201	25,000.00	Summer Program
Spirit Open Equestrian Program	PO Box 1342	Great Falls, VA 22066	5,000.00	(a)
Stepping Stone Shelter	PO Box 712	Rockville, MD 20848	5,000.00	(a)
St. Vincent de Paul	P.O. Box 150527	San Rafael, CA 94915	5,000.00	(a)
Textile Museum	2320 S. Street NW	Washington, DC 20008	1,000.00	(a)
Turner House	825 Simmonds Rd.	Williamstown, MA 01267	5,000.00	(a)
Village Ambulance	30 Water St.	Williamstown, MA 01267	10,000.00	(a)
VNA & Hospice of Northern Berkshire	71 Hospital Ave.	North Adams, MA 01247	5,000.00	(a)
WAMC	318 Central Ave.	Albany, NY 12206	5,000.00	(a)
WGBY	44 Hampden St.	Springfield, MA 01103	5,000.00	(a)
WGBY	44 Hampden St.	Springfield, MA 01103	5,000.00	Field Project
WMHT	4 Global View	Troy, NY 12180	10,000.00	(a)
Whistlestop Development	930 Tamalpais Ave.	San Rafael, CA 94901	15,000.00	(a)
Williams College	Hopkins Hall	Williamstown, MA 01267	10,000.00	Roosevelt HS Proj
Williams College	880 Main St.	Williamstown, MA 01267	100,000.00	Shainman Scholarship
Williams College	880 Main St.	Williamstown, MA 01267	2,000.00	Sloane Coffin
Williams College	880 Main St.	Williamstown, MA 01267	10,000.00	Urban Scholars
Williamstown Community Chest	80 Spring St.	Williamstown, MA 01267	5,000.00	(a)
Williamstown Elementary School	115 Church St.	Williamstown, MA 01267	5,000.00	(a)
Williamstown Film Festival	P.O. Box 81	Williamstown, MA 01267	5,000.00	(a)
Williamstown Garden Club	C/O BTF 271 Main St.	Great Barrington, MA 01230	5,000.00	(a)
Williamstown Historical Museum	1095 Main St.	Williamstown, MA 01267	5,000.00	(a)
Williamstown Rural Lands	671 Cold Springs Rd.	Williamstown, MA 01267	5,000.00	(a)
Williamstown Theatre Festival	P.O. Box 517	Williamstown, MA 01267	10,000.00	(a)
Willinet	74 Spring Street	Williamstown, MA 01267	5,000.00	(a)
Woolly Mammouth Theatre	641 D Street NW	Washington, DC 20004	5,000.00	(a)
			<u>839,000</u>	

(a) except as noted, the above grants are unrestricted and can be used by the organization for any of their qualified activities.

ALICE SHAVER FOUNDATION - 13-7483764

<u>Date</u>		<u>Proceeds</u>	<u>Inventory Value</u>	<u>Increase</u>
Mar 18	13,542.926 units of Lord Abbett Bond Deb. Fund, Class A	\$ 112,000.00	\$ 91,956.47	\$ 20,043.53
Mar 18	1,608 shares Fortune Brands Home & Security	\$ 56,605.91	\$ 27,770.16	\$ 28,835.75
Apr 1	\$50,000 US Steel Corp., 7.5%, Due 3/15/2022	\$ 160,337.50	\$ 50,673.50	\$ 15,358.00
	\$100,000 US Steel Corp., 6.05%, Due 6/1/2017		\$ 94,306.00	
Apr 4	\$100,000 Escrow Lehman Brothers - Exchange	\$ 4,979.78	\$ 4,979.78	\$ -
May 8	2,000 shares J P Morgan Chase Capital, 6.35% Pfd	\$ 50,000.00	\$ 47,740.00	\$ 2,260.00
May 8	20,000 shares J P Morgan Chase Capital XXIV, 6.875% Pfd	\$ 500,000.00	\$ 500,000.00	\$ -
May 15	\$200,000 GE Capital Internotes, 5.625%, Due 11/15/2025	\$ 250,000.00	\$ 224,212.50	\$ 25,787.50
Aug 1	12,000 units Bank of America Corp, 7.25% pfd	\$ 300,000.00	\$ 300,000.00	\$ -
Sept 3	200,000 units J P Morgan Chase & Co., 8.625% Pfd	\$ 500,000.00	\$ 500,000.00	\$ -
Sept 23	\$100,000 International Paper Co., 5.5%, Due 1/15/2014	\$ 101,641.56	\$ 95,433.00	\$ 6,208.56
Oct 3	\$100,000 Escrow Lehman Brothers - Exchange	\$ 5,748.61	\$ 5,748.61	\$ -
Nov 25	2,000 Hilton Hotels Corp Pfd 8%	\$ 50,000.00	\$ 49,017.61	\$ 982.39
Nov 26	257 shares CIT Group Inc.	\$ 12,538.97	\$ 6,391.59	\$ 6,147.38
		<u>\$ 2,103,852.33</u>	<u>\$1,998,229.22</u>	<u>\$ 105,623.11</u>

ALICE SHAVER FOUNDATION - 13-7483764

<u>Date</u>		<u>Proceeds</u>	<u>Inventory Value</u>	<u>Decrease</u>
Jan 4	NY State Dormitory Auth., 5.75%, Due 7/1/2025	\$ 200,000.00	\$ 204,490.00	\$ 4,490.00
Mar 18	888 shares Beam, Inc	\$ 53,771.10	\$ 54,967.20	\$ 1,196.10
Aug 23	200,000 units Iron Mountain, 8%, Due 6/15/2020	\$ 208,000.00	\$ 218,256.00	\$ 10,256.00
Nov 15	New York NY Ser H Bond 5% partial call	\$ 5,000.00	\$ 5,073.70	\$ 73.70
Nov 25	4,400 Hilton Hotels Corp pFd 8%	\$ 110,000.00	\$ 110,005.00	\$ 5.00
Nov 26	\$300,000 Moog Inc Note 7.25% due 6/15/2018	\$ 310,885.00	\$ 319,437.50	\$ 8,552.50
		<u>\$ 887,656.10</u>	<u>\$ 912,229.40</u>	<u>\$ 24,573.30</u>