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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation HELMLE-SHAW FOUNDATION		A Employer identification number 76-0420414
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2603 BAYSHORE DRIVE		B Telephone number (see instructions) (713) 782-7730
City or town, state or province, country, and ZIP or foreign postal code BACLIFF, TX 77518		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) ▶ \$ 3,492,475	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	107,421	107,421		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	165,958			
	b Gross sales price for all assets on line 6a 445,791				
	7 Capital gain net income (from Part IV, line 2)		165,958		
	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	273,379	273,379			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,100	0		3,100
	c Other professional fees (attach schedule)	15,046	15,046		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,378	556		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				5
	24 Total operating and administrative expenses. Add lines 13 through 23	24,524	15,602		3,105
	25 Contributions, gifts, grants paid	156,636			155,411
26 Total expenses and disbursements. Add lines 24 and 25	181,160	15,602		158,516	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	92,219				
b Net investment income (if negative, enter -0-)		257,777			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash—non-interest-bearing		137,688	218,512	218,512	
	2 Savings and temporary cash investments					
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)	2,025,420	1,821,255	2,759,687		
	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)	303,624	518,156	514,276		
	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)	2,466,732	2,557,923	3,492,475			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue	39,183	38,155			
	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)	39,183	38,155				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	0	0			
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
29 Retained earnings, accumulated income, endowment, or other funds	2,427,549	2,519,768				
30 Total net assets or fund balances (see page 17 of the instructions)	2,427,549	2,519,768				
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,466,732	2,557,923				

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	2,427,549
2	Enter amount from Part I, line 27a	2	92,219
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,519,768
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,519,768

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	165,958
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	146,725	3,171,893	0.046258
2011	129,003	3,006,299	0.042911
2010	135,966	2,810,025	0.048386
2009	169,855	2,567,141	0.066165
2008	184,714	3,363,308	0.054920
2	Total of line 1, column (d).		2 0.258640
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.051728
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 2,888,209
5	Multiply line 4 by line 3.		5 149,401
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,578
7	Add lines 5 and 6.		7 151,979
8	Enter qualifying distributions from Part XII, line 4.		8 158,516

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax due'. Total tax due is 2,636.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political purposes, political expenditures, and state reporting. Includes a section for states where the foundation reports or is registered.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of JUDITH HELMLE SHAW Telephone no (713) 782-7730 Located at 2603 BAYSHORE DR BACLIFF TX ZIP +4 77518			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16		No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>			
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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
ROY C SHAW JR 2603 BAYSHORE DR BACLIFF, TX 77518	PRESIDENT 1 00	0	0	0
JUDITH HELMLE SHAW 2603 BAYSHORE DR BACLIFF, TX 77518	SECRETARY/TREASURER 1 00	0	0	0

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

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

Total number of other employees paid over \$50,000. **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.	▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the 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	2,694,728
b	Average of monthly cash balances.	1b	237,464
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,932,192
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	2,932,192
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	43,983
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,888,209
6	Minimum investment return. Enter 5% of line 5.	6	144,410

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	144,410
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,578
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,578
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	141,832
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	141,832
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	141,832

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	158,516
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	158,516
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	2,578
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	155,938

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				141,832
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			155,413	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>158,516</u>				
a Applied to 2012, but not more than line 2a			155,413	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				3,103
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				138,729
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 See Additional Data Table

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 ROY C SHAW JR
 2603 BAYSHORE DR
 BA CLIFF, TX 77518
 (713) 787-7730

b The form in which applications should be submitted and information and materials they should include
 LETTER OF REQUEST FROM SOLICITOR DETAILING NEED FOR FUNDS

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 156,636
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: ***** Date: 2014-11-17 Title: *****

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

Table for Paid Preparer Use Only with columns: Print/Type preparer's name (CHARLES F WELLER), Preparer's Signature, Date (2014-11-17), Check if self-employed, PTIN (P00087677), Firm's name (BRIGGS & VESELKA CO), Firm's EIN (74-1769118), Firm's address (NINE GREENWAY PLAZA SUITE 1700 HOUSTON, TX 77046), Phone no (713) 667-9147.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
500 SHS - GENERAL ELECTRIC CO	P	1921-09-21	2013-05-02
30 SHS - ABBOTT LABORATORIES	P	2009-05-05	2013-05-02
30 SHS - ABBVIE INC COM	P	2009-05-02	2013-05-02
200 SHS - COLGATE PALMOLIVE CO	P	2009-05-05	2013-10-17
600 SHS - DOW CHEMICAL CO	P	1997-11-26	2013-12-26
20 SHS - GENL DYNAMICS CORP	P	2009-05-05	2013-05-02
1270 SHS - ISHARES MSCI EAFE FUND	P	2009-05-05	2013-05-02
1120 SHS - ISHARES MSCI EMERGING MKTS FD	P	2009-05-05	2013-05-02
260 SHS - ISHARES RUSSELL MIDCAP G IN FD	P	2009-05-05	2013-05-02
300 SHS - ISHARES RUSSELL MIDCAP V IN FD	P	2009-05-05	2013-05-02
250 SHS - ISHARES RUSSELL 2000 GROWTH FD	P	2009-05-05	2013-05-02
280 SHS - ISHARES RUSSELL 2000 VALUE FD	P	2009-05-05	2013-05-02
300 SHS - JOHNSON & JOHNSON	P	2009-05-05	2013-05-22
700 SHS - NTT DOCOMO INC SP ADR	P	2009-05-05	2013-05-02
300 SHS - PROCTOR & GAMBLE	P	1997-11-26	2013-05-02
1150 SHS - SPDR S&P INTL SMALL C	P	2009-05-05	2013-05-02
8 SHS - XCEL ENERGY INC	P	1997-11-26	2013-05-02
900 SHS - 3M COMPANY	P	1997-11-26	2013-05-02
MORGAN STANLEY SMITH BARNEY CAPITAL GAIN DISTRIBUTIONS	P	2011-01-01	2013-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,127		11,240	-113
1,113		626	487
1,320		679	641
11,280		6,175	5,105
22,320		19,100	3,220
1,485		1,073	412
78,535		55,523	23,012
48,293		34,250	14,043
18,419		9,269	9,150
17,247		8,664	8,583
26,591		14,648	11,943
23,258		13,943	9,315
23,085		17,054	6,031
11,429		9,730	1,699
23,379		11,410	11,969
35,914		22,215	13,699
250		232	18
84,256		44,002	40,254
6,490			6,490

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-113
			487
			641
			5,105
			3,220
			412
			23,012
			14,043
			9,150
			8,583
			11,943
			9,315
			6,031
			1,699
			11,969
			13,699
			18
			40,254
			6,490

Form 990PF Part XV Line 1a - 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).

ROY C SHAW JR
JUDITH HELMLE SHAW

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GALVESTON HISTORICAL FOUNDATION 502 20TH STREET GALVESTON ISLAND,TX 77550	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	8,500
GALVESTON ISLAND RAILROAD MUSEUM 2602 SANTA FE PLACE GALVESTON ISLAND,TX 77550	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	3,000
GRAND 1894 OPERA HOUSE 2020 POSTOFFICE STREET GALVESTON ISLAND,TX 77550	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	5,500
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE,MI 49242	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	1,000
HOUSTON LIVESTOCK SHOW & RODEO PO BOX 20070 HOUSTON,TX 772250070	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	6,600
LAKE CITY COMMUNITY ART BUILDING FUND PO BOX 876 LAKE CITY,CO 81235	NONE	PUBLIC CHARITY	BUILDING FUND	1,000
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON,TX 772656826	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	25,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 8111 N STADIUM DR STE 100 HOUSTON,TX 77054	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	5,000
NATIONAL TAY-SACHS & ALLIED DISEASES ASSOCIATION INC 2001 BEACON STREET SUITE 204 BOSTON,MA 02135	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,000
OAK CLIFF CEMETERY ASSOCIATION 10455 N CENTRAL EXPRESSWAY 109-205 DALLAS,TX 75231	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	5,000
RICE UNIVERSITY PO BOX 1892 HOUSTON,TX 772511892	NONE	EDUCATIONAL	SCHOLARSHIP FUND	4,758
SALVATION ARMY 1500 AUSTIN STREET HOUSTON,TX 77002	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,000
SEABROOK UNITED METHODIST CHURCH 3300 LAKESIDE DRIVE SEABROOK,TX 77586	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	1,000
SOUTHERN METHODIST UNIVERSITY PO BOX 750402 DALLAS,TX 752750402	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	5,000
ST THOMAS EPISCOPAL SCHOOL & CHURCH 4900 JACKWOOD HOUSTON,TX 77096	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	16,778
Total			3a	156,636

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TEXAS A&M UNIVERSITY MS 4250 COLLEGE STATION, TX 778434250	NONE	EDUCATIONAL	GENERAL SUPPORT OF THE ORGANIZATION	2,000
TEXAS CHILDREN'S HOSPITAL PO BOX 300630 STE 5214 HOUSTON, TX 772300630	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,000
THE HERITAGE SOCIETY AT SAM HOUSTON PARK 1100 BAGBY STREET HOUSTON, TX 77002	NONE	PUBLIC CHARITY	GENERAL SUPPORT OF THE ORGANIZATION	2,000
TRINITY UNIVERSITY ONE TRINITY PLACE SAN ANTONIO, TX 782127200	NONE	EDUCATIONAL	SCHOLARSHIP FUND	4,500
MULTIPLE SCLEROSIS SOCIETY 8111 N STADIUM DR STE 100 HOUSTON, TX 77054	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	10,000
ADAPTIVE SPORTS CENTER PO BOX 1639 CRESTED BUTTE, CO 81224	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
COLLEGE OF CHARLESTON 66 GEORGE ST CHARLESTON, SC 29424	NONE	EDUCATIONAL	SUPPORT OF THE INSTITUTION	2,000
PALACIOS AREA HISTORICAL ASSOCIATION 401 COMMERCE ST PALACIOS, TX 77465	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
BAY ACCESS PO BOX 221 SEABROOK, TX 77586	NONE	EDUCATIONAL	SUPPORT OF THE INSTITUTION	1,000
LAKE FORK CONSERVANCY PO BOX 123 LAKE CITY, CO 81235	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	3,000
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	500
THE JUDITH LIEBENTHAL ROBINSON OVARIAN CANCER FOUNDATION PO BOX 70163 HOUSTON, TX 77270	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BLVD GALVESTON, TX 77555	NONE	EDUCATIONAL	SUPPORT OF THE INSTITUTION	30,000
CAL FARLEY BOY'S RANCH PO BOX 1890 AMARILLO, TX 79174	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	1,000
METHODIST UROLOGY ASSOCIATES 6560 FANNIN ST STE 2160 HOUSTON, TX 77030	NONE	PUBLIC CHARITY	SUPPORT OF THE ORGANIZATION	5,000
Total				156,636

TY 2013 Accounting Fees Schedule

Name: HELMLE-SHAW FOUNDATION

EIN: 76-0420414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,100	0		3,100

TY 2013 Investments Corporate Stock Schedule

Name: HELMLE-SHAW FOUNDATION

EIN: 76-0420414

Name of Stock	End of Year Book Value	End of Year Fair Market Value
250 SHS ISHARES RUSSELL GROWTH	0	0
280 SHS ISHARES RUSSELL VALUE	0	0
260 SHS ISHARES RUSSELL MIDCAP	0	0
824 SHS CHEVRON CORP	30,411	102,926
1,334 SHS BRISTOL MYERS SQUIBB	60,223	70,902
44 SHS DOW CHEMICAL	1,401	1,954
300 SHS ISHARES RUSSELL MIDCAP	0	0
2,740 SHS EXXON MOBIL	84,127	277,288
11,500 SHS GENERAL ELECTRIC CO	236,040	294,315
845 SHS IBM	51,114	158,497
4,277 SHS KAYNE MLP INV	94,036	170,438
1,150 SHS SPDR S&P INTL SMALL	0	0
4,200 PROCTER & GAMBLE	159,742	341,922
1,472 SHS PUBLIC SVC ENTERPRISE	21,321	47,163
800 SHS PLUM CREEK TIMBER	22,792	37,208
500 SHS VODAFONE	9,640	19,655
8 SHS XCEL ENERGY	0	0
66 SHS 3M COMPANY	3,227	9,257
6,942 SHS COHEN & STEERS SELECT	134,145	143,005
30 SHS ABBOTT LABS	0	0
180 SHS AIR PROD & CHEM	11,851	20,120
200 SHS ALTRIA GP	2,595	7,678
440 SHS COCA COLA	9,508	18,176
140 SHS COLGATE PALMOLIVE	4,322	9,129
360 SHS DARDEN RESTAURANTS	11,858	19,573
20 SHS GENL DYNAMICS	0	0
380 SHS GENL MILLS	9,888	18,966
300 SHS JOHNSON & JOHNSON	0	0
700 SHS NTT DOCOMO INC	0	0
250 SHS PT TELEKOMUNIKAS	7,272	8,963

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 SHS PEPSICO	9,900	16,588
200 SHS UNTD TECHNOLOGIES	10,314	22,760
360 SHS WASTE MANAGEMENT	9,698	16,153
1,270 SHS ISHARES MSCI EAFE	0	0
1,120 SHS ISHARES MSCI EMERGING MKTS FUND	0	0
2500 SHS WISDOMTREE	121,612	136,150
1,600 SHS ISHARES IBOXX INVEST	155,716	182,701
1,400 SHS ISHARES HIGH YIELD	108,126	130,032
500 SHS ISHARES JP MORGAN BOND	46,324	54,080
2,000 SHS POWERSHARES EMRG MKTS	50,907	54,000
5,000 SHS GAMCO NATURAL RES	88,915	50,100
3,500 SHS KEMPER CORP DEL COM	108,391	143,080
1,000 SHS SEADRILL LTD	27,916	41,080
5,000 SHS CLEARBRIDGE ENERGY MLP TOT RET	97,413	110,250
1,400 SHS COSTAMARE INC	20,510	25,578

TY 2013 Investments - Other Schedule

Name: HELMLE-SHAW FOUNDATION

EIN: 76-0420414

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MSSB - MUTUAL FUNDS	AT COST	301,494	283,877
700 SHS WISDOM TREE INTL SM CAP DIV	AT COST	40,397	44,107
600 SHS WISDOM TREE MID CAP DIV	AT COST	39,659	44,768
1100 SHS WISDOM TREE SMALL CAP DIV FUND	AT COST	62,271	74,569
1,000 SHS WISDOM TREE TRUST EMRG MKT	AT COST	55,756	51,030
500 SHS CENTURYLINK INC	AT COST	18,579	15,925

TY 2013 Other Professional Fees Schedule

Name: HELMLE-SHAW FOUNDATION

EIN: 76-0420414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	15,046	15,046		0

TY 2013 Taxes Schedule

Name: HELMLE-SHAW FOUNDATION

EIN: 76-0420414

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	5,748	0		0
FOREIGN TAXES	556	556		0
FEDERAL EXCISE TAXES - INTEREST	59	0		0
FEDERAL EXCISE TAXES - PENALTIES	15	0		0