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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

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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 05-01-2013 , and ending 04-30-2014

Name of foundation GARDINER HOWLAND SHAW FOUNDATION		A Employer identification number 04-6111826	
Number and street (or P O box number if mail is not delivered to street address) C/O WELCH FORBES LLC 45 SCHOOL ST		B Telephone number (see instructions) (617) 523-1635	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02108		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 19,739,711	J Accounting method ☒ Cash ☐ Accrual ☐ 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 ☐	

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	48,641	48,641		
	4 Dividends and interest from securities.	400,533	400,533		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	249,594			
	b Gross sales price for all assets on line 6a 590,773				
	7 Capital gain net income (from Part IV, line 2) . . .		249,594		
	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	698,768	698,768		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	159,466	0		159,466
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	38,576	0		38,576
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	12,219	12,219		0
	c Other professional fees (attach schedule)	98,543	98,543		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	27,700	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	2,800	0		2,800
	21 Travel, conferences, and meetings	12,689	0		12,689
	22 Printing and publications	940	0		940
	23 Other expenses (attach schedule)	7,240	250		6,990
	24 Total operating and administrative expenses. Add lines 13 through 23	360,173	111,012		221,461
	25 Contributions, gifts, grants paid	737,467			737,467
	26 Total expenses and disbursements. Add lines 24 and 25	1,097,640	111,012		958,928
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-398,872			
	b Net investment income (if negative, enter -0-)		587,756		
	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	2,434	13,006	13,006
	2	Savings and temporary cash investments	639,995	169,654	169,654
	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)	199,900 	199,900	202,278
	b	Investments—corporate stock (attach schedule)	7,532,059 	7,390,126	15,407,003
	c	Investments—corporate bonds (attach schedule).	1,409,764 	1,612,594	1,646,612
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,229,676 	2,229,676	2,301,158
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,013,828	11,614,956	19,739,711	
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.				
	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	12,013,828	11,614,956	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,013,828	11,614,956	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,013,828	11,614,956		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	12,013,828
2	Enter amount from Part I, line 27a	2	-398,872
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	11,614,956
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	11,614,956

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			(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	
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	249,594
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	851,025	17,302,600	0 049185
2011	833,458	17,010,354	0 048997
2010	795,369	16,597,484	0 047921
2009	773,402	15,566,882	0 049683
2008	890,406	15,502,577	0 057436

2	Total of line 1, column (d).	2	0 253222
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 050644
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	18,705,539
5	Multiply line 4 by line 3.	5	947,323
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,878
7	Add lines 5 and 6.	7	953,201
8	Enter qualifying distributions from Part XII, line 4.	8	958,928

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)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b	1	5,878
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	5,878
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	5,878
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,894
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	17,894
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	12,016
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 12,016 Refunded	11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶WWW SHAWFOUNDATION ORG				
14	The books are in care of ▶WELCH FORBES LLC Telephone no ▶(617) 523-1635 Located at ▶45 SCHOOL STREET BOSTON MA ZIP +4 ▶02108			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ 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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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?. ☐ Yes ☒ 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?. ☐ Yes ☒ 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)

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

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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
THOMAS E COURY	EXECUTIVE	159,466	30,871	0
59 GILBERT ROAD NEEDHAM,MA 02192	DIRECTOR 40 00			
BENJAMIN J WILLIAMS JR	TRUSTEE	0	0	0
45 SCHOOL STREET BOSTON,MA 02108	1 00			
THEODORE E OBER	TRUSTEE	0	0	0
45 SCHOOL STREET BOSTON,MA 02108	0 50			
PETER P BROWN	TRUSTEE	0	0	0
45 SCHOOL STREET BOSTON,MA 02108	0 50			

2

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

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

Total

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

0

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Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELCH & FORBES LLC	INVESTMENT MANAGEMENT	98,543
45 SCHOOL STREET		
BOSTON,MA 02108		
Total number of others receiving over \$ 50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TECHNICAL ASSISTANCE TO GRANTEES 27 ORGANIZATIONS ASSISTED TOTAL HOURS = 153	18,392
2 TECHNICAL ASSISTANCE TO OTHER ORGANIZATIONS 15 ORGANIZATIONS ASSISTED TOTAL HOURS = 85	10,218
3 PRESENTATIONS, PUBLICATIONS AND RESEARCH CONFRENCE AND FORUM PREP TOTAL HOURS = 32 OFFENDERS RESOURCE GUIDE EDIT & REVIEW TOTAL HOURS = 15 OTHER RESEARCH REVIEW AND EDIT TOTAL HOURS = 14	7,333
4 VOLUNTEER WORK MOTHER'S DAY ANTI-VIOLENCE MARCH TOTAL HOURS = 7 PGLA EVENT TOTAL HOURS = 60 OTHER TOTAL HOURS = 5	2,164

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	18,983,115
b	Average of monthly cash balances.	1b	7,280
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	18,990,395
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	18,990,395
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	284,856
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,705,539
6	Minimum investment return. Enter 5% of line 5.	6	935,277

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	935,277
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,878
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,878
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	929,399
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	929,399
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	929,399

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	958,928
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	958,928
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	5,878
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	953,050
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				929,399
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			21,952	
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 ▶ \$ 958,928				
a Applied to 2012, but not more than line 2a			21,952	
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.				929,399
e Remaining amount distributed out of corpus	7,577			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,577			
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.				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).	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.	7,577			
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.	7,577			

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

b

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

WRITTEN PROPOSAL

c

Any submission deadlines

NONE

d

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	737,467
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

(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

1

b

If "Yes," complete the following schedule.

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

Sign Here

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

2014-09-08

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only

Print/Type preparer's name

WAYNE KURPIEL

Preparer's Signature

Date

Check if self-employed

☐

PTIN

P00107798

Firm's name

WELCH & FORBES LLC

Firm's EIN

04-3573806

Firm's address

45 SCHOOL STREET BOSTON, MA 021083204

Phone no.

(617) 523-1635

Form 990-PF (2013)

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 PROCTER & GAMBLE CO	P	1970-01-01	2013-06-03
1000 SHS MICROSOFT CORP	P	2003-10-10	2013-06-03
1000 SHS MICROSOFT CORP	P	2004-09-01	2013-06-03
1000 SHS IRON MOUNTAIN INC	P	2008-04-22	2013-06-03
2000 SHS CARMAX INC	P	2003-04-11	2013-06-03
200000 UNITS WALGREEN CO SENIOR NOTE	P	2008-07-25	2013-08-01
3000 SHS JOHNSON CONTROLS INC	P	2002-12-23	2013-12-23
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
38,424		849	37,575
35,212		28,850	6,362
35,212		27,270	7,942
35,236		26,898	8,338
92,683		17,616	75,067
200,000		199,246	754
151,881		40,450	111,431
2,125			2,125

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	
			37,575
			6,362
			7,942
			8,338
			75,067
			754
			111,431
			2,125

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADOLESCENT CONSULTATION SERVICES 189 CAMBRIDGE STREET CAMBRIDGE,MA 02141	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE MA ALLIANCE OF JUVENILE COURT CLINICS	8,000
ASSOCIATED GRANTMAKERS 133 FEDERAL STREET BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	ANNUAL SUPPORT	4,300
BOSTON EMPLOYMENT SERVICE 651 WASHINGTON STREET DORCHESTER,MA 02124	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S EMPLOYMENT ASSISTANCE PROGRAM FOR EX-OFFENDERS	5,000
BOSTON FOUNDATION 75 ARLINGTON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE CIVIC ENGAGEMENT FUND	3,000
BRIDGE TO HOPE PO BOX 758 HYANNIS,MA 02601	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE FEMALE OFFENDER SERVICES PROGRAM	2,000
CAREER COLLABORATIVE 77 SUMMER STREET BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CAREER ASSISTANCE PROJECT SERVING EX-OFFENDERS	1,500
CELEBRATION FOR KIDS INC 10 LINCOLN ROAD FOXBORO,MA 02035	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CHILD WELFARE FUND RAISING INITIATIVES	3,000
CHILDREN'S ADVOCACY CENTER 984 COMMONWEALTH AVENUE BOSTON,MA 02215	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CHILD SEXUAL EXPLOITATION PREVENTION PROGRAMS	1,000
CHILDREN'S LAW CENTER OF MA PO BOX 710 LYNN,MA 01903	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S LEGAL ADVOCACY PROJECT ASSISTING YOUTHFUL OFFENDERS	10,000
CHILDREN'S SERVICES OF ROXBURY 520 DUDLEY STREET ROXBURY,MA 02119	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE 2014 COMMUNITY RECOGNITION EVENT	1,500
CITIZENS FOR JUVENILE JUSTICE 101 TREMONT STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE SYSTEM REFORM PROJECT	36,000
CITIZENS FOR SAFETY 31 HEATH STREET JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GUN VIOLENCE PREVENTION PROGRAMS	40,000
CITY MISSION SOCIETY 14 BEACON STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S PUBLIC VOICES PUBLIC EDUCATION PROGRAM	5,000
COMMONWEALTH CORPORATION 2 OLIVER STREET BOSTON,MA 02109	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE ARTS PROJECT SERVING YOUTH IN THE CUSTODY OF THE DEPARTMENT OF YOUTH SERVICES	22,500
COMMUNITY DISPUTE SETTLEMENT CENTER 60 GORE STREET CAMBRIDGE,MA 02141	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COURT MEDIATION SERVICES	2,500
Total  3a				737,467

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY RESOURCES FOR JUSTICE 355 BOYLSTON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CRIMINAL JUSTICE SYSTEM REFORM ACTIVITIES AND SUPPORT FOR THE BOSTON EX-OFFENDER RESOURCE DIRECTORY	78,000
COMMUNITY SERVINGS INC 18 MARBURY TERRACE JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE 2014 LIFE SAVOR EVENT	5,000
CORPORATION FOR SUPPORTIVE HOUSING 77 BUCKINGHAM STREET HARTFORD,CT 06106	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE COMMUNITY HOUSING PROJECT SERVING EX-OFFENDERS IN WESTERN MA	22,500
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE ARLINGTON,VA 22202	N/A	OTHER PUBLIC CHARITY	ANNUAL SUPPORT	2,000
DISMAS HOUSE INC PO BOX 30125 WORCESTER,MA 01601	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S EX-OFFENDERS SERVICES PROGRAM	20,000
DOC WAYNE YOUTH SERVICE INC 418 COMMONWEALTH AVENUE BOSTON,MA 02215	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE OFFENDER SPORTS BASED CLINICAL PROGRAM	17,500
EPOCA INC 5 PLEASANT STREET WORCESTER,MA 01609	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CRIMINAL JUSTICE REFORM PROJECT	18,000
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER STREET DANVERS,MA 01923	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S ANNUAL YOUTH CONFERENCE	5,000
FREEDOM MINISTRIES INC PO BOX 51521 BOSTON,MA 02205	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S DEPARTMENT OF YOUTH SERVICES FAMILY VISITATION PROJECT	8,000
FRIENDS OF BOSTON'S HOMELESS 12 WISE STREET BOSTON,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S VOCATIONAL TRAINING PROGRAMS ASSISTING HOMELESS EX-OFFENDERS	5,530
FRIENDS OF PRISONERS 84 BEARSES WAY HYANNIS,MA 02601	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COMMUNITY RESIDENTIAL PROGRAM FOR EX-OFFENDERS	8,000
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES 8757 GEORGIA AVENUE SILVER SPRING,MD 20910	N/A	OTHER PUBLIC CHARITY	ANNUAL SUPPORT	1,000
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON,MA 02114	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CORI REFORM IMPLEMENTATION PROJECT	15,000
HEALTH LAW ADVOCATES 30 WINTER STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE COURT MENTAL HEALTH ADVOCACY PROJECT	15,000
HULL LIFESAVING MUSEUM INC PO BOX 221 HULL,MA 02045	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S VOCATIONAL TRAINING PROGRAMS SERVING YOUTHFUL OFFENDERS	1,500
Total  3a				737,467

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>				
INNER CITY WEIGHTLIFTING PO BOX 171313 BOSTON,MA 02117	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GANG INTERVENTION PROJECT	20,000
INSTITUTE FOR COMMUNITY PEACE 410 4TH STREET NE WASHINGTON,DC 20002	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S NATIONAL COMMUNITY PEACE INITIATIVE	5,000
JUVENILE LAW CENTER 1315 WALNUT STREET PHILADELPHIA,PA 19107	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S JUVENILE JUSTICE LEGAL ADVOCACY PROGRAM	5,000
LOUIS D BROWN PEACE INSTITUTE 1452 DORCHESTER AVENUE DORCHESTER,MA 02122	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S VICTIMS SERVICES PROGRAM AND VIOLENCE PREVENTION EDUCATION SERVICES	1,000
MA ADVOCATES FOR CHILDREN 25 KINGSTON STREET BOSTON,MA 02111	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S TRAUMA AND LEARNING PROJECT	2,500
MA COUNCIL HUMAN SERVICE PROVIDERS 88 BROAD STREET BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S ANNUAL TRAINING CONFERENCE	3,500
MASSINC 11 BEACON STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE CRIMINAL JUSTICE REFORM CAMPAIGN	60,000
MENTOR THE NATIONAL MENTORING PARTNERSHIP 201 SOUTH STREET BOSTON,MA 02111	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE 2014 MENTORING SUMMIT	3,500
MOTHERS FOR JUSTICE AND EQUALITY 184 DUDLEY STREET ROXBURY,MA 02119	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COMMUNITY VIOLENCE PREVENTION PROJECT	10,000
NEADS INC 305 REDEMPTION ROCK TRAIL SOUTH PRINCETON,MA 01541	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE PRISON PUP TRAINING PROGRAM IN MA PRISONS	20,000
NEW ENGLAND ASSOC OF DRUG COURT PROFESSIONALS 41 STATE STREET ALBANY,NY 12207	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S ANNUAL TRAINING CONFERENCE	5,000
OAK HILL CDC WORCESTER HOMELESS ACTION COMMITTEE 74 PROVIDENCE STREET WORCESTER,MA 01604	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE CENTRAL MA EX-OFFENDER RESOURCE DIRECTORY	25,000
ON THE RISE 341 BROADWAY CAMBRIDGE,MA 02139	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE LEGAL ADVOCACY PROJECT SERVING HOMELESS FEMALE EX-OFFENDERS	1,000
PAIR PROJECT INC 98 NORTH WASHINGTON STREET BOSTON,MA 02114	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S LEGAL ADVOCACY PROJECT ASSISTING DETAINED ASYLUM AND REFUGEE CLIENTS	5,000
PERFORMANCE PROJECT PO BOX 5195 SPRINGFIELD,MA 01101	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S PERFORMING ARTS PROJECT ASSISTING YOUTHFUL OFFENDERS	8,000
Total  3a				737,467

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PHOENIX MULTISPORT 2239 CHAMPA STREET DENVER,CO 80205	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S 2013 ANNUAL RECOGITION EVENT	250
PRISON BOOK PROGRAM 1306 HANCOCK STREET QUINCY,MA 02169	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S BOOK SUPPLY PROGRAM SERVING MA PRISONS AND JAILS	5,000
PRISONERS LEGAL SERVICES 10 WINTHROP SQUARE BOSTON,MA 02110	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S LEGAL ADVOCACY PROJECT ADDRESSING PRISON BRUTALITY CLAIMS	21,000
RFK CHILDRENS ACTION CORPS 11 BEACON STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S ALTERNATIVES TO DETENTION PROJECT SERVING JUVENILE OFFENDERS	26,000
ROCA INC 101 PARK STREET CHELSEA,MA 02150	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GANG INTERVENTION AND VIOLENCE PREVENTION PROGRAMS	5,000
RODMAN RIDE FOR KIDS 101 LINCOLN ROAD FOXBORO,MA 02035	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S CHILD WELFARE FUNDRAISING	237
ROOM TO GROW 142 BERKELEY STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE PARENTING ASSISTANCE PROGRAM FOR WOMEN INVOLVED WITH THE JUSTICE SYSTEM	2,500
SELF ESTEEM BOSTON PO BOX 30155 JAMAICA PLAIN,MA 02130	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COUNSELING PROGRAM FOR FEMALE OFFENDERS	11,000
SISTERS OF ST JOSEPH PRISON MINISTRIES 1020 STATE STREET BADEN,PA 15005	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S FEMALE OFFENDER RE INTEGRATION PROGRAM SERVING THE WOMEN'S PRISON IN FRAMINGHAM, MA	15,000
SPAN INC 105 CHAUNCY STREET BOSTON,MA 02111	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S EX-OFFENDER COMMUNITY RE INTEGRATION PROGRAM	10,000
SPECTRUM HEALTH SERVICES INC 10 MECHANIC STREET WORCESTER,MA 01608	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S PARENTING ASSISTANCE PROGRAM SERVING FEMALE OFFENDERS	10,000
STRAIGHT AHEAD MINISTRIES 791 MAIN STREET WORCESTER,MA 01610	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S COMMUNITY SERVICES PROGRAM ASSISTING YOUTHFUL OFFENDERS TRANSITIONING FROM DEPT OF YOUTH SERVICES	10,000
THE KEY PROGRAM 670 OLD CONNECTICUT PATH FRAMINGHAM,MA 01701	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S RESIDENTIAL PROGRAMS SERVING YOUTHFUL OFFENDERS	5,650
TRINITY BOSTON FOUNDATION 206 CLARENDON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE 2014 BOSTONIANS FOR YOUTH EVENT	3,000
UNIVERSITY OF MASSACHUSETTS BOSTON 100 MORRISSEY BLVD BOSTON,MA 02125	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE DRUG COUNSELOR TRAINING PROGRAM FOR EX-OFFENDERS	20,000
Total  3a				737,467

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>				
UTEC INC 34 HURD STREET LOWELL,MA 01855	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE AGENCY'S GANG INTERVENTION PROJECT	15,000
VISIONS INC 48 JUNIPER STREET ROXBURY,MA 02119	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR TECHNICAL ASSISTANCE SERVICES	1,000
WELLESLEY CENTER FOR WOMEN 106 CENTRAL STREET WELLESLEY,MA 02481	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE WOMEN'S JUSTICE NETWORK	20,000
YOUTH ADVOCACY FOUNDATION 44 BROMFIELD STREET BOSTON,MA 02108	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE EDUCATION LAW PROJECT	5,000
YWCA OF GREATER BOSTON 140 CLARENDON STREET BOSTON,MA 02116	N/A	OTHER PUBLIC CHARITY	SUPPORT FOR THE YOUTH/POLICE DIALOGUES PROJECT	10,000
Total  3a				737,467

TY 2013 Accounting Fees Schedule

Name: GARDINER HOWLAND SHAW FOUNDATION

EIN: 04-6111826

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RUSSELL BRIER & CO, LLP	9,119	9,119		0
WELCH & FORBES TAX PREP FEE	3,100	3,100		0

**TY 2013 Investments Corporate
Bonds Schedule****Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Name of Bond	End of Year Book Value	End of Year Fair Market Value
200,000 AFLAC INC SENIOR NOTE DTD 02/10/12, 2.65%	202,452	208,268
200,000 CINTAS CORP TERM NOTE DTD 05/23/11, 2.85%	201,158	206,990
200,000 GOLDMAN SACHS GROUP INC NOTE DTD 02/07/11, 3.625%	198,874	209,118
200,000 JPMORGAN CHASE TERM NOTE DTD 06/24/10, 3.4%	202,532	206,150
200,000 MEDCO HEALTH SOLUTIONS INC NOTE DTD 09/10/10, 4.125%	203,970	213,406
200,000 MURPHY OIL CORP SR NOTE DTD 11/30/12, 2.5%	201,532	204,658
200,000 CVS CAREMARK CORP NOTE DTD 12/05/2013 2.25%	201,060	201,448
200,000 KENNAMETAL INC SR NT DTD 11/07/2012 2.65%	201,016	196,574

**TY 2013 Investments Corporate
Stock Schedule**

Name: GARDINER HOWLAND SHAW FOUNDATION
EIN: 04-6111826

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10,000 AFLAC INC	324,900	627,200
2,500 APACHE CORP	139,123	217,000
6,000 AUTOMATIC DATA PROCESSING INC	236,643	467,760
8,000 BARRICK GOLD CORP	131,998	139,760
2,700 BECTON DICKINSON & CO	190,713	305,181
10,000 CARMAX INC	88,082	437,800
10,000 CENOVUS ENERGY INC	260,084	297,700
3,000 CHEVERON CORP	62,649	376,560
8,000 DANAHER CORP	285,440	587,040
5,000 EXPEDITORS INTERNATIONAL WASHINGTON INC	214,101	206,200
3,000 EXXON MOBILE CORP	5,441	307,230
7,000 HOME DEPOT INC	142,030	556,570
10,000 HOSPITALITY PROPERTIES TRUST	335,525	300,500
2,000 IBM CORP	257,008	392,940
8,000 IRON MOUNTAIN INC	183,997	227,520
6,000 JOHNSON & JOHNSON	324,360	607,740
4,000 JOHNSON CONTROLS INC	53,933	180,560
3,600 LANCASTER COLONY CORP	198,948	341,568
4,000 LIFE TIME FITNESS INC	205,584	192,000
3,800 MCDONALDS CORP	264,980	385,244
7,000 MERCK & CO INC	300,853	409,920
10,000 MICROSOFT CORP	260,850	404,000
7,000 PEPSICO INC	312,873	601,230
5,000 PRAXAIR INC	313,562	652,750
7,000 PROCTER & GAMBLE CO	11,884	577,850
9,000 QUALCOMM INC	343,930	708,390
6,000 SCHLUMBERGER LTD	186,625	609,300
4,000 STERICYCLE INC	94,547	465,760
5,000 STRYKER CORP	232,544	388,750
6,000 TERADATA CORP	199,328	272,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,000 3M CO	19,959	417,270
6,000 UNITED TECHNOLOGIES CORP	122,903	709,980
10,000 VERIZON COMMUNICATIONS INC	263,409	467,300
2,600 VISA INC CLASS A SHARES	195,175	526,786
14,000 WELLS FARGO & CO	351,671	694,960
5,400 CHECK POINT SOFTWARE TECHNOLOGIES LTD	274,474	345,924

TY 2013 Investments Government Obligations Schedule

Name: GARDINER HOWLAND SHAW FOUNDATION

EIN: 04-6111826

**US Government Securities - End of
Year Book Value:**

199,900

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

202,278

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

0

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

0

TY 2013 Investments - Other Schedule**Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
15,000 FIRST TRUST NORTH AMERN ENERGY INFRAS FD ETF	AT COST	325,650	379,800
2,500 ISHARES IBOXX INVESTMENT GRADE CORPORATE BOND ETF	AT COST	258,042	295,375
3,000 ISHARES 1-3 YEAR CREDIT BOND ETF	AT COST	312,815	316,560
9,500 KAYNE ANDERSON MLP INVESTMENT CO	AT COST	309,262	350,835
12,000 MORGAN STANLEY CAPITAL TRUST III CAPITAL SECURITIES 6.25%	AT COST	300,583	304,800
3,400 VANGUARD INTERMEDIATE TERM BOND ETF	AT COST	267,385	285,328
9,000 VANGUARD FTSE EMERGING MARKETS ETF	AT COST	455,939	368,460

TY 2013 Other Expenses Schedule**Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT COSTS	450	0		450
EQUIPMENT LEASE AND REPAIR	1,132	0		1,132
POSTAGE	218	0		218
SUPPLIES	1,326	0		1,326
TELEPHONE & TELECOMMUNICATIONS	3,864	0		3,864
MA FILING FEES	250	250		0

TY 2013 Other Professional Fees Schedule

Name: GARDINER HOWLAND SHAW FOUNDATION

EIN: 04-6111826

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	98,543	98,543		0

TY 2013 Taxes Schedule**Name:** GARDINER HOWLAND SHAW FOUNDATION**EIN:** 04-6111826

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 FEDERAL EXTENSION PAYMENT	14,600	0		0
2013 FEDERAL ESTIMATED TAX PAYMENTS	13,100	0		0