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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01 , 2013, and ending 06/30, 20 14

Name of foundation: SHAWE FAMILY CHARITABLE FDN

A Employer identification number: 52-1505784

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

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: ST. LOUIS, MO 63166

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 11,275,633.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ______

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	14,660.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	254,654.	254,379.	275.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	748,421.			
	b Gross sales price for all assets on line 6a 1,092,362.				
	7 Capital gain net income (from Part IV, line 2)		748,421.		
	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	1,017,735.	1,002,800.	275.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	53,996.	26,998.		26,998.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits	2,152.	1,076.	NONE	1,076.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 1	25,181.	25,181.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	14,908.	232.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	96,237.	53,487.	NONE	28,074.
	25 Contributions, gifts, grants paid	379,033.			379,033.
	26 **Total expenses and disbursements.** Add lines 24 and 25	475,270.	53,487.	NONE	407,107.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	542,465.			
	b **Net investment income** (if negative, enter -0-)		949,313.		
	c **Adjusted net income** (if negative, enter -0-)			275.	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 3	4,992,639.	5,534,241.	11,275,633.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,992,639.	5,534,241.	11,275,633.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	4,992,639.	5,534,241.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,992,639.	5,534,241.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,992,639.	5,534,241.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,992,639.
2	Enter amount from Part I, line 27a	2	542,465.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,535,104.
5	Decreases not included in line 2 (itemize) ▶ BOOK/COST VALUE ADJUSTMENT	5	863.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,534,241.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,092,362.		343,941.	748,421.
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				748,421.
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 } 2 748,421.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . 3

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	416,844.	8,654,984.	0.048162
2011	347,411.	7,884,754.	0.044061
2010	303,254.	7,153,751.	0.042391
2009	301,899.	6,117,539.	0.049350
2008	442,076.	6,684,024.	0.066139

2	**Total** of line 1, column (d) . . .	2	0.250103
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	0.050021
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . .	4	10,235,634.
5	Multiply line 4 by line 3 . . .	5	511,997.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	9,493.
7	Add lines 5 and 6 . . .	7	521,490.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	407,107.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . 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	18,986.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	18,986.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	18,986.
6	Credits/Payments.				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11,613.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	11,613.
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	7,373.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

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

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

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

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

		Yes	No
16 At any time during calendar year 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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 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 ▶ ________ , ________ , ________ , ________			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EARLE K. SHAWE 20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201	PRESIDENT 5	-0-	-0-	-0-
ANNETTE C. SHAWE 20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201	VICE PRES. 5	-0-	-0-	-0-
GAIL R. SHAWE 20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201	SECRETARY 20	53,996.	-0-	-0-
STEPHEN D. SHAWE 20 S. CHARLES STREET 11TH FLOOR, BALTIMORE, MD 21201	TREASURER 5	-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		NONE	NONE	NONE

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,391,507.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	10,391,507.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,391,507.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	155,873.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,235,634.
6	**Minimum investment return.** Enter 5% of line 5	6	511,782.

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	511,782.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,986.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,986.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	492,796.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	492,796.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	492,796.

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	407,107.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	407,107.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	407,107.

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					492,796.
2 Undistributed income, if any, as of the end of 2013·					
a Enter amount for 2012 only				383,190.	
b Total for prior years· 20 11 ,20_____,20_____			NONE		
3 Excess distributions carryover, if any, to 2013·					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f Total of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4· ▶ $ 407,107.					
a Applied to 2012, but not more than line 2a				383,190.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					23,917.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					468,879.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon 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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

52-1505784

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 *Paid during the year*				
SEE ATTACHED	NONE	PUBLIC CHA	GENERAL SUPPORT	379,033.
Total . . . . . . ▶ 3a				379,033.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Form **990-PF** (2013)

JSA
3E1491 1 000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	254,654.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	748,421.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,003,075.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,003,075.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 10-30-2014 | Title Secretary

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES W. NELSON	James W. Nelson	10/21/14		P01074611

Firm's name ▶ U.S. BANK N.A. | Firm's EIN ▶ 31-0841368

Firm's address ▶ P.O. BOX 387
ST. LOUIS, MO 63166 | Phone no. 314-418-2643

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990***

OMB No 1545-0047

2013

Name of the organization
SHAWE FAMILY CHARITABLE FDN

Employer identification number
52-1505784

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

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

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EKS INV LTD PRTNRSHP 20 SOUTH CHARLES STREET BALTIMORE, MD 21201	$ 14,660.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

```
              TRANSACTIONS FROM 07/01/13 TO 06/30/14 - ALL PORTFOLIO 07/25/14 15.22
8056680706   TRP SHAWE FNDATN                         PRIN  CASH      INCOME CASH

07/17 CASH DISBURSEMENT                                   2,500 00-
      PAID TO . FRIENDS OF THE LEGAL TENDER
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6305646
      PAID FOR 52-1505784
      PER CLIENT REQUEST 7/17/13
      BATCH NO. UB000365  TRANS NO.     12
      DISBURSEMENT CODE:  142

07/24 CASH DISBURSEMENT                                   2,450 00-
      PAID TO   BALTIMORE HEBREW CONGREGATION
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6315308
      PAID FOR 52-1505784
      PER CLIENT REQ DTD 7/23/13
      BATCH NO. UB000518  TRANS NO.    121
      DISBURSEMENT CODE   142

11/12 CASH DISBURSEMENT                                   2,500 00-
      PAID TO   MARYLAND FOOD BANK
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6462066
      PAID FOR 52-1505784
      PER CLIENT REQUEST DTD 11/10/13
      BATCH NO  UB000198  TRANS NO.     03
      DISBURSEMENT CODE   142

02/11 CASH DISBURSEMENT                                     750.00-
      PAID TO   LUTHERVILLE TIMONIUM RECREATION&
                COUNCIL
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6587701
      PAID FOR 52-1505784
      PER CLIENT REQUEST DTD 2/10/14
      BATCH NO  UB000201  TRANS NO.     45
      DISBURSEMENT CODE.  142

02/18 CASH DISBURSEMENT                                   1,500.00-
      PAID TO   MUSEUM OF NM FOUNDATION
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6594291
      PAID FOR 52-1505784
      PER CLIENT REQUEST DTD 2/14/14
      BATCH NO  UB000326  TRANS NO      14
      DISBURSEMENT CODE   142

02/28 CASH DISBURSEMENT                                     500 00-
      PAID TO   PROSPECT SIERRA SCHOOL
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6608567
      PAID FOR 52-1505784
      PER CLIENT REQ DTD 2/27/14
      BATCH NO. UB000578  TRANS NO.     04
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                   2,000 00-
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      PAID TO   ADVOCATES FOR CHILDREN & YOUTH
                ATTN: REBECCA WAGNER, EXECUTIVE DIR
                8 MARKET PLACE - FIFTH FLOOR
                BALTIMORE, MD 21202-4016
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750644
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO  UB000294  TRANS NO      01
      DISBURSEMENT CODE.  142

06/13 CASH DISBURSEMENT                              85,000.00-
      PAID TO   THE ASSOCIATED
                ATTN  MICHAEL FRIEDMAN
                101 W MT. ROYAL AVENUE
                BALTIMORE, MD 21201-5781
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750645
      PAID FOR 52-1505784
      CHARITABLE SUPPORT
      BATCH NO  UB000294  TRANS NO      02
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                               2,500 00-
      PAID TO   BALTIMORE EDUCATIONAL SCHOLARSHIP&
                TRUST (BEST)
                808 N. CHARLES STREET
                ATTN: AMY JOHN, EXECUTIVE DIRECTOR
                BALTIMORE, MD 21201
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750646
      PAID FOR 52-1505784
      SCHOLARSHIPS
      BATCH NO  UB000294  TRANS NO.     03
      DISBURSEMENT CODE.  142

06/13 CASH DISBURSEMENT                               1,000 00-
      PAID TO   BALTIMORE MUSEUM OF ART
                ATTN. SALLY RUPPERT
                ART MUSEUM DRIVE
                BALTIMORE, MD 21218-3898
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750647
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO.     04
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                              25,000.00-
      PAID TO   BALTIMORE SYMPHONY ORCHESTRA
                ATTN:MARGARET BLAKE, BSO DEVELOPMENT
                1212 CATHEDRAL STREET
                BALTIMORE, MD 21201
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750648
      PAID FOR 52-1505784
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8056680706   TRP SHAWE FNDATN                    PRIN  CASH      INCOME CASH

      ANNUAL CAMPAIGN
      BATCH NO UB000294  TRANS NO.     05
      DISBURSEMENT CODE: 142

06/13 CASH DISBURSEMENT                               35,000.00-
      PAID TO   BALTIMORE SYMPHONY ORCHESTRA
                ATTN MARGARET BLAKE, BSO DEVELOPMENT
                1212 CATHEDRAL STREET
                BALTIMORE, MD 21201
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750649
      PAID FOR 52-1505784
      ENDOWMENT
      BATCH NO  UB000294  TRANS NO      06
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                  500.00-
      PAID TO   MD CITIZENS FOR THE ARTS FOUNDATION
                ATTN.JOHN SCHRATWIESER, EXEC DIR
                3600 CLIPPER MILL ROAD SUITE 205
                BALTIMORE, MD 21211
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750650
      PAID FOR 52-1505784
      SUPPORT FOR THE ARTS
      BATCH NO. UB000294  TRANS NO.     07
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                                1,000 00-
      PAID TO   CENTER STAGE
                ATTN MICHAEL ROSS, MANAGING DIRECTOR
                700 NORTH CALVERT STREET
                BALTIMORE, MD 21202-3686
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750651
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO      08
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                5,000 00-
      PAID TO   CHESAPEAKE BAY FOUNDATION
                PHILIP MERRILL ENVIRONMENTAL CENTER
                ATTN  WILLIAM C BAKER, PRESIDENT
                6 HERNDON AVENUE
                ANNAPOLIS, MD 21403
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750652
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO      09
      DISBURSEMENT CODE: 142

06/13 CASH DISBURSEMENT                                3,000 00-
      PAID TO   THE USS CONSTELLATION
                ATTN:CHRISTOPHER ROWSOM, EXEC DIR
```

CONSTELLATION DOCK
301 PRATT STREET - PIER ONE
BALTIMORE, MD 21202
CHARITABLE CONTRIBUTION
T/A CHECK # 6750653
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO. UB000294 TRANS NO. 10
DISBURSEMENT CODE 142

06/13 CASH DISBURSEMENT 2,000.00-
PAID TO ENOCH PRATT LIBRARY
ATTN DR CARLA HAYDEN, EXECUTIVE DIR
400 CATHEDRAL STREET
BALTIMORE, MD 21201
CHARITABLE CONTRIBUTION
T/A CHECK # 6750654
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO. UB000294 TRANS NO 11
DISBURSEMENT CODE: 142

06/13 CASH DISBURSEMENT 2,500 00-
PAID TO EVERYMAN THEATRE
ATTN IAN TRESSELT, MANAGING DIR
315 W FAYETTE STREET
BALTIMORE, MD 21201
CHARITABLE CONTRIBUTION
T/A CHECK # 6750655
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO UB000294 TRANS NO 12
DISBURSEMENT CODE 142

06/13 CASH DISBURSEMENT 250 00-
PAID TO MYERBERG SENIOR CENTER
ATTN H. LINDA TROPE, EXECUTIVE DIR
3101 FALLSTAFF ROAD
BALTIMORE, MD 21209
CHARITABLE CONTRIBUTION
T/A CHECK # 6750656
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO UB000294 TRANS NO 13
DISBURSEMENT CODE: 142

06/13 CASH DISBURSEMENT 1,500 00-
PAID TO FUND FOR EDUCATIONAL EXCELLENCE
ATTN: ROGER SCHULMAN, PRESIDENT&CEO
800 N. CHARLES STREET #400
BALTIMORE, MD 21201
CHARITABLE CONTRIBUTION
T/A CHECK # 6750657
PAID FOR 52-1505784
BALTIMORE CITY SCHOOLS
BATCH NO UB000294 TRANS NO. 14

```
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                 1,000.00-
      PAID TO   GENESISJOBS, INC
                A DIVISION OF GOODWILL INDUSTRIES
                ATTN· LISA RUSYNIAK, PRESIDENT & CEO
                222 E  REDWOOD STREET
                BALTIMORE, MD 21202
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750658
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO      15
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                                 1,000 00-
      PAID TO   INDEPENDENT COLLEGE FUND OF MARYLAND
                ATTN: RICK HABERSTICK, EXECUTIVE DIR
                3225 ELLERSLIE AVENUE #C160
                BALTIMORE, MD 21218
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750659
      PAID FOR 52-1505784
      URBAN SCHOLARS PROGRAM
      BATCH NO. UB000294  TRANS NO.     16
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                10,000 00-
      PAID TO   JOHNS HOPKINS HOSPITAL
                ATTN  ELLEN STIFLER, DIRECTOR OF DEV
                THE SIDNEY KIMMEL CANCER CENTER
                ONE CHARLES CENTER
                BALTIMORE, MD 21201
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750660
      PAID FOR 52-1505784
      BREAST CANCER RESEARCH
      BATCH NO  UB000294  TRANS NO      17
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                59,000 00-
      PAID TO   JOHNS HOPKINS PROJECT RESTORE
                ATTN  CHRISTOPHER GLICK
                JOHNS HOPKINS MEDICINE
                100 N CHARLES STREET #402
                BALTIMORE, MD 21201
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750661
      PAID FOR 52-1505784
      MS RESEARCH
      BATCH NO  UB000294  TRANS NO.     18
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                                 2,500 00-
      PAID TO   NATIONAL MS SOCIETY
                ATTN. MARK ROEDER CHAPTER PRESIDENT
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           MARYLAND CHAPTER
           2219 YORK ROAD SUITE 302
           TIMONIUM, MD 21093
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750662
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000294  TRANS NO      19
      DISBURSEMENT CODE.  142

06/13 CASH DISBURSEMENT                              2,500.00-
      PAID TO   MARYLAND FOOD BANK
                ATTN: DEBORAH FLATEMAN, CEO
                220 HALETHORPE FARMS ROAD
                BALTIMORE, MD 21228
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750663
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000294  TRANS NO      20
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                                500 00-
      PAID TO   PRIDE OF BALTIMORE, INC
                ATTN  RICK SCOTT, EXECUTIVE DIRECTOR
                2700 LIGHTHOUSE POINT EAST #330
                BALTIMORE, MD 21224
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750664
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000294  TRANS NO      21
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                              5,000 00-
      PAID TO   SHEPPARD & ENOCH PRATT FOUNDATION
                ATTN· MARGUERITE O KELLEY
                OFFICE OF PHILANTHROPY
                6501 N CHARLES STREET
                BALTIMORE, MD 21204
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750665
      PAID FOR 52-1505784
      ANNUAL CAMPAIGN
      BATCH NO  UB000294  TRANS NO.     22
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                              8,000 00-
      PAID TO   SHEPPARD & ENOCH PRATT FOUNDATION
                ATTN  MARGUERITE O KELLEY
                OFFICE OF PHILANTHROPY
                6501 N CHARLES STREET
                BALTIMORE, MD 21204
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750666
      PAID FOR 52-1505784
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CAPITAL CAMPAIGN
BATCH NO UB000294 TRANS NO 23
DISBURSEMENT CODE 142

06/13 CASH DISBURSEMENT 2,000 00-
PAID TO WYPR
ATTN ANTHONY S BRANDON
PRESIDENT & GEN'L MANAGER
2216 NORTH CHARLES STREET
BALTIMORE, MD 21218-5715
CHARITABLE CONTRIBUTION
T/A CHECK # 6750667
PAID FOR 52-1505784
ANNUAL CAMPAIGN
BATCH NO UB000294 TRANS NO. 24
DISBURSEMENT CODE 142

06/13 CASH DISBURSEMENT 5,000.00-
PAID TO BALTIMORE HEBREW CONGREGATION
7401 PARK HEIGHTS AVENUE
BALTIMORE, MD 21208
CHARITABLE CONTRIBUTION
T/A CHECK # 6750668
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO. UB000294 TRANS NO 25
DISBURSEMENT CODE 142

06/13 CASH DISBURSEMENT 5,000 00-
PAID TO BALTIMORE SCHOOL FOR THE ARTS
ATTN LESLIE SHEPARD, DIRECTOR
712 CATHEDRAL STREET
BALTIMORE, MD 21201
CHARITABLE CONTRIBUTION
T/A CHECK # 6750669
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO UB000294 TRANS NO. 27
DISBURSEMENT CODE: 142

06/13 CASH DISBURSEMENT 1,000 00-
PAID TO ALZHEIMER'S ASSOCIATION
ATTN CASS NAUGLE, EXECUTIVE DIRECTOR
GREATER MARYLAND CHAPTER
1850 YORK ROAD - SUITE D
TIMONIUM, MD 21093-5122
CHARITABLE CONTRIBUTION
T/A CHECK # 6750670
PAID FOR 52-1505784
INSTITUTIONAL SUPPORT
BATCH NO. UB000294 TRANS NO 28
DISBURSEMENT CODE 142

06/13 CASH DISBURSEMENT 1,000.00-
PAID TO PARKS & PEOPLE FOUNDATION
ATT.JACQUELINE M CARRERA, PRES & CEO

```
            STIEFF SILVER BUILDING
            800 WYMAN PARK DRIVE - SUITE 010
            BALTIMORE, MD 21211
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750672
      PAID FOR 52-1505784
      PROGRAM SUPPORT
      BATCH NO. UB000294  TRANS NO      30
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                             20,000.00-
      PAID TO   BALTIMORE LEADERSHIP SCHOOL FOR&
                YOUNG WOMEN
                ATTN LAURA GREEN, DEVELOPMENT OFFICE
                128 W FRANKLIN STREET
                BALTIMORE, MD 21203
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750673
      PAID FOR 52-1505784
      PROGRAM SUPPORT
      BATCH NO  UB000294  TRANS NO      31
      DISBURSEMENT CODE.  142

06/13 CASH DISBURSEMENT                              2,500 00-
      PAID TO   THE SEED SCHOOL OF MARYLAND
                ATTN  KHALEK KIRKLAND ED D
                HEAD OF SCHOOL
                200 FONT HILL AVENUE
                BALTIMORE, MD 21223
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750674
      PAID FOR 52-1505784
      PROGRAM SUPPORT
      BATCH NO  UB000294  TRANS NO      32
      DISBURSEMENT CODE.  142

06/13 CASH DISBURSEMENT                             10,000 00-
      PAID TO   WILLIAMS COLLEGE
                ATTN: LEW FISHER
                50TH REUNION PROGRAM DIRECTOR
                75 PARK STREET
                WILLIAMSTOWN, MA 01267
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750675
      PAID FOR 52-1505784
      SCHOLARSHIP ENDOWMENT
      BATCH NO. UB000294  TRANS NO      33
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                              6,000.00-
      PAID TO   MCDONOGH SCHOOL
                ATTN  BARRY ROLLINS '74
                8600 MCDONOGH ROAD
                OWINGS MILLS, MD 21117
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750676
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      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO      34
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                           15,250 00-
      PAID TO   WALTERS ART MUSEUM
                ATTN. JOY PETERSON HEYRMAN, PH D
                DEPUTY DIRECTOR, DEVELOPMENT
                600 N CHARLES STREET
                BALTIMORE, MD 21201-5185
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6750677
      PAID FOR 52-1505784
      CAPITAL CAMPAIGN
      BATCH NO  UB000294  TRANS NO.     35
      DISBURSEMENT CODE·  142

06/13 CASH DISBURSEMENT                            5,000.00-
      PAID TO   WALTERS ART MUSEUM
                ATTN: JOY PETERSON HEYRMAN, PH D
                DEPUTY DIRECTOR, DEVELOPMENT
                600 N CHARLES STREET
                BALTIMORE, MD 21201-5185
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6750678
      PAID FOR 52-1505784
      ANNUAL CAMPAIGN
      BATCH NO  UB000294  TRANS NO      36
      DISBURSEMENT CODE·  142

06/13 CASH DISBURSEMENT                           10,000 00-
      PAID TO   TEACH FOR AMERICA
                ATTN  COURTNEY CASS, EXECUTIVE DIR
                2601 N HOWARD ST SUITE 300 & 330
                BALTIMORE, MD 21218
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6750679
      PAID FOR 52-1505784
      EDUCATION
      BATCH NO. UB000294  TRANS NO      37
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                            8,333 33-
      PAID TO   FRIENDS SCHOOL OF BALTIMORE
                ATTN  ELEANOR C LANDAUER
                ACTING DIR OF DEVELOPMENT
                5114 N CHARLES ST
                BALTIMORE, MD 21210
      CHARITABLE CONTRIBUTION
      T/A CHECK #       6750680
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO  UB000294  TRANS NO.     38
      DISBURSEMENT CODE:  142
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06/13 CASH DISBURSEMENT                                 500 00-
      PAID TO   THE HORSE SHELTER
                ATTN·SUSAN HEMMERLE, PROGRAM MANAGER
                1012 MARQUEZ PLACE - SUITE 201B
                SANTE FE, NM 87505
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750681
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO  UB000294  TRANS NO.     40
      DISBURSEMENT CODE·  142

06/13 CASH DISBURSEMENT                               2,500 00-
      PAID TO   LAW CENTER TO PREVENT GUN VIOLENCE
                268 BUSH STREET #555
                SAN FRANCISCO, CA 94104
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750682
      PAID FOR 52-1505784
      ORGANIZATIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO      41
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                                 500 00-
      PAID TO   SANTE FE COMMUNITY FOUNDATION
                ATTN· CHRISTA COGGINS
                VP COMMUNITY PHILANTHROPY
                P O  BOX 1827
                SANTE FE, NM 87504-1827
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750683
      PAID FOR 52-1505784
      COMMUNITY SUPPORT/NATIVE AMERICAN FUND
      BATCH NO  UB000294  TRANS NO.     42
      DISBURSEMENT CODE·  142

06/13 CASH DISBURSEMENT                               2,500.00-
      PAID TO   GREEN STREET ACADEMY
                ATTN  LARRY RIVITZ, BOARDMEMBER
                201 NORTH BEND STREET
                BALTIMORE, MD 21209
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750684
      PAID FOR 52-1505784
      EDUCATION
      BATCH NO  UB000294  TRANS NO      43
      DISBURSEMENT CODE   142

06/13 CASH DISBURSEMENT                               1,000 00-
      PAID TO   PAUL'S PLACE
                ATTN·WILLIAM J MCLENNAN, EXEC DIR
                1118 WARD STREET
                BALTIMORE, MD 21230
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750685
      PAID FOR 52-1505784
```

```
      COMMUNITY SUPPORT
      BATCH NO. UB000294  TRANS NO.     44
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                              5,000.00-
      PAID TO   SHELTERBOX USA
                8374 MARKET STREET - #203
                LAKEWOOD RANCH, FL 34202
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750686
      PAID FOR 52-1505784
      COMMUNITY SUPPORT
      BATCH NO. UB000294  TRANS NO      45
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                              5,000 00-
      PAID TO   SAY YES TO EDUCATION
                320 PARK AVENUE - 21ST FLOOR
                NEW YORK, NY 10022
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750687
      PAID FOR 52-1505784
      COMMUNITY SUPPORT
      BATCH NO. UB000294  TRANS NO.     46
      DISBURSEMENT CODE:  142

06/13 CASH DISBURSEMENT                              5,000 00-
      PAID TO   MUSEUM OF NEW MEXICO FOUNDATION
                ATTN:JAMIE CLEMENTS, PRESIDENT & CEO
                P O. BOX 2065
                SANTA FE, NM 87504-2065
      CHARITABLE CONTRIBUTION
      T/A CHECK #      6750688
      PAID FOR 52-1505784
      INSTITUTIONAL SUPPORT
      BATCH NO. UB000294  TRANS NO.     47
      DISBURSEMENT CODE:  142


** SUMMARY FOR 07/01/13 THROUGH 06/30/14 **
      MISCELLANEOUS DISBURSEMENTS
       142 - CHARITABLE CONTRIBUTION            379,033 33-            0 00
```

SHAWE FAMILY CHARITABLE FDN 52-1505784

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	25,181.	25,181.
TOTALS	25,181.	25,181.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES	14,676.	
FOREIGN TAXES PAID	232.	232.
TOTALS	14,908.	232.

SHAWE FAMILY CHARITABLE FDN 52-1505784

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ASSET STATEMENTS ATTACHED	C	5,534,241.	11,275,633.
TOTALS		5,534,241.	11,275,633.

ASSET SUMMARY

AS OF 6/30/2014

EARLE AND ANNETTE SHAWE CHARITABLE FOUNDATION

	SYMBOL	SECURITY	SHARES	MARKET VALUE	COST
CASH & EQUIVALENT					
	31846V104	FIRST AMER PRIME OBLIG FUND CL Y	78,274 12	78,274 12	78,274 12
	77957K108	TRP SUMMIT FDS INC CASH RESVS	480,604 86	480,604 86	480,604 86
		TOTAL CASH & EQUIVALENT		558,878 98	558,878 98
STOCKS					
	88579Y101	3M CO	1,500 00	214,860 00	11,631 55
	00724F101	ADOBE SYSTEMS INC	1,300 00	94,068 00	5,788 98
	009363102	AIRGAS INC	1,000 00	108,910 00	9,000 00
	03027X100	AMERICAN TOWER CORP	2,000 00	179,960 00	74,451 80
	031162100	AMGEN INC	1,000 00	118,370 00	47,353 30
	32654105	ANALOG DEVICES	2,500 00	135,175 00	86,918 44
	037833100	APPLE INC	3,500 00	325,255 00	191,578 00
	G0450A105	ARCH CAPITAL GROUP LTD	2,000 00	114,880 00	10,470 40
	053015103	AUTOMATIC DATA PROCESSING	2,000 00	158,560 00	83,592.20
	084670108	BERKSHIRE HATHAWAY INC DEL CL A	3 00	569,701 50	8,325 00
	166764100	CHEVRON CORP	2,000 00	261,100 00	19,078 16
	171340102	CHURCH & DWIGHT INC	1,000 00	69,950 00	3,020 75
	17275R102	CISCO SYSTEMS INC	3,000 00	74,550 00	56,250 00
	191216100	COCA COLA COMPANY	3,000 00	127,080 00	66,312 45
	194162103	COLGATE PALMOLIVE	2,000 00	136,360 00	77,080.20
	126650100	CVS CAREMARK CORP	1,700 00	128,129 00	4,135.25
	235851102	DANAHER CORP	3,000 00	236,190 00	76,053 15
	369604103	GENERAL ELECTRIC CO	6,000 00	157,680 00	49,154 50
	375558103	GILEAD SCIENCES INC	2,400 00	198,984 00	55,659 96
	38259P508	GOOGLE INC CL A	300 00	175,401 00	72,476 80
	38259P706	GOOGLE INC CL C	300 00	172,584 00	72,245 24
	437076102	HOME DEPOT INC	2,500 00	202,400 00	55,075 00
	459200101	INTL BUSINESS MACHINES	600 00	108,762 00	74,321 52
	46625H100	J P MORGAN CHASE & CO	2,700 00	155,574 00	102,536 52
	478160104	JOHNSON & JOHNSON	5,205 00	544,547 10	25,878 35
	48203R104	JUNIPER NETWORKS INC	3,000 00	73,620 00	64,413 60
	571903202	MARRIOTT INTL INC NEW CL A	1,516 00	97,175 60	47,921 33
	57636Q104	MASTERCARD INC-CL A	3,000 00	220,410 00	75,798 69
	594918104	MICROSOFT CORP	6,000 00	250,200 00	13,640 53
	61166W101	MONSANTO CO NEW	700 00	87,318 00	53,501 00
	665859104	NORTHERN TRUST CORP	1,500 00	96,315 00	54,536 70
	681919106	OMNICOM GROUP	1,600 00	113,952 00	51,562 96
	713448108	PEPSICO INC	1,500 00	134,010 00	63,109 05
	717081103	PFIZER INC	8,000 00	237,440 00	30,235 01
	74005P104	PRAXAIR INC	800 00	106,272 00	69,265 44
	742718109	PROCTER & GAMBLE	2,300 00	180,757 00	141,131.20
	780259206	ROYAL DUTCH SHELL ADR	1,600 00	131,792 00	35 465 00
	806857108	SCHLUMBERGER LTD	1,500 00	176,925 00	53,220 75
	855244109	STARBUCKS CORP	1,500 00	116,070 00	112,064 70
	863667101	STRYKER CORP	2,500 00	210,800 00	122,922 45
	882508104	TEXAS INSTRUMENTS INC	3,000 00	143,370 00	72,813 00
	741481105	TRP HIGH YIELD FUND	14,792 90	108,431 95	100,000 00
	77956H203	TRP INTL STOCK FUND	15,255 34	263,154 55	215,088 52
	779562107	TRP NEW HORIZONS FUND	7,965.20	379,860.24	145,996 99
	779570100	TRP NEW INCOME FUND	92,563 38	885,831 58	764,374 77
	77957P105	TRP SHORT-TERM BOND FUND	73,068 89	350,730 69	350,000 00
	779906108	TRP SPECTRUM INCOME FUND	48,083 10	634,696 89	571,461 90
	907818108	UNION PACIFIC CORP	1,600 00	159,600 00	85,308 96
	911312106	UNITED PARCEL SERVICE CL B	1,400 00	143,724 00	88,509 68
	913017109	UNITED TECHNOLOGIES	1,000 00	115,450 00	53,724 10
	254687106	WALT DISNEY CO	1,600 00	137,184 00	59,199 04
	941848103	WATERS CORPORATION	800 00	83,552 00	7,350 00
	94973V107	WELLPOINT INC	1,700 00	182,937 00	75,359 81
	949746101	WELLS FARGO COMPANY	2,400 00	126,144 00	58,999 10
		TOTAL STOCKS		10,716,754 11	4,975,361 80
		TOTAL ASSETS		**11,275,633 09**	**5,534,240 78**

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

NAME AND ADDRESS

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

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

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

STATEMENT 5

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: SHAWE FAMILY CHARITABLE FDN

Employer identification number: 52-1505784

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

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	105,366.	121,105.		-15,739.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	-15,739.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	986,996.	222,836.		764,160.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	764,160.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

JSA
3F1210 1 000

Part III Summary of Parts I and II

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

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 **Net short-term gain or (loss)**	17			-15,739.
18 **Net long-term gain or (loss):**				
a Total for year	18a			764,160.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c 28% rate gain	18c			
19 **Total net gain or (loss).** Combine lines 17 and 18a ▶	19			748,421.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

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

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 21

22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . . 22

23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23

24 Add lines 22 and 23 . . . 24

25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 25

26 Subtract line 25 from line 24. If zero or less, enter -0- . . . 26

27 Subtract line 26 from line 21. If zero or less, enter -0- . . . 27

28 Enter the **smaller** of the amount on line 21 or $2,450 . . . 28

29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29

30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ▶ 30

31 Enter the smaller of line 21 or line 26 . . . 31

32 Subtract line 30 from line 26 . . . 32

33 Enter the **smaller** of line 21 or $11,950 . . . 33

34 Add lines 27 and 30 . . . 34

35 Subtract line 34 from line 33. If zero or less, enter -0- . . . 35

36 Enter the **smaller** of line 32 or line 35 . . . 36

37 Multiply line 36 by 15% . . . ▶ 37

38 Enter the amount from line 31 . . . 38

39 Add lines 30 and 36 . . . 39

40 Subtract line 39 from line 38. If zero or less, enter -0- . . . 40

41 Multiply line 40 by 20% . . . ▶ 41

42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42

43 Add lines 37, 41, and 42 . . . 43

44 Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44

45 **Tax on all taxable income.** Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
SHAWE FAMILY CHARITABLE FDN	52-1505784

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
2500. BROADCOM CORP CL A	03/08/2013	09/30/2013	64,962.00	83,142.00			-18,180.00
1. T ROWE PRICE ACCT - SEE ATTACHED	01/01/2013	12/31/2013	3,744.00				3,744.00
789. VERIZON COMMUNICATION	02/24/2014	02/25/2014	36,660.00	37,963.00			-1,303.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			105,366.	121,105.			-15,739.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

JSA
3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
SHAWE FAMILY CHARITABLE FDN	52-1505784

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		**(h) Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
500. SCHLUMBERGER LTD	04/22/2005	07/18/2013	39,286.00	17,740.00			21,546.00
700. CHEVRON CORPORATION	11/09/1987	09/13/2013	86,896.00	6,677.00			80,219.00
1000. CHURCH AND DWIGHT CO	02/28/1995	09/13/2013	59,670.00	3,021.00			56,649.00
200. WATERS CORP	01/06/1998	11/22/2013	20,220.00	1,838.00			18,382.00
2000. MICROSOFT CORP	08/02/1993	12/11/2013	75,163.00	4,547.00			70,616.00
1. T ROWE PRICE ACCT - SEE ATTACHED	01/01/1999	12/31/2013	35,912.00				35,912.00
2000. ARCH CAP GROUP LTD	01/28/2000	01/09/2014	111,596.00	10,470.00			101,126.00
.362 VODAFONE GROUP PLC A	11/22/1995	03/13/2014	14.00	5.00			9.00
252. ADOBE SYS INC	01/19/1996	03/19/2014	17,037.00	1,122.00			15,915.00
1200. KOHLS CORP	12/22/2011	03/25/2014	65,988.00	59,311.00			6,677.00
2000. EXPEDITORS INTL WASH	12/29/2006	05/16/2014	92,355.00	81,961.00			10,394.00
1. BERKSHIRE HATHAWAY INC	10/28/1987	06/18/2014	188,262.00	2,775.00			185,487.00
2000. MICROSOFT CORP	08/02/1993	06/18/2014	82,607.00	4,547.00			78,060.00
1636. VODAFONE GROUP PLC A	11/22/1995	06/18/2014	54,774.00	23,587.00			31,187.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	**Social security number or taxpayer identification number**
SHAWE FAMILY CHARITABLE FDN	52-1505784

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
1000. ARCH CAP GROUP LTD	01/28/2000	06/18/2014	57,216.00	5,235.00			51,981.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			986,996.	222,836.			764,160.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

STATEMENT OF CAPITAL GAINS AND LOSSES

NAME: Shawe Family Charitable Fdn - T Rowe Price acct

DESCRIPTION	DATE ACQ	DATE SOLD	AMOUNT REALIZED	COST / BASIS	SHORT TERM GAIN (LOSS)	LONG TERM GAIN (LOSS)
L/T CAP GAIN DIV FROM TRP HIGH YIELD FUND	01/01/99	12/05/13	147.93			147.93
L/T CAP GAIN DIV FROM TRP NEW INCOME FUND	01/01/99	12/05/13	6,479.44			6,479.44
L/T CAP GAIN DIV FROM TRP NEW HORIZONS FD	01/01/99	12/16/13	20,629.86			20,629.86
S/T CAP GAIN DIV FROM TRP NEW HORIZONS FD	01/02/13	12/16/13	3,743.64		3,743.64	
L/T CAP GAIN DIV FROM TRP SPECTRUM INCOME FD	01/01/99	12/20/13	8,654.96			8,654.96

TOTALS	3,743.64	35,912.19