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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

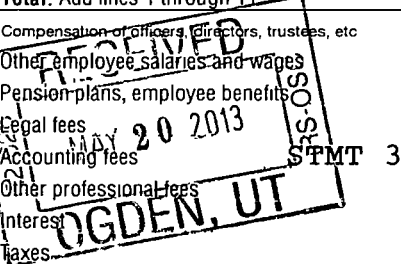
, and ending

Name of foundation THE ARZAK FOUNDATION		A Employer identification number 87-0760799
Number and street (or P O box number if mail is not delivered to street address) C/O ROPES & GRAY LLP, 800 BOYLSTON ST.		B Telephone number (617) 951-7209
City or town, state, and ZIP code BOSTON, MA 02199-3600		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) \$ 8,338,813.	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		4,820.		N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		11.	11.		STATEMENT 1
4 Dividends and interest from securities		18,409.	18,409.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		23,240.	18,420.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		7,511.	3,755.		3,755.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		7,511.	3,755.		3,755.
25 Contributions, gifts, grants paid		545,514.			545,514.
26 Total expenses and disbursements. Add lines 24 and 25		553,025.	3,755.		549,269.
27 Subtract line 26 from line 12		-529,785.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			14,665.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses



21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		3.	3.	
	2 Savings and temporary cash investments	- 235,660.	74,004.	74,004.	
	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				
	7 Other notes and loans receivable ▶				
	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				
	b Investments - corporate stock STMT 5	52,418.	52,418.	63,800.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 6	8,569,138.	8,201,006.	8,201,006.	
	14 Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	8,857,216.	8,327,431.	8,338,813.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	27 Capital stock, trust principal, or current funds	8,857,216.	8,327,431.	
		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	8,857,216.	8,327,431.	
	31 Total liabilities and net assets/fund balances	8,857,216.	8,327,431.		

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	8,857,216.
2 Enter amount from Part I, line 27a	2	-529,785.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,327,431.
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	8,327,431.

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					
b NONE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2		
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). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	387,385.	8,869,591.	.043676
2010	453,847.	9,249,071.	.049069
2009	425,079.	9,685,377.	.043889
2008	485,743.	9,951,007.	.048813
2007	436,406.	10,037,749.	.043476
2 Total of line 1, column (d)			2 .228923
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 .045785
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 8,405,484.
5 Multiply line 4 by line 3			5 384,845.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 147.
7 Add lines 5 and 6			7 384,992.
8 Enter qualifying distributions from Part XII, line 4			8 549,269.

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)		1	147.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	147.
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	147.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,246.	
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	5,246.	
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	5,099.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 5,099. Refunded ☒	11	0.	

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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>L. DENNIS SHAPIRO</u> Telephone no. ► <u>(617) 277-6886</u> Located at ► <u>24 ESSEX ROAD, CHESTNUT HILL, MA</u> ZIP+4 ► <u>02467-1317</u>			
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 <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ☐	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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► _____ , _____ , _____ , _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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. ► _____ , _____ , _____ , _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
L. DENNIS SHAPIRO	TRUSTEE			
24 ESSEX ROAD				
CHESTNUT HILL, MA 02467	1.00	0.	0.	0.
SUSAN R. SHAPIRO* (SEE FOOTNOTE)	TRUSTEE			
24 ESSEX ROAD				
CHESTNUT HILL, MA 02467	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2012)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	THE ARZAK FOUNDATION IS A PRIVATE FOUNDATION WHICH DISTRIBUTES INVESTMENT INCOME TO CHARITABLE ORGANIZATIONS QUALIFYING UNDER IRC SEC 501(C)(3).	0.
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0.

Form 990-PF (2012)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	8,496,538.
b	Average of monthly cash balances	1b	36,948.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,533,486.
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	8,533,486.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,002.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,405,484.
6	Minimum investment return. Enter 5% of line 5	6	420,274.

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	420,274.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	147.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	147.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	420,127.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	420,127.
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	420,127.

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	549,269.
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	549,269.
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	5	147.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	549,122.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				420,127.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			184,826.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 549,269.				
a Applied to 2011, but not more than line 2a			184,826.	
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 2012 distributable amount				364,443.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				55,684.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
ACLU 125 BROAD ST. 18TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	CHARITABLE	500.
AFFORDABLE LIVING FOR THE 2029 CENTURY PARK EAST STE.4393 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	CHARITABLE	225.
ALAMEDA COUNTY COMM FOOD BANK P. O. BOX 2599 OAKLAND, CA 94614	NONE	PUBLIC CHARITY	CHARITABLE	500.
ALZHEIMERS ASSOCIATION 225 N. MICHIGAN AVE CHICAGO, IL 60601	NONE	PUBLIC CHARITY	CHARITABLE	100.
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	NONE	PUBLIC CHARITY	CHARITABLE	412.
Total SEE CONTINUATION SHEET(S) ▶ 3a				545,514.
b Approved for future payment				
NONE				
Total				0.

[illegible][illegible]

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

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE ARZAK FOUNDATION**87-0760799**

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization

Employer identification number

THE ARZAK FOUNDATION

87-0760799

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	RACHEL SHAPIRO C/O ROPES & GRAY LLP, 800 BOYLSTON ST. BOSTON, MA 02199	\$ 400.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ALISON SHAPIRO C/O ROPES & GRAY LLP, 800 BOYLSTON ST. BOSTON, MA 02199	\$ 2,880.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	ZACHARY SHAPIRO C/O ROPES & GRAY LLP, 800 BOYLSTON ST. BOSTON, MA 02199	\$ 1,540.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE ARZAK FOUNDATION**87-0760799**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH ST NEW YORK, NY 10018	NONE	PUBLIC CHARITY	CHARITABLE	3,000.
ARRL FOUNDATION 225 MAIN ST NEWINGTON, CT 06111-1494	NONE	PUBLIC CHARITY	CHARITABLE	10,002.
BAY AREA OUTREACH 600 BANCROFT WAY BERKELEY, CA 94710	NONE	PUBLIC CHARITY	CHARITABLE	100.
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVE BOSTON, MA 02215	NONE	PUBLIC CHARITY	CHARITABLE	1,501.
BOSTON ANTHENAEUM 10.5 BEACON ST BOSTON, MA 02108	NONE	PUBLIC CHARITY	CHARITABLE	1,502.
BOSTON ANTHENAEUM 10.5 BEACON ST BOSTON, MA 02108	NONE	PUBLIC CHARITY	CHARITABLE	1,201.
BOSTON LYRIC OPERA 45 FRANKLIN ST. BOSTON, MA 02110	NONE	PUBLIC CHARITY	CHARITABLE	75,000.
BOSTON LYRIC OPERA 45 FRANKLIN ST. BOSTON, MA 02110	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
BOSTON LYRIC OPERA 45 FRANKLIN ST. BOSTON, MA 02110	NONE	PUBLIC CHARITY	CHARITABLE	637.
CAMERA P.O. BOX 34040 BOSTON, MA 02135	NONE	PUBLIC CHARITY	CHARITABLE	1,002.
Total from continuation sheets				543,777.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COMBINED JEWISH PHILANTHROPIES 126 HIGH ST. BOSTON, MA 02110	NONE	PUBLIC CHARITY	CHARITABLE	36,000.
CONGREGATION KOL AMI 1200 N. LA BREA AVE W. HOLLYWOOD, CA 90038	NONE	PUBLIC CHARITY	CHARITABLE	240.
CORO SOUTH CALIFORNIA 1000 NORTH ALAMEDA ST. LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CHARITABLE	445.
COURAGE CAMPAIGN INSTITUTE 7119 W. SUNSET BLVD LOS ANGELES, CA 90046	NONE	PUBLIC CHARITY	CHARITABLE	150.
DOCTORS WITHOUT BORDERS 333 7TH AVE 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	500.
EAGLE & BADGE FOUNDATION 5903 NOBLE AVE VAN NUYS, CA 91411	NONE	PUBLIC CHARITY	CHARITABLE	185.
EGAN MARITIME INSTITUTE 4 WATER ST. NANTUCKET, MA 02554	NONE	PRIVATE OPERATING FOUNDATION	CHARITABLE	1,000.
ELLIS MEMORIAL P.O. BOX 170310 BOSTON, MA 02117	NONE	PUBLIC CHARITY	CHARITABLE	350.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	CHARITABLE	1,002.
GAY & LESBIAN ELDER HOUSING 1602 NORTH IVAR AVE HOLLYWOOD, CA 90028	NONE	PUBLIC CHARITY	CHARITABLE	125.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GOLDEN GATE NAT PKS BUILDING 201, FORT MASON SAN FRANCISCO, CA 94123	NONE	PUBLIC CHARITY	CHARITABLE	100.
HARMONY PROJECT 817 VINE ST. STE 212 LOS ANGELES, CA 90038	NONE	PUBLIC CHARITY	CHARITABLE	180.
HARVARD LAW SCHOOL 1563 MASSACHUSETTS AVE CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
HEBREW UNION COLLEGE 1 WEST 4TH ST NEW YORK, NY 10012	NONE	PUBLIC CHARITY	CHARITABLE	7,700.
HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024-2126	NONE	PUBLIC CHARITY	CHARITABLE	20,003.
HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024-2126	NONE	PUBLIC CHARITY	CHARITABLE	1,400.
HUC-JIR IJSO 1 WEST 4TH ST NEW YORK, NY 10012	NONE	PUBLIC CHARITY	CHARITABLE	500.
HUNTINGTON LIBRARY 1151 OXFORD RD SAN MARINO, CA 91108	NONE	PUBLIC CHARITY	CHARITABLE	10,005.
IEEE 445 HOES LANE PISCATAWAY, NJ 08854	NONE	PUBLIC CHARITY	CHARITABLE	2,501.
IEEE 445 HOES LANE PISCATAWAY, NJ 08854	NONE	PUBLIC CHARITY	CHARITABLE	2,502.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INDIAN LAW RESOURCE CENTER 602 NORTH EWING ST HELENA, MT 59601	NONE	PUBLIC CHARITY	CHARITABLE	500.
JEWISH COMM. FED GREAT 121 STEUART ST SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
JEWISH COMMUNITY HOUSING FOR THE ELDERLY 30 WALLINGFORD RD BRIGHTON, MA 02135	NONE	PUBLIC CHARITY	CHARITABLE	2,002.
JEWISH FAMILY AND CHILDREN'S SERVICES 1430 MAIN ST. SAN FRANCISCO, CA 94134	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
JEWISH FEDERATION OF GREATER LOS ANGELES 6505 WILSHIRE BOULEVARD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
KENYON COLLEGE NA GAMBIER, OH 43022	NONE	PUBLIC CHARITY	CHARITABLE	500.
KQED 2601 MARIPOSA ST. SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	100.
LA CITY COLLEGE FOUNDATION 855 NORTH VERMONT AVE LOS ANGELES, CA 90029	NONE	PUBLIC CHARITY	CHARITABLE	225.
LA GAY & LESBIAN CENTER 1625 N. SCHRADER BLVD LOS ANGELES, CA 90028	NONE	PUBLIC CHARITY	CHARITABLE	400.
LA MUSEUM OF THE HOLOCAUST 100 THE GROVE DR. LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	CHARITABLE	375.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LAMBDA LEGAL DEFENSE & ED FD 3325 WILSHIRE BLVD STE. 1300 LOS ANGELES, CA 90010	NONE	PUBLIC CHARITY	CHARITABLE	105.
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CHARITABLE	350.
LIBRARY OF CONGRESS 101 INDEPENDENCE AVE SE WASHINGTON, DC 20540	NONE	PUBLIC CHARITY	CHARITABLE	75,011.
LINDA LORING NATURE FOUNDATION 110 EEL POINT ROAD NANTUCKET, MA 02554-6203	NONE	PRIVATE OPERATION FOUNDATION	CHARITABLE	1,000.
LOS ANGELES OPERA FIRESTONE PARK LOS ANGELES, CA 90001	NONE	PUBLIC CHARITY	CHARITABLE	3,500.
MANUSCRIPT SOCIETY 14003 RAMPART CT. BATON ROUGE, LA 70810	NONE	PUBLIC CHARITY	CHARITABLE	2,502.
MANUSCRIPT SOCIETY P. O. BOX 84686 BATON ROUGE, LA 70884	NONE	PUBLIC CHARITY	CHARITABLE	500.
MANUSCRIPT SOCIETY P.O. BOX 84686 BATON ROUGE, LA 70884	NONE	PUBLIC CHARITY	CHARITABLE	965.
MARIA MITCHELL ASSOCIATION 4 VESTAL ST. NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	800.
MASS EYE AND EAR 243 CHARLES ST. BOSTON, MA 02114	NONE	PUBLIC CHARITY	CHARITABLE	2,502.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON ST. BOSTON, MA 02215-3695	NONE	PUBLIC CHARITY	CHARITABLE	10,001.
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON ST. BOSTON, MA 02215-3695	NONE	PUBLIC CHARITY	CHARITABLE	10,002.
MASSACHUSETTS HISTORICAL SOCIETY 1154 BOYLSTON ST. BOSTON, MA 02215-3695	NONE	PUBLIC CHARITY	CHARITABLE	50,001.
MET COMM CHURCH LA P. O. BOX 1374 ABILENE, TX 79604	NONE	PUBLIC CHARITY	CHARITABLE	150.
MGH-STOECKLE CENTER 50 STANIFORD ST. BOSTON, MA 02114	NONE	PUBLIC CHARITY	CHARITABLE	5,002.
MGH-STOECKLE CENTER 50 STANIFORD ST. BOSTON, MA 02114	NONE	PUBLIC CHARITY	CHARITABLE	5,001.
MIT ALUMNI FUND 600 MEMORIAL DRIVE CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	CHARITABLE	30,003.
NANTUCKET ATHENEUM 1 INDIA ST. NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	3,182.
NANTUCKET COMMUNITY SAILING 4 BATHING BEACH RD NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	4,500.
NANTUCKET COMMUNITY SAILING 4 BATHING BEACH RD NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT ST NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	5,152.
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD ST. NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	4,280.
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD ST. NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	5,002.
NANTUCKET HISTORICAL ASSOCIATION 15 BROAD ST. NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	15,002.
NANTUCKET HISTORICAL ASSOCIATION P. O. BOX 1016 NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	5,001.
NANTUCKET HISTORICAL ASSOCIATION P. O. BOX 1016 NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	15,001.
NANTUCKET LAND COUNCIL 6 ASH LANE NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	15,000.
NANTUCKET LAND COUNCIL 6 ASH LANE NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
NANTUCKET LAND COUNCIL 6 ASH LANE NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	100.
NETIVOT SHALOM CONGREGATION 1316 UNIVERSITY AVE BERKELEY, CA 94702	NONE	PUBLIC CHARITY	CHARITABLE	4,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEW ENGLAND AMATEUR SKATING FOUNDATION P.O. BOX 6881 PROVIDENCE, RI 02940	NONE	PUBLIC CHARITY	CHARITABLE	3,000.
NEW ISRAEL FUND 1101 14TH ST NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
ONE VOICE 1228 15TH ST, SUITE C SANTA MONICA, CA 90404	NONE	PUBLIC CHARITY	CHARITABLE	2,000.
PET ORPHANS FUND 7720 GLORIA AVE VAN NUYS, CA 91406	NONE	PUBLIC CHARITY	CHARITABLE	250.
PLANNED PARENTHOOD 434 W 33RD ST NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	500.
PROGRESSIVE JEWISH ALLIANCE 5870 WEST OLYMPIC BOULEVARD LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	CHARITABLE	370.
PUBLIC COUNSEL LAW CTR 610 SOUTH ARDMORE AVE LOS ANGELES, CA 90005	NONE	PUBLIC CHARITY	CHARITABLE	100.
RAPE FOUNDATION 1223 WILSHIRE BOULEVARD SANTA MONICA, CA 90403	NONE	PUBLIC CHARITY	CHARITABLE	325.
SABAN FREE CLINIC 8405 BEVERLY BOULEVARD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CHARITABLE	200.
SHIRAT HAYAM CONGREGATION 84 SKYLINE DR NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SHIRAT HAYAM CONGREGATION 84 SKYLINE DR NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	100.
SHIRAT HAYAM CONGREGATION 84 SKYLINE DR NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	CHARITABLE	225.
SKATING CLUB OF BOSTON 1240 SOLDIERS FIELD RD BOSTON, MA 02135	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
SOUTHERN POVERTY LAW 400 WASHINGTON AVE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	CHARITABLE	500.
ST. LOUIS HILLEL AT WASHINGTON UNIVERSITY 6300 FORSYTH BOULEVARD ST. LOUIS, MO 63105	NONE	PUBLIC CHARITY	CHARITABLE	100.
STAND WITH US P. O. BOX 341069 LOS ANGELES, CA 00000	NONE	PUBLIC CHARITY	CHARITABLE	500.
SUSTAINABLE SOUTH BRONX 890 GARRISON AVE BRONX, NY 10474	NONE	PUBLIC CHARITY	CHARITABLE	500.
TEHIYAH DAY SCHOOL 2603 TAMAJARA AVE EL CERRITO, CA 94530	NONE	PUBLIC CHARITY	CHARITABLE	180.
TEMPLE AKIBA 5249 SEPULVEDA BLVD CULVER CITY, CA 90230	NONE	PUBLIC CHARITY	CHARITABLE	1,470.
TEMPLE ISRAEL HOLLYWOOD 7300 HOLLYWOOD BLVD LOS ANGELES, CA 90046	NONE	PUBLIC CHARITY	CHARITABLE	4,065.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TEMPLE ISRAEL 477 LONGWOOD AVE BOSTON, MA 02215	NONE	PUBLIC CHARITY	CHARITABLE	39,983.
TRUSTEES OF RESERVATIONS 572 ESSEX ST. BEVERLY, MA 01915-1530	NONE	PUBLIC CHARITY	CHARITABLE	2,003.
UNITED WAY OF LA 523 W. 6TH ST LOS ANGELES, CA 90014	NONE	PUBLIC CHARITY	CHARITABLE	250.
UNITED WAY OF MASS BAY 51 SLEEPER ST BOSTON, MA 02210	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
UNITED WAY OF MASS BAY 51 SLEEPER ST BOSTON, MA 02210	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
US FIGURE SKATING ASSOC. 20 FIRST ST COLORADO SPRINGS, CO 80906	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
V-DAY 303 PARK AVE SOUTH, SUITE 1184 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	CHARITABLE	500.
WALL-LAS MEMORIAS 111 N. AVENUE 56 LOS ANGELES, CA 90042	NONE	PUBLIC CHARITY	CHARITABLE	500.
WATTS VILLAGE THEATER CO. 1727 E 107TH ST LOS ANGELES, CA 90002	NONE	PUBLIC CHARITY	CHARITABLE	100.
WGBH P. O. BOX 55785 BOSTON, MA 02205-5875	NONE	PUBLIC CHARITY	CHARITABLE	3,004.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIDELITY CASH RESERVES	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DUKE ENERGY CORP COM	1,530.	0.	1,530.
DUKE ENERGY CORP NEW	1,500.	0.	1,500.
FIDELITY INSTL MMKT PORT CL I	15,379.	0.	15,379.
TOTAL TO FM 990-PF, PART I, LN 4	18,409.	0.	18,409.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,511.	3,755.		3,755.
TO FORM 990-PF, PG 1, LN 16B	7,511.	3,755.		3,755.

FOOTNOTES STATEMENT 4

*SUSAN R. SHAPIRO (RETIRED) PARTNER IS ONE OF MORE THAN 300 PARTNERS OF ROPES & GRAY LLP, WHICH IS COMPENSATED FOR ACCOUNTING, INVESTMENT, AND PROFESSIONAL SERVICES.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DUKE ENERGY	52,418.	63,800.
TOTAL TO FORM 990-PF, PART II, LINE 10B	52,418.	63,800.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY INSTITUTIONAL MMKT PORT CL I	COST	8,201,006.	8,201,006.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,201,006.	8,201,006.
