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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE MICHAEL T SHERMAN FOUNDATION #95-602840		A Employer identification number 27-3842131	
Number and street (or P O box number if mail is not delivered to street address) HEMENWAY BARNES PO BOX 961209		B Telephone number (see instructions) (617) 227-7940	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 021961209		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) ☒ \$ 2,174,750		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)				
	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.	47,893	47,893		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	65,476			
	b Gross sales price for all assets on line 6a 341,393				
	7 Capital gain net income (from Part IV, line 2) . . .		66,477		
	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)	164	0		
	12 Total. Add lines 1 through 11	113,533	114,370		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	23,216	21,216		2,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	736	0		736
	b Accounting fees (attach schedule)	1,700	1,700		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	540	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	60	25		35
	24 Total operating and administrative expenses. Add lines 13 through 23	26,252	22,941		2,771
	25 Contributions, gifts, grants paid	100,000			100,000
	26 Total expenses and disbursements. Add lines 24 and 25	126,252	22,941		102,771
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-12,719			
	b Net investment income (if negative, enter -0-)		91,429		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	25,591	81,714	81,714
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,238,705	1,169,729	1,688,722
	c	Investments—corporate bonds (attach schedule).	359,442	359,577	354,545
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	50,373	50,373	49,769
	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)	1,674,111	1,661,393	2,174,750	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	1,674,111	1,661,393	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	0	0	
30		Total net assets or fund balances (see instructions)	1,674,111	1,661,393	
31	Total liabilities and net assets/fund balances (see instructions) . . .	1,674,111	1,661,393		

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)	11,674,111
2	Enter amount from Part I, line 27a	-12,719
3	Other increases not included in line 2 (itemize) ▶ _____	1
4	Add lines 1, 2, and 3	1,661,393
5	Decreases not included in line 2 (itemize) ▶ _____	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,661,393

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	66,477
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 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))
2013	85,487	1,965,725	0 043489
2012	50,432	1,837,415	0 027447
2011	35	819,344	0 000043
2010	0	1	0 000000
2009			

2	Total of line 1, column (d).	2	0 070979
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 017745
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	2,171,201
5	Multiply line 4 by line 3.	5	38,528
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	914
7	Add lines 5 and 6.	7	39,442
8	Enter qualifying distributions from Part XII, line 4.	8	102,771

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	914
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	914
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	914
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	240
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	240
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	674
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 2015 estimated tax ☐ Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ <u>0</u> (2) On foundation managers ☐ \$ <u>0</u>			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ <u>0</u>			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): ☐ MA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶HEMENWAY BARNES LLP Telephone no ▶(617) 227-7940 Located at ▶60 STATE STREET BOSTON MA ZIP +4 ▶021091899			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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 2014?. ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,125,376
b	Average of monthly cash balances.	1b	78,889
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,204,265
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,204,265
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,064
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,171,201
6	Minimum investment return. Enter 5% of line 5.	6	108,560

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	108,560
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	914
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	914
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	107,646
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	107,646
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	107,646

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	102,771
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	102,771
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	914
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	101,857

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				107,646
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			88,597	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 102,771				
a Applied to 2013, but not more than line 2a			88,597	
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 2014 distributable amount.				14,174
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				93,472
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1Information 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))

MICHAEL T SHERMAN

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

2Information 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 email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	100,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here	*****	2015-05-14	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name CRAIG D DICKOFF	Preparer's Signature	Date 2015-05-13	Check if self-employed ☒	PTIN P00543131
	Firm's name ☒ HEMENWAY & BARNES LLP			Firm's EIN ☒	04-1433295
	Firm's address ☒ 60 STATE STREET BOSTON, MA 021091899			Phone no	(617) 227-7940

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
500 CORNING INC	P	2012-02-22	2014-01-22
100 MONSANTO CO NEW	P	2012-08-30	2014-01-22
100 NOVARTIS AG ADR	P	2011-10-28	2014-01-22
200 ABBOTT LABS	P	2013-04-24	2014-05-22
200 ABBOTT LABS	P	2013-08-07	2014-05-22
200 NXP SEMICONDUCTORS NV ORD	P	2012-01-25	2014-05-22
100 ONE GAS INC	P	2012-05-23	2014-05-22
100 PEPSICO INC	P	2012-07-11	2014-05-22
150 PEPSICO INC	P	2012-01-25	2014-05-22
50 PEPSICO INC	P	2012-04-11	2014-05-22

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,500		6,825	2,675
11,078		8,713	2,365
8,078		5,796	2,282
7,942		7,451	491
7,942		7,201	741
12,186		4,246	7,940
3,591		2,085	1,506
8,541		7,001	1,540
12,811		9,951	2,860
4,270		3,255	1,015

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,675
			2,365
			2,282
			491
			741
			7,940
			1,506
			1,540
			2,860
			1,015

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
75000 HEWLETT PACKARD CO 1 55% 5/30/14	P	2012-05-23	2014-05-30
90 COVIDIEN PLC	P	2012-10-02	2014-06-17
200 COVIDIEN PLC	P	2011-10-28	2014-07-02
200 COVIDIEN PLC	P	2012-01-25	2014-07-02
100 COVIDIEN PLC	P	2012-05-23	2014-07-02
10 COVIDIEN PLC	P	2012-10-02	2014-07-02
100 LABORATORY CORP AMER HOLDGS	P	2011-10-28	2014-07-23
100 LABORATORY CORP AMER HOLDGS	P	2012-01-25	2014-07-23
100 LABORATORY CORP AMER HOLDGS	P	2012-05-23	2014-07-23
300 NXP SEMICONDUCTORS NV ORD	P	2012-01-25	2014-07-23

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
75,000		75,386	-386
7,940		4,873	3,067
18,208		8,629	9,579
18,207		8,902	9,305
9,104		4,782	4,322
910		542	368
10,552		8,632	1,920
10,552		9,119	1,433
10,551		8,431	2,120
19,336		6,369	12,967

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-386
			3,067
			9,579
			9,305
			4,322
			368
			1,920
			1,433
			2,120
			12,967

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
67 CDK GLOBAL INC	P	2012-01-25	2014-10-09
75000 HEWLETT PACKARD CO 2 625% 12/9/14	P	2012-02-22	2014-12-09
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
20		14	6
75,000		76,713	-1,713
74			74

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6
			-1,713
			74

Form 990PF Part VIII Line 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
ARTHUR B PAGE	TRUSTEE 0 50	10,608	0	0
HEMENWAY BARNES LLP 60 STATE STREET BOSTON,MA 02109				
NANCY B GARDINER	TRUSTEE 0 01	10,608	0	0
HEMENWAY BARNES LLP 60 STATE STREET BOSTON,MA 02109				
MICHAEL T SHERMAN	TRUSTEE 0 50	0	0	0
46 SHEPARD STREET 31 CAMBRIDGE,MA 021381521				
MARK MCCLOSKEY	TRUSTEE 0 20	1,000	0	0
10757 NORTH 74TH STREET 2028 SCOTTSDALE,AZ 85260				
LEE BODOCK	TRUSTEE 0 20	1,000	0	0
276 WEST WYOMING MELROSE,MA 02176				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICA'S VETDOGS THE VETERANS K9 CORPS INC 371 EAST JERICHO TURNPIKE SMITHTOWN,NY 11787	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
AMERICAN CANCER SOCIETY PO BOX 22718 OKLAHOMA CITY,OK 73123	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
ASPCA 424 EAST 92ND STREET NEW YORK,NY 10128	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
CENTER FOR CITIZEN LEADERSHIP DBA THE MISSION CONTINUES 1141 S 7TH STREET ST LOUIS,MO 63104	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON,MA 02114	N/A	PUBLIC CHARITY	RED SOX FOUNDATION & MGH HOME BASE PROGRAM	5,000
MATHPOWER 13 LAKE HALL NORTHEASTERN UNIVERSIT 360 HUNTINGTON AVENUE BOSTON,MA 02115	N/A	PUBLIC CHARITY	BOSTON ALGEBRA MIDDLE SCHOOL A I M S PROJECT INC	5,000
NAMI DBA NATIONAL ALLIANCE ON MENTAL ILLNESS 3803 N FAIRFAX DRIVE STE 100 ARLINGTON,VA 22203	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON STREET WATERTOWN,MA 02472	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
PETS FOR VETS INC 409 BLACK DIAMOND DRIVE WILMINGTON,NC 28411	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
PHOENIX CHILDRENS HOSPITAL 1919 EAST THOMAS ROAD PHOENIX,AZ 85016	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
SIERRA CLUB FOUNDATION 85 SECOND STREET STE 750 SAN FRANCISCO,CA 94105	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
SMILE TRAIN INC 41 MADISON AVENUE 28TH FLOOR NEW YORK,NY 10010	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
THE GREATER BOSTON FOOD BANK INC 70 SOUTH BAY AVENUE BOSTON,MA 02118	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
THE PARISH OF THE EPIPHANY FOR THE HAITI MISSION 70 CHURCH STREET WINCHESTER,MA 01890	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
TRAVIS ROY FOUNDATION HEMENWAY BARNES LLP 60 STATE STREET BOSTON,MA 02109	N/A	PRIVATE OPERATING FO	GENERAL PURPOSE	15,000
Total  3a				100,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF MASSACHUSETTS BAY AND MERRIMACK VALLEY 51 SLEEPER STREET BOSTON,MA 02210	N/A	PUBLIC CHARITY	GENERAL PURPOSE	7,000
VIETNAM VETERANS WORKSHOP INC 17 COURT STREET BOSTON,MA 02108	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
YEAR UP INC 93 SUMMER STREET 5TH FLOOR BOSTON,MA 02110	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
Total ▶ 3a				100,000

TY 2014 Accounting Fees Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION #95-602840**EIN:** 27-3842131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEMENWAY & BARNES LLP - TAX PREPARATION FEE	1,700	1,700		0

**TY 2014 Investments Corporate
Bonds Schedule****Name:** THE MICHAEL T SHERMAN FOUNDATION #95-602840**EIN:** 27-3842131

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY FIN 2.0% 8/15/18	76,830	75,847
JUNIPER NETWORKS INC 3.1% 3/15/16	78,525	76,483
LABORATORY CORP AMER HLDGS 2.2% 8/23/17	49,475	50,437
PEPSICO INC 2.25% 1/7/19	76,406	75,857
SYMANTEC CORP 2.75% 9/15/15	78,341	75,921

**TY 2014 Investments Corporate
Stock Schedule**

Name: THE MICHAEL T SHERMAN FOUNDATION #95-602840
EIN: 27-3842131

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	13,547	16,432
ABBOTT LABS	12,459	18,008
APTARGROUP INC	18,224	23,394
AUTOMATED DATA PROCESSING	38,109	66,696
CAMBRIDGE BANCORP	27,740	37,200
CANADIAN NATIONAL RAILWAY CO	15,556	27,564
CDK GLOBAL INC	5,399	10,842
CHEVRON CORP	42,967	44,872
CISCO SYSTEMS INC	37,966	58,411
CORNING INC	19,250	34,395
CVS HEALTH CORP	33,300	77,048
DOMINION RESOURCES INC V A NEW	21,162	30,760
EMC CORP	37,660	44,610
EMERSON ELECTRIC CO	29,949	37,038
EXXON MOBIL CORP	41,053	46,225
FISERV INC	25,104	42,582
GLAXO SMITHKLINE PLC ADR	38,629	34,192
HELMERICH & PAYNE INC	33,782	40,452
HOME DEPOT INC	22,986	41,988
INTEL CORP	38,467	54,435
IPG PHOTONICS CORP	24,411	29,968
JOHNSON & JOHNSON	535	36,600
JOHNSON CONTROLS INC	27,737	48,340
MICROSOFT CORP	32,380	51,095
MONSANTO CO NEW	17,351	23,894
NATIONAL GRID PLC	20,228	28,264
NESTLE S A SPONSORED ADR	41,801	51,391
NOVARTIS AG ADR	39,600	64,862
NOVO NORDISK A/S ADR	19,973	37,030
NXP SEMICONDUCTORS	9,635	38,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ONEOK INC NEW	14,398	19,916
ORACLE CORP	38,055	58,461
PEPSICO INC	19,341	28,368
PROCTER & GAMBLE CO	45,612	63,763
QUALCOMM INC	39,958	44,598
ROCHE HLDG LTD NEW	20,578	27,162
ROCKWELL AUTOMATION	36,320	44,480
SCHLUMBERGER LTD	43,025	51,246
TARGET CORP	19,338	22,773
UNITED TECHNOLOGIES	31,361	46,000
XILINX INC	33,261	43,290
XYLEM INC	41,522	41,877

TY 2014 Investments - Other Schedule

Name: THE MICHAEL T SHERMAN FOUNDATION #95-602840

EIN: 27-3842131

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD SHORT TERM CORPORATE ETF	FMV	50,373	49,769

TY 2014 Legal Fees Schedule

Name: THE MICHAEL T SHERMAN FOUNDATION #95-602840

EIN: 27-3842131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
HEMENWAY & BARNES LLP - LEGAL FEES	736	0		736

TY 2014 Other Expenses Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION #95-602840**EIN:** 27-3842131

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMONWEALTH OF MA - FORM PC ANNUAL REPORT FILING FEE	35	0		35
BANK SERVICE FEE	25	25		0

TY 2014 Other Income Schedule

Name: THE MICHAEL T SHERMAN FOUNDATION #95-602840

EIN: 27-3842131

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2013 FEDERAL EXCISE TAX OVERPAYMENT	164	0	164

TY 2014 Other Increases Schedule

Name: THE MICHAEL T SHERMAN FOUNDATION #95-602840

EIN: 27-3842131

Description	Amount
ROUNDING	1

TY 2014 Taxes Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION #95-602840**EIN:** 27-3842131

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	300	0		0
FEDERAL ESTIMATED TAX PAYMENTS	76	0		0
2013 FEDERAL EXCISE TAX OVERPAYMENT APPLIED TO 2014	164	0		0