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For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation LESLIE C AND LEONARD A SHAPIRO FAMILY FOUNDATION INC % LESLIE SHAPIRO		A Employer identification number 20-3956547	
Number and street (or P O box number if mail is not delivered to street address) 5610 WISCONSIN AVE Suite 807		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code CHEVY CHASE, MD 20815		B Telephone number (see instructions)	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		C If exemption application is pending, check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,007,787		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities	44,902	44,902		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	42,548			
	b Gross sales price for all assets on line 6a 68,397				
	7 Capital gain net income (from Part IV, line 2) . . .		42,548		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total.Add lines 1 through 11	87,451	87,451		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	1,758	879	0	879
	b Accounting fees (attach schedule).	2,750	1,375	0	1,375
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	23,254	23,254		
	24 Total operating and administrative expenses. Add lines 13 through 23	27,762	25,508	0	2,254
	25 Contributions, gifts, grants paid	108,170			108,170
	26 Total expenses and disbursements.Add lines 24 and 25	135,932	25,508	0	110,424
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-48,481			
	b Net investment income (if negative, enter -0-)		61,943		
	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	268,654	199,170	199,170
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	881,958	885,909	1,464,042
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	304,332	320,554	344,575
	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)	1,454,944	1,405,633	2,007,787
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 ▶ _____)	27,081	27,081	
	23 Total liabilities (add lines 17 through 22)	27,081	27,081	
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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,427,863	1,378,552	
	30 Total net assets or fund balances (see instructions)	1,427,863	1,378,552	
	31 Total liabilities and net assets/fund balances (see instructions)	1,454,944	1,405,633	

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	1,427,863
2	Enter amount from Part I, line 27a	2	-48,481
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,379,382
5	Decreases not included in line 2 (itemize) ▶ _____	5	830
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,378,552

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 54,567		24,754	29,813
b 13,830		11,677	2,153
c			10,582
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			29,813
b			2,153
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	42,548
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			

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))
2014	106,114	2,273,136	0 046682
2013	76,535	2,105,842	0 036344
2012	19,100	1,762,995	0 010834
2011	46,900	1,687,670	0 02779
2010	75,070	1,523,290	0 049281

2	Total of line 1, column (d).	2	0 170931
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 034186
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	2,129,020
5	Multiply line 4 by line 3.	5	72,783
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	619
7	Add lines 5 and 6.	7	73,402
8	Enter qualifying distributions from Part XII, line 4.	8	110,424

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	619
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	619
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	619
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	332
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	332
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	287
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-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			No
c	Did the foundation file Form 1120-POL for this year?			No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL _____			
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 2015 or the taxable year beginning in 2015 (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? Website address ▶None	13	Yes	
14	The books are in care of ▶LESLIE SHAPIRO Telephone no ▶(301) 951-7400 Located at ▶5610 WISCONSIN AVE CHEVY CHASE MD ZIP+4 ▶20815			
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	15		
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country ▶	16	Yes No	No No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015).	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 2015?	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

No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LESLIE C SHAPIRO 5610 WISCONSIN AVE CHEVY CHASE, MD 20815	DIRECTOR/PRESIDENT 0	0		
THEODORE M SHAPIRO 2302 KENILWORTH AVENUE LOS ANGELES, CA 90039	DIRECTOR 0	0		
ALEXANDRA S CUDBY 6508 75TH STREET CABIN JOHN, MD 20818	DIRECTOR 0	0		
JAY W FREEDMAN 3000 K STREET NW SUITE 500 WASHINGTON, DC 20007	DIRECTOR/TREASURER 0	0		

2

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances

Total

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

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Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

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 ▶	

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	1,893,341
b	Average of monthly cash balances.	1b	268,101
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,161,442
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,161,442
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	32,422
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,129,020
6	Minimum investment return. Enter 5% of line 5.	6	106,451

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	106,451
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	619
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	619
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	105,832
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	105,832
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	105,832

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	110,424
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	110,424
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	619
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	109,805

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				105,832
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			108,949	
b Total for prior years 2013 , 2012 , 2011		2,177		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 110,424				
a Applied to 2014, but not more than line 2a			108,949	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				1,475
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (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.		2,177		
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		2,177		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				104,357
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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.	0			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

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) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				

3 Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

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

1

Information Regarding Foundation Managers:

a

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

LESLIE SHAPIRO

b

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

NONE

2

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

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

a

The name, address, and telephone number or 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

Form 990-PF (2015)

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	108,170
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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?

(1) Cash.	
(2) Other assets.	

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

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.

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** 2016-11-15 *****	▶	Title
	Signature of officer or trustee	Date	

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

Print/Type preparer's name MICHAEL D HARLOW CPA	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01323037
Firm's name ☐ COHNREZNICK LLP			Firm's EIN ☐	
Firm's address ☐ 7501 WISCONSIN AVENUE 400E BETHESDA, MD 208146583			Phone no. (301) 652-9100	

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>				
ARENA STAGE 1101 Sixth Street SW WASHINGTON,DC 20024			UNRESTRICTED	1,000
PARKINSON'S DISEASE FOUNDATION 1539 BROADWAY SUITE 1509 NEW YORK,NY 10018			UNRESTRICTED	30,000
OAKWOOD SCHOOL 11600 MAGNOLIA BLVD NORTH HOLLYWOOD,CA 91601			UNRESTRICTED	10,000
FARE 7925 JONES BRANCH DRIVE SUITE 1100 MCLEAN,VA 22102			UNRESTRICTED	1,750
COMBAT SOLDIERS' RECOVERY FUND 3804 WILLIAMS LANE CHEVY CHASE,MD 20815			UNRESTRICTED	500
WENDT CENTER FPR LOSS AND HEALING 4201 CONNECTICUT AVE NW WASHINGTON,DC 20008			UNRESTRICTED	500
WASHINGTON HUMANE SOCIETY 7319 GEORGIA AVE NW WASHINGTON,DC 20012			UNRESTRICTED	2,000
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON,DC 20036			UNRESTRICTED	5,000
CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVE NE WASHINGTON,DC 20017			UNRESTRICTED	1,000
DOCTORS WITHOUT BORDERS PO BOX 5023 HAGERSTOWN,MD 21741			UNRESTRICTED	5,000
THE PENN FUND 601 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 19104			UNRESTRICTED	5,000
UNIVERSITY OF PENNSYLVANIA 601 FRANKLIN BUILDING 3451 WALNUT STREET PHILADELPHIA,PA 19104			UNRESTRICTED	20,000
SOUTHERN CENTER FOR HUMAN RIGHTS 83 POPLAR STREET NW ATLANTA,GA 30303			UNRESTRICTED	5,000
826 LA EAST 1714 W SUNSET BLVD LOS ANGELES,CA 90026			UNRESTRICTED	1,500
THE KENNEDY CENTER 2700 F STREET NW WASHINGTON,DC 20566			UNRESTRICTED	4,170
Total ▶ 3a				108,170

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>				
HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE ROAD ROCKVILLE,MD 20852			UNRESTRICTED	150
WASHINGTON DC JEWISH COMMUNITY CENTER 1529 SIXTEENTH STREET NW WASHINGTON,DC 20036			UNRESTRICTED	150
NATIONAL PUBLIC RADIO FOUNDATION DEPT 6054 WASHINGTON,DC 200426054			UNRESTRICTED	2,000
AMERICAN CIVIL LIBERTIES UNION 125 BROAD STREET NEW YORK,NY 10004			UNRESTRICTED	5,000
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO,CA 94111			UNRESTRICTED	5,000
AMERICAN RED CROSS 2005 LAKEWOOD DRIVE BOONE,IA 50036			UNRESTRICTED	1,800
CHILDREN'S HOSPITAL 111 MICHIGAN AVE NW WASHINGTON,DC 20010			UNRESTRICTED	150
TEAM RUBICON 300 N CONTINENTAL BLVD SUITE 100 EL SEGUNDO,CA 90245			UNRESTRICTED	1,500
Total ▶ 3a				108,170

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

TY 2015 Investments Corporate Stock Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
 FOUNDATION INC
EIN: 20-3956547

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AKZO NOBEL	10,610	16,413
AMERICAN EXPRESS COMPANY	34,915	50,493
AMERICAN NATIONAL INSURNACE CO	23,816	30,170
CISCO	28,409	41,283
JOHNSON & JOHNSON	81,876	141,754
LEUCADIA NATIONAL CORP	0	0
NOVARTIS	34,433	66,681
NATIONAL WESTERN LIFE	14,835	30,233
NESTLE SA-SPONSORED ADR	74,352	94,143
PHILLIP MORRIS INTERNATIONAL	16,998	29,538
TORCHMARK CORP	0	0
DIAGEO PLC-SPONSORED ADR	36,192	53,553
HEINEKEN HOLDINGS 'A' ADRS	24,822	34,164
HEINEKEN NV ADR	17,113	37,219
UNIFIRST CORPORATION	9,105	23,445
WAL-MART STORES INC	18,111	24,214
UNILEVER NV	58,432	84,821
CONOCOPHILLIPS	18,981	20,077
DEVON ENERGY CORPORATION	51,616	32,000
EMERSON ELECTRIC	16,708	22,958
3M COMPANY	12,846	39,166
UNION PACIFIC	5,816	23,460
ROYAL DUTCH SHELL	27,101	19,735
BANK OF NEW YORK MELLON	41,904	84,501
BAXALTA INC. (FORMERLY BAXTER)	29,476	54,412
TOTAL SA	66,955	56,952
MASTERCARD	11,684	55,982
WELLS FARGO & COMPANY	43,222	91,597
BERKSIRE HATHAWAY INC DEL	0	63,907
COMCAST CORP	0	50,166

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HSBC HOLDINGS PLC	19,406	17,643
HALLIBURTON CO	18,716	19,913
PHILLIPS 66	0	17,587
MRC GLOBAL INC. COM PB	37,459	35,862
AGCO CORP	0	0

TY 2015 Investments - Other Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TWEEDY BROWNE GLOBAL VALUE FUN		320,554	344,575

TY 2015 Legal Fees Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOLEY & LARDNER, LLP	1,758	879		879

TY 2015 Other Decreases Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Description	Amount
NONDEDUCTIBLE EXPENSES	830

TY 2015 Other Expenses Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX EXPENSE	2,999	2,999		
MANAGEMENT FEE	19,872	19,872		
BANK FEES	383	383		

TY 2015 Other Liabilities Schedule

Name: LESLIE C AND LEONARD A SHAPIRO FAMILY
FOUNDATION INC

EIN: 20-3956547

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO TO SHAPIRO FAMILY GST	27,081	27,081

Leslie C. and Leonard A. Shapiro Family Foundation
 EIN: 20-3956547
 Tweedy Browne Act. #864-24806-002
 Schedule D Attachment
 12/31/2015

Security	Date Purchased	Date Sold	Quantity	Foundation Cost		Gain/(Loss)		
				Basis	Proceeds	ST	LT	
Leucadia Natl Corp	11/21/2011	4/22/2015	270	9,742 00	17,557 00			7,815 00
AGCO Corp	11/4/2014	5/11/2015	771	11,677 00	13,830 00	2,153 00		
Torchmark Corp	2/2/2000	12/4/2015	607	15,012 00	37,010 00			21,998 00
			1,648.00	36,431.00	68,397.00	2,153.00		29,813.00