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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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		Room/suite	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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,020,478	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	44,849	44,849		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	17,683			
	b Gross sales price for all assets on line 6a 236,022				
	7 Capital gain net income (from Part IV, line 2)		17,683		
	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)	136	0		
	12 Total. Add lines 1 through 11	62,668	62,532		
	13 Compensation of officers, directors, trustees, etc	13,998	11,998		2,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	3,542	0		3,542
	b Accounting fees (attach schedule)	1,700	1,700		0
	c Other professional fees (attach schedule)	6,009	6,009		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,214	1,414		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	119	84		35
	24 Total operating and administrative expenses. Add lines 13 through 23	27,582	21,205		5,577
	25 Contributions, gifts, grants paid	100,000			100,000
	26 Total expenses and disbursements. Add lines 24 and 25	127,582	21,205		105,577
	27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements		-64,914			
b Net investment income (if negative, enter -0-)			41,327		
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	33,576	46,039	46,039
	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)	1,175,658	1,175,581	1,623,026
	c Investments—corporate bonds (attach schedule)	381,673	301,901	301,807
	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	49,606
	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)	1,641,280	1,573,894	2,020,478	
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	1,641,280	1,573,894	
	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)	1,641,280	1,573,894		
31 Total liabilities and net assets/fund balances (see instructions) .	1,641,280	1,573,894		

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	1,641,280
2 Enter amount from Part I, line 27a	2	-64,914
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,411
4 Add lines 1, 2, and 3	4	1,577,777
5 Decreases not included in line 2 (itemize) ▶ _____	5	3,883
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	1,573,894

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,683
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))
2015	103,452	2,118,785	0 048826
2014	101,857	2,171,201	0 046913
2013	85,487	1,965,725	0 043489
2012	50,432	1,837,415	0 027447
2011	35	819,344	0 000043

2 Total of line 1, column (d)	2	0 166718
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 033344
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,036,680
5 Multiply line 4 by line 3	5	67,911
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	413
7 Add lines 5 and 6	7	68,324
8 Enter qualifying distributions from Part XII, line 4	8	105,577

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	413
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	413
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	413
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	800
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	800
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	387
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 387 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?	1a	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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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 ► N/A	13	Yes	
14	The books are in care of ► HEMENWAY BARNES LLP Telephone no ► (617) 227-7940			

Located at ► 75 STATE STREET 16TH FLOOR BOSTON MA ZIP+4 ► 021091466

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 2016, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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 2016 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 2016).	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 2016?	4b		No

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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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
	<i>If "Yes" to 6b, file Form 8870</i>			
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	

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

[illegible][illegible]

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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
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	1,977,665
b	Average of monthly cash balances.	1b	90,030
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,067,695
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	2,067,695
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	31,015
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,036,680
6	Minimum investment return. Enter 5% of line 5.	6	101,834

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	101,834
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	413
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	413
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	101,421
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	101,421
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	101,421

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	105,577
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	105,577
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	413
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	105,164

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				101,421
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			94,391	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 105,577				
a Applied to 2015, but not more than line 2a			94,391	
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 2016 distributable amount.				11,186
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				90,235
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 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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))

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

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	44,849	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	136	
8 Gain or (loss) from sales of assets other than inventory			18	17,683	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		62,668	0
13 Total. Add line 12, columns (b), (d), and (e).			13		62,668

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

**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.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name CRAIG D DICKOPF	Preparer's Signature	Date 2017-05-11	Check if self-employed ☐	PTIN P00543131
Firm's name ▶ HEMENWAY & BARNES LLP				Firm's EIN ▶ 04-1433295
Firm's address ▶ 75 STATE STREET BOSTON, MA 021091466				Phone no (617) 227-7940

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

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
50 PROCTER & GAMBLE CO	P	2011-10-28	2016-01-27
75000 JUNIPER NETWORKS INC 3 1%	P	2012-04-12	2016-03-15
600 JOHNSON CONTROLS INC	P	2012-10-24	2016-04-27
400 JOHNSON CONTROLS INC	P	2013-01-23	2016-04-27
300 TARGET CORP	P	2013-10-23	2016-10-27
100 TARGET CORP	P	2015-10-28	2016-10-27
150 HELMERICH & PAYNE INC	P	2011-10-28	2016-11-04
150 HELMERICH & PAYNE INC	P	2012-01-25	2016-11-04
150 HELMERICH & PAYNE INC	P	2012-02-22	2016-11-04
150 HELMERICH & PAYNE INC	P	2012-05-23	2016-11-04

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)
3,951		3,222	729
75,000		76,514	-1,514
25,372		15,537	9,835
16,914		12,200	4,714
20,246		19,338	908
6,749		7,615	-866
9,369		8,452	917
9,369		9,087	282
9,369		9,485	-116
9,370		6,758	2,612

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			(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	
			729
			-1,514
			9,835
			4,714
			908
			-866
			917
			282
			-116
			2,612

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

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)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
50000 ABBVIE INC 1 75% 11/6/17	P	2015-02-05	2016-12-19

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

(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)
50,313		50,131	182

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			182

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
ARTHUR B PAGE	TRUSTEE 0 50	6,999	0	0
HEMENWAY BARNES LLP 75 STATE STREET BOSTON, MA 021091466				
NANCY B GARDINER	TRUSTEE 0 10	6,999	0	0
HEMENWAY BARNES LLP 75 STATE STREET BOSTON, MA 021091466				
MICHAEL T SHERMAN	TRUSTEE 0 50	0	0	0
46 SHEPARD STREET 31 CAMBRIDGE, MA 021381521				
MARK MCCLOSKEY	TRUSTEE 0 20	0	0	0
10757 NORTH 74TH STREET 2028 SCOTTSDALE, AZ 85260				
LEE BODOCK	TRUSTEE 0 20	0	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				
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	4,000
CENTER FOR CITIZEN LEADERSHIP DBA THE MISSION CONTINUES 1141 S 7TH STREET ST LOUIS, MO 63104	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
ESSEX COUNTY COMMUNITY FOUNDATION INC 175 ANDOVER STREET DANVERS, MA 01923	N/A	PUBLIC CHARITY	COLLEEN E RITZER MEMORIAL SCHOLARSHIP FUND	2,500
EVERYTOWN FOR GUN SAFETY SUPPORT FUND 136 EAST 55TH STREET NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
KONBIT SANTE CAP-HAITIEN HEALTH PARTNERS PO BOX 11281 PORTLAND, ME 04104	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	RED SOX FOUNDATION & MGH HOME BASE PROGRAM	5,000
NEADS 305 REDEMPTION ROCK TRAIL PRINCETON, MA 01541	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
PHOENIX CHILDRENS HOSPITAL FOUNDATION 1919 EAST THOMAS ROAD PHOENIX, AZ 85016	N/A	PUBLIC CHARITY	GENERAL PURPOSE	5,000
PROJECT STEP INC 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
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	4,000
TEACH FOR AMERICA INC 60 CANAL STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
THE GREATER BOSTON FOOD BANK INC 70 SOUTH BAY AVENUE BOSTON, MA 02118	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
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>				
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 75 STATE STREET BOSTON, MA 02109	N/A	PRIVATE OPERATING FO	GENERAL PURPOSE	15,000
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
WORLD WILDLIFE FUND INC 1250 24TH STREET NW WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	GENERAL PURPOSE	2,500
YEAR UP INC 93 SUMMER STREET 5TH FLOOR BOSTON, MA 02110	N/A	PUBLIC CHARITY	GENERAL PURPOSE	4,000
Total 3a				100,000

TY 2016 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 2016 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
ABBVIE INC 1.75% 11/6/17	0	0
ANHEUSER BUSCH INBEV FIN 1.25% 1/17/18	24,901	24,978
BERKSHIRE HATHAWAY FIN 2.0% 8/15/18	75,884	75,534
JUNIPER NETWORKS INC 3.1% 3/15/16	0	0
LABORATORY CORP AMER HLDGS 2.2% 8/23/17	49,475	50,233
MASTERCARD INC 2.0% 4/1/19	25,094	25,158
MCDONALD'S CORP 2.2% 5/26/20	50,742	50,013
PEPSICO INC 2.25% 1/7/19	75,805	75,891

TY 2016 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	45,820	53,571
ABBOTT LABS	39,478	38,410
ABBVIE INC	43,651	43,834
ACE LTD	0	0
ALPHABET INC CL A	44,865	59,434
APTARGROUP INC	43,211	51,415
AUTOMATED DATA PROCESSING	38,109	82,224
CAMBRIDGE BANCORP	27,740	49,832
CANADIAN NATIONAL RAILWAY CO	40,348	53,920
CHUBB LTD	56,128	66,060
CHURCH & DWIGHT CO INC	9,769	8,838
CISCO SYSTEMS INC	26,536	45,330
CVS CAREMARK CORP	33,300	63,128
DANAHER CORP	37,413	38,920
EXXON MOBIL CORP	41,053	45,130
FISERV INC	25,104	63,768
FORTIVE CORP	7,158	8,044
GILEAD SCIENCES INC	28,097	21,483
HELMERICH & PAYNE INC	0	0
HOME DEPOT INC	22,986	53,632
INTEL CORP	38,467	54,405
IPG PHOTONICS CORP	24,411	39,484
JOHNSON & JOHNSON	10,683	51,845
JOHNSON CONTROLS INC	0	0
MICROSOFT CORP	32,380	68,354
NESTLE S A SPONSORED ADR	41,801	50,218
NOVARTIS AG ADR	39,600	50,988
NOVO NORDISK A/S ADR	19,973	31,377
NOVOZYMES A/S B SHARES	41,754	31,030
NXP SEMICONDUCTORS	5,781	29,403

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ORACLE CORP	38,055	49,985
PROCTER & GAMBLE CO	19,972	21,020
QUALCOMM INC	39,957	39,120
ROCHE HLDG LTD SPONS ADR	37,610	37,089
ROCKWELL AUTOMATION	36,320	53,760
SCHLUMBERGER LTD	50,924	58,765
TARGET CORP	0	0
UNILEVER PLC ADR AMER SHS SPONS	53,867	48,840
XILINX INC	33,260	60,370

TY 2016 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	49,606

TY 2016 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	3,542	0		3,542

TY 2016 Other Decreases Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION

#95-602840

EIN: 27-3842131

Description	Amount
BOOK/TAX ADJUSTMENT	3,883

TY 2016 Other Expenses Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION

#95-602840

EIN: 27-3842131**Other Expenses Schedule**

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
ADR FEES	84	84		0

TY 2016 Other Income Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION

#95-602840

EIN: 27-3842131**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2015 FEDERAL EXCISE TAX OVERPAYMENT	136	0	136

TY 2016 Other Increases Schedule**Name:** THE MICHAEL T SHERMAN FOUNDATION

#95-602840

EIN: 27-3842131

Description	Amount
BOND PREMIUM AMORTIZATION ADJUSTMENT	1,411

TY 2016 Other Professional 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 - INVESTMENT MGMT FEES	6,009	6,009		0

TY 2016 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
FOREIGN TAXES WITHHELD	1,414	1,414		0
FEDERAL ESTIMATED TAX PAYMENTS	664	0		0
2015 FEDERAL EXCISE TAX OVERPAYMENT APPLIED TO 2016	136	0		0