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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation
SHORESH FOUNDATION

A Employer identification number
94-3044121

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4096 PIEDMONT AVENUE NO 239

B Telephone number (see instructions)
(510) 612-6318

City or town, state or province, country, and ZIP or foreign postal code
OAKLAND, CA 94611

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 9,239,237

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)	654,280			
	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	244,313	244,313		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	89,451			
	b	Gross sales price for all assets on line 6a 1,258,134				
	7	Capital gain net income (from Part IV, line 2)		89,451		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	988,044	333,764		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	17,400	17,400		0
	c	Other professional fees (attach schedule)	26,131	26,131		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	12,776	806		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	56,307	44,337		0
	25	Contributions, gifts, grants paid	1,361,673			1,361,673
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,417,980	44,337		1,361,673
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-429,936			
	b	**Net investment income** (if negative, enter -0-)		289,427		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	28,792	97,732	97,732
	2	Savings and temporary cash investments	4,041,659	2,592,018	2,592,101
	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)	1,519,759	1,634,469	2,039,007
	c	Investments—corporate bonds (attach schedule)	0	53,475	57,855
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,557,002	4,340,765	4,444,912
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	8,813	7,630	7,630
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	9,156,025	8,726,089	9,239,237
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	9,156,025	8,726,089	
	30	**Total net assets or fund balances** (see instructions)	9,156,025	8,726,089	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,156,025	8,726,089	

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	9,156,025
2	Enter amount from Part I, line 27a	2	-429,936
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	8,726,089
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,726,089

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)
1 a	CITI - PUBLICLY TRADED SECURITIES			
b	CITI - PUBLICLY TRADED SECURITIES			
c	CAPITAL GAINS DIVIDENDS	P		
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	637,290		705,161	-67,871
b	615,847		463,522	152,325
c	4,997			4,997
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				-67,871
b				152,325
c				4,997
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	89,451
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	373,993	9,227,170	0 040532
2014	1,363,364	9,421,150	0 144713
2013	439,562	8,880,955	0 049495
2012	754,714	7,597,441	0 099338
2011	1,344,657	6,807,762	0 197518

2 Total of line 1, column (d)	2	0 531596
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 106319
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,911,616
5 Multiply line 4 by line 3	5	947,474
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,894
7 Add lines 5 and 6	7	950,368
8 Enter qualifying distributions from Part XII, line 4	8	1,361,673

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**	2,894
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**	2,894
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**	2,894
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	**6a** 9,200		
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**	9,200
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		**8**	39
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**	6,267
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 6,267	**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)?.	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?.	**1c**		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? *If "Yes," attach a detailed description of the activities*	**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? *If "Yes," attach a conformed copy of the changes*	**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? *If "Yes," attach the statement required by General Instruction T*	**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? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	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)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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

			Yes	No
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 ▶ROCHELLE SHAPELL Telephone no ▶(510) 658-2898

Located at ▶4096 PIEDMONT AVENUE 239 OAKLAND CA ZIP+4 ▶94611

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ **15**

			Yes	No
16	At any time during calendar year 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**		**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**

			Yes	No
	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)			
	(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**		
	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**

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
ROCHELLE SHAPELL 4096 PIEDMONT AVE 239 PIEDMONT, CA 94611	PRESIDENT 3 00	0	0	0
LORNE M BUCHMAN 4096 PIEDMONT AVE 239 PIEDMONT, CA 94611	SECRETARY & CFO 2 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

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	5,692,121
b	Average of monthly cash balances.	1b	3,353,881
c	Fair market value of all other assets (see instructions).	1c	1,324
d	**Total** (add lines 1a, b, and c).	1d	9,047,326
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	9,047,326
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	135,710
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,911,616
6	**Minimum investment return.** Enter 5% of line 5.	6	445,581

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	445,581
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	2,894		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	2,894
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	442,687
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	442,687
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	442,687

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	1,361,673
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	1,361,673
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	2,894
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	1,358,779

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				442,687
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 1,007,101				
b From 2012. 381,064				
c From 2013. 2,207				
d From 2014. 898,218				
e From 2015.				
f **Total** of lines 3a through e.	2,288,590			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,361,673				
a Applied to 2015, but not more than line 2a			0	
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.				442,687
e Remaining amount distributed out of corpus	918,986			
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	3,207,576			
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				0
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)	1,007,101			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	2,200,475			
10 Analysis of line 9				
a Excess from 2012. . . . 381,064				
b Excess from 2013. . . . 2,207				
c Excess from 2014. . . . 898,218				
d Excess from 2015. . . .				
e Excess from 2016. . . . 918,986				

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)

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

ROCHELLE SHAPELL

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 *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,361,673
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	244,313	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	89,451	
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		333,764	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 333,764

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	THE FOUNDATION'S PURPOSE OF ALL GRANT AND CONTRIBUTIONS IS TO AID AND PROMOTE CHARITABLE, EDUCATIONAL, SCIENTIFIC, LITERARY AND RELIGIOUS PROJECTS AS WELL AS THE ARTS

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date: 2017-05-04 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
EVA W YEE		2017-05-04		P00222839
Firm's name ▶ MANN GELON GLODNEY GUMEROVE YEE LLP				Firm's EIN ▶81-1227223
Firm's address ▶ 1880 CENTURY PARK EAST SUITE 950 LOS ANGELES, CA 90067				Phone no (310) 277-3633

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALAMEDA COUNTY COMMUNITY FOOD BANK PO BOX 2599 OAKLAND, CA 94614	N/A	PUBLIC CHARITY	GENERAL	5,000
ALAMEDA COUNTY MEALS ON WHEELS 80 SWAN WAY SUITE 120 OAKLAND, CA 94621	N/A	PUBLIC CHARITY	GENERAL	1,000
AMERICAN FRIENDS OF KOLOT 27 WEST 72ND ST APT 702 NEW YORK, NY 10023	N/A	PUBLIC CHARITY	GENERAL	5,000
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103	N/A	PUBLIC CHARITY	GENERAL	20,000
AUGUSTA LEVY LEARNING CENTER 16 RIDGECREST RD WHEELING, WV 26003	N/A	PUBLIC CHARITY	GENERAL	2,500
BEHAVIORAL INTERVENTION ASSOCIATION 3229 ELM ST OAKLAND, CA 94609	N/A	PUBLIC CHARITY	GENERAL	250
BERKELEY MEALS ON WHEELS 1900 6TH STREET BERKELEY, CA 94710	N/A	PUBLIC CHARITY	GENERAL	250
BETH JACOB CONGREGATION (OAKLAND) 3778 PARK BLVD OAKLAND, CA 94610	N/A	PUBLIC CHARITY	GENERAL	7,560
BOYS & GIRLS CLUB OF PASADENA 3230 EAST DEL MAR BLVD PASADENA, CA 91107	N/A	PUBLIC CHARITY	GENERAL	250
BRENTWOOD SCHOOL 12001 SUNSET BLVD LOS ANGELES, CA 90049	N/A	PUBLIC CHARITY	GENERAL	13,333
BUILDING FUTURES 1395 BANCROFT AVE SAN LEANDRO, CA 94577	N/A	PUBLIC CHARITY	GENERAL	250
CENTER FOR COURT INNOVATION 520 8TH AVENUE 18TH FLOOR NEW YORK, NY 10018	N/A	PUBLIC CHARITY	GENERAL	180
CENTER FOR GENDER AND REFUGEE STUDIES UC HASTINGS COLLEGE OF LAW 200 MCALLISTER STREET SAN FRANCISCO, CA 94102	N/A	PUBLIC CHARITY	GENERAL	500
CENTER FOR YOUTH DEVELOPMENT THROUGH LAW 2120 UNIVERSITY AVENUE BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	250
CHABAD OF THE EAST BAY 2643 COLLEGE AVE BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	7,200
Total . . . . ▶ **3a**				1,361,673

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD LOS ANGELES, CA 90027	N/A	PUBLIC CHARITY	GENERAL	360
CONGREGATION TORAT EMET 2375 E MAIN ST BEXLEY, OH 43209	N/A	PUBLIC CHARITY	GENERAL	360
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO, CA 94111	N/A	PUBLIC CHARITY	GENERAL	180
FACING HISTORY AND OURSELVES 350 S BIXEL ST LOS ANGELES, CA 90017	N/A	PUBLIC CHARITY	GENERAL	500
FEDERATION EARLY LEARNING SERVICES 10700 JAMISON AVE PHILADELPHIA, PA 19116	N/A	PUBLIC CHARITY	GENERAL	180
GIRLS INC 3000 62ND AVE OAKLAND, CA 94605	N/A	PUBLIC CHARITY	GENERAL	1,000
HEBREW FREE LOAN ASSOCIATION 131 STEUART ST 425 SAN FRANCISCO, CA 94105	N/A	PUBLIC CHARITY	GENERAL	3,600
IKAR 4311 WILSHIRE BLVD LOS ANGELES, CA 90010	N/A	PUBLIC CHARITY	GENERAL	1,000
JEWISH COMMUNITY HIGH SCHOOL 1835 ELLIS ST SAN FRANCISCO, CA 94115	N/A	PUBLIC CHARITY	GENERAL	25,000
JEWISH FAMILY & COMMUNITY SERVICES EAST BAY 2484 SHATTUCK AVE 210 BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	1,800
JEWISH FEDERATION OF THE EAST BAY 2121 ALLSTON WAY 200 BERKELEY, CA 94704	N/A	PUBLIC CHARITY	GENERAL	118,950
JUVENILE DIABETES RESEARCH FOUNDATION 49 STEVENSON ST SUITE 1200 SAN FRANCISCO, CA 94105	N/A	PUBLIC CHARITY	GENERAL	3,600
NATIONAL INSTITUTE FOR JEWISH HOSPICE PO BOX 48025 LOS ANGELES, CA 90048	N/A	PUBLIC CHARITY	GENERAL	1,000
OAKLAND HEBREW DAY SCHOOL 5500 REDWOOD ROAD OAKLAND, CA 94619	N/A	PUBLIC CHARITY	GENERAL	104,400
SAN FRANCISCO-MARIN FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	N/A	PUBLIC CHARITY	GENERAL	5,000
Total . . . . ▶ **3a**				1,361,673

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 200906231	N/A	PUBLIC CHARITY	GENERAL	500
STANFORD UNIVERSITY MEMORIAL HALL-RM 144 551 SERRA MALL STANFORD, CA 94305	N/A	PUBLIC CHARITY	GENERAL	5,000
STRIVE 28 FODEN RD SOUTH PORTLAND, ME 04106	N/A	PUBLIC CHARITY	GENERAL	2,500
THE MARSHALL PROJECT 156 W 56TH ST 701 NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL	180
THE SHALOM FOUNDATION 845 3RD AVE 6TH FLOOR NEW YORK, NY 10022	N/A	PUBLIC CHARITY	GENERAL	10,000
US FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	N/A	PUBLIC CHARITY	GENERAL	180
UC BERKELEY FOUNDATION 4200 2080 ADDISON STREET BERKELEY, CA 94720	N/A	PUBLIC CHARITY	GENERAL	2,500
UCSF BENIOFF CHILDREN'S HOSPITAL OAKLAND 747 52ND STREET OAKLAND, CA 94609	N/A	PUBLIC CHARITY	GENERAL	360
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	N/A	PUBLIC CHARITY	GENERAL	1,000,000
YOUTH ENRICHMENT STRATEGIES 1577 SOLANO AVE BERKELEY, CA 94707	N/A	PUBLIC CHARITY	GENERAL	10,000
Total . . . . ▶ 3a				1,361,673

TY 2016 Accounting Fees Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	17,400	17,400		0

TY 2016 Investments Corporate Bonds Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CITI - CORPORATE FIXED INCOME	53,475	57,855

TY 2016 Investments Corporate Stock Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CITI - MARKETABLE SECURITIES	1,634,469	2,039,007

TY 2016 Investments - Other Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CITI - FIXED INCOME FUND	AT COST	4,301,988	4,391,972
CLIPPER FUND	AT COST	38,777	52,940

TY 2016 Other Assets Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ORGANIZATION COSTS	1,324	1,324	1,324
PREPAID FEDERAL EXCISE TAX	7,489	6,306	6,306

TY 2016 Other Professional Fees Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT EXPENSE	26,131	26,131		0

TY 2016 Taxes Schedule

Name: SHORESH FOUNDATION

EIN: 94-3044121

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAXES	557	557		0
FEDERAL EXCISE TAX	11,970	0		0
FILING FEE - FRANCHISE TAX BOARD	10	10		0
REGISTRATION FEE - ATTY GENL REGISTRY OF CHARITABLE TRUSTS	150	150		0
MISC EXPENSE	89	89		0

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	Employer identification number
SHORESH FOUNDATION	94-3044121

Organization type (check one)

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

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
SHORESH FOUNDATION

Employer identification number
94-3044121

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DAVID & FELA SHAPELL LEAD UNITRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	$ 226,908	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	DAVID SHAPELL 2009 CHARITABLE LEAD ANNUITY TRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	$ 206,686	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
3	FELA SHAPELL 2009 CHARITABLE LEAD ANNUITY TRUST 9401 WILSHIRE BLVD STE 1200 BEVERLY HILLS, CA 90212	$ 206,686	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	LORNE M BUCHMAN 4096 PIEDMONT AVENUE 239 OAKLAND, CA 94611	$ 14,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
SHORESH FOUNDATION	94-3044121

Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
SHORESH FOUNDATION

Employer identification number
94-3044121

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

Use duplicate copies of Part III if additional space is needed

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

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

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

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

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES 31.46% *SORTED ALPHABETICALLY*

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US Large Cap Equities (USD)									
ALPHABET INC CLASS A Ticker/CUSIP GOOGL/02079K305 Sector Information Technology	30 Multiple	301 7253	9 051 76	792 45 30DEC16	23 773 50	0 00	23,773.50	14,721 74	0 00
ALPHABET INC CLASS C Ticker/CUSIP GOOG/02079K107 Sector Information Technology	139 Multiple	537 1883	74 669 18	771 82 30DEC16	107,282 98	0 00	107,282 98	32,613 80	0 00
ANADARKO PETROLEUM CORP Ticker/CUSIP APC/032511107 Yield 29% Sector Energy	635 Multiple	51 1868	32 503 59	69 73 30DEC16	44,278 55	0 00	44,278 55	11,774 96	127 00
BOEING CO Ticker/CUSIP BA/097023105 Yield 3 65% Sector Industrials	505 Multiple	113 909	57,524 03	155 68 30DEC16	78,618 40	0 00	78 618 40	21,094 37	2,868 40
CHARTER COMMUNICATIONS INC Ticker/CUSIP CHTR/16119P108 Sector Consumer Discretionary	420 Multiple	152 1451	63,900 96	287 92 30DEC16	120,926 40	0 00	120,926 40	57,025 44	0.00

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US Large Cap Equities (USD) *CONTINUED*									
CHUBB LTD Ticker/CUSIP CB/H1467J104 Yield 2 09% Sector Financials	590 Multiple	126 8333	74,831 67	132 12 30DEC16	77,950 80	407 10	78,357 90	3,119 13	1,628 40
FLEETCOR TECHNOLOGIES INC Ticker/CUSIP FLT/339041105 Sector Consumer Discretionary	505 Multiple	152 281	76 901 89	141 52 30DEC16	71 467 60	0 00	71,467 60	(5 434 29)	0 00
GENERAL ELECTRIC CO Ticker/CUSIP GE/369604103 Yield 3 04% Sector Industrials	3 335 Multiple	25 4627	84 918 01	31 6 30DEC16	105 386 00	800 40	106,186 40	20,467 99	3 201 60
HALLIBURTON CO HOLDINGS CO Ticker/CUSIP HAL/406216101 Yield 1 33% Sector Energy	730 Multiple	31 1034	22 705 48	54 09 30DEC16	39,485 70	0 00	39,485 70	16,780 22	525 60
INTEL CORP Ticker/CUSIP INTC/458140100 Yield 2 87% Sector Information Technology	1 735 Multiple	35 3908	61,402.96	36 27 30DEC16	62,928 45	0 00	62,928 45	1,525 49	1 804 40
JOHNSON & JOHNSON Ticker/CUSIP JNJ/478160104 Yield 2 78% Sector Health Care	445 Multiple	63 0336	28,049 96	115 21 30DEC16	51,268.45	0 00	51,268 45	23,218 49	1,424 00
JPMORGAN CHASE & CO Ticker/CUSIP JPM/46625H100 Yield 2 23% Sector Financials	560 Multiple	66 8098	37 413 48	86 29 30DEC16	48,322 40	0 00	48,322 40	10 908.92	1 075 20
KLA TENCOR CORP Ticker/CUSIP KLAC/482480100 Yield 2 75% Sector Information Technology	365 06DEC16	71 0498	25 933 17	78 68 30DEC16	28 718 20	0 00	28,718 20	2 785 03	788 40
PROGRESSIVE CORP/THE Ticker/CUSIP PGR/743315103 Yield 2 5% Sector Financials	2 235 Multiple	33 736	75,399 98	35 5 30DEC16	79,342 50	0 00	79,342 50	3,942 52	1,985 13

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity Acquisition Date	Average Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US Large Cap Equities (USD) *CONTINUED*									
SCHLUMBERGER LTD Ticker/CUSIP SLB/806857108 Yield 2 38% Sector Energy	985 19SEP16	76 4326	75,286 11	83 95 30DEC16	82 690 75	492 50	83,183 25	7 404 64	1,970 00
UNION PACIFIC CORP Ticker/CUSIP UNP/907818108 Yield 2 33% Sector Industrials	490 Multiple	80 9699	39 675 23	103 68 30DEC16	50 803 20	0 00	50 803 20	11 127 97	1 185 80
US SMID Cap Equities (USD)									
AIR LEASE CORP Ticker/CUSIP AL/00912X302 Yield 87% Sector Financials	2,330 Multiple	26 1902	61,023 09	34 33 30DEC16	79,988 90	210 75	80,199 65	18 965 81	699 00
ALLEGHANY CORP DEL Ticker/CUSIP Y/017175100 Sector Financials	85 Multiple	384 3341	32 668 40	608 12 30DEC16	51,690 20	0 00	51,690 20	19,021 80	0 00
BERRY PLASTICS GROUP INC Ticker/CUSIP BERY/08579W103 Sector Industrials	930 Multiple	32 9781	30 669 67	48 73 30DEC16	45 318 90	0 00	45 318 90	14 649 23	0 00
CF INDUSTRIES HOLDINGS INC Ticker/CUSIP CF/125269100 Yield 3 81% Sector Materials	1,770 Multiple	27 6885	49 008 64	31 48 30DEC16	55,719 60	0 00	55 719 60	6,710 96	2 124 00
CINEMARK HOLDINGS INC Ticker/CUSIP CNK/17243V102 Yield 2 82% Sector Consumer Discretionary	1 911 Multiple	26 8508	51,311 88	38 36 30DEC16	73,305 96	0 00	73 305 96	21 994 08	2,063 88
CROWN HOLDINGS INC Ticker/CUSIP CCK/228368106 Sector Industrials	1,795 Multiple	28 7463	51 599 58	52 57 30DEC16	94,363 15	0 00	94,363 15	42,763 57	0 00

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INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
US SMID Cap Equities (USD) *CONTINUED*									
GRAPHIC PACKAGING HLDG CO Ticker/CUSIP GPK/388689101 Yield 2.4% Sector Industrials	4 980 Multiple	14 0595	70 016 32	12 48 30DEC16	62 150 40	373 50	62 523 90	(7 865 93)	1 494 00
OWENS ILLINOIS INC NEW Ticker/CUSIP OI 690768403 Sector Industrials	2 000 Multiple	19 1857	38 371 30	17 41 30DEC16	34 820 00	0 00	34 820 00	(3 551 30)	0 00
TELEFLEX INC Ticker/CUSIP TFX/879369106 Yield .84% Sector Health Care	330 Multiple	80 1195	26 439 42	161 15 30DEC16	53 179 50	0 00	53 179 50	26 740 08	448 80
US FOODS HOLDING CORP Ticker/CUSIP USFD/912008109 Sector Consumer Staples	1 235 Multiple	25 0161	30 894 90	27 48 30DEC16	33 937 80	0 00	33 937 80	3 042 90	0 00
Developed Equities (ex-US) (USD)									
BAYER A G SPONSORED ADR Ticker/CUSIP BAYRY/072730302 Yield 2% Sector Health Care Conv Ratio 1 1	665 Multiple	87 2706	58 035 07	104 5576 30DEC16	69 530 80	0 00	69 530 80	11 495 73	1 390 65
DIAGEO PLC SPON ADR NEW Ticker/CUSIP DEO/25243Q205 Yield 3% Sector Consumer Staples Conv Ratio 4 1	435 Multiple	69 3147	30 151 88	103 94 30DEC16	45,213 90	0 00	45,213 90	15 062 02	1 355 58
GLAXOSMITHKLINE PLC SP ADR Ticker/CUSIP GSK/37733W105 Yield 5.37% Sector Health Care Conv Ratio 2 1	1 740 Multiple	42 3241	73 644 01	38 51 30DEC16	67 007 40	0 00	67 007 40	(6 636 61)	3 596 65

INVESTMENT POSITIONS — PRINCIPAL

Reference Currency. USD

EQUITIES CONTINUED

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
Developed Equities (ex-US) (USD) *CONTINUED*									
NOVARTIS AG ADR Ticker/CUSIP NVS/66987V109 Yield 3 16% Sector Health Care Conv Ratio 1 1	670 Multiple	70 2902	47 094 45	72 84 30DEC16	48 802 80	0 00	48,802 80	1,708 35	1,542 85
PENTAIR PLC Ticker/CUSIP PNR/G7S00T104 Yield 2 46% Sector Industrials	760 Multiple	57 9139	44,014 60	56 07 30DEC16	42,613 20	0 00	42,613 20	(1,401 40)	1,048 80
Other Equities (USD)									
FOUR CORNERS PROPERTY TRUST Ticker/CUSIP FCPT/35086T109 Yield 4 73% Sector Financials	2,655 13APR16	17 9428	47,638 13	20 52 30DEC16	54 480 60	643 84	55 124 44	6,842 47	2,575 35
PUBLIC STORAGE (MD) Ticker/CUSIP PSA/74460D109 Yield 3 58% Sector Financials	240 Multiple	215 5003	51,720 06	223 5 30DEC16	53,640 00	0 00	53,640 00	1,919 94	1,920 00
Total Equities			**1,634,468.87**		**2,039,006.99**	**2,928.09**	**2,041,935.08**	**404,538.12**	**38,843.48**

FIXED INCOME 68.56% *SORTED BY CALL DATE/MATURITY DATE*

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost Original Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est Annual Income
Other Fixed Income (USD)									
ALLEGRAN PLC MAT 01MAR18 Rate 55% Pay Frqncy Quarterly CUSIP G0177J116	76 22NOV16	703 6184	53,475.00 —	761 25 30DEC16	57,855 00	0 00	57,855 00	4 380 00	0 00

Preferred Custody Account — 25D055354768
Statement Period 01 Dec 2016 — 31 Dec 2016

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INVESTMENT POSITIONS — PRINCIPAL

Reference Currency USD

FIXED INCOME CONTINUED

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost Original Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
Other Fixed Income (USD) *CONTINUED*									
PROFESSIONALLY MANAGED Rate 586% CUSIP 742935489 Yield 5 23%	391,790 588 Multiple	10 9603	4 301,987 80 —	11 21 30DEC16	4 391 972 49	0 00	4 391,972 49	89,984 69	229 554 02
Total Fixed Income			**4,355,462.80**		**4,449,827.49**	**0.00**	**4,449,827.49**	**94,384.69**	**229,554.02**

	Adjusted Cost	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
TOTAL INVESTMENT POSITIONS — PRINCIPAL	**5,988,880.97**	**6,487,783.78**	**2,928.09**	**6,490,711.87**	**498,902.81**	**268,397.50**