

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE SHAPIRO FOUNDATION		A Employer identification number 04-3541595	
Number and street (or P O box number if mail is not delivered to street address) 275 GROVE STREET 2-400		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEWTON, MA 02466		B Telephone number (see instructions) (818) 610-2900	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 144,805,348		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)	10,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	879,792	879,792		
	4 Dividends and interest from securities	1,556,068	1,340,727		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,672,313			
	b Gross sales price for all assets on line 6a				
		17,680,776			
	7 Capital gain net income (from Part IV, line 2)		11,097,011		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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)	63,383	-155,604		
	12 Total. Add lines 1 through 11	29,171,556	13,161,926		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	86,132	0		0
	15 Pension plans, employee benefits	10,000	0		0
	16a Legal fees (attach schedule)	964	0		0
	b Accounting fees (attach schedule)	4,247	0		0
	c Other professional fees (attach schedule)				
	17 Interest	1,578,382	1,578,382		0
	18 Taxes (attach schedule) (see instructions)	214,769	3,313		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	36,949	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	120,243	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	2,051,686	1,581,695		0
	25 Contributions, gifts, grants paid	6,687,431			6,687,431
	26 Total expenses and disbursements. Add lines 24 and 25	8,739,117	1,581,695		6,687,431
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	20,432,439			
	b Net investment income (if negative, enter -0-)		11,580,231		
	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			
	2	Savings and temporary cash investments	929,964	579,681	579,681
	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)	98,699,793	119,413,032	144,136,142
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	89,525	89,525	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	99,629,757	120,082,238	144,805,348	
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 ▶ _____)	0	20,042	
	23	Total liabilities (add lines 17 through 22)	0	20,042	
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	99,629,757	120,062,196	
	30	Total net assets or fund balances (see instructions)	99,629,757	120,062,196	
31	Total liabilities and net assets/fund balances (see instructions) .	99,629,757	120,082,238		

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	99,629,757
2	Enter amount from Part I, line 27a	2	20,432,439
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	120,062,196
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	120,062,196

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 PASSTHROUGH FROM PAR GROUP, L P	P		
b PASSTHROUGH FROM PAR GROUP, L P	P		
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		671,334	-671,334
b 17,680,776		5,912,431	11,768,345
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			-671,334
b			11,768,345
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 11,097,011
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	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))
2016	5,452,367	109,297,556	0 049886
2015	3,721,908	74,480,553	0 049972
2014	3,101,403	60,658,500	0 051129
2013	2,822,301	53,760,964	0 052497
2012	1,898,917	36,999,395	0 051323

2 Total of line 1, column (d)	2	0 254807
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 050961
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	130,175,119
5 Multiply line 4 by line 3	5	6,633,854
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	115,802
7 Add lines 5 and 6	7	6,749,656
8 Enter qualifying distributions from Part XII, line 4	8	6,776,956

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	115,802
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	115,802
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	115,802
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3,580
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	119,382
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ Refunded ☐	11	

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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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 2017 or the taxable year beginning in 2017 (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	Yes

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 THE ORGANIZATION Telephone no (818) 610-2900			

Located at **275 GROVE STREET 2-400 NEWTON MA** ZIP+4 **02466**

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 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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			
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 2017? ☐ 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐ 3b			No
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 2017?	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	
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? <i>If "Yes" to 6b, file Form 8870</i>		6b	No
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	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
EDWARD L SHAPIRO 275 GROVE STREET 2-400 NEWTON, MA 02466	TRUSTEE 1 00	0	0	0
BARBARA J SHAPIRO 275 GROVE STREET 2-400 NEWTON, MA 02466	TRUSTEE 1 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LAWRENCE L TOBIN 31 GREENDALE AVENUE NEEDHAM, MA 02494	FDTN DIRECTOR 40 00	86,132	20,000	0

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

0

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 INVESTMENT IN MASSACHUSETTS PATHWAYS TO ECONOMIC ADVANCEMENT PROJECT - A PAY FOR SUCCESS INITIATIVE THAT WILL INCREASE EMPLOYMENT OPPORTUNITIES FOR LIMITED ENGLISH SPEAKERS AND HELP THEM PROGRESS UP THE ECONOMIC LADDER BY PROVIDING WORKFORCE DEVELOPMENT SERVICES. PAY FOR SUCCESS PROVIDES A TOOL FOR RESULTS-BASED GOVERNMENT FINANCING, LEVERAGING EVIDENCE-BASED NONPROFITS AND PRIVATE CAPITAL TO ENABLE GOVERNMENT AND SOCIETY TO RESPOND TO CHRONIC SOCIAL ISSUES	38,300
2 LOAN TO SOCIAL FINANCE CT FAMILY OPIOID - THE ORGANIZATION FURTHERS CHARITABLE PUPOSES BY LESSENING THE BURDENS OF THE STATE OF CONNECTICUT BY PROMOTING FAMILY STABILITY AND REDUCING FOSTER CARE UTILIZATION FOR FAMILIES IMPACTED BY PARENTAL SUBSTANCE USE	51,225
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

89,525

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	131,746,185
b	Average of monthly cash balances.	1b	411,296
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	132,157,481
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	132,157,481
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,982,362
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	130,175,119
6	Minimum investment return. Enter 5% of line 5.	6	6,508,756

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	6,508,756
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	115,802
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	595,466
c	Add lines 2a and 2b.	2c	711,268
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,797,488
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,797,488
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	5,797,488

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	6,687,431
b	Program-related investments—total from Part IX-B.	1b	89,525
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	6,776,956
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	115,802
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,661,154

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				5,797,488
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	327,437			
b From 2013.	2,822,301			
c From 2014.	216,891			
d From 2015.	219,549			
e From 2016.	146,814			
f Total of lines 3a through e.	3,732,992			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>6,776,956</u>				
a Applied to 2016, 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 2017 distributable amount.				5,797,488
e Remaining amount distributed out of corpus	979,468			
5 Excess distributions carryover applied to 2017 (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	4,712,460			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions). . . .	327,437			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	4,385,023			
10 Analysis of line 9				
a Excess from 2013.	2,822,301			
b Excess from 2014.	216,891			
c Excess from 2015.	219,549			
d Excess from 2016.	146,814			
e Excess from 2017.	979,468			

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 2017, 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			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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))
See Additional Data Table

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	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> See Additional Data Table				
Total			3a	6,687,431
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(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	2018-12-10 Date	***** 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 LENNY ESMOND CPA	Preparer's Signature	Date 2018-12-10	Check if self-employed ☐	PTIN P00037472
	Firm's name ▶ ESMOND & ASSOCIATES INC				
	Firm's address ▶ 23901 CALABASAS RD 1010 CALABASAS, CA 91302				
					Firm's EIN ▶ 20-3250475
					Phone no (818) 610-2900

Form 990PF Part XV Line 1a - 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).

EDWARD L SHAPIRO
BARBARA J SHAPIRO

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				
A KID'S BRAIN TUMOR CURE 98 RANDOM FARMS DRIVE CHAPPAQUA, NY 10514	NONE	PUBLIC CHARITY	RESEARCH	25,728
ACTION AGAINST HUNGER 247 WEST 37TH STREET 10TH FL NEW YORK, NY 10018	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	10,000
AFRICAN LEADERSHIP FOUNDATION 545 SANSOME ST 7TH FLOOR SAN FRANCISCO, CA 94111	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	10,000
Total ▶ 3a				6,687,431

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>				
AGAHOZO-SHALOM YOUTH VILLAGE INC 498 SEVENTH AVENUE 15TH FL NEW YORK, NY 10018	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	25,000
ALEX'S LEMONADE STAND FOUNDATION 111 PRESIDENTIAL BLVD SUITE 203 BALA CYNWYD, PA 19004	NONE	PUBLIC CHARITY	RESEARCH	250
ALIMA USAONE WHITEHALL ST 2ND FL NEW YORK, NY 10004	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	10,000
Total ▶ 3a				6,687,431

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>				
AMERICAN ALLIANCE OF MUSEUMS 2451 CRYSTAL DR SUITE 1005 ARLINGTON, VA 22202	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	1,800
BEAVER COUNTRY DAY SCHOOL 791 HAMMOND ST CHESTNUT HILL, MA 02467	NONE	PUBLIC CHARITY	EDUCATION	120,000
BEST BUDDIES INTERNATIONAL INC 100 SOUTHEAST 2ND ST SUITE 2200 MIAMI, FL 33131	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	180
Total ▶ 3a				6,687,431

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				
BETH ISRAEL DEACONESS MEDICAL CENTER 148 CHESTNUT STREET NEEDHAM, MA 02492	NONE	PUBLIC CHARITY	RESEARCH	5,000
BIRTHRIGHT79A MAIN STREET FRAMINGHAM, MA 01702	NONE	PUBLIC CHARITY	RELIGIOUS	10,000
BOSTON #STANDSWITHIMMIGRANTS BOSTON BOSTON, MA 02110	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	2,500
Total ▶ 3a				6,687,431

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>				
BOSTON CHILDREN'S HOSPITAL 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	RESEARCH	457,750
BOSTON MEDICAL CENTER CORPORATION 1 BOSTON MEDICAL CENTER PLACE BOSTON, MA 02118	NONE	PUBLIC CHARITY	RESEARCH	260,000
BOYS AND GIRLS CLUBS OF BOSTON INC 200 HIGH ST 3RD FL BOSTON, MA 02110	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
Total ▶ 3a				6,687,431

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				
BRIDGE2RWANDA 1818 N TAYLOR ST SUITE B PMB 322 LITTLE ROCK, AR 72207	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	58,383
BROTHERS FOR LIFE 270 SOUTH HANFORD ST SUITE 207 SEATTLE, WA 98134	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	25,000
BU CTE CENTERONE SILBER WAY BOSTON, MA 02215	NONE	PUBLIC CHARITY	RESEARCH	10,000
Total ▶ 3a				6,687,431

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>				
CHILDREN'S HOSPITAL BOSTON 300 LONGWOOD AVENUE BOSTON, MA 02115	NONE	PUBLIC HOSPITAL	MEDICAL TREATMENT	10,000
CHILDREN'S MIRACLE NETWORK 205 WEST 700 SOUTH SALT LAKE CITY, UT 84101	NONE	PUBLIC CHARITY	RESEARCH	1,104
COLLEGE BOUND DORCHESTER INC 18 SAMOSET ST DORCHESTER, MA 02124	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
Total ▶ 3a				6,687,431

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>				
COMBINED JEWISH PHILANTHROPIES 126 HIGH STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	RELIGIOUS	850,900
COMMUNITY LEGAL SERVICES 405 MAIN STREET WORCESTER, MA 01608	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	100,000
CORPORAL MARK GOYET MEMORIAL FOUNDATION INC 1713 MIDDLETON PL VIRGINIA BEACH, VA 23456	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	260
Total ▶ 3a				6,687,431

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				
DANA FARBERJIMMY FUND 450 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC CHARITY	RESEARCH	23,450
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	EDUCATION	10,000
FOUNDATION FOR METROWEST 3 ELIOT STREET NATICK, MA 01760	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	1,000
Total ▶ 3a				6,687,431

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>				
FRIENDS OF YEMIN ORDE 4340 EAST-WEST HWY SUITE 202 BETHESDA, MD 20814	NONE	PUBLIC CHARITY	RELIGIOUS	50,000
GLOBAL IMPACT 1199 NORTH FAIRFAX ST SUITE 300 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	100,000
GREATER BOSTON FOOD BANK 70 S BAY AVENUE BOSTON, MA 02118	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	1,000
Total ▶ 3a				6,687,431

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HEBREW SENIOR LIFE 1200 CENTRE STREET BOSTON, MA 02131	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	50,000
HIAS1300 SPRING STREET SUITE 500 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	175,000
HONESTREPORTING USA 165 EAST 56TH ST 2ND FL NEW YORK, NY 10022	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	6,000
Total ▶ 3a				6,687,431

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>				
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVENUE ROXBURY, MA 02119	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	403,250
HUMANITY RISES INC 346 CONGRESS ST UNIT 402 BOSTON, MA 02210	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	25,000
IMAGINATION PRODUCTIONS INC 11110 WEST OAKLAND PARK BLVD SUITE 288 SUNRISE, FL 33351	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	4,600
Total 				6,687,431
3a				

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				
IMMIGRANT LEARNING CENTER 442 MAIN ST MALDEN, MA 02148	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	1,000
IN CONTROL CRASH PREVENTION PO BOX 174 LEXINGTON, MA 02420	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	100
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	250,000
Total ▶ 3a				6,687,431

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				
ISRAAID 7700 OLD GEORGETOWN RD SUITE 700 BETHESDA, MD 20814	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	73,000
ISRAEL LACROSSE ASSOCIATION INC 1501 BROADWAY NEW YORK, NY 10036	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	5,000
JEW CER COMMUNITY FUNDING 4647 KINGSWELL AVENUE SUITE 148 LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	18,000
Total ▶ 3a				6,687,431

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>				
JEWISH BIG BROTHERS BIG SISTERS OF GREATER BOSTON 333 NAHANTON STREET NEWTON, MA 02459	NONE	PUBLIC CHARITY	RELIGIOUS	103,786
JEWISH FAMILY AND CHILDREN'S SERVICES 1430 MAIN STREET WALTHAM, MA 02451	NONE	PUBLIC CHARITY	RELIGIOUS	60,000
JFS OF METROWEST 475 FRANKLIN STREET 101 FRAMINGHAM, MA 01702	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	116,203
Total ▶ 3a				6,687,431

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>				
JUSTIN J WATT FOUNDATION PO BOX 530 PEWAUKEE, WI 53072	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
JUVENILE DIABETES60 WALNUT STREET WELLESLEY, MA 02481	NONE	PUBLIC CHARITY	RESEARCH	7,500
MAOZ INCPO BOX 535788 GRAND PRAIRIE, TX 75053	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	200,000
Total ▶ 3a				6,687,431

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				
MASSCHALLENGE 21 DRYDOCK AVENUE FLOOR 6 BOSTON, MA 02210	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
NEEDHAM ATHLETIC BOOSTERS CLUB INC 609 WEBSTER STREET NEEDHAM, MA 02492	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	350
NEW HORIZONS21 WARREN AVENUE WOBURN, MA 01801	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
Total ▶ 3a				6,687,431

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>				
NEWPROFIT 200 CLARENDON STREET 44TH FLOOR BOSTON, MA 02116	NONE	PUBLIC CHARITY	EDUCATION	250,000
PARKINSONS UNITY WALK INC PO BOX 275 KINGSTON, NJ 08528	NONE	PUBLIC CHARITY	DOMWSTIC NEEDS	250
PARTNERS IN HEALTH 888 COMMONWEALTH AVENUE 3RD FLOOR BOSTON, MA 02215	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	400,000
Total ► 3a				6,687,431

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>				
POLITICAL ASYLUM IMMIGRATION REPRESENTATION PROJECT INC 98 NORTH WASHINGTON ST SUITE 106 BOSTON, MA 02114	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	75,000
PROJECT BREAD - THE WALK FOR HUNGER INC 145 BORDER ST EAST BOSTON, MA 02128	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	50
PROJECT CITIZENSHIP INC 4 FANEUIL S MKT BLDG 3RD FL BOSTON, MA 02109	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	5,000
Total ▶ 3a				6,687,431

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>				
REFUGEPOINT 689 MASSACHUSETTS AVE 2ND FL CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	25,000
RELIGIOUS ACTION CENTER OF REFORM JUDAISM 2027 MASSACHUSETTS AVE WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	1,800
ROOT CAPITAL INC 1301 BISHOP ALLEN DR 2ND FL CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	25,000
Total ► 3a				6,687,431

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>				
SECOND STEP INCPO BOX 600213 NEWTONVILLE, MA 02460	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	2,450
SOCIAL FINANCE 10 MILK STREET SUITE 1010 BOSTON, MA 02108	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	150,000
SPARKSHARE50 MILK ST 15TH FL BOSTON, MA 02109	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	12,500
Total ▶ 3a				6,687,431

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>				
SUMMITS EDUCATION51 MELCHER ST BOSTON, MA 02210	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	25,000
TEACH FOR AMERICA 25 BROADWAY 12TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	EDUCATION	25,000
TEAM IMPACT500 VICTORY ROAD QUINCY, MA 02171	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	28,000
Total 				6,687,431
3a				

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>				
TEMPLE BETH ELOHIM 31 MT EBO ROAD NORTH BREWSTER, NY 10509	NONE	PUBLIC CHARITY	RELIGIOUS	35,898
TENACITY38 EVERETT STEEET SUITE 50 BOSTON, MA 02134	NONE	PUBLIC CHARITY	EDUCATION	100,000
THE CHILDREN'S ROOM 1210 MASSACHUSETTS AVENUE ARLINGTON, MA 02476	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	5,000
Total ▶ 3a				6,687,431

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 COURAGEOUS PARENTS NETWORK INC 21 ROCHESTER RD NEWTON, MA 02458	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	10,000
THE LEUKEMIA & LYMPHOMA SOCIETY 3 INTERNATIONAL DR SUITE 200 RYE BROOK, NY 10573	NONE	PUBLIC CHARITY	RESEARCH	1,000
THE LIFE IS GOOD KIDS FOUNDATION INC 51 MELCHER ST 9TH FL BOSTON, MA 02210	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	261
Total ▶ 3a				6,687,431

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 MATCH FOUNDATION INC 215 FOREST HILLS STREET JAMAICA PLAIN, MA 02139	NONE	PUBLIC CHARITY	EDUCATION	250,000
THE MGH INSTITUTE OF HEALTH PROFESSIONS INC CHARLESTOWN NAVY YARD 36 FIRST AVE BOSTON, MA 02129	NONE	PUBLIC CHARITY	RESEARCH	180
THE RASHI SCHOOL 8000 GREAT MEADOW ROAD DEDHAM, MA 02026	NONE	PUBLIC CHARITY	RELIGIOUS	210,510
Total ▶ 3a				6,687,431

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 SAMARATINS OF CAPE COD PO BOX 65 FLAMOUTH, MA 02541	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	500
UCLA ANDERSON 110 WESTWOOD PLAZA LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	EDUCATION	200,000
UNICEF125 MAIDEN LANE NEW YORK, NY 10038	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	560,500
Total ▶ 3a				6,687,431

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>				
UNIVERSITY OF OTTAWA - MULTIFAITH ALLIANCE FOR SYRIAN REFUGEES 1001 S CEDAR ST 16 OTTAWA, KS 66067	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	10,000
UNIVERSITY OF VERMONT UNIVERSITY OF VERMONT BURLINGTON, VT 05405	NONE	PUBLIC UNIVERSITY	EDUCATION	5,000
UPWARDLEY GLOBAL 582 MARKET ST STE 1207 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	INTERNATIONAL RELIEF	10,000
Total 				6,687,431
3a				

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>				
WBUR890 COMMONWEALTH AVE 3RD FL BOSTON, MA 02215	NONE		DOMESTIC NEEDS	84
WHARTON SCHOOL3620 LOCUST WALK PHILADELPHIA, PA 19104	NONE	PUBLIC UNIVERSITY	EDUCATION	325,000
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	EDUCATION	104
Total ▶ 3a				6,687,431

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>				
YACHAD INC 8720 GEORGIA AVENUE SUITE 705 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	250
YEAR UP INC 45 MILK STREET 9TH FLOOR BOSTON, MA 02109	NONE	PUBLIC CHARITY	EDUCATION	205,000
ZIV MEDICAL CENTER 3300 NE 192ND STREET AVENTURA, FL 33180	NONE	PUBLIC CHARITY	DOMESTIC NEEDS	5,000
Total ▶ 3a				6,687,431

TY 2017 Accounting Fees Schedule**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,247	0		0

TY 2017 General Explanation Attachment**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	AMENDED RETURN STATEMENT	FORM 990-PF, PART 1, II, III, IX-B & XII	THE RETURN HAS BEEN AMENDED TO REVISE THE AMOUNT OF THE CONTRIBUTION TO MASSACHUSETTS PATHWAYS TO ECONOMIC ADVANCEMENT 2016, A PROGRAM RELATED INVESTMENT (PRI), FROM \$43,256 TO \$38,300 AND DISCLOSE THE PRI ON PART IX-B AND PART XII QUALIFYING DISTRIBUTIONS THE AMENDED RETURN ALSO ADDS INFORMATION ON PART IX-B AND PART XII FOR A PRI TO SOCIAL FINANCE OF FAMILY OPIOID

TY 2017 Investments Corporate Stock Schedule

Name: THE SHAPIRO FOUNDATION

EIN: 04-3541595

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PAR GROUP, L.P.	118,936,062	143,715,362
W.R. GRACE - 6,000 SHARES	476,970	420,780

TY 2017 Legal Fees Schedule**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	964	0		0

TY 2017 Other Assets Schedule**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT - MASSACHUSETTS PATHWAYS		38,300	38,300
PROGRAM RELATED INVESTMENT - SOCIAL FINANCE CT FAMILY OPIOID		51,225	51,225

TY 2017 Other Expenses Schedule**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEDUCTIONS RELATED TO PORTFOLIO INCOME	115,069	0		0
PENALTIES	4,733	0		0
OFFICE EXPENSE	441	0		0

TY 2017 Other Income Schedule

Name: THE SHAPIRO FOUNDATION

EIN: 04-3541595

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH ORDINARY INCOME	63,383	-155,604	63,383

TY 2017 Other Liabilities Schedule**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	0	42
PENSION PLAN PAYABLE	0	20,000

**TY 2017 Substantial Contributors
Schedule****Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595

Name	Address
EDWARD L SHAPIRO	275 GROVE STREET 2-400 NEWTON, MA 02466
BARBARA J SHAPIRO	275 GROVE STREET 2-400 NEWTON, MA 02466

TY 2017 Taxes Schedule**Name:** THE SHAPIRO FOUNDATION**EIN:** 04-3541595

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	159,325	0		0
FOREIGN TAXES	3,313	3,313		0
MASSACHUSETTS TAXES	45,500	0		0
PAYROLL TAXES	6,631	0		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 2017
	Name of the organization THE SHAPIRO FOUNDATION	Employer identification number 04-3541595

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 33¹/₃% 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SHAPIRO FOUNDATION	Employer identification number 04-3541595
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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	EDWARD L SHAPIRO 275 GROVE STREET 2-400 NEWTON, MA 02466	\$ 10,000,000	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)
-		\$	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)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization THE SHAPIRO FOUNDATION	Employer identification number 04-3541595
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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
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	