

For calendar year 2017, or tax year beginning 10-01-2017, and ending 09-30-2018

Name of foundation AGAPE FOUNDATION		A Employer identification number 22-2690962	
Number and street (or P O box number if mail is not delivered to street address) 14 BATES ROAD 2		Room/suite	B Telephone number (see instructions) (617) 926-8560
City or town, state or province, country, and ZIP or foreign postal code WATERTOWN, MA 024723480		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,929,635		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,904			
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	51,316	51,316		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	121,528			
	b Gross sales price for all assets on line 6a _____ 481,398				
	7 Capital gain net income (from Part IV, line 2) . . .		121,528		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	174,748	172,844		
	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)	2,200	0		2,200
	c Other professional fees (attach schedule)	24,567	24,567		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	1,382	757		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	28,149	25,324		2,200
	25 Contributions, gifts, grants paid	114,471			114,471
	26 Total expenses and disbursements. Add lines 24 and 25	142,620	25,324		116,671
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	32,128			
	b Net investment income (if negative, enter -0-)		147,520		
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	146,252	86,705	86,705
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	150,004	250,024	246,724
	b	Investments—corporate stock (attach schedule)	1,457,987	1,425,237	1,989,468
	c	Investments—corporate bonds (attach schedule)	606,731	631,136	606,738
	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 ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,360,974	2,393,102	2,929,635	
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 ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> 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	2,360,974	2,393,102	
	30	Total net assets or fund balances (see instructions)	2,360,974	2,393,102	
31	Total liabilities and net assets/fund balances (see instructions) .	2,360,974	2,393,102		

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	2,360,974
2	Enter amount from Part I, line 27a	2	32,128
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,393,102
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	2,393,102

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 PUBLICLY TRADED SECURITIES			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 481,398		359,870	121,528
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			121,528
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <div style="float: right; font-size: small;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	121,528
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))
2016	136,901	2,684,310	0 051000
2015	116,162	2,569,630	0 045206
2014	92,576	2,698,478	0 034307
2013	99,905	2,648,178	0 037726
2012	99,990	1,919,714	0 052086
2 Total of line 1, column (d)			2 0 220325
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 044065
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 2,791,823
5 Multiply line 4 by line 3			5 123,022
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,475
7 Add lines 5 and 6			7 124,497
8 Enter qualifying distributions from Part XII, line 4			8 116,671

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,950
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	2,950
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	2,950
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	430
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	430
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	45
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,565
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ANTHONY PALOMBA TRUSTEE Telephone no (617) 926-8560			

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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> 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? <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 2017? 4b			No

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

5a	<p>During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
b	<p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> </p>	5b		
c	<p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p>			
6a	<p>Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
b	<p>Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870</i></p>	6b		No
7a	<p>At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
b	<p>If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	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
See Additional Data Table				

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

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

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	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	2,714,072
b	Average of monthly cash balances.	1b	120,266
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,834,338
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,834,338
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	42,515
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,791,823
6	Minimum investment return. Enter 5% of line 5.	6	139,591

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	139,591
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	2,950
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,950
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	136,641
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	136,641
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	136,641

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	116,671
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	116,671
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	116,671

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				136,641
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			114,471	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>116,671</u>				
a Applied to 2016, but not more than line 2a			114,471	
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.				2,200
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 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				134,441
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).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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))	
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 <input type="checkbox"/> 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 e-mail address of the person to whom applications should be addressed ANTHONY PALOMBA TRUSTEE 14 BATES ROAD 2 WATERTOWN, MA 024723480 (617) 926-8560	
b The form in which applications should be submitted and information and materials they should include BY LETTER, EXPLAINING NEEDS	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors BASED ON AVAILABLE FUNDS	

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	114,471
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.	***** 2019-02-04 *****	May the IRS discuss this return with the preparer shown below? (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	SANDRA M BROWN CPA		2019-02-04		P01614103
	Firm's name ▶ SMITH SULLIVAN & BROWN PC				Firm's EIN ▶ 43-1985162
	Firm's address ▶ 80 FLANDERS ROAD - SUITE 200 WESTBOROUGH, MA 01581				Phone no (508) 871-7178

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ANTHONY PALOMBA	TRUSTEE 0 00	0	0	0
14 BATES ROAD 2 WATERTOWN, MA 024723480				
LAUREN SHUMWAY	TRUSTEE 0 00	0	0	0
15726 FERN RIDGE DRIVE HOUSTON, TX 77084				
HOLLY MONTUFAR	TRUSTEE 0 00	0	0	0
3458 NW WESTSIDE ROAD MCMINNVILLE, OR 97128				
CAROLY SHUMWAY	TRUSTEE 0 00	0	0	0
14 EAST MAPLE STREET ALEXANDRIA, VA 22301				
ERIC SHUMWAY	TRUSTEE 0 00	0	0	0
57 BEECH GLEN STREET ROXBURY, MA 02119				

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 MOBILIZATION30 BOW STREET CAMBRIDGE, MA 02138	NONE		TO SUPPORT EDUCATION ACTIVITIES AND GRASSROOTS COMMUNITY ORGANIZING FOR PEACE AND JUSTICE	12,000
CREATION CARE INC 132 EAST HILL STREET DECATUR, GA 30030	NONE		TO SUPPORT THE WORK OF RESTORING EDEN AND ITS BIRMINGHAM HEALTH CENSUS PROJECT	14,441
INTERNATIONAL FOUNDATION PO BOX 23813 WASHINGTON, DC 20026	NONE		TO SUPPORT THE WORK OF CAUSEGUATEMALA TO BUILD WATER INFRASTRUCTURE PROJECTS IN TODOS SANTOS	12,358
Total ► 3a				114,471

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>				
MASS PEACE ACTION FUND 11 GARDENT STREET CAMBRIDGE, MA 02138	NONE		TO SUPPORT THE CAMPAIGN FOR PEACE, DISARMAMENT AND COMMON SECURITY & ITS WORK ON NUCLEAR DISARMAMENT & CAMPAIGNS TO WITHDRAW US FOREIGN MILITARY BASES	12,000
OUR CHILDREN'S TRUSTPO BOX 5181 EUGENE, OR 97405	NONE		TO SUPPORT LEGAL INITIATIVES AT THE STATE LEVEL TO ADVANCE CLIMATE ACTION CHANGE	28,618
RIGHTS ACTIONPO BOX 50887 WASHINGTON, DC 20091	NONE		TO SUPPORT THE WORK OF THE FOUNDATION OF FORENSIC ANTHROPOLOGY OF GUATEMALA	14,348
Total 				114,471
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>				
SURVIVAL EDUCATION FUND INC 14 BATES ROAD 2 WATERTOWN, MA 02472	NONE		TO DEVELOP COMMUNITY SUPPORT FOR US GOVERNMENT POLICIES THAT FOSTER NATIONAL SECURITY AND INTERNATIONAL COOPERATION TO REDUCE THE THREAT OF TERRORISM AND WAR AND THAT ADDRESS ENVIRONMENTAL ISSUES, INCLUDING CLIMATE CHANGE, WEALTH DISPARITIES AND SOCIAL JUSTTICE	4,353
TEXAS NATIONAL ORGANIZATION FOR WOMEN EDUCATION FUND PO BOX 271423 HOUSTON, TX 77277	NONE		TO SUPPORT EDUCATIONAL PROGRAMS THAT FOSTER GENDER EQUITY IN ALL ASPECTS OF SOCIETY	11,353
WE ARE WRITER'S BLOCK 22022 CIMARRON PARKWAY 1105 KATY, TX 77450	NONE		TO SUPPORT THE ORGANIZATION'S ONGOING WORK WITH HOUSTON'S YOUNG WRITERS	5,000
Total ▶ 3a				114,471

TY 2017 Accounting Fees Schedule**Name:** AGAPE FOUNDATION**EIN:** 22-2690962**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,200	0		2,200

TY 2017 Investments Corporate Bonds Schedule**Name:** AGAPE FOUNDATION**EIN:** 22-2690962**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
35,000 SHS AMERICA MOVIL SAB DE CV	39,460	35,529
50,000 SHS ADOBE SYS INC	55,900	51,057
25,000 SHS HSBC HLDGS PLC	28,216	25,963
15,000 SHS ORACLE CORP	14,732	14,590
25,000 SHS REGENCY CTRS LP GREEN BOND	25,885	24,057
50,000 SHS ASIAN DEVELOPMENT BANK GREEN BON	49,657	46,954
15,000 SHS OVERSEAS PRIVATE INV GREEN BOND	14,938	14,369
75,000 SHS BANCORP MTNS BK ENT	75,564	74,954
75,000 SHS MICROSOFT CORP	74,245	73,978
25,000 SHS KREDITANSTALT FUR WIEDERAUFBAU GREEN BOND	24,947	24,210
60,000 SHS DIGITAL RLTY TR LP GREEN BOND	61,064	60,359
35,000 HCP, INC.	34,809	34,206
35,000 SHS CELGENE CORP	35,513	34,421
50,000 SHS STARBUCKS CORP	46,571	45,017
50,000 SHS CAPITAL IMPACT PRTNR INVT GREEN BOND	49,635	47,074

TY 2017 Investments Corporate Stock Schedule

Name: AGAPE FOUNDATION
EIN: 22-2690962

Name of Stock	End of Year Book Value	End of Year Fair Market Value
305 SHS EOG RESOURCES INC	17,995	38,909
381 SHS ONEOK INC	20,483	25,828
37 SHS 3M COMPANY	1,904	7,796
95 SHS ACUITY BRANDS INC	18,846	14,934
310 EATON CORPORATION PLC	20,742	26,886
220 SHS JB HUNT TRANSPORT SERVICES INC	18,345	26,167
491 SHS JOHNSON CONTROLS INTERNATIONAL	23,622	17,185
485 SHS QUANTA SERVICES INC	13,120	16,189
381 SHS NIKE INC CL B	19,956	32,278
275 SHS OMNICOM GROUP INC.	24,228	18,706
494 SHS STARBUCKS CORPORATION	28,781	28,079
403 SHS TARGET CORPORATION	21,160	35,549
142 SHS COSTCO WHOLESALE CORP	14,389	33,353
231 SHS CVS HEALTH CORPORATION	21,377	18,184
220 SHS MCCORMICK & CO INC	22,083	28,985
210 SHS PROCTER & GAMBLE CO	11,016	17,478
426 SHS UNITED NATURAL FOODS INC	20,990	12,759
230 SHS CELGENE CORP	26,551	20,583
525 SHS HOLOGIC INC	20,879	21,515
66 SHS ILLUMINA INC	12,778	24,226
118 SHS JOHNSON & JOHNSON	8,612	16,304
491 SHS MERCK & CO INC	26,875	34,832
191 IQVIA HOLDINGS INC	17,697	24,780
1628 SHS BANK OF AMERICA CORP	28,061	47,961
387 SHS BANK OF NEW YORK MELLON CORP	20,306	19,733
212 SHS CHUBB CORP	27,395	28,332
532 SHS EAST WEST BANCORP INC	18,662	32,117
1602 SHS KEYCORP	20,133	31,864
340 SHS ANALOG DEVICES INC	28,129	31,436
160 SHS BLACKBAUD INC	13,352	16,237

Name of Stock	End of Year Book Value	End of Year Fair Market Value
385 SHS MAXIM INTEGRATED PRODUCTS	14,084	21,710
220 SHS XILINC INC.	9,415	17,637
511 SHS VERIZON COMMUNICATIONS, INC.	26,874	27,282
405 SHS AVANGRID INC	18,570	19,412
107 SHS AVALON BAY COMMUNITIES	18,281	19,383
104 SHS FEDERAL REALTY INVESTMENT	16,597	13,153
431 SHS HCP, INC.	17,031	11,344
183 SHS SBA COMMUNICATIONS CORP	13,202	29,395
133 SHS CORE LABORATORIES N.V.	14,228	15,405
323 SHS MARATHON PETROLEUM CORP	19,252	25,830
218 SHS ECOLAB INC	25,949	34,178
203 SHS INTERNATIONAL FLAVORS & FRAG	24,993	28,241
443 SHS SEALED AIR CORPORATION	13,727	17,786
921 SHS ABB LTD	23,056	21,763
303 SHS HEXCEL CORPORATION	13,495	20,316
183 SHS MIDDLEBY CORPORATION	22,567	23,671
240 SHS WABTEC CORPORATION	10,362	25,171
413 SHS XYLEM INC.	13,638	32,986
12 SHS BOOKING HOLDINGS, INC.	13,963	23,808
349 SHS BORGWARBER INC	19,850	14,930
141 SHS HOME DEPOT INC.	5,463	29,208
111 SHS LULULEMON ATHLETICA INC.	7,436	18,036
701 SHS NEWELL BRANDS INC	28,273	14,230
364 SHS TJX COMPANIES, INC.	26,588	40,775
460 SHS UNILEVER N.V.	19,263	25,553
184 SHS CIGNA CORPORATION	22,285	38,318
287 SHS MEDTRONIC PLC	23,736	28,232
261 SHS QUEST DIAGNOSTICS	23,852	28,165
110 SHS WATERS CORPORATION	21,658	21,415
582 SHS AFLAC INC.	18,166	27,395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
305 SHS FIRST REPUBLIC BANK	16,034	29,280
198 SHS PNC FINANCIAL SERVICES	17,512	26,966
133 SHS REINSURANCE GROUP OF AMERICA	7,655	19,226
109 SHS ADOBE SYSTEMS, INC.	7,234	29,425
68 SHS ALPHABET INC CLASS A	34,019	82,081
111 SHS ANSYS INCORPORATED	9,625	20,721
142 SHS APPLE INC.	30,687	32,055
282 SHS FIRST SOLAR, INC.	13,988	13,564
75 SHS IPG PHOTONICS CORPORATION	12,371	11,705
196 SHS LOGMEIN, INC.	19,683	17,464
209 SHS MASTERCARD, INC.	29,700	46,525
500 SHS MICROSOFT, INC.	13,587	57,185
106 SHS PALO ALTO NETWORK, INC.	8,428	23,878
389 SHS PAYPAL HOLDINGS, INC.	14,248	34,170
124 SHS SALESFORCE.COM INC	5,365	19,720
650 SHS TRIMBLE NAVIGATION LTD.	22,594	28,249
379 SHS AMERICAN WATER WORKS	28,186	33,341

TY 2017 Investments Government Obligations Schedule**Name:** AGAPE FOUNDATION**EIN:** 22-2690962**US Government Securities - End
of Year Book Value:**

200,014

**US Government Securities - End
of Year Fair Market Value:**

198,229

**State & Local Government
Securities - End of Year Book
Value:**

50,010

**State & Local Government
Securities - End of Year Fair
Market Value:**

48,495

TY 2017 Other Professional Fees Schedule**Name:** AGAPE FOUNDATION**EIN:** 22-2690962

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	24,567	24,567		0

TY 2017 Taxes Schedule**Name:** AGAPE FOUNDATION**EIN:** 22-2690962

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON DIVIDENDS	757	757		0
FORM PC FEE	35	0		0
FORM 990-PF	590	0		0