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EXTENDED TO NOVEMBER 15, 2019

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation: SWARTZ FOUNDATION

A Employer identification number: 04-3255974

Number and street (or P O box number if mail is not delivered to street address): C/O ROPES & GRAY LLP, 800 BOYLSTON ST | Room/suite

B Telephone number: (617) 951-7000

City or town, state or province, country, and ZIP or foreign postal code: BOSTON, MA 02199-3600

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶$ 191,163,304.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	202,628.	202,628.		STATEMENT 1
	4 Dividends and interest from securities	3,510,459.	3,481,512.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,967,842.			
	b Gross sales price for all assets on line 6a 38,913,090.				
	7 Capital gain net income (from Part IV, line 2)		5,967,842.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	176,288.	808,421.		STATEMENT 3
	12 Total Add lines 1 through 11	9,857,217.	10,460,403.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	277,842.	185,237.		92,605.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	12,448.	8,299.		4,149.
	b Accounting fees STMT 5	34,980.	23,320.		11,660.
	c Other professional fees STMT 6	190,198.	190,198.		0.
	17 Interest				
	18 Taxes STMT 7	220,813.	51,625.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	644.	1,598,053.		500.
	24 Total operating and administrative expenses. Add lines 13 through 23	736,925.	2,056,732.		108,914.
	25 Contributions, gifts, grants paid	8,575,745.			8,575,745.
	26 Total expenses and disbursements. Add lines 24 and 25	9,312,670.	2,056,732.		8,684,659.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	544,547.			
	b Net investment income (if negative, enter -0-)		8,403,671.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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823501 12-11-18 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2018)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	15,463,820.	10,136,509.	10,136,509.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 11	60,364,417.	60,139,313.	67,066,135.
	c Investments - corporate bonds STMT 12	30,467,705.	30,584,238.	30,088,783.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	73,682,018.	72,839,940.	83,871,877.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	179,977,960.	173,700,000.	191,163,304.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	143,580,540.	143,580,540.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	36,397,420.	30,119,460.	
	30 **Total net assets or fund balances**	179,977,960.	173,700,000.	
	31 **Total liabilities and net assets/fund balances**	179,977,960.	173,700,000.	

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	179,977,960.
2	Enter amount from Part I, line 27a	2	544,547.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	2,162,173.
4	Add lines 1, 2, and 3	4	182,684,680.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	8,984,680.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	173,700,000.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	38,913,090.		32,945,248.	5,967,842.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				5,967,842.

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 — 5,967,842.

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). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the 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))
2017	7,660,681.	192,612,427.	.039773
2016	39,064,018.	205,983,114.	.189647
2015	5,728,950.	191,578,525.	.029904
2014	30,687,267.	208,584,910.	.147121
2013	12,495,867.	207,381,997.	.060255

2	**Total** of line 1, column (d)	2	.466700
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.093340
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	195,490,717.
5	Multiply line 4 by line 3	5	18,247,104.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	84,037.
7	Add lines 5 and 6	7	18,331,141.
8	Enter qualifying distributions from Part XII, line 4	8	8,684,659.

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 IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr.)
1a	LEHMAN BROS CLASS ACTION SETTLEMENT	P		
b	AIG SECURITIES LITIGATION CLASS ACTION SETTLEMENT	P		
c	LEHMAN BROS VIA EPIQ BANKRUPTCY CLASS ACTION SETT	P		
d	ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088503 PUBLI	P		
e	ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088503 PUBLI	P		
f	ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488 PUBLI	P		
g	ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488 PUBLI	P		
h	ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488 PUBLI	P		
i	ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488 PUBLI	P		
j	ADAMAS OPPORTUNITIES, L.P. (1YR)	P		
k	ADAMAS OPPORTUNITIES, L.P. (1YR)	P		
l	ADAMAS OPPORTUNITIES, L.P. (3YR)	P		
m	ADAMAS OPPORTUNITIES, L.P. (3YR)	P		
n	ADAMAS PARTNERS, L.P.	P		
o	ADAMAS PARTNERS, L.P.	P		

	(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	11,660.			11,660.
b	108.			108.
c	12,336.			12,336.
d	4,331,748.		3,902,292.	429,456.
e	2,928,252.		2,677,437.	250,815.
f	9,791,972.		9,874,195.	<82,223.>
g	9,519,931.		9,570,428.	<50,497.>
h	4,713,729.		4,717,288.	<3,559.>
i	1,679,475.		1,714,298.	<34,823.>
j			9,828.	<9,828.>
k	15,557.			15,557.
l			125,475.	<125,475.>
m	197,782.			197,782.
n			18,948.	<18,948.>
o	280,825.			280,825.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				11,660.
b				108.
c				12,336.
d				429,456.
e				250,815.
f				<82,223.>
g				<50,497.>
h				<3,559.>
i				<34,823.>
j				<9,828.>
k				15,557.
l				<125,475.>
m				197,782.
n				<18,948.>
o				280,825.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

823591
04-01-18

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	376,452.			376,452.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				376,452.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	5,967,842.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-01-18

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr)
1a	BAUPOST VALUE PARTNERS, LP - IV	P		
b	BAUPOST VALUE PARTNERS, LP - IV	P		
c	HIGHVISTA II LIMITED PARTNERSHIP	P		
d	HIGHVISTA II LIMITED PARTNERSHIP	P		
e	GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.	P		
f	METRO REAL ESTATE PARTNER II, L.P.	P		
g	METRO REAL ESTATE PARTNER II, L.P.	P		
h	NB CROSSROADS FUND XVIII - ASSET ALLOC LP	P		
i	NB CROSSROADS FUND XVIII - ASSET ALLOC LP	P		
j	FIMI OPPORTUNITY V, LP	P		
k	FINEPOINT CAPITAL PARTNERS II, LP	P		
l	FINEPOINT CAPITAL PARTNERS II, LP	P		
m	GUARDIAN POINT LP	P		
n	GUARDIAN POINT LP	P		
o	FIMI OPPORTUNITY 6, LP	P		

	(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	578,278.			578,278.
b	1,613,932.			1,613,932.
c	1,802,233.			1,802,233.
d	401,726.			401,726.
e	1,107.		-	1,107.
f			211.	<211.>
g			218,983.	<218,983.>
h			715.	<715.>
i	50,936.			50,936.
j	23,086.			23,086.
k			76,974.	<76,974.>
l	426,967.			426,967.
m			38,092.	<38,092.>
n	154,998.			154,998.
o			84.	<84.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				578,278.
b				1,613,932.
c				1,802,233.
d				401,726.
e				1,107.
f				<211.>
g				<218,983.>
h				<715.>
i				50,936.
j				23,086.
k				<76,974.>
l				426,967.
m				<38,092.>
n				154,998.
o				<84.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

823591
04-01-18

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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)			1	168,073.
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	168,073.
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	168,073.
6 Credits/Payments.				
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	152,600.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	160,000.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	312,600.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	2,399.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	142,128.
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ 142,128. Refunded ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
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	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
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*? If "No," attach explanation	8b	X	
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 2018 or the tax year beginning in 2018? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			

14 The books are in care of ▶ ROPES & GRAY LLP Telephone no. ▶ 617-951-7000
Located at ▶ 800 BOYLSTON STREET, BOSTON, MA ZIP+4 ▶ 02199-3600

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 N/A

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		1c		X
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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.)	N/A	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. ▶ ____, ____, ____, ____				
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 2018 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 2018.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2018?		4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b		X
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT N SHAPIRO - COMPENSATION IS PAID DIRECTLY TO ROPES & GRAY, LLP BOSTON, MA 02199-3600	TRUSTEE 1.00	277,842.	0.	0.
SYDNEY W. SWARTZ ROPES & GRAY LLP 800 BOYLSTON STREET BOSTON, MA 02199-3600	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FIDUCIARY WEALTH ADVISORS - 225 FRANKLIN STREET, 26TH FLOOR, BOSTON, MA 02110	INVESTMENT	190,198.
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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	0.
b	Average of monthly cash balances		1b	12,541,565.
c	Fair market value of all other assets		1c	185,926,168.
d	**Total** (add lines 1a, b, and c)		1d	198,467,733.
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	198,467,733.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,977,016.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	195,490,717.
6	**Minimum investment return** Enter 5% of line 5		6	9,774,536.

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	9,774,536.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 168,073.		
b	Income tax for 2018. (This does not include the tax from Part VI)	2b 2,969.		
c	Add lines 2a and 2b		2c	171,042.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	9,603,494.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	9,603,494.
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	9,603,494.

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	8,684,659.
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	8,684,659.
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	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	8,684,659.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					9,603,494.
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2018.					
a From 2013	2,532,951.				
b From 2014	20,541,274.				
c From 2015					
d From 2016	28,909,021.				
e From 2017					
f Total of lines 3a through e		51,983,246.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 8,684,659.					
a Applied to 2017, 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 2018 distributable amount					8,684,659.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)		918,835.			918,835.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		51,064,411.			
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 2017 Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019					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 2013 not applied on line 5 or line 7		1,614,116.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		49,450,295.			
10 Analysis of line 9:					
a Excess from 2014	20,541,274.				
b Excess from 2015					
c Excess from 2016	28,909,021.				
d Excess from 2017					
e Excess from 2018					

Part XIV Private Operating Foundations (see instructions and Part VII A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a 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 foundation 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))

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACTION FOR POST-SOVIET JEWRY 24 CRESCENT ST, SUITE 306 WALTHAM, MA 02453	N/A	PC	ADOPT A BUBBE PROGRAM	500.
AMERICAN FRIENDS OF LEKET ISRAEL INC P. O. BOX 2090 TEANECK, NJ 07666-1490	N/A	PC	HOTEL FOOD RESCUE PROGRAM IN ISRAEL	500,000.
AMERICAN FRIENDS OF MEIR PANIM 5316 NEW UTRECHT AVENUE BROOKLYN, NY 11219	N/A	PC	GENERAL SUPPORT	1,000.
AMERICAN FRIENDS OF THE ISREAL PHILHARMONIC ORCHESTRA, INC 122 EAST 42ND STREET, SUITE 4507 NEW YORK, NY 10168	N/A	PC	GENERAL SUPPORT	500.
AMERICAN HEART ASSOCIATION 1101 NORTHCHASE PARKWAY, SUITE 1 MARIETTA, GA 30067	N/A	PC	MARIETTA-COBB HEART WALK	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	8,575,745.
b Approved for future payment NONE				
Total			▶ 3b	0.

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823611 12-11-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET, NW WASHINGTON, DC 20001	N/A	PC	GENERAL SUPPORT	1,450,000.
ANTI-DEFAMATION LEAGUE OF B'NAI B'RITH 823 UNITED NATIONS PLAZA NEW YORK, NY 10017-3518	N/A	PC	ANNUAL SUPPORT	2,000.
BELMONT GOLF SCHOLARSHIP FUND, INC P. O. BOX 550068 NORTH WALTHAM, MA 02455	N/A	PC	SCHOLARSHIPS	200.
BETH ISRAEL DEACONESS MEDICAL CENTER INC 330 BROOKLINE AVENUE BOSTON, MA 02215	N/A	PC	DR. HARRIS YETT RESIDENT ACHIEVEMENT AWARD	50,000.
BIRTHRIGHT ISRAEL FOUNDATION P. O. BOX 21615 NEW YORK, NY 10087	N/A	PC	GENERAL SUPPORT	100,000.
BOCA RATON REGIONAL HOSPITAL FOUNDATION 745 MEADOWS ROAD BOCA RATON, FL 33486	N/A	PC	GENERAL SUPPORT	2,500.
CHABAD LUBAVITCH OF THE NORTH SHORE 44 BURRILL STREET SWAMPSCOTT, MA 01907	N/A	PC	JEWISH LEARNING INSTITUTE OF THE NORTH SHORE	5,000.
COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON, INC. 126 HIGH STREET BOSTON, MA 02110-2700	N/A	PC	PEERLESS EXCELLENCE PROJECT	5,000,000.
COMMITTEE FOR ACCURACY IN MIDDLE EAST REPORTING IN AMERICA P. O. BOX 35040 BOSTON, MA 02135-0001	N/A	PC	GENERAL SUPPORT	5,000.
DANA FARBER CANCER INSTITUTE INC 44 BINNEY STREET BOSTON, MA 02115	N/A	PC	PMC - JIMMY FUND	2,000.
Total from continuation sheets				8,073,245.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	N/A	PC	GENERAL PURPOSES	37,500.
FRIENDS OF ISRAEL DAVID INC P O BOX 908 BELLMAWR, NJ 08099	N/A	PC	GENERAL SUPPORT	500,000.
FRIENDS OF YEMIN ORDE 4340 EAST-WEST HIGHWAY, SUITE 202 BETHESDA, MD 20814	N/A	PC	GENERAL SUPPORT	1,000.
HADASSAH MEDICAL ORGANIZATION KIRYAT HADASSAH, POB 12000 JERUSALEM, ISRAEL 91120	N/A	NC	GENERAL PURPOSES	760,645.
HEBREW SENIORLIFE, INC 1200 CENTRE STREET BOSTON, MA 02131	N/A	PC	ANNUAL SUPPORT	1,000.
HILLEL: THE FOUNDATION FOR JEWISH CAMPUS LIFE 800 EIGHTH STREET, NW WASHINGTON, DC 20001-3724	N/A	PC	GENERAL SUPPORT	2,500.
INVESTIGATIVE PROJECT ON TERRORISM 5614 CONNECTICUT AVE NW, NO 341 WASHINGTON, DC 20015	N/A	PC	GENERAL SUPPORT	10,000.
JCAM CHARITABLE FOUNDATION INC 189 WELLS AVENUE NEWTON CENTRE, MA 02459	N/A	PC	ANNUAL SUPPORT	1,000.
JEWISH FAMILY AND CHILDRENS FOUNDATION INC 31 NEW CHARDON STREET BOSTON, MA 02114	N/A	PC	FAMILY TABLE	5,000.
JEWISH FEDERATION OF SOUTH PALM BEACH COUNTY INC 9901 DONNA KLEIN BLVD BOCA RATON, FL 33428	N/A	PC	MARCH OF THE LIVING	103,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MIDDLE EAST MEDIA AND RESEARCH INSTITUTE, INC P. O. BOX 27837 WASHINGTON, DC 20038	N/A	PC	GENERAL SUPPORT	2,500.
RUTH RALES JEWISH FAMILY SERVICE OF SOUTH PALM BEACH COUNTY INC 21300 RUTH & BARON COLEMAN BLVD BOCA RATON, FL 33428	N/A	PC	ANNUAL SUPPORT	5,400.
SIMON WIESENTHAL CENTER 1399 S ROXBURY DRIVE LOS ANGELES, CA 90035-4709	N/A	PC	ANNUAL SUPPORT	2,000.
TEMPLE EMANUEL 385 WARD STREET NEWTON CENTRE, MA 02459	N/A	PC	ANNUAL SUPPORT FUND	5,000.
UNITED STATES HOLOCAUST MEMORIAL COUNCIL 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024-2126	N/A	PC	ANNUAL SUPPORT	5,000.
URBAN RESOURCE INSTITUTE 75 BROAD STREET NEW YORK, NY 10004	N/A	PC	GENERAL PURPOSES	5,000.
UNION OF ORTHODOX JEWISH CONGREGATIONS OF AMERICA 11 BROADWAY NEW YORK, NY 10004	N/A	PC	GENERAL PURPOSES	3,000.
HERZL CAMP 4330 CEDAR LAKE ROAD SOUTH ST LOUIS PARK, MN 55416	N/A	PC	GENERAL PURPOSES	1,000.
HUMANE EDUCATION ADVOCATES REACHING TEACHERS P. O. BOX 738 MAMARONECK, NY 10543	N/A	PC	GENERAL PURPOSES	5,000.
LIMMUD MIAMI INC 5463 GRAND PARK PLACE BOCA RATON, FL 33486	N/A	PC	GENERAL PURPOSES	1,000.
Total from continuation sheets				

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	202,628.	
4 Dividends and interest from securities			14	3,510,459.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	176,288.	
8 Gain or (loss) from sales of assets other than inventory			18	5,967,842.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		9,857,217.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 9,857,217.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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

▶ by Geoffrey Moran, as attorney-in-fact for Robert N. Shapiro | 11/13/19 | ▶ TRUSTEE

Signature of officer or trustee | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOE A. WATERS	Joseph A. Waters	11/13/19		P00576174
Firm's name ▶ ROPES & GRAY LLP			Firm's EIN ▶ 04-2233412	
Firm's address ▶ 800 BOYLSTON ST, 26TH FL BOSTON, MA 02199-3600			Phone no. (617)951-7000	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
	426.	426.	
GOLDMAN SACHS ACCT# 680-36409-8	43.	43.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0087133	19,853.	19,853.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488	10,037.	10,037.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088503	170,644.	170,644.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088969	1,625.	1,625.	
TOTAL TO PART I, LINE 3	202,628.	202,628.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADAMAS OPPORTUNITIES, L.P. (1YR)	2,025.	0.	2,025.	2,025.	
ADAMAS OPPORTUNITIES, L.P. (3YR)	25,831.	0.	25,831.	25,831.	
ADAMAS PARTNERS, L.P.	9,880.	0.	9,880.	9,880.	
AMOON 2 FUND, L P	509.	0.	509.	509.	
BAUPOST VALUE PARTNERS, LP - IV	430,112.	0.	430,112.	430,112.	
FIMI OPPORTUNITY 6, LP	8,814.	0.	8,814.	8,814.	
FIMI OPPORTUNITY V, LP	87,244.	0.	87,244.	87,244.	
FINEPOINT CAPITAL PARTNERS II, LP	163,496.	0.	163,496.	163,496.	
GS CAPITAL PARTNERS V INSTITUTIONAL,	21.	0.	21.	21.	
GSCP V INSTITUTIONAL AIV, LP	43.	0.	43.	43.	

GUARDIAN POINT LP	26,064.	0.	26,064.	26,064.	
HIGHVISTA II LIMITED PARTNERSHIP	272,196.	0.	272,196.	272,196.	
METRO REAL ESTATE PARTNER II, L.P - FINAL 2018	71.	0.	71.	71.	
NB CROSSROADS FUND XVIII - ASSET ALLOC LP	12,764.	0.	12,764.	12,764.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488	699,287.	0.	699,287.	699,287.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088503	1,734,631.	0.	1,734,631.	1,734,631.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088503	376,452.	376,452.	0.	0.	
ROPES & GRAY LLP FIDUCIARY ACCOUNT (NET TAX EXEMPT	28,947.	0.	28,947.	0.	
STATE OF ISRAEL 3.04% 7/1/20	184.	0.	184.	184.	
STATE OF ISRAEL 4% 7/1/18	8,340.	0.	8,340.	8,340.	
TO PART I, LINE 4	3,886,911.	376,452.	3,510,459.	3,481,512.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ADAMAS OPPORTUNITIES, L.P. (1YR)	0.	1,056.	
ADAMAS OPPORTUNITIES, L.P. (3YR)	0.	13,461.	
ADAMAS PARTNERS, L.P.	0.	490.	
HIGHVISTA II LIMITED PARTNERSHIP	0.	51,403.	
NB CROSSROADS FUND XVIII - ASSET ALLOC LP	0.	2,220.	
METRO REAL ESTATE PARTNER II, L.P - FINAL 2018	0.	<532.>	
ADAMAS OPPORTUNITIES, L.P. (1YR)	0.	3,341.	
ADAMAS OPPORTUNITIES, L.P. (3YR)	0.	42,585.	
ADAMAS PARTNERS, L.P.	0.	69,537.	
METRO REAL ESTATE PARTNER II, L.P - FINAL 2018	0.	235.	
HIGHVISTA II LIMITED PARTNERSHIP	0.	39,233.	
BAUPOST VALUE PARTNERS, LP - IV	0.	7,743.	
SHELBY OAKS MACOMB APARTMENTS LIMITED	0.	341,397.	

FINEPOINT CAPITAL PARTNERS II, LP	0.	87,322.	
GUARDIAN POINT LP	0.	3,658.	
2017 FEDERAL EXCISE TAX OVERPAYMENT APPLIED TO 2018	18,751.	0.	
BAUPOST VALUE PARTNERS, LP - IV	0.	145,272.	
2017 FEDERAL UBTI OVERPAYMENT APPLIED TO 2018	157,537.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	176,288.	808,421.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROPES & GRAY - LEGAL FEES	12,448.	8,299.		4,149.
TO FM 990-PF, PG 1, LN 16A	12,448.	8,299.		4,149.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROPES & GRAY - TAX PREP	34,980.	23,320.		11,660.
TO FORM 990-PF, PG 1, LN 16B	34,980.	23,320.		11,660.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	190,198.	190,198.		0.
TO FORM 990-PF, PG 1, LN 16C	190,198.	190,198.		0.

FORM 990-PF — TAXES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2017 FEDERAL EXCISE TAX OVERPAYMENT APPLIED TO 2018	18,751.	0.		0.
FOREIGN TAX WITHHELD	44,525.	0.		0.
FOREIGN TAX WITHHELD FROM PARTNERSHIPS	0.	47,731.		0.
2017 FEDERAL UBTI OVERPAYMENT APPLIED TO 2018	157,537.	0.		0.
STATE INCOME TAXES PAID FROM PARTNERSHIPS	0.	3,894.		0.
TO FORM 990-PF, PG 1, LN 18	220,813.	51,625.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADAMAS OPPORTUNITIES, L.P. (1YR)	0.	7,946.		0.
ADAMAS OPPORTUNITIES, L.P. (3YR)	0.	92,323.		0.
ADAMAS PARTNERS, L.P.	0.	74,026.		0.
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.	0.	545.		0.
HIGHVISTA II LIMITED PARTNERSHIP	0.	411,796.		0.
METRO REAL ESTATE PARTNER II, L.P - FINAL 2018	0.	6,621.		0.
NB CROSSROADS FUND XVIII - ASSET ALLOC LP	0.	12,727.		0.
BAUPOST VALUE PARTNERS, LP - IV	0.	570,053.		0.
MA FORM PC - FILING FEE	500.	0.		500.
GSCP V INSTITUTIONAL AIV, LP	0.	29.		0.
ROPES & GRAY LLP FIDUCIARY ACCOUNT #0088488 INVESTMENT FEES	0.	43,324.		0.
FIMI OPPORTUNITY V, LP	0.	26,920.		0.
FINEPOINT CAPITAL PARTNERS II, LP	0.	200,405.		0.

GUARDIAN POINT LP	0.	54,627.		0.
FIMI OPPORTUNITY 6, LP	0.	19,839.		0.
FIMI OPPORTUNITY V, LP - BANK WIRE FEE	112.	112.		0.
FIMI OPPORTUNITY VI, LP - BANK WIRE FEE	32.	32.		0.
AMOON 2 FUND, L P	0.	76,728.		0.
TO FORM 990-PF, PG 1, LN 23	644.	1,598,053.		500.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJ FOR ENDING PARTNER'S CAP ACCT BAUPOST VALUE PARTNERS IV	2,075,075.
ADJ FOR ENDING PARTNER'S CAP ACCT FIMI OPPORTUNITY 6, LP	87,098.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,162,173.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
ADJ FOR ENDING PARTNER'S CAP ACCT ADAMAS OPPORTUNIES 1YR & 3YR	272,673.
ADJ FOR ENDING PARTNER'S CAP ACCT ADAMAS PARTNERS	99,982.
TAX/BOOK ALT INVESTMENTS & PRIVATE EQUITY ADJUSTMENTS	6,149,060.
ADJ FOR ENDING PARTNER'S CAP ACCT HIGHVISTA II LIMITED PRTNSP	716,924.
ADJ FOR ENDING PARTNER'S CAP ACCT SHELBY OAKS MACOMB APTS	125,768.
ADJ FOR ENDING PARTNER'S CAP ACCT GS CAPITAL PARTNERS V	4,882.
ADJ FOR ENDING PARTNER'S CAP ACCT METROPOLITAN REAL ESTATE II	307,161.
ADJ FOR ENDING PARTNER'S CAP ACCT NB CROSSROADS XVIII	97,796.
ADJUSTMENT MADE TO CORRECT BOOK VALUE OF ETON PARK OVERSEAS FUND	69,792.
ADJ FOR ENDING PARTNER'S CAP ACCT FIMI OPPORTUNIES V, LP	388,290.
ADJ FOR ENDING PARTNER'S CAP ACCT FINEPOINT CAPITAL PARTNERS II, LP	408,481.
ADJ FOR ENDING PARTNER'S CAP ACCT GUARDIAN POINT, LP	336,943.
ADJ FOR ENDING PARTNER'S CAP ACCT GS CAPITAL PARTNERS V	963.
ADJ FOR ENDING PARTNER'S CAP ACCT RCP FUND II, LP - FINAL 2018	5,965.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,984,680.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ROPES & GRAY ACCOUNT #0088503 (SEE ATTACHED)	60,139,313.	67,066,135.
TOTAL TO FORM 990-PF, PART II, LINE 10B	60,139,313.	67,066,135.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ROPES & GRAY ACCOUNT #0088488 (SEE ATTACHED)	30,584,238.	30,088,783.
TOTAL TO FORM 990-PF, PART II, LINE 10C	30,584,238.	30,088,783.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAMAS OPPORTUNITIES LP (1YR & 3YR)	COST	3,625,373.	3,758,902.
ADAMAS PARTNERS LP	COST	4,796,055.	4,911,594.
SHELBY OAKS MACOMB LP	COST	<1,410,240.>	2,400,000.
HIGHVISTA II LIMITED PARTNERSHIP	COST	13,235,407.	14,144,381.
NB CROSSROADS FUND XVIII ASSET ALLOCATION LP	COST	335,662.	336,250.
ONE WILLIAM STREET CAPITAL	COST	2,500,000.	6,633,219.
BAUPOST VALUE PARTNERS LP IV	COST	31,546,426.	33,427,497.
SOWOOD ALPHA FUND LTD	COST	1,070,898.	8,339.
ETON PARK OVERSEAS FUND, LTD	COST	344,145.	37,276.
GS CAPITAL PARTNERS V, LP	COST	12,172.	5,432.
GSCP V INSTITUTIONAL AIV, LP	COST	2,339.	2,339.
FIMI OPPORTUNITY V	COST	2,890,961.	3,246,458.
FINEPOINT CAPITAL PARTNERS II LP	COST	10,136,727.	10,327,980.
GUARDIAN POINT LP	COST	2,363,243.	2,689,792.
FIMI OPPORTUNITY 6, LP	COST	300,440.	326,272.
AMOON 2 FUND, LP	COST	1,090,332.	1,088,690.
GOLDMAN SACHS DISTRESSED OPPORTUNITIES FUND, LP	COST	0.	368,816.
GOLDMAN SACHS MEZZANINE PARTNERS 2006 OFFSHORE, LP	COST	0.	35,435.
GOLDMAN SACHS VINTAGE FUND III OFFSHORE, LP	COST	0.	123,205.
TOTAL TO FORM 990-PF, PART II, LINE 13		72,839,940.	83,871,877.