

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

Name of foundation MassMutual Foundation Inc		A Employer identification number 47-4967720	
% DENNIS DUQUETTE			
Number and street (or P O box number if mail is not delivered to street address) 1295 State Street	Room/suite	B Telephone number (see instructions) (413) 744-8000	
City or town, state or province, country, and ZIP or foreign postal code Springfield, MA 01111		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) \$ 22,886,205	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)	23,548,777			
	2 Check <input 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				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	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)	20,001			
	12 Total. Add lines 1 through 11	23,568,778	0		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,170	0	0	6,170
	b Accounting fees (attach schedule)	34,065	0	0	28,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,211			6,211
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,356,870			8,356,870
	24 Total operating and administrative expenses. Add lines 13 through 23	8,403,316	0	0	8,397,751
	25 Contributions, gifts, grants paid	5,201,194			7,001,472
	26 Total expenses and disbursements. Add lines 24 and 25	13,604,510	0	0	15,399,223
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	9,964,268			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing		9,965,663	9,965,663		
	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		12,920,542	12,920,542		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	0	22,886,205	22,886,205			
Liabilities	17	Accounts payable and accrued expenses	117,274	32,315			
	18	Grants payable	14,695,254	12,888,227			
	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)	14,812,528	12,920,542			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	1,395	9,965,663			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	1,395	9,965,663				
31	Total liabilities and net assets/fund balances (see instructions) .	14,813,923	22,886,205				

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,395
2	Enter amount from Part I, line 27a	2	9,964,268
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	9,965,663
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	9,965,663

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			

(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			

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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	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) (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			
2015			
2014			
2013			
2012			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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	0
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	
3	Add lines 1 and 2.	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 WWW.MASSMUTUAL.COM/FOUNDATION	13	Yes	
14	The books are in care of DENNIS DUQUETTE Telephone no (413) 744-8000			

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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			No
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 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))? <input type="checkbox"/> Yes <input type="checkbox"/> No (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 type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input type="checkbox"/> No (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 type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b 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 <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b 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	7b		No

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

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

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
BANNER SEVENTEEN LLC	MARKETING SERVICES	252,000
226 CAUSEWAY ST BOSTON, MA 02114		
SUNS LEGACY PARTNERS	MARKETING SERVICES	157,636
201 EAST JEFFERSON STREET PHOENIX, AZ 85004		
CHICAGO PROFESSIONAL SPORT LIMITED	MARKETING SERVICES	80,000
1901 W MADISON ST CHICAGO, IL 60612		
PORTLAND TRAILBLAZERS	ADVERTISING	76,511
ONE CENTER COURT SUITE 200 PORTLAND, OR 97227		
CONSOLIDATED MARKETING SERVICES	MARKETING SERVICES	74,889
28 COBBLE HILL ROAD SOMERVILLE, MA 02143		

Total number of others receiving over \$50,000 for professional services. ▶ **2**

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 ▶

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	4,935,553
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,935,553
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,935,553
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	74,033
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,861,520
6	Minimum investment return. Enter 5% of line 5.	6	243,076

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	243,076
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	0
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	243,076
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	243,076
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	243,076

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	15,399,223
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	15,399,223
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	15,399,223

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				243,076
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 2015, 2014, 2013				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				10,877,323
f Total of lines 3a through e.	10,877,323			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>15,399,223</u>				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				243,076
e Remaining amount distributed out of corpus	15,156,147			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	26,033,470			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	26,033,470			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				10,877,323
e Excess from 2017.				15,156,147

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

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

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

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

- b. The form in which applications should be submitted and information and materials they should include**

- c Any submission deadlines

- Form
- 990-PF**
- (2017)

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	7,001,472
b <i>Approved for future payment</i> INITIATIVE FOR A COMPETITIVE INNER CITY 56 WARREN ST 300 ROXBURY, MI 02119	NONE	PC	EXEMPT PURPOSE	73,723
NAISMITH MEMORIAL BASKETBALL HALL OF FAME 1000 HALL OF FAME AVENUE SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	762,027
UNITED WAY OF PIONEER VALLEY 1441 MAIN ST STE 147 SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	49,149
Total			3b	884,899

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.		
	*****	2018-11-15	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Nicole Fitzmaurice		2018-11-14		P01491005
	Firm's name ► KPMG LLP				Firm's EIN ►
	Firm's address ► 60 South Street Boston, MA 02111				Phone no (617) 988-1000

Form 990FP 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
DENNIS DUQUETTE	PRESIDENT & CEO 2 0	0	0	0
1295 State Street Springfield, MA 01111				
JAMES PAUL PUHALA III	VICE CHAIRMAN AND CLERK 2 0	0	0	0
1295 State Street Springfield, MA 01111				
ALISON MATHIAS	VICE PRESIDENT 2 0	0	0	0
1295 State Street Springfield, MA 01111				
MARK KAYE	TREASURER 2 0	0	0	0
1295 State Street Springfield, MA 01111				
BRUCE FRISBIE	VICE TREASURER 2 0	0	0	0
1295 State Street Springfield, MA 01111				
NOELL TUESTA	ASSOCIATE CLERK 2 0	0	0	0
1295 State Street Springfield, MA 01111				
DEREK DARLEY	TREASURER 2 0	0	0	0
1295 State Street Springfield, MA 01111				
SARAH WILLIAMS	VO AND INTERIM TREASURER 2 0	0	0	0
1295 State Street Springfield, MA 01111				
CHRISTINE GOUIN	ASSOCIATE CLERK 2 0	0	0	0
1295 State Street Springfield, MA 01111				
JUDY BREAUULT	DIRECTOR (BEGAN 2/2/2017) 2 0	0	0	0
1295 State Street Springfield, MA 01111				
RACHEL PARENT	DIRECTOR (BEGAN 2/2/2017) 2 0	0	0	0
1295 State Street Springfield, MA 01111				
ROGER PUTNAM	DIRECTOR (BEGAN 2/2/2017) 2 0	0	0	0
1295 State Street Springfield, MA 01111				
GARETH ROSS	DIRECTOR (2/2/2017) 2 0	0	0	0
1295 State Street Springfield, MA 01111				
ANNE-MARIE SZMYT	DIRECTOR (2/2/2017) 2 0	0	0	0
1295 State Street Springfield, MA 01111				
Elaine Sarsynski	Director (until 2/1/17) 2 0	0	0	0
1295 State Street Springfield, MA 01111				

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
Adnan O Ahmed	DIRECTOR (UNTIL 2/1/17) 2 0	0	0	0
1295 State Street Springfield, MA 01111				

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>				
MERCY HOSPITAL INC271 CAREW ST SPRINGFIELD, MA 01102	NONE	PC	EXEMPT PURPOSE	200,000
SPRINGFIELD MUSEUMS ASSOCIATION 21 EDWARDS STREET SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	125,000
LOUBOUN HABITAT FOR HUMANITY 700 FIELDSTONE DR NE128 LEESBURG, VA 20176	NONE	PC	EXEMPT PURPOSE	10,000
Total ▶ 3a				7,001,472

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE ACTUARIAL FOUNDATION 475 N MARTINGALE RD STE 600 SCHAUMBURG, IL 60173	NONE	PC	EXEMPT PURPOSE	500
GIRS ON THE RUN WESTERN 670 LINWOOD AVE STE 11 NORTHAMPTON, MA 01060	NONE	PC	EXEMPT PURPOSE	500
CHILDREN & ADULT MOBILITY PROJECT I 14 ECHO LN WEST SIMSBURY, CT 06092	NONE	PC	EXEMPT PURPOSE	500
Total ► 3a				7,001,472

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>				
DRESS FOR SUCCESS1655 BOSTON RD SPRINGFIELD, MA 01129	NONE	PC	EXEMPT PURPOSE	500
GLASTONBURY HARTWELL SOCCER PO BOX 1144 GLASTONBURY, CT 06033	NONE	PC	EXEMPT PURPOSE	500
NOAH WEBSTER HOUSE INC 227 S MAIN ST WEST HARTFORD, CT 06107	NONE	PC	EXEMPT PURPOSE	500
Total ▶ 3a				7,001,472

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>				
OAKHAM NEW BRAINTREE BASEBALL INC 46 FARM POND RD OAKHAM, MA 01068	NONE	PC	EXEMPT PURPOSE	750
ALLIED REHABILITATION CENTERS INC 3 PEARSON WAY ENFIELD, CT 06082	NONE	PC	EXEMPT PURPOSE	1,500
BAYSTATE HEALTH FOUNDATION 759 CHESTNUT ST SPRINGFIELD, MA 01199	NONE	PC	EXEMPT PURPOSE	750
Total ► 3a				7,001,472

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>				
HIGH HOPES THERAPEUTIC RIDING INC 36 TOWN WOODS RD OLD LYME, CT 06371	NONE	PC	EXEMPT PURPOSE	750
PAN MASSACHUSETTS CHALLENGE 77 4TH AVENUE NEEDHAM, MA 02494	NONE	PC	EXEMPT PURPOSE	750
BELCHERTOWN DAY SCHOOL 432 STATE ST BELCHERTOWN, MA 01007	NONE	PC	EXEMPT PURPOSE	750
Total ▶ 3a				7,001,472

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>				
IRISH CULTURAL CENTER INC 429 MORGAN RD WEST SPRINGFIELD, MA 01089	NONE	PC	EXEMPT PURPOSE	750
GIRLS SCOUTS OF CONNECTICUT INC 171 GRANDVIEW AVE 102 WATERBURY, CT 06708	NONE	PC	EXEMPT PURPOSE	750
ACADEMY HILL SCHOOL 1190 LIBERTY ST SPRINGFIELD, MA 01104	NONE	PC	EXEMPT PURPOSE	750
Total ▶ 3a				7,001,472

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>				
COLLEGE OF THE HOLY CROSS 1 COLLEGE ST OKANE 279 - DEVELOPME WORCESTER, MA 01610	NONE	PC	EXEMPT PURPOSE	750
THE GUARDSMEN 1016 LINCOLN BLVD STE 205 SAN FRANCISCO, CA 94129	NONE	PC	EXEMPT PURPOSE	750
AVON LIONS CHARITIES INCPO BOX 39 AVON, CT 06001	NONE	PC	EXEMPT PURPOSE	750
Total ▶ 3a				7,001,472

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>				
CANTON YOUTH SOCCER ASSOCIATION PO BOX 296 CANTON, CT 06019	NONE	PC	EXEMPT PURPOSE	750
GARDEN PRESCHOOL COOPERATIVE INC 260 GROVE ST JERSEY CITY, NJ 07302	NONE	PC	EXEMPT PURPOSE	750
THE HORACE BUSHNELL MEMORIAL 116 CAPITOL AVE HARTFORD, CT 06106	NONE	PC	EXEMPT PURPOSE	750
Total ► 3a				7,001,472

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>				
SOUTHERN VERMONT THERAPEUTIC 336 RIVER RD WILMINTON, VT 05363	NONE	PC	EXEMPT PURPOSE	750
ENFIELD HOCKEY ASSOCIATION PO BOX 3416 ENFIELD, CT 06082	NONE	PC	EXEMPT PURPOSE	750
SPRINGFIELD PREPARATORY CHARTER 370 PINE STREET SPRINGFIELD, MA 01060	NONE	PC	EXEMPT PURPOSE	750
Total ▶ 3a				7,001,472

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>				
AMHERST TOWN COMMITTEE FOR INTERNATIONS STUDENT PO BOX 794 AMHERST, MA 01003	NONE	PC	EXEMPT PURPOSE	750
SPRINGFIELD MUSEUMS ASSOCIATION 21 EDWARDS STREET SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	750
HOLYOKE CITY WIDE PTO INC 1391 MAIN ST STE 201 SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	750
Total ► 3a				7,001,472

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>				
HOPKINTON & ASHLAND POP WARNER 5 OLD CONNECTICUT PATH ASHLAND, MA 01721	NONE	PC	EXEMPT PURPOSE	750
IRISH CULTURAL CENTER INC 429 MORGAN RD WEST SPRINGFIELD, MA 01089	NONE	PC	EXEMPT PURPOSE	750
VALLEY EYE RADIO44 HAMPDEN ST SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	1,500
Total ▶ 3a				7,001,472

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>				
DAKIN PIONEER VALLEY HUMANE 171 UNION STREET SPRINGFIELD, MA 01101	NONE	PC	EXEMPT PURPOSE	750
BOY SCOUTS OF AMERICA PACK # 3 63 MASON ST GREENWICH, CT 06830	NONE	PC	EXEMPT PURPOSE	750
FRIENDS OF JOSHUA HOUSE PO BOX 26333 TAMPA, FL 33623	NONE	PC	EXEMPT PURPOSE	2,000
Total ▶ 3a				7,001,472

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>				
SPRINGFIELD 5A BULLDOGS INC 55 CHRISTOPHER LN FEEDING HILLS, MA 01030	NONE	PC	EXEMPT PURPOSE	2,000
MARY CARIOLA CHILDRENS CENTER INC 1000 ELMWOOD AVENUE ROCHESTER, NY 14620	NONE	PC	EXEMPT PURPOSE	5,000
WILDFLOWER CAMP FOUNDATION INC 271 LINCOLN STREET WELLESLEY, MA 02481	NONE	PC	EXEMPT PURPOSE	5,000
Total ▶ 3a				7,001,472

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YMCA SAN FRANCISCO 50 CALIFORNIA ST STE 650 SAN FRANCISCO, CA 94111	NONE	PC	EXEMPT PURPOSE	5,000
FOUNDATION FOR LIFE INC 6 CORPORATE DR 5TH FLOOR SHELTON, CT 06480	NONE	PC	EXEMPT PURPOSE	5,000
CAMP FATIMA OF NEW JERSEY INC PO BOX 654 HARRISON, NJ 07029	NONE	PC	EXEMPT PURPOSE	5,000
Total ▶ 3a				7,001,472

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>				
CHOSEN MINISTRIES CORPORATION 4302 DUDLEY NORTH DR INDIAPOLIS, IN 46204	NONE	PC	EXEMPT PURPOSE	10,000
NOTRE DAME COLLEGE PREP 7655 W DEMPSTER ST NILES, IL 60714	NONE	PC	EXEMPT PURPOSE	10,000
I CARE SAN ANTONIO INC 1 HAVEN FOR HOPE WAY SAN ANTONIO, TX 78207	NONE	PC	EXEMPT PURPOSE	10,000
Total ▶ 3a				7,001,472

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>				
WONDERS & WORRIES INC 9101 BURNET ROAD SUITE 107 AUSTIN, TX 78758	NONE	PC	EXEMPT PURPOSE	10,000
PLAYERS COMMITTEE INC 29 TAR HEELS RD MERCERVILLE, NJ 08619	NONE	PC	EXEMPT PURPOSE	10,000
MANCHESTER NH SALVATION ARMY 121 CEDAR STREET MANCHESTER, NH 03101	NONE	GOV	EXEMPT PURPOSE	10,000
Total ▶ 3a				7,001,472

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN DIABETES ASSOCIATION 2451 CRYSTAL DRIVE SUITE 900 ARLINGTON, VA 22202	NONE	PC	EXEMPT PURPOSE	10,000
ACCESS SPORTS EXPERIENCES 4700 WISSAHICKON AVE STE 126 PHILADELPHIA, PA 19144	NONE	PC	EXEMPT PURPOSE	10,000
NAVY SEAL FOUNDATION INC 1619 D STREET VIRGINIA BCH, VA 23455	NONE	PC	EXEMPT PURPOSE	10,000
Total ▶ 3a				7,001,472

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>				
SOUTH HUNTINGTON EDUCATIONAL 60 WESTON ST HUNTINGTON STA, NY 11746	NONE	PC	EXEMPT PURPOSE	10,000
THE WOODLAND HILLS FOUNDATION PO BOX 321 TURTLE CREEK, PA 05145	NONE	PC	EXEMPT PURPOSE	10,000
BAYSTATE FINANCIAL CHARITABLE 200 CLARENDON ST STE 19 BOSTON, MA 02116	NONE	PC	EXEMPT PURPOSE	10,000
Total ▶ 3a				7,001,472

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>				
HEALTHY FOODS FOR HEALTHY KIDS INC PO BOX 847 HOCKESSIN, DE 19707	NONE	PC	EXEMPT PURPOSE	10,000
CONCORDIA PLACE3300 N WHIPPLE ST CHICAGO, IL 60618	NONE	PC	EXEMPT PURPOSE	10,000
READER TO READER INC 38 WOODSIDE AVENUE CADIGAN CENTER AMHERST, MA 01003	NONE	PC	EXEMPT PURPOSE	10,000
Total ► 3a				7,001,472

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>				
COMMUNITY MUSIC SCHOOL 127 STATE STREET SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	16,500
FLOC FOR LOVE OF CHILDREN 1763 COIUMBIA RD NW WASHINGTON, DC 20009	NONE	PC	EXEMPT PURPOSE	25,000
BOYS AND GIRLS CLUB OF GRAND RAPIDS YOUTH 235 STRAIGHT AVE NW GRAND RAPIDS, MI 49504	NONE	PC	EXEMPT PURPOSE	25,000
Total ► 3a				7,001,472

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>				
STAND FOR CHILDREN LEADERSHIP 25 KINGSTON ST SUITE 4R BOSTON, MA 02111	NONE	PC	EXEMPT PURPOSE	25,000
WELLSPRING COOPERATIVE CORPORATION 143 MAIN ST SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	25,000
SPRINGFIELD EMPOWERMENT ZONE 24 SCHOO STREET FL 3 SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	25,000
Total ► 3a				7,001,472

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>				
DEVELOPSPRINGFIELD CORPORATION 83 MAPLE STREET SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	25,000
WORCESTER STATE FOUNDATON INC LATINO EDUCATION INSTITUTE LE AT STATE UNIVERSITY - 486 CHANDLER STR WORCESTER, MA 01602	NONE	PC	EXEMPT PURPOSE	30,000
PIONEER VALLEY RIVERFRONT CLUB PO BOX 3123 SPRINGFIELD, MA 01101	NONE	PC	EXEMPT PURPOSE	30,000
Total ▶ 3a				7,001,472

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>				
JUST THE BEGINNING 70 WEST MADISON SUITE 2900 CHICAGO, IL 60602	NONE	PC	EXEMPT PURPOSE	38,620
SMITHSONIAN INSTITUTION PO BOX 37012 MRC 712 WASHINGTON, DC 20560	NONE	PC	EXEMPT PURPOSE	48,716
SPRINGFIELD PUBLIC SCHOOL 1550 MAIN STREET SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	50,000
Total ▶ 3a				7,001,472

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>				
SCHOLAR ATHLETES INC 57 MAGAZINE STREET ROXBURY, MA 02119	NONE	PC	EXEMPT PURPOSE	50,000
WAY FINDERS INC 120 MAPLE STREET SUITE 400 SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	50,000
DEVELOPSPRINGFIELD CORPORATION 83 MAPLE STREET SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	50,000
Total ▶ 3a				7,001,472

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>				
UNITED WAY OF PIONEER VALLEY 1441 MAIN ST STE 147 SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	50,000
THE URBAN LEAGUE OF SPRINGFIELD INC 1 FEDEARL STREET - BLDG 111-3 SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	50,000
PIONEER VALLEY REGIONAL VENTURES 60 CONGRESS ST SPRINGFIELD, MA 01104	NONE	PC	EXEMPT PURPOSE	50,000
Total ► 3a				7,001,472

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>				
YMCA OF GREATER SPRINGFIELD 275 CHESTNUT STREET SPRINGFIELD, MA 01104	NONE	PC	EXEMPT PURPOSE	50,000
SPRINGFIELD MUSEUMS ASSOCIATION 21 EDWARDS STREET SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	50,000
BIG BROTHERS 83 MAPLE STREET SUITE 201 SPRINGFIELD, MA 01105	NONE	PC	EXEMPT PURPOSE	57,500
Total ▶ 3a				7,001,472

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 INSIGHT CORPORATION 69 CANAL STREET 3RD FLOOR BOSTON, MA 02108	NONE	PC	EXEMPT PURPOSE	65,000
JUNIOR ACHIEVEMENT OF WESTERN 1500 MAIN ST SUITE 217 - PO BOX 15 SPRINGFIELD, ME 01028	NONE	PC	EXCEPT PURPOSE	75,000
TEACH FOR AMERICA INC 60 CANAL ST 5TH FLOOR BOSTON, MA 02114	NONE	PC	EXEMPT PURPOSE	75,000
Total ▶ 3a				7,001,472

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>				
INITIATIVE FOR COMPETITIVE INNER 56 WARREN STREET SUITE 300 ROXBURY, MA 02119	NONE	PC	EXEMPT PURPOSE	75,000
REVITALIZE COMMUNITY DEVELOPMENT 1145 MAIL STREET SUITE 107 SPRINGFIELD, MA 01103	NONE		EXEMPT PURPOSE	75,000
TEAM RUBICON INC 6171 W CENTURY BLVD 310 LOS ANGELES, CA 90045	NONE	PC	EXEMPT PURPOSE	75,000
Total ▶ 3a				7,001,472

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS OF MASSACHUSETTS 101 STATION LANDING SUITE 510 MEDFORD, MA 02155	NONE	PC	EXEMPT PURPOSE	75,000
SOCIAL INNOVATION FORUM 1 CONGRESS ST STE 113 BOSTON, MA 02114	NONE	PC	EXEMPT PURPOSE	80,000
TEACH WESTERN MASS 1 FEDERAL ST BLDG 101 FL 3 SUITE SPRINGFIELD, MA 01105	MASS	PC	EXEMPT PURPOSE	150,000
Total ► 3a				7,001,472

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
WOMENS FUND OF WESTERN MASS 1350 MAIN STREET SUITE 1006 SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	150,000
NAISMITH MEMORIAL 1000 HALL OF FAME AVENUE SPRINGFIELD, ME 01105	NONE	PC	EXEMPT PURPOSE	200,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET 3RD FLOOR BOSTON, MA 02116	NONE	PC	EXEMPT PURPOSE	250,000
Total ▶ 3a				7,001,472

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>				
CITY OF SPRINGFIELD 36 COURT STREET ROOM 412 SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	666,666
VALLEY VENTURE MENTORING SERVICES 1500 MAIN STREET NO 252 SPRINGFIELD, MA 01115	NONE	PC	EXEMPT PURPOSE	350,000
RENAISSANCE CHARITABLE FOUND INC 8910 PURDUE RD SUITE 500 INDIAPOLIS, IN 46268	NONE	PC	EXEMPT PURPOSE	510,000
Total ► 3a				7,001,472

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>				
SPRINGFIELD PUBLIC SCHOOL 1550 MAIN STREET SPRINGFIELD, MA 01103	DONE	PC	EXEMPT PURPOSE	1,061,137
UMASS AMHERST COMPUTER SCIENCE 140 GOVERNORS DR AMHERST, MA 01002	NONE	PC	EXEMPT PURPOSE	1,500,000
SPRINGFIELD SYMPHONY ORCHESTRA 1441 MAIN STREET SPRINGFIELD, MA 01103	NONE	PC	EXEMPT PURPOSE	125,000
Total ▶ 3a				7,001,472

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>				
JUNIOR ACHIEVEMENT OF ARIZONA INC 636 W SOUTHERN AVE TEMPE, AZ 85282	NONE	PC	EXEMPT PURPOSE	81,333
PIONEER VALLEY REGIONAL VENTURES 60 CONGRESS STREET SPRINGFIELD, MA 01104	NONE	PC	EXEMPT PURPOSE	3,000
Total ▶ 3a				7,001,472

TY 2017 Accounting Fees Schedule**Name:** MassMutual Foundation Inc**EIN:** 47-4967720**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KPMG LLP AUDIT FEE	34,065			28,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: MassMutual Foundation Inc

EIN: 47-4967720

TY 2017 Legal Fees Schedule**Name:** MassMutual Foundation Inc**EIN:** 47-4967720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GREENBERG TRAURIG LLP FEES	6,170			6,170

TY 2017 Other Expenses Schedule**Name:** MassMutual Foundation Inc**EIN:** 47-4967720**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADVERTISING EXPENSES	1,280,214			1,280,214
ADMINISTRATIVE EXPENSES	1,000,902			1,000,902
OPERATING EXPENSES	4,501,113			4,501,113
PROGRAM EXPENSES	1,574,641			1,574,641

TY 2017 Other Income Schedule

Name: MassMutual Foundation Inc

EIN: 47-4967720

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REFUND OF SALES AND USE TAX	20,001		

TY 2017 Taxes Schedule**Name:** MassMutual Foundation Inc**EIN:** 47-4967720

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE OF MASSACHUSETTS				

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization MassMutual Foundation Inc	Employer identification number 47-4967720

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization MassMutual Foundation Inc	Employer identification number 47-4967720
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Massachusetts MutualLife Insurance 1295 State Street Springfield, MA01111	 \$ 23,548,777	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

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

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

Name of organization MassMutual Foundation Inc	Employer identification number 47-4967720
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	

MASSMUTUAL FOUNDATION, INC

2017 FORM 990-PF

EIN 47-4967720

FORM 990-PF, PART VII-A, QUESTION 3 – CHANGES TO BYLAWS

THE FOLLOWING PAGES ARE CHANGES TO THE BYLAWS OF THE FOUNDATION NOT
PREVIOUSLY REPORTED TO THE IRS BYLAWS WERE AMENDED IN 2017 TO PROVIDE FOR
STAGGERED THREE-YEAR TERMS FOR DIRECTORS