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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2007

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning 3/01, 2007, and ending 2/29, 2008

G Check all that apply: Initial return Final return Amended return Address change Name changeUse the
IRS label.
Otherwise,
print
or type
See Specific
Instructions.Humane Society of the Commonwealth of MA
c/o HCM, 75 Federal St, Ste 1100
Boston, MA 02110-1911H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

► \$ 5,122,389.

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 the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)					
2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att 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/(loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	3,688,648.				
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold	18,201.80				
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	862,704.	862,704.			
13 Compensation of officers, directors, trustees, etc.		0.			
14 Other employee salaries and wages		24,982.			24,982.
15 Pension plans, employee benefits		10,966.			10,966.
16a Legal fees (attach schedule)					
b Accounting fees (attach sch) See St 1	1,100.				1,100.
c Other prof fees (attach sch). See St 2	11,755.	11,755.			
17 Interest					
18 Taxes (attach schedule) See Stmt 3	19,633.	483.			
19 Depreciation (attach sch) and depletion					
20 Occupancy		8,364.			8,364.
21 Travel, conferences, and meetings		394.			394.
22 Printing and publications					
23 Other expenses (attach schedule) See Statement 4	16,286.				16,286.
24 Total operating and administrative expenses. Add lines 13 through 23	93,480.	12,238.			62,092.
25 Contributions, gifts, grants paid Part XV	132,080.				132,080.
26 Total expenses and disbursements. Add lines 24 and 25.	225,560.	12,238.			194,172.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements					
b Net investment Income (if negative, enter -0-)	637,144.				
c Adjusted net income (if negative, enter -0-)		850,466.			

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
A S S E T S	1 Cash – non-interest-bearing	10,471.	7,315.	7,315.	
	2 Savings and temporary cash investments.	44,373.	658,042.	658,042.	
	3 Accounts receivable				
	Less: allowance for doubtful accounts				
	4 Pledges receivable				
	Less: allowance for doubtful accounts				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the 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)	Statement 5.	1,009,290.	573,043.	601,017.
	b Investments – corporate stock (attach schedule)	Statement 6.	2,509,873.	2,926,110.	3,432,988.
	c Investments – corporate bonds (attach schedule)	Statement 7.	371,871.	418,797.	423,027.
	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 instructions. Also, see page 1, item I)		3,945,878.	4,583,307.	5,122,389.	
L I A B I L I T E S	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		3,945,878.	4,583,307.		
30 Total net assets or fund balances (see the instructions)		3,945,878.	4,583,307.		
31 Total liabilities and net assets/fund balances (see the instructions)		3,945,878.	4,583,307.		

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	3,945,878.
2 Enter amount from Part I, line 27a.	2	637,144.
3 Other increases not included in line 2 (itemize). ▶ See Statement 8	3	285.
4 Add lines 1, 2, and 3	4	4,583,307.
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	4,583,307.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a Publicly-traded securities		P	Various	Various
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,688,648.		2,953,890.	734,758.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			734,758.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2	734,758.
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 the instructions). If (loss), enter -0- in Part I, line 8]		3	0.

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

N/A

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 (column (b) divided by column (c))
2006			
2005			
2004			
2003			
2002			

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 2007 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 the 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 letter: _____ (attach copy of ruling letter if necessary – see instructions)		
1	17,009.	
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	
2	0.	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
3	17,009.	
4	0.	
5	17,009.	
6	Credits/Payments:	
6a	12,828.	
6b		
6c	9,300.	
6d		
7	22,128.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2008 estimated tax ►	5,119. Refunded ► 11 0.

Part VII-A Statements Regarding Activities

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? ..

	Yes	No
1a		X
1b		X
1c		X
1d		

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? ..

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? ..

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		
4a		X
4b	N/A	

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on Form 990-T for this year? ..

3		X
4a		X
4b	N/A	
5		X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? ..

If 'Yes,' attach the statement required by General Instruction T.

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	X	
8b	X	
9		X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►

8b	X	
9		X
10		X

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

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 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If 'Yes,' complete Part XIV.

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.

Part VII-A Statements Regarding Activities *Continued*

11a		X
11b	N/A	
12	X	
13	X	
Website address	► www.masslifesavingwards.com	
14	Telephone no. ► 617-357-9110	
Located at ► c/o HCM, 75 Federal Street, Ste 1100 Boston ZIP + 4 ► 02110-1911		
15	N/A ►	
and enter the amount of tax-exempt interest received or accrued during the year.	► 15	N/A

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?	<input checked="" type="checkbox"/> Yes	<input 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 checked="" type="checkbox"/> Yes	<input 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
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 2007?		
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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
If 'Yes,' list the years ► 20_02 , 20_03 , 20_04 , 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 the instructions.)		
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 2007 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 2007).		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2007?		

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

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 N/A

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?

N/A 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?

If you answered 'Yes' to 6b, also file Form 8870

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

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

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

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

>

0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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 (see instructions)

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		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3.

Total Add lines 1 through 4

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	4,681,001.
b Average of monthly cash balances	1b	547,912.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	5,228,913.
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	5,228,913.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	78,434.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,150,479.
6 Minimum investment return. Enter 5% of line 5.	6	257,524.

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	257,524.
2a Tax on investment income for 2007 from Part VI, line 5	2a	17,009.
b Income tax for 2007 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	17,009.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	240,515.
4 Recoveries of amounts treated as qualifying distributions.	4	
5 Add lines 3 and 4.	5	240,515.
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	240,515.

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	194,172.
b Program-related investments – total from Part IX-B .	1b	
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	194,172.
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	194,172.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				240,515.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only				187,029.
b Total for prior years. 20 02, 20 03, 20 04		77,224.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003				
c From 2004				
d From 2005				
e From 2006				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2007 from Part XII, line 4 ► \$ 194,172.				
a Applied to 2006, but not more than line 2a				187,029.
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 2007 distributable amount				7,143.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		77,224.		
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			77,224.	
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2006. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				233,372.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2003				
b Excess from 2004				
c Excess from 2005				
d Excess from 2006				
e Excess from 2007				

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 2007, enter the date of the ruling				►	
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or 4942(j)(5)
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Statement 10

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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
<i>a Paid during the year</i> Awards to individuals See attachment	None	N/A	To recognize the efforts of individuals who voluntarily attempt to save lives.	60,000.
Awards to organizations See attachment	N/A	Public	See attachment	72,080.
Total				► 3a 132,080.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	127,946.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	734,758.	
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)				862,704.	
13 Total. Add line 12, columns (b), (d), and (e)			13	862,704.	

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

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

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)	X	
1a (2)	X	
1b (1)	X	
1b (2)	X	
1b (3)	X	
1b (4)	X	
1b (5)	X	
1b (6)	X	
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.

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

B II - Yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

S-16 ► Jan A. Hardin
Signature of officer or trustee

1076110

→ Trustee
Title

Signature of officer or trustee		Date	Title	
Paid Pre- parer's Use Only	Preparer's signature	►  CPA	Date	Check if self- employed
	10-1-10		► <input checked="" type="checkbox"/> X	Preparer's SSN or PTIN (See Signature in the instrs)
	Blazek & Vetterling		EIN	► N/A
Firm's name (or yours if self- employed), address, and ZIP code		► 2900 Weslayan, Suite 200 Houston, TX 77027-5132		Phone no ► (713) 439-5739

BAA

Form 990-PF (2007)

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation	\$ 1,100.			\$ 1,100.
Total	<u>\$ 1,100.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 1,100.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees	\$ 11,755.	\$ 11,755.		
Total	<u>\$ 11,755.</u>	<u>\$ 11,755.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 19,150.			
Foreign tax.	483.	\$ 483.		
Total	<u>\$ 19,633.</u>	<u>\$ 483.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
History project	\$ 5,000.			\$ 5,000.
Insurance	782.			782.
Medals and certificates	543.			543.
Office expense	9,876.			9,876.
Other fees	15.			15.
State or local filing fees	70.			70.
Total	<u>\$ 16,286.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 16,286.</u>

Humane Society of the Commonwealth of MA

04-2104291

Statement 5**Form 990-PF, Part II, Line 10a****Investments - U.S. and State Government Obligations**

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
U.S. Government Obligations	Cost	\$ 573,043.	\$ 601,017.
		\$ 573,043.	\$ 601,017.
		Total <u>\$ 573,043.</u>	Total <u>\$ 601,017.</u>

Statement 6**Form 990-PF, Part II, Line 10b****Investments - Corporate Stocks**

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Stock (HCM) - See attached pgs 1-6	Cost	\$ 1,977,924.	\$ 2,495,144.
Stock (Fidelity) - See attached pgs 7-8	Cost	948,186.	937,844.
		Total <u>\$ 2,926,110.</u>	Total <u>\$ 3,432,988.</u>

Statement 7**Form 990-PF, Part II, Line 10c****Investments - Corporate Bonds**

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate Bonds - See attachment	Cost	\$ 418,797.	\$ 423,027.
		Total <u>\$ 418,797.</u>	Total <u>\$ 423,027.</u>

Statement 8**Form 990-PF, Part III, Line 3****Other Increases**

Prior period adjustment	\$ 285.
			Total <u>\$ 285.</u>

Statement 9
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/Other
Curtis Prout, M.D. 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	\$ 0.	\$ 0.	\$ 0.
George P. Gardner 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Frederick S. Moseley, III 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Lawrence T. Perera 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Ferdinand Colloredo-Mansfeld 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
William L. Saltonstall 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
W. Nicholas Thorndike 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Ross E. Sherbrooke 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
H.D.S. Greenway 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Edward P. Lawrence 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
David T. Lawrence 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Ian H. Gardiner 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.

Total \$ 0. \$ 0. \$ 0. \$ 0.

Statement 10
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Lifesaving awards
Name: Beth Nilsson
Care Of: Humane Soc. of the Commonwealth of MA
Street Address: 115 School Street
City, State, Zip Code: Manchester, MA 01944
Telephone: 978-526-4999
Form and Content: See www.masslifesavingawards.com or call for more information.
Submission Deadlines: None
Restrictions on Awards: See www.masslifesavingawards.com or call for more information.

Humane Society of the Commonwealth of Massachusetts
 Attachment to 2007 Form 990-PF

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UNITS DESCRIPTION	RATING/ G/L	COST OR BOOK/ SECURITY	% OF ACCT	YIELD %/ PRICE DT	UNIT PRICE/ UNIT COST	MARKET VALUE/ UNREALIZED G/L	% OF ACCT	YIELD %/ YIELD MAT	ESTIMATED INCOME	ASSETS HELD AS OF 02/29/08	REVIEW DATE 02/29/08
-- PREFERRED STOCK --											
2,000 DB CAP TRUST III PFR 7.60% PERP CALL 02/20/18	A+	LT 25154A10 50,000.00	1.40	7.60 02/29/08	25.250 25.0000	50,500.00 500.00	1.22	7.52	3,800.00		
1,600 LEHMAN BROTHERS HOLDINGS CALLABLE 2/15/13 @ 25.00 7.95% PFD	A-	LT 52520W31 40,000.00	1.12	7.95 02/29/08	24.850 25.0000	39,760.00 240.00-	.96	8.00	3,179.20		
TOTAL PREFERRED STOCK		90,000.00 *	2.51	7.75		90,260.00 *	2.19	7.73	6,979.20		
-- COMMON STOCK --											
-- CONSUMER DISCRETION --											
3,000 COMCAST CORP CL A SPECIAL	B-	ST 20030N20 53,052.00	1.48	1.41 02/29/08	19.350 17.6840	58,050.00 4,998.00	1.41	1.29	750.00		
1,500 STAPLES INCORPORATED	B+	*T 85503010 32,145.00	.90	1.35 02/29/08	22.250 21.4300	33,375.00 1,230.00	.81	1.30	435.00		
1,200 TJX COMPANIES	A+	LT 87254010 35,292.00	.99	1.22 02/29/08	32.000 29.4100	38,400.00 3,108.00	.93	1.13	432.1		
800 TARGET INCORPORATED	A+	LT 87612E10 37,899.00	1.06	1.16 02/29/08	52.610 47.3737	42,088.00 4,189.00	1.02	1.06	448.00		
1,000 WAL MART STORES INC	A+	LT 93114210 56,860.00	1.59	1.55 02/29/08	49.590 56.8600	49,590.00 7,270.00-	1.20	1.77	880.00		
TOTAL CONSUMER DISCRETION		215,248.00 *	6.01	1.37		221,503.00 *	5.36	1.33	2,945.00		

Humane Society of the Commonwealth of Massachusetts
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HOLDING CAPITAL MANAGEMENT		A/C 75-9320-00		HCM 75-9320-00		INV OFFICER - CEC		ASSETS HELD AS OF 02/29/08		PAGE 6	
UNITS	DESCRIPTION	RATING/ G/L	COST OR BOOK/ SECURITY	% OF ACCT	YIELD %/ PRICE DT	UNIT PRICE/ UNIT COST	MARKET VALUE/ UNREALIZED G/L	% OF ACCT	YIELD %/ ESTIMATED INCOME	REVIEW DATE 02/29/08	
-- CONSUMER STAPLES --											
700	ALTRIA GROUP INC	A	LT 02209S10	46,131.86	1.29	4.55	73,140	51,198.00	1.24	4.10	2,100.00
1,500	CVS/CAREMARK CORPORATION	A	*T 12665010	56,884.20	1.59	.63	40,380	50,570.00	1.47	.59	360.00
800	COCA COLA COMPANY	A	*T 19121610	50,230.00	1.40	2.42	58,460	46,768.00	1.13	2.60	1,216.00
800	COLGATE PALMOLIVE CO	A+	ST 19416210	61,620.01	1.72	2.08	76,090	60,872.00	1.47	2.10	1,280.00
1,050	PEPSICO INCORPORATED	A+	ST 71344810	50,940.50	1.42	3.09	69,560	73,038.00	1.77	2.16	1,575.00
700	PROCTER & GAMBLE CO	A+	*T 74271B10	36,987.48	1.03	2.65	66,180	46,326.00	1.12	2.12	980.00
	TOTAL CONSUMER STAPLES			302,794.05 *	8.46	2.48		338,772.00 *	8.20	2.22	7,511.00
-- ENERGY --											
800	APACHE CORPORATION	A	LT 03741110	28,600.00	.80	1.68	114,710	91,768.00	2.22	.52	480.00
600	CONOCOPHILLIPS	B+	ST 20825C10	45,198.00	1.26	2.50	82,710	49,626.00	1.20	2.27	1,128.00
1,400	EXXON MOBIL CORP	A+	LT 30231G10	527.82	.01	371.34	87,010	121,814.00	2.95	1.61	1,960.00
400	SCHLUMBERGER LIMITED	B+	*T 80685710	33,261.00	.93	1.01	86,450	34,580.00	.84	.97	336.00
	TOTAL ENERGY			107,586.82 *	3.00	3.63		297,788.00 *	7.21	1.31	3,904.00

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		PAGE		02/29/08		ASSETS HELD AS OF		02/29/08	
		REVIEW DATE		02/29/08		ACCT		ESTIMATED INCOME	
UNITS DESCRIPTION	INV OFFICER - CEC	RATING/ G/L	COST OR BOOK/ SECURITY	% OF ACCT	YIELD %/ PRICE DT	UNIT PRICE/ UNIT COST	MARKET VALUE/ UNREALIZED G/L	% OF YIELD MAT	YIELD MAT
-- FINANCIALS --									
500 AMERICAN INTERNATIONAL GROUP INC	A+	LT 02687410	36,104.00	1.01	1.11	46,860 72,2080	23,430.00 12,674.00-	.57	1.71 400.00
1,000 BANK OF AMERICA CORP	A	LT 06050510	45,966.97	1.28	5.57	39,740 45,9669	39,740.00 6,226.97-	.96	6.44 2,560.
400 CHUBB CORPORATION	B+	LT 17123210	20,818.92	.58	2.23	50,900 52.0473	20,360.00 458.92-	.49	2.28 464.00
500 STATE STREET CORP	A	LT 85747710	24,400.00	.68	1.89	78,550	39,275.00	.95	1.17 460.00
700 U.S. BANCORP	A-	LT 90297330	19,985.00	.56	5.95	32,020 28.5500	22,414.00 2,429.00	.54	5.31 1,190.00
600 ACE LIMITED	NR	LT G0070K10	36,070.98	1.01	1.80	56,240 60.1183	33,744.00 2,326.98-	.82	1.92 648.00
		TOTAL FINANCIALS		183,345.87 *	5.12	3.12	178,963.00 *	4.33	3.20
-- HEALTHCARE --									
1,300 ABBOTT LABORATORIES	A-	*T 00282410	67,798.04	1.89	2.76	53,550 52.1523	69,615.00 1,816.96	1.69	2.69 1,872.00
600 IDEXX LABORATORIES INC	B+	*T 45168D10	35,754.00	1.00	02/29/08	55,470 59.5900	33,282.00 2,472.00-	.81	
1,100 JOHNSON & JOHNSON	A+	*T 47816010	46,887.75	1.31	3.89	61,960 42.6252	68,156.00 21,268.25	1.65	2.68 1,826.00
1,440 MEDTRONIC INC	A	*T 58505510	69,701.20	1.95	1.03	49,360 48.4036	71,078.40 1,377.20	1.72	1.01 720.00
500 MERCK & CO INC	B+	LT 58933110	26,485.00	.74	2.87	44,300 52.9700	22,150.00 4,335.00-	.54	3.43 760.00
600 THERMO FISHER SCIENTIFIC INC	B-	LT 88355610	19,637.55	.55		55,930 32.7292	33,558.00 13,920.45	.81	
920 UNITEDHEALTH GROUP INC	A+	LT 91324P10	17,329.28	.48	1.16	46,480 18.8361	42,761.60 25,432.32	1.04	.06 27.60

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		PAGE		ASSETS HELD AS OF		REVIEW DATE					
		02/29/08		02/29/08		02/29/08					
UNITS	DESCRIPTION	RATING/ G/L	COST OR BOOK/ SECURITY	% OF ACCT	YIELD %/ PRICE DT	UNIT PRICE/ UNIT COST	MARKET VALUE/ UNREALIZED G/L	% OF ACCT	YIELD MAT INCOME		
	TOTAL HEALTHCARE	283,592.82	*	7.92	1.84		340,601.00	*	8.25	1.53	5,205.60
-- INDUSTRIALS --											
700	DANAHER CORPORATION	A+	ST 23585110	52,841.01	1.48	.16 02/29/08	74,150 75,4871	51,905.00 936.01-	1.26	.16	84.00
700	EMERSON ELECTRIC CO	A	LT 29101110	31,010.00	.87	2.71 02/29/08	50,960 44,3000	35,672.00 4,662.00	.86	2.35	840.00
3,000	GENERAL ELECTRIC CO	A+	LT 36960410	88.81	188.72 02/29/08	33,140 .0296	99,420.00 99,331.19	2.41	3.74	3,720.00	
600	HONEYWELL INTERNATIONAL	B	LT 438851610	21,502.00	.60	3.07 02/29/08	57,540 35,8366	34,524.00 13,022.00	.84	1.91	660.00
	TOTAL INDUSTRIALS			105,441.82	*	2.94	5.03		5.36	2.39	5,304.00
-- INFORMATION TECHNOLOGY --											
350	APPLE COMPUTER INC	B	LT 037083310	23,492.00	.66	02/29/08	125,020 67,1200	43,757.00 20,265.00	1.06		
3,000	ASPEN TECHNOLOGY INC	C	ST 04532710	37,398.00	1.04	02/29/08	11,200 12,4660	33,600.00 3,798.00-	.81		
2,200	CISCO SYSTEMS INC	B+	LT 17275R10	16,648.96	.46	02/29/08	24,390 7,5677	53,658.00 37,009.04	1.30		
600	ELECTRONIC ARTS	B+	ST 28551210	30,498.00	.85	02/29/08	47,290 50,8300	28,374.00 2,124.00-	.69		
600	HEWLETT PACKARD CO	B+	LT 42823610	24,246.00	.68	.79 02/29/08	47,770 40,4100	28,662.00 4,416.00	.69	.67	192.00
2,500	MICROSOFT CORP	B+	LT 59491810	67,017.10	1.87	1.64 02/29/08	27,199 26,8068	67,999.75 982.65	1.65	1.62	1,100.00
1,300	MICROCHIP TECHNOLOGY INC	B+	*T 59501710	37,026.21	1.03	4.49 02/29/08	30,780 28,4817	40,014.00 2,987.79	.97	4.16	1,664.00

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ADM OFFICER - MAF		INV OFFICER - CEC		ASSETS HELD AS OF 02/29/08		PAGE 9	
UNITS DESCRIPTION	RATING/ G/L	COST OR BOOK/ SECURITY	% OF ACCT PRICE DT	UNIT PRICE/ UNIT COST	MARKET VALUE/ UNREALIZED G/L	% OF ACCT	YIELD %/ ESTIMATED INCOME
1,000 NOKIA CORP SPONSORED ADR	NR ST 65490220	.93 33,160.00 02/29/08	1.69	36,010 33,1600	36,010.00 2,850.00	.87	1.56 562.00
1,200 QUALCOMM INC	B *T 74752510	1.48 52,868.00 02/29/08	1.27	42,389 44,0566	50,867.88 2,000.12-	1.23	1.32 672.00
TOTAL INFORMATION TECHNOLOGY		322,354.27 *	9.00	1.30	382,942.63 *	9.27	1.09 4,190.00
-- MATERIALS --							
1,150 DU PONT E I DU NEMOURS & CO	B ST 26353410	50,480.24 02/29/08	1.41	3.74	46,420 43,8958	53,383.00 2,902.76	1.29 3.53 1,886.00
500 PRAXAIR INCORPORATED	A LT 74005P10	23,787.00 02/29/08	.66	3.15	80,280 47,5740	40,140.00 16,353.00	.97 1.87 750.00
TOTAL MATERIALS		74,267.24 *	2.07	3.55	93,523.00 *	2.26	2.82 2,636.00
-- TELECOMMUNICATIONS --							
1,300 AT&T INCORPORATED	B+ LT 00206R10	48,542.00 02/29/08	1.36	4.28	34,830 37,3400	45,279.00 3,263.00-	1.10 4.59 2,080.00
3,725 CITIZENS COMMUNICATIONS CO	B- LT 17453B10	41,521.50 02/29/08	1.16	8.97	10,740 11,1467	40,006.50 11,515.00-	.97 9.31 3,725.00
TOTAL TELECOMMUNICATIONS		90,063.50 *	2.52	6.45	85,285.50 *	2.06	6.81 5,805.00
-- UTILITIES --							
800 EXELON CORPORATION	B+ LT 30161N10	21,980.00 02/29/08	.61	7.28	74,850 27,4750	59,880.00 37,900.00	1.45 2.67 1,600.00
2,000 UGI CORPORATION	A *T 90268110	52,301.25 02/29/08	1.46	2.83	25,610 26,1506	51,220.00 1,081.25-	1.24 2.89 1,480.00
TOTAL UTILITIES		74,281.25 *	2.07	4.15	111,100.00 *	2.69	2.77 3,080.00
TOTAL COMMON STOCK		1,758,975.64 **	49.12	2.63	2,271,999.13 **	55.01	2.04 46,302.60

-----AS OF INVESTMENT REVIEW-----

UNITS DESCRIPTION	A/C	COST OR BOOK/ G/L SECURITY	% OF ACCT	YIELD %/ PRICE DT	UNIT PRICE/ UNIT COST	MARKET VALUE/ UNREALIZED G/L	% OF ACCT	YIELD %/ ESTIMATED INCOME	ASSETS HELD AS OF 02/29/08	REVIEW DATE 02/29/08
-- INTERNATIONAL --										
845 HARBOR INTERNATIONAL FUND	LT 41151130	53,902.55	1.51	1.65 02/29/08	66.060 63.790	55,820.70 1,918.15	1.35	1.60	891.47	
1,235 WISDOMTREE INTL MIDCAP DIV FUND	ST 97717W77	75,045.39	2.10	2.98 02/29/08	62.400 60.7654	77,064.12 2,018.73	1.87	2.90	2,236.	
TOTAL INTERNATIONAL		128,947.94 **	3.60	2.43		132,884.82 **	3.22	2.35	3,128.05	
HCM Total in 106		1,977,924				2,493,144				

(AN (*) AFTER YIELD RATE INDICATES YIELD TO MATURITY)

Humane Society of the Commonwealth of Massachusetts
Attachment to 2007 Form 990-PF

04-2104291



Investment Report

February 1, 2008 - February 29, 2008

#BWNFRKS Envelope 931001538

WINDWARD INVESTMENT MGMT
60 STATE STREET
SUITE 3600
BOSTON MA 02109

Windward Investment Management

Advisor ID: G11587905

Online
FAST(sm)-Automated Telephone
Customer Service
Fidelity.com
800-544-5555
800-544-6666

Holdings (Symbol) as of February 28, 2008	Quantity	Price per Unit February 29, 2008	Total Cost Basis	Total Value February 1, 2008	Total Value February 29, 2008
Stocks					
BARCLAYS BK PLC BARCLAYS ASIAN GULF	563,000	\$50.232	\$29,150.00		\$29,285.25
CURRENCY NT FLTG (PEGF)	971,000	50.886	48,550.00		49,410.30
BARCLAYS BK PLC GEMS TOTAL RETURN INDEX (JEM)	440,000	96.130	40,214.67		42,297.20
CURRENCYSHARES JAPANESE YEN TR					
JAPANESE YEN SHS (FXY)	540,000	152.290	80,084.60	80,600.40	
CURRENCYSHARES EURO TR EURO SHS (FXE)					
0351 080229 0001 931001538	04 18 000				Page 1 of 6



Investment Report

February 1, 2008 - February 29, 2008

Brokerage	673-684007	HUMANE SOC COMMONWEALTH MASS	Holdings	Symbol as of February 28, 2008	Quantity	Price per Unit	Total Value	Total Value
					February 28, 2008	February 28, 2008	February 1, 2008	February 29, 2008
			iSHARES S&P GSCI COMMODITY INDEXED TR (GSG)		952,000	58.410	50,112.38	49,980.00
			iSHARES INC MSCI GERMANY INDEX FD (EWG)		2,029,000	30.980	69,937.28	63,304.80
			iSHARES TR MSCI EMERGING MKTS INDEX FD (IEM)		877,000	139.620	130,397.73	120,052.53
			iSHARES TR 7-10 YR TREAS INDEX FD (IEF)		339,000	90.760	29,913.80	30,486.27
			iSHARES TR MSCI EAFE INDEX FD (EFA)		651,000	71.600	49,711.78	47,093.34
			SPDR INDEX SHS FDS DJ WILSHIRE INTL REAL ESTATE ETF (RWX)		561,000	53.160	29,836.31	30,294.00
			SPDR INDEX SHS FDS S&P INTL SMALL CAP ETF (GWI)		914,000	31.720	29,703.77	27,913.56
			SPDR SER TR LEHMAN INTL TREAS BD ETF (BWX)		925,000	56.490	50,328.00	50,810.25
			STREETTRACKS GOLD TR GOLD SHS (GLD)		455,000	96.180	40,032.35	41,587.00
			VANGUARD INDEX FDS FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNO)		531,000	59.043	29,973.55	32,380.38
			VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)		1,733,000	132.800	240,239.41	236,034.60
							<u><u>948,186</u></u>	<u><u>937,844</u></u>

Humane Society of the Commonwealth of Massachusetts
Attachment to 2007 Form 990-PF

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS -----	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT -----	PURPOSE OF GRANT OR CONTRIBUTION -----	AMOUNT -----
JOHN BATTLE	NONE INDIVIDUAL	BRONZE MEDAL	3, 000
JESHUA CHARETTE	NONE INDIVIDUAL	SILVER MEDAL	5, 000
JOSEF CHARETTE	NONE INDIVIDUAL	SILVER MEDAL	5, 000.
JEREMIE WENTWORTH	NONE INDIVIDUAL	SILVER MEDAL	5, 000.
JASON DISKIN	NONE INDIVIDUAL	SILVER MEDAL	5, 000
WILLIAM HATCH	NONE INDIVIDUAL	BRONZE MEDAL (HIGH)	5, 000.
JASON BONENFANT	NONE INDIVIDUAL	SILVER MEDAL	5, 000.
RICHARD MELANSON	NONE INDIVIDUAL	CERTIFICATE	1, 000

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JOSEPH DIMINO	NONE INDIVIDUAL	BRONZE MEDAL	3,000
CHRISTIAN BERTOLINO	NONE INDIVIDUAL	SILVER MEDAL	5,000
KIM RATH	NONE INDIVIDUAL	SILVER MEDAL	5,000
CHAD RAMOS	NONE INDIVIDUAL	BRONZE MEDAL (HIGH)	5,000
JAMES BLADES/PAMELA BLADES	NONE INDIVIDUAL	SILVER MEDAL	5,000
JEFFREY BRYANT	NONE INDIVIDUAL	BRONZE MEDAL	3,000
HULL LIFESAVING MUSEUM	NONE	SUPPORT OF EXHIBIT	5,000
MASSACHUSETTS FISHERMEN'S PARTNERSHIP	NONE	STAFF TRAINING OF FISHERMEN	12,000

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SAMARITANS	NONE	SUICIDE PREVENTION SERVICES	5,000
US COAST GUARD AUXILIARY	NONE	SAFETY EQUIPMENT FOR WATER PATROLS	25,224
US COAST GUARD AUXILIARY	NONE	EMERGENCY COMMUNICATION EQUIPMENT	24,856
		TOTAL CONTRIBUTIONS PAID	132,080

2007

Federal Supplemental Information

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Humane Society of the Commonwealth of MA

04-2104291

The 2007 Form 990-PF is being amended to correct Part XIII for changes made in the amended 2006 Form 990-PF.