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FILED OCT 13 2010

Form **990-PF**

**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 change

Use 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 02110-1911

A Employer identification number

04-2104291

B Telephone number (see the instructions)

617-357-9110

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

\$ 5,122,389. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the 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 (att sch)			
	2	Check <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	127,946.	127,946.	N/A
	5a	Gross rents			
	b	Net rental income or (loss)			
	6a	Net gain/(loss) from sale of assets not on line 10	734,758.		
	b	Gross sales price for all assets on line 6a	3,688,648.		
	7	Capital gain net income (from Part IV, line 2)		734,758.	
	8	Net short-term capital gain			
	9	Income modification			
	10a	Gross sales less returns and allowances			

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ADMINISTRATIVE EXPENSES	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	637,144.			
b	Net Investment Income (if negative, enter -0-)		850,466.		
c	Adjusted net income (if negative, enter -0-)				

24 NE

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	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 sch.)			
	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.
LIABILITIES	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.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
FUNDS	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 and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
BALANCES	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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(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	
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

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)

1 a 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)			
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	17,009.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,009.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	17,009.
6 Credits/Payments:			
a 2007 estimated tax pmts and 2006 overpayment credited to 2007	6a	12,828.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	9,300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	22,128.	
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	5,119.	
11 Enter the amount of line 10 to be Credited to 2008 estimated tax 5,119. Refunded	11	0.	

Part VIIA Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the 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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VIIA Statements Regarding Activities Continued

11 a	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)		X
11 b	If 'Yes', did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, an annuities described in the attachment for line 11a?	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.masslifesavingwards.com</u>	X	
14	The books are in care of <u>Charles E. Clapp III</u> Telephone no. <u>617-357-9110</u> Located at <u>c/o HCM, 75 Federal Street, Ste 1100 Boston</u> ZIP + 4 <u>02110-1911</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>		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
1 a 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"/>	1 b X	
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? <input type="checkbox"/>	1 c X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 <u>20 02 , 20 03 , 20 04 , 20 __</u>		
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.)	2 b X	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20 __ , 20 __ , 20 __ , 20 __</u>		
3 a 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.)	3 b N/A	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4 b	X

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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?

6b X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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.

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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				

BAA

Form 990-PF (2007)

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	

Humane Society of the Commonwealth of MA

04-2104291

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>\$ 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>

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>

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>\$ 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>	<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>	<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>	<u>\$ 423,027.</u>

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

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

Humane Society of the Commonwealth of MA

04-2104291

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	Compen- sation	Contri- bution 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.

Humane Society of the Commonwealth of MA

04-2104291

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.

HOWLAND CAPITAL MANAGEMENT		A/C 75-9320-00	HCM 75-9320-00	ASSETS HELD AS OF 02/29/08				
ADM OFFICER - MAF		INV OFFICER - CEC			REVIEW DATE			
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
-- PREFERRED STOCK --								
2,000 DB CAP TRUST III PFR 7.60% PERP CALL 02/20/18	A+	50,000.00 LT 25154A10	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-	40,000.00 LT 52520W31	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-	53,052.00 ST 20030N20	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+	32,145.00 *T 85503010	.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+	35,292.00 LT 87254010	.99	1.22 02/29/08	32.000 29.4100	38,400.00 3,108.00	.93	1.13 432.00
800 TARGET INCORPORATED	A+	37,899.00 LT 87612E10	1.06	1.18 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+	56,860.00 LT 93114210	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

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

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HOWLAND CAPITAL MANAGEMENT

A/C 75-9320-00 HCM 75-9320-00

ASSETS HELD AS OF 02/29/08

ADM OFFICER - MAF

INV OFFICER - CEC

REVIEW DATE 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 YIELD MAT	ESTIMATED INCOME
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-- CONSUMER STAPLES --

700 ALTRIA GROUP INC	A	46,131.86 LT 02209S10	1.29	4.55 02/29/08	73.140 65.9026	51,198.00 5,066.14	1.24	4.10	2,100.00
1,500 CVS/CAREMARK CORPORATION	A	56,884.20 *T 12665010	1.59	.63 02/29/08	40.380 37.9228	60,570.00 3,685.80	1.47	.59	360.00
800 COCA COLA COMPANY	A	50,230.00 *T 19121610	1.40	2.42 02/29/08	58.460 62.7875	46,768.00 3,462.00-	1.13	2.60	1,216.00
800 COLGATE PALMOLIVE CO	A+	61,620.01 ST 19416210	1.72	2.08 02/29/08	76.090 77.0250	60,872.00 748.01-	1.47	2.10	1,280.00
1,050 PEPSICO INCORPORATED	A+	50,940.50 ST 71344810	1.42	3.09 02/29/08	69.560 48.5147	73,038.00 22,097.50	1.77	2.16	1,575.00
700 PROCTER & GAMBLE CO	A+	36,987.48 *T 74271810	1.03	2.65 02/29/08	66.180 52.8392	46,326.00 9,338.52	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	28,600.00 LT 03741110	.80	1.68 02/29/08	114.710 35.7500	91,768.00 63,168.00	2.22	.52	480.00
600 CONOCOPHILLIPS	B+	45,198.00 ST 20825C10	1.26	2.50 02/29/08	82.710 75.3300	49,626.00 4,428.00	1.20	2.27	1,128.00
1,400 EXXON MOBIL CORP	A+	527.82 LT 30231G10	.01	371.34 02/29/08	87.010 .3770	121,814.00 121,286.18	2.95	1.61	1,960.00
400 SCHLUMBERGER LIMITED	B+	33,261.00 *T 80685710	.93	1.01 02/29/08	86.450 83.1525	34,580.00 1,319.00	.84	.97	336.00

TOTAL ENERGY 107,586.82 *

3.00 3.63

297,788.00 * 7.21 1.31 3,904.00

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

HOWLAND CAPITAL MANAGEMENT

A/C 75-9320-00 HCM 75-9320-00

PAGE

ASSETS HELD AS OF

02/29/08

ADM OFFICER - MAF

INV OFFICER - CEC

REVIEW DATE

02/29/08

UNITS

DESCRIPTION

RATING/ COST OR BOOK/
G/L SECURITY

MARKET VALUE/
UNREALIZED G/L

ACCT	% OF YIELD %/	
	YIELD	YIELD MAT
100	100	100
200	200	200
300	300	300
400	400	400
500	500	500
600	600	600
700	700	700
800	800	800
900	900	900
1000	1000	1000

**ESTIMATED
INCOME**

-- FINANCIALS --

500	A+	36,104.00	1.01	1.11	46.860	23,430.00	1.71	400.00
AMERICAN INTERNATIONAL GROUP INC	LT	02687410		02/29/08	72.2080	12,674.00-		
1,000	A	45,966.97	1.28	5.57	39.740	39,740.00	6.44	2,560.
BANK OF AMERICA CORP	LT	06050510		02/29/08	45.9669	6,226.97-		
400	B+	20,818.92	.58	2.23	50.900	20,360.00	.49	464.00
CHUBB CORPORATION	LT	17123210		02/29/08	52.0473	458.92-	2.28	
500	A	24,400.00	.68	1.89	78.550	39,275.00	1.17	460.00
STATE STREET CORP	LT	85747710		02/29/08	48.8000	14,875.00		
700	A-	19,985.00	.56	5.95	32.020	22,414.00	5.31	1,190.00
U.S. BANCORP	LT	90297330		02/29/08	28.5500	2,429.00		
600	NR	36,070.98	1.01	1.80	56.240	33,744.00	1.92	648.00
ACE LIMITED	LT	G0070810		02/29/08				

TOTAL FINANCIALS

178,963.00	*	4.33	3.20	5,722.00
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-- HEALTHCARE --

[illegible]

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

A/C 75-9320-00 HCM 75-9320-00

HOWLAND CAPITAL MANAGEMENT

ADM OFFICER - MAE

INV OFFICER - CEC

[illegible]

TOTAL HEALTHCARE	283,592 82 *	7 82	1 84
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-- INDUSTRIALS --

A+	700	DANAHER CORPORATION	ST 23585110	52,841.01	1.48	.16	02/29/08	74.150	75.4871	51,905.00	1.26	.16	84.00
A	700	EMERSON ELECTRIC CO	LT 29101110	31,010.00	.87	2.71	02/29/08	50.960	44.3000	35,672.00	.86	2.35	840.00
A+	3,000	GENERAL ELECTRIC CO	LT 36960410	88.81		188.72	02/29/08	33.140	.0296	99,420.00	2.41	3.74	3,720.00
B	600	HONEYWELL INTERNATIONAL	LT 43851610	21,502.00	.60	3.07	02/29/08	57.540	35.8366	34,524.00	.84	1.91	660.00

TOTAL INDUSTRIALS	105,441.82 *	2.94	5.03	221,521.00 *	5.25	3.20	5.204.00
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.. INFORMATION TECHNOLOGY ..

Company	Account	Balance	Date	Debit	Credit	Balance
APPLE COMPUTER INC	B LT 03783310	23,492.00	.66	02/29/08	125.020	43,757.00
					67.1200	20,265.00
SPEN TECHNOLOGY INC	C ST 04532710	37,398.00	1.04	02/29/08	11.200	33,600.00
					12.4660	3,798.00-
ISCO SYSTEMS INC	B+ LT 17275R10	16,648.96	.46	02/29/08	24.390	53,658.00
					7.5677	37,009.04
ELECTRONIC ARTS	B+ ST 28551210	30,498.00	.85	02/29/08	47.290	28,374.00
					50.8300	2,124.00-
EWLETT PACKARD CO	B+ LT 42823610	24,246.00	.68	.79	47.770	28,662.00
				02/29/08	40.4100	4,416.00
MICROSOFT CORP	B+ LT 59491810	67,017.10	1.87	1.64	27.199	67,999.75
				02/29/08	26.8068	982.65
MICROCHIP TECHNOLOGY INC	B+ *T 59501710	37,026.21	1.03	4.49	30.780	40,014.00
				02/29/08	28.4817	2,987.79

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

04-2104291

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

ASSETS HELD AS OF 02/29/08

HCM 75-9320-00

A/C 75-9320-00

HOWLAND CAPITAL MANAGEMENT

ADM OFFICER - MAF

INV OFFICER - CEC

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
1,000 NOKIA CORP SPONSORED ADR	NR	33,160.00 ST 65490220	.93	1.69 02/29/08	36.010 33.1600	36,010.00 2,850.00	.87	1.56	562.00
1,200 QUALCOMM INC	B	52,868.00 *T 74752510	1.48	1.27 02/29/08	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 DE NEMOURS & CO	B	50,480.24 ST 26353410	1.41	3.74 02/29/08	46.420 43.8958	53,383.00 2,902.76	1.29	3.53	1,886.00
500 PRAXAIR INCORPORATED	A	23,787.00 LT 74005P10	.66	3.15 02/29/08	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+	48,542.00 LT 00206R10	1.36	4.28 02/29/08	34.830 37.3400	45,279.00 3,263.00-	1.10	4.59	2,080.00
3,725 CITIZENS COMMUNICATIONS CO	B-	41,521.50 LT 17453B10	1.16	8.97 02/29/08	10.740 11.1467	40,006.50 1,515.00-	.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+	21,980.00 LT 30161N10	.61	7.28 02/29/08	74.850 27.4750	59,880.00 37,900.00	1.45	2.67	1,600.00
2,000 UGI CORPORATION	A	52,301.25 *T 90268110	1.46	2.83 02/29/08	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-----

HOWLAND CAPITAL MANAGEMENT

A/C 75-9320-00 HCM 75-9320-00

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ASSETS HELD AS OF

ADM OFFICER - MAF

INV OFFICER - CEC

REVIEW DATE 02/29/08

UNITS

DESCRIPTION

-- INTERNATIONAL --

845

HARBOR INTERNATIONAL FUND

1,235

WISDOMTREE INTL MIDCAP DIV FUND

TOTAL INTERNATIONAL

HCM Total in 106

$$\begin{array}{r} 128,947.94 \\ \hline 1,977,924 \end{array} \quad **$$
$$\begin{array}{r} 1,977.924 \\ \hline 128,947.94 \end{array}$$

NR

53,902.55
LT 41151130

1.51 1.65
02/29/08

66.060
63.7900

55,820.70
1,918.15

1.35

-60

891.47

NR

75,045.39
ST 97717W77

2.10 2.98
02/29/08

62.400
60.7654

77,064.12
2,018.73

1.87

- 90

2,236.

132,884.82 **

132,884.82

3.22 2.35

3,128.05

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



Investment Report

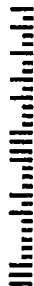
February 1, 2008 - February 29, 2008

Advisor ID: G11587905

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

#BWNFRKS Envelope 931001538

WINDWARD INVESTMENT MGMT
60 STATE STREET
SUITE 3600
BOSTON MA 02109



Holdings	(Symbol) as of February 29, 2008	Quantity February 29, 2008	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 CURRENCY NT FLTG (PEGF)		583.000	\$50.232	\$29,150.00		\$29,285.25
BARCLAYS BK PLC GEMS TOTAL RETURN INDEX (JEM)		971.000	50.886	48,550.00		49,410.30
CURRENCYSHARES JAPANESE YEN TR JAPANESE YEN SHS (FXY)		440.000	96.130	40,214.67	\$41,320.40	42,297.20
CURRENCYSHARES EURO TR EURO SHS (FXE)		540.000	152.290	80,084.60	80,600.40	82,236.60

0351 080229 0001 931001538



Investment Report

February 1, 2008 - February 29, 2008

Brokerage 673-684007 HUMANE SOC COMMONWEALTH MASS							
Holdings	(Symbol) as of February 29, 2008	Quantity	Price per Unit	Total Cost Basis	Total Value	Total Value	Total Value
		February 29, 2008	February 29, 2008		February 1, 2008	February 29, 2008	February 29, 2008
ISHARES S&P GSCI COMMODITY INDEXED TR (GSG)		952.000	58.410	50,113.38	49,980.00	55,606.32	
ISHARES INC MSCI GERMANY INDEX FD (EWG)		2,029.000	30.980	69,937.28	63,304.80	62,858.42	
ISHARES TR MSCI EMERGING MKTS INDEX FD (EEM)		877.000	139.620	130,397.73	120,052.53	122,446.74	
ISHARES TR 7-10 YR TREAS INDEX FD (IEF)		339.000	90.760	29,913.80	30,486.27	30,767.64	
ISHARES TR MSCI EAFE INDEX FD (EFA)		651.000	71.600	49,711.78	47,093.34	46,611.60	
SPDR INDEX SHS FDS DJ WILSHIRE INTL REAL ESTATE ETF (RWX)		561.000	53.160	29,836.31	30,294.00	29,822.76	
SPDR INDEX SHS FDS S&P INTL SMALL CAP ETF (GWS)		914.000	31.720	29,703.77	27,913.56	28,992.08	
SPDR SER TR LEHMAN INTL TREAS BD ETF (BWX)		925.000	56.490	50,328.00	50,810.25	52,253.25	
STREETTRACKS GOLD TR GOLD SHS (GLD)		455.000	96.180	40,032.35	41,587.00	43,761.90	
VANGUARD INDEX FDS FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)		531.000	59.043	29,973.55	32,380.38	31,351.83	
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF (VTI)		1,733.000	132.800	240,239.41	236,034.60	230,142.40	

\$ 948,186
\$ 1,937,844

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

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

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

SAFETY TRAINING OF FISHERMEN

12,000

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

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.