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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2008

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

For calendar year 2008, or tax year beginning **December 1**, 2008, and ending **November 30**, 20 **09**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.

Name of foundation

New Balance Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

20 Guest Street

Room/suite

City or town, state, and ZIP code

Boston, Ma 02135-2088

A Employer identification number

04 6470644

B Telephone number (see page 10 of the instructions)

(617) 783-4000C 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 foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 116,050,273**J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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 (attach schedule)	1,000,000			
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	10,999	10,999	NONE	
4 Dividends and interest from securities	3,541,052	3,541,052		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	(13,530,702)			
b Gross sales price for all assets on line 6a 181,568,525				
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				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	(8,978,651)	3,552,051	NONE	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	60,250			250 <i>SMIT</i>
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <i>SMIT 5</i>	520,924	520,924		
24 Total operating and administrative expenses. Add lines 13 through 23	581,174	520,924		250
25 Contributions, gifts, grants paid	6,004,739			6,004,739
26 Total expenses and disbursements. Add lines 24 and 25	6,585,913	520,924	NONE	6,004,989
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	(15,564,564)			
b Net investment income (if negative, enter -0-)		3,031,127		
c Adjusted net income (if negative, enter -0-)			NONE	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat. No. 11289X

Form **990-PF** (2008)

12 NE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			96,939	10,045	10,045
	2 Savings and temporary cash investments			2,940,471	225,704	225,704
	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 page 15 of 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)					
	b Investments—corporate stock (attach schedule) <i>SFMT 6</i>			122,513,303	109,750,400	115,814,524
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Liabilities	Less: accumulated depreciation (attach schedule) ▶					
	12 Investments—mortgage loans					
	13 Investments—other (attach schedule)					
	14 Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)			125,550,713	109,986,149	116,050,273
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)					
	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances (see page 17 of the instructions)			125,550,713	109,986,149	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)			125,550,713	109,986,149	

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	125,550,713
2 Enter amount from Part I, line 27a	2	(15,564,564)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	109,986,149
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	109,986,149

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	stmt 3			
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			
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	(13,530,702)
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 pages 13 and 17 of 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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	6,409,110	125,915,767	.05089997983
2006	6,381,905	123,865,057	.05152304576
2005	5,160,431	101,900,703	.05064176054
2004	4,560,790	83,743,349	.05446151909
2003	3,457,311	67,145,747	.05148964982

2 Total of line 1, column (d)	2	.25901595503
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	.05180319101
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	101,709,674
5 Multiply line 4 by line 3	5	5,268,886
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,311
7 Add lines 5 and 6	7	5,299,197
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.	8	6,004,989

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☒ and enter 1% of Part I, line 27b		1	30,311	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2		
3 Add lines 1 and 2		3	30,311	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	30,311	
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	97,722		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	97,722		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	67,411		
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 67,411 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of 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. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		✓
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?	✓	
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MASSACHUSETTS		
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? 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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NEWBALANCEFOUNDATION.ORG	13	✓	
14	The books are in care of ► WILLIAM R. STANDLEY Telephone no. ► 6177462212 Located at ► NEW BALANCE, 20 GUEST STREET BOSTON, MA ZIP+4 ► 02135-2088			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15	► ☐		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	✓
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2008?	4b	✓

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 7	TRUSTEE PART TIME	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ☐ NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	102,081,319
b	Average of monthly cash balances	1b	1,177,233
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	103,258,552
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	103,258,552
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	1,548,878
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	101,709,674
6	Minimum investment return. Enter 5% of line 5	6	5,085,484

Part XI Distributable Amount (see page 25 of the 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	5,085,484
2a	Tax on investment income for 2008 from Part VI, line 5	2a	30,311
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,311
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,055,173
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,055,173
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,055,173

Part XII Qualifying Distributions (see page 25 of the 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	6,004,989
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,004,989
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 page 26 of the instructions)	5	30,311
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,974,678

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				5,055,173
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only				
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	175,820			
b From 2004	458,071			
c From 2005	220,641			
d From 2006	414,118			
e From 2007	208,346			
f Total of lines 3a through e	1,476,996			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 6,004,989				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				5,055,173
e Remaining amount distributed out of corpus	949,816			
5 Excess distributions carryover applied to 2008. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,426,812			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		NONE		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	175,820			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,250,992			
10 Analysis of line 9:				
a Excess from 2004	458,071			
b Excess from 2005	220,641			
c Excess from 2006	414,118			
d Excess from 2007	208,346			
e Excess from 2008	949,816			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 1/2 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the 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 page 28 of the 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:

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

- c** Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 9	N/A	PUBLIC	GENERAL SUPPORT	6,004,739
Total			3a	6,004,739
b Approved for future payment TUFTS UNIVERSITY	N/A	PUBLIC	GENERAL SUPPORT	2,000,000
BOSTON MEDICAL CENTER	N/A	PUBLIC	GENERAL SUPPORT	576,370
CHILDREN'S HOSPITAL	N/A	PUBLIC	GENERAL SUPPORT	250,000
CAMP SUNSHINE	N/A	PUBLIC	GENERAL SUPPORT	200,000
REGIS COLLEGE	N/A	PUBLIC	GENERAL SUPPORT	25,000
Total			3b	3,051,370

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.				
	Unrelated business income	Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue:				Related or exempt function income (See page 28 of the instructions.)
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	10,999
4 Dividends and interest from securities			14	3,541,052
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	(13,530,702)
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)				(9,978,651)
13 Total. Add line 12, columns (b), (d), and (e)				13 (9,978,651)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization

NEW BALANCE FOUNDATION

Employer identification number

04 : 6470644

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

General Rule

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33⅓ % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

NEW BALANCE FOUNDATION

04

6470644

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
-----	NEW BALANCE ATHLETIC SHOE INC 20 GUEST STREET BOSTON, MASSACHUSETTS 02135-2088	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

TIN: 04-6470644

STATEMENT 1

PART I, LINE 3

INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST	10,999	10,999	NONE

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

TIN: 04-6470644

STATEMENT 2

PART I, LINE 4

DIVIDENDS & INTEREST FROM SECURITIES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTME NT INCOME
DIVIDENDS & INTEREST	3,541,052	3,541,052

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

TIN: 04-6470644

STATEMENT 3

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
United States Treasury Bill Due 8/27/09	08/27/09	1,771,864	1,772,000	136
United States Treasury Bill Due 8/27/09	08/27/09	932,940	933,000	60
United States Treasury Bill Due 8/06/09	08/06/09	933,001	933,000	(1)
United States Treasury Bill Due 8/13/09	08/13/09	1,499,938	1,500,000	62
United States Treasury Bill Due 8/20/09	08/20/09	1,624,892	1,625,000	109
United States Treasury Bill Due 09/24/09	09/24/09	1,624,882	1,625,000	118
United States Treasury Bill Due 09/24/09	09/24/09	3,371,831	3,372,000	169
United States Treasury Bill Due 09/24/09	09/24/09	2,599,988	2,600,000	12
United States Treasury Bill Due 09/03/09	09/03/09	1,771,813	1,772,000	187
United States Treasury Bill Due 09/03/09	09/03/09	1,599,850	1,600,000	150
United States Treasury Bill Due 09/10/09	09/10/09	1,499,882	1,500,000	119
United States Treasury Bill Due 09/17/09	09/17/09	2,704,908	2,705,000	92
US Treasury Bill Due 10/22/09	10/22/09	2,531,948	2,532,000	52
US Treasury Bill Due 10/22/09	10/22/09	1,031,994	1,032,000	6
US Treasury Bill Due 10/22/09	10/22/09	2,199,989	2,200,000	11
US Treasury Bill Due 10/01/09	10/01/09	1,499,951	1,500,000	49
US Treasury Bill Due 10/01/09	10/01/09	2,532,001	2,532,000	(1)
US Treasury Bill Due 10/08/09	10/08/09	2,531,996	2,532,000	4
US Treasury Bill Due 10/08/09	10/08/09	6,899,988	6,900,000	12
US Treasury Bill Due 10/15/09	10/15/09	3,999,999	4,000,000	1
US Treasury Bill Due 10/29/09	10/29/09	2,999,960	3,000,000	40
US Treasury Bill Due 10/29/09	10/29/09	2,199,966	2,200,000	34
US Treasury Bill Due 10/29/09	10/29/09	1,569,977	1,570,000	23
US Treasury Bill Due 10/29/09	10/29/09	3,100,000	3,100,000	(0)
United States Treasury Bill due 11/19/09	11/19/09	1,999,984	2,000,000	16
United States Treasury Bill due 11/05/09	11/05/09	1,999,975	2,000,000	25
United States Treasury Bill due 11/12/09	11/12/09	2,499,998	2,500,000	2
United States Treasury Bill due 11/19/09	11/12/09	4,400,004	4,400,000	(4)
United States Treasury Bill due 11/27/09	11/27/09	4,399,974	4,400,000	26
Carefusion Corp	09/01/09	9	10	0
Sunoco	09/01/09	33,226	33,660	433
Sunoco	09/01/09	44,908	45,440	533
Sunoco	09/01/09	45,081	45,052	(29)
Boeing Company	11/03/09	31,673	35,026	3,353
Boeing Company	11/03/09	45,703	49,900	4,198
Boeing Company	11/03/09	41,113	42,223	1,110
Boeing Company	11/03/09	35,669	38,865	3,195
Boeing Company	11/03/09	21,283	23,271	1,988
Boeing Company	11/03/09	12,289	11,036	(1,253)
FPL GROUP INC	08/19/09	10,689	10,502	(187)
FPL GROUP INC	08/19/09	17,337	17,485	148
NORTHROP GRUMAN CORP	08/26/09	24,585	26,216	1,631
OMNICOM GROUP	08/12/09	17,410	18,078	669

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

TIN: 04-6470644

STATEMENT 3

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
OMNICOM GROUP	08/12/09	6,351	6,362	11
ORACLE CORP	08/19/09	24,276	23,545	(731)
ORACLE CORP	08/19/09	1,261	1,256	(5)
WYETH	08/05/09	25,532	25,333	(199)
WYETH	08/05/09	4,123	4,105	(18)
Allstate Corp	09/09/09	17,811	19,532	1,721
Allstate Corp	09/09/09	6,489	6,703	214
FPL Group	09/16/09	23,586	23,227	(358)
Walt Disney Holding Co	09/16/09	16,419	17,584	1,165
Walt Disney Holding Co	09/16/09	7,162	7,916	754
Wyeth	09/02/09	50,886	51,649	762
Devon Energy Corp	10/19/09	12,495	15,577	3,082
Devon Energy Corp	10/19/09	13,212	15,364	2,151
Dominion Resources Inc	10/19/09	15,236	15,094	(142)
Dominion Resources Inc	10/19/09	58,362	59,382	1,019
Eaton Corp	10/21/09	12,404	15,274	2,871
Eaton Corp	10/21/09	14,900	17,767	2,866
Omnicom Group	10/01/09	64,310	67,692	3,383
Philip Morris Intl Inc	10/01/09	1,041	1,062	21
Philip Morris Intl Inc	09/30/09	21,662	22,000	338
Smucker J M Co	09/30/09	3,284	3,439	156
Smucker J M Co	09/30/09	12,502	13,334	832
Wyeth	10/07/09	44,186	46,063	1,877
Merck & Co	10/28/09	21,482	22,741	1,259
Merck & Co	10/28/09	7,135	7,764	629
Merck & Co	11/11/09	28,510	31,993	3,483
Nestle SA	11/11/09	20,187	23,561	3,374
Nestle SA	11/11/09	7,934	9,168	1,234
Northrop Grumman	11/04/09	12,887	14,281	1,394
Northrop Grumman	11/04/09	6,410	6,938	528
State Street Corp	11/04/09	20,886	17,639	(3,247)
State Street Corp	11/04/09	13,240	10,234	(3,006)
Total SA France	10/28/09	27,437	30,167	2,730
ROWAN COMPANIES	08/21/09	2,525	2,652	127
ROWAN COMPANIES	08/21/09	2,255	2,320	65
ROWAN COMPANIES	08/21/09	2,803	2,983	180
Affiliated Computer Svcs	10/15/09	4,815	5,251	436
Anadarko Petroleum Corp	10/15/09	8,313	11,453	3,140
Hutchinson Telecom.	10/15/09	2,548	1,929	(619)
Hutchinson Telecom.	10/15/09	2,379	1,825	(554)
Hutchinson Telecom.	10/15/09	2,705	2,064	(641)
Ivanhoe Mines Ltd	10/15/09	3,497	5,745	2,248
Telephone & Data Systems	10/15/09	490	615	125

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
Consolidated Edison	11/06/09	1,185	1,247	62
Pentair Inc	11/03/09	5,084	5,529	446
Pentair Inc	11/03/09	4,847	5,231	383
Pentair Inc	11/03/09	5,354	5,828	474
Pentair Inc	11/03/09	967	897	(70)
DIGITAL REALTY TRUST	08/26/09	5,474	5,763	289
DIGITAL REALTY TRUST	08/26/09	9,448	9,050	(398)
DIGITAL REALTY TRUST	08/06/09	8,888	9,780	892
DIGITAL REALTY TRUST	08/06/09	3,122	3,408	286
POWER INTEGRATIONS	08/05/09	2,335	2,582	248
POWER INTEGRATIONS	08/04/09	2,253	2,514	261
WHOLE FOOD MARKET INC	08/25/09	1,497	1,726	229
WHOLE FOOD MARKET INC	08/25/09	1,449	1,697	248
WHOLE FOOD MARKET INC	08/25/09	1,632	1,668	36
Assured Guaranty Ltd	08/28/09	306	415	108
Assured Guaranty Ltd	08/27/09	4,082	5,393	1,311
Perot Systems Corp	09/21/09	3,559	6,364	2,805
Perot Systems Corp	09/21/09	3,977	7,252	3,275
Perot Systems Corp	09/21/09	3,853	6,808	2,954
F5 Networks	10/22/09	5,705	7,375	1,670
F5 Networks	10/22/09	2,622	2,902	280
F5 Networks	10/16/09	2,253	2,555	302
F5 Networks	10/16/09	6,436	7,197	761
F5 Networks	10/16/09	515	596	81
F5 Networks	10/06/09	4,356	4,605	249
Hain Celestial Group	10/13/09	1,935	2,246	311
Radvision Ltd ORD	10/02/09	17	12	(5)
Radvision Ltd ORD	10/02/09	3,557	2,583	(974)
Radvision Ltd ORD	10/01/09	3,825	2,734	(1,092)
Radvision Ltd ORD	10/01/09	3,706	2,609	(1,097)
Assured Guaranty Ltd	11/20/09	7,739	12,609	4,870
Assured Guaranty Ltd	11/20/09	4,966	6,034	1,068
Assured Guaranty Ltd	11/18/19	5,861	10,355	4,494
Assured Guaranty Ltd	11/18/19	9,983	17,387	7,404
Assured Guaranty Ltd	11/18/19	2,434	4,147	1,714
Encore Acquisition	11/03/09	10,449	13,096	2,647
Encore Acquisition	11/03/09	7,006	8,597	1,591
Strayer Education	11/02/09	8,758	8,184	(574)
Cricket Communications	10/19/09	30,150	28,950	(1,200)
Energy Future Holdings Corp	11/16/09	25,025	26,031	1,006
EMERGENT BIOSOLUTIONS	12/10/08	19,402	29,331	9,930
EZCORP INC	12/05/08	19,151	20,551	1,399
MANTECH INTERNATIONAL	12/03/08	12,726	15,518	2,792

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
THORATEC CORP	12/11/08	19,935	24,175	4,239
BIO-RAD LABORATORIES	12/15/08	46,751	36,742	(10,009)
CARBO CERAMICS	12/15/08	59,969	37,046	(22,923)
CHART INDUSTRIES	12/05/08	44,960	14,067	(30,892)
FOSSIL INC	12/17/08	70,064	29,451	(40,613)
LAYNE CHRISTENSEN	12/09/08	76,143	30,467	(45,676)
MARINER ENERGY	12/04/08	55,883	18,365	(37,518)
MARTEK BIOSCIENCES CORP	12/11/08	23,991	21,649	(2,342)
NORTHWEST BANCORP	12/08/08	23,528	17,845	(5,683)
NORTHWEST BANCORP	12/31/08	6,744	5,559	(1,185)
NTELOS HOLDINGS CORP	12/08/08	20,588	17,085	(3,503)
SKYWORKS SOLUTIONS	12/04/08	70,828	30,323	(40,505)
SYNAPTICS INC	12/24/08	38,943	22,254	(16,689)
THORATEC CORP	01/28/09	24,736	31,532	6,796
COMMUNITY BANK SYSTEMS	01/21/09	37,775	27,663	(10,112)
CONMED CORP	01/05/09	54,668	31,100	(23,569)
EZCORP INC	01/09/09	39,863	36,131	(3,732)
GLACIER BANCORP	01/07/09	53,531	34,315	(19,216)
GRANITE CONSTRUCTION	01/15/09	33,876	30,714	(3,161)
NORTHWEST BANCORP	01/26/09	1,071	960	(110)
QUESTCOR PHARMACEUTICALS	01/13/09	2,365	1,676	(689)
STARENT NETWORKS	01/29/09	36,304	31,269	(5,034)
UMB FINANCIAL CORP	01/21/09	36,802	27,909	(8,893)
VALMONT INDUSTRIES	01/30/09	45,291	29,749	(15,541)
COLLECTIVE BRANDS	02/11/09	5,398	6,735	1,337
COLLECTIVE BRANDS	02/27/09	5,413	5,656	242
COLLECTIVE BRANDS	02/05/09	50,028	32,060	(17,969)
COMSTOCK RESOURCES	02/11/09	25,883	28,708	2,825
EMERGENT BIOSOLUTIONS	02/18/09	22,202	30,191	7,990
MYRIAD GENETICS	02/02/09	14,489	18,716	4,226
THORATEC CORP	02/13/09	5,300	6,393	1,093
ACORDA THERAPEUTIC	02/24/09	9,654	9,654	(0)
CHIQUITA BRANDS	02/20/09	25,313	13,408	(11,905)
COMPLETE PRODUCTIONS SERVICES	02/05/09	59,654	10,148	(49,505)
ENERGY CONVERSION DEVICES	02/25/09	35,890	13,611	(22,279)
GARTNER INC	02/06/09	71,172	35,844	(35,328)
IDACORP INCORPORATED	02/11/09	38,707	35,150	(3,557)
MERIT MEDICAL SYSTEMS	02/23/09	21,356	14,711	(6,645)
ORBITAL SCIENCE CORP	02/05/09	46,753	34,035	(12,717)
PARAMETRIC TECHNOLOGY CORP	02/26/09	47,530	21,629	(25,902)
PARAMETRIC TECHNOLOGY CORP	02/27/09	11,498	6,947	(4,551)
QUESTCOR PHARMACEUTICALS	02/24/09	3,547	2,639	(909)
QUESTCOR PHARMACEUTICALS	02/25/09	2,457	1,680	(778)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
SIMPSON MANUFACTURING	02/20/09	39,807	24,404	(15,403)
STARENT NETWORKS	02/26/09	15,588	15,194	(394)
TEKELEC	02/10/09	22,380	16,191	(6,189)
TITAN INTERNATIONAL	02/26/09	8,808	2,187	(6,621)
TUPPERWARE BRANDS	02/05/09	46,059	23,998	(22,060)
MANTECH INTERNATIONAL	03/04/09	35,264	36,035	771
ON SEMICONDUCTOR CORP	03/17/09	1,103	1,585	482
SYBASE INC	03/16/09	15,440	20,502	5,062
AEROPOSTALE INC	03/16/09	20,881	19,482	(1,398)
AEROVIRONMENT INC	03/10/09	39,630	24,396	(15,234)
ATHEROS COMMUNICATIONS	03/16/09	42,529	22,428	(20,101)
AVOCENT CORP	03/30/09	60,296	32,419	(27,878)
CARBO CERAMICS	03/26/09	7,903	6,892	(1,011)
CARBO CERAMICS	03/27/09	22,387	18,008	(4,379)
CHIQUITA BRANDS	03/11/09	13,080	4,063	(9,017)
COMPASS MINERALS INTERNATIONAL	03/16/09	24,636	17,057	(7,579)
DECKERS OUTDOOR CORP	03/23/09	85,461	38,163	(47,298)
ENERGY CONVERSION DEVICES	03/03/09	35,861	21,080	(14,780)
ESTERLINE TECHNOLOGIES	03/11/09	35,693	21,574	(14,119)
FUEL SYSTEMS SOLUTIONS	03/11/09	36,785	13,506	(23,279)
GYMBOREE CORP	03/05/09	50,218	23,886	(26,332)
MERIT MEDICAL SYSTEMS	03/06/09	1,483	791	(692)
ON SEMICONDUCTOR CORP	03/13/09	60,043	24,624	(35,418)
OWENS & MINOR	03/31/09	18,996	14,018	(4,978)
PARAMETRIC TECHNOLOGY CORP	03/03/09	9,058	7,531	(1,528)
QUESTCOR PHARMACEUTICALS	03/03/09	13,025	7,201	(5,825)
REGIS CORP	03/05/09	23,520	18,716	(4,804)
REGIS CORP	03/11/09	15,756	13,419	(2,337)
ROBBINS & MYERS	03/26/09	61,614	18,329	(43,285)
ROBBINS & MYERS	03/27/09	8,130	3,633	(4,496)
SIMPSON MANUFACTURING	03/06/09	4,469	2,612	(1,857)
SOLERA HOLDINGS	03/16/09	20,167	18,191	(1,975)
SYKES ENTERPRISES	03/04/09	27,531	18,394	(9,137)
SYKES ENTERPRISES	03/10/09	24,710	19,025	(5,685)
TITAN INTERNATIONAL	03/11/09	58,453	17,150	(41,304)
TUPPERWARE BRANDS	03/06/09	13,580	6,231	(7,349)
WATSON WYATT & CO	03/31/09	10,682	10,398	(284)
WOLVERINE WORLDWIDE	03/16/09	72,754	34,840	(37,914)
WOODWARD GOVERNOR	03/09/09	38,585	14,190	(24,395)
AARON RENTS INC	04/20/09	19,674	20,497	823
DATA DOMAIN	04/14/09	10,870	11,061	191
DATA DOMAIN	04/15/09	18,427	18,447	20
DATA DOMAIN	04/16/09	5,283	5,658	374

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
INFORMATICA CORP	04/24/09	25,600	31,260	5,660
RIVERBED TECHNOLOGY	04/14/09	11,551	14,978	3,427
RIVERBED TECHNOLOGY	04/15/09	8,758	10,606	1,849
TRACTOR SUPPLY COMPANY	04/22/09	18,368	20,311	1,943
ACORDA THERAPEUTIC	04/06/09	10,338	8,292	(2,046)
ACORDA THERAPEUTIC	04/07/09	2,360	1,832	(528)
AEROPOSTALE INC	04/07/09	12,674	12,176	(498)
COMMUNITY BANK SYSTEMS	04/15/09	20,631	16,609	(4,022)
COMTECH TELECOMMUNICATIONS	04/03/09	13,850	10,432	(3,418)
COMTECH TELECOMMUNICATIONS	04/06/09	22,568	12,764	(9,803)
COMTECH TELECOMMUNICATIONS	04/06/09	2,594	1,522	(1,072)
IMMUCOR	04/07/09	18,945	15,581	(3,365)
IMMUCOR	04/24/09	20,640	12,525	(8,115)
IMMUCOR	04/27/09	9,706	6,080	(3,626)
IMMUCOR	04/29/09	8,555	6,422	(2,134)
INFINITY PROPERTY & CASUALTY	04/15/09	14,394	12,615	(1,779)
INFINITY PROPERTY & CASUALTY	04/16/09	9,745	8,218	(1,527)
INFINITY PROPERTY & CASUALTY	04/17/09	3,723	3,224	(500)
INFINITY PROPERTY & CASUALTY	04/20/09	2,069	1,715	(353)
INFINITY PROPERTY & CASUALTY	04/21/09	2,069	1,729	(340)
INFINITY PROPERTY & CASUALTY	04/22/09	2,069	1,706	(363)
INTERACTIVE BROKERS	04/14/09	12,785	9,131	(3,654)
LUFKIN INDUSTRIES	04/02/09	23,410	11,893	(11,517)
LUFKIN INDUSTRIES	04/03/09	14,296	7,116	(7,181)
LUFKIN INDUSTRIES	04/09/09	13,533	6,644	(6,889)
LUFKIN INDUSTRIES	04/13/09	5,592	3,811	(1,781)
MAGELLAN HEALTH SERVICES	04/30/09	29,207	21,442	(7,764)
MARTEK BIOSCIENCES CORP	04/02/09	39,152	23,116	(16,036)
MARVEL ENTERTAINMENT	04/30/09	28,679	25,163	(3,516)
MATTHEWS INTERNATIONAL CORP	04/09/09	4,556	3,485	(1,070)
MATTHEWS INTERNATIONAL CORP	04/13/09	7,359	5,357	(2,002)
MATTHEWS INTERNATIONAL CORP	04/14/09	13,327	9,404	(3,922)
MATTHEWS INTERNATIONAL CORP	04/15/09	12,363	8,794	(3,569)
MERIT MEDICAL SYSTEMS INC	04/23/09	4,921	3,715	(1,207)
MERIT MEDICAL SYSTEMS INC	04/24/09	6,840	5,492	(1,348)
MERIT MEDICAL SYSTEMS INC	04/27/09	2,908	2,337	(571)
MERIT MEDICAL SYSTEMS INC	04/28/09	7,725	6,458	(1,267)
NTELOS HOLDINGS CORP	04/16/09	7,073	4,912	(2,160)
NTELOS HOLDINGS CORP	04/17/09	5,406	3,540	(1,866)
NTELOS HOLDINGS CORP	04/20/09	8,018	5,129	(2,889)
NTELOS HOLDINGS CORP	04/21/09	6,873	4,386	(2,487)
NTELOS HOLDINGS CORP	04/22/09	3,150	1,998	(1,152)
NTELOS HOLDINGS CORP	04/23/09	14,395	8,599	(5,797)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
NTELOS HOLDINGS CORP	04/23/09	5,371	2,696	(2,675)
OLIN CORP	04/24/09	30,904	15,503	(15,401)
OLIN CORP	04/27/09	14,368	7,353	(7,014)
OLIN CORP	04/29/09	22,732	13,643	(9,090)
OWENS & MINOR INC	04/06/09	4,515	3,223	(1,292)
OWENS & MINOR INC	04/27/09	36,266	28,554	(7,712)
OWENS & MINOR INC	04/29/09	7,535	6,440	(1,096)
PSS WORLD MEDICAL INC	04/09/09	4,966	4,265	(701)
PSS WORLD MEDICAL INC	04/13/09	5,267	4,230	(1,038)
PSS WORLD MEDICAL INC	04/15/09	13,463	11,152	(2,311)
PSS WORLD MEDICAL INC	04/20/09	1,544	1,264	(279)
PSS WORLD MEDICAL INC	04/21/09	2,911	2,434	(478)
PSS WORLD MEDICAL INC	04/16/09	2,225	1,843	(382)
PSS WORLD MEDICAL INC	04/22/09	2,054	1,701	(353)
PSS WORLD MEDICAL INC	04/23/09	5,184	4,195	(988)
PSS WORLD MEDICAL INC	04/24/09	3,269	2,649	(619)
PSS WORLD MEDICAL INC	04/27/09	3,132	2,496	(636)
PEROT SYSTEMS CORP-A	04/13/09	3,462	3,022	(440)
PEROT SYSTEMS CORP-A	04/14/09	7,711	6,674	(1,037)
PEROT SYSTEMS CORP-A	04/15/09	5,980	5,173	(807)
PEROT SYSTEMS CORP-A	04/16/09	11,960	10,039	(1,921)
QUESTCOR PHARMACEUTICALS INC	04/29/09	3,880	2,099	(1,780)
QUESTCOR PHARMACEUTICALS INC	04/30/09	5,229	2,866	(2,363)
QUESTCOR PHARMACEUTICALS INC	04/28/09	7,239	3,846	(3,394)
ROBBINS & MYERS INC	04/06/09	4,530	2,843	(1,687)
ROBBINS & MYERS INC	04/07/09	10,311	7,713	(2,598)
TELEDYNE TECHNOLOGIES INC	04/07/09	52,688	37,981	(14,707)
WALTER INV MGMT CORP-W/I	04/28/09	135	3,676	3,542
WIND RIVER SYSTEM INC	04/20/09	10,102	6,050	(4,052)
WIND RIVER SYSTEM INC	04/21/09	3,753	2,194	(1,559)
WIND RIVER SYSTEM INC	04/21/09	11,601	6,803	(4,798)
WIND RIVER SYSTEM INC	04/22/09	27,927	16,769	(11,157)
WIND RIVER SYSTEM INC	04/22/09	8,871	4,983	(3,889)
AARON RENTS INC	05/15/09	7,864	9,041	1,177
AARON RENTS INC	05/18/09	23,193	24,634	1,441
AARON RENTS INC	05/19/09	7,984	9,675	1,691
BIG LOTS INC	05/15/09	17,155	24,428	7,273
BIG LOTS INC	05/18/09	4,505	6,307	1,802
BIG LOTS INC	05/19/09	1,807	2,466	659
BIG LOTS INC	05/19/09	7,140	9,735	2,595
BLACKBOARD INC	05/26/09	17,445	17,490	45
BLACKBOARD INC	05/26/09	7,611	7,746	135
BLACKBOARD INC	05/27/09	7,924	7,546	(378)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
BLACKBOARD INC	05/28/09	3,524	3,336	(187)
BLUE COAT SYSTEMS	05/29/09	9,275	9,005	(270)
CAPELLA EDUCATION CO	05/11/09	5,036	4,776	(260)
CAPELLA EDUCATION CO	05/13/09	9,636	9,193	(443)
CAPELLA EDUCATION CO	05/13/09	16,396	15,402	(994)
CAPELLA EDUCATION CO	05/14/09	1,029	981	(48)
CARTERS INC	05/15/09	9,410	10,237	826
FLOWERS FOODS INC	05/07/09	9,530	10,927	1,397
FLOWERS FOODS INC	05/08/09	26,255	25,995	(259)
ICONIX BRAND GROUP INC	05/15/09	2,156	2,766	610
ICONIX BRAND GROUP INC	05/15/09	5,762	7,251	1,489
ISIS PHARMACEUTICALS INC	05/26/09	306	288	(18)
ISIS PHARMACEUTICALS INC	05/26/09	10,410	9,597	(813)
ISIS PHARMACEUTICALS INC	05/27/09	5,968	5,089	(879)
MAGELLAN HEALTH SERVICES INC	05/06/09	9,617	7,171	(2,445)
MAGELLAN HEALTH SERVICES INC	05/07/09	3,065	2,656	(410)
NETLOGIC MICROSYSTEMS INC	05/06/09	13,010	18,947	5,936
STERIS CORPORATION	05/08/09	34,309	25,836	(8,473)
STERIS CORPORATION	05/11/09	22,724	17,626	(5,098)
TEKELEC	05/08/09	23,249	22,208	(1,041)
TETRA TECH INC	05/27/09	10,044	12,884	2,839
TETRA TECH INC	05/28/09	402	517	116
UMB FINANCIAL CORP	05/27/09	9,535	7,500	(2,034)
UMB FINANCIAL CORP	05/28/09	12,446	10,425	(2,021)
VISTAPRINT LTD	05/06/09	11,873	19,151	7,278
VNUS MEDICAL TECHNOLOGIES	05/13/09	33,660	46,747	13,088
VOCUS INC	05/11/09	4,651	2,345	(2,305)
VOCUS INC	05/11/09	34,209	17,605	(16,604)
VOCUS INC	05/12/09	9,353	4,598	(4,755)
VOCUS INC	05/22/09	4,695	2,338	(2,357)
VOCUS INC	05/26/09	2,049	2,344	295
VOCUS INC	05/29/09	6,066	6,658	593
VOCUS INC	05/27/09	9,814	10,255	441
WALTER INV MGMT CORP-W/I	05/06/09	1	4	2
WALTER INV MGMT CORP-W/I	05/14/09	254	739	485
WATSON WYATT & CO	05/28/09	17,886	13,010	(4,876)
WATSON WYATT & CO	05/28/09	9,218	6,655	(2,563)
WATSON WYATT & CO	05/29/09	21,437	17,824	(3,613)
WEBSense INC	05/12/09	11,033	8,816	(2,217)
WEBSense INC	05/13/09	2,290	1,820	(470)
WORLD ACCEPTANCE CORP	05/06/09	4,829	3,188	(1,642)
WORLD ACCEPTANCE CORP	05/07/09	18,902	12,033	(6,869)
WORLD ACCEPTANCE CORP	05/12/09	48,162	25,582	(22,581)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
AEROPOSTALE INC	06/23/09	23,700	34,960	11,260
BLUE COAT SYSTEMS	06/01/09	8,241	8,643	401
BLUE COAT SYSTEMS	06/02/09	2,295	2,458	163
CONCUR TECHNOLOGIES	06/16/09	2,518	2,717	199
CONCUR TECHNOLOGIES	06/17/09	2,144	2,982	838
MARVEL ENTERTAINMENT	06/23/09	17,071	17,569	498
MARVEL ENTERTAINMENT	06/24/09	14,464	16,333	1,869
MYRIAD GENETICS	06/23/09	6,601	8,506	1,905
MYRIAD GENETICS	06/24/09	21,231	26,401	5,170
SYBASE INC	06/23/09	5,922	8,930	3,008
SYBASE INC	06/24/09	25,301	33,225	7,924
SYNAPTICS INC	06/30/09	9,958	16,077	6,119
TETRA TECH INC	06/01/09	5,826	7,518	1,692
TESSERA TECHNOLOGIES	06/23/09	13,343	19,776	6,433
TESSERA TECHNOLOGIES	06/24/09	5,896	9,020	3,124
WALTER ENERGY	06/10/09	2,146	5,105	2,959
WALTER ENERGY	06/10/09	8,278	19,356	11,078
WORLD FUEL SERVICES	06/05/09	13,331	19,897	6,566
VISTAPRINT LTD	06/11/09	27,810	49,991	22,181
CAL-MAINE FOODS	06/09/09	2,816	2,701	(115)
CAL-MAINE FOODS	06/10/09	7,217	6,556	(661)
CAL-MAINE FOODS	06/11/09	6,592	5,757	(835)
CAL-MAINE FOODS	06/12/09	530	460	(70)
CAL-MAINE FOODS	06/15/09	20,099	17,756	(2,342)
CONCUR TECHNOLOGIES	06/11/09	39,086	28,623	(10,463)
CONCUR TECHNOLOGIES	06/12/09	4,792	4,053	(738)
CONCUR TECHNOLOGIES	06/15/09	13,375	10,940	(2,435)
FRESH DEL MONTE PRODUCE	06/12/09	18,772	14,944	(3,828)
FRESH DEL MONTE PRODUCE	06/17/09	460	340	(121)
FRESH DEL MONTE PRODUCE	06/18/09	6,904	5,021	(1,883)
FRESH DEL MONTE PRODUCE	06/19/09	8,745	6,411	(2,334)
99 CENTS ONLY STORES	07/29/09	33,535	48,158	14,624
ABM INDUSTRIES INC	07/29/09	30,943	43,069	12,126
ADVENT SOFTWARE INC	07/29/09	37,291	42,129	4,838
ALEXION PHARMACEUTICALS INC	07/10/09	25,459	21,215	(4,243)
ALEXION PHARMACEUTICALS INC	07/13/09	1,818	1,481	(337)
ALEXION PHARMACEUTICALS INC	07/13/09	7,729	6,294	(1,434)
ALEXION PHARMACEUTICALS INC	07/14/09	10,002	8,166	(1,836)
ALEXION PHARMACEUTICALS INC	07/15/09	13,700	11,942	(1,759)
ALLOS THERAPEUTICS INC	07/29/09	34,766	38,565	3,798
ALNYLAM PHARMACEUTICALS INC	07/29/09	18,497	19,857	1,360
AMERICAN ITALIAN PASTA CO-A	07/29/09	39,144	42,310	3,166
AMERICAN MEDICAL SYSTEMS HLDGS I	07/29/09	35,546	38,907	3,361

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<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
AMERICAN SCIENCE & ENGINEERING IN	07/29/09	37,553	35,902	(1,652)
ARCSIGHT INC	07/29/09	35,846	40,332	4,486
ARUBA NETWORKS INC	07/29/09	19,565	21,196	1,632
ASIAINFO HOLDINGS INC	07/29/09	36,372	38,916	2,544
ASSURED GUARANTY LTD	07/29/09	20,275	20,523	248
ATHEROS COMMUNICATIONS	07/24/09	20,841	18,438	(2,403)
ATHEROS COMMUNICATIONS	07/29/09	26,705	43,355	16,650
AUXILIUM PHARMACEUTICALS INC	07/29/09	41,351	46,885	5,535
BAKER MICHAEL CORP	07/29/09	17,442	22,600	5,158
BEACON ROOFING SUPPLY INC	07/29/09	36,832	41,979	5,148
BLUE COAT SYSTEMS INC	07/29/09	17,645	25,705	8,061
CAL DIVE INTERNATIONAL INC	07/29/09	48,702	48,747	45
CARTERS INC	07/29/09	29,508	40,612	11,104
CEC ENTERTAINMENT INC	07/29/09	34,515	37,700	3,186
CENTENE CORP	07/29/09	33,226	32,402	(824)
CHART INDUSTRIES INC	07/29/09	17,914	19,195	1,281
CHATTEM INC	07/29/09	39,877	45,644	5,767
CHEESECAKE FACTORY INC	07/29/09	19,782	20,628	846
CHEMED CORP	07/21/09	17,410	16,468	(943)
CITI TRENDS INC	07/29/09	37,832	39,725	1,892
COMPASS MINERALS INTERNATIONAL I	07/16/09	50,941	33,736	(17,205)
COMSTOCK RESOURCES INC NEW	07/29/09	37,540	36,102	(1,438)
COOPER TIRE & RUBBER CO	07/29/09	38,040	47,158	9,118
CUBIC CORP	07/29/09	36,798	49,057	12,259
CYBERSOURCE CORP	07/29/09	31,858	43,147	11,290
DRESS BARN INC	07/29/09	26,960	43,900	16,940
DYNCORP INTERNATIONAL INC-A	07/29/09	33,865	35,513	1,647
ECLIPSYS CORP	07/29/09	39,336	44,107	4,770
EHEALTH INC	07/29/09	41,873	41,406	(467)
EMCOR GROUP INC	07/29/09	35,460	42,935	7,475
ENERSYS	07/29/09	32,430	37,030	4,600
FINISH LINE INC-A	07/29/09	35,936	37,763	1,827
GULFMARK OFFSHORE INC	07/29/09	72,330	51,864	(20,466)
HAWAIIAN HOLDINGS INC	07/29/09	26,762	35,195	8,433
HEARTLAND EXPRESS INC	07/29/09	34,294	35,265	970
ICONIX BRAND GROUP INC	07/29/09	29,486	43,757	14,271
ICU MEDICAL INC	07/29/09	39,458	37,971	(1,487)
INFORMATICA CORP	07/29/09	30,606	39,262	8,656
INSITUFORM TECHNOLOGIES INC-A	07/29/09	40,545	38,424	(2,121)
INTERACTIVE BROKERS GROUP INC-A	07/29/09	40,149	38,163	(1,986)
INTERDIGITAL INC	07/29/09	18,804	22,016	3,212
IPC HOLDINGS LTD	07/08/09	1,909	1,708	(201)
IPC HOLDINGS LTD	07/08/09	14,000	12,604	(1,396)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
IPC HOLDINGS LTD	07/09/09	8,591	7,564	(1,027)
IPC HOLDINGS LTD	07/10/09	5,091	4,486	(605)
IPC HOLDINGS LTD	07/14/09	28,912	25,735	(3,177)
ISIS PHARMACEUTICALS INC	07/29/09	20,188	22,364	2,176
ITC HOLDINGS CORP	07/29/09	37,536	40,558	3,022
JO-ANN STORES INC	07/29/09	37,762	40,145	2,383
KNIGHT CAP GROUP INC-A	07/29/09	46,372	54,542	8,170
MASIMO CORP	07/07/09	31,122	27,602	(3,520)
MASIMO CORP	07/08/09	6,663	5,817	(845)
MASTEC INC	07/29/09	35,245	27,125	(8,120)
MEDICIS PHARMACEUTICAL CORP-A	07/29/09	46,551	53,738	7,187
MEDIVATION INC	07/29/09	19,682	19,895	212
MICROSEMI CORP	07/29/09	37,081	49,925	12,844
MIDDLEBY CORP	07/29/09	44,150	47,735	3,585
MYRIAD PHARMACEUTICALS INC	07/08/09	913	953	40
NATIONAL CINEMEDIA INC	07/29/09	32,693	42,052	9,360
NET 1 UEPS TECHNOLOGIES INC	07/29/09	38,200	37,423	(777)
NETFLIX INC	07/14/09	34,126	30,817	(3,309)
NETGEAR INC	07/29/09	40,294	41,371	1,076
NETLOGIC MICROSYSTEMS INC	07/29/09	29,600	47,344	17,744
NOVATEL WIRELESS INC	07/29/09	35,828	30,489	(5,339)
NU SKIN ASIA PAC INC-A	07/29/09	38,339	48,770	10,431
ONYX PHARMACEUTICALS INC	07/27/09	41,069	45,056	3,987
ONYX PHARMACEUTICALS INC	07/29/09	14,167	19,367	5,200
PAPA JOHNS INTERNATIONAL INC	07/29/09	32,851	36,529	3,678
PEROT SYSTEMS CORP-A	07/29/09	38,073	39,533	1,460
PHARMERICA CORP	07/29/09	36,180	38,407	2,227
PHASE FORWARD INC	07/29/09	39,188	40,631	1,444
PLATINUM UNDERWRITER HOLDINGS L	07/29/09	59,372	57,105	(2,267)
PREMIERE GLOBAL SVCS INC	07/29/09	39,931	31,585	(8,347)
RALCORP HOLDINGS INC	07/14/09	15,641	16,056	415
RALCORP HOLDINGS INC	07/15/09	12,607	14,657	2,050
RALCORP HOLDINGS INC	07/16/09	7,958	8,487	529
REGENERON	07/29/09	18,732	25,042	6,310
RIVERBED TECHNOLOGY INC	07/29/09	14,422	24,400	9,979
ROCK-TENN COMPANY-A	07/29/09	35,667	41,738	6,071
SANDERSON FARMS INC	07/29/09	37,744	32,308	(5,436)
SEMTECH CORP	07/29/09	39,342	40,923	1,581
SILGAN HOLDINGS INC	07/29/09	37,438	37,204	(234)
SMITH & WESSON HOLDING CORP	07/29/09	35,470	38,739	3,269
SOLERA HOLDINGS INC	07/29/09	39,671	46,816	7,144
STANLEY INC	07/29/09	47,007	49,155	2,148
STARENT NETWORKS CORP	07/29/09	25,693	53,061	27,368

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
STEINER LEISURE LTD	07/29/09	35,194	35,034	(160)
STIFEL FINANCIAL CORP	07/29/09	46,791	50,479	3,688
STILLWATER MINING COMPANY	07/29/09	29,581	30,075	494
SYNAPTICS INC	07/29/09	23,471	34,134	10,663
SYNIVERSE HOLDINGS INC	07/21/09	24,551	21,567	(2,984)
SYNIVERSE HOLDINGS INC	07/22/09	26,333	30,913	4,580
TAKE-TWO INTERACTIVE SOFTWARE IN	07/17/09	6,606	6,093	(513)
TAKE-TWO INTERACTIVE SOFTWARE IN	07/20/09	9,408	8,610	(798)
TAKE-TWO INTERACTIVE SOFTWARE IN	07/20/09	12,015	10,438	(1,576)
TAKE-TWO INTERACTIVE SOFTWARE IN	07/20/09	9,764	8,544	(1,220)
TEKELEC	07/29/09	33,267	41,692	8,425
TEMPUR-PEDIC INTL INC	07/29/09	43,960	54,264	10,304
TETRA TECH INC	07/29/09	26,821	42,539	15,718
THE MENS WEARHOUSE INC	07/29/09	38,187	43,951	5,764
THORATEC CORP	07/29/09	44,187	42,435	(1,753)
TIBCO SOFTWARE INC	07/29/09	40,395	41,661	1,266
TRACTOR SUPPLY COMPANY	07/29/09	31,282	38,587	7,305
TRANSDIGM GROUP INC	07/29/09	45,156	45,691	535
TRIUMPH GROUP INC	07/09/09	11,197	9,408	(1,789)
TRIUMPH GROUP INC	07/10/09	1,792	1,486	(306)
TRIUMPH GROUP INC	07/13/09	5,823	4,698	(1,125)
TRIUMPH GROUP INC	07/13/09	4,921	4,010	(911)
TRIUMPH GROUP INC	07/15/09	7,961	6,478	(1,483)
TRIUMPH GROUP INC	07/16/09	6,611	6,057	(553)
TUTOR PERINI CORP	07/29/09	35,919	30,425	(5,493)
UNITED THERAPEUTICS CORP	07/09/09	19,065	24,007	4,941
WABTEC CORP	07/29/09	49,115	46,824	(2,291)
WALTER ENERGY INC	07/29/09	16,210	52,326	36,116
WARNACO GROUP INC	07/29/09	40,321	50,816	10,494
WEBSense INC	07/13/09	17,100	11,755	(5,345)
WEBSense INC	07/14/09	3,514	2,382	(1,132)
WEBSense INC	07/21/09	8,126	6,020	(2,106)
WEBSense INC	07/22/09	1,318	960	(357)
WEBSense INC	07/23/09	10,542	7,433	(3,109)
WEBSense INC	07/24/09	4,655	4,574	(81)
WESTAMERICA BANCORP	07/29/09	43,099	44,241	1,143
WGL HOLDINGS INC	07/29/09	31,270	34,596	3,326
WILLBROS GROUP INC	07/29/09	35,680	41,889	6,209
WORLD FUEL SERVICES CORP	07/29/09	40,201	48,335	8,134
WRIGHT EXPRESS CORP	07/29/09	46,289	49,425	3,136
AMAZON.COM INC	12/22/08	178,540	95,579	(82,962)
BROADCOM CORP	12/22/08	210,278	100,976	(109,302)
EMC CORP	12/02/08	425,017	238,861	(186,156)

NEW BALANCE FOUNDATION

TIN: 04-6470644

FORM 990-PF

TAX YEAR 12/01/08 - 11/30/09

STATEMENT 3

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
MOODY'S	12/24/08	161,117	120,389	(40,728)
MOODY'S	12/31/08	58,721	40,036	(18,685)
GENZYME CORP	12/02/08	62,457	67,007	4,550
GOOGLE INC	12/22/08	35,674	59,331	23,657
AMAZON.COM INC	01/29/09	514,404	283,225	(231,180)
ALLERGAN INC	05/29/09	64,541	75,546	11,006
AMAZON.COM INC	05/29/09	104,350	101,682	(2,668)
AMER MOVIL SA DE CV SER L-SPONSD A	05/29/09	41,909	41,688	(221)
APPLE INC	05/29/09	75,444	143,446	68,002
BROADCOM CORP-A	05/29/09	98,144	68,065	(30,079)
CME GROUP INC	05/29/09	57,685	60,878	3,193
EMC CORP MASS	05/28/09	62,299	38,623	(23,676)
EMC CORP MASS	05/28/09	49,448	30,904	(18,544)
EMC CORP MASS	05/29/09	125,276	72,036	(53,240)
EMC CORP MASS	05/29/09	70,129	70,720	591
EMC CORP MASS	05/27/09	185,219	99,500	(85,719)
EMC CORP MASS	05/29/09	198,197	116,824	(81,373)
FMC TECHNOLOGIES INC	05/29/09	53,494	52,208	(1,286)
GENZYME CORPORATION	05/29/09	83,439	88,558	5,119
GOOGLE INC-A	05/29/09	53,512	121,005	67,493
INTERCONTINENTAL EXCHANGE INC	05/28/09	61,040	90,015	28,975
INTERCONTINENTAL EXCHANGE INC	05/29/09	68,768	101,780	33,012
INTERCONTINENTAL EXCHANGE INC	05/29/09	49,647	71,356	21,709
INTUITIVE SURGICAL INC	05/29/09	37,127	73,933	36,806
LAS VEGAS SANDS CORP	05/29/09	770,634	62,710	(707,924)
MINDRAY MEDICAL INTERNATIONAL-A	05/29/09	35,795	25,033	(10,762)
MONSANTO CO	05/29/09	36,322	42,884	6,562
MOODYS CORP	05/29/09	43,340	31,723	(11,617)
NATIONAL OILWELL VARCO INC	05/29/09	166,941	128,300	(38,641)
SALESFORCE COM INC	05/29/09	45,982	40,996	(4,986)
SCHLUMBERGER LTD	05/29/09	106,600	91,640	(14,961)
STARBUCKS CORP	05/13/09	47,526	40,700	(6,826)
STARBUCKS CORP	05/13/09	31,369	26,725	(4,644)
STARBUCKS CORP	05/14/09	33,276	27,741	(5,535)
STARBUCKS CORP	05/14/09	20,870	17,585	(3,285)
STARBUCKS CORP	05/28/09	86,310	70,726	(15,584)
STARBUCKS CORP	05/29/09	55,482	45,156	(10,326)
STARBUCKS CORP	05/29/09	50,164	41,787	(8,377)
STRYKER CORP	05/29/09	28,121	27,166	(955)
VARIAN MEDICAL SYSTEMS INC	05/29/09	48,878	32,381	(16,497)
VISA INC-A	05/29/09	57,200	86,292	29,092
ALLERGAN INC	06/03/09	104,520	127,834	23,314
EMC CORP MASS	06/02/09	26,900	34,309	7,408

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
EMC CORP MASS	06/03/09	22,592	28,857	6,264
GOOGLE INC	06/03/09	112,132	256,206	144,075
ALLERGAN INC	07/24/09	853,107	934,547	81,440
AMAZON.COM INC	07/24/09	768,936	1,101,072	332,135
APPLE INC	07/24/09	920,764	1,537,274	616,510
GOOGLE INC	07/24/09	813,873	1,063,503	249,630
INTERCONTINENTAL EXCHANGE INC	07/24/09	667,101	744,475	77,374
INTUITIVE SURGICAL INC	07/24/09	665,848	1,176,824	510,977
IRON MOUNTAIN INC	07/24/09	220,880	318,371	97,491
MONSANTO CO	07/24/09	621,096	672,560	51,463
QUALCOMM INC	07/24/09	640,435	829,180	188,745
SALESFORCE COM INC	07/24/09	625,743	637,516	11,773
VISA INC-A	07/24/09	762,998	946,806	183,808
VMWARE INC	07/24/09	247,605	268,807	21,202
AMER MOVIL SA DE CV SER L-SPONSD A	07/24/09	528,620	583,237	54,617
MINDRAY MEDICAL INTERNATIONAL-A	07/24/09	209,080	246,542	37,461
MINDRAY MEDICAL INTERNATIONAL-A	07/01/09	99,715	88,001	(11,715)
ABRAXIS BIOSCIENCE INC	07/24/09	125,750	56,210	(69,541)
BROADCOM CORP	07/24/09	615,627	609,477	(6,150)
CME GROUP INC	07/24/09	538,244	458,606	(79,637)
FMC TECHNOLOGIES INC	07/24/09	641,454	564,881	(76,572)
GENZYME CORP	07/24/09	1,029,732	851,471	(178,261)
LAS VEGAS SANDS CORP	07/24/09	861,269	679,035	(182,234)
MOODY'S CORP	07/24/09	415,384	279,075	(136,308)
NATIONAL OILWELL VARCO INC	07/24/09	1,365,662	1,104,909	(260,753)
NIKE INC	07/24/09	359,375	334,444	(24,930)
STARBUCKS CORP	07/24/09	620,536	566,472	(54,064)
STRYKER CORP	07/24/09	369,062	322,421	(46,642)
VARIAN MEDICAL SYSTEMS INC	07/24/09	642,028	426,332	(215,696)
SCHLUMBERGER LTD	07/24/09	964,901	846,274	(118,626)
WTC CTF OPP Investment Fund	02/02/09	28,014	20,229	(7,785)
WTC CTF OPP Investment Fund	05/01/09	23,721	18,645	(5,076)
WTC CTF OPP Investment Fund	08/03/09	24,011	21,742	(2,269)
WTC CTF OPP Investment Fund	10/01/09	12,322,708	11,824,503	(498,205)
ANAREN MICROWAVE	12/15/08	29,415	22,857	(6,558)
ICT GROUP	12/03/08	49,381	13,616	(35,765)
PIEDMONT NATURAL GAS	12/09/08	35,019	44,785	9,765
ACTEL CORP	12/11/08	14,462	13,198	(1,264)
ANGIODYNAMICS	12/04/08	20,772	15,032	(5,740)
GREENE BANCSHARES	12/31/08	4	4	(0)
GREENE BANCSHARES	12/31/08	9,636	6,779	(2,857)
ISLE OF CAPRI CASINOS	12/11/08	29,949	19,391	(10,558)
MAGELLAN HEALTH SERVICES	12/08/08	91,788	72,834	(18,954)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
MODINE MANUFACTURING	12/10/08	23,157	8,202	(14,955)
NARA BANCORP INC	12/09/08	26,253	20,589	(5,664)
NEWPORT CORP	12/16/08	64,158	38,843	(25,316)
PACIFIC SUNWEAR CALIFORNIA INC	12/10/08	25,194	8,019	(17,175)
PACTIV CORP	12/03/08	21,259	20,999	(259)
SMITH A O CORP	12/10/08	14,013	10,731	(3,282)
TALBOTS INC	12/10/08	33,697	5,844	(27,853)
ALBEMARLE CORP	01/27/09	63,599	43,745	(19,854)
GREENE BANCSHARES	01/02/09	7,341	7,110	(231)
OSHKOSH TRUCK	01/29/09	23,315	16,939	(6,377)
SNAP ON INC	01/05/09	41,609	35,386	(6,222)
BECKMAN COULTER	02/27/09	38,083	40,620	2,536
HEICO CORP	02/23/09	15,558	20,240	4,681
CONCHO RESOURCES	02/25/09	41,899	40,109	(1,789)
MINERALS TECHNOLOGY	02/06/09	27,011	15,045	(11,966)
SOUTHWEST GAS CORP	02/27/09	79,583	55,705	(23,878)
TETRA TECHNOLOGIES	02/10/09	57,807	24,891	(32,916)
CASELLA WASTE SYSTEMS	03/12/09	80,413	5,058	(75,355)
INVESTMENT TECHNOLOGY GROUP	03/19/09	54,974	39,749	(15,226)
KANSAS CITY SOUTHERN INDUSTRIES	03/30/09	20,744	12,864	(7,880)
MINERALS TECHNOLOGY	03/26/09	31,323	16,558	(14,765)
SANDERS MORRIS HARRIS GROUP	03/30/09	64,197	22,442	(41,754)
ATMI	04/27/09	31,948	15,771	(16,178)
ALEXANDRIA REAL ESTATE EQUITIES	04/21/09	41,864	34,838	(7,026)
ICU MEDICAL	04/07/09	6,494	6,199	(295)
ICU MEDICAL	04/08/09	4,091	3,969	(122)
ICU MEDICAL	04/03/09	30,719	37,594	6,875
PSS WORLD MEDICAL	04/03/09	30,100	23,066	(7,034)
SANDERS MORRIS HARRIS GROUP	04/01/09	20,651	11,787	(8,864)
UNIVERAL TRUCKLOAD	04/24/09	33,576	20,348	(13,228)
POWELL INDUSTRIES	05/06/09	35,023	38,064	3,041
WADDELL & REED FINANCIAL	05/08/09	42,391	88,165	45,774
ALTRA HOLDINGS	06/04/09	25,762	11,017	(14,745)
ALTRA HOLDINGS	06/04/09	13,327	5,448	(7,879)
ALTRA HOLDINGS	06/05/09	16,386	6,984	(9,402)
CRA INTERNATIONAL	06/29/09	35,852	27,982	(7,870)
WRIGHT MEDICAL	06/01/09	53,847	32,758	(21,089)
ADC TELECOMMUNICATIONS	07/24/09	45,153	65,410	20,256
ATMI	07/24/09	41,997	43,459	1,462
ADTRAN INC	07/16/09	53,364	58,434	5,070
ADTRAN INC	07/24/09	16,919	27,580	10,661
AIRGAS INC	07/24/09	32,991	46,245	13,254
ALBEMARLE CORP	07/24/09	58,590	59,662	1,072

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
ANAREN MICROWAVE	07/24/09	49,664	90,462	40,798
APOGEE ENTERPRISES	07/24/09	47,373	51,926	4,553
BOK FINANCIAL	07/24/09	43,999	45,162	1,163
BEACON ROOFING SUPPLY	07/24/09	37,776	56,517	18,741
CARRIZO OIL & GAS	07/24/09	18,644	41,913	23,270
CHICOS FAS	07/24/09	34,854	68,764	33,910
COHERENT INC	07/24/09	20,719	21,290	570
COLUMBIA BANKING SYS	07/24/09	43,283	44,989	1,706
CONCHO RESOURCES	07/24/09	46,554	59,398	12,844
COOPER COMPANIES	07/24/09	24,958	31,972	7,014
CORPORATE OFFICE PROPERTIES TRUS	07/24/09	88,875	97,553	8,679
DIEBOLD INC	07/24/09	42,804	46,125	3,321
DIGITAL REALTY TRUST	07/24/09	33,285	43,979	10,694
DOLLAR TREE INC	07/24/09	48,881	67,219	18,338
FIRST HORIZON NATIONAL CORP	07/24/09	41,823	44,627	2,804
GFI GROUP	07/24/09	58,337	66,262	7,925
GENTEX CORP	07/24/09	60,612	67,506	6,894
ICU MEDICAL	07/06/09	22,097	28,286	6,189
ICU MEDICAL	07/24/09	16,321	20,612	4,291
JABIL CIRCUIT	07/24/09	20,100	22,110	2,011
MFA FINANCIAL	07/24/09	44,719	50,445	5,726
MONRO MUFFLER BRAKE	07/24/09	21,549	31,390	9,842
NATIONAL RETAIL PROPERTIES	07/24/09	47,589	57,835	10,245
NEWELL RUBBERMAID	07/24/09	47,759	72,086	24,327
OMNICARE INC	07/24/09	49,941	51,603	1,662
PF CHANG'S CHINA BISTRO	07/24/09	32,385	49,414	17,029
PSS WORLD MEDICAL	07/24/09	21,409	23,831	2,422
PALL CORP	07/24/09	37,646	43,679	6,033
PENSON WORLDWIDE	07/24/09	74,224	87,411	13,187
POWELL INDUSTRIES	07/24/09	32,283	36,234	3,952
RAYMOND JAMES FINANCIAL	07/24/09	73,660	76,835	3,176
REALTY INCOME CORPORATION	07/24/09	107,179	107,380	202
REGIS CORP	07/24/09	40,869	43,622	2,753
SAIA INC	07/24/09	39,478	44,134	4,656
SKYWORKS SOLUTIONS	07/06/09	54,749	67,128	12,379
SKYWORKS SOLUTIONS	07/24/09	27,685	49,753	22,068
SMITH A O CORP	07/24/09	60,669	73,370	12,701
TEXAS CAPITAL BANCSHARES	07/24/09	69,484	72,628	3,144
WADDELL & REED FINANCIAL	07/24/09	11,973	22,080	10,107
ALLIED WORLDWIDE ASSURANCE	07/24/09	53,331	68,602	15,271
ASPEN INSURANCE HOLDINGS	07/24/09	62,270	74,205	11,936
MONTPELIER RE HLDGS	07/24/09	42,191	53,036	10,845
VALIDUS HOLDINGS	07/24/09	48,818	48,857	40

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Sale Date</u>	<u>Cost</u>	<u>Proceeds</u>	<u>Gain / Loss</u>
ACTEL CORP	07/24/09	47,787	45,715	(2,072)
ADVANCED ANALOGIC TECHNOLOGIES	07/24/09	101,513	99,927	(1,586)
ALTRA HOLDINGS	07/24/09	67,511	54,940	(12,571)
BANK OF THE OZARKS INC	07/24/09	59,947	59,648	(299)
BRUSH ENGINEERED MATERIALS	07/24/09	80,586	66,938	(13,648)
CRA INTERNATIONAL	07/24/09	40,647	35,592	(5,055)
CABOT CORP	07/24/09	79,599	47,654	(31,945)
CELADON GROUP	07/24/09	36,676	33,069	(3,607)
COGNEX CORP	07/24/09	61,914	52,018	(9,896)
COLFAX CORP	07/24/09	45,436	32,025	(13,411)
COMFORT SYSTEMS USA	07/24/09	68,233	60,021	(8,211)
ESSEX PROPERTY TRUST	07/24/09	47,612	35,908	(11,704)
HCC INSURANCE HOLDINGS	07/24/09	103,994	96,897	(7,097)
HNI CORP	07/24/09	57,562	53,037	(4,525)
INTER PARFUMS	07/24/09	100,448	65,220	(35,229)
KAYDON CORP	07/24/09	28,442	25,654	(2,788)
KIRBY CORP	07/24/09	62,095	52,017	(10,078)
LITTLEFUSE INC	07/24/09	59,148	52,654	(6,494)
MEREDITH CORP	07/24/09	52,126	50,096	(2,029)
OSI SYSTEMS INC	07/24/09	86,114	85,151	(963)
ON ASSIGNMENT INC	07/24/09	38,878	35,545	(3,333)
1-800-FLOWERS INC	07/24/09	110,162	47,855	(62,307)
PSS WORLD MEDICAL	07/24/09	44,353	42,074	(2,279)
PERICOM SEMICONDUCTOR	07/24/09	70,500	65,538	(4,962)
PIEDMONT NATURAL GAS	07/24/09	70,208	63,234	(6,974)
PORTLAND GENERAL ELECTRIC	07/24/09	103,127	84,928	(18,199)
SWS GROUP	07/24/09	25,341	24,894	(448)
ST MARY LAND & EXPLORATION	07/24/09	95,894	70,885	(25,009)
SNAP ON INC	07/24/09	34,832	31,460	(3,373)
SOUTHWEST BANCORP	07/24/09	94,354	73,770	(20,584)
SOUTHWEST GAS CORP	07/24/09	42,440	36,863	(5,578)
WESTAR ENERGY INC	07/24/09	103,508	91,098	(12,410)
WORLD WRESTLING ENTERTAINMENT	07/24/09	119,584	109,508	(10,076)
ARGO GROUP INTERNATIONAL	07/24/09	134,657	121,705	(12,953)
PIMCO Total Return Fund	05/27/09	1,969,673	1,900,000	(69,673)
PIMCO Total Return Fund	07/24/09	21,954,602	22,281,899	327,297
PIMCO ALL Asset Fund	07/24/09	11,350,617	9,842,923	(1,507,694)
SSGA Index Fund	07/31/09	15,148,710	15,794,651	645,941
GMO	12/03/08	23,855,771	12,781,746	(11,074,024)
		195,099,227	181,568,525	(13,530,702)

TOTAL LOSS: (13,530,702)

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

TIN: 04-6470644

STATEMENT 4

PART I, LINE 18 - TAXES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	60,000	
MASS ANNUAL REPORT FEE		250

PART I, LINE 23 - OTHER EXPENSES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS FEES	193,304	193,304
SANS CAPITAL FEES	103,527	103,527
WELLINGTON MANAGEMENT FEES	84,736	84,736
NEW ENGLAND PENSION CONSULTANTS FEES	45,266	45,266
FRONTIER CAPITAL MANAGEMENT FEES	39,334	39,334
CADENCE CAPITAL FEES	30,787	30,787
STATE STREET CUSTODIAN FEES	13,555	13,555
SSgA INDEX FUND FEES	<u>10,415</u>	<u>10,415</u>
	520,924	520,924

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

TIN: 04-6470644

STATEMENT 6

PART II, LINE 10b - INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FAIR MARKET VALUE
UBS	108,885,294	114,911,085
MW POST	306,315	306,315
ADVEST	<u>558,791</u>	<u>597,123</u>
	109,750,400	115,814,524

PART VIII, LIST OF DIRECTORS & OFFICERS

NAME & ADDRESS	TITLE	TIME DEVOTED	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT & OTHER ALLOWANCES
ANNE M. DAVIS 20 GUEST STREET BOSTON, MA 02135	TRUSTEE	PART TIME	NONE	NONE	NONE
JAMES S. DAVIS 20 GUEST STREET BOSTON, MA 02135	TRUSTEE	PART TIME	NONE	NONE	NONE
PAUL R. GAURON 20 GUEST STREET BOSTON, MA 02135	TRUSTEE	PART TIME	NONE	NONE	NONE

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09

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STATEMENT 8

PART VIII, 3 - LIST OF 5 HIGHEST PAID INDEPENDENT CONTRACTORS
FOR PROFESSIONAL SERVICES

<u>NAME & ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES INC 1 POST OFFICE SQUARE BOSTON, MA 02109-2106	INVESTMENT ADVISOR	193,304
SANDS CAPITAL MANAGEMENT 1100 WILSON BLVD., SUITE 3050 ARLINGTON, VA 22209	INVESTMENT ADVISOR	103,527
WELLINGTON MANAGEMENT 75 STATE STREET BOSTON, MA 02109	INVESTMENT ADVISOR	84,736
	TOTAL COMPENSATION	<u>381,567</u>

**NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/08 - 11/30/09**

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STATEMENT 9

PART XV - GRANTS AND CONTRIBUTIONS PAID

	<u>AMOUNT</u>
Afterschool Partners	(5,000.00)
Alfond Youth Center	(75,000.00)
Alzheimer's Association-Massachusetts Chapter	(25,000.00)
American Red Cross of Mass Bay	(15,000.00)
Berklee College of Music	(10,000.00)
Boston Educational Development Foundation	(18,000.00)
Boston Medical Center	(513,731.00)
Boston Symphony Orchestra	(12,634.00)
Camp Sunshine	(50,000.00)
Camp Sunshine	(50,000.00)
Caritas St. Elizabeth's Medical Center	(5,000.00)
Casa Myrna Vazquez, Inc	(20,000.00)
Charles River Watershed Association	(5,000.00)
Children's Hospital Boston	(250,000.00)
Community Rowing	(215,000.00)
Cuvilly Arts and Earth Center	(2,500.00)
Dana Farber Cancer Institute	(10,000.00)
Essex Art Center	(8,000.00)
Families First Parenting Program, Inc	(10,000.00)
Family Nurturing Center of Massachusetts	(25,000.00)
Family Service Inc	(15,000.00)
Franciscan Hospital for Children	(25,000.00)
Girls On The Run	(100,000.00)
Good Shepherd Food Bank	(25,000.00)
Goodsports Inc	(15,000.00)
Greater Lawrence Community Boating program Inc	(5,000.00)
Greater Lawrence Family Health Center	(100,000.00)
Groundwork Lawrence	(25,000.00)
Habitat for Humanity Greater Boston	(2,000.00)
Jeanne Geiger Crisis Center	(1,000.00)
Jose Mateo's Ballet Theatre	(10,000.00)
Joseph M. Smith Community Health Center	(10,000.00)
Lawrence Boys & Girls Club	(130,000.00)
Lawrence Partners in Education, Inc	(10,000.00)
Lazarus House	(10,000.00)
Maine General Health, Inc	(5,000.00)
Maine Lakes Conservancy & Institute	(17,500.00)
Merrimack Valley YMCA	(20,000.00)
MetroLacrosse	(125,000.00)
Neighbor's In Need	(5,000.00)
New England Aquarium	(1,000,000.00)

NEW BALANCE FOUNDATION
FORM 990-PF
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STATEMENT 9

PART XV - GRANTS AND CONTRIBUTIONS PAID

	<u>AMOUNT</u>
New England Aquarium Corporation	(10,000.00)
North Elementary School	(28,000.00)
Outdoor Explorations	(25,000.00)
Peace Games	(25,000.00)
Perkins School for the Blind	(10,000.00)
Perkins School for the Blind	(5,000.00)
Pine Street Inn, Inc	(5,000.00)
Redington Fairview General Hospital	(225,983.00)
Redington Fairview General Hospital	(170,000.00)
Regis College	(25,000.00)
Rosie's Place	(40,000.00)
Rumford Group Homes, Inc	(5,000.00)
Self Esteem Boston Educational Institute	(10,000.00)
Sports4Kids	(5,000.00)
Squashbusters	(20,000.00)
Tenacity Inc	(40,000.00)
The Food Project	(10,000.00)
The Hyde Park Task Force, Inc	(2,500.00)
The Maine Home For Little Wanderer's	(22,000.00)
The Trustees of Boston Collge	(1,534,667.00)
The Upham's Corner Community Center, Inc	(10,000.00)
Third Sector New England Inc	(5,000.00)
Tufts University - The Gerald J. & Dorothy R. Freidman School of Nutrition	(500,000.00)
Two/Ten International Footwear Foundation	(20,000.00)
Verite Inc	(10,000.00)
West End House Boys & Girls Club	(150,000.00)
Winterkids Education Foundation	(30,000.00)
YMCA of Greater Boston - Oak Square Branch	(75,000.00)
YMCA of Greater Boston - Oak Square Branch	(6,224.00)
	(6,004,739.00)