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

2009

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

For calendar year 2009, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation <b>DWSS, INC.</b> <b>C/O BALLENTINE PARTNERS LLC</b> Number and street (or P O box number if mail is not delivered to street address) <b>230 THIRD AVENUE 5TH FLOOR</b>	Room/suite	A Employer identification number <b>20-8104761</b>
	City or town, state, and ZIP code <b>WALTHAM, MA 02451</b>		B Telephone number <b>617-439-2720</b>

H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

► \$ <b>9,108,630.</b>	(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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		<b>3,462.</b>	<b>3,462.</b>		<b>STATEMENT 1</b>
4 Dividends and interest from securities		<b>112,770.</b>	<b>112,770.</b>		<b>STATEMENT 2</b>
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<b>-116,904.</b>			
b Gross sales price for all assets on line 6a	<b>267,073.</b>				
7 Capital gain net income (from Part IV, line 2)			<b>0.</b>		
8 Net short-term capital gain					<b>RECEIVED</b>
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<b>230.</b>	<b>230.</b>		<b>STATEMENT 3</b>
12 Total Add lines 1 through 11		<b>-442.</b>	<b>116,462.</b>		
13 Compensation of officers, directors, trustees, etc		<b>0.</b>	<b>0.</b>		<b>0.</b>
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees	<b>STMT 4</b>	<b>10,929.</b>	<b>7,104.</b>		<b>3,825.</b>
b Accounting fees					
c Other professional fees	<b>STMT 5</b>	<b>26,346.</b>	<b>17,125.</b>		<b>9,221.</b>
17 Interest					
18 Taxes	<b>STMT 6</b>	<b>6,574.</b>	<b>1,574.</b>		<b>0.</b>
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	<b>STMT 7</b>	<b>8,011.</b>	<b>4,889.</b>		<b>3,122.</b>
24 Total operating and administrative expenses Add lines 13 through 23		<b>51,860.</b>	<b>30,692.</b>		<b>16,168.</b>
25 Contributions, gifts, grants paid		<b>459,685.</b>			<b>459,685.</b>
26 Total expenses and disbursements Add lines 24 and 25		<b>511,545.</b>	<b>30,692.</b>		<b>475,853.</b>
27 Subtract line 26 from line 12:		<b>-511,987.</b>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			<b>85,770.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		3,336,978.	2,226,931.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock	STMT 8	2,277,033.	2,517,012.
	c Investments - corporate bonds			1,812,028.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 9	4,370,753.	4,728,834.
	14 Land, buildings, and equipment basis ►			5,069,671.
	Less accumulated depreciation ►			
	15 Other assets (describe ► )			
	16 Total assets (to be completed by all filers)		9,984,764.	9,472,777.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ► )			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		10,000,000.	10,000,000.
	29 Retained earnings, accumulated income, endowment, or other funds		-15,236.	-527,223.
	30 Total net assets or fund balances		9,984,764.	9,472,777.
	31 Total liabilities and net assets/fund balances		9,984,764.	9,472,777.

## 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	9,984,764.
2 Enter amount from Part I, line 27a	2	-511,987.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	9,472,777.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,472,777.

**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				
b	<b>SEE ATTACHED STATEMENTS</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	<b>267,073.</b>		<b>383,977.</b>	<b>-116,904.</b>
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				<b>-116,904.</b>
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	<b>-116,904.</b>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	<b>N/A</b>

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	<b>512,956.</b>	<b>9,890,875.</b>	<b>.051862</b>
2007	<b>16,027.</b>	<b>10,134,435.</b>	<b>.001581</b>
2006			
2005			
2004			
2			<b>.053443</b>
3			<b>.026722</b>
4			<b>8,716,944.</b>
5			<b>232,934.</b>
6			<b>858.</b>
7			<b>233,792.</b>
8			<b>475,853.</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions.

**Part VI | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	858.		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b					
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)					
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)					
3	Add lines 1 and 2					
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)					
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-					
6	<b>Credits/Payments:</b>					
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	11,567.			
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	11,567.			
8	Enter any <b>penalty</b> 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				
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,709.			
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> ► 5,000.   <b>Refunded</b> ►	11	5,709.			

**Part VII-A | Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
1c	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	
4a	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, col (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE, MA		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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

11		X
12		X
13	X	
Website address ►	N/A	
14	► BALLENTINE PARTNERS LLC	Telephone no. ► 781-314-1321
	Located at ► 230 THIRD AVE 5TH FLOOR, WALTHAM, MA	ZIP+4 ► 02451
15	► 15	N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," list the years ► _____, _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 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 2009)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(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
LOUISA PUTNAM	PRESIDENT/ SECRETARY/ DIRECTOR	0.	0.	0.
2930 FUEGO SAGRADO				
SANTA FE, NM 87505	TREASURER/ DIRECTOR	0.	0.	0.
ROWAN FINNEGAN				
93 MONTGUE STREET, #343		0.	0.	0.
BROOKLYN, NY 11201				

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

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

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

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

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	5,870,101.
b Average of monthly cash balances	1b	2,979,588.
c Fair market value of all other assets	1c	
d <b>Total</b> (add lines 1a, b, and c)	1d	8,849,689.
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	8,849,689.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	132,745.
5 <b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,716,944.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	435,847.

**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	435,847.
2a Tax on investment income for 2009 from Part VI, line 5	2a	858.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	858.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	434,989.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	434,989.
6 Deduction from distributable amount (see instructions)	6	0.
7 <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	434,989.

**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	475,853.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	475,853.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	858.
6 <b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	474,995.

**Note** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				434,989.
2 Undistributed income, if any, as of the end of 2008			459,685.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 475,853.			459,685.	
a Applied to 2008, but not more than line 2a				
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 2009 distributable amount				16,168.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				418,821.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 10				
<b>Total</b>			► 3a	<b>459,685.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

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

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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)					
13 Total Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

- (1) Cash
- (2) Other assets

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

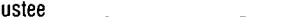
**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature		Date 9/22/00	Check if self- employed <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code		Preparer's identifying number		
NUTTER MCLENNEN & FISH LLP SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604		EIN Phone no. (617) 439-2503		

**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	WILMINGTON TRUST CORP	P	08/13/07	01/20/09
b	WILMINGTON TRUST CORP	P	08/14/07	01/20/09
c	WILMINGTON TRUST CORP	P	11/05/07	01/20/09
d	WILMINGTON TRUST CORP	P	05/05/08	01/20/09
e	WILMINGTON TRUST CORP	P	05/05/08	01/20/09
f	NORTHERN TR CORP	P	05/05/08	01/21/09
g	NORTHERN TR CORP	P	05/05/08	01/21/09
h	NORTHERN TR CORP	P	05/05/08	01/21/09
i	NORTHERN TR CORP	P	11/06/07	01/21/09
j	NORTHERN TR CORP	P	11/06/07	01/21/09
k	NORTHERN TR CORP	P	11/05/07	01/21/09
l	NORTHERN TR CORP	P	08/13/07	01/21/09
m	NORTHERN TR CORP	P	08/13/07	01/21/09
n	NORTHERN TR CORP	P	08/14/07	01/21/09
o	STATE STR CORP	P	02/04/08	02/05/09

(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 1,927.		4,868.	-2,941.
b 1,156.		2,900.	-1,744.
c 1,542.		3,435.	-1,893.
d 1,542.		3,348.	-1,806.
e 771.		1,674.	-903.
f 543.		753.	-210.
g 380.		527.	-147.
h 4,504.		6,247.	-1,743.
i 922.		1,268.	-346.
j 1,791.		2,462.	-671.
k 1,357.		1,836.	-479.
l 2,713.		3,187.	-474.
m 1,357.		1,594.	-237.
n 4,070.		4,775.	-705.
o 1,373.		4,187.	-2,814.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,941.
b			-1,744.
c			-1,893.
d			-1,806.
e			-903.
f			-210.
g			-147.
h			-1,743.
i			-346.
j			-671.
k			-479.
l			-474.
m			-237.
n			-705.
o			-2,814.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c)

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

**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	STATE STR CORP	P	11/05/07	02/05/09
b	STATE STR CORP	P	05/05/08	02/05/09
c	STATE STR CORP	P	05/05/08	02/05/09
d	STATE STR CORP	P	05/05/08	02/05/09
e	STATE STR CORP	P	08/13/07	02/05/09
f	STATE STR CORP	P	08/13/07	02/05/09
g	STATE STR CORP	P	08/14/07	02/05/09
h	WEATHERFORD INTERNATIONAL LTD	P	05/05/08	02/11/09
i	WEATHERFORD INTERNATIONAL LTD	P	11/05/07	02/11/09
j	WEATHERFORD INTERNATIONAL LTD	P	02/04/08	02/11/09
k	WEATHERFORD INTERNATIONAL LTD	P	02/04/08	02/11/09
l	VERIZON COMMUNICATIONS INC	P	11/05/07	02/24/09
m	VERIZON COMMUNICATIONS INC	P	11/05/07	02/24/09
n	VERIZON COMMUNICATIONS INC	P	08/14/07	02/24/09
o	VERIZON COMMUNICATIONS INC	P	08/14/07	02/24/09
(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	1,373.		3,714.	-2,341.
b	1,263.		3,381.	-2,118.
c	1,291.		3,454.	-2,163.
d	1,565.		4,189.	-2,624.
e	1,373.		3,445.	-2,072.
f	2,746.		6,891.	-4,145.
g	2,060.		5,146.	-3,086.
h	562.		2,080.	-1,518.
i	3,937.		11,389.	-7,452.
j	855.		2,463.	-1,608.
k	3,645.		10,502.	-6,857.
l	2,851.		4,424.	-1,573.
m	2,138.		3,318.	-1,180.
n	713.		1,051.	-338.
o	2,138.		3,154.	-1,016.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
a			-2,341.	
b			-2,118.	
c			-2,163.	
d			-2,624.	
e			-2,072.	
f			-4,145.	
g			-3,086.	
h			-1,518.	
i			-7,452.	
j			-1,608.	
k			-6,857.	
l			-1,573.	
m			-1,180.	
n			-338.	
o			-1,016.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}		3	

**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	VERIZON COMMUNICATIONS INC	P	08/13/07	02/24/09
b	VERIZON COMMUNICATIONS INC	P	08/13/07	02/24/09
c	VERIZON COMMUNICATIONS INC	P	02/04/08	02/24/09
d	VERIZON COMMUNICATIONS INC	P	02/04/08	02/24/09
e	AMERICAN EXPRESS CO	P	05/05/08	03/24/09
f	AMERICAN EXPRESS CO	P	02/04/08	03/24/09
g	AMERICAN EXPRESS CO	P	06/19/08	03/24/09
h	COLGATE PALMOLIVE CO	P	02/04/08	03/24/09
i	COLGATE PALMOLIVE CO	P	11/05/07	03/24/09
j	QUEST DIAGNOSTICS INC	P	08/14/07	03/24/09
k	QUEST DIAGNOSTICS INC	P	08/14/07	03/24/09
l	QUEST DIAGNOSTICS INC	P	08/13/07	03/24/09
m	QUEST DIAGNOSTICS INC	P	11/05/07	03/24/09
n	QUEST DIAGNOSTICS INC	P	02/04/08	03/24/09
o	QUEST DIAGNOSTICS INC	P	05/05/08	03/24/09

(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 713.		1,040.	-327.
b 4,276.		6,241.	-1,965.
c 1,425.		1,934.	-509.
d 2,851.		3,868.	-1,017.
e 1,449.		5,047.	-3,598.
f 1,449.		4,824.	-3,375.
g 4,348.		12,698.	-8,350.
h 4,424.		5,673.	-1,249.
i 4,424.		5,640.	-1,216.
j 557.		663.	-106.
k 604.		718.	-114.
l 4,645.		5,497.	-852.
m 3,484.		4,011.	-527.
n 3,484.		3,784.	-300.
o 1,161.		1,245.	-84.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-327.
b			-1,965.
c			-509.
d			-1,017.
e			-3,598.
f			-3,375.
g			-8,350.
h			-1,249.
i			-1,216.
j			-106.
k			-114.
l			-852.
m			-527.
n			-300.
o			-84.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

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

## 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	QUEST DIAGNOSTICS INC	P	05/05/08	03/24/09
b	EMC CORP MASS	P	11/05/07	03/24/09
c	EMC CORP MASS	P	08/14/07	03/24/09
d	EMC CORP MASS	P	08/13/07	03/24/09
e	EMC CORP MASS	P	02/04/08	03/24/09
f	EMC CORP MASS	P	02/04/08	03/24/09
g	GENENTECH INC	P	11/21/08	04/24/09
h	JOHNSON CTLS INC	P	05/05/08	06/23/09
i	JOHNSON CTLS INC	P	05/05/08	06/23/09
j	JOHNSON CTLS INC	P	05/05/08	06/23/09
k	JOHNSON CTLS INC	P	05/05/08	06/23/09
l	JOHNSON CTLS INC	P	05/05/08	06/23/09
m	JOHNSON & JOHNSON	P	05/05/08	06/23/09
n	JOHNSON & JOHNSON	P	11/05/07	06/23/09
o	PEPSICO INC	P	11/05/07	06/23/09

(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 4,645.		4,980.	-335.
b 1,183.		2,351.	-1,168.
c 2,958.		4,857.	-1,899.
d 2,958.		4,747.	-1,789.
e 1,183.		1,627.	-444.
f 1,774.		2,441.	-667.
g 19,000.		14,003.	4,997.
h 1,941.		3,483.	-1,542.
i 1,941.		3,482.	-1,541.
j 971.		1,741.	-770.
k 971.		1,741.	-770.
l 2,912.		5,223.	-2,311.
m 8,296.		10,176.	-1,880.
n 1,383.		1,610.	-227.
o 3,991.		5,479.	-1,488.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-335.
b			-1,168.
c			-1,899.
d			-1,789.
e			-444.
f			-667.
g			4,997.
h			-1,542.
i			-1,541.
j			-770.
k			-770.
l			-2,311.
m			-1,880.
n			-227.
o			-1,488.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c)  
If (loss), enter "-0-" in Part I, line 8

## 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	PROCTOR & GAMBLE CO	P	11/05/07	06/23/09
b	PROCTOR & GAMBLE CO	P	02/04/08	06/23/09
c	MEDTRONIC INC	P	08/13/07	07/09/09
d	DONALDSON INC	P	05/05/08	08/21/09
e	GENERAL MLS INC	P	05/05/08	08/21/09
f	GENERAL MLS INC	P	05/05/08	08/21/09
g	MEDTRONIC INC	P	05/05/08	08/21/09
h	STRYKER CORP	P	11/05/07	08/21/09
i	STRYKER CORP	P	02/04/08	08/21/09
j	DENTSPLY INTL INC	P	11/05/07	08/21/09
k	DENTSPLY INTL INC	P	02/04/08	08/21/09
l	BP PLC ADR	P	11/05/07	09/11/09
m	ECOLAB INC	P	03/24/09	09/11/09
n	PEPSICO INC	P	11/05/07	09/11/09
o	PEPSICO INC	P	08/25/08	09/11/09

(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 6,333.		8,784.	-2,451.
b 3,800.		5,017.	-1,217.
c 3,230.		5,300.	-2,070.
d 3,946.		4,391.	-445.
e 5,947.		6,161.	-214.
f 2,973.		3,080.	-107.
g 3,781.		4,883.	-1,102.
h 2,086.		3,489.	-1,403.
i 2,086.		3,399.	-1,313.
j 3,465.		4,426.	-961.
k 866.		1,034.	-168.
l 8,175.		11,882.	-3,707.
m 6,587.		5,105.	1,482.
n 2,938.		3,653.	-715.
o 4,407.		5,173.	-766.

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

(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2,451.
b			-1,217.
c			-2,070.
d			-445.
e			-214.
f			-107.
g			-1,102.
h			-1,403.
i			-1,313.
j			-961.
k			-168.
l			-3,707.
m			1,482.
n			-715.
o			-766.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8 }

**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	PEPSICO INC	P	02/04/08	09/11/09
b	WATERS CORP	P	08/14/07	09/11/09
c	WATERS CORP	P	05/05/08	09/11/09
d	WATERS CORP	P	08/13/07	09/11/09
e	DENTSPLY INTL INC	P	02/04/08	09/11/09
f	DENTSPLY INTL INC	P	02/04/08	09/11/09
g	DENTSPLY INTL INC	P	02/04/08	09/11/09
h	DISNEY WALT CO	P	05/05/08	10/30/09
i	DISNEY WALT CO	P	07/02/08	10/30/09
j	NIKE INC CL B	P	05/05/08	10/30/09
k	TARGET CORP	P	08/13/07	10/30/09
l	TARGET CORP	P	08/14/07	10/30/09
m	AIR PRODS & CHEMS INC	P	05/05/08	12/02/09
n	AIR PRODS & CHEMS INC	P	11/05/07	12/02/09
o	SAP AG ADR	P	08/13/07	12/02/09

(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 1,469.		1,723.	-254.
b 2,731.		3,129.	-398.
c 1,365.		1,548.	-183.
d 1,365.		1,540.	-175.
e 2,563.		3,102.	-539.
f 854.		1,034.	-180.
g 1,709.		2,068.	-359.
h 1,368.		1,663.	-295.
i 4,103.		4,665.	-562.
j 7,775.		8,390.	-615.
k 8,501.		11,115.	-2,614.
l 1,214.		1,544.	-330.
m 6,306.		7,374.	-1,068.
n 4,204.		4,794.	-590.
o 4,682.		5,359.	-677.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-254.
b			-398.
c			-183.
d			-175.
e			-539.
f			-180.
g			-359.
h			-295.
i			-562.
j			-615.
k			-2,614.
l			-330.
m			-1,068.
n			-590.
o			-677.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).

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

## 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	SAP AG ADR	P	08/13/07	12/02/09
b	SAP AG ADR	P	08/14/07	12/02/09
c	SAP AG ADR	P	11/05/07	12/02/09
d	RMK SELECT TIMBERLAND 20-8824666	P	VARIOUS	VARIOUS
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 2,341.		2,680.		-339.
b 2,341.		2,666.		-325.
c 1,170.		1,320.		-150.
d 533.				533.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
a				-339.
b				-325.
c				-150.
d				533.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	-116,904.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	} If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

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

SOURCE	AMOUNT
SHOREBANK PACIFIC	3,462.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,462.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLESSCHWAB #4W 8184-8084	35,505.	0.	35,505.
FIDELITY #672-080748	77,140.	0.	77,140.
RMK SELECT TIMBERLAND INVESTMENT FUND II LLC 20-8824666	125.	0.	125.
TOTAL TO FM 990-PF, PART I, LN 4	112,770.	0.	112,770.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RMK SELECT TIMBERLAND INV FUND II LLC 20-08104761	230.	230.	
TOTAL TO FORM 990-PF, PART I, LINE 11	230.	230.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	10,929.	7,104.		3,825.
TO FM 990-PF, PG 1, LN 16A	10,929.	7,104.		3,825.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	26,346.	17,125.		9,221.
TO FORM 990-PF, PG 1, LN 16C	26,346.	17,125.		9,221.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,574.	1,574.		0.
EXCISE TAX	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,574.	1,574.		0.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC EXPENSES	300.	195.		105.
FILING FEES	489.	0.		489.
RMK SELECT TIMBERLAND 20-8824666	7,222.	4,694.		2,528.
TO FORM 990-PF, PG 1, LN 23	8,011.	4,889.		3,122.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

## DESCRIPTION

BOOK VALUE FAIR MARKET  
VALUE

SCHWAB - WALDEN SOCIAL EQUITY

2,517,012. 1,812,028.

TOTAL TO FORM 990-PF, PART II, LINE 10B

2,517,012. 1,812,028.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

## DESCRIPTION

VALUATION FAIR MARKET  
METHOD VALUE VALUE

RMK TIMBERLAND GROUP SELECT FUND II

COST 488,099. 556,642.

CRESTLINE OFFSHORE FUND LTD

COST 1,003,933. 922,570.

MACQUARIE CLEAN TECHNOLOGY OFFSHORE

COST

FUND L.P.

305,007. 273,960.

MUTUAL FUNDS P - FIDELITY

COST 2,899,295. 3,289,152.

MICROVEST II LP

COST 32,500. 27,347.

TOTAL TO FORM 990-PF, PART II, LINE 13

4,728,834. 5,069,671.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
SANTA FE COMMUNITY FOUNDATION PO BOX 1827 SANTA FE, NM 87504	GENERAL FUND	PUBLIC	188,685.
SLOW MONEY 320 WASHINGTON STREET BROOKLINE, MA 02445	GENERAL FUND	PUBLIC	5,000.
PUTNAM FOUNDATION PO BOX 323 KEENE, NH 03431	GENERAL FUND	PRIVATE	50,000.
NEW PROFIT INC TWO CANAL PARK CAMBRIDGE, MA 02141	GENERAL FUND	PUBLIC	25,000.
LITERACY FOR ENVIRONMENTAL JUSTICE 800 INNES AVE. SAN FRANCISCO, CA 94124	GENERAL FUND	PUBLIC	10,000.
ART FOR CHANGE 1699 LEXINGTON AVE. NEW YORK , NY 10029	GENERAL FUND	PUBLIC	11,000.
THE OCEAN FOUNDATION 1990 M STREET NW WASHINGTON , DC 20036	GENERAL FUND	PUBLIC	55,000.
THE AMAZON CONSERVATION TEAM 4211 N. FAIRFAX DR. ARLINGTON, VA 22203	GENERAL FUND	PUBLIC	55,000.

• DWSS, INC. C/O BALLENTINE PARTNERS LLC

20-8104761

ECOLOGIC DEVELOPMENT FUND  
25 MT. AUBURN STREET CAMBRIDGE, GENERAL FUND  
MA 02138

PUBLIC

60,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

459,685.

DWSS, Inc.  
Cash and Investment Overview

Account #	Owner	Manager	Stmt or Valuation Date	Market Value	TOTAL DIVERSIFIED INVESTMENTS							
					Cash or Money Market Funds	Fixed Income	Domestic Equities	Int'l Dev Equities	Emerging Equities	Int'l Hedge Fund of Funds	Alternatives	Direct Investments
(1) Fidelity Investments	X-0748	672-080748	DWSS, Inc	BiFCI	12/31/2009	5,095,519	1,806,366	1,278,814	941,530	1,068,808	-	-
Shorebank Pacific	X-5634	144005634	DWSS, Inc	BiFCI	12/31/2009	409,825	409,825	-	-	-	-	-
Schwab - Walden Social Equity	X-8084	8184-8084	DWSS, Inc	RFI I	12/31/2009	1,822,767	10,740	-	1,658,829	153,199	-	-
(2) RMK Timberland Group Select Fund II			DWSS, Inc	RMK	12/31/2009	556,642	-	-	-	-	556,642	-
Cresiline Offshore Fund, Ltd			DWSS Inc	Crstline	12/31/2009	922,570	-	-	-	-	922,570	-
Macquarie Clean Technology Offshore Fund, L.P			DWSS, Inc	Macquarie	12/31/2009	273,960	-	-	-	-	273,960	-
Microvest II, L.P			DWSS Inc	Microvest	12/31/2009	27,347	-	-	-	-	27,347	-
<b>TOTAL INVESTMENT ASSETS - DWSS</b>					<b>9,108,631</b>	<b>2,236,931</b>	<b>1,278,814</b>	<b>2,600,359</b>	<b>1,222,007</b>	<b>-</b>	<b>922,570</b>	<b>857,950</b>
					100%	38%	29%	13%	-	10%	9%	
					100%	20%	35%	15%	-	10%	20%	
							(6%)	(2%)	-	-	(11%)	
							18%	-	-	-	-	

Notes

(1) Includes accrued income  
 (2) Based on the ending capital account per 2008 K-1, adjusted for subsequent capital calls  
 (3) According to Stated January 2007 IFS. Cash and Fixed Income have a single combined target allocation

DWSS, Inc.

EIN: 20-8104761

Attachment to Form 990-PF

**Expenditure Responsibility Statement  
For the year 2009**

Pursuant to IRC Regulation § 53.4945-5(d)(2), DWSS, Inc. provides the following information:

(i) Grantee: Putnam Foundation  
P.O. Box 323, Keene, NH 03431

(ii) Date and Amount of Grant: December 1, 2009; \$50,000

(iii) Purpose of Grant: Support of the Upper Ashuelot Project of the Society for the Protection of New Hampshire Forests.

(iv) and (vi) Reports: At the end of 2009, no amount of the grant remained unspent. On March 12, 2010, the Putnam Foundation submitted full and complete reports of its expenditures of the grant.

(v) Diversions: To the knowledge of the grantor, no funds have been directed to any activity other than the activity for which the grant was originally made.

(vii) Verifications: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

**PUTNAM FOUNDATION**

P.O. BOX 323 • KEENE • NEW HAMPSHIRE 03431

March 12, 2010

DWSS, Inc.  
c/o Louisa Putnam  
2930 Fuego Sagrado  
Santa Fe, NM 87505

**Re: Report on Distribution to the Society for the Protection of New Hampshire Forests**

Dear Louisa,

In accordance with the grant letter, dated December 1, 2009, between the Putnam Foundation and DWSS, the Putnam Foundation provides the following information with respect to the \$50,000 grant (the "Grant") made by DWSS to the Foundation:

1. During the 2009 taxable year, the Foundation made a distribution of \$50,000 to the Society for the Protection of New Hampshire Forests, which is located at 54 Portsmouth Street, Concord, New Hampshire 03301 (the "Society").
2. The Grant was made exclusively to support the charitable purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code) of the Society, and specifically its Upper Ashuelot Project.
3. This distribution to the Society was treated as being made out of the corpus of the Foundation, in accordance with Treas. Reg. § 53.4942(a)-3(c)(1)(ii).
4. At the end of 2009, no amount of the grant remained unspent.

Sincerely,

  
James A. Putnam  
Trustee

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)		
<b>Type or print</b> File by the extended due date for filing the return. See instructions	Name of Exempt Organization <b>DWSS, INC.</b>	Employer identification number <b>20-8104761</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>230 THIRD AVENUE 5TH FLOOR</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>WALTHAM, MA 02451</b>	

Check type of return to be filed (File a separate application for each return)

Form 990    Form 990-EZ    Form 990-T (sec 401(a) or 408(a) trust)    Form 1041-A    Form 5227    Form 8870  
 Form 990-BL    Form 990-PF    Form 990-T (trust other than above)    Form 4720    Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**BALLENTINE PARTNERS LLC**

- The books are in the care of ► **230 THIRD AVE 5TH FLOOR - WALTHAM, MA 02451**

Telephone No ► **781-314-1321**   FAX No ►

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**  
 5 For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_  
 6 If this tax year is for less than 12 months, check reason  Initial return    Final return    Change in accounting period  
 7 State in detail why you need the extension

**ADDITIONAL TIME IS NECESSARY TO GATHER ALL INFORMATION NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$ <b>1,940.</b>
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$ <b>11,567.</b>
c	<b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$ <b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ►

Date ►

Form 8868 (Rev. 4-2009)