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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 9, 2009 , and ending DEC 31, 2009

G Check all that apply: [X] 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: THE JANET MALSER HUMANITIES TRUST

A Employer identification number: 26-4203944

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 458 | Room/suite:

B Telephone number: 508-213-2170

City or town, state, and ZIP code: WEBSTER, MA 01570-0458

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 55,811.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

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)
Revenue	1 Contributions, gifts, grants, etc., received	100,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	100,003.	3.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	44,192.	44,192.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses** Add lines 13 through 23	44,192.	44,192.		0.
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements.** Add lines 24 and 25	44,192.	44,192.		0.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	55,811.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		55,811.	55,811.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	0.	55,811.	55,811.
Liabilities	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.	
Net Assets or Fund Balances	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	55,811.	
	30 Total net assets or fund balances	0.	55,811.	
	31 Total liabilities and net assets/fund balances	0.	55,811.	

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	0.
2	Enter amount from Part I, line 27a	2	55,811.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	55,811.
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	55,811.

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	NONE			
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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { 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 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.) N/A

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			
2007			
2006			
2005			
2004			

2 **Total** of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a		
b Exempt foreign organizations - tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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?	1c		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? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THOMAS G. SMITH Telephone no. ▶ 508-363-3000

Located at ▶ PO BOX 458, WEBSTER, MA ZIP+4 ▶ 01571

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 | 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.

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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?	☐ Yes ☒ No			
	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?	☐ Yes ☒ 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)*

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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, 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? N/A | 7b | | |

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
SEE STATEMENT 3		0.	0.	0.

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				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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	
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	0.
b	Average of monthly cash balances	1b	4,583.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,583.
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	4,583.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,514.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	109.

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	109.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a:		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	109.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	109.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	109.

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	0.
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	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

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				109.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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: ▶ $ 0.				
a Applied to 2008, but not more than line 2a			0.	
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				0.
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				109.
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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				
NONE				
Total			▶ 3a	0.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	3.	
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)		0.		3.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Thomas A. Smith — Signature of officer or trustee | Date | TRUSTEE — Title

Paid Preparer's Use Only

Preparer's signature	Mary J. VandenBosch	Date 11/11/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	STOLBERG, EBBELING & BLANCHETTE, LLP 446 MAIN STREET, 11TH FLOOR WORCESTER, MA 01608	EIN	Phone no. 508-363-3000

923622
02-02-10

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, or 990-PF.

OMB No 1545-0047

2009

Name of the organization
THE JANET MALSER HUMANITIES TRUST

Employer identification number
26-4203944

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	[X] 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

[X] For an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: THE JANET MALSER HUMANITIES TRUST

Employer identification number: 26-4203944

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE ESTATE OF JANET E. MALSER C/O EDWIN E. TAIPALE, EXECUTOR, 28 MAIN STREET, PO BOX 1209 DOUGLAS, MA 01516	$ 100,000.	Person [X] 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.)

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LITIGATION FEES	44,192.	44,192.		0.
TO FM 990-PF, PG 1, LN 16A	44,192.	44,192.		0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 3

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS G. SMITH P.O. BOX 458 WEBSTER, MA 01570-0458	TRUSTEE 1.00	0.	0.	0.
MARGARET PEDERSEN P.O. BOX 458 WEBSTER, MA 01570-0458	TRUSTEE 1.00	0.	0.	0.
KENNETH J. DEARY P.O. BOX 458 WEBSTER, MA 01570-0458	TRUSTEE 1.00	0.	0.	0.
ANN L. LADA P.O. BOX 458 WEBSTER, MA 01570-0458	TRUSTEE 1.00	0.	0.	0.
DEBRA HORAN P.O. BOX 458 WEBSTER, MA 01570-0458	TRUSTEE 1.00	0.	0.	0.

PAUL J. MACEK P.O. BOX 458 WEBSTER, MA 01570-0458	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE JANET MALSER HUMANITIES TRUST

AGREEMENT OF TRUST dated this 24th day of May, 2007, between **JANET E. MALSER,** of Webster, Worcester County, Commonwealth of Massachusetts (hereinafter, in her capacity as creator of this Trust, called the "Donor"), and **JANET E. MALSER** (hereinafter, in her capacity as Trustee hereunder, together with her successors in trust, collectively called the "Trustee").

WITNESSETH THAT:

WHEREAS, the Donor may transfer property to the trustee simultaneously herewith (in which case, it will be listed on a schedule designated "Schedule A" and attached hereto) and may from time to time, or by will, assign, transfer or pay over to the Trustee other property, real or personal.

NOW THEREFORE, the Trustee agrees that it will hold and administer the property of the Trust as follows:

1. Name of Trust

This Trust shall be known and may be referred to as the "**THE JANET MALSER HUMANITIES TRUST** ".

2. Revocability

The Donor expressly reserves the right which she may have, by operation of law or otherwise, to revoke, alter, amend or otherwise change this Indenture of Trust or any of the provisions hereof.

3. Payments During the Life of the Donor

During the lifetime of the Donor, the Trustee shall pay to the Donor so much of the income and principal as Donor shall, from time to time, request in a writing delivered to the Trustee.

4. Payments After the Death of the Donor

.01 Upon the death of the Donor, the income of the Trust shall be administered and paid as follows:

.02 The Trust shall be administered in order to provide funding for certain causes limited to the geographic area that includes only the Towns of Dudley, Oxford and Webster in the Commonwealth of Massachusetts. The causes for which funding may be considered are: the restoration and preservation of historical sites; the furtherance of art and music in schools, both public and private; public concerts with an emphasis on classical music; the improvement and growth of public libraries; the support of church work aiding the indigent, homeless, aging citizens and needy children; beautification through planting and the the preservation of park areas and cemeteries; the improvement of service and equipment at the Hubbard Regional Hospital, and the environmental protection of Webster Lake.

.03 The Trustees shall make known through all local media of the availability of applications for funding. Applications for funding shall be filed within the three months prior to the first day of the month in which the annual awards shall be made, and such awards shall be made no later than the last day of said month. The Trustees may amend this application procedure should they determine that an alternative process shall better serve the purposes of this Trust. The application shall, at a minimum, outline the reason for the request, the source of any other funding that is supporting the project, and set forth any unique aspects of the project or cause, consistent with the purposes of the Trust as set forth above in subparagraph .02.

.04 It is the intention of the Donor that the principal of the Trust remain invested in the stock of Commerce Insurance Company so long as it remains, in the sole discretion of the Trustees, as a viable investment and substantially retains its value and produces sufficient income to reasonably support the purposes of the Trust. The income of the Trust shall be used to fund the annual awards, provided however that the Trustees shall annually retain, in an interest bearing bank account, Five (5%) percent of the annual income of the Trust to insure the viability of the Trust, and to pay the ordinary expenses of the Trust, excluding the awards.

.05 Any income not retained by the Trust as set forth above in subparagraph .04 shall be awarded by the Trustees as they shall determine, in their sole discretion, based upon their evaluation of the applications as set forth above in subparagraphs .01 through .04.

.06 Within six (6) months of receiving an award an applicant shall be required to file a report with the Trustees verifying the status of the project, with documentation supporting expenditures, and upon completion of the project, shall file a final report with the Trustees upon completion of the project, with such documentation of expenditures as the Trustees shall require. Failure to file such reports shall disqualify the applicant from future consideration for any award by the Trust.

5. Rules for Interpreting this Instrument

.01 This instrument is to be governed by, and administered and interpreted according to, the laws of the Commonwealth of Massachusetts.

.02 Words of number or gender may be read as singular or plural, or as masculine, feminine or neuter, as required by the context.

.03 The section headings are included only for convenience of reference, and shall not be interpreted to modify the terms of this instrument.

6. Trustees, Vacancies and Succession of Trustees

.01 After the death of the original Trustee hereunder the successor Trustees shall be:

Dr. Thomas G. Smith, Unit 2, Nichols College, Dudley, MA 01571
Mrs. Margaret Pedersen, 13 Greenwood Ave., Dudley, MA 01571
Miss Ann Lada, 63 Lake St., Webster, MA 01570
Mr. Kenneth John Deary, 60 West Main St., Dudley, MA 01571
Mrs. Patricia Morgan, 12 Turk Hollow Road, Oxford, MA 01540
Mrs. Deborah Horan, 301A School St., Webster, MA 01570
Mr. Paul J. Macek, 851 School St. Webster, MA 01570

Any Trustee may resign by delivering his/her resignation to all other Trustees then serving. Additional or successor Trustees may be appointed by unanimous action of all Trustees serving at the time of the appointment.

.02 A successor Trustee shall have the same powers, duties and discretion as such Trustee would have if originally named herein.

.03 A certificate executed by any Trustee named herein relating to the succession of Trustees hereunder shall be binding upon all persons dealing with the Trust.

.04 All actions of the Trustee, other than the appointment of successor Trustees, shall be by majority vote of all Trustees then in office and entitled to vote.

.05 Any person serving as Trustee may be removed for cause and replaced by unanimous vote as set forth above. Removal of a Trustee for "cause" shall mean any one of the following:

1. The legal incapacity of a Trustee.
2. The willful or negligent mismanagement by the Trustee of the Trust's assets.
3. The abuse or abandonment of, or inattention to, the Trust by the Trustee.
4. A federal or state charge against the Trustee involving the commission of a felony or serious misdemeanor.
5. An act of stealing, dishonesty, fraud, embezzlement, moral trupitude, or moral degeneration by the Trustee.
6. The use of narcotics or excessive use of alcohol by the Trustee.
7. The poor health of the Trustee such that the Trustee is physically, mentally, or emotionally unable to devote sufficient time to administer the Trust.
8. The failure by the Trustee to comply with a written fee agreement or other written agreement in the operation of the Trust.

9. The relocation by a Trustee away from the location where the Trust operates so as to interfere with the administration of the Trust.
10. A demand from the Trustee for unreasonable compensation for such Trustee's services.
11. Any other reason for which a state court of competent jurisdiction would remove a trustee.

.06 Trustees shall be entitled to reimbursement of out of pocket expenses incurred in connection with their duties as trustees, and an annual fee of Two Hundred ($200.00) Dollars per year, adjusted for inflation when appropriate, for Trustees, and Three Hundred and Fifty ($350.00) Dollars per year for Trustees serving as Officers, as provided herein.

.07 Any Trustee hereunder shall be deemed to have resigned in the event the Trustee shall become bankrupt or insolvent as hereinafter defined. The Trustee shall be deemed to be bankrupt or insolvent in the event of any of the following circumstances:

(a) he or she is adjudicated a bankrupt;
(b) filing of a voluntary petition under any provision of the U.S. Bankruptcy Code or attempts a composition or arrangement with its creditors;
(c) files an answer admitting bankruptcy or insolvency; or
(d) makes an assignment for the benefit of his or her creditors.

.08 When it becomes necessary to determine whether a Trustee is incapacitated, it is specifically authorized that all individually identifiable health information or other medical records may be released to the person who is nominated as successor Trustee hereunder and to include any written opinion related to such Trustee's incapacity that the person so nominated may have requested. This Release Authority applies to any information governed by the Health Insurance Portability and Accountability Act of 1996 (a/k/a "HIPPA"), 42 USC 1320(d) and 45 CFR 160 through 164, and applies even if that person has not yet been appointed successor trustee, as the case may be.

7. Trustee's Bond

No Bond shall be required of any Trustee hereunder, or if a bond is required by law, no surety on such bond shall be required, except that a surety bond shall be required, and obtained at the expense of the Trust, for any Trustee serving as Treasurer or Co-Treasurer of the Trust.

8. Officers, and Delegation of Powers

The Trustees shall, by majority vote, elect a Chairperson, Vice Chairperson, Clerk and two (2) Co-Treasurers Any Trustee from time to time may delegate all or any powers and discretion to a co-Trustee or co-Trustees for such period as the Trustee thinks fit by an instrument in writing delivered to such co-Trustee of co-Trustees.

9. Liability of Trustee

No Trustee hereunder shall be liable:

.01 For the default of any other fiduciary, including any other or prior Trustee, and executor or administrator, guardian, conservator or other legal representative.

.02 For failure to contest the account of any such other fiduciary, or failure to compel redress of any breach of trust, or failure to require delivery of any trust property other than that actually received from such other fiduciary, unless previously requested in writing to take such action by a fiduciary.

.03 For making any distribution in reliance upon the assumption that the holder of a power of appointment by will failed to exercise such power if the Trustee has not received evidence, within three (3) months of the death of such holder, of the existence of a valid will wherein such power is exercised; or for making any distribution in reliance upon the contents or provisions of any will duly admitted to probate as the last will of such holder.

10, Indemnity of Trustee

A Trustee shall not be liable, and shall be entitled to indemnity from the trust fund, on account of any matter or thing done in the administration thereof, except on account of a liability which arises from the misconduct of a Trustee.

11. Trustee's Powers

The Trustees shall have generally all the powers necessary, convenient, or incidental to the proper administration of the Trust, and without limiting the generality of the foregoing, the Trustees, in addition to and not in limitation of any common law and statutory authority, shall have the statutory optional fiduciary powers contained in Section 2 of Chapter 184B of the Massachusetts General Laws which, together with all other powers, may be exercised without application to, or decree of or license of, any court, whether or not the Trustee is personally interested in the exercise of such powers, and which shall continue beyond the termination of the Trust hereunder for purposes of distribution.

The Trustees shall have the power to amend this Indenture of Trust from time to time by one or more instruments in writing signed by all of them, provided that no such amendment shall have any effect except to the extent that it (i) clarifies the meaning or reference of an expression or provision of this instrument, (ii) changes or adds to the administrative provisions of this instrument, without any resulting material alteration of beneficial interests, or (iii) results in greater conformity of this instrument to the applicable provisions of federal and state tax laws, including qualifying the Trust under Internal Revenue Code § 501C(3) as a charitable organization. Any Trustee's exercise in good faith of its power to amend hereunder shall be conclusive on all persons.

12. Contributions

The Trustee is authorized to receive property by gift or by will or otherwise from any person for addition to any trust or fund created by this instrument and to hold and administer the same under the provisions hereof.

13. Trustee's Dealings with Third Party

A written statement of any Trustee at any time as to any facts relative to the Trust may always be relied upon and shall always be conclusive evidence in favor of any person dealing in good faith with the Trustee in reliance upon such statement.

14. Execution by Trustee

This Trust and any amendment thereto shall be valid and effective, notwithstanding the failure of any person named as an original Trustee hereunder to sign this Agreement or such amendment, and such failure shall not create a vacancy in the office of Trustee unless said person has failed to assent to this Agreement in writing not later than thirty (30) days after the death of a Donor.

15. Power to Amend or Revoke

While the Donor is living, the Donor reserves the power by a written instrument or written instruments to terminate or revoke the trust. Upon such termination or revocation, the Trustee shall deliver the Trust property to the contributing Donor. While the Donor is living, the Donor reserves the power by a written instrument or written instruments deposited with the Trustee(s) to remove any Trustee or Trustees of the Trust and to appoint an additional or successor Trustee or Trustees, or to amend the terms of this Trust; but no such removal, amendment, revocation or withdrawal shall affect any lawful act which shall have been done by the Trustee before such written instrument or written instruments shall have been deposited with it. All prior revocable trusts established by the Donor, other than nominee trusts, are hereby revoked.

16. Administration During Donors' Lifetime

While the Donor is living, the Trustees shall consult with the Donors prior to transferring any property held under this trust, acquiring any new property to be held under this trust, or voting any securities held under this trust. The foregoing sentence shall become ineffective in the event of the death of the Donor or after the prior occurrence of either of the following events:

(a) the receipt by the Trustee from the Donor of a signed statement that thenceforth the Trustee is to have responsibilities as to those matters designated in the statement; or

(b) the receipt by the Trustee of a certificate signed by a physician stating that in the opinion of such physician the Donor is either mentally or physically incapable of attending to business affairs.

17. <u>Termination of Trust</u>

After the death of the Donor, if this Trust is terminated by operation of law, by order of a Court of competent jurisdiction, or by a vote of five (5) of the seven (7) Trustees of this Trust then serving, or by a majority vote if there are less than seven (7) Trustees then serving, that the charitable purposes for which this Trust was established can no longer be met by the Trust, or that the stock of Commerce Insurance Company is no longer a viable investment and does not produce sufficient income to reasonably support the purposes of the Trust, then the stock of Commerce Insurance Company shall be sold and all remaining principal and accrued income held in Trust shall be distributed, after the payment of all existing expenses of the Trust, in six (6) equal shares, one share each to the Public Libraries in the Towns of Webster, Oxford and Dudley, and one share each to the Historic Societies in the Towns of Webster, Oxford and Dudley, or, if no historic society then exists in any of said towns, then said share shall be paid to the Historic Commission in said town.

IN WITNESS WHEREOF the Donor has hereunto set her hand and seal and, as evidence of their acceptance of the Trust hereby created, the Trustee named herein has hereunto set her hand and seal on the day and year first above written.

Janet E. Malser, Donor	Janet E. Malser, Trustee

COMMONWEALTH OF MASSACHUSETTS

Worcester, ss.

On this 24th day of MAY, 2007, before me, the undersigned notary, personally appeared Janet E. Malser and, proved to me through satisfactory evidence of identification, being (check one): □ driver's license or other state or federal government document bearing a photographic image, □ oath or affirmation of a credible witness known to me who knows the above signatory, or ☑ my own personal knowledge of the identity of the signatory, to be the person whose name is signed above, and acknowledged the foregoing to be signed by her voluntarily for its stated purpose.

Notary Public

My Commission Expires:

EDWIN E. TAIPALE, JR.
Notary Public
Commonwealth of Massachusetts
My Commission Expires Jul 5, 2007

FIRST AMENDMENT TO
THE JANET MALSER HUMANITIES TRUST

THIS FIRST AMENDMENT TO A CERTAIN AGREEMENT OF TRUST, dated May 24, 2007, creating **THE JANET MALSER HUMANITIES TRUST**, is hereby entered into this 13th day of February, 2008, by and between Thomas G. Smith, Margaret Pedersen, and Kenneth J. Deary, all of Dudley, Worcester County, Massachusetts, and Ann L. Lada, Debra Horan, and Paul J. Macek, all of Webster, Worcester County, Massachusetts, and Patricia Morgan, of Oxford, Worcester County, Massachusetts, (hereinafter, in their capacities as Trustees hereunder, together with their successors in trust, collectively called the "Trustees"), being all of the current successors Trustees under said Agreement of Trust.

WITNESSETH THAT:

WHEREAS, the Donor, Janet E. Malser, by will, transferred certain property to the trustees, to be held and expended in accordance with the terms of said Agreement of Trust for charitable purposes, and

WHEREAS, the Donor, Janet E. Malser, died on June 30, 2007, and

WHEREAS, the said Agreement of Trust provides for its amendment by the Trustees by an instrument in writing signed by all of them that results in greater conformity of the Agreement of Trust to the applicable provisions of federal and state tax laws, including qualifying the Trust under Internal Revenue Code §501(c)(3) as a charitable organization, and

NOW THEREFORE, the Agreement of Trust is hereby amended as follows:

Article 4, Section .01 is hereby deleted in its entirety and replaced with the following:

.01 <u>PURPOSES OF TRUST</u>. Upon the death of the Donor, the purposes of this Trust are to devote and apply the trust property and the income to be derived therefrom exclusively for charitable, scientific, religious, literary, or educational purposes selected by the Trustees from time to time, as hereinafter set forth, either directly or by contributions to organizations duly authorized to carry on charitable, scientific, religious, literary, or educational activities; provided, however, that no part of this trust fund will inure to the benefit of any private shareholder or individual, and no part of the direct or indirect activities of this Trust will consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, this Trust is created and is intended to be operated exclusively for charitable, scientific, religious, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and the Trust will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Article 5 is amended by adding the following Section .04:

.04 <u>PROHIBITED ACTS.</u> Notwithstanding any other provisions of this instrument to the contrary:

(a) At any time the organization is considered a private foundation pursuant to section 509 of the Code, the Trustees will make distributions at such times and in such manner so as not to subject the Trust to tax under Section 4942 of the Code.

(b) At any time the organization is considered a private foundation pursuant to section 509 of the Code, the Trustees will refrain from: engaging in acts of self-dealing as defined in Section 4941(d) of the Code; retaining any excess business holdings as defined in Section 4943(c) of the Code; making investments which would subject the Trust to tax under Section 4944 of the Code; and making any taxable expenditures as defined in Section 4945(d) of the Code.

(c) The Trustees will not engage, otherwise than as an insubstantial part of the Trustees' activities, in activities which in themselves are not in furtherance of the charitable purposes specified in Section 501(c)(3) of the Code.

(d) No part of the net earnings of the Trust will inure to or be payable to or for the benefit of a private shareholder or individual, and no part of the activities of this trust will consist of carrying on propaganda or otherwise attempting to influence legislation. No part of the activities of the Trust will consist of participating or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF the Trustees named herein have hereunto set their hands and seals on the day and year first above written.

Thomas G. Smith, Trustee

Margaret Pedersen, Trustee

Kenneth J. Deary, Trustee

Ann L. Lada, Trustee

Debra Horan, Trustee

Paul J. Macek, Trustee

Patricia Morgan, Trustee

COMMONWEALTH OF MASSACHUSETTS

Worcester, ss

On this 13 day of February, 2008, before me, the undersigned Notary Public, personally appeared Thomas G. Smith, Margaret Pedersen, Kenneth J. Deary, Ann L. Lada, Debra Horan, Paul J. Macek and Patricia Morgan, proved to me through satisfactory evidence of identification which was a Massachusetts drivers license, to be the persons whose names is signed on the preceding or attached document, and acknowledged to me that they signed it voluntarily for its stated purposes.

Notary Public

My Commission Expires:

EDWIN E. TAIPALE, JR.
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 13, 2014

SECOND AMENDMENT TO
THE JANET MALSER HUMANITIES TRUST

THIS SECOND AMENDMENT TO A CERTAIN AGREEMENT OF TRUST, dated May 24, 2007, creating THE JANET MALSER HUMANITIES TRUST (hereinafter the "Trust"), is hereby entered into this 15th day of December, 2008, by and between Thomas G. Smith, Margaret Pedersen, and Kenneth J. Deary, all of Dudley, Worcester County, Massachusetts, Ann L. Lada, Debra Horan, and Paul J. Macek all of Webster, Worcester County, Massachusetts, and Patricia Morgan of Oxford, Worcester County, Massachusetts (hereinafter, in their capacities as Trustees hereunder, together with their successors in trust, collectively called the "Trustees"), being all of the current successor Trustees under said Agreement of Trust.

WITNESSETH THAT:

WHEREAS, the Trustees desire that the Trust receive recognition of exempt status under Internal Revenue Code § 501(c)(3), and

WHEREAS, the said Agreement of Trust names specific organizations to receive the Trust's assets upon termination of the Trust, and

WHEREAS, the Internal Revenue Service has specified that in order for a trust that names a specific organization to receive the trust's assets upon termination of the trust to receive recognition of exempt status under § 501(c)(3), the trust document must also state that the specific organization must be exempt under § 501(c)(3) at the time the of the trust's termination and the trust document must provide for an acceptable alternative if the specific organization is not exempt, and

WHEREAS, the said Agreement of Trust provides for its amendment by the Trustees by an instrument in writing signed by all of them that results in greater conformity of the Agreement of Trust to the applicable provisions of federal and state tax laws, including qualifying the Trust under Internal Revenue Code § 501(c)(3) as a charitable organization,

NOW THEREFORE, the Agreement of Trust is hereby amended as follows:

At the end of Article 17 the following sentences are added:

> Notwithstanding the above, any organization receiving a distribution upon termination of the Trust must be exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). If, at the time of termination of this Trust, any specifically named organization under this Article 17 is not exempt under Section 501(c)(3), then the Trustees shall select a replacement organization or organizations to receive said

IN WITNESS WHEREOF the Trustees named herein have hereunto set their hands and seals on the day and year first above written.

Thomas G. Smith, Trustee

Margaret Pedersen, Trustee

Kenneth J. Deary, Trustee

Ann L. Lada, Trustee

Debra Horan, Trustee

Paul J. Macek, Trustee

Patricia Morgan, Trustee

COMMONWEALTH OF MASSACHUSETTS

Worcester, ss

On this 15th day of December, 2008, before me, the undersigned Notary Public, personally appeared, Thomas G. Smith, Margaret Pedersen, Paul Macek Ann L Lada, Debra Horan, Patricia Morgan and Kenneth J Deary, proved to me through satisfactory evidence of identification, which were Massachusetts **drivers' licenses,** to be the persons whose names are signed on the preceding or attached document, and acknowledged to me that they signed it voluntarily for its stated purposes.

NOTARY PUBLIC

MY COMMISSION EXPIRES

EDWIN E. TAIPALE, JR.
Notary Public
Commonwealth of Massachusetts
My Commission Expires
June 13, 2014

Form 8868
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	THE JANET MALSER HUMANITIES TRUST	26-4203944
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 458	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WEBSTER, MA 01570-0458	

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

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

- The books are in the care of ▶ THOMAS G. SMITH P.O. BOX 458 - WEBSTER, MA 01570-0458
  Telephone No ▶ 508-363-3000 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 will cover.

1 I request an automatic 3 month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning JUL 9, 2009, and ending DEC 31, 2009.

2 If this tax year is for less than 12 months, check reason: [X] Initial return [ ] Final return [ ] Change in accounting period

3a	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	3a	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance Due.** Subtract line 3b from line 3a 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	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453 EO and Form 8879-EO for payment instructions

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

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).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
	THE JANET MALSER HUMANITIES TRUST	26-4203944
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P O. box, see instructions.	For IRS use only
	P.O. BOX 458	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	WEBSTER, MA 01570-0458	

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 [X] 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.

- The books are in the care of ▶ THOMAS G. SMITH P.O. BOX 458 - WEBSTER, MA 01570-0458
  Telephone No ▶ 508-363-3000 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 ______, or other tax year beginning JUL 9, 2009, and ending DEC 31, 2009.

6 If this tax year is for less than 12 months, check reason: [X] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

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	$ 0.
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	$ 0.
c	**Balance Due.** 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	$ 0.

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 ▶ Mark J. Vanderb Title ▶ CPA Date ▶ 8/10/2010

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05-26-09