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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 3/01, 2009, and ending 2/28, 2010

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.Humane Society of the Commonwealth of MA
c/o HCM, 75 Federal St, Ste 1100
Boston, MA 02110-1911

A Employer identification number

04-2104291

B Telephone number (see the instructions)

617-357-9110

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I, column (d) must be on cash basis

Part I Analysis of Revenue and**Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1,052.	1,052.	N/A	
4 Dividends and interest from securities	110,001.	110,001.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-45,914.			
b Gross sales price for all assets on line 6a	1,490,920.			
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	70,078.	111,053.		
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages	25,755.			25,755.
15 Pension plans, employee benefits	12,300.			12,300.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 2	6,000.			6,000.
c Other prof fees (attach sch) See St 3	31,224.	30,286.		938.
17 Interest				
18 Taxes (attach schedule) (see instr) See Stm 4	200.	200.		
19 Depreciation (attach sch) and depletion				
20 Occupancy	8,364.			8,364.
21 Travel, conferences, and meetings	689.			689.
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 5	20,906.			17,992.
24 Total operating and administrative expenses. Add lines 13 through 23	105,438.	30,486.		72,038.
25 Contributions, gifts, grants paid Part XV	283,200.			283,200.
26 Total expenses and disbursements. Add lines 24 and 25	388,638.	30,486.		355,238.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-318,560.			
b Net investment income (if negative, enter -0-)		80,567.		
c Adjusted net income (if negative, enter -0-)				

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ADMINISTRATIVE AND OPERATING EXPENSES

RECEIVED
OCT 15 2010
See Statement
150500

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		21,335.	10,403.	10,403.
	2	Savings and temporary cash investments		633,101.	58,487.	58,487.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 6		477,461.	328,567.	356,006.
	b	Investments — corporate stock (attach schedule) Statement 7		2,813,476.	3,054,642.	3,226,745.
	c	Investments — corporate bonds (attach schedule) Statement 8		355,054.	529,768.	546,646.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)		4,300,427.	3,981,867.	4,198,287.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
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.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		4,300,427.	3,981,867.	
	30	Total net assets or fund balances (see the instructions)		4,300,427.	3,981,867.	
	31	Total liabilities and net assets/fund balances (see the instructions)		4,300,427.	3,981,867.	

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	4,300,427.
2	Enter amount from Part I, line 27a	2	-318,560.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,981,867.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,981,867.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Publicly-traded securities		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,490,920.		1,536,834.	-45,914.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-45,914.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div>— <div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div> —</div>	2	-45,914.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	<div>— —</div>	3	0.

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

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

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

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

☒ Yes☐ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part. N/A

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
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 the instructions)

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.		
	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,611.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,611.
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	1,611.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	1,832.
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	1,832.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	221.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax 221. Refunded	11	0.

Part VII 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		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? If 'Yes,' attach the statement required by General Instruction T.		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? If 'Yes,' complete Part II, column (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) MA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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? Website address <u>www.masslifesavingwards.com</u>	13	X	
14	The books are in care of <u>Charles E. Clapp III</u> Telephone no <u>617-357-9110</u> Located at <u>c/o HCM, 75 Federal Street, Ste 1100 Boston</u> ZIP + 4 <u>02110-1911</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If '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?

7b N/A

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

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

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

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2009)

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	3,871,257.
b	Average of monthly cash balances	1b	335,596.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,206,853.
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	4,206,853.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	63,103.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,143,750.
6	Minimum investment return. Enter 5% of line 5.	6	207,188.

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	207,188.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,611.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,611.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	205,577.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	205,577.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	205,577.

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	355,238.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	355,238.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	355,238.

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				205,577.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			203,319.	
b Total for prior years: 20____, 20____, 20____		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: ▶ \$ 355,238.				
a Applied to 2008, but not more than line 2a			203,319.	
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				151,919.
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				53,658.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	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				

BAA

Form 990-PF (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)				
a Paid during the year See Statement 11				
Total			3a	283,200.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,052.	
4	Dividends and interest from securities			14	110,001.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-45,914.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a	Excise tax refund			1	4,939.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				70,078.	
13	Total. Add line 12, columns (b), (d), and (e)					70,078.

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

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

[illegible]

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Excise tax refund	\$ 4,939.		
Total	\$ 4,939.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax return preparation	\$ 6,000.			\$ 6,000.
Total	\$ 6,000.	\$ 0.		\$ 6,000.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment fees	\$ 30,286.	\$ 30,286.		
Payroll processing fees	938.			\$ 938.
Total	\$ 31,224.	\$ 30,286.		\$ 938.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign tax	\$ 200.	\$ 200.		
Total	\$ 200.	\$ 200.		\$ 0.

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Insurance	\$ 510.			\$ 510.
Medals and certificates	9,403.			9,403.
Office expense.	7,979.			7,979.
Other expenses	2,914.			
State or local filing fees	100.			100.
Total	\$ 20,906.	\$ 0.		\$ 17,992.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
U.S. Government Obligations	Cost	\$ 328,567.	\$ 356,006.
		\$ 328,567.	\$ 356,006.
Total		\$ 328,567.	\$ 356,006.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
915 shs Barclays Bank S&P 500	Cost	\$ 26,717.	\$ 24,055.
940 shs Claymore ETF	Cost	32,333.	37,440.
593 shs IShares Inc MSCI South Korea	Cost	27,609.	27,017.
3,610 shs IShares Inc. MSCI Japan	Cost	30,327.	35,883.
1,838 shs IShares Inc MSCI Hong Kong	Cost	27,907.	28,360.
262 shs IShares Barclays TIPS Fund	Cost	27,617.	27,224.
1,726 shs IShares Tr FTSE Xinhua	Cost	45,972.	68,332.
475 shs Ishares Barclays 7-10 yr Treas.	Cost	42,739.	46,553.
456 shs IShares Tr JPMorgan Emerg Mkt	Cost	46,763.	46,553.
335 shs IShares Tr iBoxx High Yield	Cost	24,631.	29,202.
830 shs Powershares QQQ Tr Unit Ser 1	Cost	37,823.	37,151.
4,353 shs Powershares DB Commodity	Cost	103,971.	102,861.
1,092 shs Powershares DB Multi Sector	Cost	27,958.	27,737.
443 shs SPDR Gold Tr Gold Shs	Cost	34,087.	48,477.
1,588 shs Vanguard Specialized Portf.	Cost	74,506.	74,461.
1,094 shs Vanguard Intl Equity Index	Cost	35,689.	45,554.
2,999 shs Vanguard Index Fds	Cost	193,844.	168,634.
2,102 shs Wisdomtree Dreyfus Emerg.	Cost	46,536.	45,803.
1,300 shs Abbott Laboratories	Cost	67,798.	70,564.
600 shs Agnico Eagle Mines	Cost	34,258.	34,542.
1,100 shs Akamai Technologies Inc.	Cost	23,165.	28,930.
1,000 shs Amphenol Corp Cl A	Cost	39,616.	41,650.
400 shs Apache Corporation	Cost	14,300.	41,456.

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
3,000 shs Aspen Technology	Cost	\$ 37,398.	\$ 27,000.
1,500 shs CVS Caremark Corp	Cost	56,884.	50,625.
2,300 shs Carmax Inc.	Cost	43,336.	46,437.
2,200 shs Cisco Systems Inc	Cost	16,649.	53,526.
300 shs Clean Harbors	Cost	17,910.	17,052.
1,000 shs Coca Cola Company	Cost	62,278.	52,720.
800 shs Colgate Palmolive	Cost	61,620.	66,352.
3,000 shs Comcast Corp Cl A	Cost	53,052.	46,470.
600 shs ConocoPhillips	Cost	45,198.	28,800.
500 shs Cullen Frost Bankers Inc.	Cost	25,921.	27,075.
1,300 shs Danaher Corporation	Cost	87,905.	96,161.
1,400 shs Devry Inc.	Cost	65,467.	88,410.
1,150 shs Du Pont EI De Nemours	Cost	50,480.	38,778.
400 shs Exelon Corporation	Cost	10,990.	17,320.
1,000 shs Exxon Mobil Corp	Cost	377.	65,000.
450 shs FMC Technologies	Cost	28,814.	25,277.
510 shs Gilead Sciences Inc.	Cost	24,359.	24,281.
1,050 shs Idexx Laboratories	Cost	58,866.	55,440.
1,200 shs Johnson & Johnson	Cost	53,623.	75,600.
800 shs Kellogg Company	Cost	41,683.	41,720.
1,740 shs Medtronic Inc	Cost	84,717.	75,516.
2,500 shs Microsoft Corp	Cost	67,017.	71,675.
1,400 shs Microchip Technology	Cost	40,266.	37,884.
600 shs Northern Trust Corp	Cost	30,618.	31,974.
1,500 shs Paychex	Cost	53,126.	44,910.
1,050 Pepsico Inc	Cost	50,941.	65,594.
500 shs Praxair	Cost	23,787.	37,570.
600 shs Procter & Gamble Co	Cost	30,325.	37,968.
1,200 shs Qualcomm Inc	Cost	52,868.	44,019.
800 shs Schlumberger	Cost	55,676.	48,880.
500 shs Solera Holdings	Cost	18,011.	17,080.
3,500 shs Staples Inc	Cost	77,793.	90,160.
800 shs Stericycle	Cost	40,379.	44,144.
1,000 shs Thermo Fisher Scientific	Cost	33,753.	48,770.
2,300 shs UGI Corporation	Cost	59,909.	57,615.
330 shs United Parcel Service Cl B	Cost	19,100.	19,384.
145 shs Visa Corp	Cost	9,138.	12,366.
4,000 shs Windstream Corp	Cost	30,220.	40,520.
1,100 shs Ace Limited	Cost	57,951.	54,989.
200 shs Core Laboratories	Cost	26,544.	24,806.
1,200 HCP Incorporated	Cost	36,610.	34,536.
1,000 shs Wisdomtree Intl Midcap	Cost	47,618.	45,574.
1,800 shs American Europacific Growth	Cost	87,894.	65,052.
845 shs Harbor International Fund	Cost	53,902.	43,720.
550 shs Harding Loevner Emerging Mkt	Cost	30,932.	22,616.
2,000 shs Nokia Corp	Cost	26,571.	26,940.
Total		\$ 3,054,642.	\$ 3,226,745.

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Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Bear Stearns 4.5% 10/28/10	Cost	\$ 25,186.	\$ 25,691.
John Deere Cap 5.1% 01/15/13	Cost	24,759.	27,031.
Goldman Sachs Group 5.25% 4/1/13	Cost	24,308.	26,675.
Home Depot Inc Note 5.25% 12/16/16	Cost	24,764.	27,148.
Household Finance 6.375% 10/15/11	Cost	26,440.	26,737.
International Lease 5.25% 1/10/13	Cost	24,786.	21,745.
JP Morgan Chase 5.25% 5/1/15	Cost	23,975.	26,349.
Merrill Lynch 5% 2/3/14	Cost	24,466.	25,828.
Morgan Stanley 6.75% 4/15/11	Cost	15,738.	15,850.
Oracle Corp 5.25% 1/15/16	Cost	24,730.	27,701.
SBC Communications 5.625%	Cost	25,086.	27,471.
Verizon Global Fdg 7.25%	Cost	26,445.	26,255.
Wal-Mart Stores 4.125% 7/1/10	Cost	24,650.	25,326.
Wells Fargo 4.875% 1/12/11	Cost	24,676.	25,889.
2,375 shs Vanguard Short Term Bond ETF	Cost	189,759.	190,950.
	Total	\$ 529,768.	\$ 546,646.

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contribution to EBP & DC</u>	<u>Expense Account/Other</u>
Curtis Prout, M.D. 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	\$ 0.	\$ 0.	\$ 0.
George P. Gardner 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Frederick S. Moseley, III 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Lawrence T. Perera 75 Federal St, Ste 1100 Boston, MA 02110-1911	President/Trtee 1.00	0.	0.	0.
Ferdinand Colloredo-Mansfeld 75 Federal St, Ste 1100 Boston, MA 02110-1911	1st VP/Trustee 1.00	0.	0.	0.
William L. Saltonstall 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.

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

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
W. Nicholas Thorndike 75 Federal St, Ste 1100 Boston, MA 02110-1911	Corr Sec/Trtee 1.00	\$ 0.	\$ 0.	\$ 0.
Ross E. Sherbrooke 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
H.D.S. Greenway 75 Federal St, Ste 1100 Boston, MA 02110-1911	Rec Sec/Trtee 1.00	0.	0.	0.
Edward P. Lawrence 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
David T. Lawrence 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Ian H. Gardiner 75 Federal St, Ste 1100 Boston, MA 02110-1911	Treas/Trustee 1.00	0.	0.	0.
James R. Houghton 75 Federal St, Ste 1100 Boston, MA 02110-1911	Trustee 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

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

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

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Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Awards to individuals See attachment	None	N/A	To recognize the efforts of individuals who voluntarily attempt to save lives.	\$ 101,000.
Massachusetts Historical Society 1154 Boylston St Boston, MA 02215	N/A	509(a) (1)	William L. Saltonstall Fund	25,000.
Gloucester Fishermen's Wives Dev. Prog. 11-15 Parker Street Gloucester, MA 01930	N/A	509(a) (1)	Floatable bibs	2,200.
Hull Lifesaving Museum PO Box 221 Hull, MA 02045	N/A	509(a) (1)	General support	5,000.
Partners in Health 888 Commonwealth Ave, 3rd Fl Boston, MA 02215	N/A	509(a) (1)	General support	10,000.
Schwab Charitable Fund 101 Montgomery St San Francisco, CA 94104	N/A	509(a) (1)	To create donor advised fund	140,000.
Total				\$ <u>283,200.</u>

AWARDS & GRANTS
FY 2009-2010
March 1, 2009-February 28, 2010

AWARDS

John O'Leary Bronze Medal	\$3000
Kevil Quesnel Silver Medal	5000
Donna Quesnel-Adams Silver Medal	5000
Kyle E. Donoghue Silver Medal	5000
James MacConnell Silver Medal	5000
Thomas Masciulli Silver Medal	5000
Jason E. Stone Bronze Medal	2000
Wayne G. Favier Bronze Medal	2000
Allan D. Morris Bronze Medal	2000
Robert Ford Bronze Medal	3000
David Simonds Bronze Medal	3000
Nicholas Wood Silver Medal	5000
Wilfred Lachapelle Silver Medal	5000

Steven M. Corcoran Bronze Medal	3000
Robert O'Donnell Silver Medal	5000
Joseph Brancaccio Silver Medal	5000
Richard Underwood Bronze Medal	3000
John J. Gilbride Silver Medal	5000
Michael Hallam Silver Medal	5000
Kelly Walsh Silver Medal	5000
Nils Carder Bronze Medal	3000
Meaghan Cooney Certificate	1000
Felix Vega Silver Medal	5000
John R. Caruso Silver Medal	5000
Nanci E. Caruso Certificate	1000
Michael A. Scalia Silver Medal	5000
TOTAL AWARDS FY 2009-2010:	\$101,000