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

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 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 change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	<p>Humane Society of the Commonwealth of MA c/o HCM, 75 Federal St, Ste 1100 Boston, MA 02110-1911</p>		<b>A</b> Employer identification number <u>04-2104291</u>
			<b>B</b> Telephone number (see the instructions) <u>617-357-9110</u>
<p><b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation  <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p>		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/>	
<p><b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ <u>4,198,287.</u> (Part I, column (d) must be on cash basis)</p>		<b>D</b> 1 Foreign organizations, check here. . . ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	<u>1,052.</u>	<u>1,052.</u>	<u>N/A</u>	
	4 Dividends and interest from securities	<u>110,001.</u>	<u>110,001.</u>		
	<b>5a Gross rents</b>				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	<u>-45,914.</u>			
	b Gross sales price for all assets on line 6a	<u>1,490,920.</u>			
	7 Capital gain net income (from Part IV, line 2)		<u>0.</u>		
	8 Net short-term capital gain				
	9 Income modifications				
	<b>10a Gross sales less returns and allowances</b>				
b Less Cst of goods sold					
c Gross profit/(loss) (att sch)					
<b>11 Other income (attach schedule)</b>					
See Statement 1	<u>4,939.</u>				
<b>12 Total. Add lines 1 through 11</b>	<u>70,078.</u>	<u>111,053.</u>			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc		<u>0.</u>		
	14 Other employee salaries and wages	<u>25,755.</u>		<u>25,755.</u>	
	15 Pension plans, employee benefits	<u>12,300.</u>		<u>12,300.</u>	
	<b>16a Legal fees (attach schedule)</b>				
	b Accounting fees (attach sch) See St 2	<u>6,000.</u>		<u>6,000.</u>	
	c Other prof fees (attach sch) See St 3	<u>31,224.</u>	<u>30,286.</u>	<u>938.</u>	
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Stm 4	<u>200.</u>	<u>200.</u>		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	<u>8,364.</u>		<u>8,364.</u>	
	21 Travel, conferences, and meetings	<u>689.</u>		<u>689.</u>	
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	<u>20,906.</u>		<u>17,992.</u>	
	<b>24 Total operating and administrative expenses. Add lines 13 through 23</b>	<u>105,438.</u>	<u>30,486.</u>	<u>72,038.</u>	
<b>25 Contributions, gifts, grants paid Part XV</b>	<u>283,200.</u>		<u>283,200.</u>		
<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	<u>388,638.</u>	<u>30,486.</u>	<u>355,238.</u>		
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements.</b>					
b Net investment income (if negative, enter -0-)	<u>-318,560.</u>		<u>80,567.</u>		
<b>c Adjusted net income (if negative, enter -0-)</b>					

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 schedule)				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U.S. and state government obligations (attach schedule)	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>			
	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)
<b>1a Publicly-traded securities</b>		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				
(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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a			-45,914.	
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	-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 ] -		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.	
1 b Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)	1, 611.
1 c 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 d 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-)	0.
3 Add lines 1 and 2	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .	1, 611.
6 Credits/Payments:	
6 a 2009 estimated tax pmts and 2008 overpayment credited to 2009	1, 832.
6 b Exempt foreign organizations – tax withheld at source	
6 c Tax paid with application for extension of time to file (Form 8868)	
6 d Backup withholding erroneously withheld	
7 Total credits and payments. Add lines 6a through 6d.	1, 832.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	221.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 221.   Refunded ► 11   0.	

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

	X
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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
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

	0.
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(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?

	X
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If 'Yes,' attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

	X
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

	X
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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?

	X
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If 'Yes,' attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

--	--

• By language in the governing instrument, or

--	--

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

--	--

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

--	--

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► \_\_\_\_\_

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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

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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

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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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10 X

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

11		X
12		X
13	X	
Website address	► <a href="http://www.masslifesavingwards.com">www.masslifesavingwards.com</a>	
14	Telephone no	617-357-9110
Located at	c/o HCM, 75 Federal Street, Ste 1100 Boston	ZIP + 4 02110-1911
15	N/A	► <input type="checkbox"/>
	N/A	► <input type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input 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)?	► <input type="checkbox"/>	1b X
c	Organizations relying on a current notice regarding disaster assistance check here.		
2	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
a	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)): 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 ► 20__, 20__, 20__, 20__.		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)		2b 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 ► 20__, 20__, 20__, 20__.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)		3b N/A
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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

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

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

Organizations relying on a current notice regarding disaster assistance check here 

5b N/A

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.

6b X

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		
<b>Total. Add lines 1 through 3</b>		0.

All other program-related investments See instructions.

3 \_\_\_\_\_

**Total, Add lines 1 through 3** ► 0.

Total: Add lines 1 through 3 Form 990-PF (2009)

100

**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	
<b>d Total</b> (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.
<b>2 Acquisition indebtedness applicable to line 1 assets</b> ..	2	0.
<b>3 Subtract line 2 from line 1d</b> ..	3	4,206,853.
<b>4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3</b> (for greater amount, see instructions) ..	4	63,103.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,143,750.
<b>6 Minimum investment return.</b> 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	
<b>7 Distributable amount as adjusted.</b> 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	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	355,238.
<b>5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.</b> Enter 1% of Part I, line 27b (see instructions) ..	5	
<b>6 Adjusted qualifying distributions.</b> 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.			203,319.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2009 distributable amount				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				

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**

N/A

**Part XV** **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)

## 1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

None

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see 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:

See Statement 10

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

See Statement for Line 2a

**c Any submission deadlines:**

See Statement for Line 2a

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

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See Statement 11				
<b>Total</b>				► 3a 283,200.
<i>b Approved for future payment</i>				
<b>Total</b>				► 3b

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

	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 <u>Excise tax refund</u>			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)				13	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**

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). (See the instructions.)
N/A	

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

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

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

- (1) Cash
- (2) Other assets

» Other transactions

**(1) Sales of assets to a noncharitable exempt organization.**

- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

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

	Yes	No
1 a (1)	X	
1 a (2)	X	
1 b (1)	X	
1 b (2)	X	
1 b (3)	X	
1 b (4)	X	
1 b (5)	X	
1 b (6)	X	
1 c		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.

<b>(a)</b> Line no	<b>(b)</b> Amount involved	<b>(c)</b> Name of noncharitable exempt organization	<b>(d)</b> 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

If yes, complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

(John H. Glend) Declaration of preparer (other than taxpayer or fiduciary) is based on all information furnished by the taxpayer.

106110

→ Trustee

SIGN

Signature of officer or trustee

Date \_\_\_\_\_

Title

N H E R E  Paid Pre- parer's Use Only	Preparer's signature	►  CPA	Date	Check if self- employed	Preparer's Identifying number (See Signature in the instrs)
	Firm's name (or yours if self- employed), address, and ZIP code	► <u>Blazek &amp; Vetterling</u> ► <u>2900 Weslayan, Suite 200</u> Houston, TX 77027-5132	10.1.10	► <input checked="" type="checkbox"/> X N/A	EIN ► N/A
					Phone no ► (713) 439-5739

**BAA**

**Form 990-PF (2009)**

**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.	\$ 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.	\$ 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.	\$ 200.	\$ 0.

**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.
<b>Total</b>	<b>\$ 20,906.</b>	<b>\$ 0.</b>		<b>\$ 17,992.</b>

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

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

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

<u>Corporate Stocks</u>	Valuation Method	Book Value	Fair Market Value
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.

**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 E.I. 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 Loewner Emerging Mkt	Cost	30,932.	22,616.
2,000 shs Nokia Corp	Cost	26,571.	26,940.
	Total	\$ 3,054,642.	\$ 3,226,745.

**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>Contri- bution to EBP &amp; 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/Trree 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.

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

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contri-bution to EBP & DC	Expense Account/Other
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.
<b>Total</b>		<b>\$ 0.</b>	<b>\$ 0.</b>	<b>\$ 0.</b>

**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](http://www.masslifesavingawards.com) or call for more information.  
 Submission Deadlines: None  
 Restrictions on Awards: See [www.masslifesavingawards.com](http://www.masslifesavingawards.com) or call for more information.

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

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
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 F1 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
<b>TOTAL AWARDS FY 2009-2010:</b>	<b>\$101,000</b>