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

2011

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 2011, or tax year beginning 3/01, 2011, and ending 2/29, 2012

Humane Society of the Commonwealth of MA
51 Grove Street, Suite A
Chestnut Hill, MA 02467A Employer identification number
04-2104291B Telephone number (see the instructions)
617-232-6242C 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 ► G Check all that apply Initial return Initial Return of a former public charity
 Final return Amended return
 Address change Name changeH 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) J Accounting method: Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis)*

► \$ 4,618,546.

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 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	29.	29.	N/A	
	4 Dividends and interest from securities	98,376.	98,376.		
	5a Gross rents				
	b Net rental income or (loss)	84,816.			
	6a Net gain/(loss) from sale of assets not on line 10.				
	b Gross sales price for all assets on line 6a. 1,460,300.				
	7 Capital gain net income (from Part IV, line 2)		84,816.		
	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) See Statement 1	1,808.	1,808.			
12 Total. Add lines 1 through 11	185,029.	185,029.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages	25,755.		25,755.	
	15 Pension plans, employee benefits	11,630.			11,630.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 208. 4,823.	4,823.	2,411.	2,412.	
	c Other prof fees (attach sch) See St 208. 37,262.	37,262.	35,429.	1,833.	
	17 Interest				
	18 Taxes (attach schedule) See St 208. 2,155.	2,155.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	208.			208.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 5	6,340.	870.		5,470.
	24 Total operating and administrative expenses. Add lines 13 through 23	88,173.	38,710.		47,308.
25 Contributions, gifts, grants paid Part XV	88,500.			88,500.	
26 Total expenses and disbursements. Add lines 24 and 25	176,673.	38,710.		135,808.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	8,356.				
b Net investment income (if negative, enter -0-) 146,319.	146,319.				
c Adjusted net income (if negative, enter -0-) 146,319.	146,319.				

12P

Part III* 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
	1 Cash – non-interest-bearing . . .	40,368.	29,755.	29,755.
	2 Savings and temporary cash investments . . .	116,298.	232,037.	232,037.
	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 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	289,379.	140,187.	140,790.
	b Investments – corporate stock (attach schedule) . . . Statement 7	3,155,085.	3,187,929.	3,820,113.
	c Investments – corporate bonds (attach schedule) . . . Statement 8	352,164.	333,651.	360,022.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) . . . ►			
	12 Investments – mortgage loans . . .			
	13 Investments – other (attach schedule) . . . Statement 9.		30,590.	35,829.
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►) . . .			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I) . . .	3,953,294.	3,954,149.	4,618,546.
L I A B I L I T E S	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 ►) . . .	7,501.		
	23 Total liabilities (add lines 17 through 22) . . .	7,501.		0.
N F E U N D A S B S A E L T A S N C O R S	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 . . .	3,945,793.	3,954,149.	
	30 Total net assets or fund balances (see instructions) . . .	3,945,793.	3,954,149.	
	31 Total liabilities and net assets/fund balances (see instructions) . . .	3,953,294.	3,954,149.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,945,793.
2 Enter amount from Part I, line 27a	2	8,356.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	3,954,149.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,954,149.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 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 Capital gain distributions			P	Various	Various
c K1 Capital Gain			P	Various	Various
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 1,459,374.		1,375,484.	83,890.		
b 249.			249.		
c 677.			677.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			83,890.		
b			249.		
c			677.		
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	84,816.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0.	
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	166,475.	4,254,434.	0.039130
2009	355,238.	4,143,750.	0.085729
2008	252,989.	4,495,308.	0.056278
2007	194,172.	5,150,479.	0.037700
2006	268,856.	4,892,658.	0.054951

- 2 Total of line 1, column (d) 2 0.273788
- 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 0.054758
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 4,420,629.
- 5 Multiply line 4 by line 3 5 242,065.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,463.
- 7 Add lines 5 and 6 7 243,528.
- 8 Enter qualifying distributions from Part XII, line 4 8 135,808.

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 VII: Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)1 a 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 instrs)

b Domestic foundations that meet the section 4940(e) requirements in Part V,

check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax pmts and 2010 overpayment credited to 2011

6a 2,040

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

2,040

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

886

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 2012 estimated tax ►

Refunded

11

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
1a		X

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

	Yes	No
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?

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.

	Yes	No
1c		X

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.

	Yes	No
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.

	Yes	No
3		X

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

	Yes	No
4a		X

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

	Yes	No
4b		N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

	Yes	No
5		X

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.

	Yes	No
6		X

• By language in the governing instrument, or

	Yes	No
7		X

• 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?

	Yes	No
8b		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

	Yes	No
9		X

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

	Yes	No
10		X

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

	Yes	No
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

	Yes	No
9		X

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address 13 X

14 The books are in care of ► Charles E. Clapp III Telephone no. ► 617-357-9110
Located at ► c/o HCM, 75 Federal St., Ste. 1100 Boston MA ZIP + 4 ► 02110 15 N/A

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here N/A ► 15 N/A

16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ► [] [] []

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.

1a During the year did the foundation (either directly or indirectly). 1a Yes No

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? 1a(1) Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 1a(2) Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? 1a(3) Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? 1a(4) 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)? 1a(5) 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.) 1a(6) Yes No

1b 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 instructions)? 1b N/A

Organizations relying on a current notice regarding disaster assistance check here ► 1b

1c 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 2011? 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)): 2 Yes No

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 2a Yes No

If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see 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__ 2c N/A

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 3a Yes No

b If 'Yes,' did it have excess business holdings in 2011 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 2011.) 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 2011? 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)? (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?

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 (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 10		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	<u>N/A</u>	
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.

Total. Add lines 1 through 3 ► 0 .

BAA

Form 990-PF (2011)

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d **Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4
- 6 **Minimum investment return.** Enter 5% of line 5

1a	4,314,160.
1b	173,788.
1c	
1d	4,487,948.
1e	0.
2	0.
3	4,487,948.
4	67,319.
5	4,420,629.
6	221,031.

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
- 2a Tax on investment income for 2011 from Part VI, line 5
- b Income tax for 2011 (This does not include the tax from Part VI)
- c Add lines 2a and 2b
- 3 Distributable amount before adjustments Subtract line 2c from line 1
- 4 Recoveries of amounts treated as qualifying distributions
- 5 Add lines 3 and 4
- 6 Deduction from distributable amount (see instructions)
- 7 **Distributable amount as adjusted.** Subtract line 6 from line 5. Enter here and on Part XIII, line 1

1	221,031.
2a	2,926.
2b	
2c	2,926.
3	218,105.
4	
5	218,105.
6	
7	218,105.

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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	135,808.
1b	
2	
3a	
3b	
4	135,808.
5	
6	135,808.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				218,105.
2 Undistributed income, if any, as of the end of 2011			97,979.	
a Enter amount for 2010 only		0.		
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 135,808.			97,979.	
a Applied to 2010, 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 2011 distributable amount			37,829.	
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				180,276.
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 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

Part XVI 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 11

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 XVI 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>				
Awards to individuals See attachment	None	N/A	To recognize the efforts of individuals who voluntarily attempt to save lives.	66,000.
Hull Lifesaving Museum PO Box 221 Hull, MA 02045	N/A	509(a) (1)	General support	5,000.
Thompson Island Outward Bound P.O. Box 127 Boaston, MA 02127	N/A	509(a) (1)	General Support	17,500.
Total			► 3a	88,500.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	29.	
4 Dividends and interest from securities			14	98,376.	
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	84,816.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a K-1 Income			14	1,808.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				185,029.	
13 Total. Add line 12, columns (b), (d), and (e)					185,029.

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

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

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 Income	\$ 1,808.	\$ 1,808.	
Total	<u>\$ 1,808.</u>	<u>\$ 1,808.</u>	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
Return prep and tax compliance	\$ 4,823.	\$ 2,411.		\$ 2,412.
Total	<u>\$ 4,823.</u>	<u>\$ 2,411.</u>		<u>\$ 2,412.</u>

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
Computer consulting fees	\$ 1,031.			\$ 1,031.
Investment fees	35,429.	\$ 35,429.		
Payroll processing fees	802.			802.
Total	<u>\$ 37,262.</u>	<u>\$ 35,429.</u>		<u>\$ 1,833.</u>

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
Excise tax	\$ 2,155.			
Total	<u>\$ 2,155.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

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	\$ 626.			\$ 626.
K-1 expenses	870.	\$ 870.		
Medals and certificates	1,131.			1,131.
Office expense	3,713.			3,713.
Total	<u>\$ 6,340.</u>	<u>\$ 870.</u>		<u>\$ 5,470.</u>

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	\$ 140,187.	\$ 140,790.
		\$ 140,187.	\$ 140,790.
Total		<u>\$ 140,187.</u>	<u>\$ 140,790.</u>

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

<u>Corporate Stocks</u>	Valuation Method	Book Value	Fair Market Value
2,434 shs iShares Gold Trust	Cost	\$ 41,191.	\$ 40,112.
677 shs iShares Barclay's Treas Infl	Cost	77,612.	80,340.
2,290 shs Powershares QQQ Tr Unit Ser 1	Cost	134,898.	147,499.
486 shs SPDR Gold Tr Gold Shs	Cost	58,479.	79,843.
1902 shs Vanguard Specialized Portf.	Cost	102,136.	109,593.
1,241 shs Vanguard Intl Equity Index	Cost	58,994.	55,386.
1,522 shs Vanguard Index Fds	Cost	80,038.	92,827.
585 shs Wisdomtree TR Asia Local Debt	Cost	30,433.	30,555.
525 shs Abbott Laboratories	Cost	21,004.	29,720.
750 shs Agnico Eagle Mines	Cost	42,540.	27,225.
1,100 shs Akamai Technologies Inc.	Cost	23,165.	39,600.
1,000 shs Amphenol Corp Cl A	Cost	39,616.	55,960.
400 shs Apache Corporation	Cost	14,300.	43,172.
3,000 shs Aspen Technology	Cost	37,398.	61,680.
1,650 shs CVS Caremark Corp	Cost	62,512.	74,415.
1,900 shs Carmax Inc.	Cost	35,222.	58,311.
1,000 shs Clean Harbors	Cost	34,302.	67,160.
800 shs Colgate Palmolive	Cost	61,620.	74,544.
600 shs ConocoPhillips	Cost	45,198.	45,930.
1,700 shs Danaher Corporation	Cost	53,869.	89,811.
800 shs Devry Inc.	Cost	36,460.	28,424.
1,150 shs Du Pont EI De Nemours	Cost	50,480.	58,478.
1,000 shs Exxon Mobil Corp	Cost	377.	86,500.
900 shs FMC Technologies	Cost	28,814.	45,387.

Statement 7 (continued)
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>
1,210 shs Gilead Sciences Inc.	Cost	\$ 54,463.	\$ 55,097.
1,050 shs Idexx Laboratories	Cost	58,866.	90,038.
720 shs Johnson & Johnson	Cost	20,392.	46,858.
2,140 shs Medtronic Inc	Cost	100,507.	81,577.
2,500 shs Microsoft Corp	Cost	67,017.	79,350.
1,100 shs Northern Trust Corp	Cost	58,516.	48,851.
1,500 shs Paychex	Cost	53,126.	46,950.
770 Pepsico Inc	Cost	36,627.	48,464.
500 shs Praxair	Cost	23,787.	54,500.
1,200 shs Qualcomm Inc	Cost	52,868.	74,616.
800 shs Schlumberger	Cost	55,676.	62,088.
1,050 shs Solera Holdings	Cost	38,963.	50,400.
3,500 shs Staples Inc	Cost	77,793.	51,310.
800 shs Stericycle	Cost	40,379.	69,416.
1,000 shs Thermo Fisher Scientific	Cost	33,753.	56,620.
2,300 shs UGI Corporation	Cost	59,909.	64,975.
700 shs United Parcel Service Cl B	Cost	42,732.	53,893.
145 shs Visa Corp	Cost	9,138.	16,874.
4,000 shs Windstream Corp	Cost	30,220.	48,320.
1,100 shs Ace Limited	Cost	57,951.	78,881.
400 shs Core Laboratories	Cost	26,544.	48,664.
1,200 HCP Incorporated	Cost	34,904.	47,400.
1,000 shs Wisdomtree Intl Midcap	Cost	47,618.	48,080.
845 shs Harbor International Fund	Cost	53,902.	50,877.
1,294 shs Harding Loevner Emerging Mkt	Cost	68,282.	63,023.
1,000 shs NStar Ben Int.	Cost	42,522.	46,900.
800 shs Portland General	Cost	16,986.	19,712.
1,200 shs IShares MSCI BRIC	Cost	57,946.	52,560.
3,213 shs UMB Scout Int'l Fund	Cost	92,110.	100,927.
3,000 shs Danone Spons	Cost	35,497.	40,758.
259 shs IShares IBOXX \$ Investop	Cost	28,825.	30,484.
331 shs IShares Barclays 7-10 Year Treas	Cost	31,989.	34,795.
666 shs IShares TR Russel 2000 Index	Cost	54,095.	53,979.
319 shs Pimco ETF TR 15+ YR US Tips	Cost	18,008.	21,260.
2,075 shs Powershares Exchange Trd Fd	Cost	53,744.	54,199.
243 shs SPDR S&P 500 ETF	Cost	32,250.	33,296.
1,368 shs SPDR Ser Tr Barclays Cap High	Cost	54,177.	54,843.
1,126 shs Vanguard Tax Managed Intl Fd	Cost	43,168.	38,205.
786 shs Vanguard Index Fds Van Total	Cost	38,606.	55,342.
1,380 shs Wells Fargo & Company	Cost	39,503.	43,180.
500 shs 3M Company	Cost	39,040.	43,800.
300 shs Watsco Inc	Cost	17,870.	21,417.
1,000 shs Intel Corp	Cost	23,687.	26,880.
1,000 shs Nuance Communications Inc	Cost	23,117.	25,920.
1,400 shs IShares Emerging Mkts Fund	Cost	70,198.	62,062.
	Total	\$ 3,187,929.	\$ 3,820,113.

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>
John Deere Cap 5.1% 01/15/13	Cost	\$ 24,917.	\$ 26,015.
Goldman Sachs Group 5.25% 4/1/13	Cost	24,685.	25,930.
Home Depot Inc Note 5.25% 12/16/16	Cost	24,876.	27,122.
International Lease 5.25% 1/10/13	Cost	24,913.	25,247.
JP Morgan Chase 5.25% 5/1/15	Cost	24,308.	27,045.
Merrill Lynch 5% 2/3/14	Cost	24,782.	25,853.
Oracle Corp 5.25% 1/15/16	Cost	24,810.	28,990.
SBC Communications 5.625% 6/15/16	Cost	25,063.	29,172.
Ford Motor Credit Co. 5.75% 2/1/21	Cost	50,312.	56,375.
Hershey Company 4.125% 12/1/20	Cost	25,230.	27,823.
Amerigas Partners 6.25% 8/20/15	Cost	59,755.	60,450.
	Total	<u>\$ 333,651.</u>	<u>\$ 360,022.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1,222 shs Powershares DB Commodity	Cost	\$ 30,590.	\$ 35,829.
	Total	<u>\$ 30,590.</u>	<u>\$ 35,829.</u>

Statement 10
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 & DC</u>	<u>Expense Account/Other</u>
Lawrence T. Perera 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Pres/Trustee 1.00	\$ 0.	\$ 0.	\$ 0.
Ferdinand Colloredo-Mansfeld 51 Grove Street, Ste. A Chestnut Hill, MA 02467	1st VP/Trustee 1.00		0.	0.
Ian H. Gardiner 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Treasurer/Trree 1.00		0.	0.

Statement 10 (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 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Corr Sec/Trtee 1.00	\$ 0.	\$ 0.	\$ 0.
David T. Lawrence 51 Grove Street, Ste. A Chestnut Hill, MA 02467	2nd VP/Trustee 1.00	0.	0.	0.
George P. Gardner 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Honorary Trustee 1.00	0.	0.	0.
H. D. S. Greenway 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
James R. Houghton 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
Edward P. Lawrence 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
Frederick S. Moseley 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Honorary Trustee 1.00	0.	0.	0.
Curtis Prout 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
G. West Saltonstall 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Rec Sec/Trustee 1.00	0.	0.	0.
Ross E. Sherbrooke 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
Henry P. Becton 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 11
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: 51 Grove Street, Suite A
City, State, Zip Code: Chestnut Hill, MA 02467
Telephone: 617-232-6242
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.

AWARDS & GRANTS
FY 2011-2012
March 1, 2011-February 29, 2012

AWARDS

Nathan Yassen	\$	5000
Silver Medal		
Christopher Macort		5000
Silver Medal		
Paul Tasha		1000
Certificate		
Rasmus Sayre		5000
Silver Medal		
Peter Weckesser		5000
Silver Medal		
Rodrigo Bermudez		3000
Bronze Medal		
Juan Bermudez		3000
Bronze Medal		
James Marks		3000
Bronze Medal		
Wayne Badrigian		3000
Bronze Medal		
Stephen Pierce		3000
Bronze Medal		
Joseph Nyman		3000
Bronze Medal		
Robert Mitchell		3000
Bronze Medal		
Michael McDevitt		3000
Bronze Medal		
Jennifer Doane	\$	3000

Humane Society of the Commonwealth of Massachusetts
Attachment to 2011 Form 990-PF

04-2104291

Bronze Medal

Alexandra Delano	3000
Bronze Medal	
Chad McKenna	1000
Certificate	
Michael Chorzewski	3000
Bronze Medal	
Brant Boyington	3000
Bronze Medal	
Cody Boyington	1000
Certificate	
Stephen Dowling	1000
Certificate	
Juan Guerrero	5000
Silver Medal	
Edmund Burke	1000
Certificate	
TOTAL AWARDS FY 2011-2012	\$ 66,000