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

2012

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 2012, or tax year beginning 3/01, 2012, and ending 2/28, 2013

Humane Society of the Commonwealth of MA
51 Grove Street, Suite A
Chestnut Hill, MA 02467

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

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

I 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.)

► \$ 4,882,332.

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)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	4.	4.	N/A	
4	Dividends and interest from securities	108,468.	108,468.		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain/(loss) from sale of assets not on line 10	48,433.			
b	Gross sales price for all assets on line 6a	811,869.			
7	Capital gain/loss income from Part IV, line 4				
8	Net short-term capital gain		48,433.		
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (attach schedule)				
11	Other income (attach schedule)				
	RECEIVED				
	JUL 17 2013				
	OPENED				
	UT				
	See Statement 1	14,310.	27.		
12	Total. Add lines 1 through 11	171,215.	156,932.		
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages	25,755.		25,755.	
15	Pension plans, employee benefits	11,337.		11,656.	
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	3,800.	1,900.	1,900.	
c	Other prof fees (attach sch) See St 3	35,225.	33,803.	1,422.	
17	Interest				
18	Taxes (attach schedule) (see instrs) See Stm 4	3,886.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Statement 5	12,787.	345.	12,442.	
24	Total operating and administrative expenses. Add lines 13 through 23	92,790.	36,048.	53,175.	
25	Contributions, gifts, grants paid Part XV	134,100.		134,100.	
26	Total expenses and disbursements. Add lines 24 and 25	226,890.	36,048.	187,275.	
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-55,675.			
b	Net investment income (if negative, enter -0-)		120,884.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED JUL 18 2013

ADMINISTRATIVE EXPENSES

P11

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	
A S S E T S	1	Cash – non-interest-bearing	29,755.	15,684.
	2	Savings and temporary cash investments.	232,037.	57,325.
	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	140,187.
	b	Investments – corporate stock (attach schedule)	Statement 7	3,187,929.
	c	Investments – corporate bonds (attach schedule)	Statement 8	333,651.
L I A B I L I T I E S	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.
	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)		3,954,149.
				3,898,474.
				4,882,332.
	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.
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>	
N F E U T N D A S B S A E L T A S N C O R S	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		
	30	Total net assets or fund balances (see instructions)	3,954,149.	3,898,474.
	31	Total liabilities and net assets/fund balances (see instructions)	3,954,149.	3,898,474.

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	3,954,149.
2	Enter amount from Part I, line 27a	2	-55,675.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,898,474.
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	3,898,474.

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)
1 a Publicly - traded securities			P	Various	Various
b Capital gain distributions			P	Various	Various
c Passthrough K-1 Capital Gain			P	Various	Various
d Securities litigation income			P	Various	Various
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 805,789.		763,436.	42,353.		
b 4,284.			4,284.		
c 1,693.			1,693.		
d 103.			103.		
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				42,353.	
b				4,284.	
c				1,693.	
d				103.	
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	48,433.	
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 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.

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))
2011	135,808.	4,420,629.	0.030721
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

2 Total of line 1, column (d) 2 0.249558

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 0.049912

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 4,595,742.

5 Multiply line 4 by line 3 5 229,383.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,209.

7 Add lines 5 and 6 7 230,592.

8 Enter qualifying distributions from Part XII, line 4 8 187,275.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instrs)	1	2,418.
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			
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	2,418.	
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	2,418.	
6	Credits/Payments	6a	3,000.	
	a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6b	0.	
	b Exempt foreign organizations – tax withheld at source	6c	0.	
	c Tax paid with application for extension of time to file (Form 8868)	6d	0.	
7	Total credits and payments Add lines 6a through 6d	7	3,000.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	582.	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 582. 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	0.
1 b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No
1 b		X	0.
1 c	Did the foundation file Form 1120-POL for this year?	Yes	No
1 c		X	0.
1 d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	0.	
1 d	(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	0.	
1 e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	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.	0.	
2		X	0.
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	0.	
3		X	0.
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	0.	
4 a		X	0.
4 b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	0.	
4 b		N/A	0.
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T .	0.	
5		X	0.
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	0.	
6	• By language in the governing instrument, or	0.	
6	• 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?	0.	
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	0.	
7		X	0.
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA	0.	
8 a	MA	X	0.
8 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	0.	
8 b		X	0.
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	0.	
9		X	0.
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	0.	
10		X	0.

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>www.masslifesavingawards.com</u>		
14	Telephone no ► 617-357-9110	
Located at ► <u>c/o HCM, 75 Federal St., Ste. 1100 Boston MA ZIP + 4 02110</u>		
15	N/A	► <input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	Yes	No
At any time during calendar year 2012, 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? ► <input type="checkbox"/> 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.		
1 a	During the year did the foundation (either directly or indirectly):	Yes No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1 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 instructions)?	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
1 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 2012? ► <input type="checkbox"/> 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years ► 20 ___, 20 ___, 20 ___, 20 ___. If 'Yes,' list the years ► 20 ___, 20 ___, 20 ___, 20 ___		
2 b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	N/A
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 ___		
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 2012 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 2012.)		
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"/> X	
4 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 2012? <input type="checkbox"/> 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 Nob 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 Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

5b N/A

6b X

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 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

BAA

Form 990-PF (2012)

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	4,518,322.
1b	147,406.
1c	
1d	4,665,728.
1e	0.
2	0.
3	4,665,728.
4	69,986.
5	4,595,742.
6	229,787.

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 2012 from Part VI, line 5
- b Income tax for 2012 (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	229,787.
2a	2,418.
2b	
2c	2,418.
3	227,369.
4	
5	227,369.
6	
7	227,369.

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	187,275.
1b	
2	
3a	
3b	
4	187,275.
5	
6	187,275.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				227,369.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			180,276.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 187,275.			180,276.	
a Applied to 2011, 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 2012 distributable amount				6,999.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		
6 Enter the net total of each column as indicated below:		0.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				220,370.
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 2007 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

BAA

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 foundation 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 or e-mail 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 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>				
Awards to individuals See attachment	None	N/A	To recognize the efforts of individuals who voluntarily attempt to save lives.	133,000.
US Life Saving Heritage Assn Inc PO Box 1031 Eastham, MA 02642	N/A	509(a)(2)	(Renewal / Station Keeper	100.
Trayser Museum Directors Inc 3353 Main St. Barnstable, MA 02630	N/A	509(a)(2)	(US Coast Guard Heritage Museum	1,000.
Total		..	► 3a	134,100.
<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	4.	
4 Dividends and interest from securities			14	108,468.	
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	48,433.	
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	14,283.	
b <u>K-1 Income</u>			14	27.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				171,215.	
13 Total. Add line 12, columns (b), (d), and (e)				13	171,215.

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

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

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

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

- (1) Cash
- (2) Other assets

b Other transactions.

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

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

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

Yes No

b If 'Yes,' complete the following schedule.

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

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

Sign
Here

Jan H. Sardine

7/8/13

Datu

Title

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Yes No

Signature of filer or trustee		Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name		Jody Blazek		
	Firm's name	► Blazek & Vetterling			Firm's EIN ► 76-0269860
	Firm's address	► 2900 Weslayan, Suite 200 Houston, TX 77027-5132			Phone no (713) 439-5739

BAA

Form 990-PF (2012)

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	\$ 14,283.		
K-1 Income		27.	27.
Total	\$ 14,310.	\$ 27.	\$ 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	\$ 3,800.	\$ 1,900.		\$ 1,900.
Total	\$ 3,800.	\$ 1,900.		\$ 1,900.

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	\$ 33,803.	\$ 33,803.		
Payroll processing fees	\$ 1,422.			\$ 1,422.
Total	\$ 35,225.	\$ 33,803.		\$ 1,422.

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	\$ 3,886.			
Total	\$ 3,886.	\$ 0.		\$ 0.

Humane Society of the Commonwealth of MA

04-2104291

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	\$ 659.			\$ 659.
K-1 expenses	345.	\$ 345.		
Medals and certificates	7,444.			7,444.
News Clippings	1,334.			1,334.
Office expense	1,739.			1,739.
State filing fee	100.			100.
Telephone expense	1,166.			1,166.
Total	<u>\$ 12,787.</u>	<u>\$ 345.</u>		<u>\$ 12,442.</u>

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	\$ 142,181.	\$ 139,022.
		\$ 142,181.	\$ 139,022.
Total		<u>\$ 142,181.</u>	<u>\$ 139,022.</u>

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>
EGA Emerging Global	Cost	\$ 22,830.	\$ 23,417.
Ishares Inc MSCI Hong Kong	Cost	90,743.	94,906.
Ishares Barclays 7-10 Yr Treas Bd Fd	Cost	31,989.	35,470.
Ishares TR Russell 2000 Index Fd	Cost	54,095.	60,260.
Ishares FTSE EPRA/NAREIT	Cost	82,229.	97,599.
Ishares Trust AAA A Rated Corp Bond	Cost	22,830.	22,589.
Powershares QQQ TR Unit Ser 1	Cost	94,415.	105,213.
Powershares Exch Traded Fd	Cost	53,744.	61,628.
SPDR S&P 500 ETF	Cost	46,955.	46,696.
Vanguard Spec. Portfolios Div App	Cost	94,554.	109,149.
Vanguard Tax Managed Intl Fd	Cost	52,164.	51,600.
Vanguard Intl Equity Index Fd	Cost	36,958.	34,456.
Vanguard Index Fds REIT ETF	Cost	65,195.	83,184.
Vanguard Index Fds Total STK	Cost	38,606.	61,497.
Wisdomtree Trust Japan Hedge Eqt	Cost	91,552.	94,981.
Wisdomtree TR Asia Local Debt Fd	Cost	30,433.	30,636.
Ishares Gold Trust	Cost	56,065.	50,598.
Ishares Inc MSCI Germany Index Fd	Cost	45,629.	49,019.
HCM Account - See attached	Cost	2,242,465.	3,098,099.
Total		<u>\$ 3,253,451.</u>	<u>\$ 4,210,997.</u>

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>
JP Morgan Chase 5.25% 5/1/15	Cost	\$ 24,491.	\$ 27,043.
Merrill Lynch 5% 2/3/14	Cost	24,920.	25,933.
Oracle Corp 5.25% 1/15/16	Cost	24,854.	28,269.
SBC Communications 5.625% 6/15/16	Cost	25,050.	28,707.
Amerigas Partners 6.25% 8/20/15	Cost	59,781.	63,750.
Citizens Comm. Co. 03/23/07 6.625%	Cost	51,892.	54,437.
Ford Motor Credit Co 5.75% 02/01/21	Cost	50,285.	56,617.
Goldman Sachs Group 5.25% 04/01/13	Cost	24,892.	25,106.
Goldman Sachs Group 4.00% 11/11/28	Cost	50,001.	49,537.
Hershey Company 12/13/10 4.125% 12/01/20	Cost	25,209.	28,357.
Home Depot Inc Note 5.25% 12/16/13	Cost	24,936.	25,970.
Total		<u>\$ 386,311.</u>	<u>\$ 413,726.</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>
Powershares DB Commodity Index	Cost	\$ 43,522.	\$ 45,578.
Total		<u>\$ 43,522.</u>	<u>\$ 45,578.</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/Trtee 1.00		0.	0.

Humane Society of the Commonwealth of MA

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Statement 10 (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>Compensation</u>	<u>Contri- butio- n to EBP & DC</u>	<u>Expense Account/ Other</u>
W. Nicholas Thorndike 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Corr Sec/Trree 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.
Henry P. Becton 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Rec Sec/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.
George Lewis 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 0	0.	0.	0.
G. West Saltonstall 51 Grove Street, Ste. A Chestnut Hill, MA 02467	Trustee 1.00	0.	0.	0.
Ross E. Sherbrooke 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 of Grant Program: Water Accident, Injury, and Death Prev.
 Name: Beth Nilsson
 Care Of: Humane Soc. of the Commonwealth of MA
 Street Address: 51 Grove Street, Suite A

Statement 11 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

City, State, Zip Code: Chestnut Hill, MA 02467
Telephone: 617-232-6242
E-Mail Address: None
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.

Account #:

Investment Holdings On: 02/28/2013

Equity	
Stock - Common	
Basic Materials	
Agnico Eagle Mines	
AEM	750 000
DD	1,150 000
PX	500 000
Basic Materials Total	\$116,806.76
Consumer Discretionary	
Carmax Incorporated	
KMX	1,900 000
Consumer Staples	
CVS	1,650 000
CL	800 000
PEP	770 000
PG	750 000
Consumer Staples Total	3,970 000
Energy	
Apache Corporation	400 000
CLB	400 000
XOM	750 000
FTI	1,100 000
PSX	300 000
SLB	800 000
Energy Total	3,750 000

Agnico Eagle Mines	\$42,539.52	\$40.04	\$30,030.00	0.81%	\$660.00	2.20%			
Du Pont E De Nemours	\$50,480.24	\$47.90	\$55,085.00	1.49%	\$2,070.00	3.76%			
Praxair Incorporated	\$23,787.00	\$113.05	\$56,525.00	1.53%	\$1,200.00	2.12%			
			\$141,640.00	3.83%	\$3,930.00	2.77%			
Basic Materials Total	2,400 000								
Basic Materials Total	\$116,806.76								
Consumer Staples Total	3,970 000								
Consumer Staples Total	\$211,685.64								
Consumer Staples Total	\$291,369.90								
Consumer Staples Total	7.90%								
Consumer Staples Total	\$6,125.40								
Consumer Staples Total	2.10%								
Consumer Staples Total	\$6,125.40								
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Consumer Staples Total	\$6,125.40								
Consumer Staples Total	2.10%								
Consumer Staples Total	\$6,125.40								
									

Investment Holdings On: 02/28/2013						
	<u>Ticker</u>	<u>Shares</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>% MV</u>
					<u>Est. Annual Income</u>	<u>Current Yield</u>
Equity						
Stock - Common						
Financials						
Ace Limited	ACE	1,100,000	\$57,950.65	\$85.39	\$93,929.00	2.54%
Bank of Nova Scotia	BNS	750,000	\$39,448.73	\$59.44	\$44,580.00	1.21%
CBRE Group Inc	CBG	1,000,000	\$18,115.70	\$24.17	\$24,170.00	0.65%
Northern Trust Corp	NTRS	1,100,000	\$58,516.04	\$53.19	\$58,509.00	1.58%
Valley National Bancorp	VLY	3,000,000	\$27,666.20	\$10.03	\$30,090.00	0.81%
Wells Fargo & Company	WFC	1,380,000	\$39,503.11	\$35.08	\$48,410.40	1.31%
Financials Total		8,330,000	\$241,200.43		\$299,688.40	8.10%
					\$8,924.00	2.98%
Health Care						
Gilead Sciences Inc	GILD	2,020,000	\$44,910.71	\$42.72	\$86,294.40	2.34%
Idexx Laboratories Inc	IDXX	770,000	\$42,181.05	\$92.12	\$70,932.40	1.92%
Johnson & Johnson	JNJ	720,000	\$20,391.57	\$76.11	\$54,739.20	1.49%
Medtronic Inc	MDT	2,140,000	\$10,507.34	\$44.96	\$96,214.40	2.61%
Thermo Fisher Scientific Inc	TMO	1,000,000	\$33,753.51	\$73.80	\$73,800.00	2.00%
Health Care Total		6,650,000	\$241,744.18		\$382,040.40	10.36%
					\$4,726.40	1.24%
Industrials						
3M Company	MMM	500,000	\$39,040.04	\$104.00	\$52,000.00	1.41%
Clean Harbors Inc	CLH	1,400,000	\$53,989.73	\$51.50	\$72,100.00	1.96%
Danaher Corporation	DHR	1,700,000	\$53,968.58	\$61.60	\$104,720.00	2.84%
Stencyle Inc	SRCL	800,000	\$40,379.10	\$95.92	\$76,736.00	2.08%
United Parcel Service Inc Cl B	UPS	700,000	\$42,731.90	\$82.65	\$57,855.00	1.57%
Watsco Inc	WSO	500,000	\$32,158.30	\$77.87	\$38,935.00	1.05%
Industrials Total		5,600,000	\$262,167.65		\$402,346.00	10.91%
					\$3,676.00	0.91%
Information Technology						
Akamai Technologies Inc	AKAM	1,100,000	\$23,164.64	\$36.96	\$40,656.00	1.10%
Amphenol Corp Cl A	APH	1,000,000	\$39,616.10	\$70.86	\$70,860.00	1.92%
Aspen Technology Inc	AZPN	3,000,000	\$37,398.00	\$30.76	\$92,280.00	2.50%
Intel Corporation	INTC	1,000,000	\$23,687.00	\$20.88	\$20,880.00	0.57%
Microsoft Corp	MSFT	2,500,000	\$67,017.10	\$27.80	\$89,500.00	1.88%
Nuance Communications Inc	NUAN	1,500,000	\$34,711.70	\$18.41	\$27,607.50	0.75%
					\$0.00	0.00%

Investment Holdings On: 02/28/2013						
	<u>Ticker</u>	<u>Shares</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>% MV</u>
					<u>Est. Annual Income</u>	<u>Current Yield</u>
Equity						
Stock - Common						
Information Technology						
Paychex Incorporated	PAYX	1,500,000	\$53,125.60	\$33.11	\$49,657.50	1.35%
Qualcomm Inc	QCOM	1,000,000	\$43,932.00	\$65.64	\$65,640.00	1.78%
Solera Holdings Inc	SLH	1,050,000	\$38,962.63	\$56.30	\$59,115.00	1.60%
Visa Corporation	V	145,000	\$9,138.42	\$158.64	\$23,002.80	0.62%
Information Technology Total		13,795,000	\$370,753.19		\$519,198.80	14.07%
Telecommunications						
Windstream Corp	WIN	3,000,000	\$21,966.78	\$8.59	\$25,770.00	0.69%
Utilities						
Northeast Utilities	NU	1,312,000	\$42,521.79	\$41.51	\$54,461.12	1.47%
Portland General Electric Co	POR	800,000	\$16,985.79	\$29.69	\$23,752.00	0.64%
UGI Corporation	UGI	2,300,000	\$59,909.25	\$35.82	\$82,386.00	2.23%
Utilities Total		4,412,000	\$119,416.83		\$160,599.12	4.34%
Stock - Common Total		53,807,000	\$1,766,376.00		\$2,585,631.12	70.03%
Stock - REIT						
HCP Incorporated	HCP	1,200,000	\$34,317.15	\$48.88	\$58,656.00	1.59%
Equity Total		55,007,000	\$1,800,693.15		\$2,644,287.12	71.62%

Investment Holdings On: 02/28/2013						
Account #:	Ticker	Shares	Total Cost	Price	Market Value	% MV
					Est. Annual Income	Current Yield
International						
Mutual Funds (ETF/CEF) - International Equity						
EGShares Emerging Markets Consumer ETF	ECON	1,000.000	\$22,106.30	\$26.40	\$26,400.00	0.71%
Ishares MSCI BRIC Index Fund	BKF	1,200.000	\$57,945.84	\$39.88	\$47,856.00	1.30%
Ishares MSCI Emerging Mkts Index Fund	EEM	1,400.000	\$70,197.72	\$43.21	\$60,487.00	1.64%
Wisdomtree Int'l Midcap Div Fund	DIM	1,000.000	\$47,618.00	\$52.05	\$52,049.90	1.41%
Total		4,600.000	\$191,867.86	\$186,792.90	5.05%	\$3,637.70
						1.95%
Mutual Funds - International Equity						
Harbor International Fund	HAINX	395.000	\$25,197.05	\$63.39	\$25,039.05	0.68%
Harding Loevner Emerging Markets Fund	HLEMX	1,294.101	\$68,282.00	\$48.35	\$62,569.78	1.69%
UMB Scout International Fund	UMBWX	3,213.206	\$92,110.00	\$33.90	\$108,927.68	2.95%
Total		4,902.307	\$185,589.05		\$196,536.51	5.32%
						1.35%
Stock - ADR						
Danone Sponsored ADR	DANOY	3,000.000	\$35,497.00	\$13.91	\$41,724.00	1.13%

Investment Holdings On: 02/28/2013						
Account #:	Ticker	Shares	Total Cost	Price	Market Value	% MV
International Stock - ADR	RHHBY	500 000	\$22,818.00	\$57.52	\$28,758.50	0.78%
Roche Holdings ADR	Total	3,500 000	\$58,315.00	\$70,482.50	\$1,704.70	2.82%
	International Total	13,002 307	\$441,771.91	\$453,811.91	\$8,000.02	2.12%
	Grand Total	<u>\$2,242,465</u>		<u>\$3,098,099</u>		1.76%

Attachment to Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Name and Type of Award</u>	<u>Amount</u>
Woot Suraphanphithak Silver Medal	\$ 5,000
Tanawat Sricharachai Certificate	1,000
Michael Latta Silver Medal	5,000
Eileen Conway Silver Medal	5,000
Frank McLaughlin Silver Medal	5,000
Eugene (Gino) Millerick Silver Medal	5,000
Stephen Jerome Silver Medal	5,000
Michael Casey Silver Medal	5,000
Nathan Everett Silver Medal	5,000
Kenneth Bowman Silver Medal	5,000
Michael McGowan Silver Medal	5,000
Robert Coyle Silver Medal	5,000
Frank Macri Silver Medal	5,000

Attachment to Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Name and Type of Award</u>	<u>Amount</u>
Neil Packard	3,000
Bronze Medal	
Steven Joyce, Sr.	3,000
Bronze Medal	
Steven Joyce, Jr.	3,000
Bronze Medal	
Brian Joyce	3,000
Bronze Medal	
Michael Joyce	3,000
Bronze Medal	
Robert Eyles	5,000
Silver Medal	
David Rousseau	5,000
Silver Medal	
Raymond Murphy	5,000
Silver Medal	
Kathleen Delaney	5,000
Silver Medal	
Thomas Proctor	5,000
Silver Medal	
Anthony Nardone	1,000
Certificate	
Wayne Walgreen	3,000
Bronze Medal	
Joseph Lavigne	3,000
Bronze Medal	

Attachment to Part XV, Line 3a - Grants and Contributions Paid During the Year

<u>Name and Type of Award</u>	<u>Amount</u>
Dustin Soule Bronze Medal	3,000
Paul Antonino Silver Medal	5,000
Adam Johnson Bronze Medal	3,000
James Stockbridge Bronze Medal	3,000
Joshua Belmer Bronze Medal	3,000
Quincy Devlin Bronze Medal	3,000
Eugene (Gino) Millerick William Penn Harding Award	5,000
Total Awards to Individuals FY 2012-2013	<u>\$133,000</u>