

Name of Person Reporting: **Nonnie S. Burnes**  
 Address: **Information Redacted**  
 Office Phone: **Information Redacted**  
 Fax Number: **Information Redacted**  
 Email: **Information Redacted**  
 Name of spouse residing in household: **Information Redacted**  
 Name of child(ren) residing in household: **Information Redacted**

2. Filer is not a Candidate for office.

3: Positions Held

If you are a designated public employee, an elected official or recently appointed to a major policy making position, you must complete Question 3. This question indicates the reason you are required to file a Statement of Financial Interests. Identify each position you held or hold as an ELECTED PUBLIC OFFICIAL or DESIGNATED PUBLIC EMPLOYEE and report AMOUNT of INCOME derived from each position in 2008. If you did not earn any INCOME in 2008, complete the question and select N/A for AMOUNT of INCOME.

	Agency in which you serve(d)	Position Held	Dates of Employment	Income
1.	Division of Insurance	Commissioner	2/26/2007 - Present	\$100,000 or more

4: Other Government Position(s)

Identify any other government position(s) held by you or an IMMEDIATE FAMILY MEMBER (spouse or dependent child) in any federal, state, county, district or municipal agency, compensated or uncompensated, full or part-time in 2008.

FILER reported no other government positions.

5: Employment and Other Associations with Businesses and Non-Governmental Entities (Including Non-Profit Organizations)

Identify each BUSINESS with which you or an IMMEDIATE FAMILY MEMBER (spouse or dependent child) were associated in 2008 as an employee, or as a partner, proprietor, officer, director, or in any similar managerial capacity, full or part-time, compensated or uncompensated.

	Name and Address of Business	Position Held	Filer or Immediate Family Member	Gross Income (Filer Only)
1.	Charles River Ventures, Inc. 1000 Winter Street Waltham MA 02154	Director, President/Clerk	Spouse	N/A
2.	Butler's Hole Land Company, LLC c/o Charles River Ventures	Manager	Filer	N/A

	1000 Winter Street Waltham MA 02154			
3.	DeBeaumont Foundation 28 Mascanoma Rd. Manchester MA 01944	Director	Spouse	N/A
4.	Friends of the Public Garden 90 Mt. Vernon Street Boston MA 02108	Director	Spouse	N/A
5.	Butler's Hole Limited Partnership c/o Charles River Ventures 1000 Winter Street Waltham MA 02154	General Partner	Filer	N/A
6.	Wianno Yacht Club Bridge Street Osterville MA 02655	Director	Filer	N/A
7.	Charles River Partnerships V-XI 1000 Winter Street Waltham MA 02154	General Partner	Spouse	N/A
8.	Butler's Hole Limited Partnership c/o Charles River Ventures 1000 Winter Street Waltham MA 02154	General Partner	Spouse	N/A
9.	Museum of Science Science Park Boston MA 02210	Chairman	Spouse	N/A
10.	SEA Education Association, Inc. P.O. Box 6 Woods Hole MA 02543	Director	Spouse	N/A
11.	Passport Corporation Mack Centre III 140 East Ridgewood Avenue Paramus NJ 07652	Director	Spouse	N/A
12.	Entrepreneurs Foundation of New England c/o Charles River Ventures 1000 Winter Street Waltham MA 02154	Chairman	Spouse	N/A
13.	Northeastern University 400 Huntington Ave Boston MA 02115	Trustee	Filer	N/A
14.	Butler's Hole Land Company, LLC	Manager	Spouse	N/A

	c/o Charles River Ventures 1000 Winter Street Waltham MA 02154			
15.	Middlesex School 1400 Lowell Road Concord MA 01742	Director	Spouse	N/A
16.	James D. St. Clair Federal Court Education Project One Courthouse Way Boston MA 02210	Director	Filer	N/A
17.	Earthwatch Institute 3 Clock Tower Place Suite 100 Maynard MA 012754	Director	Spouse	N/A
18.	Boston Foundation 75 Arlington Street Boston MA 02116	Director	Spouse	N/A

**6: Business Ownership/Equity**

Identify any BUSINESS, the EQUITY of which you and/or an IMMEDIATE FAMILY MEMBER(S) owned more than 1% during 2008.

	Name of Business	Address of Business	Percent Owned (Filer Only)
1.	DSG, Inc.	100 Cambridge St. Boston MA 02114	0%
2.	Charles River Management	1000 Winter Street Waltham MA 02154	0%
3.	Prisma	c/o David Satterthwaite Two Claremont Street Boston MA 02118	0%
4.	San Fran Mosquito Partnership	c/o Charles River Ventures 1000 Winter Street Waltham MA 02154	0%
5.	Beaumont Financial Partners	20 Walnut Street Wellesley Hills MA 02481	0%
6.	ClickView	944 Market Street San Francisco CA 94102	0%
7.	Hall-Keen Spring Mills Limited Partnership	320 Norwood Park South Norwood MA 02154	0%
8.	Ocean Navigator	58 Fore Street	0%

		Portland ME 04101	
9.	Charles River Partnerships VII-XII	1000 Winter Street Waltham MA 02154	0%
10.	Claflin Capital Management (China Partners)	77 Franklin Street Boston MA 02110	0%
11.	Circles Inc.	300 Congress Street Boston MA 02210	0%

**7: Transfer of Ownership/Equity Interests**

Identify any EQUITY in a BUSINESS (reported in Question 5 or 6) with which you are associated which you transferred to any IMMEDIATE FAMILY MEMBERS during 2008.

FILER reported no transfers of business ownership/equity interests.

**8: Leaves of Absence**

Identify any BUSINESS with which you (not an IMMEDIATE FAMILY MEMBER) were previously associated and with which you had an understanding in 2008 with regard to employment at any time in the future.

FILER reported no leaves of absence.

**9: Gifts**

Identify any GIFTS received by you or an IMMEDIATE FAMILY MEMBER during 2008.

FILER reported no gifts.

**10: Honoraria**

Identify any honoraria received by you or an IMMEDIATE FAMILY MEMBER during 2008.

FILER reported no honoraria.

**11: Reimbursements**

Identify any reimbursements received by you or an IMMEDIATE FAMILY MEMBER during 2008.

FILER reported no reimbursements.

**12: State or Local Government Securities**

Identify each security, with a fair market value in excess of \$1,000, issued by the Commonwealth, any public agency or municipality located in the Commonwealth owned by you or an IMMEDIATE FAMILY MEMBER and report any INCOME received by you in 2008 in excess of \$1,000. Please be aware that state employees who own state bonds and county employees who own county bonds may need to file a disclosure with the

Commission, in addition to disclosure of such ownership here. See Instructions for more information.

	Name of Issuer	Description of Security	Income (Filer Only)
1.	Massachusetts St Cons Ln, Series A, B,C, D, E	Bond	N/A
2.	Massachusetts St G/O Ref, Series A, D, E	Bond	N/A
3.	Massachusetts St HLT & Ed Facs Au Rev Prtnrs-B	Bond	N/A
4.	Massachusetts St College Bldg Auth Proj Rev Ser A	Bond	N/A
5.	Massachusetts Port Authority Rev Ref Ser A,C,D	Bond	N/A
6.	Boston Mass G/O Ser A	Bond	N/A
7.	Worcester Mass G/O Ltd Tax	Bond	N/A
8.	Massachusetts St Wtr Pollution Abate Rev Ser A, B	Bond	N/A
9.	Taunton Mass G/O Muni Purp Loan	Bond	N/A
10.	Attbeboro Mass G/O chapter 70B	Bond	N/A
11.	N Andover Mass G/O	Bond	N/A
12.	Chelmsford Mass G/O Mun	Bond	N/A
13.	Somerville Mass G/O Ltd Tax	Bond	N/A
14.	West Bridgewater Mass G/O Bk Qual Unltd Tax	Bond	N/A
15.	Medfield Mass G/O	Bond	N/A
16.	Long Island PWR Auth	Bond	N/A
17.	MA St. Hlth Edl Auth U MA Worcester - C	Bond	N/A
18.	MA St Dev Fin Agy Higher Ed BC	Bond	N/A
19.	MA St Sch Bldg Auth Sales Tax	Bond	N/A
20.	Holden Mass Genl Oblig	Bond	N/A
21.	Holden Mass Mun Purp Loan	Bond	N/A
22.	Massachusetts Stt Genl Oblig Ser A	Bond	N/A
23.	Massachusetts St Health & Edl Facs Aut Ref Ser-B	Bond	N/A
24.	Houston Tex Util Sys Ref Ref First Lien - A	Bond	N/A

Identify each security, including the Commonwealth's U-Fund, with a fair market value in excess of \$1,000 beneficially owned by you and/or IMMEDIATE FAMILY MEMBERS on any part of December 31, 2008. To report securities and investments held in trust, see Questions 14, 15 and 16. Any INCOME received by you in 2008 in excess of \$1,000 from securities issued by the Commonwealth or public agency or municipality located in the Commonwealth should be reported in Question 12.

	Name of Issuer	Description of Security	Principal Place of Business or State of Incorporation	Owner (Filer or Immediate Family Member)
1.	Central Fund Canada	Common Stock	Not Applicable (use in Q13 only)	Filer
2.	20 Degrees North	Common Stock	Not Applicable (use in Q13 only)	Spouse
3.	3Com Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
4.	955 Massachusetts Avenue	Option Contract	Massachusetts	Spouse
5.	955 Massachusetts Avenue LLC	Limited Partnership Interest	Massachusetts	Spouse
6.	Abb Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
7.	Abbott Laboratories	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
8.	Absolute Return Capital Partners LP	Limited Partnership Interest	Massachusetts	Spouse
9.	Accenture Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
10.	Advantage Energy Income	Common Stock	Not Applicable (use in Q13 only)	Spouse
11.	Aegon	Preferred Stock	Not Applicable (use in Q13 only)	Filer
12.	Agriculture Index	Common Stock	Not Applicable (use in Q13 only)	Filer
13.	Air Products & Chemicals Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
14.	Alcon Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
15.	Alliance Bernstein Holdings	Limited Partnership Interest	Not Applicable (use in Q13 only)	Filer and Spouse
16.	Alliance Capital	Limited	New York	Filer and Spouse

	Management LP	Partnership Interest		
17.	Amber Petroleum Ltd	Common Stock	Not Applicable (use in Q13 only)	Spouse
18.	American Intl Group Inc	Bond	Not Applicable (use in Q13 only)	Filer
19.	American Science & Engr	Common Stock	Not Applicable (use in Q13 only)	Spouse
20.	Amgen Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
21.	Ants Software Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
22.	Apple Computer Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
23.	Aquila Resources Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
24.	ARC Energy Tr Units	Common Stock	Not Applicable (use in Q13 only)	Spouse
25.	Arcadia Partners	Limited Partnership Interest	Massachusetts	Spouse
26.	Archon Core Plus Real Estate	Limited Partnership Interest	Not Applicable (use in Q13 only)	Spouse
27.	AT&T	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
28.	Aurelian Partners	Mutual Fund	New York	Spouse
29.	Aureus Fund	Limited Partnership Interest	Not Applicable (use in Q13 only)	Spouse
30.	Automatic Data Processing	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
31.	B*tween Productions	Limited Partnership Interest	Massachusetts	Spouse
32.	Barclays Bk Plc	Preferred Stock	Not Applicable (use in Q13 only)	Filer
33.	Barco Investors	Limited Partnership Interest	Massachusetts	Spouse
34.	Barrick Gold Corp	Common Stock	Not Applicable (use in Q13 only)	Filer

35.	Baxter International Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
36.	Bear Stearns Cos Inc	Common Stock	Not Applicable (use in Q13 only)	Spouse
37.	Beaumont Trust Co.	Limited Partnership Interest	Massachusetts	Spouse
38.	Berkshire Hathaway Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
39.	Bessemer Capital Fund	Mutual Fund	Massachusetts	Spouse
40.	BHP Billiton	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
41.	Big Band Networks	Common Stock	Not Applicable (use in Q13 only)	Spouse
42.	Biotech Holders	Common Stock	Not Applicable (use in Q13 only)	Spouse
43.	Blackridge Financial Inc.	Limited Partnership Interest	Massachusetts	Spouse
44.	Boston Andes Capital LLC	Limited Partnership Interest	Massachusetts	Spouse
45.	Boston Baseball	Limited Partnership Interest	Massachusetts	Spouse
46.	Boston Private Finl Holdings	Common Stock	Not Applicable (use in Q13 only)	Spouse
47.	BP Plc	ADR (American Depository Receipt)	Not Applicable (use in Q13 only)	Filer and Spouse
48.	Brookshire & Co. Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
49.	Brookside Capital Partners	Mutual Fund	Massachusetts	Spouse
50.	Buones Aires Residential Company	Limited Partnership Interest	Massachusetts	Spouse
51.	Burlington Northern Santa Fe	Common Stock	Not Applicable (use in Q13 only)	Spouse
52.	Burnes Holdings Nominee Investment Trust 12/15/05	Limited Partnership Interest	Massachusetts	Spouse

53.	Cambria Bioscience	Limited Partnership Interest	Massachusetts	Spouse
54.	Canada Gov't	Bond	Not Applicable (use in Q13 only)	Spouse
55.	Canadian National Railway	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
56.	Catalist	Limited Partnership Interest	Delaware	Spouse
57.	Cedar Fair LP	Limited Partnership Interest	New York	Filer and Spouse
58.	Central Fund Canada Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
59.	Chesapeake Energy Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
60.	Chevron Texaco Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
61.	China Expert Technology	Common Stock	Not Applicable (use in Q13 only)	Spouse
62.	China Mobile Hk Ltd	ADR (American Depository Receipt)	Not Applicable (use in Q13 only)	Filer
63.	Circle/Spire	Limited Partnership Interest	Massachusetts	Spouse
64.	Cisco	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
65.	Citigroup Cap XIX	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
66.	Citigroup Capital VII	Preferred Stock	Not Applicable (use in Q13 only)	Spouse
67.	Claflin China Fund	Limited Partnership Interest	Massachusetts	Spouse
68.	Coca-Cola Co.	Common Stock	Not Applicable (use in Q13 only)	Filer
69.	Colgate Pamalive Co.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
70.	Companhia Vale Do Rio	Common Stock	Not Applicable (use in Q13 only)	Spouse

71.	Computershare	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
72.	Conocophillips Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
73.	Core Laboratories	Common Stock	Not Applicable (use in Q13 only)	Spouse
74.	Corning	Common Stock	Not Applicable (use in Q13 only)	Spouse
75.	CPN On Performance of GSCI Ag Index	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
76.	Cross Timber	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
77.	CSL Limited	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
78.	CVS Corp	Common Stock	Not Applicable (use in Q13 only)	Filer
79.	Cytrx Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
80.	Danaher Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
81.	Daylight Energy Trust	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
82.	Denison Mines Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
83.	Dentsply International	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
84.	Devon Energy Corp.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
85.	Diageo PLC	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
86.	Direct Petroleum Exploration	Common Stock	Not Applicable (use in Q13 only)	Spouse
87.	Dodge & Cox International	Mutual Fund	Not Applicable (use in Q13 only)	Filer and Spouse
88.	Dun & Bradstreet Corp	Common Stock	Not Applicable (use in Q13 only)	Filer
89.	Dynomedia	Limited Partnership Interest	Delaware	Spouse
90.	Eco Lab	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse

91.	El Paso Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
92.	EMC Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
93.	Emerson Electric Co	Common Stock	Not Applicable (use in Q13 only)	Filer
94.	Enbridge Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
95.	Encana Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
96.	Enerplus Resources FD	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
97.	Exploration Syndicate Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
98.	Exxon Mobil Corporation	Common Stock	Not Applicable (use in Q13 only)	Filer
99.	Feingold O'Keeffe Capital, LLC	Limited Partnership Interest	Massachusetts	Spouse
100.	Fidelity Agressive Growth	Mutual Fund	Not Applicable (use in Q13 only)	Filer
101.	Fidelity Low Priced Stock	Mutual Fund	Not Applicable (use in Q13 only)	Filer
102.	Fidelity Mass Muni	Mutual Fund	Not Applicable (use in Q13 only)	Filer
103.	Fidelity Small Cap	Mutual Fund	Not Applicable (use in Q13 only)	Filer
104.	Fifth Third Capital Trust	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
105.	Finegold O'Keeffe	Mutual Fund	Massachusetts	Spouse
106.	First Eagle Overseas Fund	Mutual Fund	Not Applicable (use in Q13 only)	Spouse
107.	Foster Wheeler Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
108.	Frank/Templeton Hard Cur Pft A	Mutual Fund	Not Applicable (use in Q13 only)	Spouse
109.	Gammon Gold Inc	Common Stock	Not Applicable (use in Q13 only)	Spouse
110.	Garmin Ltd. Ord	Common Stock	Not Applicable (use in Q13 only)	Spouse
111.	Genentech Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse

			Q13 only)	
112.	General Dynamics Cor	Common Stock	Not Applicable (use in Q13 only)	Spouse
113.	General Elec Cap Corp	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
114.	General Electric Capital	Bond	Not Applicable (use in Q13 only)	Spouse
115.	General Electric Co.	Common Stock	Not Applicable (use in Q13 only)	Filer
116.	General Motors Corp	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
117.	Genzyme Corp.	Common Stock	Not Applicable (use in Q13 only)	Filer
118.	Gold Fields Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
119.	Google Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
120.	Groupe Danone Sponsored ADR	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
121.	GS Core Plus Real Estate Income Fund	Limited Partnership Interest	New York	Spouse
122.	H.N. Gorin, Inc.	Limited Partnership Interest	Massachusetts	Spouse
123.	Hall Keen Spring	Limited Partnership Interest	Massachusetts	Spouse
124.	Hamilton Trust	Common Stock	Massachusetts	Spouse
125.	Heineken Holdings	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
126.	Hewlett-Packard Company	Common Stock	Not Applicable (use in Q13 only)	Filer
127.	High Vista	Limited Partnership Interest	Massachusetts	Spouse
128.	High-Wired	Limited Partnership Interest	Massachusetts	Spouse
129.	Himalayan Fund	Limited Partnership Interest	Other	Spouse

130.	Hologic Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
131.	Honeywell Intl Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
132.	HSBC Finance Corp	Bond	Not Applicable (use in Q13 only)	Filer
133.	iBasis Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
134.	Ice Man	Limited Partnership Interest	Other	Spouse
135.	Illinois Tool Works	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
136.	Impac Mtg Hldgs	Common Stock	Not Applicable (use in Q13 only)	Spouse
137.	Independence	Mutual Fund	Not Applicable (use in Q13 only)	Filer and Spouse
138.	Indocam Himalayan Fund	Common Stock	Not Applicable (use in Q13 only)	Spouse
139.	Indonesia Fund Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
140.	Infosys Technologies Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
141.	Ing Group Nv	Preferred Stock	Not Applicable (use in Q13 only)	Filer and Spouse
142.	Intel Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
143.	iShares MSCI EAFE Index Fund	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
144.	iShares MSCI Hong Kong	Common Stock	Not Applicable (use in Q13 only)	Spouse
145.	iShares MSCI Malaysia	Common Stock	Not Applicable (use in Q13 only)	Spouse
146.	iShares MSCI Singapore Ind Fd	Common Stock	Not Applicable (use in Q13 only)	Spouse
147.	Ithan Creek Partners	Limited Partnership Interest	Massachusetts	Filer and Spouse
148.	Janus Overseas	Mutual Fund	Not Applicable (use in Q13 only)	Filer
149.	Jardine Matheson Holdings	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse

150.	JG Boswell	Common Stock	Not Applicable (use in Q13 only)	Spouse
151.	JLF Partners	Limited Partnership Interest	California	Spouse
152.	Johnson & Johnson	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
153.	Johnson Matthey	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
154.	JP Morgan Chase & Co	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
155.	Juniper Networks	Common Stock	Not Applicable (use in Q13 only)	Spouse
156.	Kayne Anderson Energy	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
157.	Kilo Gold	Warrant	Other	Spouse
158.	Kilo Gold Mines Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
159.	Kimberly Clark Corp	Common Stock	Not Applicable (use in Q13 only)	Filer
160.	KKR Pvt Eq Lp Com Dep Rst	Common Stock	Not Applicable (use in Q13 only)	Spouse
161.	Leaf Investment Partners, LP	Limited Partnership Interest	New York	Spouse
162.	Legatt McCall III L.P.	Limited Partnership Interest	Massachusetts	Spouse
163.	Leighton Holdings Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
164.	Liberty Mines	Bond	Not Applicable (use in Q13 only)	Spouse
165.	Life Science Capital Fund	Limited Partnership Interest	Massachusetts	Spouse
166.	Lighthouse Capital Partners	Limited Partnership Interest	California	Spouse
167.	Linear Technology Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
168.	Loomis Investment Grade 8D	Mutual Fund	Not Applicable (use in Q13 only)	Spouse

169.	Lucent Tech	Bond	Not Applicable (use in Q13 only)	Spouse
170.	Lyceum Capital LP	Mutual Fund	Massachusetts	Spouse
171.	Manulife Finl Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
172.	McGraw Hill Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
173.	Medtronic Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
174.	Memc Electr	Common Stock	Not Applicable (use in Q13 only)	Spouse
175.	Microsoft Corporation	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
176.	Midnight Oil Exploration	Common Stock	Not Applicable (use in Q13 only)	Spouse
177.	Milestone Capital Fund II	Limited Partnership Interest	Not Applicable (use in Q13 only)	Spouse
178.	Morgan Stanley Asia Pacific Fd Inc.	Mutual Fund	Not Applicable (use in Q13 only)	Filer
179.	Morgan Stanley Capital Trust VI	Bond	Not Applicable (use in Q13 only)	Filer
180.	MS Emerging Mkts	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
181.	Nabaors Inds Inc	Common Stock	Not Applicable (use in Q13 only)	Spouse
182.	Navigator Publishing	Limited Partnership Interest	Maine	Spouse
183.	Nestle	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
184.	Nevada Exploration	Warrant	Other	Spouse
185.	Nevsun Resources Ltd.	Warrant	Other	Spouse
186.	New S. Wales Treas Corp	Bond	Not Applicable (use in Q13 only)	Spouse
187.	No Star Mng	Common Stock	Not Applicable (use in Q13 only)	Spouse
188.	Nokia Corp. Sponsored ADR	ADR (American Depository Receipt)	Not Applicable (use in Q13 only)	Filer
189.	Norfolk Southern Corp.	Common Stock	Not Applicable (use in Q13 only)	Filer

			Q13 only)	
190.	Nortel Networks	Bond	Not Applicable (use in Q13 only)	Spouse
191.	Northern Star Mining Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
192.	Novagold Resources Inc-Cad	Common Stock	Not Applicable (use in Q13 only)	Spouse
193.	Novartis A G	Common Stock	Not Applicable (use in Q13 only)	Spouse
194.	NTAG	Preferred Stock	Massachusetts	Spouse
195.	NTHN Star Mng Wt	Common Stock	Not Applicable (use in Q13 only)	Spouse
196.	Oakmark Fund	Mutual Fund	Not Applicable (use in Q13 only)	Filer
197.	Occidental Petroleum Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
198.	Ocean Navigator	Limited Partnership Interest	Maine	Spouse
199.	Open Range Energy Corp	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
200.	Oppenheimer Developing Markets Fund Class A, C	Mutual Fund	Not Applicable (use in Q13 only)	Spouse
201.	Optimal Reading	Limited Partnership Interest	Delaware	Spouse
202.	Oracle Corp	Common Stock	Not Applicable (use in Q13 only)	Filer
203.	Partial Drilling Tech	Common Stock	Not Applicable (use in Q13 only)	Spouse
204.	Patterson Cos Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
205.	Paychex Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
206.	Peapody Energy Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
207.	Pengrowth Energy Trust	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
208.	Penn West Energy	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse

209.	Pepsico Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
210.	Persistent Edge	Limited Partnership Interest	California	Spouse
211.	Petaquilla Cpr Ltd	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
212.	Petaquilla Minerals	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
213.	PetSmart Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
214.	Peyto Energy Trust	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
215.	Pimco Commodity Real Return	Mutual Fund	Not Applicable (use in Q13 only)	Spouse
216.	Pimco Muni Incm Fd III	Common Stock	Not Applicable (use in Q13 only)	Spouse
217.	Pitney Bowes Inc.	Common Stock	Other	Filer
218.	Plum Creek Timber Co Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
219.	Polo Resources Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
220.	Power Shares Intl	Common Stock	Not Applicable (use in Q13 only)	Filer
221.	PPG Industries Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
222.	Praxair Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
223.	Prism Partners	Limited Partnership Interest	Massachusetts	Spouse
224.	Prisma	Preferred Stock	Massachusetts	Spouse
225.	Proctor & Gamble Co.	Common Stock	Not Applicable (use in Q13 only)	Filer
226.	Proshares Tr Ultrasht	Common Stock	Not Applicable (use in Q13 only)	Spouse
227.	Protected Buy-Write Sec on 2000	Bond	Not Applicable (use in Q13 only)	Spouse
228.	Provident Energy Trust	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
229.	Qualcomm Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse

			Q13 only)	
230.	Quantum Energy Partners	Limited Partnership Interest	Texas	Spouse
231.	Reckitt Benckister	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
232.	Recycline	Limited Partnership Interest	Massachusetts	Spouse
233.	Red Bank Mng	Common Stock	Not Applicable (use in Q13 only)	Spouse
234.	Regeneron Pharma Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
235.	Regis Resources Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
236.	Retractable Technols	Common Stock	Not Applicable (use in Q13 only)	Spouse
237.	Rickitt Benchiser Group	Common Stock	Not Applicable (use in Q13 only)	Filer
238.	Roche Hldg. Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
239.	Royal Bk Scotland	Preferred Stock	Not Applicable (use in Q13 only)	Spouse
240.	RSTD Northern Star Mining Corp	Bond	Not Applicable (use in Q13 only)	Spouse
241.	RXI Pharmaceuticals	Common Stock	Not Applicable (use in Q13 only)	Spouse
242.	S2 Partners	Mutual Fund	New York	Spouse
243.	Schlumberger Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
244.	Sea Dragon Energy	Common Stock	Not Applicable (use in Q13 only)	Spouse
245.	Seaman's Global Income Preferred	Limited Partnership Interest	Massachusetts	Filer and Spouse
246.	Seamans Capital Management	Common Stock	Not Applicable (use in Q13 only)	Spouse
247.	SI Champlain	Common Stock	Not Applicable (use in Q13 only)	Spouse
248.	SI Neptune	Common Stock	Not Applicable (use in Q13 only)	Spouse

249.	Smith & Nephew Plc Spdn Adr New	Common Stock	Not Applicable (use in Q13 only)	Spouse
250.	Smith Intl Inc Com	Common Stock	Not Applicable (use in Q13 only)	Spouse
251.	Sonus Networks Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
252.	Spark Capital	Limited Partnership Interest	Massachusetts	Spouse
253.	SPDR Gold Trust	Common Stock	Not Applicable (use in Q13 only)	Spouse
254.	Staples Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
255.	Star Ventures	Mutual Fund	Other	Spouse
256.	State Street Corp.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
257.	Sternhill Partners	Limited Partnership Interest	Texas	Spouse
258.	Sternhill Venutures	Mutual Fund	Texas	Spouse
259.	Strategic Lumber	Preferred Stock	Massachusetts	Spouse
260.	Stryker Corp.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
261.	Summit Private Investments I, II	Limited Partnership Interest	Massachusetts	Spouse
262.	Sun Microsystems Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
263.	Suncor Energy Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
264.	TA Private Equity I, II	Mutual Fund	Massachusetts	Spouse
265.	Telcom CP	Common Stock	Not Applicable (use in Q13 only)	Filer
266.	Teva Pharmaceutical	Common Stock	Not Applicable (use in Q13 only)	Spouse
267.	Thermatrix Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
268.	Thermo Fischer Corp	Common Stock	Not Applicable (use in Q13 only)	Filer
269.	Trafalgar Energy Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse

270.	Transocean Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
271.	Tucker Anthony Private Equity Fund	Limited Partnership Interest	Massachusetts	Spouse
272.	Union Pac Corp	Common Stock	Not Applicable (use in Q13 only)	Spouse
273.	United Technologies	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
274.	US Treasury Note	Bond	Not Applicable (use in Q13 only)	Spouse
275.	Vanguard Emerging Mkts Index	Mutual Fund	Not Applicable (use in Q13 only)	Filer and Spouse
276.	Vanguard International Growth Fund	Mutual Fund	Not Applicable (use in Q13 only)	Filer and Spouse
277.	Vanguard Pacific Stock Fund	Mutual Fund	Not Applicable (use in Q13 only)	Filer and Spouse
278.	Venture Capital Fund of America	Mutual Fund	New York	Spouse
279.	Verenium Corp.	Common Stock	Not Applicable (use in Q13 only)	Spouse
280.	Verizon Communications	Common Stock	Not Applicable (use in Q13 only)	Spouse
281.	Verizon Global	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
282.	Verizon New England	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
283.	Vermont Mystic Pie	Limited Partnership Interest	Vermont	Spouse
284.	Vestas Wind Sys	Common Stock	Not Applicable (use in Q13 only)	Spouse
285.	Vignette Corporation	Common Stock	Not Applicable (use in Q13 only)	Spouse
286.	Vision China Media Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
287.	Vodafone Group	Common Stock	Not Applicable (use in Q13 only)	Spouse
288.	Walker Resources	Limited Partnership Interest	Texas	Spouse
289.	Walnut Street Capital	Limited	Massachusetts	Spouse

	Mgmt LLC	Partnership Interest		
290.	Washington Mutual Finance	Bond	Not Applicable (use in Q13 only)	Filer and Spouse
291.	Waste Mgmt Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer
292.	Watsco Inc Com	Common Stock	Not Applicable (use in Q13 only)	Spouse
293.	Weatherbie Growth Fund	Mutual Fund	Massachusetts	Spouse
294.	Weingarten Realty Inv. SBI	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
295.	Wells Fargo & Co.	Common Stock	Not Applicable (use in Q13 only)	Spouse
296.	Western Union Co.	Common Stock	Not Applicable (use in Q13 only)	Filer
297.	White Nile Guernsey	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
298.	White Nile Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
299.	Whole Foods Markets Inc.	Common Stock	Not Applicable (use in Q13 only)	Spouse
300.	Winter Place Associates	Common Stock	Massachusetts	Spouse
301.	Wipro Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
302.	Witwatersrand Con Gold	Common Stock	Not Applicable (use in Q13 only)	Spouse
303.	Woodside Petroleum Ltd.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
304.	Wynn Resorts Ltd.	Common Stock	Not Applicable (use in Q13 only)	Spouse
305.	Xstrata Plc	Common Stock	Not Applicable (use in Q13 only)	Spouse
306.	XTO Energy Inc.	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
307.	Yamana Gold	Common Stock	Not Applicable (use in Q13 only)	Spouse
308.	Zargon Energy Trust	Common Stock	Not Applicable (use in Q13 only)	Spouse
309.	Ze Vo LLC	Limited Partnership	Connecticut	Spouse

		Interest		
310.	Zimmer Holdings	Common Stock	Not Applicable (use in Q13 only)	Filer and Spouse
311.	ZKB Gold	Common Stock	Not Applicable (use in Q13 only)	Spouse

**14: Creation of Business and Charitable Trusts**

Each of the following Questions (14-21) is concerned with a specific aspect of the interests held by you or an IMMEDIATE FAMILY MEMBER in a trust as of December 31, 2008. Please respond to each Question, including those which do not apply (by checking not applicable). Please review the Instructions which detail what should be disclosed.

	Name, Date and Address of Trust	Name of Grantor(s)	Trustee(s)	Beneficiaries	Percent of Equity Owned (Filer Only)	Income (Filer Only)
1.	Burnes Holdings Nominee Investment Trust Date: 12/15/2005 c/o Loring, Wolcott and Coolidge 230 Congress Street Boston MA 02110	Gordon Burnes, Lindsay Parsons, Hugh Warren	Gordon Burnes, Richard Burnes	Butler's Hole Trust, Richard Burnes	0%	N/A

**15: Business and Charitable Trust Holdings**

Respond to this question only if you or an IMMEDIATE FAMILY MEMBER has a beneficial interest.

	Name of Trust	Name of Issuer	Description of Security	Real Estate Holding(s)
1.	Burnes Holdings Nominee Investment Trust	nTag	Common Stock	N/A
2.	Burnes Holdings Nominee Investment Trust	Life Sciences Partnership	Limited Partnership Interest	N/A
3.	Burnes Holdings Nominee Investment Trust	Alternative Assets	Limited Partnership Interest	N/A
4.	Burnes Holdings Nominee Investment Trust	B*Tween Productions	Preferred Stock	N/A
5.	Burnes Holdings Nominee	High Vista	Limited Partnership	N/A

	Investment Trust		Interest	
6.	Burnes Holdings Nominee Investment Trust	Milestone China	Limited Partnership Interest	N/A

**16: Family Trusts**

Report all securities and other investments with a fair market value in excess of \$1,000 held in the trust(s) and beneficially owned by you and/or IMMEDIATE FAMILY MEMBERS on any part of December 31, 2008.

FILER reported no family trusts.

**17: Creation of Realty Trusts**

If you or an IMMEDIATE FAMILY MEMBER have a beneficial ownership interest or serve as a trustee in a realty trust, you need to answer this question.

FILER reported no realty trusts.

**18: Realty Trust: Real Property Holdings**

Report realty trust property holdings as of December 31, 2008 if you have a beneficial ownership interest in the trust.

FILER reported no realty trust property holdings.

**19: Realty Trust: Mortgage Obligations**

Report realty trust mortgage obligations, including second mortgage loans, home equity and reverse mortgage loans as of December 31, 2008. If your primary residence is held in trust, report only the address of the property, the name and address of creditor, the terms of repayment and the year the mortgage is due.

FILER reported no realty trust mortgage obligations.

**20: Trusts: Purchases/Transfers of Property (In Massachusetts Only)**

Report all purchases/transfers of trust property which occurred during 2008.

FILER reported no purchase/transfers of realty trust property in Massachusetts.

**21: Trusts: Sales/Transfers of Property (In Massachusetts Only)**

Report all sales/transfers of trust property which occurred during 2008.

FILER reported no sale/transfers of realty trust property in Massachusetts.

**22: Real Property Owned In Massachusetts**

Identify any real property in Massachusetts with an assessed value in excess of \$1,000 in

which you and/or an IMMEDIATE FAMILY MEMBER held an interest as of December 31, 2008. Exclude out-of-state primary residence, and properties held for investment or rental purposes. Property held in a realty trust should be reported in Question 18.

	Address of Property	Description of Property	Person Holding Interest Record Owner(s)	Assessed Value (Filer Only)
1.	Information Redacted	Primary Residence w/Rental Unit(s)	Filer and Spouse	\$100,000 or more

**23: Investment and Rental Properties**

Identify any real property in Massachusetts or out-of-state including time-sharing arrangements, with an assessed value in excess of \$1,000, held for investment or rental purposes, in which you and/or an IMMEDIATE FAMILY MEMBER had a direct or indirect financial interest as of December 31, 2008. Properties held in a realty trust should be reported in Question 18. Exclude: properties held chiefly for enjoyment.

	Address of Property	Description of Property	Person Holding Interest Record Owner(s)	Assessed Value and Net Income (Filer Only)
1.	Information Redacted	Primary Residence w/Rental Unit(s)	Filer and Spouse	Assessed Value:\$100,000 or more Net Income:\$40,001 to 60,000
2.	955 Massachusetts Avenue Cambridge MA 02139	Commercial	Spouse	Assessed Value:N/A Net Income:N/A

**24: Real Property Purchases**

Identify any real properties in Massachusetts which were purchased or otherwise transferred to you/or an IMMEDIATE FAMILY MEMBER at any time during 2008.

FILER reported no real property purchases.
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**25: Real Property Sales**

Identify any real properties in Massachusetts which were sold or otherwise transferred from you and/or an IMMEDIATE FAMILY MEMBER at any time during 2008.

FILER reported no real property sales.
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**26: Mortgage Loan Information**

Identify each mortgage loan including second mortgage loans, home equity and reverse mortgage loans in excess of \$1,000 outstanding on December 31, 2008 for which you or any IMMEDIATE FAMILY MEMBER were obligated. For your primary residence, exclude the original AMOUNT borrowed or owed. If your primary residence is located outside of

Massachusetts, report the mortgage loan(s) in Question 28.

FILER reported no mortgage or home equity loans.

**27: Mortgage Receivable Information**

Identify each parcel of real estate located in Massachusetts on which you and/or an IMMEDIATE FAMILY MEMBER hold a mortgage. Also identify each parcel of real estate located out-of-state which is held for investment or rental purposes on which you and/or an IMMEDIATE FAMILY MEMBER hold a mortgage. Furnish the name and address of the issuer of the mortgage, that is, the person obligated under the mortgage and the assessed value by category. If the mortgage is held only by an IMMEDIATE FAMILY MEMBER, exclude the assessed value of the property. Exclude: mortgages on out-of-state properties if the property is held chiefly for enjoyment.

FILER reported no mortgage receivables.

**28: Other Creditor Information**

Identify each debt, loan or other liability including mortgage(s), home equity and reverse mortgage loans on property(ies) located out-of-state, in excess of \$1,000 owed by you and/or any IMMEDIATE FAMILY MEMBER on December 31, 2008. You must report the loan collateral, which is the property (including insurance policies used to guarantee a loan) assigned to guarantee payment of funds. If your primary residence is located outside of Massachusetts, report the mortgage loan(s) in this question. Certain personal and business loans are excluded. Exclude: Any liability of \$1,000 or less; installment loans (cars, household effects, etc.); educational loans; medical and dental debts; credit card purchases (other than cash advances); support or alimony obligations; debts owed to spouse or close relative or debts incurred in the ordinary course of a BUSINESS.

FILER reported no other creditor information.

**29: Debts Forgiven**

Identify each creditor who during 2008 forgave an indebtedness in excess of \$1,000 owed by you or an IMMEDIATE FAMILY MEMBER. Certain loans are excluded. Exclude: Any forgiven indebtedness less than \$1,000; debts forgiven by a spouse, a close relative, or the spouse of a close relative.

FILER reported no debts forgiven.

1:	I <u>Nonnie S. Burnes</u> certify that: <ul style="list-style-type: none"><li>• I made a reasonably diligent effort to obtain reportable information concerning myself and IMMEDIATE FAMILY MEMBER(S); and</li><li>• The information contained on this form is true and complete, to the best of my knowledge.</li></ul>
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Submitted under the pains and penalties of perjury.( 4/ 14/ 2009)

The Following Immediate Family Members declined to disclose information:  
The Following are the specific Question(s) for which answers were declined by each Immediate Family Member:

