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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year **2009**, or tax year beginning _____, and ending _____

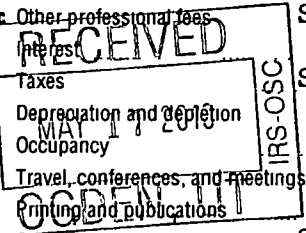
G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ROGER K. BERLE CHARITABLE TRUST	A Employer identification number 04-6691795
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O ROPES & GRAY, ONE INTERNATIONAL PLA	B Telephone number 617-951-7000
	City or town, state, and ZIP code BOSTON, MA 02110	C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,183,487.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	30,990.	30,990.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,710.			
	b Gross sales price for all assets on line 6a 1,710.		1,710.		
	7 Capital gain net income (from Part IV, line 2)				
	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 or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	32,700.	32,700.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	2,900.	2,175.		725.
	c Other professional fees STMT 3	10,310.	7,732.		2,578.
	17 Interest				
	18 Taxes STMT 4	1,135.	1,135.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	56.	21.		35.
	24 Total operating and administrative expenses. Add lines 13 through 23	14,401.	11,063.		3,338.
	25 Contributions, gifts, grants paid	57,250.			57,250.
	26 Total expenses and disbursements. Add lines 24 and 25	71,651.	11,063.		60,588.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-38,951.			
	b Net investment income (if negative, enter -0-)		21,637.		
	c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAY 1 2010

Operating and Administrative Expenses



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		205.	205.
	2	Savings and temporary cash investments	97,148.	57,992.	57,992.
	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			
	7	Other notes and loans receivable			
		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 STMT 6	202,838.	202,838.	209,255.
	b	Investments - corporate stock STMT 7	742,677.	742,677.	916,035.
	c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment, basis				
	Less: accumulated depreciation				
15	Other assets (describe)				
16	Total assets (to be completed by all filers)	1,042,663.	1,003,712.	1,183,487.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,042,663.	1,003,712.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	1,042,663.	1,003,712.		
31	Total liabilities and net assets/fund balances	1,042,663.	1,003,712.		

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	1,042,663.
2	Enter amount from Part I, line 27a	2	-38,951.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,003,712.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,003,712.

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 shs. MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,710.			1,710.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,710.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 1,710.
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) If (loss), enter -0- in Part I, line 8 }		3 N/A

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 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 (col (b) divided by col (c))
2008	60,880.	1,366,743.	.044544
2007	79,964.	1,575,548.	.050753
2006	62,278.	1,297,344.	.048004
2005	82,538.	1,425,664.	.057894
2004	73,052.	1,435,562.	.050887
2 Total of line 1, column (d)			2 .252082
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 .050416
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,011,329.
5 Multiply line 4 by line 3			5 50,987.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 216.
7 Add lines 5 and 6			7 51,203.
8 Enter qualifying distributions from Part XII, line 4			8 60,588.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 384, refunded 384.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes/No' columns. Most items are marked 'N/A' or 'X'.

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ THOMAS H. BELKNAP Telephone no. ▶ 617-951-7000 Located at ▶ ROPES & GRAY, ONE INTERNATIONAL PLACE, BOSTON, MA ZIP+4 ▶ 02110-2607			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
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	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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? 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? Yes No
 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? Yes No

5b		
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.

(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
ROGER K. BERLE ONE INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 2.00	0.	0.	0.
THOMAS H. BELKNAP ONE INTERNATIONAL PLACE BOSTON, MA 02110	TRUSTEE 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 DIRECT CONTRIBUTION TO CHARITABLE ORGANIZATIONS	
	57,250.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	945,515.
b	Average of monthly cash balances	1b	81,215.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,026,730.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,026,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,401.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,011,329.
6	Minimum investment return. Enter 5% of line 5	6	50,566.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	50,566.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	216.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	216.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,350.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	50,350.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	50,350.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	60,588.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	60,588.
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	5	216.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	60,372.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				50,350.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			55,370.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 60,588.				
a Applied to 2008, but not more than line 2a			55,370.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				5,218.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				45,132.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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 the 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
 THOMAS H. BELKNAP, C/O ROPES & GRAY, (617) 951-7000
 ONE INTERNATIONAL PLACE, BOSTON, MA 02110

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

c Any submission deadlines
 NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 MUST BE AN ORGANIZATION QUALIFIED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAP GAIN DISTRIBUTIONS	1,710.	1,710.	0.
DIVIDENDS	20,910.	0.	20,910.
FEDERATED GOV'T OBLIG FD-I	330.	0.	330.
US GOVT INTEREST	9,750.	0.	9,750.
TOTAL TO FM 990-PF, PART I, LN 4	32,700.	1,710.	30,990.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RUSSELL BRIER- TAX PREPARATION	2,900.	2,175.		725.
TO FORM 990-PF, PG 1, LN 16B	2,900.	2,175.		725.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROPES & GRAY-MGMT FEE	10,310.	7,732.		2,578.
TO FORM 990-PF, PG 1, LN 16C	10,310.	7,732.		2,578.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,135.	1,135.		0.
TO FORM 990-PF, PG 1, LN 18	1,135.	1,135.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA FORM PC FILING FEE	35.	0.		35.
ADR ISSUER FEE	21.	21.		0.
TO FORM 990-PF, PG 1, LN 23	56.	21.		35.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT (DIRECT) - SEE ATTACHED SCHEDULE	X		202,838.	209,255.
TOTAL U.S. GOVERNMENT OBLIGATIONS			202,838.	209,255.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			202,838.	209,255.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED SCHEDULE	742,677.	916,035.
TOTAL TO FORM 990-PF, PART II, LINE 10B	742,677.	916,035.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
PORTLAND MUSEUM OF ART SEVEN CONGRESS SQUARE PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	1,250.
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	500.
CLIFF ISLAND COMMUNITY MEMORIAL FUND PO BOX 34 CLIFF ISLAND, ME 04019	NONE CHARITABLE	509 (A)(1)	1,000.
BOWDOIN COLLEGE 85 FEDERAL ST., 4100 COLLEGE STATION BRUNSWICK, ME 04011	NONE CHARITABLE	509 (A)(1)	1,000.
CLIFF ISLAND CORP FOR ACE PO BOX 31 CLIFF ISLAND, ME 04019	NONE CHARITABLE	509 (A)(1)	2,500.
CUMBERLAND COUNTY YMCA 70 FOREST AVENUE PORTLAND, ME 04104	NONE CHARITABLE	509 (A)(1)	10,000.

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2009

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
CASH & EQUIVALENTS									
	CASH		205		205	0.0			
57,991.000	FEDERATED GOVERNMENT OBLIGATIONS FUND	09/08-12/09	57,992	1.00	57,992	4.9	0	0.1	40
	TOTAL CASH & EQUIVALENTS		\$58,197		\$58,197	4.9	\$0	0.1	\$40
FIXED INCOME SECURITIES									
US TREASURY & AGENCY OBLIGATIONS									
50,000.000	UNITED STATES TREASURY NOTES DTD 02/15/2000 6.500% 02/15/2010	03/00	51,220	100.73	50,364	4.3	(856)	6.5	3,250
50,000.000	FEDERAL NATIONAL MORTGAGE ASSN DTD 01/20/2006 4.500% 02/15/2011 NON CALLABLE	10/08	51,472	104.34	52,172	4.4	700	4.3	2,250
50,000.000	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/23/2002 4.375% 09/15/2012	10/08	50,988	107.09	53,547	4.5	2,559	4.1	2,188
50,000.000	FEDERAL NATIONAL MORTGAGE ASSN DTD 03/25/2004 4.125% 04/15/2014 NON CALLABLE	10/08	49,158	106.34	53,172	4.5	4,014	3.9	2,063
	TOTAL US TREASURY & AGENCY OBLIGATIONS		\$202,838		\$209,255	17.7	\$6,417	4.7	\$9,751
	TOTAL FIXED INCOME SECURITIES		\$202,838		\$209,255	17.7	\$6,417	4.7	\$9,751

ROGER K BERLE CHARITABLE TRUST

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2009

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (\$)	ESTIMATED ANNUAL INCOME
	LARGE CAP CORE EQUITIES								
	CONSUMER STAPLES								
775.000	GENERAL MILS INC	11/03	35,038	70.81	54,878	4.6	19,840	2.8	1,519
265.000	NESTLE SA SPONSORED AMERICAN DEPOSITORY RECEIPT	10/08	10,513	48.35	12,813	1.1	2,300	1.7	213
700.000	PROCTER & GAMBLE CO	02/04	35,578	60.63	42,441	3.6	6,863	2.9	1,232
	TOTAL CONSUMER STAPLES		\$81,129		\$110,132	9.3	\$29,883	2.7	\$2,964
	HEALTHCARE								
250.000	GENZYME CORP-GENERAL	04/07	15,175	49.01	12,253	1.0	(2,922)	0.8	0
400.000	GILEAD SCIENCES INC	04/07	15,621	43.27	17,308	1.5	1,687	0.0	0
1,950.000	ROCHE HLDG LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	11/05	38,231	42.20	44,310	3.7	6,079	1.6	698
425.000	TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT	04/07	16,137	56.18	23,877	2.0	7,740	0.9	205
175.000	ZIMMER HLDGS INC	10/08	9,952	59.11	10,344	0.9	392	0.0	0
	TOTAL HEALTHCARE		\$95,116		\$108,092	9.1	\$12,976	0.8	\$903
	CONSUMER DISCRETIONARY								
950.000	LOWES COS INC	11/03	27,688	23.39	22,221	1.9	(5,467)	1.5	342
	TOTAL CONSUMER DISCRETIONARY		\$27,688		\$22,221	1.9	(\$5,467)	1.5	\$342

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2009

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
	FINANCIAL								
220.000	ACE LIMITED	10/08	10,752	50.40	11,088	0.9	336	2.5	273
1,950.000	BANK OF AMERICA CORP	07/03	42,830	15.06	15,813	1.3	(27,017)	0.3	42
375.000	STATE STREET CORP	11/05	21,073	43.54	16,328	1.4	(4,745)	0.1	15
450.000	UBS AG	11/05	20,182	15.51	6,980	0.6	(13,202)	0.0	0
	TOTAL FINANCIAL		\$94,837		\$50,209	4.2	(\$44,628)	0.7	\$330
	UTILITIES								
600.000	EDELSON CORP	02/04	19,648	48.87	29,322	2.5	9,674	4.3	1,260
800.000	FPL GROUP INC	12/02	23,144	52.82	42,256	3.6	19,112	3.6	1,512
	TOTAL UTILITIES		\$42,792		\$71,578	6.0	\$28,786	3.9	\$2,772
	TELECOMMUNICATION SERVICES								
275.000	AT&T INC	04/07	10,939	28.03	7,708	0.7	(3,231)	6.0	462
345.000	VERIZON COMMUNICATIONS	10/08	9,811	33.13	11,430	1.0	1,619	5.7	656
	TOTAL TELECOMMUNICATION SERVICES		\$20,750		\$19,138	1.6	(\$1,612)	5.8	\$1,118
	ENERGY								
225.000	CONOCOPHILLIPS	04/07	15,293	51.07	11,491	1.0	(3,802)	3.9	450
450.000	EXXON MOBIL CORP	04/05	25,646	68.19	30,686	2.6	5,040	2.5	756
800.000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	02/92-12/94	18,908	60.11	48,088	4.1	29,180	4.8	2,285
	TOTAL ENERGY		\$59,847		\$90,265	7.6	\$30,418	3.9	\$3,491

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2009

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
	INDUSTRIALS								
1,000,000	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	07/03-07/03	15,863	54.36	54,360	4.6	38,497	1.8	962
1,000,000	GENERAL ELECTRIC CO	12/94	8,371	15.13	15,130	1.3	6,759	2.6	400
900,000	PARKER HANNIFIN CORP	12/00	24,492	53.88	48,492	4.1	24,088	1.9	900
500,000	UNITED PARCEL SERVICE-CLASS B	06/02	31,295	57.37	28,685	2.4	(2,610)	3.1	900
	TOTAL INDUSTRIALS		\$80,021		\$146,667	12.4	\$66,646	2.2	\$3,162
	MATERIALS								
350,000	AIR PRODUCTS & CHEMICALS INC	02/04	17,393	81.06	28,371	2.4	10,978	2.2	630
75,000	RIO TINTO PLC SPNSD ADR AMERICAN DEPOSITORY RECEIPT	04/07	17,906	215.39	16,154	1.4	(1,752)	2.5	400
550,000	VALE S.A. AMERICAN DEPOSITORY RECEIPT	04/07	10,692	29.03	15,967	1.3	5,275	0.8	124
	TOTAL MATERIALS		\$45,991		\$60,492	5.1	\$14,501	1.9	\$1,162
	INFORMATION TECHNOLOGY								
2,000,000	CISCO SYSTEMS INC	12/98	44,254	23.94	47,800	4.0	3,626	0.0	0
1,000,000	EMC CORP MASS	06/99-12/02	19,757	17.47	17,470	1.5	(2,287)	0.0	0
25,000	GOOGLE INC-CL A	10/08	9,211	619.98	15,500	1.3	6,289	0.0	0
250,000	INTERNATIONAL BUSINESS MACHINES CORP	07/03	20,743	130.90	32,725	2.8	11,982	1.7	550
1,600,000	MICROSOFT CORP	12/94	6,125	30.48	48,768	4.1	42,643	1.7	832
	TOTAL INFORMATION TECHNOLOGY		\$100,090		\$162,343	13.7	\$62,253	0.9	\$1,382
	TOTAL LARGE CAP CORE EQUITIES		\$648,261		\$841,137	71.1	\$192,876	2.1	\$17,626

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2009

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
INTERNATIONAL EQUITIES									
1,087,457	ARTISAN INTERNATIONAL VALUE FUND	07/07-12/07	31,702	23.10	25,120	2.1	(6,582)	1.8	461
479,780	DODGE & COX INTERNATIONAL STOCK FUND	04/07-12/08	21,354	31.85	15,281	1.3	(6,073)	1.4	209
2,923,501	GMO FOREIGN FUND	02/04-07/08	41,360	11.80	34,497	2.9	(6,863)	3.9	1,354
	TOTAL INTERNATIONAL EQUITIES		\$94,416		\$74,898	6.3	(\$19,518)	2.7	\$2,024
	TOTAL EQUITIES		\$742,677		\$916,035	77.4	\$173,358	2.1	\$19,650
	TOTAL ALL ASSETS		\$1,003,712		\$1,163,487	100.0	\$179,775	2.5	\$29,441

ROGER K. BERLE CHARITABLE TRUST

04-6691795

FRIENDS OF CASCO BAY 2 FORT ROAD SOUTH PORTLAND, ME 04106	NONE CHARITABLE	509 (A)(1)	500.
MAINE AUDOBON SOCIETY 20 GILSLAND FARM ROAD FALMOUTH, ME 04105	NONE CHARITABLE	509 (A)(1)	1,000.
MAINE ISLAND TRAIL ASSOCIATION 258 FORE ST, BLDG 30, 3RD FL PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	1,000.
MAINE PUBLIC BROADCASTING 1450 LISBON ST LEWISTON, ME 04240	NONE CHARITABLE	509 (A)(1)	5,000.
MERRICONEAG SCHOOL 57 DESERT ROAD FREEPORT, ME 04302	NONE EDUCATIONAL	509 (A)(1)	500.
SEEDS OF INDEPENDENCE P.O. BOX 8 FREEPORT, ME 04032	NONE CHARITABLE	509 (A)(1)	1,000.
OCEANSIDE CONSERVATION TRUST P.O. BOX 10404 PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	500.
PORTLAND BOYS AND GIRLS CLUBS P.O. BOX 7830 PORTLAND, ME 04112	NONE CHARITABLE	509 (A)(1)	1,000.
PORTLAND SYMPHONY ORCHESTRA PO BOX 3573 PORTLAND, ME 04104	NONE CHARITABLE	509 (A)(1)	5,000.
PORTLAND TRAILS 305 COMMERCIAL STREET PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	5,000.

ROGER K. BERLE CHARITABLE TRUST

04-6691795

PREBLE STREET RESOURCE CENTER PO BOX 1459 PORTLAND, ME 04104	NONE CHARITABLE	509 (A)(1)	5,000.
THE ISLAND INSTITUTE P.O. BOX 648, 386 MAIN STREET ROCKLAND, ME 04841	NONE CHARITABLE	509 (A)(1)	2,000.
THE TRUST FOR PUBLIC LAND 116 NEW MONTGOMERY SAN FRANCISCO, CA 94105	NONE CHARITABLE	509 (A)(1)	5,000.
WAYNFLETE SCHOOL 360 SPRING STREET PORTLAND, ME 04102	NONE CHARITABLE	509 (A)(1)	2,500.
HOSPICE OF SOUTHERN MAINE 11 HUNNEWELL ROAD SCARBOROUGH, ME 04074	NONE CHARITABLE	509 (A)(1)	6,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

57,250.