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

2010

Department of the Treasury
Internal Revenue Service

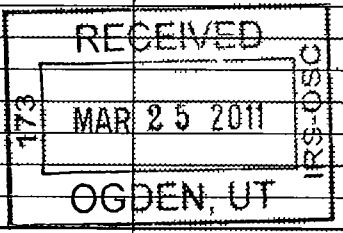
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2010**, or tax year beginning _____, and ending _____

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

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) C/O ROPES & GRAY, 800 BOYLSTON STREET	Room/suite	B Telephone number 617-951-7000
City or town, state, and ZIP code BOSTON, MA 02199-3600		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) \$ 1,218,178. (Part I, column (d) must be on cash basis.)	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"/>
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))		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(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	29,291.	29,291.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-1,246.			
b Gross sales price for all assets on line 6a 50,593.				
7 Capital gain net income (from Part IV, line 2)		0.		
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	28,045.	29,291.		
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	11,104.	8,328.		2,776.
17 Interest				
18 Taxes STMT 4	1,290.	1,274.		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	15,350.	11,798.		3,536.
25 Contributions, gifts, grants paid	58,200.			58,200.
26 Total expenses and disbursements. Add lines 24 and 25	73,550.	11,798.		61,736.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-45,505.			
b Net investment income (if negative, enter -0-)		17,493.		
c Adjusted net income (if negative, enter -0-)			N/A	



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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.	231.	231.	
2 Savings and temporary cash investments	57,992.	64,300.	64,300.	
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.	151,618.	157,959.	
b investments - corporate stock STMT 7	742,677.	742,058.	995,688.	
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)	1,003,712.	958,207.	1,218,178.	
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 and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds	1,003,712.	958,207.		
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	1,003,712.	958,207.		
31 Total liabilities and net assets/fund balances	1,003,712.	958,207.		

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	1,003,712.
2 Enter amount from Part I, line 27a	2	-45,505.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	958,207.
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	958,207.

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 SEE ATTACHED	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,593.		51,839.	-1,246.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
a			-1,246.
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	-1,246.
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))
2009	60,372.	1,011,329.	.059696
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

2 Total of line 1, column (d)	2	.260891
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	.052178
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,143,109.
5 Multiply line 4 by line 3	5	59,645.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	175.
7 Add lines 5 and 6	7	59,820.
8 Enter qualifying distributions from Part XII, line 4 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	8	61,736.

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 categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2011 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes...', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures...', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', and 'Enter the states to which the foundation reports or with which it is registered...'. Includes 'Yes' and 'No' columns.

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of WINIFRED I. LI Telephone no 617-951-7000 Located at ROPES & GRAY, 800 BOYLSTON STREET, BOSTON, MA ZIP+4 02199
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
16 At any time during calendar year 2010, 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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)
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?
b If "Yes," did it have excess business holdings in 2010 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 2010)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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 N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 800 BOYLSTON STREET BOSTON, MA 02199-3600	TRUSTEE 2.00	0.	0.	0.
THOMAS H. BELKNAP (JAN-SEP 2010) 800 BOYLSTON STREET BOSTON, MA 02199-3600	TRUSTEE 2.00	0.	0.	0.
WINIFRED I. LI (SEP 2010-PRESENT) 800 BOYLSTON STREET BOSTON, MA 02199-3600	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

1 DIRECT CONTRIBUTION TO CHARITABLE ORGANIZATIONS	Expenses
	58,200.
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

1 N/A	Amount
2	
3	
All other program-related investments See instructions	

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	1,078,445.
b	Average of monthly cash balances	1b	82,072.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,160,517.
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	1,160,517.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,408.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,143,109.
6	Minimum investment return. Enter 5% of line 5	6	57,155.

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	57,155.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	175.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	175.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	56,980.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	56,980.
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	56,980.

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	61,736.
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	61,736.
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	175.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,561.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				56,980.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			45,132.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 61,736.				
a Applied to 2009, but not more than line 2a			45,132.	
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 2010 distributable amount				16,604.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				40,376.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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
 WINIFRED I. LI, C/O ROPES & GRAY, (617) 951-7000
 800 BOYLSTON STREET, BOSTON, MA 02199

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.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT 8				
Total			▶ 3a	58,200.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	21,126.	0.	21,126.
FEDERATED GOV'T OBLIG FD-I	44.	0.	44.
US GOVT INTEREST	8,121.	0.	8,121.
TOTAL TO FM 990-PF, PART I, LN 4	29,291.	0.	29,291.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT 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 INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROPES & GRAY-MGMT FEE	11,104.	8,328.		2,776.
TO FORM 990-PF, PG 1, LN 16C	11,104.	8,328.		2,776.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,274.	1,274.		0.
FEDERAL ESTIMATED TAX	16.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,290.	1,274.		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		151,618.	157,959.
TOTAL U.S. GOVERNMENT OBLIGATIONS			151,618.	157,959.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			151,618.	157,959.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHED SCHEDULE	742,058.	995,688.
TOTAL TO FORM 990-PF, PART II, LINE 10B	742,058.	995,688.

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
BOWDOIN COLLEGE 85 FEDERAL ST., 4100 COLLEGE STATION BRUNSWICK, ME 04011	NONE CHARITABLE	509 (A)(1)	4,700.
CLIFF ISLAND COMMUNITY MEMORIAL FUND PO BOX 34 CLIFF ISLAND, ME 04019	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.
FRIENDS OF CASCO BAY 2 FORT ROAD SOUTH PORTLAND, ME 04106	NONE CHARITABLE	509 (A)(1)	500.
NOBLE & GREENOUGH SCHOOL 10 CAMPUS DR DEDHAM, MA 02026	NONE EDUCATIONAL	509 (A)(1)	5,500.
MAINE AUDOBON SOCIETY 20 GILSLAND FARM ROAD FALMOUTH, ME 04105	NONE CHARITABLE	509 (A)(1)	1,500.
MAINE HISTORICAL SOCIETY 489 CONGRESS STREET PORTLAND, ME 04101	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)	1,500.
MAINE PUBLIC BROADCASTING 1450 LISBON ST LEWISTON, ME 04240	NONE CHARITABLE	509 (A)(1)	6,000.
RIPPLEEFFECT #2 PORTLAND FISH PIER, SUITE 104 PORTLAND, ME 04101	NONE EDUCATIONAL	509 (A)(1)	2,000.
OCEANSIDE CONSERVATION TRUST P.O. BOX 10404 PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	2,000.
PORTLAND BOYS AND GIRLS CLUBS P.O. BOX 7830 PORTLAND, ME 04112	NONE CHARITABLE	509 (A)(1)	3,000.
PORTLAND MUSEUM OF ART SEVEN CONGRESS SQUARE PORTLAND, ME 04101	NONE CHARITABLE	509 (A)(1)	2,500.
PORTLAND SYMPHONY ORCHESTRA PO BOX 3573 PORTLAND, ME 04104	NONE CHARITABLE	509 (A)(1)	5,000.
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.
WAYNFLETE SCHOOL 360 SPRING STREET PORTLAND, ME 04102	NONE CHARITABLE	509 (A)(1)	2,500.

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

58,200.

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2010

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		231		231	0.0			
64,299.830	FEDERATED GOVERNMENT OBLIGATIONS FUND	05/09-12/10	64,300	1.00	64,300	5.3	0	0.0	11
	TOTAL CASH & EQUIVALENTS		\$64,531		\$64,531	5.3	\$0	0.0	\$11
	FIXED INCOME SECURITIES								
	US TREASURY & AGENCY OBLIGATIONS								
50,000.000	FEDERAL NATIONAL MORTGAGE ASSN DTD 01/20/2006 4.500% 02/15/2011 NON CALLABLE	10/08	51,472	100.50	50,252	4.1	(1,220)	4.5	2,250
50,000.000	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/23/2002 4.375% 09/15/2012	10/08	50,988	106.35	53,176	4.4	2,188	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	109.06	54,531	4.5	5,373	3.0	2,063
	TOTAL US TREASURY & AGENCY OBLIGATIONS		\$151,618		\$157,959	13.0	\$6,341	4.1	\$6,501
	TOTAL FIXED INCOME SECURITIES		\$151,618		\$157,959	13.0	\$6,341	4.1	\$6,501
	LARGE CAP CORE EQUITIES								
	CONSUMER STAPLES								
1,550.000	GENERAL MLS INC	11/03	35,038	35.59	55,165	4.5	20,127	3.1	1,736
265.000	NESTLE SA SPONSORED AMERICAN DEPOSITORY RECEIPT	10/08	10,513	58.82	15,587	1.3	5,074	1.5	238
700.000	PROCTER & GAMBLE CO	02/04	35,578	64.33	45,031	3.7	9,453	3.0	1,349

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2010

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
	TOTAL CONSUMER STAPLES		\$81,129		\$115,783	9.5	\$34,654	2.9	\$3,323
	HEALTHCARE								
250.000	GENZYME CORP-GENERAL	04/07	15,175	71.20	17,800	1.5	2,625	0.0	0
400.000	GILEAD SCIENCES INC	04/07	15,621	36.24	14,496	1.2	(1,125)	0.0	0
1,050.000	ROCHE HLDG LTD SPONSORED AMERICAN DEPOSITORY RECEIPT	11/05	38,231	36.65	38,483	3.2	252	3.2	1,218
425.000	TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT	04/07	16,137	52.13	22,155	1.8	6,018	1.3	283
175.000	ZIMMER HLDGS INC	10/08	9,952	53.68	9,394	0.8	(558)	0.0	0
	TOTAL HEALTHCARE		\$95,116		\$102,328	8.4	\$7,212	1.5	\$1,501
	CONSUMER DISCRETIONARY								
950.000	LOWES COS INC	11/03	27,688	25.08	23,826	2.0	(3,862)	1.8	418
	TOTAL CONSUMER DISCRETIONARY FINANCIAL		\$27,688		\$23,826	2.0	(\$3,862)	1.8	\$418
220.000	ACE LIMITED	10/08	10,752	62.25	13,695	1.1	2,943	2.1	290
1,050.000	BANK OF AMERICA CORP	07/03	42,830	13.34	14,007	1.1	(28,823)	0.3	42
375.000	STATE STREET CORP	11/05	21,073	46.34	17,378	1.4	(3,695)	0.1	15
450.000	UBS AG	11/05	20,182	16.47	7,412	0.6	(12,770)	0.0	0
	TOTAL FINANCIAL		\$94,837		\$52,492	4.3	(\$42,345)	0.7	\$347

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2010

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
	UTILITIES								
600.000	EXELON CORP	02/04	19,648	41.64	24,984	2.1	5,336	5.0	1,260
800.000	NEXTERA ENERGY INC	12/02	23,144	51.99	41,592	3.4	18,448	3.8	1,600
	TOTAL UTILITIES		\$42,792		\$66,576	5.5	\$23,784	4.3	\$2,860
	TELECOMMUNICATION SERVICES								
275.000	AT&T INC	04/07	10,939	29.38	8,088	0.7	(2,859)	5.9	473
345.000	VERIZON COMMUNICATIONS	10/08	9,192	35.78	12,344	1.0	3,152	5.5	673
	TOTAL TELECOMMUNICATION SERVICES		\$20,131		\$20,424	1.7	\$293	5.6	\$1,146
	ENERGY								
225.000	CONOCOPHILLIPS	04/07	15,293	68.10	15,323	1.3	30	3.2	495
450.000	EXXON MOBIL CORP	04/05	25,646	73.12	32,984	2.7	7,258	2.4	792
800.000	ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT	02/92-12/94	18,908	66.78	53,424	4.4	34,516	4.3	2,285
	TOTAL ENERGY		\$59,847		\$101,651	8.3	\$41,804	3.5	\$3,572
	INDUSTRIALS								
1.000.000	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	07/03-07/03	15,863	66.47	66,470	5.5	50,607	1.6	1,055
1.000.000	GENERAL ELECTRIC CO	12/94	8,371	18.29	18,290	1.5	9,919	3.1	560
900.000	PARKER HANNIFIN CORP	12/00	24,492	86.30	77,670	6.4	53,178	1.3	1,044
500.000	UNITED PARCEL SERVICE-CLASS B	06/02	31,295	72.58	36,290	3.0	4,995	2.6	940
	TOTAL INDUSTRIALS		\$80,021		\$198,720	16.3	\$118,699	1.8	\$3,599

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2010

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
	MATERIALS								
350.000	AIR PRODUCTS & CHEMICALS INC	02/04	17,393	90.95	31,833	2.6	14,440	2.2	686
300.000	RJO TINTO PLC SPNSD ADR AMERICAN DEPOSITORY RECEIPT	04/07	17,906	71.66	21,498	1.8	3,592	3.1	670
550.000	VALE S.A. AMERICAN DEPOSITORY RECEIPT	04/07	10,692	34.57	19,014	1.6	8,322	0.0	0
	TOTAL MATERIALS		\$45,991		\$72,345	5.9	\$26,354	1.9	\$1,356
	INFORMATION TECHNOLOGY								
2,000.000	CISCO SYSTEMS INC	12/98	44,254	20.23	40,400	3.3	(3,794)	0.0	0
1,000.000	EMC CORP MASS	06/99-12/02	19,757	22.90	22,900	1.9	3,143	0.0	0
25.000	GOOGLE INC-CL A	10/08	9,211	593.97	14,849	1.2	5,638	0.0	0
250.000	INTERNATIONAL BUSINESS MACHINES CORP	07/03	20,743	146.76	36,690	3.0	15,947	1.8	650
1,600.000	MICROSOFT CORP	12/94	6,125	27.91	44,656	3.7	38,531	2.3	1,024
	TOTAL INFORMATION TECHNOLOGY		\$100,089		\$159,555	13.1	\$59,465	1.0	\$1,674
	TOTAL LARGE CAP CORE EQUITIES		\$647,642		\$913,700	75.0	\$266,058	2.2	\$19,796
	INTERNATIONAL EQUITIES								
1,007.457	ARTISAN INTERNATIONAL VALUE FUND	07/07-12/07	31,702	27.11	29,481	2.4	(2,221)	1.3	385
479.700	DODGE & COX INTERNATIONAL STOCK FUND	04/07-12/08	21,354	35.71	17,133	1.4	(4,221)	1.4	237
2,923.501	GMO FOREIGN FUND	02/04-07/08	41,360	12.10	35,374	2.9	(5,986)	1.8	652
	TOTAL INTERNATIONAL EQUITIES		\$94,416		\$81,988	6.7	(\$12,428)	1.6	\$1,274

STATEMENT OF HOLDINGS AS OF DECEMBER 31, 2010

PAR VALUE/ SHARES	DESCRIPTION	ACQUISITION DATE(S)	TAX COST	PRICE	MARKET VALUE	% OF TOTAL	UNREALIZED GAIN/(LOSS)	CURRENT YIELD (%)	ESTIMATED ANNUAL INCOME
	TOTAL EQUITIES		\$742,058		\$995,688	81.7	\$253,630	2.1	\$21,070
	TOTAL ALL ASSETS		\$950,207		\$1,218,178	100.0	\$259,971	2.3	\$27,582

TRANSACTION DETAIL
FOR THE PERIOD OF JANUARY 1, 2010 THROUGH DECEMBER 31, 2010

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH
12/28/2010	CASH RECEIPT OF DIVIDEND EARNED ON ROYAL DUTCH-ADR A \$0.94/SHARE ON 800 SHARES DUE 12/17/10 OPT.DIV.CASH	672.80	
12/22/2010	CASH RECEIPT OF DIVIDEND EARNED ON DODGE & COX INTL STOCK FUND \$0.495/UNIT ON 479.78 UNITS DUE 12/22/10	237.49	
12/24/2010	CASH RECEIPT OF DIVIDEND EARNED ON BANK OF AMERICA CORP \$0.01/SHARE ON 1,050 SHARES DUE 12/24/10	10.50	
12/31/2010	CASH RECEIPT OF DIVIDEND EARNED ON CANADIAN NATIONAL RAILWAY CO \$0.27141/SHARE ON 1,000 SHARES DUE 12/31/10 15.00 % WITHHOLDING RATE	271.41	
	TOTAL DIVIDENDS	21,125.80	0.00
	TOTAL INCOME FROM INVESTMENTS	29,291.01	0.00
	<u>SECURITY PROCEEDS</u>		
02/16/2010	MATURED 50,000 PAR VALUE OF U.S. TREASURY NOTES 6.500% 2/15/10 TRADE DATE 2/15/10 A LT CAPITAL LOSS OF \$1,220.01- ON FEDERAL COST FEDERAL TAX COST \$51,220.01 50,000 PAR VALUE AT 100 %		50,000.00
07/16/2010	SOLD 82 SHARES OF FRONTIER COMMUNICATIONS CORP TRADE DATE 7/13/10 A LT CAPITAL LOSS OF \$27.10- ON FEDERAL COST FEDERAL TAX COST \$613.41 82 SHARES AT \$7.28021312		586.31

TRANSACTION DETAIL
FOR THE PERIOD OF JANUARY 1, 2010 THROUGH DECEMBER 31, 2010

DATE	TRANSACTION DESCRIPTION	INCOME CASH	PRINCIPAL CASH
07/27/2010	SOLD 0.8138 SHARES OF FRONTIER COMMUNICATIONS CORP TRADE DATE 7/27/10 LT CAPITAL GAIN OF \$8.24 ON FEDERAL COST FEDERAL TAX COST \$6.89 0.8138 SHARES AT \$7.7794 FRACTIONAL SHARES SOLD @ \$7.7794 <i>Σ A = 1246.87</i> <i>Total realized LT Capital Loss</i>	0.00	6.33
	TOTAL SECURITY PROCEEDS	0.00	50,592.64
	<u>RECEIVED FROM INCOME</u>		
03/31/2010	CASH RECEIPT TRANSFER FROM INCOME		7,365.89
06/30/2010	CASH RECEIPT TRANSFER FROM INCOME		6,035.11
09/30/2010	CASH RECEIPT TRANSFER FROM INCOME		3,538.93
12/31/2010	CASH RECEIPT TRANSFER FROM INCOME		5,874.51
	TOTAL RECEIVED FROM INCOME	0.00	22,814.44
	TOTAL RECEIPTS	29,291.81	73,487.88