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

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 , 2010, and ending , 20

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

Name of foundation **ZANE A THOMPSON CHARITABLE TRUST** A Employer identification number **04-7025203**

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)
P.O. BOX 55806 **(617) 482-5270**

City or town, state, and ZIP code C If exemption application is pending, check here
BOSTON, MA 02205-5806 D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

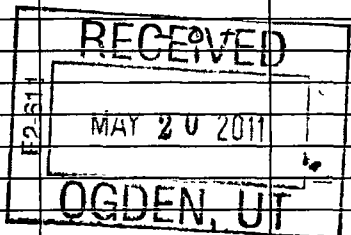
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 490,289.** J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.) E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
--	------------------------------------	---------------------------	-------------------------	---

1 Contributions, gifts, grants, etc., received (attach schedule)	229,150.			
2 Check <input 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	23,672.	19,049.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-7,816.			
b Gross sales price for all assets on line 6a	620,008.			
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) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	245,006.	19,049.		
13 Compensation of officers, directors, trustees, etc.	13,630.	13,630.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	2,100.			2,100.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	100.	468.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,050.			1,050.
24 Total operating and administrative expenses. Add lines 13 through 23	16,880.	14,098.		3,150.
25 Contributions, gifts, grants paid	20,463.			20,463.
26 Total expenses and disbursements. Add lines 24 and 25	37,343.	14,098.		23,613.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	207,663.			
b Net investment income (if negative, enter -0-)		4,951.		
c Adjusted net income (if negative, enter -0-)				



SCANNED MAY 28 2011

Revenue
Operating and Administrative Expenses

Handwritten initials and marks

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	NONE	NONE	NONE
	2	Savings and temporary cash investments	53,079.	95,678.	95,678.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	50,208.		
	b	Investments - corporate stock (attach schedule) . STMT 4	566,623.	286,798.	313,110.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	246,541.	741,637.	81,501.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	916,451.	1,124,113.	490,289.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	916,451.	1,124,113.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	916,451.	1,124,113.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	916,451.	1,124,113.		

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)	1 916,451.
2	Enter amount from Part I, line 27a	2 207,663.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 1,124,114.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5 1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,124,113.

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 PART IV DETAIL					
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					
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))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	-5,958.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	15,917.	526,664.	0.03022230492
2008	20,700.	527,132.	0.03926910148
2007			
2006			
2005			

2 Total of line 1, column (d)	2	0.06949140640
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.03474570320
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,110,490.
5 Multiply line 4 by line 3	5	38,585.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50.
7 Add lines 5 and 6	7	38,635.
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 on page 18.	8	23,613.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 50, refunded 50.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Activities include political influence, unrelated business income, and substantial contributors.

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14 The books are in care of <input type="checkbox"/> FIDUCIARY TRUST COMPANY Telephone no. <input type="checkbox"/> (617) 482-5270				
Located at <input type="checkbox"/> 175 FEDERAL STREET, BOSTON, MA ZIP + 4 <input type="checkbox"/> 02110				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
				and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15
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?	16	Yes	No
				X
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 <input type="checkbox"/>				

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? <input type="checkbox"/>	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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 page 22 of the instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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 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.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b N/A
 Organizations relying on a current notice regarding disaster assistance check here

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X
 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? 7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		13,630.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE
2
3
4

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount
1 NONE
2
All other program-related investments. See page 24 of the instructions.
3 NONE
Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,127,401.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,127,401.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,127,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	16,911.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,110,490.
6	Minimum investment return. Enter 5% of line 5	6	55,525.

Part XI Distributable Amount (see page 25 of the 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	55,525.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	99.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	99.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,426.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	55,426.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,426.

Part XII Qualifying Distributions (see page 25 of the 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	23,613.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	23,613.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,613.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				55,426.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			15,722.	
b Total for prior years: 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				NONE
b From 2006				NONE
c From 2007				NONE
d From 2008				NONE
e From 2009				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>23,613.</u>				
a Applied to 2009, but not more than line 2a			15,722.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				7,891.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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			NONE	
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE	
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				47,535.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006				NONE
b Excess from 2007				NONE
c Excess from 2008				NONE
d Excess from 2009				NONE
e Excess from 2010				NONE

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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) 4942(j)(3) or 4942(j)(5)

	Tax year				(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 page 28 of 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).)
 N/A

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.
 N/A

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 page 28 of the 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:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 11</p>				
Total				3a 20,463.
<p>b <i>Approved for future payment</i></p>				
Total				3b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2010

Name of the organization

Employer identification number

ZANE A THOMPSON CHARITABLE TRUST

04-7025203

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **ZANE A THOMPSON CHARITABLE TRUST** Employer identification number **04-7025203**

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ZANE A. THOMPSON ESTATE C/O FIDUCIARY TRUST COMPANY BOSTON, MA 02205-5806	\$ 229,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					703.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					108.	
10,032.00		200. ISHARES COHEN & STEERS RLTY INDEX F PROPERTY TYPE: SECURITIES 16,733.00				P	07/24/2008	01/26/2010
							-6,701.00	
7,054.00		740.945 LEUTHOLD ASSET ALLOCATION FUND I PROPERTY TYPE: SECURITIES 7,869.00				P	07/25/2008	01/26/2010
							-815.00	
7,455.00		292. AT&T INC PROPERTY TYPE: SECURITIES 8,840.00				P	12/17/1912	02/03/2010
							-1,385.00	
18,086.00		328. BP AMOCO SPONS ADR PROPERTY TYPE: SECURITIES 22,798.00				P	12/17/1912	02/03/2010
							-4,712.00	
9,204.00		400. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 7,909.00				P	12/17/1912	02/03/2010
							1,295.00	
6,648.00		400. GENERAL ELECTRIC COM PROPERTY TYPE: SECURITIES 13,179.00				P	12/17/1912	02/03/2010
							-6,531.00	
11,440.00		235. HEWLETT-PACKARD COM PROPERTY TYPE: SECURITIES 7,804.00				P	12/17/1912	02/03/2010
							3,636.00	
55,154.00		500. ISHARES S&P 500 INDEX FUND PROPERTY TYPE: SECURITIES 69,040.00				P	04/24/2008	02/03/2010
							-13,886.00	
15,108.00		240. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 7,440.00				P	12/17/1912	02/03/2010
							7,668.00	
38,700.00		1000. MERCK & CO INC (NEW) PROPERTY TYPE: SECURITIES 40,870.00				P	12/17/1912	02/03/2010
							-2,170.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,734.00		200. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 3,031.00				P	12/17/1912	02/03/2010
12,203.00		195. PROCTER & GAMBLE COM PROPERTY TYPE: SECURITIES 11,731.00				P	12/17/1912	02/03/2010
14,579.00		325. WISDOMTREE INT'L SMALLCAP DIV FUND PROPERTY TYPE: SECURITIES 19,016.00				P	07/24/2008	02/03/2010
8,738.00		84. ISHARES BARCLAYS TIP SECURITIES ETF PROPERTY TYPE: SECURITIES 8,894.00				P	11/25/2009	03/04/2010
12,275.00		118. ISHARES BARCLAYS TIP SECURITIES ETF PROPERTY TYPE: SECURITIES 12,211.00				P	01/02/2009	03/04/2010
20,863.00		201. ISHARES BARCLAYS TIP SECURITIES ETF PROPERTY TYPE: SECURITIES 20,703.00				P	01/02/2009	03/05/2010
17,216.00		166. ISHARES BARCLAYS TIP SECURITIES ETF PROPERTY TYPE: SECURITIES 17,576.00				P	11/25/2009	03/08/2010
3,215.00		31. ISHARES BARCLAYS TIP SECURITIES ETF PROPERTY TYPE: SECURITIES 3,077.00				P	01/02/2009	03/08/2010
56,464.00		500. ISHARES S&P 500 INDEX FUND PROPERTY TYPE: SECURITIES 65,338.00				P	07/24/2008	08/04/2010
8,442.00		200. ISHARES MSCI EMERGING MKTS INDEX FU PROPERTY TYPE: SECURITIES 5,174.00				P	01/07/2009	08/04/2010
23,124.00		275. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES 22,849.00				P	07/24/2008	08/04/2010

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
20,039.00		325. ISHARES RUSSELL 2000 VALUE INDEX FU PROPERTY TYPE: SECURITIES 12,220.00				P	11/21/2008	08/04/2010 7,819.00
29,755.00		572. PIMCO 1-5 YEAR US TIPS INDEX ETF PROPERTY TYPE: SECURITIES 29,661.00				P	03/08/2010	08/04/2010 94.00
10,486.00		1869.159 VANGUARD FIXED INCOME SECURITIE PROPERTY TYPE: SECURITIES 8,000.00				P	01/02/2009	08/04/2010 2,486.00
50,000.00		50000. PUERTO RICO ELEC PWR AUTH REV REF PROPERTY TYPE: SECURITIES 50,000.00				P	12/17/1912	11/15/2010
10,000.00		920.81 ABSOLUTE STRATEGIES FUND INST'L PROPERTY TYPE: SECURITIES 9,805.00				P	07/25/2008	12/03/2010 195.00
15,000.00		787.402 OAKMARK INTERNATIONAL FUND CL I PROPERTY TYPE: SECURITIES 12,420.00				P	11/25/2009	12/03/2010 2,580.00
30,000.00		2358.49 HUSSMAN STRATEGIC GROWTH FUND PROPERTY TYPE: SECURITIES 30,438.00				P	11/25/2009	12/03/2010 -438.00
38,178.00		396. ISHARES BARCLAYS 7-10 YR TREAS BOND PROPERTY TYPE: SECURITIES 38,079.00				P	08/04/2010	12/03/2010 99.00
19,282.00		200. ISHARES BARCLAYS 7-10 YR TREAS BOND PROPERTY TYPE: SECURITIES 17,671.00				P	07/24/2008	12/03/2010 1,611.00
28,926.00		450. ISHARES COHEN & STEERS RLTY INDEX F PROPERTY TYPE: SECURITIES 20,012.00				P	04/15/2009	12/03/2010 8,914.00
6,797.00		100. ISHARES RUSSELL 2000 VALUE INDEX FU PROPERTY TYPE: SECURITIES 5,578.00				P	11/25/2009	12/03/2010 1,219.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -5,958. =====	

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
DAVID C. RIOUX, D.O.	2,100.	2,100.
	-----	-----
TOTALS	2,100.	2,100.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FED EXCISE TAX	100.	468.
FOREIGN TAX W/H	-----	-----
TOTALS	100. =====	468. =====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

TAX PREP FEE
FILING FEE

925.
125.

925.
125.

TOTALS

1,050.
=====

1,050.
=====

04-7025203
ZANE A THOMPSON CHARITABLE TRUST

FORM 990-PF, PART II - BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
CASH/CASH EQUIVALENTS					
95678.30	DREYFUS GOVT CASH MANAGEMENT-INSTL SHS	95,678.30	95,678.30	95,678.30	10.20
EQUITIES/COMMON STOCK - STATEMENT 4					
500.00	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	52,246.95	52,246.95	52,140.00	1,294.00
285.00	ISHARES MSCI ALL COUNTRY ASIA EX-JAPAN	18,078.83	18,078.83	18,154.50	274.46
800.00	ISHARES MSCI EMERGING MKT INDEX FUND	27,226.64	25,920.51	38,113.60	516.80
175.00	ISHARES RUSSELL 2000 VALUE INDEX FUND	9,761.50	8,038.09	12,440.75	202.65
600.00	ISHARES S&P 500 INDEX FUND	75,444.00	79,040.23	75,750.00	1,342.20
984.00	PIMCO 1-5 YEAR US TIPS INDEX ETF	51,000.32	51,009.26	51,738.72	561.86
150.00	SPDR GOLD TRUST	14,392.91	14,392.91	20,808.00	1,836.00
850.00	TORTOISE ENERGY INFRASTRUCTURE CORP	26,509.00	26,509.00	32,512.50	1,836.00
400.00	WISDOMTREE INT'L REAL ESTATE INDEX ETF	11,562.65	11,562.65	11,452.00	1,064.00
TOTAL EQUITIES/COMMON STOCK		286,222.80	286,798.43	313,110.07	7,091.97
MUTUAL FUND INVESTMENTS - STATEMENT 5					
6722.939	ABSOLUTE STRATEGIES FUND INST'L	70,931.56	71,080.35	72,876.66	591.62
2881.074	ALLIANZ NFJ INTL VALUE FUND	52,500.00	52,500.00	60,070.39	1,204.29
4545.455	DIAMOND HILL LARGE CAP FUND CL I	60,000.00	60,000.00	67,363.64	281.82
1267.196	FRANKLIN INT'L SMALL CAP GROWTH ADV	17,500.00	17,500.00	21,276.22	366.22
1385.087	FRONTEGRA NETOLS SMALL CAP VALUE INSTL	15,000.00	15,000.00	17,784.52	2.77
3789.096	HUSSMAN STRATEGIC GROWTH FUND	48,624.84	48,730.61	46,567.99	64.41

AS OF 12/31/10

04-702 5203

ZANE A THOMPSON CHARITABLE TRUST

FORM 990-PF PART II - BALANCE SHEET

PAR VALUE SHARES/UNITS	DESCRIPTION	COST	BOOK VALUE	MARKET VALUE	ESTIMATED ANNUAL INCOME
MUTUAL FUND INVESTMENTS (CONT.) - STATEMENT 5					
2575.66	JP MORGAN RESEARCH MKT NEUTRAL FUND	40,000.00	40,000.00	39,896.97	0.00
7255.139	LATEEF FUND CL I	60,000.00	60,000.00	72,188.63	50.79
1243.779	MERGER FUND	20,000.00	20,000.00	19,626.83	375.62
8968.61	MOUNT LUCAS US FOCUSED EQUITY FUND I	60,000.00	60,000.00	77,578.48	466.37
1075.708	OAKMARK INTERNATIONAL FUND CL I	17,579.70	17,321.17	20,879.49	172.11
8096.128	TEMPLETON GLOBAL BOND FUND ADVISOR CL	101,319.55	101,479.77	109,783.50	4,962.93
944.268	THOMAS WHITE INTERNATIONAL FUND	14,900.54	14,900.54	16,269.74	185.08
1628.586	THORNBURG INTL VALUE FUND I	40,000.00	40,000.00	46,642.70	462.52
1823.354	VANGUARD GNMA FUND INVESTOR SHS	20,090.74	20,090.74	19,582.82	689.43
7974.388	VANGUARD LTD-TERM TAX-EXEMPT FD INV SHS	88,033.58	88,033.58	87,718.27	2,076.00
1176.485	WALTHAUSEN SMALL CAP VALUE FUND	15,000.00	15,000.00	18,894.35	0.00
TOTAL MUTUAL FUND INVESTMENTS		741,480.51	741,636.76	815,001.20	11,951.97
TOTAL INVESTMENTS		1,123,381.61	1,124,113.49	1,223,789.57	
	PRINCIPAL CASH	0.00	0.00	0.00	
	PRINCIPAL CASH RECEIVABLES	0.00	0.00	0.00	
	PRINCIPAL CASH PAYABLES	0.00	0.00	0.00	
GRAND TOTAL		1,123,381.61	1,124,113.49	1,223,789.57	19,054.13

INCOME CASH	0.00
INCOME CASH RECEIVABLES	0.00
INCOME CASH PAYABLES	0.00

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING ADJUSTMENT	1.

TOTAL	1.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

ZANE A THOMPSON CHARITABLE TRUST

04-7025203

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

ZANE A. THOMPSON ESTATE
C/O FIDUCIARY TRUST COMPANY
BOSTON, MA 02205-5806

STATEMENT 8

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

FIDUCIARY TRUST COMPANY

ADDRESS:

175 FEDERAL STREET
BOSTON, MA 02110

TITLE:

TRUSTEE

COMPENSATION 13,630.

TOTAL COMPENSATION: 13,630.

=====

RECIPIENT NAME:
UNIVERSITY OF MAINE
ADDRESS:
2 ALUMNI PLACE
ORONO, ME 04469-5792
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,821.

RECIPIENT NAME:
HARVARD UNIVERSITY
ADDRESS:
124 MOUNT AUBURN ST
CAMBRIDGE, MA 02138
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,821.

RECIPIENT NAME:
NEW ENGLAND HISTORIC
GENEALOGICAL SOCIETY
ADDRESS:
EDWARD MACMAHON/DIRECTOR OF DEVELOP
BOSTON, MA 02116
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSES
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 1,821.

=====

RECIPIENT NAME:

BOSTON ATHENAEUM

ADDRESS:

10 1/2 BEACON STREET
BOSTON, MA 02108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSES

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 20,463.

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