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Return of Private Foundation

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

2010

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

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

EDITH H. OVERLY FOUNDATION

A Employer identification number

22-3043340

Number and street (or P O box number if mail is not delivered to street address)

CHOATE LLP PO BOX 961019

Room/suite

B Telephone number

(617) 248-5255

City or town, state, and ZIP code

BOSTON, MA 02196

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 10,887,395.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐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))

(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

2,587,454.

N/A

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

101.

101.

STATEMENT 1

4 Dividends and interest from securities

280,291.

275,195.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

179,581.

b Gross sales price for all assets on line 6a 3,620,884.

7 Capital gain net income (from Part IV, line 2)

179,581.

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

3,047,427.

454,877.

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 3

4,700.

2,350.

2,350.

c Other professional fees

STMT 4

83,662.

75,296.

8,366.

17 Interest

18 Taxes

STMT 5

16,310.

7,810.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

70.

0.

70.

24 Total operating and administrative expenses. Add lines 13 through 23

104,742.

85,456.

10,786.

25 Contributions, gifts, grants paid

660,000.

660,000.

26 Total expenses and disbursements. Add lines 24 and 25

764,742.

85,456.

670,786.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

2,282,685.

b Net investment income (if negative, enter -0-)

369,421.

c Adjusted net income (if negative, enter -0-)

N/A

15
918

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				
	2	Savings and temporary cash investments		253,905.	354,043.	354,043.
	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				
	b	Investments - corporate stock STMT 9	6,621,367.	8,928,096.	10,533,352.	
	c	Investments - corporate bonds STMT 10	100,871.	0.	0.	
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)		6,976,143.	9,282,139.	10,887,395.	
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	6,948,791.	6,948,791.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	27,352.	2,333,348.			
30	Total net assets or fund balances	6,976,143.	9,282,139.			
31	Total liabilities and net assets/fund balances	6,976,143.	9,282,139.			

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	6,976,143.
2	Enter amount from Part I, line 27a	2	2,282,685.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	30,041.
4	Add lines 1, 2, and 3	4	9,288,869.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	6,730.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,282,139.

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 STATEMENT ATTACHED		VARIOUS	VARIOUS
b	SEE STATEMENT ATTACHED		VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	2,304,435.		2,030,120.	274,315.
b	1,309,013.		1,411,183.	-102,170.
c	7,436.			7,436.
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			274,315.
b			-102,170.
c			7,436.
d			
e			

2	Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	179,581.
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	124,034.	6,333,224.	.019585
2008	587,842.	8,028,747.	.073217
2007	576,563.	9,973,161.	.057811
2006	126,724.	8,787,756.	.014421
2005	556,341.	8,530,797.	.065216

2	Total of line 1, column (d)	2	.230250
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	.046050
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	9,234,628.
5	Multiply line 4 by line 3	5	425,255.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,694.
7	Add lines 5 and 6	7	428,949.
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	670,786.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,694.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,694.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,694.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,137.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,137.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,443.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 4,443. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CHOATE HALL & STEWART LLP</u> Telephone no. ► <u>(617) 248-5255</u> Located at ► <u>TWO INTERNATIONAL PLACE, BOSTON, MA</u> ZIP+4 ► <u>02110</u>			
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 <u>N/A</u>			
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 ►	16	Yes	No
				X

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 22 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 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 ► _____		
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.) <u>N/A</u>	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 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) <u>N/A</u>	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 2010?	4b	X

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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)?

N/A

5b

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(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
EDITH H. OVERLY CHOATE HALL & STEWART LLP TWO INT'L	TRUSTEE 1.00	0.	0.	0.
F. DAVIS DASSORI CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	TRUSTEE 1.00	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

Form 990-PF (2010)

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	9,009,473.
b	Average of monthly cash balances	1b	365,784.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,375,257.
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	9,375,257.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	140,629.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,234,628.
6	Minimum investment return. Enter 5% of line 5	6	461,731.

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	461,731.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,694.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,694.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	458,037.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	458,037.
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	458,037.

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	670,786.
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	670,786.
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	3,694.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	667,092.

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				458,037.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			85,469.	
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: ► \$ 670,786.				
a Applied to 2009, but not more than line 2a			85,469.	
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				458,037.
e Remaining amount distributed out of corpus	127,280.			
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	127,280.			
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				0.
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	127,280.			
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	127,280.			

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]

N/A

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year SEE SCHEDULE ATTACHED	NONE	PUBLIC	GENERAL	660,000.
Total			▶ 3a	660,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	101.	
4 Dividends and interest from securities			14	280,291.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	179,581.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		459,973.	0.
13 Total. Add line 12, columns (b), (d), and (e)				459,973.	459,973.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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

EDITH H. OVERLY FOUNDATION

Employer identification number

22-3043340

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

EDITH H. OVERLY FOUNDATION

22-3043340

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDITH H. OVERLY CRUT CHOATE LLP PO BOX 961019 BOSTON, MA 02196	\$ 2,587,454.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)

Name of organization

Employer identification number

EDITH H. OVERLY FOUNDATION

22-3043340

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE STATEMENT ATTACHED - TERMINATION OF CHARITABLE REMAINDER UNITRUST AT DEATH OF LIFE TENANT.	\$ 2,587,454.	05/03/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

EDITH H. OVERLY FOUNDATION**22-3043340****Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BLACKROCK FEDERAL TRUST FUND	101.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	101.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	287,727.	7,436.	280,291.
TOTAL TO FM 990-PF, PART I, LN 4	287,727.	7,436.	280,291.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - TAX PREPARATION FEE	4,700.	2,350.		2,350.
TO FORM 990-PF, PG 1, LN 16B	4,700.	2,350.		2,350.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP INVESTMENT MANAGEMENT, RECORDKEEPING, CUSTODY AND GRANT ADMINISTRATION	83,662.	75,296.		8,366.
TO FORM 990-PF, PG 1, LN 16C	83,662.	75,296.		8,366.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD ON DIVIDENDS	7,810.	7,810.		0.
2009 EXCISE TAX ON NET INVESTMENT INCOME	1,500.	0.		0.
2010 EXCISE TAX ON NET INVESTMENT INCOME	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	16,310.	7,810.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FORM PC FILING FEE	70.	0.		70.
TO FORM 990-PF, PG 1, LN 23	70.	0.		70.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

7

DESCRIPTION

AMOUNT

2009 INTEREST RECEIVED IN 2010	33.
2009 DIVIDENDS RECEIVED IN 2010	30,008.
TOTAL TO FORM 990-PF, PART III, LINE 3	30,041.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	AMOUNT
2010 INTEREST RECEIVED IN 2011	11.
2010 DIVIDENDS RECEIVED IN 2011	5,722.
ADJUSTMENT TO BASIS FOR RETURN OF CAPITAL	994.
ROUNDING	3.
 TOTAL TO FORM 990-PF, PART III, LINE 5	 6,730.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	6,949,915.	8,219,515.
SEE SCHEDULE ATTACHED	473,881.	486,238.
SEE SCHEDULE ATTACHED	1,504,300.	1,827,599.
 TOTAL TO FORM 990-PF, PART II, LINE 10B	 8,928,096.	 10,533,352.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	0.	0.
 TOTAL TO FORM 990-PF, PART II, LINE 10C	 0.	 0.

EDITH H. OVERLY FOUNDATION

22-3043340

FORM 990-PF

2010

Part I, Subsection 1, Contributions, gifts, grants, etc., received

The following securities, at tax cost, were received on May 3, 2010 from the Edith H. Overly Charitable Remainder Unitrust for Ethel T. Storer. The life tenant, Ethel T. Storer, died on January 26, 2010 and, in accordance with the terms of the trust instrument, the trust terminated and all assets were distributed to the Edith H. Overly Foundation.

UNITS	SECURITY	TAX COST
1,090.0000	Spdr S&P Midcap 400 ETF Tr	\$ 99,418.36
750.0000	Wisdomtree Emerging Mkts Small Cap	33,332.55
18,770.0000	Vanguard Europe Pacific Equities	662,021.54
1,450.0000	iShares Germany	33,360.88
789 4050	Invesco Charter Fund	12,070 00
5,172.9880	Invesco Charter Fund	67,869.60
460.0000	Vanguard FTSE All-World ExUSA Small Cap	29,847.79
1,869.1590	T Rowe Price Africa & Mid East I	10,000.00
13,434.7830	T Rowe Price Africa & Mid East I	61,800.00
817.0450	Credit Suisse Commodity Return	7,190.00
4,005.1680	Credit Suisse Commodity Return	31,000.00
8,220.6900	Credit Suisse Commodity Return	59,600.00
904.9960	MFS Emerging Markets Debt	12,860.00
4,622.0680	MFS Emerging Markets Debt	53,200.00
1,240.0000	Morgan Stanley Frontier Mkts	10,477.07
240.0000	Morgan Stanley Frontier Mkts	2,010.26
2,991.3870	MFS Emerging Markets Debt	38,200.00
376.0000	Morgan Stanley Frontier Mkts	2,991.71
303.0000	Morgan Stanley Frontier Mkts	2,363.04
5,062.9790	Lazard Emerging Markets I	52,351.20
866.0000	Morgan Stanley Frontier Mkts	7,210.14
1,255.0000	SPDR Barclays Intl Treasury Bond	64,262 65
7,593.3370	T Rowe Price Real Estate	77,527.97
995.0000	SPDR DJ Wilshire Intl Real Estate	23,986.36
260.0000	SPDR Barclays Intl Treasury Bond	14,879.62
1,070.0000	iShares S&P 500	116,935.38
6,340.0000	iShares S&P 500	726,183 60
420.0000	iShares Canada	11,466.00
2,220.0000	Vanguard Emerging Mkts	69,190.74
1,690.0000	iShares Canada	28,089.82
420 0000	iShares S&P Small Cap 600	18,420.99
1,380.0000	iShares S&P Small Cap 600	53,859.05
	Cash	93,477.52
	TOTAL	2,587,453.84

EDITH H. OVERLY FOUNDATION
22-3043340
FORM 990-PF
2010

Part XV, Supplementary Information, Line 3 – Grants and Contributions paid during the year

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
American Alpine Club 710 10 th Street, Suite 100 Golden, CO 80401	N/A	Public	General	50,000.00
American Cancer Society 30 Speen Street Framingham, MA 01701	N/A	Public	General	35,000.00
Appalachian Mountain Club 5 Joy Street Boston, MA 02108	N/A	Public	General	20,000.00
Boston Athenaeum 10-1/2 Beacon Street Boston, MA 02108	N/A	Public	General	30,000.00
Boston Cecilia Edwards Angell Palmer & Dodge LLP 111 Huntington Avenue Boston, MA 02199	N/A	Public	General	10,000.00
Boston Symphony Orchestra Symphony Hall 301 Massachusetts Avenue Boston, MA 02115	N/A	Public	General	15,000.00
Caritas Communities, Inc. 150 Wood Road, Suite 300 Braintree, MA 02184	N/A	Public	General	10,000.00
Carolina Horse Park Foundation P. O. Box 2468 Southern Pines, NC 28388	N/A	Public	General	10,000.00

EDITH H. OVERLY FOUNDATION
22-3043340
FORM 990-PF
2010

Part XV, Supplementary Information, Line 3 – Grants and Contributions paid during the year
(continued)

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dana-Farber Cancer Institute 450 Brookline Avenue Boston, MA 02215-5450	N/A	Public	General	25,000.00
Massachusetts General Hospital 165 Cambridge St., Suite 600 Boston, MA 02114-2792	N/A	Public	Massachusetts General Hospital Breast Cancer Research Fund	10,000.00
Massachusetts Eye and Ear Infirmary 243 Charles Street Boston, MA 02114	N/A	Public	General	30,000.00
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York, NY 10065	N/A	Public	General	25,000.00
The Metropolitan Opera Lincoln Center New York, NY 10023	N/A	Public	General	25,000.00
Museum of Fine Arts Avenue of the Arts 465 Huntington Avenue Boston, MA 02115	N/A	Public	General	20,000.00
Museum of Science 1 Science Park Boston, MA 02114	N/A	Public	General	25,000.00

EDITH H. OVERLY FOUNDATION
22-3043340
FORM 990-PF
2010

Part XV, Supplementary Information, Line 3 – Grants and Contributions paid during the year
(continued)

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Nature Conservancy 4245 North Fairfax Drive Suite 100 Arlington, VA 22203-1606	N/A	Public	General	20,000.00
New England Aquarium Central Wharf Boston, MA 02110	N/A	Public	General	10,000.00
Old Sturbridge Village 1 Sturbridge Village Road Sturbridge, MA 01566	N/A	Public	General	10,000.00
Outward Bound P. O. Box 127 Boston, MA 02127	N/A	Public	General	10,000.00
Robert Treat Paine Historical Trust 100 Robert Treat Drive Waltham, MA 02452	N/A	Public	General	20,000.00
Shady Hill School 178 Coolidge Hill Road Cambridge, MA 02138	N/A	Public	General	15,000.00
Spaulding Rehabilitation Center 125 Nashua Street Boston, MA 02114	N/A	Public	General	30,000.00
Sudbury Valley Trustees 18 Wolbach Road Sudbury, MA 01776-2429	N/A	Public	General	20,000.00

EDITH H. OVERLY FOUNDATION
22-3043340
FORM 990-PF
2010

Part XV, Supplementary Information, Line 3 – Grants and Contributions paid during the year
(continued)

<u>Recipient</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	N/A	Public	General	15,000.00
Trustees of Tufts College 169 Holland Street Somerville, MA 02144-2401	N/A	Public	General	90,000.00
Walthour-Moss Foundation P. O. Box 1744 Southern Pines, NC 28388	N/A	Public	General	10,000.00
WGBH One Guest Street Boston, MA 02135	N/A	Public	General	30,000.00
The Winsor School 102 Pilgrim Road Boston, MA 02215	N/A	Public	General	15,000.00
World Wildlife Fund 1250 Twenty-Fourth St., N.W. P. O. Box 87180 Washington, D.C. 20090-7180	N/A	Public	General	25,000.00
			TOTAL	<u>\$660,000.00</u>

EDITH H OVERLY FOUNDATION TRUST

Tax Year 2010

EIN 22-3043340

Form 990-PF, Part II

Asset Name	Ticker	Quantity	Market Value	Total Cost
BLACKROCK LIQ FD FED TRST-IN	ID. TFFXX	353,862.90	\$353,862.90	\$353,862.90
CASH - INCOME		141,002.97	\$141,002.97	\$141,002.97
CASH - PRINCIPAL		-140,822.70	(\$140,822.70)	(\$140,822.70)
Total			\$354,043.17	\$354,043.17
CREDIT SUISSE COMM RET ST-CO	ID. CRSOX	40,402.67	\$377,360.93	\$299,098.04
FIDELITY ADV GLOB COMM ST	ID. FFGCX	7,837.70	\$134,338.11	\$104,867.00
MFS EMERGING MKTS DEBT FD I	ID. MEDIX	37,542.22	\$544,737.57	\$471,780.00
SPDR DJ WILSHIRE INTL REAL ESTATE	ID. RWX	2,990.00	\$116,400.70	\$98,943.30
T ROWE PRICE REAL ESTATE FUND	ID. TRREX	21,074.67	\$368,806.65	\$257,345.21
WELLS FARGO INTL BOND FUND-INST	ID. ESICX	24,887.26	\$285,954.57	\$272,266.58
ISHARES MSCI CANADA INDEX FUND	ID. EWC	6,095.00	\$188,945.00	\$101,306.19
ISHARES MSCI GERMANY	ID. EWG	8,510.00	\$203,729.40	\$181,591.83
ISHARES S&P 500 INDEX FUND	ID. IVV	25,628.00	\$3,235,535.00	\$2,860,225.55
ISHARES S&P SMALLCAP 600	ID. IJR	3,690.00	\$252,654.30	\$184,629.38
LAZARD EMERGING MKTS PORT-IN	ID. LZEMX	15,191.20	\$330,864.31	\$157,077.00
SPDR S&P MIDCAP 400 ETF TRUST	ID. MDY	2,685.00	\$442,165.80	\$273,956.50
T ROWE INSTI AFR&MID EAST	ID. TRIAX	71,725.39	\$426,048.80	\$347,135.00
VANGUARD DIVIDEND APPREC ETF	ID. VIG	6,760.00	\$355,778.80	\$303,591.60
VANGUARD FTSE ALL WORLD X-US SC	ID. VSS	1,670.00	\$166,365.40	\$109,639.41
VANGUARD MSCI EAFE ETF	ID. VEA	59,955.00	\$2,167,373.25	\$2,119,447.08
VANGUARD MSCI EMERGING MARKETS ETF	ID. VWO	6,880.00	\$331,244.48	\$214,428.96
WISDOMTREE EMERGING MKTS S/C DIV FD	ID. DGS	2,180.00	\$118,810.00	\$96,886.61
PIMCO TOTAL RETURN FUND-INST	ID. PTTRX	22,110.52	\$239,899.15	\$233,701.08
VANGUARD TOTL BD MKT IDX	ID. VBTSX	23,239.48	\$246,338.53	\$240,180.00
Total			\$10,533,350.75	\$8,928,096.32

ACCT 2YX6 856902010
FROM 01/01/2010
TO 12/31/2010

CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
EDITH H OVERLY FOUNDATION TRUST

PAGE 42

RUN C7/21/2011
01 58 48 PM

TRUST YEAR ENDING 12/31/2010

TAX PREPARER TPK
TRUST ADMINISTRATOR 19
INVESTMENT OFFICER 4

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
285.0000 INVESCO CHARTER I - 001413400 - MINOR = 59						
SOLD		01/08/2010	4474 50			
ACQ	285 0000	07/16/2009	4474 50	3739 20	735 30	ST
CHANGED 07/21/11 CPH						
19909 1860 FIDELITY SPART INTL INDEX FA - 315911875 - MINOR = 61						
SOLD		01/08/2010	685871 45			
ACQ	19909 1860	07/16/2009	685871 45	570000 00	115871.45	ST
CHANGED 07/21/11 CPH						
2635 3210 FIDELITY SPART INTL INDEX FA - 315911875 - MINOR = 61						
SOLD		01/08/2010	90786 81			
ACQ	2635 3210	09/25/2008	90786 81	97269.70	-6482 89	LT15
CHANGED 07/21/11 CPH						
330.0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63						
SOLD		01/08/2010	8965 86			
ACQ	330.0000	01/26/2009	8965 86	5485.00	3480 86	ST
CHANGED 07/21/11 CPH						
3005 0000 LAZARD EMERGING MKTS PORT-IN - 52106N889 - MINOR = 61						
SOLD		01/08/2010	56133 40			
ACQ	3005 0000	01/28/2009	56133 40	31071 70	25061 70	ST
CHANGED 07/21/11 CPH						
675 0000 SPDR S&P 400 MID CAP - 595635103						
SOLD		01/08/2010	91727 71			
ACQ	675.0000	09/23/2008	91727 71	93721 86	-1994 15	LT15
CHANGED 07/21/11 CPH						
5515.0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59						
SOLD		01/08/2010	75776 10			
ACQ	5515 0000	09/25/2008	75776 10	102854 75	-27078 65	LT15
CHANGED 07/21/11 CPH						
380 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63						
SOLD		01/08/2010	13520 05			
ACQ	380 0000	09/23/2008	13520 05	15601 13	-2081 08	LT15
CHANGED 07/21/11 CPH						
80.0000 VANGUARD FTSE ALL WORLD X-US SC - 922042718 - MINOR = 63						
SOLD		01/08/2010	6833 42			
ACQ	80.0000	07/14/2009	6833 42	5190.92	1642 50	ST
CHANGED 07/21/11 CPH						
1000 0000 VANGUARD MSCI EMERGING MARKETS ETF - 922042858 - MINOR = 63						
SOLD		01/08/2010	42568 90			
ACQ	1000 0000	07/14/2009	42568 90	31167 00	11401 90	ST
CHANGED 07/21/11 CPH						
941.4820 VANGUARD 500 INDEX FUND-SIGN - 922908496 - MINOR = 59						
SOLD		01/08/2010	82031 33			
ACQ	941.4820	09/25/2008	82031 33	86531 61	-4500.28	LT15
CHANGED 07/21/11 CPH						
1497 0690 VANGUARD 500 INDEX FUND-SIGN - 922908496 - MINOR = 59						
SOLD		01/08/2010	130439 62			
ACQ	1497 0690	01/28/2009	130439 62	99600.00	30839 62	ST
CHANGED 07/21/11 CPH						
4533.4080 VANGUARD 500 INDEX FUND-SIGN - 922908496 - MINOR = 59						
SOLD		01/08/2010	394995.84			
ACQ	4533.4080	07/16/2009	394995 84	325000 00	69995 84	ST
CHANGED 07/21/11 CPH						
100000 0000 GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY DTD 01/19/00 7.375% - 36962GUL6						
SOLD		01/19/2010	100000 00			
ACQ	100000.0000	03/28/2000	100000.00	100871 00	-871 00	LT15
6500.0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63						
SOLD		01/28/2010	213160 24			
ACQ	6500 0000	11/09/2009	213160 24	230608 30	-17448.06	ST
0000 MBIA INC COM - 55262C100						
SOLD		05/05/2010	2413 07			
ACQ			2413 07		2413 07	LT15
CHANGED 06/07/10 CPH						
850 0000 SPDR BARCLAYS CAP INTL TREAS BOND FD - 78464A516 - MINOR = 68						
SOLD		05/19/2010	44946 56			
ACQ	850.0000	01/08/2010	44946 56	48644 91	-3698 35	ST
3780 0000 SPDR BARCLAYS CAP INTL TREAS BOND FD - 78464A516 - MINOR = 68						
SOLD		05/19/2010	199879 99			
ACQ	3780 0000	09/23/2008	199879 99	296591 91	-96711 92	LT15
260 0000 SPDR BARCLAYS CAP INTL TREAS BOND FD - 78464A516 - MINOR = 68						
SOLD		05/19/2010	13748 36			
ACQ	260 0000	01/08/2010	13748 36	14879 62	-1131 26	ST
1255.0000 SPDR BARCLAYS CAP INTL TREAS BOND FD - 78464A516 - MINOR = 68						
SOLD		05/19/2010	66362 27			
ACQ	1255.0000	01/26/2009	66362 27	64262 65	2099 62	LT15
12862 1950 INVESCO CHARTER I - 001413400 - MINOR = 59						
SOLD		07/07/2010	187788 04			
ACQ	12862 1950	07/16/2009	187788 04	168752 00	19036 04	ST
789 4050 INVESCO CHARTER I - 001413400 - MINOR = 59						
SOLD		07/07/2010	11525.31			
ACQ	789.4050	01/28/2010	11525 31	12070 00	-544 69	ST
5172 9880 INVESCO CHARTER I - 001413400 - MINOR = 59						
SOLD		07/07/2010	75525 63			
ACQ	5172 9880	07/16/2009	75525 63	67869 60	7656 03	ST

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TRUST YEAR ENDING 12/31/2010

TAX PREPARER: TPK
TRUST ADMINISTRATOR 19
INVESTMENT OFFICER 4

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
3409 0920 CREDIT SUISSE COMM RET	ST-CO - 22544R305 - MINOR = 64					
SOLD		07/07/2010	26556 83			
ACQ	3409 0920	01/08/2010	26556 83	30000 00	-3443 17	ST
2623.8630 CREDIT SUISSE COMM RET	ST-CO - 22544R305 - MINOR = 64					
SOLD		07/07/2010	20439 89			
ACQ	2623 8630	02/04/2010	20439 89	20833 47	-393 58	ST
817 0450 CREDIT SUISSE COMM RET	ST-CO - 22544R305 - MINOR = 64					
SOLD		07/07/2010	6364.78			
ACQ	817.0450	01/08/2010	6364 78	7190.00	-825 22	ST
5130 0000 EVERGREEN INTL BOND FUND CL I - 299908830						
SOLD		07/07/2010	56840.40			
ACQ	5130 0000	05/21/2010	56840 40	56122 20	718 20	ST
420 0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63						
SOLD		07/07/2010	10600 62			
ACQ	420 0000	01/08/2010	10600 62	11466 00	-865 38	ST
450 0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63						
SOLD		07/07/2010	11357 81			
ACQ	450 0000	01/26/2009	11357 81	7479 54	3878 27	LT15
1220 0000 ISHARES S&P SMALLCAP 600 - 464287804 - MINOR = 63						
SOLD		07/07/2010	65561.69			
ACQ	1220 0000	09/23/2008	65561 69	76930 64	-11368 95	LT15
695.0000 LAZARD EMERGING MKTS PORT-IN - 52106N889 - MINOR = 61						
SOLD		07/07/2010	12655 95			
ACQ	695.0000	01/28/2009	12655 95	7186 30	5469 65	LT15
303 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	3429 17			
ACQ	303 0000	01/26/2009	3429 17	2363 04	1066 13	LT15
979 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	11079 74			
ACQ	979 0000	01/27/2009	11079 74	7789.63	3290 11	LT15
2256 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	25532.07			
ACQ	2256 0000	01/28/2009	25532 07	18783 00	6749 07	LT15
240 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	2716 18			
ACQ	240 0000	01/29/2009	2716 18	2010 26	705.92	LT15
630 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	7129 97			
ACQ	630.0000	01/29/2009	7129 97	5276 94	1853 03	LT15
1240 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	14033 59			
ACQ	1240 0000	01/30/2009	14033 59	10477 07	3556 52	LT15
376 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	4255 35			
ACQ	376.0000	01/27/2009	4255 35	2991 71	1263.64	LT15
866 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	9800 87			
ACQ	866 0000	01/28/2009	9800 87	7210 14	2590 73	LT15
3736 0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	42281 83			
ACQ	3736.0000	01/26/2009	42281 83	29136 37	13145 46	LT15
3229.0000 MORGAN STANLEY FRONTIER EMER - 61757P101 - MINOR = 63						
SOLD		07/07/2010	36543 91			
ACQ	3229 0000	01/30/2009	36543 91	27282.46	9261 45	LT15
6560 0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59						
SOLD		07/07/2010	95185 60			
ACQ	6560 0000	09/25/2008	95185 60	121678 94	-26493 34	LT15
CHANGED 02/21/11 FPN						
495 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63						
SOLD		07/07/2010	16240 67			
ACQ	495.0000	09/23/2008	16240 67	20322.52	-4081 85	LT15
610 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63						
SOLD		07/07/2010	79504 65			
ACQ	610 0000	09/23/2008	79504 65	84696 79	-5192 14	LT15
795 0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63						
SOLD		07/07/2010	24580 98			
ACQ	795 0000	11/09/2009	24580 98	28205 17	-3624 19	ST
500 0000 VANGUARD MSCI EMERGING MARKETS ETF - 922042858 - MINOR = 63						
SOLD		07/07/2010	19734 66			
ACQ	500 0000	07/14/2009	19734 66	15583 50	4151 16	ST
55 0000 WISDOMTREE EMERGING MKTS S/C DIV FD - 97717W281 - MINOR = 63						
SOLD		07/07/2010	2323 16			
ACQ	55 0000	01/08/2010	2323 16	2444 39	-121 23	ST
0000 CARDINAL HEALTH INC COM - 14149Y108 - MINOR = 43						
SOLD		09/28/2010	4366 88			
ACQ			4366 88		4366 88	LT15
CHANGED 10/21/10 CPH						
1085 5250 CREDIT SUISSE COMM RET ST-CO - 22544R305 - MINOR = 64						
SOLD		11/02/2010	9986 83			
ACQ	1085 5250	07/16/2009	9986 83	8401 96	1584 87	LT15
1154 4750 CREDIT SUISSE COMM RET ST-CO - 22544R305 - MINOR = 64						
SOLD		11/02/2010	10621 17			
ACQ	1154 4750	02/04/2010	10621 17	9166 53	1454.64	ST

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TRUST YEAR-ENDING 12/31/2010 --

TAX PREPARER TPK
TRUST ADMINISTRATOR: 19
INVESTMENT OFFICER 4

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
950 0000 FIDELITY ADV GLOB COMM ST - 31618H606 - MINOR = 64						
SOLD		11/02/2010	15086 00			
ACQ	950 0000	02/04/2010	15086 00	12863 00	2223.00	ST
230.0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63						
SOLD		11/02/2010	6704.38			
ACQ	230 0000	01/26/2009	6704 38	3822.88	2881 50	LT15
760 0000 ISHARES MSCI GERMANY - 464286806 - MINOR = 63						
SOLD		11/02/2010	18315 68			
ACQ	760 0000	01/08/2010	18315.68	17485 70	829 98	ST
540 0000 ISHARES S&P 500 INDEX FUND - 464287200 - MINOR = 63						
SOLD		11/02/2010	64717 91			
ACQ	540 0000	01/08/2010	64717.91	61851 60	2866.31	ST
130 0000 ISHARES S&P SMALLCAP 600 - 464287804 - MINOR = 63						
SOLD		11/02/2010	8096.90			
ACQ	130 0000	09/23/2008	8096 90	8197.53	-100.63	LT15
930 0000 LAZARD EMERGING MKTS PORT-IN - 52106N889 - MINOR = 61						
SOLD		11/02/2010	20050 80			
ACQ	930 0000	01/28/2009	20050 80	9616 20	10434 60	LT15
2160.0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59						
SOLD		11/02/2010	37303 20			
ACQ	2160 0000	09/25/2008	37303.20	39955 52	-2652 32	LT15
CHANGED 02/21/11 FPN						
380 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63						
SOLD		11/02/2010	15575 93			
ACQ	380 0000	09/23/2008	15575 93	15601 13	-25 20	LT15
140 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63						
SOLD		11/02/2010	21287 19			
ACQ	140 0000	09/23/2008	21287.19	19438 61	1848 58	LT15
70 0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63						
SOLD		11/02/2010	3530 22			
ACQ	70.0000	07/07/2010	3530 22	3143 70	386 52	ST
3220.0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63						
SOLD		11/02/2010	116886 27			
ACQ	3220 0000	11/09/2009	116886.27	114239.80	2646 47	ST
170.0000 VANGUARD FTSE ALL WORLD X-US SC - 922042718 - MINOR = 63						
SOLD		11/02/2010	16501 26			
ACQ	170.0000	07/07/2010	16501 26	13446.51	3054 75	ST
540.0000 VANGUARD MSCI EMERGING MARKETS ETF - 922042858 - MINOR = 63						
SOLD		11/02/2010	25833 81			
ACQ	540.0000	07/14/2009	25833 81	16830.18	9003 63	LT15
270 0000 WISDOMTREE EMERGING MKTS S/C DIV FD - 97717W281 - MINOR = 63						
SOLD		11/02/2010	14358 43			
ACQ	270 0000	01/08/2010	14358 43	11999.72	2358 71	ST

TOTALS 3613447 69 3441303.51

S/T 2,304,435.39 2,030,119.54 274,315.85
L/T 1,309,012.30 1,411,183.57 (102,171.67)

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	274315 85	0 00	-102171.67	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	25451 87	0 00	7436 08			0 00
	299767.72	0 00	-94735.59	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	274315 85	0 00	-102171 67	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0.00	0 00			0 00
CAPITAL GAIN DIVIDENDS	25451.87	0 00	7436 08			0 00
	299767 72	0.00	-94735 59	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
NOT NEEDED	N/A	N/A