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Form **990-PF**

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

OMB No. 1545-0052

**2010**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

07/01, 2010, and ending

06/30, 2011

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

VILA B WEBBER 1985 CHARITABLE TRUST

A Employer identification number

22-2824617

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)

SILVER BRIDGE 255 STATE ST, 6TH FL

(617) 502-9472

City or town, state, and ZIP code

BOSTON, MA 02109-2167

H Check type of organization:  Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  $\$$  4,251,296.

J Accounting method:  Cash  Accrual

Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

**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) . . . . .				
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 . . . . .	108,800.	108,800.		STMT 1
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 . . . . .	64,568.			
b Gross sales price for all assets on line 6a . . . . .	814,087.			
7 Capital gain net income (from Part IV, line 2) . . . . .		64,568.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	4,282.			STMT 2
12 Total. Add lines 1 through 11 . . . . .	177,650.	173,368.		
13 Compensation of officers, directors, trustees, etc. . . . .	3,000.			3,000.
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .	2,135.	NONE	NONE	2,135.
b Accounting fees (attach schedule) . . . . .	3,963.	3,963.	NONE	NONE
c Other professional fees (attach schedule) . . . . .	38,239.	38,239.		
17 Interest . . . . .				
18 Taxes (attach schedule) (see page 14 of the instructions) . . . . .	1,283.	665.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) . . . . .	1,059.			1,059.
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	49,679.	42,867.	NONE	6,194.
25 Contributions, gifts, grants paid . . . . .	210,500.			210,500.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	260,179.	42,867.	NONE	216,694.
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	-82,529.			
b Net investment income (if negative, enter -0-) . . . . .		130,501.		
c Adjusted net income (if negative, enter -0-) . . . . .				

SCANNED NOV 29 2011

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	446,758.	328,604.	328,604.
	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	3,249,905.	3,285,531.	3,922,692.
	10 a	Investments - U S and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule)			
	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)				
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,696,663.	3,614,135.	4,251,296.	
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	<b>Total liabilities</b> (add lines 17 through 22)				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds	3,696,663.	3,614,135.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	3,696,663.	3,614,135.		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	3,696,663.	3,614,135.		

**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	3,696,663.
2	Enter amount from Part I, line 27a	2	-82,529.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	1.
4	Add lines 1, 2, and 3	4	3,614,135.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	3,614,135.

**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	64,568.
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	206,149.	4,058,743.	0.05079134106
2008	194,396.	3,906,906.	0.04975702001
2007	177,854.	4,737,833.	0.03753910279
2006	211,035.	4,674,336.	0.04514758888
2005	226,383.	4,487,239.	0.05045039945
2 Total of line 1, column (d)			2 0.23368545219
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 0.04673709044
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 4,242,168.
5 Multiply line 4 by line 3			5 198,267.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,305.
7 Add lines 5 and 6			7 199,572.
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.			8 216,694.

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

<b>1a</b> 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 ruling letter if necessary - see instructions)		
<b>b</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 . . . . .	<b>1</b>	1,305.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	<b>2</b>	
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	1,305.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	<b>4</b>	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,305.
<b>6</b> Credits/Payments:		
<b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	<b>6a</b>	705.
<b>b</b> Exempt foreign organizations-tax withheld at source . . . . .	<b>6b</b>	NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	NONE
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	705.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	<b>9</b>	600.
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . . . .	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ _____ STMT 9		
<b>b</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? <i>If "No," attach explanation</i> . . . . .	X	
<b>9</b> 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 on page 27)? <i>If "Yes," complete Part XIV.</i> . . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>SILVER BRIDGE ADVISORS LLC</u> Telephone no. ▶ <u>(617)502-9472</u> Located at ▶ <u>255 STATE STREET, 6TH FLOOR,, BOSTON, MA</u> ZIP + 4 ▶ <u>02109</u>			
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 . . . . . ▶ <u>15</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? . . . . .	16	Yes	No
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 ▶				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? ( <b>Exception.</b> 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"/> 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 <b>not</b> 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. ▶ _____		
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i> ) . . . . .	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

**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**   
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?  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**  Yes  No  
If "Yes" to 6b, file Form 8870

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

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

**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 10		3,000.	-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
SEE STATEMENT 11		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
SEE STATEMENT 12		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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 NOT APPLICABLE	
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	
<b>Total. Add lines 1 through 3 . . . . .</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,873,227.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	433,543.
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	4,306,770.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,306,770.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	64,602.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,242,168.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	212,108.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	212,108.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,305.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,305.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	210,803.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	210,803.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	210,803.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	216,694.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	216,694.
<b>5</b>	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)	<b>5</b>	1,305.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	215,389.

**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 . . . . .				210,803.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .			NONE	
b Total for prior years 20 08, 20 , 20		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 . . . . .				3,616.
f Total of lines 3a through e . . . . .	3,616.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 216,694.				
a Applied to 2009, but not more than line 2a . . . . .			NONE	
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 . . . . .				210,803.
e Remaining amount distributed out of corpus . . . . .	5,891.			
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	9,507.			
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. . . . .				NONE
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 . . . . .	9,507.			
10 Analysis of line 9.				
a Excess from 2006 . . . . .				NONE
b Excess from 2007 . . . . .				NONE
c Excess from 2008 . . . . .				NONE
d Excess from 2009 . . . . .				3,616.
e Excess from 2010 . . . . .				5,891.

**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)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
(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><i>a Paid during the year</i></p> <p>SEE STATEMENT 17</p>				
<b>Total</b> .....				210,500.
<p><i>b Approved for future payment</i></p>				
<b>Total</b> .....				





**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					1,427.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,560.	
574.00		79.7718 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 578.00					05/28/2010 -4.00	07/12/2010
1,218.00		169.2282 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 1,525.00					07/29/2008 -307.00	07/12/2010
4,970.00		70. MCDONALDS CORP PROPERTY TYPE: SECURITIES 4,018.00					01/14/2009 952.00	07/13/2010
9,259.00		145. GENZYME CORP - GENL DIVISION PROPERTY TYPE: SECURITIES 8,110.00					07/30/2009 1,149.00	07/23/2010
5.00		.6416 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES 5.00					05/28/2010	07/27/2010
80,176.00		75000. CONOCO FUNDING CO PROPERTY TYPE: SECURITIES 77,351.00				6.350% 10/15	07/12/2007 2,825.00	08/03/2010
11,131.00		462. BABCOCK & WILCOX PROPERTY TYPE: SECURITIES 11,136.00					01/06/2010 -5.00	08/06/2010
12.00		.5 BABCOCK & WILCOX PROPERTY TYPE: SECURITIES 11.00					12/11/2009 1.00	08/20/2010
7,540.00		130. MOSAIC CO COM PROPERTY TYPE: SECURITIES 7,259.00					05/26/2009 281.00	08/31/2010
3,600.00		60. MOSAIC CO COM PROPERTY TYPE: SECURITIES 2,867.00					05/11/2010 733.00	09/22/2010

**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)	
5,399.00		90. MOSAIC CO COM PROPERTY TYPE: SECURITIES 5,025.00					05/26/2009 374.00	09/22/2010
13,377.00		925. MCDERMOTT INTERNATIONAL INC PROPERTY TYPE: SECURITIES 11,191.00					01/06/2010 2,186.00	10/05/2010
11,392.00		365. CVS CORPORATION PROPERTY TYPE: SECURITIES 14,574.00					06/27/2008 -3,182.00	10/08/2010
8,480.00		155. AFLAC INC PROPERTY TYPE: SECURITIES 5,636.00					02/06/2009 2,844.00	11/12/2010
114,421.00		12396.694 ASTON RIVER ROAD SELECT VALUE PROPERTY TYPE: SECURITIES 120,000.00					12/06/2007 -5,579.00	11/17/2010
36,033.00		2647.565 FORWARD INTL SMALL COMPANY-IN PROPERTY TYPE: SECURITIES 23,140.00					12/02/2008 12,893.00	11/17/2010
6,296.00		20. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 2,530.00					07/03/2007 3,766.00	11/24/2010
20,878.00		690. AETNA INC - NEW PROPERTY TYPE: SECURITIES 22,078.00					06/18/2010 -1,200.00	12/07/2010
150,000.00		150000. FHLB PROPERTY TYPE: SECURITIES 154,524.00		4.750% 12/1			06/30/2008 -4,524.00	12/10/2010
20,576.00		295. GENZYME CORP - GENL DIVISION PROPERTY TYPE: SECURITIES 15,900.00					11/10/2009 4,676.00	12/17/2010
16,565.00		210. COLGATE-PALMOLIVE CO PROPERTY TYPE: SECURITIES 12,385.00					08/08/2006 4,180.00	01/05/2011

**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)	
11,791.00		610. CORNING INC PROPERTY TYPE: SECURITIES 10,624.00				05/06/2010	01/07/2011	
						1,167.00		
12,661.00		655. CORNING INC PROPERTY TYPE: SECURITIES 10,919.00				11/13/2009	01/07/2011	
						1,742.00		
11,718.00		360. CVS CORPORATION PROPERTY TYPE: SECURITIES 9,741.00				08/31/2010	02/03/2011	
						1,977.00		
13,346.00		410. CVS CORPORATION PROPERTY TYPE: SECURITIES 12,615.00				12/02/2008	02/03/2011	
						731.00		
11,158.00		295. NYSE EURONEXT INC PROPERTY TYPE: SECURITIES 8,439.00				03/05/2010	02/11/2011	
						2,719.00		
19,290.00		510. NYSE EURONEXT INC PROPERTY TYPE: SECURITIES 13,750.00				11/06/2009	02/11/2011	
						5,540.00		
9,512.00		115. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 1,178.00				08/16/1989	02/15/2011	
						8,334.00		
8,133.00		755. ACTIVISION BLIZZARD, INC PROPERTY TYPE: SECURITIES 8,114.00				05/28/2010	02/24/2011	
						19.00		
10,018.00		930. ACTIVISION BLIZZARD, INC PROPERTY TYPE: SECURITIES 10,883.00				11/13/2009	02/24/2011	
						-865.00		
11,665.00		670. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 14,909.00				06/27/2008	03/15/2011	
						-3,244.00		
8,558.00		85. CONCHO RESOURCES PROPERTY TYPE: SECURITIES 6,570.00				11/05/2010	03/15/2011	
						1,988.00		

**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)	
8,926.00		105. NIKE INC CL B PROPERTY TYPE: SECURITIES 4,335.00					05/19/2006	03/15/2011
							4,591.00	
15,731.00		205. NIKE INC CL B PROPERTY TYPE: SECURITIES 8,029.00					05/19/2006	03/30/2011
							7,702.00	
8,813.00		325. MORGAN STANLEY DEAN WITTER PROPERTY TYPE: SECURITIES 10,624.00					01/08/2010	04/05/2011
							-1,811.00	
7,177.00		72. CONCHO RESOURCES PROPERTY TYPE: SECURITIES 3,750.00					05/20/2010	04/12/2011
							3,427.00	
7,223.00		72. CONCHO RESOURCES PROPERTY TYPE: SECURITIES 3,750.00					11/05/2010	04/13/2011
							3,473.00	
9,600.00		96. CONCHO RESOURCES PROPERTY TYPE: SECURITIES 5,000.00					05/20/2010	04/14/2011
							4,600.00	
14,209.00		660. HOLOGIC INC PROPERTY TYPE: SECURITIES 14,355.00					06/27/2008	04/19/2011
							-146.00	
75,000.00		75000. OLD DOMIN ELEC PROPERTY TYPE: SECURITIES 76,754.00			6.250% 6/01		07/09/2007	06/01/2011
							-1,754.00	
14,669.00		14669.3 PEGTF ABS PROPERTY TYPE: SECURITIES 15,337.00			6.61% 6/1		07/12/2007	06/15/2011
							-668.00	

**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) .....							----- 64,568. -----	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI FOREIGN DIVIDENDS	50.	50.
DOMESTIC DIVIDENDS	4,040.	4,040.
CORPORATE INTEREST	19,921.	19,921.
FOREIGN INTEREST	39,992.	39,992.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE INTEREST EXEMPT FROM STATE TAXATION	1,429.	1,429.
U.S. GOVERNMENT INTEREST - FEDERAL & STA NONQUALIFIED FOREIGN DIVIDENDS	12,938.	12,938.
NONQUALIFIED DOMESTIC DIVIDENDS	1,898.	1,898.
	4,500.	4,500.
	4,982.	4,982.
	19,050.	19,050.
TOTAL	108,800.	108,800.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	4,282.
TOTALS	----- 4,282. =====

VILA B WEBBER 1985 CHARITABLE TRUST

22-2824617

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,135.			2,135.
TOTALS	2,135.	NONE	NONE	2,135.

VILA B WEBBER 1985 CHARITABLE TRUST

22-2824617

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	3,963.	3,963.		
TOTALS	3,963.	3,963.	NONE	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEE	38,239.	38,239.
TOTALS	38,239.	38,239.

VILA B WEBBER 1985 CHARITABLE TRUST

22-2824617

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	34.	34.
FEDERAL ESTIMATES	618.	
FOREIGN TAXES ON QUALIFIED FOR	126.	126.
FOREIGN TAXES ON NONQUALIFIED	505.	505.
TOTALS	1,283.	665.

VILA B WEBBER 1985 CHARITABLE TRUST

22-2824617

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

MA FILING FEE  
TRUSTEES LUNCH AND LODGING

70.  
989.

70.  
989.

TOTALS

-----  
1,059.  
=====

-----  
1,059.  
=====

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

=====

DESCRIPTION -----	AMOUNT -----
----------------------	-----------------

ROUNDING	1.
----------	----

TOTAL	----- 1. =====
-------	----------------------

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

MA

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

OFFICER NAME:

CHERYL B. GEMBORYS

ADDRESS:

C/O WCPH AND D LLP, 60 STATE ST  
BOSTON,, MA 02109

TITLE:

TRUSTEE

COMPENSATION ..... 3,000.

OFFICER NAME:

JOHN J. REGAN

ADDRESS:

C/O WCPH AND D LLP, 60 STATE ST  
BOSTON, MA 02109

TITLE:

TRUSTEE

OFFICER NAME:

JENNIFER C. SNYDER

ADDRESS:

C/O WCPH AND D LLP, 60 STATE ST  
BOSTON, MA 02109

TITLE:

TRUSTEE

OFFICER NAME:

A. SILVANA GINER

ADDRESS:

C/O WCPH AND D LLP, 60 STATE ST  
BOSTON, MA 02109

TITLE:

TRUSTEE

TOTAL COMPENSATION: 3,000.

=====

VILA B WEBBER 1985 CHARITABLE TRUST

22-2824617

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES  
=====

EMPLOYEE NAME:  
NONE

STATEMENT 11

XD576 2000 AFL820 L035 11/08/2011 10:40:02

23105023375

34 -

VILA B WEBBER 1985 CHARITABLE TRUST

22-2824617

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:  
NONE

STATEMENT 12

XD576 2000

AFL820 L035 11/08/2011 10:40:02

23105023375

35 -

=====

RECIPIENT NAME:

THE HILLSIDE SCHOOL

ADDRESS:

404 ROBIN HILL ROAD  
MARLBOROUGH, MA 01752

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

YEAR UP, INC.

ADDRESS:

93 SUMMER STREET 5TH FLOOR  
BOSTON, MA 02110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 17,500.

RECIPIENT NAME:

ROXBURY LATIN SCHOOL

ADDRESS:

101 ST THERESA AVENUE  
WEST ROXBURY, MA 02132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 90,000.

=====

RECIPIENT NAME:  
FREEDOM RIDERS  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUND  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

RECIPIENT NAME:  
ROSIE'S PLACE  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUND  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

RECIPIENT NAME:  
OCEAN CLASSROOM  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUND  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

RECIPIENT NAME:  
SOUTHPORT MEMORIAL  
LIBRARY  
ADDRESS:  
1032 HENDRICKS HILL ROAD  
SOUTHPORT, ME 04576  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL FUND  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 10,000.

=====

RECIPIENT NAME:

BOOTHBAY REGION STUDENT  
AID FUND

ADDRESS:

P.O. BOX 293  
BOOTHBAY HARBOR, ME 04538

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

BOOTHBAY REGION YMCA

ADDRESS:

P.O. BOX 500  
BOOTHBAY HARBOR, ME 04538

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:

ADA COMSTOCK SCHOLORSHIP FUND  
SMITH COLLEGE

ADDRESS:

33 ELM STREET  
NORTHHAMPTON, MA 01063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 12,500.

=====

RECIPIENT NAME:

YOUNG AUDIENCES OF MA INC.

ADDRESS:

255 ELM STREET, SUITE 302

SOMERVILLE, MA 02144

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

DISCOVERING JUSTICE

ADDRESS:

ONE COURTHOUSE WAY SUITE 3120

BOSTON, MA 02210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

THE FARM SCHOOL

ADDRESS:

488 MOORE HILL ROAD

ATHOL, MA 01331

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 15,000.

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RECIPIENT NAME:

CITIZEN SCHOOLS

ADDRESS:

308 CONGRESS STREET, 5TH FLOOR  
BOSTON, MA 02210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

LINCOLN ARTS FESTIVAL

ADDRESS:

P.O. BOX 391  
BOOTHBAY HARBOR, ME 04538

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,200.

RECIPIENT NAME:

TRANSFIGURATION HERMITAGE

ADDRESS:

205 WINDSOR NECK ROAD  
WINDSOR, ME 04363

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 800.

TOTAL GRANTS PAID:

210,500.

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**Vila Webber 1985 Charitable Trust**

**EIN 22-2824617**

**Form 990 PF fye 6/30/11**

John J. Regan, Jennifer C. Snyder and A. Silvana Giner receive no direct compensation as trustees of this trust. However, they are partners of the firm Wilmer Cutler Pickering Hale and Dorr LLP. Silver Bridge Advisors LLC which is a subsidiary of Wilmer Cutler Pickering Hale and Dorr LLP does receive compensation for investment management services based on a percentage of the assets of the trust and for tax preparation services based on hourly charges

## Silver Bridge



## Investment Detail

23105023375 | WEBBER, VILA B 1985 CHARITABLE TR

12-Jul-2011 4 09 PM ET

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**Asset Types:** Cash, Cash Equivalents, Domestic Equity, Fixed Income, International Equity, International Fixed Income, Other  
**Data Current as of:** 30-Jun-2011

## SUMMARY

Asset Type	Market Value	Total Cost
Cash	\$328,603.85	\$328,603.85
Domestic Equity	\$1,775,875.14	\$1,384,236.92
Fixed Income	\$1,259,030.94	\$1,126,713.82
International Equity	\$887,784.58	\$774,579.48
Other	\$1.00	\$1.00
<b>Totals</b>	<b>\$4,251,295.51</b>	<b>\$3,614,135.07</b>

## DETAIL

Cash					
Asset Name	CUSIP Ticker	Quantity	Current Price	Market Value	Total Cost
CASH - INCOME	-	6,304.2700	1.0000	\$6,304.27	\$6,304.27
CASH - INVESTED INCOME	-	(6,304.2700)	1.0000	(\$6,304.27)	(\$6,304.27)
DREYFUS INS CASH ADVANTAGE I Ticker DADXX   Asset ID 26200V104	26200V104 DADXX	322,299.5800	100.0000%	\$322,299.58	\$322,299.58

DREYFUS INS CASH ADVANTAGE I Ticker DADXX   Asset ID 26200V104	26200V104 DADXX	6,304 2700	100 0000%	\$6,304 27	\$6,304 27
<b>Subtotal</b>				<b>\$328,603.85</b>	<b>\$328,603.85</b>

Domestic Equity					
Asset Name	CUSIP Ticker	Quantity	Current Price	Market Value	Total Cost
ABBOTT LABS Ticker ABT   Asset ID 002824100	002824100 ABT	475 0000	52 6200	\$24,994 50	\$22,570 76
AFLAC INC Ticker AFL   Asset ID 001055102	001055102 AFL	560.0000	46 6800	\$26,140 80	\$16,524 21
AMAZON.COM INC Ticker AMZN   Asset ID 023135106	023135106 AMZN	85 0000	204 4900	\$17,381 65	\$10,325 57
AMERIPRISE FINANCIAL INC. Ticker AMP   Asset ID 03076C106	03076C106 AMP	385 0000	57 6800	\$22,206 80	\$24,131.10
AMGEN INC Ticker.AMGN   Asset ID 031162100	031162100 AMGN	360 0000	58.3500	\$21,006 00	\$19,494.40
APPLE INC Ticker:AAPL   Asset ID 037833100	037833100 AAPL	160 0000	335 6700	\$53,707 20	\$19,342 43
BANK AMERICA CORP Ticker BAC   Asset ID 060505104	060505104 BAC	1,670 0000	10 9600	\$18,303 20	\$24,786 53
CELGENE CORP Ticker CELG   Asset ID 151020104	151020104 CELG	605 0000	60 3200	\$36,493 60	\$30,508.42

CHESAPEAKE ENERGY CORP Ticker CHK   Asset ID 165167107	165167107 CHK	1,460 0000	29 6900	\$43,347 40	\$24,661 26
CHEVRON CORPORATION Ticker CVX   Asset ID 166764100	166764100 CVX	215 0000	102 8400	\$22,110 60	\$12,339.92
CISCO SYSTEMS INC Ticker CSCO   Asset ID 17275R102	17275R102 CSCO	1,145 0000	15.6100	\$17,873 45	\$23,762 35
COHEN & STEERS INSTL RLTY SH Ticker.CSRIX   Asset ID 19247U106	19247U106 CSRIX	1,661 6820	41.7900	\$69,441 69	\$50,000 00
COMCAST CORP- CL A Ticker CMCSA   Asset ID 20030N101	20030N101 CMCSA	1,120 0000	25 3400	\$28,380 80	\$18,030 84
CONSTELLATION BRANDS INC Ticker.STZ   Asset ID 21036P108	21036P108 STZ	910 0000	20 8200	\$18,946 20	\$18,030 05
COSTCO WHOLESALE CORP NEW Ticker COST   Asset ID 22160K105	22160K105 COST	245 0000	81.2400	\$19,903 80	\$17,286 59
DIAMOND HILL LONG/SHORT-I Ticker DHLSX   Asset ID 25264S833	25264S833 DHLSX	7,799 6890	17 0200	\$132,750 71	\$125,000 00
DISCOVERY COMMUNICATIONS CL A Ticker DISCA   Asset ID 25470F104	25470F104 DISCA	380 0000	40 9600	\$15,564 80	\$15,165 80

EMERSON ELEC CO Ticker EMR   Asset ID 291011104	291011104 EMR	440 0000	56.2500	\$24,750 00	\$14,577.20
EXXON MOBIL CORPORATION Ticker XOM   Asset ID 30231G102	30231G102 XOM	375 0000	81 3800	\$30,517 50	\$3,842 55
F5 NETWORKS INC Ticker FFIV   Asset ID 315616102	315616102 FFIV	125 0000	110 2500	\$13,781 25	\$12,419.04
GENERAL ELECTRIC CORP Ticker.GE   Asset ID 369604103	369604103 GE	2,415 0000	18 8600	\$45,546.90	\$24,726 06
GOOGLE INC-CL A Ticker GOOG   Asset ID 38259P508	38259P508 GOOG	25 0000	506.3800	\$12,659 50	\$14,999 41
HOLOGIC INC Ticker HOLX   Asset ID 436440101	436440101 HOLX	820 0000	20 1700	\$16,539 40	\$11,336 87
INTEL CORP Ticker.INTC   Asset ID 458140100	458140100 INTC	1,255 0000	22 1600	\$27,810.80	\$42,109 13
INTERNATIONAL BUSINESS MACHINES CORP Ticker.IBM   Asset ID:459200101	459200101 IBM	165 0000	171 5500	\$28,305 75	\$14,206 09
JOHNSON & JOHNSON Ticker.JNJ   Asset ID 478160104	478160104 JNJ	380.0000	66 5200	\$25,277 60	\$11,157 75
JOHNSON CTLS INC Ticker JCI   Asset ID 478366107	478366107 JCI	305 0000	41 6600	\$12,706 30	\$12,080 38
JP MORGAN CHASE & CO Ticker JPM   Asset ID 46625H100	46625H100 JPM	665 0000	40 9400	\$27,225 10	\$21,069 12

L3 COMMUNICATIONS HLDGS INC COM Ticker.LLL   Asset ID 502424104	502424104 LLL	325 0000	87 4500	\$28,421 25	\$22,757 51
LOWES COS INC Ticker.LOW   Asset ID 548661107	548661107 LOW	635 0000	23 3100	\$14,801.85	\$12,578 65
MCDONALDS CORP Ticker MCD   Asset ID 580135101	580135101 MCD	370 0000	84 3200	\$31,198 40	\$20,859 97
MICROSOFT CORP Ticker MSFT   Asset ID 594918104	594918104 MSFT	1,420 0000	26 0000	\$36,920.00	\$21,211 86
MORGAN STANLEY Ticker MS   Asset ID 617446448	617446448 MS	1,065 0000	23 0100	\$24,505 65	\$31,093 32
NATIONAL- OILWELL INC Ticker NOV   Asset ID 637071101	637071101 NOV	400.0000	78 2100	\$31,284 00	\$29,157.16
PROCTER & GAMBLE CO Ticker.PG   Asset ID 742718109	742718109 PG	395 0000	63 5700	\$25,110.15	\$11,551 46
QUALCOMM INC Ticker QCOM   Asset ID 747525103	747525103 QCOM	630 0000	56 7900	\$35,777.70	\$24,798 26
SKYWORKS SOLUTIONS INC Ticker.SWKS   Asset ID 83088M102	83088M102 SWKS	625.0000	22 9800	\$14,362 50	\$17,163 25
TARGET CORP Ticker TGT   Asset ID 87612E106	87612E106 TGT	500 0000	46 9100	\$23,455 00	\$24,894 28
TCM SMALL-MID CAP GROWTH Ticker TCMMX   Asset ID 742935323	742935323 TCMMX	9,355 8280	19 7400	\$184,684 04	\$120,000 00

THE MOSAIC COMPANY Ticker MOS   Asset ID 61945C103	61945C103 MOS	180 0000	67.7300	\$12,191.40	\$8,601.19
THIRD AVENUE REAL ESTATE VAL Ticker TAREX   Asset ID 884116401	884116401 TAREX	5,207 1780	24 2300	\$126,169 92	\$100,000 00
UNITED TECHNOLOGIES CORP Ticker UTX   Asset ID 913017109	913017109 UTX	350 0000	88 5100	\$30,978 50	\$12,118.75
US BANCORP NEW Ticker USB   Asset ID 902973304	902973304 USB	1,090 0000	25 5100	\$27,805 90	\$27,286 76
VERIZON COMMUNICATIONS Ticker VZ   Asset ID 92343V104	92343V104 VZ	1,040 0000	37 2300	\$38,719 20	\$31,273 28
WAL MART STORES INC Ticker WMT   Asset ID 931142103	931142103 WMT	565 0000	53 1400	\$30,024.10	\$28,227 37
WALTHAUSEN SMALL CAP VALUE Ticker WSCVX   Asset ID 933310104	933310104 WSCVX	10,342 7530	16 8100	\$173,861 68	\$155,000 00
WELLS FARGO & CO Ticker WFC   Asset ID 949746101	949746101 WFC	710 0000	28 0600	\$19,922 60	\$19,181 46
ZIMMER HLDGS INC Ticker ZMH   Asset ID 98956P102	98956P102 ZMH	190 0000	63 2000	\$12,008 00	\$11,998 56
<b>Subtotal</b>				<b>\$1,775,875.14</b>	<b>\$1,384,236.92</b>

Fixed Income

Asset Name	CUSIP Ticker	Quantity	Current Price	Market Value	Total Cost
BLACKROCK STRATEGIC INCOME OPP FD- IN Ticker BSIX   Asset ID 09256H286	09256H286 BSIIX	9,995 5890	9 9100	\$99,056 29	\$101,426 55
CATERPILLAR INC 5 700% 8/15/16 Asset ID.149123BM2	149123BM2	75,000 0000	115 6330%	\$86,724 75	\$74,108 25
COMCAST CORP 5 875% 2/15/18 Asset ID 20030NAR2	20030NAR2	50,000 0000	112 1580%	\$56,079 00	\$51,952 00
DELAWARE HIGH YIELD OPPORT I Ticker DHOIX   Asset ID 245908843	245908843 DHOIX	26,400 1980	4 1800	\$110,352 83	\$80,000 00
FHLMC 4 500% 1/15/13 Asset ID 3134A4SA3	3134A4SA3	100,000 0000	106 2670%	\$106,267 00	\$95,815 50
GENERAL ELECTRIC MTN 5 450% 1/15/13 Asset ID 36962GZY3	36962GZY3	75,000 0000	106 4260%	\$79,819 50	\$74,039 55
GOLDMAN SACHS 5 125% 1/15/15 Asset ID 38141GEA8	38141GEA8	50,000 0000	107 3100%	\$53,655 00	\$47,296.50
LORILLARD TOBACCO CO 6.875% 5/01/20 Asset ID 544152AB7	544152AB7	25,000 0000	108 4930%	\$27,123 25	\$26,215 50
METROPOLITAN TRAN NY 4 969% 11/15/18 Asset ID 59259YDF3	59259YDF3	50,000 0000	104 1020%	\$52,051 00	\$51,453 50

MORGAN STANLEY 5 375% 10/15/15 Asset ID 61746SBR9	61746SBR9	75,000 0000	106 9000%	\$80,175.00	\$68,462 25
ORACLE CORP 5 250% 1/15/16 Asset ID.68402LAC8	68402LAC8	75,000 0000	112 8510%	\$84,638 25	\$71,447 25
PEGTF ABS 6 61% 6/15/15 Ticker PGT6615   Asset ID 69361YAF0	69361YAF0 PGT6615	135,330 7000	106 4770%	\$144,096 07	\$141,494 59
PITNEY BOWES INC 4 625% 10/01/12 Asset ID 724479AF7	724479AF7	50,000 0000	104 0320%	\$52,016 00	\$47,643 00
U S TREASURY BONDS 5 125% 5/15/16 Asset ID 912828FF2	912828FF2	100,000 0000	116 2190%	\$116,219 00	\$100,210 94
U S TREASURY NOTES 4 250% 11/15/14 Asset ID 912828DC1	912828DC1	100,000.0000	110 7580%	\$110,758 00	\$95,148 44
<b>Subtotal</b>				<b>\$1,259,030.94</b>	<b>\$1,126,713.82</b>

International Equity					
Asset Name	CUSIP Ticker	Quantity	Current Price	Market Value	Total Cost
ARTISAN INTL VALUE FUND-INV Ticker ARTKX   Asset ID 04314H881	04314H881 ARTKX	14,112 4330	28 5200	\$402,486 59	\$374,716 17
DIAGEO PLC SPONS ADR Ticker DEO   Asset ID 25243Q205	25243Q205 DEO	375 0000	81 8700	\$30,701 25	\$27,018 43

ENSCO PLC SPONS ADR Ticker:ESV   Asset ID:29358Q109	29358Q109 ESV	465 0000	53 3000	\$24,784 50	\$25,525 59
HARBOR INTERNATIONAL GRO-INS Ticker:HAIGX   Asset ID:411511801	411511801 HAIGX	19,193 0200	12 3200	\$236,458 01	\$195,139 38
HARDING LOEVNER EMERG MKTS Ticker:HLEMX   Asset ID:412295305	412295305 HLEMX	884.7900	50 9300	\$45,062 35	\$21,482 70
PEAR TREE POLARIS FOREIGN VAL SC FND Ticker:QUSIX   Asset ID:70472Q500	70472Q500 QUSIX	9,274 6490	11 3100	\$104,896 28	\$101,560.15
RIO TINTO PLC SPONS ADR Ticker:RIO   Asset ID:767204100	767204100 RIO	240 0000	72 3200	\$17,356 80	\$9,790 91
TEVA PHARMACEUTICAL INDS LTD ADR Ticker:TEVA   Asset ID:881624209	881624209 TEVA	540 0000	48 2200	\$26,038 80	\$19,346.15
<b>Subtotal</b>				<b>\$887,784.58</b>	<b>\$774,579.48</b>

Other					
Asset Name	CUSIP Ticker	Quantity	Current Price	Market Value	Total Cost
TOWNSHIP 5 SOUTH, RANGE 11 EAST Asset ID:151215126	151215126	1 0000	1 0000	\$1 00	\$1 00
<b>Subtotal</b>				<b>\$1.00</b>	<b>\$1.00</b>