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

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation:

EDITH H. OVERLY FOUNDATION

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

CHOATE LLP PO BOX 961019

A Employer identification number

22-3043340

City or town, state, and ZIP code

BOSTON, MA 02196

G Check all that apply:

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

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

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

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

► \$ 9,902,653.

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

Part I Operating and Administrative Expenses	1 Contributions, gifts, grants, etc., received 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 3,444,079. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	(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 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 3,444,079. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications Gross sales less returns and allowances 10a b Less Cost of goods sold c Gross profit or (loss) 11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees 17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	22.	22.	N/A		
		232,996.	230,256.		STATEMENT 1 STATEMENT 2
		299,699.			
			299,699.		
		532,717.	529,977.		
		0.	0.		
		2,400.	1,200.		1,200.
		95,246.	85,721.		9,525.
		7,611.	6,611.		0.
		500.	0.		500.
		105,757.	93,532.		11,225.
		325,000.			325,000.
		430,757.	93,532.		336,225.
		101,960.			
			436,445.		
				N/A	

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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		19,071.	19,071.
	2	Savings and temporary cash investments	354,043.	169,043.	169,043.
	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	8,928,096.	9,189,023.	9,714,539.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	9,282,139.	9,377,137.	9,902,653.
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.	9,277,473.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,333,348.	99,664.	
	30	Total net assets or fund balances	9,282,139.	9,377,137.	
	31	Total liabilities and net assets/fund balances	9,282,139.	9,377,137.	

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	9,282,139.
2	Enter amount from Part I, line 27a	2	101,960.
3	Other increases not included in line 2 (itemize) ►	3	5,735.
4	Add lines 1, 2, and 3	4	9,389,834.
5	Decreases not included in line 2 (itemize) ►	5	12,697.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,377,137.

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.)
a 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 316,627.		313,020.			3,607.
b 3,112,368.		2,831,360.			281,008.
c 15,084.					15,084.
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					3,607.
b					281,008.
c					15,084.
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		299,699.
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))
2010	667,092.	9,234,628.	.072238
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

2 Total of line 1, column (d)

2 .237272

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 .047454

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 10,628,823.

5 Multiply line 4 by line 3

5 504,380.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,364.

7 Add lines 5 and 6

7 508,744.

8 Enter qualifying distributions from Part XII, line 4

8 336,225.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	(attach copy of letter if necessary-see instructions)	1	8,729.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2		2	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	8,729.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		4	0.
6	Credits/Payments:		5	8,729.
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,443.	
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	7,900.	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	13,343.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	57.
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	4,557.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 4,557. Refunded ► 0.		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	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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	
1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes.</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5	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	
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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA		
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	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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Part VII-A | Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ► <u>(617) 248-4760</u>	ZIP+4 ► <u>02110</u>
Located at ► <u>TWO INTERNATIONAL PLACE, BOSTON, MA</u>		
15	► <u>15</u>	N/A
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<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.)	2b	N/A
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 2011 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 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)?

(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
 Yes No
 Yes No
 Yes No
 Yes No
 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

X

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

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

N/A

7b

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

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	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	1.00	0.	0.	0.
F. DAVIS DASSORI	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	1.00	0.	0.	0.
WILLIAM A. LOWELL (APPOINTED 12/1/08)	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L BOSTON, MA 02110	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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
. NONE		
Total number of others receiving over \$50,000 for professional services	►	0

Part IX-A | Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1 N/A	Expenses
2	
3	
4	

Part IX-B | Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3

► 0.

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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	10,436,586.
b Average of monthly cash balances	1b	354,097.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	10,790,683.
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	10,790,683.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	161,860.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,628,823.
6 Minimum investment return. Enter 5% of line 5	6	531,441.

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	531,441.
2a Tax on investment income for 2011 from Part VI, line 5	2a	8,729.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,729.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	522,712.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	522,712.
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	522,712.

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	336,225.
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	336,225.
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	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	336,225.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				522,712.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	127,280.			
f Total of lines 3a through e	127,280.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 336,225.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				336,225.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	127,280.			127,280.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				59,207.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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	325,000.
Total			► 3a	325,000.
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 22.	
4 Dividends and interest from securities			14	232,996.	
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	299,699.	
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.		532,717.	0.
13 Total Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)			13		532,717.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

SOURCE	AMOUNT
BLACKROCK FEDERAL TRUST FUND	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	248,080.	15,084.	232,996.
TOTAL TO FM 990-PF, PART I, LN 4	248,080.	15,084.	232,996.

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	2,400.	1,200.		1,200.
TO FORM 990-PF, PG 1, LN 16B	2,400.	1,200.		1,200.

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	95,246.	85,721.		9,525.
TO FORM 990-PF, PG 1, LN 16C	95,246.	85,721.		9,525.

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	6,611.	6,611.		0.
2011 EXCISE TAX ON NET INVESTMENT INCOME	1,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	7,611.	6,611.		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	500.	0.		500.
TO FORM 990-PF, PG 1, LN 23	500.	0.		500.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

7

DESCRIPTION

AMOUNT

2010 INTEREST RECEIVED IN 2011	11.
2010 DIVIDENDS RECEIVED IN 2011	5,722.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,735.

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

DESCRIPTION	AMOUNT
2011 INTEREST RECEIVED IN 2012	3.
2011 DIVIDENDS RECEIVED IN 2012	5,667.
ADJUSTMENT TO BASIS FOR RETURN OF CAPITAL	6,777.
PROCEEDS FROM VOIDED CHECK	250.
TOTAL TO FORM 990-PF, PART III, LINE 5	12,697.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	6,697,461.	7,017,040.
SEE SCHEDULE ATTACHED	360,080.	380,525.
SEE SCHEDULE ATTACHED	2,131,482.	2,316,974.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,189,023.	9,714,539.

ACCT 2YX6 856902010
FROM 01/01/2011
TO 12/31/2011

CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
EDITH H OVERLY FOUNDATION TRUST
TRUST YEAR ENDING 12/31/2011

PAGE 34
RUN 02/23/2012
07 01 24 AM

TAX PREPARER TPK
TRUST ADMINISTRATOR 19
INVESTMENT OFFICER 11

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	NC
4450.0000 ISHARES MSCI GERMANY - 464286806 - MINOR = 63							
SOLD 01/24/2011 110669.36							
ACQ 3500.0000 01/08/2010 87043.32							
690.0000 01/08/2010 17159.97							
260 0000 07/07/2010 6466.07							
1425.0000 ISHARES S&P SMALLCAP 600 - 464287804 - MINOR = 63							
SOLD 01/24/2011 96994.90							
ACQ 1425 0000 09/23/2008 96994.90							
15200.0000 MFS EMERGING MKTS DEBT FD I - 55273E640 - MINOR = 64							
SOLD 01/24/2011 220400.00							
ACQ 904.9960 01/08/2010 13122.44							
2558.4090 01/08/2010 37096.93							
9584.3840 07/07/2010 138973.57							
2152 2110 07/16/2009 31207.06							
5600.0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD 01/24/2011 60704.00							
ACQ 4728.0000 07/07/2010 51251.52							
872.0000 07/16/2009 9452.48							
7175.0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59							
SOLD 01/24/2011 126567.00							
ACQ 5175.1870 09/25/2008 91290.30							
1999 8130 01/28/2009 35276.70							
875.0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD 01/24/2011 33939.65							
ACQ 875 0000 09/23/2008 33939.65							
50 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD 01/24/2011 8363.02							
ACQ 50 0000 09/23/2008 8363.02							
400 0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD 01/24/2011 21424.96							
ACQ 400 0000 07/07/2010 21424.96							
6275.0000 VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66							
SOLD 01/24/2011 66264.00							
ACQ 1885.5140 07/07/2010 19911.03							
4389 4860 01/08/2010 46352.97							
9300.0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63							
SOLD 01/24/2011 344664.39							
ACQ 9300.0000 11/09/2009 344664.39							
95.0000 GOLDMAN SACHS LOC EMG MK-I - 38145N303 - MINOR = 64							
SOLD 07/05/2011 938.60							
ACQ 95.0000 01/27/2011 938.60							
2890.0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63							
SOLD 07/05/2011 92707.97							
ACQ 450 0000 01/24/2011 14435.50							
2440.0000 01/26/2009 78272.47							
855.0000 ISHARES S&P 500 INDEX FUND - 464287200 - MINOR = 63							
SOLD 07/05/2011 114840.11							
ACQ 855.0000 01/08/2010 114840.11							
115.0000 ISHARES S&P SMALLCAP 600 - 464287804 - MINOR = 63							
SOLD 07/05/2011 8586.31							
ACQ 20.0000 09/23/2008 1493.27							
95.0000 01/08/2010 7093.04							
10570.0000 T ROWE INSTI APR&MID EAST - 74144Q609 - MINOR = 61							
SOLD 07/05/2011 58980.60							
ACQ 10570.0000 01/27/2011 58980.60							
740.0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59							
SOLD 07/05/2011 14563.20							
ACQ 740.0000 01/28/2009 14563.20							
FOUND UPDATES							
10 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD 07/05/2011 403.99							
ACQ 10.0000 09/23/2008 403.99							
605 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD 07/05/2011 109331.26							
ACQ 560.0000 09/23/2008 101199.18							
45.0000 01/26/2009 8132.08							
75 0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD 07/05/2011 4244.91							
ACQ 75.0000 07/07/2010 4244.91							
50655.0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 63							
SOLD 07/05/2011 1934406.33							
ACQ 18000.0000 01/08/2010 687381.58							
18770.0000 01/08/2010 716786.24							
13885 0000 11/09/2009 530238.51							
TOTALS 3428994.56 3144379.88							

Short-Term

316,626.76 313,020.00 3,606.76

Long-Term

3,112,367.80 2,831,359.88 281,007.92

Asset Detail**Statement of Value and Activity**

January 1, 2011 - December 31, 2011

Asset Detail

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Cash & Equivalents						
BlackRock Liquidity Funds Federal Trust Fund Portfolio TICKER: TFFXX	169,042.91	\$169,042.91	\$0.00	\$2.08	\$169,042.91	1.71%
Cash		\$19,070.69				0.19%
Total Cash & Equivalents						
		\$188,113.60	\$0.00	\$2.08	\$169,042.91	1.90%
Fixed Income						
Other Taxable PIMCO Total Return Fund TICKER: PTTRX	17,141.77	\$186,330.99	\$8,034.63	\$511.35	\$178,296.36	1.89%
Vanguard Total Bond Market Index Fund TICKER: VBTSX	17,654.03	\$194,194.30	\$12,411.06	\$497.73	\$181,783.24	1.96%
Total Fixed Income						
		\$380,525.29	\$20,445.69	\$1,009.08	\$360,079.60	3.85%
Equity						
U.S. Small Capitalization iShares S&P Smallcap 600 Index Fund TICKER: IJR	2,150.00	\$146,845.00	\$58,673.05	\$0.00	\$88,171.95	1.49%
		\$146,845.00	\$58,673.05	\$0.00	\$88,171.95	1.49%

Asset Detail (continued)**Statement of Value and Activity****January 1, 2011 - December 31, 2011**

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
<i>U.S. Mid Capitalization</i> Midcap SPDR Trust Series 1 TICKER: MDY	2,030.00	\$323,764.70	\$138,609.42	\$1,074.64	\$185,155.28	3.28%
<i>U.S. Large Capitalization</i> iShares S&P 500 Index Fund TICKER: IIV	24,773.00	\$3,120,407.08	\$138,609.42	\$1,074.64	\$185,155.28	3.28%
Vanguard Dividend Appreciation Index Fund TICKER: VIG	6,285.00	\$343,475.25	\$61,215.90	\$0.00	\$282,259.35	3.48%
		\$3,463,882.33	\$419,329.13	\$0.00	\$3,044,553.20	34.85%
<i>International Emerging</i> Lazard Emerging Markets Portfolio TICKER: LZEMX	18,536.65	\$311,415.79	\$83,288.79	\$0.00	\$228,127.00	3.15%
Vanguard MSCI Emerging Markets ETF TICKER: VWO	8,295.00	\$316,951.95	\$35,265.76	\$0.00	\$281,686.19	3.21%
Wisdomtree Emerging Mkts Small Cap Dividend Fund TICKER: DGS	2,715.00	\$112,238.10	-\$13,209.06	\$0.00	\$125,447.16	1.14%
		\$740,605.84	\$105,345.49	\$0.00	\$635,260.35	7.50%
<i>International Developed</i> iShares MSCI Canada Index Fund TICKER: EWC	3,655.00	\$97,223.00	\$36,472.53	\$0.00	\$60,750.47	0.98%
iShares MSCI EAFFE Index Fund TICKER: EFA	34,735.00	\$1,720,424.55	-\$382,804.02	\$0.00	\$2,103,228.57	17.41%

Asset Detail (continued)

Statement of Value and Activity

January 1, 2011 - December 31, 2011

Description	Shares/Quantity	Market Value	Unrealized GL	Accrued Income	Cost Basis	% of Account
iShares MSCI Germany TICKER: EWG	4,210.00	\$80,916.20	-\$3,204.50	\$0.00	\$84,120.70	0.82%
Wisdomtree Japan Total Dividend Fund TICKER: DXJ	3,195.00	\$100,131.30	-\$6,852.97	\$0.00	\$106,984.27	1.01%
		\$1,998,695.05	-\$356,388.96	\$0.00	\$2,355,084.01	20.22%
<i>International Small Cap</i>						
Vanguard FTSE All World Ex-Us Small-Cap ETF TICKER: VSS	4,425.00	\$343,247.25	-\$45,989.45	\$0.00	\$389,236.70	3.47%
		\$343,247.25	-\$45,989.45	\$0.00	\$389,236.70	3.47%
<i>Total Equity</i>		\$7,017,040.17	\$319,578.68	\$1,074.64	\$6,697,461.49	70.81%
Alternative						
<i>Global Real Estate</i>						
SPDR DJ Wilshire Intl Real Estate ETF TICKER: RWX	2,105.00	\$67,002.15	\$4,393.06	\$0.00	\$62,609.09	0.68%
T Rowe Price Real Estate Fund TICKER: TRREX	13,159.67	\$241,611.47	\$115,004.14	\$0.00	\$126,607.33	2.44%
		\$308,613.62	\$119,397.20	\$0.00	\$189,216.42	3.12%
<i>Commodities</i>						
Credit Suisse Commodity Return Strategy Fund TICKER: CRSOX	55,273.28	\$452,135.39	\$15,557.35	\$0.00	\$436,578.04	4.57%

Asset Detail (continued)**Statement of Value and Activity**

January 1, 2011 - December 31, 2011

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Fidelity Advisor Global Commodity Stock Fund TICKER: FFGCX	9,753.36	\$135,961.82	-\$2,295.18	\$0.00	\$138,257.00	1.38%
		\$588,097.21	\$13,262.17	\$0.00	\$574,835.04	5.95%
<i>International Bonds</i>						
Wells Fargo Intl Bond Fund TICKER: ESICX	38,508.40	\$437,070.32	\$8,428.74	\$0.00	\$428,641.58	4.42%
		\$437,070.32	\$8,428.74	\$0.00	\$428,641.58	4.42%
<i>Emerging Market Bonds</i>						
Goldman Sachs Local Emerging Markets Debt Fund TICKER: GIMDX	34,400.73	\$297,222.32	-\$25,112.53	\$1,635.77	\$322,334.85	3.01%
MFS Emerging Markets Debt Fund TICKER: MEDIX	23,056.89	\$334,786.03	\$65,999.76	\$1,543.94	\$268,786.27	3.39%
		\$632,008.35	\$40,887.23	\$3,179.71	\$591,121.12	6.40%

Asset Detail (continued)

Statement of Value and Activity

January 1, 2011 - December 31, 2011

EDITH H. OVERLY FOUNDATION
22-3043340
FORM 990-PF
2011

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 Cancer Society 30 Speen Street Framingham, MA 01701	N/A	Public	General	35,000.00
Boston Cecilia Edwards Angell Palmer & Dodge LLP 111 Huntington Avenue Boston, MA 02199	N/A	Public	General	15,000.00
Boston Symphony Orchestra Symphony Hall 301 Massachusetts Avenue Boston, MA 02115	N/A	Public	General	20,000.00
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
Dana-Farber Cancer Institute 450 Brookline Avenue Boston, MA 02215-5450	N/A	Public	General	25,000.00
Massachusetts Eye and Ear Infirmary 243 Charles Street Boston, MA 02114	N/A	Public	General	30,000.00
Outward Bound P. O. Box 127 Boston, MA 02127	N/A	Public	General	10,000.00

EDITH H. OVERLY FOUNDATION
 22-3043340
 FORM 990-PF
 2011

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>
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
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	40,000.00
Walthour-Moss Foundation P. O. Box 1744 Southern Pines, NC 28388	N/A	Public	General	10,000.00
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><u>\$325,000.00</u></u>

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. EDITH H. OVERLY FOUNDATION	Employer identification number (EIN) or X 22-3043340
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. CHOATE LLP PO BOX 961019	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02196	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CHOATE HALL & STEWART LLP

- The books are in the care of ► **TWO INTERNATIONAL PLACE - BOSTON, MA 02110**
Telephone No ► **(617) 248-4760** FAX No. ► **(617) 502-4760**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2011** or► tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	13,343.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	5,443.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	7,900.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)