



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

2012

For calendar year 2012 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

B Telephone number

(617) 248-4760

City or town, state, and ZIP code

BOSTON, MA 02196

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization:

<input checked="" type="checkbox"/>	Section 501(c)(3) exempt private foundation
<input type="checkbox"/>	Section 4947(a)(1) nonexempt charitable trust
<input type="checkbox"/>	Other taxable private foundation

I Fair market value of all assets at end of year **10,673,848.** (Part I, column (d) must be on cash basis.)

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

J Accounting method: Cash Accrual

Other (specify) _____

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		66.	66.		STATEMENT 1
4 Dividends and interest from securities		303,954.	303,342.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		210,588.			
b Gross sales price for all assets on line 6a	5,368,187.				
7 Capital gain net income (from Part IV, line 2)			210,588.		
8 Net short-term capital gain					
9a Income modifications					
10a Gross sales less returns and allowances	2013				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		514,608.	513,996.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	6,436.	3,218.		3,218.
c Other professional fees	STMT 4	94,007.	84,606.		9,401.
17 Interest					
18 Taxes	STMT 5	24,527.	12,427.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	70.	0.		70.
24 Total operating and administrative expenses	Add lines 13 through 23	125,040.	100,251.		12,689.
25 Contributions, gifts, grants paid		630,000.			630,000.
26 Total expenses and disbursements	Add lines 24 and 25	755,040.	100,251.		642,689.
27 Subtract line 26 from line 12:		-240,432.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			413,745.		
c Adjusted net income (if negative, enter -0-)				N/A	

6/11/10

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	19,071.		
2	Savings and temporary cash investments	169,043.	421,620.	421,620.
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	9,189,023.	8,711,676.	10,252,228.
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)	9,377,137.	9,133,296.	10,673,848.
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	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
29	Capital stock, trust principal, or current funds	9,277,473.	9,032,801.	
30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds	99,664.	100,495.	
32	Total net assets or fund balances	9,377,137.	9,133,296.	
33	Total liabilities and net assets/fund balances	9,377,137.	9,133,296.	

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	9,377,137.
2	Enter amount from Part I, line 27a	2	-240,432.
3	Other increases not included in line 2 (itemize) ►	3	5,922.
4	Add lines 1, 2, and 3	4	9,142,627.
5	Decreases not included in line 2 (itemize) ►	5	9,331.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,133,296.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT ATTACHED		P	12/31/12	
b CAPITAL GAINS DIVIDENDS				
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 5,343,879.		5,157,599.	186,280.	
b 24,308.			24,308.	
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			186,280.	
b			24,308.	
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	210,588.
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 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))
2011	336,225.	10,628,823.	.031633
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

2 Total of line 1, column (d)

2 .254484

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 .050897

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 10,504,514.

5 Multiply line 4 by line 3

5 534,648.

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

6 4,137.

7 Add lines 5 and 6

7 538,785.

8 Enter qualifying distributions from Part XII, line 4

8 642,689.

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 ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► 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

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 8,757.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 8,757.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

4,620.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

4,620. Refunded ►

11

0.

Part VII-A Statements Regarding Activities

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?

Yes No 1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b *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.*1c

c Did the foundation file Form 1120-POL for this year?

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?

2 *If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 *If "Yes," attach the statement required by General Instruction T*

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?

6

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 *If "Yes," complete Part II, col. (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b MAb If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*9 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*10 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► <u>CHOATE HALL & STEWART LLP</u> Located at ► <u>TWO INTERNATIONAL PLACE, BOSTON, MA</u>	Telephone no. ► <u>(617) 248-4760</u> ZIP+4 ► <u>02110</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 15	<input type="checkbox"/> N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> 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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 checked="" type="checkbox"/> Yes	<input 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 ►	<input type="checkbox"/> 1b	<input checked="" type="checkbox"/> 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 2012?	<input type="checkbox"/> 1c	<input checked="" type="checkbox"/> 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	<input type="checkbox"/> 2b	<input type="checkbox"/> 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"/> 3b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	<input type="checkbox"/> 4a	<input type="checkbox"/> N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4b	<input checked="" type="checkbox"/> 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 2012?		

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

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

If "Yes" to 6b, file Form 8870.

Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDITH H. OVERLY	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L				
BOSTON, MA 02110	1.00	0.	0.	0.
F. DAVIS DASSORI (RESIGNED)	TRUSTEE			
CHOATE HALL & STEWART LLP TWO INT'L				
BOSTON, MA 02110	1.00	0.	0.	0.
WILLIAM A. LOWELL	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

Form 990-PF (2012)

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.

Expenses

1	N/A	
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.

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3

►

0.

Form 990-PF (2012)

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	10,154,891.
b	Average of monthly cash balances	1b	509,590.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,664,481.
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	10,664,481.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,967.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,504,514.
6	Minimum investment return. Enter 5% of line 5	6	525,226.

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	525,226.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,137.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,137.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	521,089.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	521,089.
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	521,089.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	642,689.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	642,689.
b	Cash distribution test (attach the required schedule)	5	4,137.
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	638,552.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				521,089.
2 Undistributed income, if any, as of the end of 2012			59,207.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 642,689.			59,207.	
a Applied to 2011, 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)	0.			
d Applied to 2012 distributable amount				521,089.
e Remaining amount distributed out of corpus	62,393.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	62,393.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	62,393.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	62,393.			

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
a Paid during the year				
AMERICAN ALPINE CLUB 710 10TH STREET, SUITE 100 GOLDEN, CO 80401	NONE	PUBLIC	GENERAL	40,000.
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PUBLIC	GENERAL	10,000.
SUDBURY VALLEY TRUSTEES 18 WOLBACH ROAD SUDBURY, MA 01776-2429	NONE	PUBLIC	GENERAL	20,000.
WATHOUR-MOSS FOUNDATION PO BOX 1744 SOUTHERN PINES, NC 28388	NONE	PUBLIC	GENERAL	10,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON VA 22203-1606	NONE	PUBLIC	GENERAL	20,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 630,000.
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	
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					
4 Dividends and interest from securities					
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					
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.	514,608.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	514,608.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAROLINA HORSE PARK FOUNDATION PO BOX 2468 <u>SOUTHERN PINES, NC 28388</u>	NONE	PUBLIC	GENERAL	10,000.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET <u>BEVERLY, MA 01915-1530</u>	NONE	PUBLIC	GENERAL	15,000.
MEMORIAL SLOAN-LETTERING CANCER CENTER 1275 YORK AVENUE <u>NEW YORK, NY 10065</u>	NONE	PUBLIC	GENERAL	25,000.
MASSACHUSETTS EYE & EAR INFIRMARY FOUNDATION 243 CHARLES STREET <u>BOSTON, MA 02114</u>	NONE	PUBLIC	GENERAL	30,000.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET <u>BOSTON, MA 02114</u>	NONE	PUBLIC	MGH CANCER CENTER	10,000.
AMERICAN CANCER SOCIETY 30 SPEEN STREET <u>FRAMINGHAM, MA 01701</u>	NONE	PUBLIC	GENERAL	35,000.
SPAULDING REHABILITATION HOSPITAL 125 NASHUA STREET <u>BOSTON, MA 02114</u>	NONE	PUBLIC	GENERAL	30,000.
DANA-FARBER CANCER CENTER 450 BROOKLINE AVENUE <u>BOSTON, MA 02215-5450</u>	NONE	PUBLIC	GENERAL	25,000.
BOSTON SYMPHONY ORCHESTRA SYMPHONY HALL, 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC	GENERAL	20,000.
THE METROPOLITAN OPERA LINCOLN CENTER PLAZA <u>NEW YORK, NY 10023</u>	NONE	PUBLIC	GENERAL	25,000.
<u>Total from continuation sheets</u>				530,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOSTON CECILIA EDWARDS WILDMAN PALMER LLP 111 HUNTINGTON AVENUE BOSTON, MA 02199	NONE	PUBLIC	GENERAL	5,000.
WGBH ONE GUEST STREET BRIGHTON, MA 02135	NONE	PUBLIC	GENERAL	30,000.
BOSTON ATHENAEUM 10 1/2 BEACON STREET BOSTON, MA 02108	NONE	PUBLIC	GENERAL	20,000.
MUSEUM OF SCIENCE 11 SCIENCE PARK BOSTON, MA 02114	NONE	PUBLIC	GENERAL	25,000.
ROBERT TREAT PAINE HISTORICAL TRUST 100 ROBERT TREAT PAINE DRIVE WALTHAM, MA 02452	NONE	PUBLIC	GENERAL	20,000.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC	GENERAL	15,000.
OLD STURBRIDGE VILLAGE 1 OLD STURBRIDGE VILLAGE ROAD STURBRIDGE, MA 01566	NONE	PUBLIC	GENERAL	15,000.
NEW ENGLAND AQUARIUM 1 CENTRAL WHARF BOSTON, MA 02110	NONE	PUBLIC	GENERAL	10,000.
SHADY HILL SCHOOL 178 COOLIDGE HILL ROAD CAMBRIDGE, MA 02138	NONE	PUBLIC	GENERAL	15,000.
WINSOR SCHOOL 102 PILGRIM ROAD BOSTON, MA 02215	NONE	PUBLIC	GENERAL	15,000.
Total from continuation sheets				

<div[](https://www.govt.nz/assets/govtweb/govtweb-1.1.1/images/section-headers/Part-XV-Supplementary-Information-Header-Image.png)

3 Grants and Contributions Paid During the Year (Continuation)

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

SOURCE	AMOUNT
BLACKROCK FEDERAL TRUST FUND	66.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	66.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST RETURN OF CAPITAL	327,650. 612.	24,308. 0.	303,342. 612.
TOTAL TO FM 990-PF, PART I, LN 4	328,262.	24,308.	303,954.

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	6,436.	3,218.		3,218.
TO FORM 990-PF, PG 1, LN 16B	6,436.	3,218.		3,218.

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-INV'T MGMT, RCRDKEEPING, CUSTODY &	94,007.	84,606.		9,401.
TO FORM 990-PF, PG 1, LN 16C	94,007.	84,606.		9,401.

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	12,427.	12,427.		0.
EXCISE TAX ON NET INVESTMENT INCOME	12,100.	0.		0.
TO FORM 990-PF, PG 1, LN 18	24,527.	12,427.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

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

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

7

DESCRIPTION

AMOUNT

2011 INTEREST RECEIVED IN 2012	3.
2011 DIVIDENDS RECEIVED IN 2012	5,667.
PROCEEDS FROM VOIDED CHECK	250.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,922.

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

DESCRIPTION	AMOUNT
2012 DIVIDENDS RECEIVED IN 2013	6,519.
ADJUSTMENT TO BASIS FOR RETURN OF CAPITAL	2,812.
TOTAL TO FORM 990-PF, PART III, LINE 5	9,331.

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

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	8,711,676.	10,252,228.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,711,676.	10,252,228.

FROM 01/01/2012
TO 12/31/2012

CHOATE, HALL & STEWART LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
EDITH H. OVERLY FOUNDATION TRUST
TRUST YEAR ENDING 12/31/2012

PAGE 39
RUN 05/07/2013
03.50:49 PM

TAX PREPARER TPK
TRUST ADMINISTRATOR: 38
INVESTMENT OFFICER

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
19485 0000 CREDIT SUISSE COMM RET ST-I - 22544R305 - MINOR = 64							
SOLD	02/07/2012	165622.50					
ACQ	11132.1780	01/27/2011	94623.51	102750.00	-8126.49	LT15	Y
	3738 4280	07/05/2011	31776.64	34730.00	-2953.36	ST	Y
	4614 3940	07/16/2009	39222.35	35715.41	3506.94	LT15	Y
9753 3590 FIDELITY ADV GLOB COMM ST 31618H606 - MINOR = 64							
SOLD	02/07/2012	154005.54					
ACQ	1549.8820	07/07/2010	24472.64	19730.00	4742.64	LT15	Y
	6287.8140	02/04/2010	99284.58	85137.00	14147.58	LT15	Y
	1915.6630	07/05/2011	30248.32	33390.00	-3141.68	ST	Y
5440 0000 ISHARES CORE S&P 500 ETF - 464287200 - MINOR = 63							
SOLD	02/07/2012	735526.11					
ACQ	4945 0000	01/08/2010	668598.64	566400.30	102198.34	LT15	Y
	495.0000	01/08/2010	66927.47	56697.30	10230.17	LT15	Y
735.0000 ISHARES CORE S&P SMALL-CAP ETF - 464287804 - MINOR = 63							
SOLD	02/07/2012	55815.63					
ACQ	420.0000	07/14/2009	31894.65	18420.99	13473.66	LT15	Y
	130.0000	01/08/2010	9872.15	7305.69	2566.46	LT15	Y
	185.0000	01/26/2009	14048.83	7220.23	6828.60	LT15	Y
2970 0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59							
SOLD	02/07/2012	59489.10					
ACQ	2970 0000	01/28/2009	59489.10	28218.99	31270.11	LT15	Y
FOUND UPDATE 02/23/12							
1245.0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD	02/07/2012	219875.08					
ACQ	1045 0000	01/26/2009	184553.78	95313.93	89239.85	LT15	Y
	200.0000	01/26/2009	35321.30	18241.90	17079.40	LT15	Y
1390.0000 VANGUARD DIVIDEND APPREC ETF - 921908844 - MINOR = 63							
SOLD	02/07/2012	79435.30					
ACQ	1390.0000	07/07/2010	79435.30	62424.90	17010.40	LT15	Y
8990.0000 WELLS FARGO INTL BOND FUND-INST - 94985D582 - MINOR = 64							
SOLD	02/07/2012	104463.80					
ACQ	532 1370	07/05/2011	6183.43	6375.00	-191.57	ST	Y
	8457 8630	01/27/2011	98280.37	96927.11	1353.26	LT15	Y
3195.0000 WISDOMTREE JAPAN HEDGED EQUITY FUND - 97717W851 - MINOR = 63							
SOLD	02/07/2012	106231.71					
ACQ	3195.0000	03/16/2011	106231.71	106984.27	-752.56	ST	Y
11515.0000 ISHARES MSCI GERMANY - 464286806 - MINOR = 63							
SOLD	04/19/2012	254632.26					
ACQ	4060 0000	07/07/2010	89779.16	80063.20	9715.96	LT15	Y
	150.0000	07/05/2011	3316.96	4057.50	-740.54	ST	Y
	7305.0000	02/07/2012	161536.14	164800.80	-3264.66	ST	
.0000 CARDINAL HEALTH INC COM - 14149Y108 - MINOR = 43							
SOLD	04/26/2012	449.53					
ACQ	.0000	449.53	0.00	449.53	449.53	LT15	Y
CHANGED 12/05/12 SMC							
2185.0000 FIDELITY HIGH INCOME FUND - 316146406 - MINOR = 64							
SOLD	08/17/2012	19992.75					
ACQ	2185 0000	02/09/2012	19992.75	19599.45	393.30	ST	
9145.0000 GATEWAY FUND Y - 367829884 - MINOR = 59							
SOLD	08/17/2012	251396.05					
ACQ	9145.0000	02/09/2012	251396.05	245177.45	6218.60	ST	
4730.0000 GOLDMAN SACHS LOC EMG MK-I - 38145N303 - MINOR = 64							
SOLD	08/17/2012	44225.50					
ACQ	4730.0000	01/27/2011	44225.50	44320.10	-94.60	LT15	Y
1020 0000 ISHARES MSCI CANADA INDEX FUND - 464286509 - MINOR = 63							
SOLD	08/17/2012	28185.94					
ACQ	1020 0000	01/26/2009	28185.94	16953.62	11232.32	LT15	Y
2155 0000 ISHARES CORE S&P 500 ETF - 464287200 - MINOR = 63							
SOLD	08/17/2012	307325.42					
ACQ	2155 0000	01/08/2010	307325.42	246833.70	60491.72	LT15	Y
34735.0000 ISHARES MSCI EAFE INDEX FUND - 464287465 - MINOR = 63							
SOLD	08/17/2012	1812442.07					
ACQ	34735 0000	07/05/2011	1812442.07	2103228.57	-290786.50	LT15	Y
50 0000 ISHARES CORE S&P SMALL-CAP ETF - 464287804 - MINOR = 63							
SOLD	08/17/2012	3772.41					
ACQ	50 0000	01/26/2009	3772.41	1951.42	1820.99	LT15	Y
3605 0000 MFS INTL VALUE I - 55273E822 - MINOR = 61							
SOLD	08/17/2012	98236.25					
ACQ	3605.0000	04/23/2012	98236.25	94775.45	3460.80	ST	
4485 0000 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 66							
SOLD	08/17/2012	50949.60					
ACQ	1982 4240	07/16/2009	22520.34	20835.28	1685.06	LT15	Y
	631.2440	07/05/2011	7170.93	6950.00	220.93	LT15	Y
	1871.3320	09/25/2008	21258.33	19387.00	1871.33	LT15	Y
71816 8990 T ROWE INSTI AFR&MID EAST - 74144Q609 - MINOR = 61							
SOLD	08/17/2012	395711.11					
ACQ	1869 1590	01/08/2010	10299.07	10000.00	299.07	LT15	Y
	21638.8370	07/07/2010	119229.99	115335.00	3894.99	LT15	Y
	13434.7830	07/16/2009	74025.65	61800.00	12225.65	LT15	Y
	34782 6080	07/16/2009	191652.17	160000.00	31652.17	LT15	Y
	91.5120	01/27/2011	504.23	532.60	-28.37	LT15	Y
3995.0000 T ROWE PRICE REAL ESTATE FUND - 779919109 - MINOR = 59							
SOLD	08/17/2012	84574.15					
ACQ	3995 0000	01/28/2009	84574.15	37818.56	46755.59	LT15	Y

FOUND UPDATE 02/16/13

FROM 01/01/2012
TO 12/31/2012

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

PAGE 40
RUN 05/07/2013
03 50-49 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: TPK
TRUST ADMINISTRATOR 38
INVESTMENT OFFICER:

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
2105.0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863 - MINOR = 63							
SOLD		08/17/2012	81522.93				
ACQ	700 0000	09/23/2008	27109.76	28738.91	-1629 15	LT15	Y
	995.0000	01/26/2009	38534.59	23986.36	14548 23	LT15	Y
	410.0000	01/26/2009	15878.58	9883.82	5994.76	LT15	Y
35 0000 SPDR S&P MIDCAP 400 ETF TRUST - 78467Y107 - MINOR = 63							
SOLD		08/17/2012	6213 76				
ACQ	35.0000	01/26/2009	6213 76	3192.33	3021.43	LT15	Y
4690 0000 VANGUARD TOTL BD MKT IDX - 921937868 - MINOR = 66							
SOLD		08/17/2012	52012 10				
ACQ	689.5430	07/05/2011	7647.03	7385.00	262 03	LT15	Y
	4000 4570	01/08/2010	44365 07	41564.75	2800 32	LT15	Y
2020 0000 VANGUARD FTSE ALL WORLD X-US SC - 922042718 - MINOR = 63							
SOLD		08/17/2012	170669 00				
ACQ	1255 0000	07/05/2011	106034.45	130306.65	-24272 20	LT15	Y
	765.0000	01/24/2011	64634.55	76138.23	-11503 68	LT15	Y
0000 CARDINAL HEALTH INC COM - 14149Y108 - MINOR = 43							
SOLD		10/16/2012	500 45				
ACQ	0000		500 45	0 00	500 45	LT15	Y
CHANGED 12/05/12 SMC							
0000 CARDINAL HEALTH INC COM - 14149Y108 - MINOR = 43							
SOLD		10/16/2012	500 45				
ACQ	.0000		500 45	0.00	500 45	LT15	Y
CHANGED 12/05/12 SMC							
.0000 LUCENT TECHNOLOGIES INC COM - 549463107							
SOLD		11/09/2012	102 92				
ACQ	0000		102.92	0.00	102 92	LT15	Y
CHANGED 12/05/12 SMC							
		TOTALS	5343879.42	5157598.77			
			=====	=====			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	-7779.71	0.00	187252.32	0.00	0.00	0 00*
COVERED FROM ABOVE	6808.04	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND		0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS		0.00	24307.86			0.00
	-971.67	0 00	211560.18	0 00	0.00	0.00
	=====	=====	=====	=====	=====	=====

Asset Detail**Statement of Value and Activity**

December 1, 2012 - December 31, 2012

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	421,619.58	\$421,619.58	\$0.00	\$7.23	\$421,619.58	3.95%
Total Cash & Equivalents			\$0.00	\$7.23	\$421,619.58	3.95%
Fixed Income						
Other Taxable						
PIMCO Total Return Fund TICKER: PTTRX	12,656.77	\$142,262.04	\$11,137.96	\$334.18	\$131,124.08	1.33%
Vanguard Total Bond Market Index Fund TICKER: VBTSX	12,964.03	\$143,771.06	\$10,937.57	\$290.04	\$132,833.49	1.35%
Other International						
Credit Suisse Commodity Return Strategy I TICKER: CRSOX	57,286.46	\$460,010.25	\$19,267.62	\$0.00	\$440,742.63	4.31%
Total Fixed Income		\$460,010.25	\$19,267.62	\$0.00	\$440,742.63	4.31%

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

December 1, 2012 - December 31, 2012

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
<i>Equity</i>						
U.S. Small Capitalization						
iShares Core S&P Small-Cap ETF	1,365.00	\$106,606.50	\$53,332.88	\$0.00	\$53,273.62	1.00%
TICKER: IJR		\$106,606.50	\$53,332.88	\$0.00	\$53,273.62	1.00%
U.S. Mid Capitalization						
Midcap SPDR Trust Series 1	750.00	\$139,282.50	\$70,875.38	\$611.72	\$68,407.12	1.30%
TICKER: MDY		\$139,282.50	\$70,875.38	\$611.72	\$68,407.12	1.30%
U.S. Large Capitalization						
iShares Core S&P 500 ETF	17,178.00	\$2,458,858.92	\$566,496.37	\$0.00	\$1,892,362.55	23.05%
TICKER: IVV						
Powershares Buyback Achievers Portfolio	11,370.00	\$338,826.00	\$1,025.57	\$0.00	\$337,800.43	3.17%
TICKER: PKW						
Vanguard Dividend Appreciation Index Fund	4,895.00	\$291,595.15	\$71,760.70	\$0.00	\$219,834.45	2.73%
TICKER: VIG						
International Emerging						
Lazard Emerging Markets Equity Inst	18,536.65	\$362,206.22	\$134,079.22	\$0.00	\$228,127.00	3.39%
TICKER: LZEMX						
Vanguard MSCI Emerging Markets ETF	11,390.00	\$507,196.70	\$89,487.09	\$0.00	\$417,709.61	4.75%
TICKER: VWO						

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

December 1, 2012 - December 31, 2012

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Virtus Emerging Markets Opportunity Fund	25,663.53	\$264,590.99	\$18,515.99	\$0.00	\$246,075.00	2.48%
TICKER: HIEMX						
Wisdomtree Emerging Mkts Small Cap Dividend Fund	4,125.00	\$203,940.00	\$14,880.97	\$0.00	\$189,059.03	1.91%
TICKER: DGS						
<i>International Developed</i>						
iShares MSCI Canada Index Fund	2,635.00	\$74,834.00	\$31,037.15	\$0.00	\$43,796.85	0.70%
TICKER: EWC						
iShares TR MSCI EAFE Growth Index	3,760.00	\$225,750.40	\$16,589.50	\$0.00	\$209,160.90	2.11%
TICKER: EFG						
MFS International Value Fund	13,938.26	\$392,640.73	\$28,936.18	\$616.90	\$363,704.55	3.68%
TICKER: MINIX						
Vanguard MSCI EAFE ETF	35,435.00	\$1,248,375.05	\$75,639.55	\$0.00	\$1,172,735.50	11.70%
TICKER: VEA						
<i>International Small Cap</i>						
Vanguard FTSE All World Ex-Us Small-Cap ETF	3,095.00	\$281,304.55	\$37,427.99	\$0.00	\$243,876.56	2.64%
TICKER: VSS						
Total Equity		\$281,304.55	\$37,427.99	\$0.00	\$243,876.56	2.64%

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

December 1, 2012 - December 31, 2012

Description	Shares/Quantity	Market Value	Unrealized GL	Accrued Income	Cost Basis	% of Account
<i>Alternative</i>						
Global Real Estate						
T Rowe Price Real Estate Fund	6,194.67	\$130,149.93	\$72,391.74	\$0.00	\$57,758.19	1.22%
TICKER: TRREX						
Vanguard Global Ex-U.S. Real Estate	2,610.00	\$143,628.30	\$12,372.44	\$0.00	\$131,255.86	1.35%
ETF						
TICKER: VNQI						
	\$273,778.23	\$84,764.18		\$0.00	\$189,014.05	2.57%
<i>International Bonds</i>						
Fidelity High Income Fund	44,846.77	\$418,868.85	\$16,593.30	\$1,914.57	\$402,275.55	3.92%
TICKER: SPHX						
Wells Fargo Int'l Bond Fund	50,932.72	\$594,894.18	\$25,859.71	\$0.00	\$569,034.47	5.57%
TICKER: ESICX						
	\$1,013,763.03	\$42,453.01		\$1,914.57	\$971,310.02	9.49%
<i>Emerging Market Bonds</i>						
Goldman Sachs Local Emerging Markets	29,670.73	\$292,553.42	\$14,538.67	\$1,223.52	\$278,014.75	2.74%
Debt Fund						
TICKER: GIMDX						
MFS Emerging Markets Debt Fund	26,444.29	\$431,835.32	\$109,799.05	\$2,159.84	\$322,036.27	4.05%
TICKER: MEDIX						
	\$724,388.74	\$124,337.72		\$3,383.36	\$600,051.02	6.79%
<i>Hedged Equity</i>						
Gateway Fund	5,607.33	\$152,014.74	\$1,682.19	\$0.00	\$150,332.55	1.42%
TICKER: GTEYX						
	\$152,014.74	\$1,682.19		\$0.00	\$150,332.55	1.42%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Frontier Markets						
Templeton Frontier Markets Fund	27,820.00	\$446,232.80	\$35,887.80	\$0.00	\$410,345.00	4.18%
TICKER: FFRZX						
		\$446,232.80	\$35,887.80	\$0.00	\$410,345.00	4.18%
Total Alternative						
		\$2,610,177.54	\$289,124.90	\$5,297.93	\$2,321,052.64	24.45%
Total All Assets						
		\$10,673,848.18	\$1,540,552.59	\$7,158.00	\$9,133,295.59	100.00%

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 File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions EDITH H. OVERLY FOUNDATION	Employer identification number (EIN) or 22-3043340
	Number, street, and room or suite no. If a P O box, see instructions. CHOATE LLP PO BOX 961019	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2013, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2012 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	\$ 4,137.
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	\$ 8,757.
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	\$ 0.

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. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II: Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions EDITH H. OVERLY FOUNDATION	Employer identification number (EIN) or 22-3043340
	Number, street, and room or suite no. If a P.O. box, see instructions. CHOATE LLP PO BOX 961019	Social security number (SSN)
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

7 State in detail why you need the extension

INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN HAS NOT BEEN RECEIVED FROM ALL SOURCES.

8a 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	8a	\$	4,137.
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 and any amount paid previously with Form 8868.	8b	\$	8,757.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► *Patricia L. Lewis*

Title ► CPA

Date ► **8-13-13**

Form 8868 (Rev. 1-2013)