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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation Edith H. Overly Foundation		A Employer identification number 22-3043340
Number and street (or P.O. box number if mail is not delivered to street address) Choate LLP PO Box 961019	Room/suite	B Telephone number (617) 248-4760
City or town, state or province, country, and ZIP or foreign postal code Boston, MA 02196		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,908,304.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		130,508.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		606.	606.		Statement 1
4 Dividends and interest from securities		231,094.	231,094.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		122,867.			
b Gross sales price for all assets on line 6a		3,082,081.			
7 Capital gain net income (from Part IV, line 2)			122,867.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		541.	541.		Statement 3
12 Total. Add lines 1 through 11		485,616.	355,108.		
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 4		1,800.	900.		900.
c Other professional fees Stmt 5		95,209.	85,688.		9,521.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		250.	0.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		97,259.	86,588.		10,671.
25 Contributions, gifts, grants paid		642,000.			642,000.
26 Total expenses and disbursements. Add lines 24 and 25		739,259.	86,588.		652,671.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<253,643.>			
b Net investment income (if negative, enter -0-)			268,520.		
c Adjusted net income (if negative, enter -0-)				N/A	

ENVELOPE FEB 10 2017
POSTMARK DATE

SCANNED FEB 21 2017

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	412,378.	347,098.	347,098.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	8,608,616.	7,548,126.	7,548,126.
	c Investments - corporate bonds Stmt 8	272,736.	405,850.	405,850.
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9		1,409,709.	2,607,230.	2,607,230.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		10,703,439.	10,908,304.	10,908,304.
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	10,660,086.	10,865,023.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	43,353.	43,281.		
30 Total net assets or fund balances	10,703,439.	10,908,304.		
31 Total liabilities and net assets/fund balances	10,703,439.	10,908,304.		

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	10,703,439.
2 Enter amount from Part I, line 27a	2	<253,643.>
3 Other increases not included in line 2 (itemize) ▶ Unrealized Loss on Investments	3	458,508.
4 Add lines 1, 2, and 3	4	10,908,304.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,908,304.

Form 990-PF (2016)

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 Publicly Traded Securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,082,081.		2,959,214.	122,867.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			122,867.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	122,867.
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))
2015	644,852.	11,239,178.	.057375
2014	631,499.	11,849,099.	.053295
2013	635,615.	11,126,908.	.057124
2012	642,689.	10,504,514.	.061182
2011	336,225.	10,628,823.	.031633

2 Total of line 1, column (d)	2	.260609
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	.052122
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	10,687,524.
5 Multiply line 4 by line 3	5	557,055.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,685.
7 Add lines 5 and 6	7	559,740.
8 Enter qualifying distributions from Part XII, line 4	8	652,671.

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. 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,685.
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-)		2	0.
3 Add lines 1 and 2		3	2,685.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,685.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	7,280.	
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	7,280.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,595.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 4,595. Refunded <input checked="" type="checkbox"/> 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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► Choate Hall & Stewart LLP Telephone no. ► (617) 248-4760 Located at ► Two International Place, Boston, MA ZIP+4 ► 02110		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input 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	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?	4b	X

Form 990-PF (2016)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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

6b

If "Yes" to 6b, file Form 8870

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?

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.
William A. Lowell	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.

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 (2016)

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
Choate Hall & Stewart LLP Two International Place, Boston, MA 02110	Invest Mgmnt, Record keeping	95,209.

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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2016)

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	10,515,694.
b	Average of monthly cash balances	1b	334,584.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,850,278.
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	10,850,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	162,754.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,687,524.
6	Minimum investment return. Enter 5% of line 5	6	534,376.

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	534,376.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,685.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,685.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	531,691.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	531,691.
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	531,691.

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	652,671.
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	652,671.
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	2,685.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	649,986.

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.

Form 990-PF (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				531,691.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	62,393.			
c From 2013	87,678.			
d From 2014	56,790.			
e From 2015	88,333.			
f Total of lines 3a through e	295,194.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 652,671.				
a Applied to 2015, but not more than line 2a			0.	
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 2016 distributable amount				531,691.
e Remaining amount distributed out of corpus	120,980.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	416,174.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	416,174.			
10 Analysis of line 9:				
a Excess from 2012	62,393.			
b Excess from 2013	87,678.			
c Excess from 2014	56,790.			
d Excess from 2015	88,333.			
e Excess from 2016	120,980.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
American Alpine Club 710 Tenth Street, Suite 100 Golden, CO 80401	N/A	PC	General	40,000.
American Cancer Society 30 Speen Street Framingham, MA 01701	N/A	PC	General	35,000.
Appalachian Mountain Club 5 Joy Street Boston, MA 02108	N/A	PC	General	10,000.
Boston Athenaeum 10 1/2 Beacon Street Boston, MA 02108	N/A	PC	General	20,000.
Boston Cecilia 1773 Beacon Street Brookline, MA 02445	N/A	PC	General	5,000.
Total	See continuation sheet(s)			642,000.
b Approved for future payment				
None				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Boston Midsummer Opera P.O. Box 301 Charles Street Station Boston, MA 02114	N/A	PC	General	2,000.
Boston Symphony Orchestra Symphony Hall, 301 Mass Avenue Boston, MA 02115	N/A	PC	General	20,000.
Caritas Communities 100 Wood Road, Suite 300 Braintree, MA 02184	N/A	PC	General	10,000.
Carolina Horse Park Foundation 2814 Montrose Road Raeford, NC 28376	N/A	PC	General	10,000.
Dana Farber Cancer Center 450 Brookline Avenue Boston, MA 02215-5450	N/A	PC	General	25,000.
Massachusetts Eye & Ear Infirmary Foundation 243 Charles Street Boston, MA 02114	N/A	PC	General	30,000.
Massachusetts General Hospital 55 Fruit Street Boston, MA 02114	N/A	PC	MGH Cancer Center	10,000.
Memorial Sloan-Kittering Cancer Center 1275 York Avenue New York City, NY 10065	N/A	PC	General	25,000.
Museum Of Fine Arts 465 Huntington Avenue Boston, MA 02115	N/A	PC	General	15,000.
Museum Of Science 1 Science Park Boston, MA 02114	N/A	PC	General	25,000.
Total from continuation sheets				532,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
New England Aquarium 1 Central Wharf Boston, MA 02110	N/A	PC	General	10,000.
Old Sturbridge Village 1 Old Sturbridge Village Road Sturbridge, MA 01566	N/A	PC	General	15,000.
Outward Bound P.O. Box 127 Boston, MA 02127	N/A	PC	General	15,000.
Robert Treat Paine Historical Trust 100 Robert Treat Paine Drive Waltham, MA 02452	N/A	PC	General	25,000.
Shady Hill School 178 Coolidge Hill Road Cambridge, MA 02138	N/A	PC	General	15,000.
Spaulding Rehabilitation Hospital 125 Nashua Street Boston, MA 02114	N/A	PC	General	30,000.
Sudbury Valley Trustees 18 Wolbach Road Sudbury, MA 01776	N/A	PC	General	20,000.
The Metropolitan Opera Lincoln Center Plaza New York City, NY 10023	N/A	PC	General	25,000.
The Nature Conservancy 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	N/A	PC	General	20,000.
Trustees Of Reservations 572 Essex Street Beverly, MA 01915-1530	N/A	PC	General	15,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Trustees Of Tufts College 169 Holland Street Somerville, MA 02144-2401	N/A	PC	General	90,000.
Walthour-Moss Foundation P.O. Box 1744 Southern Pines, NC 28388	N/A	PC	General	10,000.
WGBH Education Foundation 1 Guest Street Boston, MA 02135	N/A	PC	General	30,000.
Winsor School 102 Pilgrim Road Boston, MA 02215	N/A	PC	General	15,000.
World Wildlife Fund 1250 24th Street NW, P.O. Box 87180 Washington, DC 20090-7180	N/A	PC	General	25,000.
Total from continuation sheets				

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2016

Name of the organization

Edith H. Overly Foundation

Employer identification number

22-3043340

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization	Employer identification number
Edith H. Overly Foundation	22-3043340

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Edith H. Overly Trust Choate LLP, Two Int'l Place Boston, MA 02110	\$ 130,508.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

22-3043340

[illegible]

Name of organization	Employer identification number
Edith H. Overly Foundation	22-3043340

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest Income	606.	606.	
Total to Part I, line 3	606.	606.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Dividend Income	231,094.	0.	231,094.	231,094.	
To Part I, line 4	231,094.	0.	231,094.	231,094.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Class Action Settlement Income	541.	541.	
Total to Form 990-PF, Part I, line 11	541.	541.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Prep Fees	1,800.	900.		900.
To Form 990-PF, Pg 1, ln 16b	1,800.	900.		900.

Form 990-PF	Other Professional Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Invt Mgmt, Recordkeeping, Custody Fees	95,209.	85,688.		9,521.
To Form 990-PF, Pg 1, ln 16c	95,209.	85,688.		9,521.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MA Filing Fee	250.	0.		250.
To Form 990-PF, Pg 1, ln 23	250.	0.		250.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Corporate Stock - See Statement 10	7,548,126.	7,548,126.
Total to Form 990-PF, Part II, line 10b	7,548,126.	7,548,126.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
Corporate Bonds - See Statement 10	405,850.	405,850.
Total to Form 990-PF, Part II, line 10c	405,850.	405,850.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Other Investments - See Statement 10	FMV	2,607,230.	2,607,230.
Total to Form 990-PF, Part II, line 13		2,607,230.	2,607,230.

Asset Detail

Statement of Value and Activity

December 1, 2016 - December 31, 2016

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	347,096.52	\$347,096.52	\$0.00	\$79.74	\$347,096.52	3.18%
Total Cash & Equivalents		\$347,096.52	\$0.00	\$79.74	\$347,096.52	3.18%
US Bonds						
Other Taxable						
USAA Intermediate-Term Bond Fund TICKER: UIITX	12,668.07	\$132,127.97	-\$3,167.03	\$336.43	\$135,295.00	1.21%
Vanguard Intermediate-Term Treasury Fund TICKER: VFILX	24,681.88	\$273,721.99	-\$9,575.95	\$237.51	\$283,297.94	2.51%
Total US Bonds		\$405,849.96	-\$12,742.98	\$573.94	\$418,592.94	3.72%
Global Stocks						
U.S. Small Capitalization						
iShares Core S&P Small-Cap ETF TICKER: IJR	1,010.00	\$138,895.20	\$23,096.19	\$0.00	\$115,799.01	1.27%
U.S. Mid Capitalization						
Midcap SPDR Trust Series 1 TICKER: MDY	1,015.00	\$306,255.95	\$35,218.04	\$1,182.19	\$271,037.91	2.81%
Total Global Stocks		\$445,151.15	\$58,314.23	\$1,182.19	\$386,836.92	4.08%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2016 - December 31, 2016

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
<i>U.S. Large Capitalization</i>						
iShares Core S&P 500 ETF TICKER: IVV	17,163.00	\$3,861,503.37	\$1,901,609.24	\$0.00	\$1,959,894.13	35.41%
Powershares Buyback Achievers Portfolio	6,460.00	\$325,971.60	\$134,046.29	\$0.00	\$191,925.31	2.99%
TICKER: PKW						
Vanguard 500 Index Fund TICKER: VFIAX	8.00	\$1,652.56	\$958.28	\$0.00	\$694.28	0.02%
		\$4,189,127.53	\$2,036,613.81	\$0.00	\$2,152,513.72	38.42%
<i>International Emerging</i>						
iShares Core MSCI Emerging Markets ETF	7,735.00	\$328,350.75	\$6,017.05	\$0.00	\$322,333.70	3.01%
TICKER: IEMG						
Van ECK Emerging Markets Fund TICKER: EMRIX	24,006.33	\$312,082.28	-\$10,322.72	\$0.00	\$322,405.00	2.86%
		\$640,433.03	-\$4,305.67	\$0.00	\$644,738.70	5.87%
<i>International Developed</i>						
Artisan International Value Fund TICKER: ARTKX	18,212.70	\$590,455.67	-\$97,984.33	\$0.00	\$688,440.00	5.41%
MFS International Value Fund TICKER: MINIX	6,448.70	\$235,635.61	\$68,356.24	\$349.84	\$167,279.37	2.16%
Pear Tree Polaris Foreign Value Fund TICKER: QFVIX	30,084.01	\$534,291.96	\$8,846.96	\$0.00	\$525,445.00	4.90%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2016 - December 31, 2016

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
TIAA-CREF International Equity Index Fund TICKER: TCIEX	35,340.46	\$584,884.63	-\$32,513.23	\$0.00	\$617,397.86	5.36%
<i>International Small Cap</i>		\$1,945,267.87	-\$53,294.36	\$349.84	\$1,998,562.23	17.83%
Fidelity Advisor International Small Cap Opportunities Fund TICKER: FOPIX	15,342.29	\$222,923.40	-\$2,761.60	\$0.00	\$225,685.00	2.04%
Harding Loevner International Small Companies Portfolio TICKER: HLMRX	8,175.85	\$105,223.22	-\$7,521.78	\$0.00	\$112,745.00	0.96%
<i>Total Global Stocks</i>		\$328,146.62	-\$10,283.38	\$0.00	\$338,430.00	3.00%
		\$7,548,126.20	\$2,027,044.63	\$1,532.03	\$5,521,081.57	69.20%
<i>Alternatives</i>						
Global Real Estate Third Avenue Real Estate Value Fund TICKER: TAREX	3,514.23	\$104,969.90	-\$2,495.10	\$0.00	\$107,465.00	0.96%
<i>Floating Rate Notes</i>						
T Rowe Price Institutional Floating Rate Fund TICKER: RPIFX	50,212.86	\$506,145.65	\$2,510.65	\$1,426.91	\$503,635.00	4.64%
		\$506,145.65	\$2,510.65	\$1,426.91	\$503,635.00	4.64%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2016 - December 31, 2016

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
<i>Frontier Markets</i>						
Morgan Stanley Institutional Fund Inc - Frontier Emerging Markets Portfolio TICKER MFMIX	5,075.19	\$88,257.57	-\$20,656.03	\$0.00	\$108,913.60	0.81%
T. Rowe Price Institutional Frontier Markets Equity Fund TICKER PRFFX	9,534.80	\$78,852.80	\$2,383.70	\$0.00	\$76,469.10	0.72%
		\$167,110.37	-\$18,272.33	\$0.00	\$185,382.70	1.53%
<i>High Yield</i>						
Artisan High Income Fund TICKER APDFX	29,537.00	\$291,234.80	\$11,814.80	\$1,398.51	\$279,420.00	2.67%
Eaton Vance High Income Opportunities Fund TICKER EIHIX	95,226.83	\$427,568.47	\$12,828.47	\$201.81	\$414,740.00	3.92%
		\$718,803.27	\$24,643.27	\$1,600.32	\$694,160.00	6.59%
<i>Low Volatility</i>						
iShares Edge MSCI Min Vol USA ETF TICKER USMV	5,495.00	\$248,483.90	\$44,346.85	\$0.00	\$204,137.05	2.28%
Powershares FTSE International Low Beta Equal Weight Portfolio TICKER IDLB	28,530.00	\$698,414.40	-\$18,456.94	\$0.00	\$716,871.34	6.40%
		\$946,898.30	\$25,889.91	\$0.00	\$921,008.39	8.68%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2016 - December 31, 2016

<i>Description</i>	<i>Shares/Quantity</i>	<i>Market Value</i>	<i>Unrealized G/L</i>	<i>Accrued Income</i>	<i>Cost Basis</i>	<i>% of Account</i>
<i>Opportunistic Equity</i>						
Guggenheim S&P Global Water Indx ETF TICKER: CGW	5,740 00	\$163,303 00	-\$5,800 84	\$0.00	\$169,103 84	1.50%
		\$163,303.00	-\$5,800.84	\$0 00	\$169,103 84	1.50%
Total Alternatives		\$2,607,230 49	\$26,475.56	\$3,027.23	\$2,580,754.93	23.90%
Total All Assets		\$10,908,303.17	\$2,040,777.21	\$5,212.94	\$8,867,525.96	100.00%