Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: The William Bingham Foundation

Number and street (or P O box number if mail is not delivered to street address): 20325 Center Ridge Road — Room/suite: 629

City or town, state, and ZIP code: Rocky River, OH 44116

A Employer identification number: 34-6513791

B Telephone number: (440) 331-6350

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 ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 19,325,599.62

J Accounting method: [ ] Cash [ ] Accrual [X] Other (specify) Modified Cash
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,874.15	2,874.15		Statement 1
	4 Dividends and interest from securities	374,777.17	374,777.17		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	204,555.96			
	b Gross sales price for all assets on line 6a 10267123.94				
	7 Capital gain net income (from Part IV, line 2)		204,555.96		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	582,207.28	582,207.28		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,773.69	1,877.21		3,896.48
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	22,205.40	2,808.00		19,397.40
	b Accounting fees Stmt 4	11,608.69	916.30		10,692.39
	c Other professional fees Stmt 5	256,712.15	135,571.23		121,140.92
	17 Interest				
	18 Taxes Stmt 6	14,773.45	6,133.90		0.00
	19 Depreciation and depletion	195.62	0.00		
	20 Occupancy				
	21 Travel, conferences, and meetings	7,063.36	912.63		6,150.73
	22 Printing and publications				
	23 Other expenses Stmt 7	8,340.57	2,010.69		6,329.88
	24 **Total operating and administrative expenses.** Add lines 13 through 23	326,672.93	150,229.96		167,607.80
	25 Contributions, gifts, grants paid	655,853.00			655,853.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	982,525.93	150,229.96		823,460.80
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<400,318.65>			
	b **Net investment income** (if negative, enter -0-)		431,977.32		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,181.58	11,079.86	11,079.86
	2	Savings and temporary cash investments	3,411,664.51	2,814,915.93	2,814,915.93
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	60,841.91		
	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	7,000.00		
	10a	Investments - U.S. and state government obligations Stmt 9	5,720,274.08	6,337,074.97	6,678,687.00
	b	Investments - corporate stock Stmt 10	10,049,412.10	7,360,717.97	7,644,954.24
	c	Investments - corporate bonds Stmt 11	0.00	1,051,826.27	1,071,741.15
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 5,744.06			
		Less accumulated depreciation Stmt 12▶ 5,118.62	821.06	625.44	625.44
	15	Other assets (describe ▶ Statement 13)	1.00	1,172,769.70	1,103,596.00
	16	**Total assets** (to be completed by all filers)	19,251,196.24	18,749,010.14	19,325,599.62
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 ▶ Statement 14)	103,506.00	1,639.55	
	23	**Total liabilities** (add lines 17 through 22)	103,506.00	1,639.55	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds	19,147,690.24	18,747,370.59	
	30	**Total net assets or fund balances**	19,147,690.24	18,747,370.59	
	31	**Total liabilities and net assets/fund balances**	19,251,196.24	18,749,010.14	

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	19,147,690.24
2	Enter amount from Part I, line 27a	2	<400,318.65>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	18,747,371.59
5	Decreases not included in line 2 (itemize) ▶ See Statement 8	5	1.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,747,370.59

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				
b	See Attached Statement			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,267,123.94		10,062,567.98	204,555.96

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				204,555.96

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	204,555.96
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	960,208.66	19,695,761.00	.048752
2007	1,138,495.63	20,348,303.73	.055950
2006	521,775.34	19,718,557.55	.026461
2005	696,223.31	19,169,750.59	.036319
2004	1,293,536.77	18,881,541.19	.068508

2 **Total** of line 1, column (d)	2	.235990
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	.047198
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	17,744,607.09
5 Multiply line 4 by line 3	5	837,509.97
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,319.77
7 Add lines 5 and 6	7	841,829.74
8 Enter qualifying distributions from Part XII, line 4	8	823,460.80

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			1	8,639.55
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	0.00
3 Add lines 1 and 2			3	8,639.55
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	8,639.55
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,000.00		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.00		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	11,000.00
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	2,360.45
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		2,360.45 **Refunded** ▶	11	0.00

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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
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.*	2		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*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
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* See Statement 15	8b		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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.wbinghamfoundation.org

14 The books are in care of ▶ Laura H. Gilbertson Telephone no. ▶ (440) 331-6350

Located at ▶ 20325 Center Ridge Rd., #629, Rocky River, OH ZIP+4 ▶ 44116

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

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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
Schedule Attached	SEE SCHEDULE ~~0.00~~	99,773.85	20491.13	0.00

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

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
Blossom Business Office, Inc. - 20325 Cntr Rdg Rd, #629, Rocky River, OH 44116	Accounting, Taxes, Administrative	130000.00
Prentiss Smith & Co., Inc. 45 Walnut St., Brattleboro, VT 05301	Investment Advisor	91,490.46

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 ▶	0.00

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Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,929,972.38
b	Average of monthly cash balances	1b	3,084,857.15
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,014,829.53
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	18,014,829.53
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270,222.44
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,744,607.09
6	**Minimum investment return.** Enter 5% of line 5	6	887,230.35

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	887,230.35
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a 8,639.55		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	8,639.55
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	878,590.80
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	878,590.80
6	Deduction from distributable amount (see instructions)	6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	878,590.80

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	823,460.80
b	Program-related investments - total from Part IX-B	1b	0.00
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	823,460.80
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	823,460.80

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				878,590.80
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			74,956.77	
b Total for prior years: ____, ____, ____		0.00		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 823,460.80				
a Applied to 2008, but not more than line 2a			74,956.77	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				748,504.03
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				130,086.77
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

Schedule Attached

b The form in which applications should be submitted and information and materials they should include:

Schedule Attached

c Any submission deadlines:

Schedule Attached

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Schedule Attached

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				
Schedule Attached				655,853.00
Total			▶ 3a	655,853.00
b Approved for future payment				
Schedule Attached				102,500.00
Total			▶ 3b	102,500.00

Part XVI-A **Analysis of Income-Producing Activities**

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) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,874.15	
4 Dividends and interest from securities			14	374,777.17	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	204,555.96	
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)		0.00		582,207.28	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 582,207.28

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

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

C. Bingham Blossom | May 18 '10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 5-18-10	Check if self-employed ☒	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	Kirk A. Linn Consulting 20325 Center Ridge Rd., #629 Rocky River, OH 44116	EIN	
		Phone no.	(440) 331-8220

923622 02-02-10

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	Short-Term Sched. Attached- Charles Schwab	P	Various	Various
b	Long-Term Sched. Attached - Charles Schwab	P	Various	Various
c	Short-Term Sched. Attached- U.S. Trust	P	Various	Various
d	Long-Term Sched. Attached - U.S. Trust	P	Various	Various
e	Short-Term Sched. Attached- UST (account II)	P	Various	Various
f	Long-Term Sched. Attached - UST (account II)	P	Various	Various
g	Long-Term Sched. Attached - Misc. Class Actions	P	Various	Various
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1,935,423.71		1,687,722.15	247,701.56
b	2,203,801.57		2,262,664.62	<58,863.05>
c	3,623,332.51		3,739,513.27	<116,180.76>
d	360,026.20		382,839.08	<22,812.88>
e	1,644,190.22		1,471,431.06	172,759.16
f	500,037.20		518,397.80	<18,360.60>
g	312.53			312.53
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				247,701.56
b				<58,863.05>
c				<116,180.76>
d				<22,812.88>
e				172,759.16
f				<18,360.60>
g				312.53
h				
i				
j				
k				
l				
m				
n				
o				

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	204,555.96
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

2009 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	Furnishings	062388	200DB	7.00	17	274.95			274.95	274.95		0.00
	Gateway 2000											
4	Computer	091896	SL	5.00	16	2,218.00			2,218.00	2,218.00		0.00
	H.P. Laser Jet											
8	1100se Printer	022001	SL	5.00	16	454.00			454.00	454.00		0.00
	Dell Dimension 8200											
9	Computer	040202	SL	5.00	16	1,628.98			1,628.98	1,628.98		0.00
	Epson Inkjet											
10	Printer	052202	SL	5.00	16	149.98			149.98	149.98		0.00
	H.P. Deskjet 5150											
11	Inkjet Printer	061904	SL	5.00	16	79.99			79.99	72.00		7.99
	Inspirion 530											
12	Computer	042208	SL	5.00	16	938.16			938.16	125.09		187.63
	* Total 990-PF Pg 1 Depr					5,744.06		0.00	5,744.06	4,923.00	0.00	195.62

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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

Source	Amount
Charles Schwab Institutional	1,639.37
U.S. Trust Bank of America	169.88
U.S. Trust Bank of America (#2)	1,064.90
Total to Form 990-PF, Part I, line 3, Column A	2,874.15

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab Institutional	148,754.47	0.00	148,754.47
Charles Schwab Institutional	182,341.43	0.00	182,341.43
ProShares Ultra Gold Ltd. Partnership	62.00	0.00	62.00
U.S. Trust Bank of America	16,471.97	0.00	16,471.97
U.S. Trust Bank of America	27,147.30	0.00	27,147.30
Total to Fm 990-PF, Part I, ln 4	374,777.17	0.00	374,777.17

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Thompson Hine LLP	22,205.40	2,808.00		19,397.40
To Fm 990-PF, Pg 1, ln 16a	22,205.40	2,808.00		19,397.40

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Blossom Business Office, Inc.	6,108.69	916.30		5,192.39
Maloney + Novotny LLC	5,500.00	0.00		5,500.00
To Form 990-PF, Pg 1, ln 16b	11,608.69	916.30		10,692.39

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Blossom Bus. Offc., Inc.-Reimburse Administrator's compensation & benefits	123,891.31	2,750.39		121,140.92
Chase Investment Counsel - Investment Mgmt. Fee	39,126.00	39,126.00		0.00
Prentiss Smith & Co., Inc. - Investment Mgmt. Fee	91,490.46	91,490.46		0.00
U.S. Trust Co. - Custodian Fees	2,204.38	2,204.38		0.00
To Form 990-PF, Pg 1, ln 16c	256,712.15	135,571.23		121,140.92

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2009 Sect. 4940 Tax	8,639.55	0.00		0.00
Foreign Dividend Taxes	6,133.90	6,133.90		0.00
To Form 990-PF, Pg 1, ln 18	14,773.45	6,133.90		0.00

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer Supplies & Enhancements	346.59	0.00		346.59
Dues	1,320.00	0.00		1,320.00
Filing Fee - Ohio	200.00	0.00		200.00
Internet Access & Web Site	542.64	0.00		542.64
Misc. fees associated with Foreign Dividends	133.69	133.69		0.00
Office Supplies	340.10	0.00		340.10
Postage & Shipping	564.37	0.00		564.37
ProShares Ultra Gold Ltd. Partnership Inv. Fees	1,877.00	1,877.00		0.00
Reference Materials & Subscriptions	45.00	0.00		45.00
Stationery	158.26	0.00		158.26
Telephone	2,812.92	0.00		2,812.92
To Form 990-PF, Pg 1, ln 23	8,340.57	2,010.69		6,329.88

Form 990-PF Other Decreases in Net Assets or Fund Balances Statement 8

Description	Amount
Write off Program-Related Investment, see Statement	1.00
Total to Form 990-PF, Part III, line 5	1.00

Form 990-PF U.S. and State/City Government Obligations Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule Attached	X		6,337,074.97	6,678,687.00
Total U.S. Government Obligations			6,337,074.97	6,678,687.00
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			6,337,074.97	6,678,687.00

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
Schedule Attached	7,360,717.97	7,644,954.24
Total to Form 990-PF, Part II, line 10b	7,360,717.97	7,644,954.24

Form 990-PF Corporate Bonds Statement 11

Description	Book Value	Fair Market Value
Schedule Attached	1,051,826.27	1,071,741.15
Total to Form 990-PF, Part II, line 10c	1,051,826.27	1,071,741.15

Form 990-PF Depreciation of Assets Not Held for Investment Statement 12

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furnishings	274.95	274.95	0.00
Gateway 2000 Computer	2,218.00	2,218.00	0.00
H.P. Laser Jet 1100se Printer	454.00	454.00	0.00
Dell Dimension 8200 Computer	1,628.98	1,628.98	0.00
Epson Inkjet Printer	149.98	149.98	0.00
H.P. Deskjet 5150 Inkjet Printer	79.99	79.99	0.00

Inspirion 530 Computer	938.16	312.72	625.44
Total To Fm 990-PF, Part II, ln 14	5,744.06	5,118.62	625.44

Form 990-PF Other Assets Statement 13

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Program Related Investments	1.00	0.00	0.00
Publicly Traded Ltd. Partnership	0.00	1,172,769.70	1,103,596.00
To Form 990-PF, Part II, line 15	1.00	1,172,769.70	1,103,596.00

Form 990-PF Other Liabilities Statement 14

Description	BOY Amount	EOY Amount
Securities purchased in 2008 which settled in 2009	103,506.00	0.00
Sect. 4940 Tax Payable	0.00	1,639.55
Total to Form 990-PF, Part II, line 22	103,506.00	1,639.55

Form 990-PF Explanation Concerning Part VII-A, Line 8b Statement 15

Explanation

Verification of Filing with the Internal Revenue Service has been filed with the Ohio Attorney General. The Attorney General directs that the Verification form be filed in lieu of a copy of the federal tax return, Form 990-PF.

THE WILLIAM BINGHAM FOUNDATION
2009 Form 990-PF
FEIN 34-6513791

Page 1 - Item J: Accounting Method

Modified Cash
The books and records of The William Bingham Foundation are maintained principally using the cash basis of accounting with exceptions. These exceptions include:

(1) Marketable securities are recorded on the basis of trade date rather than settlement date.

(2) Excise tax on investment income is recorded using the accrual basis of accounting.

(3) Interest income taxable in the current year but received in a subsequent year is recorded using the accrual basis of accounting.

(4) Accrued interest paid at the time of purchase for bonds is recorded as a receivable until it is offset with the receipt of actual interest.

(5) Major furniture and equipment purchases are recorded as assets and depreciated using straight-line depreciation.

The William Bingham Foundation
2009 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10a

U.S. Government Obligations				12/31/2008 Book Value	Par Value		12/31/2009 Book Value		12/31/2009 Market Value
U.S. Treasury Bonds :									
(Inflation Index)	3 875%	1/15/2009	$	593,143.44	-	$	-	$	-
(Inflation Index)	4 250%	1/15/2010		594,457.94	980,000		1,240,270 92		1,260,530 88
(Inflation Index)	3 500%	1/15/2011		1,527,643.18	1,241,000		1,527,643.18		1,598,692 19
(Inflation Index)	3 375%	1/15/2012		594,235 56	499,000		594,235.56		649,731 93
(Inflation Index)	2 000%	4/15/2012		779,534 80	750,000		779,534 80		834,921 00
(Inflation Index)	3.000%	7/15/2012		-	1,091,000		1,290,244.63		1,410,269 15
U.S. Treasury Notes :									
	4 000%	4/15/2010		491,640 63	500,000		491,640 63		505,390.50
	2.125%	4/30/2010		499,531.25	-		-		-
	1 500%	10/31/2010		226,582 03	-		-		-
Fed. Home Loan Banks Notes :									
	3.500%	7/16/2010		217,999.25	215,000		217,999 25		218,711.55
Fed. Natl. Mtg. Assn. Global Notes :									
	7.250%	1/15/2010		195,506 00	200,000		195,506.00		200,439 80
Totals			$	5,720,274.08		$	6,337,074 97	$	6,678,687.00

The William Bingham Foundation
2009 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10b

Corporate Stock		12/31/2008 Book Value	Shares		12/31/2009 Book Value		12/31/2009 Market Value
AT&T, Inc.	$	267,386.23	-	$	-	$	-
Accenture Ltd., Bermuda Class A		108,056.01	-		-		-
Adobe Systems, Inc.		-	2,360		67,150.64		86,800 80
Amgen, Inc		100,521.34	-		-		-
Anadarko Petroleum Corp.		295,256 60	4,520		276,879.63		282,138.40
Apache Corp		302,373 39	2,800		302,373 39		288,876.00
Apollo Group, Inc. Class A		89,544 00	-		-		-
Autodesk, Inc.		191,965 10	-		-		-
Automatic Data Processing, Inc.		73,734.98	-		-		-
BMC Software, Inc.		155,302.40	5,320		178,685 83		213,332.00
BP PLC ADR		223,841.43	4,300		223,841.43		249,271.00
Barrick Gold Corp		-	2,150		80,438 54		84,667.00
Baxter Intl., Inc.		64,556.74	-		-		-
Biogen IDEC, Inc		224,947 25	8,875		473,614.63		474,812.50
CA, Inc		51,688.00	-		-		-
Cerner Corp		-	5,610		423,529.06		462,488 40
Check Point Software Tech.		254,409 96	11,500		383,341.00		389,620 00
Citrix Systems, Inc.		-	550		16,806.86		22,885 50
Clorox Co.		217,378 31	6,825		391,077 92		416,325 00
Coca Cola Co.		-	430		20,617 52		24,510 00
ConocoPhillips		191,090 21	2,940		191,090.21		150,145.80
Consolidated Edison, Inc		264,223.58	5,780		264,223 58		262,585 40
Corning, Inc.		-	5,980		77,585 48		115,473.80
Dollar Tree, Inc.		52,284.00	1,200		52,284.00		57,960.00
EMC Corp		-	3,340		38,771.31		58,349.80
Ecolab, Inc.		54,216 30	-		-		-
Express Scripts, Inc. Class A		58,028 70	-		-		-
Fiserv, Inc		-	590		27,238 78		28,603 20
Gamesa CP Tech		110,088.95	6,400		110,088.95		108,216.96
Gannett Co., Inc		218,284.16	4,725		218,284 16		70,166.25
Genzyme Corp.		71,582.66	-		-		-
Gilead Sciences, Inc.		64,791.12	-		-		-
Heinz, H.J. Co.		-	7,790		258,350.28		333,100.40
Hewlett Packard Co		-	1,470		68,325.47		75,719.70
Honda Motor Co. Ltd. Spnsrd. ADR		212,359 95	-		-		-
International Business Machines Corp		226,932 88	-		-		-
International Business Machines Corp.		79,942.80	-		-		-
Intuit, Inc.		-	640		14,840.06		19,667.20
Itron, Inc.		228,039.49	3,180		228,039 49		214,872.60
Johnson & Johnson		227,910.74	-		-		-
Johnson & Johnson		115,517.99	-		-		-
Joy Global, Inc.		-	710		28,460.60		36,614.70
Kellogg Co		45,940 68	-		-		-
Kyocera Ltd. ADR		237,423 09	4,375		309,454.69		386,356.25
Life Technologies Corp.		-	860		34,791.73		44,909.20
Lilly, Eli & Co.		51,818 00	-		-		-

continued on next page

The William Bingham Foundation
2009 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10b

continued from previous page

Corporate Stock	12/31/2008 Book Value	Shares	12/31/2009 Book Value	12/31/2009 Market Value
Lowes Cos., Inc	$ 79,251.43	-	$ -	$ -
MYR Group, Inc.	-	10,090	175,617 46	182,326 30
McDonald's Corp.	60,397.00	-	-	-
Medco Health Solutions, Inc.	-	500	28,092 35	31,955 00
Medtronic, Inc.	442,834 79	10,080	442,834 79	443,318 40
NCR Corp	149,758.19	7,620	149,758 19	84,810.60
National Oilwell Varco, Inc	-	1,120	43,794 05	49,380.80
Nokia Corp., Spnsrd. ADR	285,074 58	-	-	-
Novartis AG Spnsrd ADR	287,215.45	5,000	287,215.45	272,150 00
Nvidia Corp.	114,549 43	-	-	-
O'Reilly Automotive, Inc.	-	1,150	44,073 31	43,838 00
Pepsico, Inc.	76,744 15	-	-	-
Praxair, Inc	45,390.84	540	30,530 08	43,367.40
Procter & Gamble Co.	202,561.53	3,224	202,561.53	195,471.12
Procter & Gamble Co.	97,875.83	-	-	-
Qualcomm, Inc.	-	410	17,420.99	18,966.60
Research in Motion, Ltd.	-	620	44,474.75	41,874 80
Roth & Rau AG	149,610 47	3,040	149,610 47	131,381 81
Sanyo Electric Ltd.	147,339.95	-	-	-
Schneider Elec. SA	255,436.70	-	-	-
Schwab, Charles Corp.	69,127.20	-	-	-
Sigma Aldrich Corp.	-	180	9,412.81	9,099.00
Smucker, J.M. Co.	17,340 88	451	17,340.88	27,849.25
Spdr. Gold TR Gold Shs.	1,016,326.51	-	-	-
Spdr Gold TR Gold Shs.	102,183 93	1,350	104,177 58	144,868 50
Staples, Inc.	20,801.07	-	-	-
Symantec Corp.	51,817.52	-	-	-
Sysco Corp.	88,636.81	-	-	-
Teva Pharmaceutical Industries, Ltd ADR	114,752 93	410	16,930.87	23,033 80
Texas Instruments, Inc.	114,715 73	-	-	-
3M Co.	301,956.07	4,150	301,956 07	343,080 50
3M Co	80,475.40	-	-	-
Unilever PLC ADR	157,761.65	7,000	157,761.65	223,300.00
Visa, Inc.	-	1,100	61,099.51	96,206.00
Vodafone Group PLC	-	770	17,871 59	17,779.30
Wells Fargo & Co.	90,040 67	-	-	-
XTO Energy, Inc.	297,998 35	5,640	297,998.35	262,429.20
Totals	$ 10.049,412.10		$ 7,360,717.97	$ 7,644,954.24

The William Bingham Foundation
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Part II Balance Sheets
Securities Held, Line 10c

Corporate Bonds			12/31/2008 Book Value	Par Value	12/31/2009 Book Value	12/31/2009 Market Value
Canada Govt 15F Bonds	4 500%	6/1/2015	$ -	728,000	$ 731,913.77	$ 750,429.90
Pepsico, Inc. Unsecured Notes	4 650%	2/15/2013	-	150,000	160,312.50	160,712.25
Procter & Gamble Co Notes	4 600%	1/15/2014	-	150,000	159,600 00	160,599 00
Totals			$ -		$ 1,051,826 27	$ 1,071,741.15

The William Bingham Foundation
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Part II Balance Sheets
Other Assets, Line 15

Publicly Traded Ltd. Partnership	12/31/2008 Book Value	Shares	12/31/2009 Book Value	12/31/2009 Market Value
ProShares Ultra Gold, LP	$ -	24,700	$ 1,172,769 70	$ 1,103,596 00
Totals	$ -		$ 1,172,769 70	$ 1,103,596.00

THE WILLIAM BINGHAM FOUNDATION
2009 Form 990-PF
FEIN 34-6513791

PART III
Analysis of Changes in Net Assets or Fund Balances

Line 5, Decreases not included in line 2 - $1.00

The William Bingham Foundation has written off its program-related investment in Pond Hill Homes, Ltd. This investment originally totaled $200,800.00 and was made in 1983 and 1984. By 1990, it was apparent that Pond Hill Homes, Ltd. would probably not be able to continue as a going concern. On the advice of its auditors, the Foundation wrote down the value of this investment on its books to $1.00 in 1990. As of December 31, 2009, it is apparent that Pond Hill Homes, Ltd. no longer exists. Accordingly, the $1.00 remaining cost basis is being removed from the Foundation's books.

The William Bingham Foundation
2009 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Charles Schwab Institutional - Short-Term
FEIN 34-6513791

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
2,850	Kyocera Ltd. ADR - Wash Sale	Purchase	09/22/08	01/27/09	196,711.19	196,711.19	-
3,980	Texas Instruments, Inc.	Purchase	06/26/08	02/13/09	67,820.22	114,715.73	(46,895 51)
300	Anadarko Petroleum Corp.	Purchase	07/17/08	03/19/09	12,670 17	18,376.97	(5,706 80)
11,730	Whole Foods Market, Inc.	Purchase	01/29/09	03/26/09	206,478.95	129,563.28	76,915.67
5,950	Nvidia Corp.	Purchase	06/26/08	03/30/09	59,500 83	114,549.43	(55,048 60)
1,225	Kyocera Ltd. ADR	Purchase	01/23/09	04/22/09	91,508 69	88,069.54	3,439 15
16,140	ABB Ltd. ADR	Purchase	01/14/09	06/02/09	278,607.09	197,070.28	81,536 81
16,250	Nokia Corp Spnsrd ADR	Purchase	10/02/08	06/02/09	266,771 82	285,074.58	(18,302.76)
3,940	Microsoft Corp	Purchase	07/24/09	10/13/09	101,183 68	90,078.81	11,104 87
1,940	Johnson & Johnson	Purchase	12/09/08	10/22/09	117,155.14	114,220 33	2,934.81
3,070	Esco Technologies, Inc.	Purchase	11/11/09	11/17/09	98,702 26	121,801 02	(23,098.76)
1,340	Esco Technologies, Inc	Purchase	11/11/09	11/18/09	43,175 83	53,163 97	(9,988.14)
4,800	Cerner Corp	Purchase	01/30/09	12/23/09	395,137 84	164,327 02	230,810.82
	Short-Term Totals				**1,935,423.71**	**1,687,722.15**	**247,701.56**

The William Bingham Foundation
2009 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Charles Schwab Institutional - Long-Term
FEIN 34-6513791

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Long-Term
468,000	U.S. Infl Index Notes 3.875%, 1-15-09	Purchase	10/24/06	01/15/09	612,677 52	593,143 44	19,534.08
55,000	Sanyo Electric Ltd.	Purchase	12/13/07	01/14/09	92,218.50	108,049.30	(15,830 80)
20,000	Sanyo Electric Ltd.	Purchase	12/13/07	01/26/09	30,929 05	39,290 65	(8,361 60)
6,200	Honda Motor Co. Ltd.	Purchase	04/11/07	01/28/09	153,444 53	212,359.95	(58,915.42)
2,280	Intl. Business Machines Corp	Purchase	01/23/08	03/25/09	227,049 95	226,932 88	117.07
1,700	Johnson & Johnson	Purchase	01/23/07	10/22/09	102,661.72	113,690.41	(11,028 69)
5,730	Autodesk, Inc	Purchase	07/07/08	11/10/09	157,193.35	191,965 10	(34,771.75)
1,975	Schneider Electric SA	Purchase	08/09/07	11/23/09	225,402 60	255,436.70	(30,034.10)
7,850	AT&T, Inc.	Purchase	06/26/08	12/07/09	219,452 09	267,386 23	(47,934.14)
11,500	Checkpoint Software Tech.	Purchase	09/28/07	12/23/09	382,772 26	254,409.96	128,362 30
	Long-Term Totals				**2,203,801.57**	**2,262,664.62**	**(58,863.05)**

The William Bingham Foundation
2009 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - U.S. Trust Co. - Short-Term
All Securities Sold Acquired by Purchase
FEIN 34-6513791

PAGE 1

Security Description	Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
SCHWAB, CHARLES CORP.	1,600	10/03/08	01/05/09	$ 25,225.93	$ 36,605.76	$ -11,379.83
SCHWAB, CHARLES CORP.	350	12/19/08	01/06/09	5,514.18	5,453.00	61.18
SCHWAB, CHARLES CORP	400	10/03/08	01/06/09	6,301.93	9,151.44	-2,849 51
SCHWAB, CHARLES CORP.	1,150	12/19/08	01/07/09	18,765.59	17,917.00	848 59
PEPSICO, INC.	150	09/17/08	01/08/09	7,988.77	12,387.32	-4,398.55
WELLS FARGO & CO	50	10/09/08	01/08/09	1,277.97	1,420 73	-142.76
WELLS FARGO & CO.	900	10/09/08	01/08/09	23,003.42	27,178.65	-4,175.23
WELLS FARGO & CO.	50	10/09/08	01/08/09	1,281.90	1,509.93	-228.03
WELLS FARGO & CO.	1,600	09/29/08	01/08/09	41,020.89	59,931.36	-18,910.47
PEPSICO, INC.	100	09/17/08	01/15/09	5,021.03	7,298.57	-2,277.54
PEPSICO, INC.	350	09/10/08	01/15/09	17,573.61	24,983.28	-7,409 67
PEPSICO, INC.	150	09/10/08	01/21/09	7,568.37	10,707.12	-3,138.75
PEPSICO, INC.	300	09/30/08	01/21/09	15,136.75	21,367.86	-6,231.11
EXPRESS SCRIPTS, INC.	300	08/04/08	01/21/09	15,440 91	20,940.30	-5,499 39
3M CO.	650	11/26/08	01/29/09	37,190.19	41,527.33	-4,337 14
3M CO	200	12/04/08	01/29/09	11,443.13	11,984.02	-540.89

SHORT-TERM SECURITY SALES FROM U.S. TRUST CO. CONTINUED ON PAGES 2 THROUGH 9 .....

The William Bingham Foundation
2009 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - U.S. Trust Co. - Short-Term
All Securities Sold Acquired by Purchase
FEIN 34-6513791

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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
3M CO	88579Y101	450	12/04/08	02/03/09	$22,778 33	$26,964 05	$-4,185 72
PROCTER & GAMBLE CO	742718109	500	09/10/08	02/05/09	$26,204 10	$36,387 85	$-10,183 75
PROCTER & GAMBLE CO	742718109	50	09/09/08	02/05/09	$2,620 41	$3,616 94	$-996 53
STAPLES INC	855030102	900	08/04/08	02/06/09	$15,070 14	$20,801 07	$-5,730 93
PROCTER & GAMBLE CO	742718109	800	09/09/08	02/10/09	$41,171 44	$57,871 04	$-16,699 60
LOWES COMPANIES INC	548661107	1400	12/09/08	02/13/09	$25,349 51	$32,284 70	$-6,935 19
LOWES COMPANIES INC	548661107	300	12/18/08	02/13/09	$5,432 04	$6,815 07	$-1,383 03
LOWES COMPANIES INC	548661107	500	12/19/08	02/17/09	$8,603 80	$11,239 30	$-2,635 50
LOWES COMPANIES INC	548661107	600	12/18/08	02/17/09	$10,324 56	$13,630 14	$-3,305 58
LOWES COMPANIES INC	548661107	200	12/19/08	02/18/09	$3,403 82	$4,495 72	$-1,091 90
LOWES COMPANIES INC	548661107	500	12/11/08	02/18/09	$8,509 55	$10,786 50	$-2,276 95
JOHNSON AND JOHNSON	478160104	250	07/21/08	02/20/09	$13,713 57	$16,877 38	$-3,163 81
JOHNSON AND JOHNSON	478160104	650	07/24/08	02/20/09	$35,655 29	$44,762 77	$-9,107 48
US TREAS NT	912828JP6	100000	11/14/08	02/24/09	$100,839 06	$100,703 12	$135 94
US TREAS NT	912828JP6	125000	11/14/08	02/24/09	$126,048 83	$125,878 91	$169 92
ACCENTURE LTD BERMUDA CL A	G1150G111	100	07/30/08	03/02/09	$2,821 71	$4,193 12	$-1,371 41
ACCENTURE LTD BERMUDA CL A	G1150G111	250	07/30/08	03/03/09	$6,960 63	$10,482 80	$-3,522 17
ACCENTURE LTD BERMUDA CL A	G1150G111	150	05/29/08	03/03/09	$4,176 38	$5,910 93	$-1,734 55
ACCENTURE LTD BERMUDA CL A	G1150G111	150	05/29/08	03/04/09	$4,202 24	$5,910 93	$-1,708 69
ACCENTURE LTD BERMUDA CL A	G1150G111	500	07/14/08	03/04/09	$14,007 48	$19,480 50	$-5,473 02
GENZYME CORP GENERAL DIV (OLD NAME)	372917104	400	08/21/08	03/04/09	$21,388 68	$31,988 00	$-10,599 32
GENZYME CORP GENERAL DIV (OLD NAME)	372917104	50	08/19/08	03/04/09	$2,712 69	$4,100 31	$-1,387 62
ACCENTURE LTD BERMUDA CL A	G1150G111	300	05/02/08	03/04/09	$8,404 48	$11,674 68	$-3,270 20
GENZYME CORP GENERAL DIV (OLD NAME)	372917104	150	08/21/08	03/04/09	$8,138 06	$11,995 50	$-3,857 44
UNITED STATES TREAS NTS	912828HX1	500000	06/04/08	03/13/09	$505,271 40	$499,531 25	$5,740 15
TEVA PHARMACEUTICAL INDS LTD	881624209	370	07/11/08	03/17/09	$16,820 14	$15,842 51	$977 63

The William Bingham Foundation
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Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - U.S. Trust Co. - Short-Term
All Securities Sold Acquired by Purchase
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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
SYSCO CORP	871829107	900	09/10/08	03/17/09	$20,312 89	$30,457 08	$-10,144.19
SYSCO CORP	871829107	200	09/11/08	03/17/09	$4,513 97	$6,797 06	$-2,283 09
KELLOGG CO	487836108	490	10/31/08	03/17/09	$18,421 44	$25,012 15	$-6,590 71
SYSCO CORP	871829107	200	09/08/08	03/17/09	$4,513 97	$6,667 12	$-2,153 15
KELLOGG CO	487836108	410	10/31/08	03/20/09	$14,987 87	$20,928 53	$-5,940 66
AMGEN INC	031162100	140	12/04/08	03/24/09	$6,971 04	$8,016 08	$-1,045 04
AMGEN INC	031162100	800	09/18/08	03/24/09	$39,834 49	$47,604 72	$-7,770 23
LILLY ELI & CO	532457108	1190	12/31/08	03/24/09	$40,073 73	$47,433 40	$-7,359 67
ACCENTURE LTD BERMUDA CL A	G1150G111	100	05/02/08	03/27/09	$2,758 66	$3,891 56	$-1,132 90
ACCENTURE LTD BERMUDA CL A	G1150G111	550	04/28/08	03/27/09	$15,172 65	$21,379 82	$-6,207 17
ACCENTURE LTD BERMUDA CL A	G1150G111	650	04/24/08	03/27/09	$17,931 32	$25,131 67	$-7,200 35
APOLLO GROUP INC CL A	037604105	670	12/09/08	04/01/09	$44,776 24	$49,995 40	$-5,219 16
APOLLO GROUP INC CL A	037604105	530	12/09/08	04/01/09	$34,510 38	$39,548 60	$-5,038 22
AMGEN INC	031162100	450	10/07/08	04/02/09	$21,456 28	$24,908 04	$-3,451 76
AMGEN INC	031162100	110	12/04/08	04/02/09	$5,244 87	$6,298 35	$-1,053 48
AMGEN INC	031162100	250	11/25/08	04/02/09	$11,920 16	$13,694 15	$-1,773 99
LILLY ELI & CO	532457108	110	12/31/08	04/20/09	$3,631 25	$4,384 60	$-753 35
LILLY ELI & CO	532457108	420	01/12/09	04/20/09	$13,864 76	$15,975 88	$-2,111 12
LILLY ELI & CO	532457108	480	01/12/09	04/23/09	$15,477 78	$18,258 14	$-2,780 36
GENZYME CORP GENERAL DIV (OLD NAME)	372917104	100	08/08/08	04/24/09	$5,311 81	$7,795 27	$-2,483 46
GENZYME CORP GENERAL DIV (OLD NAME)	372917104	100	08/12/08	04/24/09	$5,311 81	$7,852 61	$-2,540 80
GENZYME CORP GENERAL DIV (OLD NAME)	372917104	100	08/11/08	04/24/09	$5,311 82	$7,850 97	$-2,539 15
EMC CORPORATION	268648102	2040	02/12/09	04/24/09	$23,914 30	$24,070 78	$-156 48
EMC CORPORATION	268648102	300	02/13/09	04/24/09	$3,516 81	$3,575 79	$-58 98
BECTON DICKINSON & COMPANY	075887109	250	02/20/09	04/24/09	$15,818 12	$17,426 88	$-1,608 76
EMC CORPORATION	268648102	610	02/12/09	04/27/09	$7,239 84	$7,197 63	$42 21

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Sale of Securities - U.S. Trust Co. - Short-Term
All Securities Sold Acquired by Purchase
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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
EMC CORPORATION	268648102	60	02/17/09	04/27/09	$712 11	$706 52	$5 59
INTUIT	461202103	400	02/09/09	04/28/09	$9,267 44	$9,876 40	$-608 96
INTUIT	461202103	220	02/25/09	04/28/09	$5,097 09	$5,133 44	$-36 35
CA INC	12673P105	1780	12/31/08	04/29/09	$31,311 35	$32,858 80	$-1,547 45
CA INC	12673P105	1020	12/31/08	05/01/09	$17,823 53	$18,829 20	$-1,005 67
BECTON DICKINSON & COMPANY	075887109	200	02/20/09	05/04/09	$12,175 20	$13,941 50	$-1,766 30
AUTOMATIC DATA PROCESSING INC	053015103	710	11/26/08	05/04/09	$24,707 29	$27,848 12	$-3,140 83
AUTOMATIC DATA PROCESSING INC	053015103	390	11/26/08	05/05/09	$13,829 28	$15,296 85	$-1,467 57
MASTERCARD INC CL A	57636Q104	70	04/01/09	05/05/09	$12,447 99	$11,232 95	$1,215 04
MASTERCARD INC CL A	57636Q104	100	04/01/09	05/05/09	$18,194 85	$16,047 07	$2,147 78
AUTOMATIC DATA PROCESSING INC	053015103	180	12/10/08	05/05/09	$6,382 74	$6,944 13	$-561 39
MASTERCARD INC CL A	57636Q104	40	02/25/09	05/05/09	$7,113 13	$6,383 01	$730 12
AUTOZONE INC	053332102	80	02/06/09	05/12/09	$12,429 41	$11,472 07	$957 34
AUTOZONE INC	053332102	20	03/23/09	05/12/09	$3,107 35	$3,136 81	$-29 46
AUTOZONE INC	053332102	20	02/06/09	05/13/09	$3,111 15	$2,868 02	$243 13
AUTOZONE INC	053332102	70	01/07/09	05/13/09	$10,889 02	$9,463 58	$1,425 44
GILEAD SCIENCES INC	375558103	350	01/06/09	05/18/09	$15,172 84	$17,469 03	$-2,296 19
MASTERCARD INC CL A	57636Q104	110	02/25/09	05/18/09	$18,911 58	$17,553 27	$1,358 31
MASTERCARD INC CL A	57636Q104	50	02/25/09	05/19/09	$8,433 07	$7,978 76	$454 31
MASTERCARD INC CL A	57636Q104	50	02/26/09	05/19/09	$8,433 07	$7,855 30	$577 77
GILEAD SCIENCES INC	375558103	460	12/04/08	05/20/09	$19,600 32	$21,289 40	$-1,689 08
GILEAD SCIENCES INC	375558103	410	11/25/08	05/21/09	$17,560 14	$17,975 47	$-415 33
GILEAD SCIENCES INC	375558103	40	12/04/08	05/21/09	$1,713 18	$1,851 25	$-138 07
TEVA PHARMACEUTICAL INDS LTD	881624209	30	07/11/08	05/21/09	$1,336 45	$1,284 53	$51 92
SYMANTEC CORP	871503108	1450	01/30/09	05/26/09	$21,083 18	$22,387 57	$-1,304 39
APPLE COMPUTER INC	037833100	210	03/25/09	05/29/09	$28,369 85	$22,561 41	$5,808 44

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Sale of Securities - U.S. Trust Co. - Short-Term
All Securities Sold Acquired by Purchase
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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
APPLE COMPUTER INC	037833100	160	04/01/09	05/29/09	$21,615 12	$17,106 24	$4,508 88
GILEAD SCIENCES INC	375558103	200	11/25/08	06/01/09	$8,573 33	$8,768 52	$-195 19
GILEAD SCIENCES INC	375558103	340	11/25/08	06/02/09	$14,635 91	$14,906 48	$-270 57
SYSCO CORP	871829107	270	09/08/08	06/02/09	$6,643 60	$9,000 61	$-2,357 01
SYSCO CORP	871829107	530	09/08/08	06/05/09	$12,705 04	$17,667 87	$-4,962 83
SYSCO CORP	871829107	250	09/23/08	06/10/09	$5,877 84	$8,229 23	$-2,351 39
RANGE RES CORP	75281A109	400	03/17/09	06/10/09	$18,157 85	$16,019 92	$2,137 93
SYSCO CORP	871829107	200	09/22/08	06/10/09	$4,702 28	$6,484 28	$-1,782 00
SYSCO CORP	871829107	100	09/08/08	06/10/09	$2,351 14	$3,333 56	$-982 42
ST JUDE MEDICAL INC	790849103	660	02/20/09	06/12/09	$25,089 51	$24,218 30	$871 21
RANGE RES CORP	75281A109	100	03/17/09	06/15/09	$4,631 53	$4,004 98	$626 55
AUTOZONE INC	053332102	30	01/21/09	06/25/09	$4,520 24	$3,872 21	$648 03
AUTOZONE INC	053332102	80	01/07/09	06/25/09	$12,053 99	$10,815 52	$1,238 47
AUTOZONE INC	053332102	120	01/21/09	06/26/09	$18,030 87	$15,488 83	$2,542 04
RANGE RES CORP	75281A109	130	03/17/09	06/29/09	$5,464 69	$5,206 48	$258 21
RANGE RES CORP	75281A109	30	03/17/09	06/30/09	$1,239 57	$1,201 49	$38 08
RANGE RES CORP	75281A109	150	03/18/09	06/30/09	$6,197 85	$5,991 96	$205 89
AUTOMATIC DATA PROCESSING INC	053015103	180	12/03/08	07/02/09	$6,191 24	$6,854 85	$-663 61
AUTOMATIC DATA PROCESSING INC	053015103	70	12/10/08	07/02/09	$2,407 71	$2,700 50	$-292 79
BEST BUY INC	086516101	590	05/07/09	07/06/09	$18,787 53	$22,964 22	$-4,176 69
BEST BUY INC	086516101	40	05/12/09	07/06/09	$1,273 73	$1,514 52	$-240 79
BEST BUY INC	086516101	80	05/08/09	07/07/09	$2,532 40	$3,020 22	$-487 82
MCDONALDS CORP	580135101	220	12/09/08	07/07/09	$12,557 01	$13,287 34	$-730 33
AUTOMATIC DATA PROCESSING INC	053015103	370	12/03/08	07/07/09	$12,453 72	$14,090 53	$-1,636 81
BEST BUY INC	086516101	210	05/12/09	07/07/09	$6,647 54	$7,951 23	$-1,303 69
MCDONALDS CORP	580135101	460	12/09/08	07/08/09	$26,109 79	$27,782 62	$-1,672 83

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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
BEST BUY INC	086516101	280	05/08/09	07/08/09	$8,843 65	$10,570 79	$-1,727 14
MCDONALDS CORP	580135101	320	12/09/08	07/09/09	$18,150 89	$19,327 04	$-1,176 15
CISCO SYSTEM INC	17275R102	450	04/02/09	07/09/09	$8,172 87	$8,232 57	$-59 70
CISCO SYSTEM INC	17275R102	190	04/06/09	07/09/09	$3,450 77	$3,288 82	$161 95
WALGREEN CO	931422109	320	04/21/09	07/10/09	$9,212 72	$9,795 01	$-582 29
CISCO SYSTEM INC	17275R102	50	04/06/09	07/10/09	$914 29	$865 48	$48 81
DISNEY WALT CO	254687106	850	05/26/09	07/10/09	$18,999 22	$20,799 93	$-1,800 71
CISCO SYSTEM INC	17275R102	1430	03/17/09	07/10/09	$26,148 59	$22,483 32	$3,665 27
INTERNATIONAL BUSINESS MACHINES	459200101	150	02/05/09	07/13/09	$15,164 16	$13,868 36	$1,295 80
INTERNATIONAL BUSINESS MACHINES	459200101	250	01/13/09	07/13/09	$25,273 60	$21,524 10	$3,749 50
WALGREEN CO	931422109	450	04/20/09	07/13/09	$12,982 71	$13,449 96	$-467 25
WALGREEN CO	931422109	250	04/21/09	07/13/09	$7,212 61	$7,652 35	$-439 74
CISCO SYSTEM INC	17275R102	2970	03/17/09	07/13/09	$53,961 13	$46,696 12	$7,265 01
DISNEY WALT CO	254687106	450	05/26/09	07/16/09	$11,050 68	$11,011 73	$38 95
APPLE COMPUTER INC	037833100	10	04/01/09	07/21/09	$1,520 75	$1,069 14	$451 61
APPLE COMPUTER INC	037833100	330	03/24/09	07/21/09	$50,184 68	$35,186 15	$14,998 53
ST JUDE MEDICAL INC	790849103	490	02/20/09	07/22/09	$18,094 64	$17,980 26	$114 38
WALGREEN CO	931422109	120	04/20/09	07/22/09	$3,585 09	$3,586 66	$-1 57
WALGREEN CO	931422109	170	04/09/09	07/22/09	$5,078 87	$4,880 89	$197 98
WALGREEN CO	931422109	470	04/09/09	07/24/09	$14,036 51	$13,494 21	$542 30
DISNEY WALT CO	254687106	950	05/26/09	08/03/09	$24,200 05	$23,246 97	$953 08
BMC SOFTWARE INC	055921100	400	04/02/09	08/05/09	$13,210 78	$13,799 24	$-588 46
BMC SOFTWARE INC	055921100	250	05/12/09	08/05/09	$8,256 73	$8,650 83	$-394 10
STARBUCKS CORP	855244109	1140	06/25/09	08/05/09	$21,194 10	$16,733 15	$4,460 95
VISA INC CL A	92826C839	270	01/07/09	08/13/09	$18,375 75	$15,301 52	$3,074 23
COCA COLA	191216100	370	06/02/09	08/18/09	$17,969 40	$18,425 48	$-456 08

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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
COCA COLA	191216100	160	06/01/09	08/18/09	$7,770 55	$7,856 53	$-85 98
PROCTER & GAMBLE CO	742718DL0	75000	02/23/09	08/24/09	$79,781 25	$79,800 00	$-18 75
COCA COLA	191216100	200	06/01/09	08/24/09	$9,814 62	$9,820 66	$-6 04
CME GROUP INC	12572Q105	40	07/08/09	09/03/09	$10,859 13	$10,611 71	$247 42
COCA COLA	191216100	190	06/23/09	09/03/09	$9,385 93	$9,186 90	$199 03
COCA COLA	191216100	220	06/01/09	09/03/09	$10,867 91	$10,802 72	$65 19
CME GROUP INC	12572Q105	60	07/07/09	09/03/09	$16,288 70	$16,911 37	$-622 67
CME GROUP INC	12572Q105	30	07/08/09	09/08/09	$8,183 19	$7,958 79	$224 40
CME GROUP INC	12572Q105	40	07/10/09	09/08/09	$10,910 93	$10,391 35	$519 58
PETROLEO BRASILEIRO SA PETROBRAS	71654V408	350	05/13/09	09/15/09	$15,530 08	$13,174 00	$2,356 08
PETROLEO BRASILEIRO SA PETROBRAS	71654V408	30	03/31/09	09/15/09	$1,331 15	$930 53	$400 62
PETROLEO BRASILEIRO SA PETROBRAS	71654V408	270	03/31/09	09/16/09	$12,063 39	$8,374.80	3,688.59
INTUIT	461202103	230	02/25/09	09/16/09	$6,382 47	$5,366 77	$1,015 70
INTUIT	461202103	260	01/23/09	09/16/09	$7,214 97	$6,028 78	$1,186 19
PETROLEO BRASILEIRO SA PETROBRAS	71654V408	140	03/31/09	09/21/09	$6,273 62	$4,342 49	$1,931 13
QUALCOMM INC	747525103	90	07/23/09	09/21/09	$4,010 01	$4,194 68	$-184 67
QUALCOMM INC	747525103	430	04/29/09	09/21/09	$19,158 93	$18,619 09	$539 84
QUALCOMM INC	747525103	280	05/05/09	09/21/09	$12,475 58	$12,085 64	$389 94
PETROLEO BRASILEIRO SA PETROBRAS	71654V408	140	03/31/09	09/22/09	$6,383 65	$4,342.50	2,041.15
QUALCOMM INC	747525103	20	05/01/09	09/24/09	$884 60	$849 80	$34 80
QUALCOMM INC	747525103	160	05/05/09	09/24/09	$7,076 84	$6,906 08	$170 76
QUALCOMM INC	747525103	420	05/05/09	09/24/09	$18,576 71	$18,005 15	$571 56
EBAY INC	278642103	530	07/15/09	09/25/09	$12,340 73	$9,373 53	$2,967 20
ECOLAB INC	278865100	1500	12/19/08	09/25/09	$68,525 73	$54,216 30	$14,309 43
MCAFEE INC	579064106	200	05/04/09	09/25/09	$8,414 78	$8,080 32	$334 46
MCAFEE INC	579064106	100	06/12/09	09/25/09	$4,207 39	$4,015 98	$191 41

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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
MCAFEE INC	579064106	100	06/11/09	09/25/09	$4,207 39	$4,013 74	$193 65
MCAFEE INC	579064106	200	06/18/09	09/25/09	$8,414 78	$7,962 28	$452 50
MCAFEE INC	579064106	240	04/24/09	09/25/09	$10,097 74	$8,990 18	$1,107 56
MCAFEE INC	579064106	270	04/27/09	09/25/09	$11,359 96	$10,080 50	$1,279 46
MCAFEE INC	579064106	250	04/28/09	09/25/09	$10,518 48	$9,278 20	$1,240 28
MCAFEE INC	579064106	490	04/23/09	09/25/09	$20,616 22	$17,885 20	$2,731 02
NETAPP INC	64110D104	240	08/14/09	09/25/09	$6,175 95	$5,689 20	$486 75
NETAPP INC	64110D104	700	07/22/09	09/25/09	$18,013 20	$15,744 54	$2,268 66
NETAPP INC	64110D104	870	07/21/09	09/25/09	$22,387 83	$19,211 17	$3,176 66
ORACLE CORPORATION	68389X105	3000	02/13/09	09/25/09	$63,210 47	$53,308 80	$9,901 67
ORACLE CORPORATION	68389X105	950	02/18/09	09/25/09	$20,016 65	$16,258 21	$3,758 44
DIRECTV GROUP INC	25459L106	350	07/29/09	09/25/09	$9,264 68	$9,123 17	$141 51
DIRECTV GROUP INC	25459L106	1110	04/27/09	09/25/09	$29,382 27	$27,867 55	$1,514 72
EBAY INC	278642103	200	09/24/09	09/25/09	$4,656 88	$4,717 80	$-60 92
EBAY INC	278642103	400	08/04/09	09/25/09	$9,313 76	$8,783 92	$529 84
EBAY INC	278642103	440	08/05/09	09/25/09	$10,245 14	$9,367 95	$877 19
EBAY INC	278642103	360	07/23/09	09/25/09	$8,382 38	$7,604 10	$778 28
STARBUCKS CORP	855244109	360	06/25/09	09/25/09	$6,858 87	$5,284 15	$1,574 72
STARBUCKS CORP	855244109	1070	07/09/09	09/25/09	$20,386 08	$14,542 48	$5,843 60
STARBUCKS CORP	855244109	1820	04/02/09	09/25/09	$34,675 38	$20,798 23	$13,877 15
STARBUCKS CORP	855244109	1800	03/17/09	09/25/09	$34,294 34	$19,945 98	$14,348 36
TJX COS INC NEW	872540109	340	06/25/09	09/25/09	$12,510 35	$10,755 97	$1,754 38
TJX COS INC NEW	872540109	340	05/20/09	09/25/09	$12,510 35	$9,717 13	$2,793 22
TJX COS INC NEW	872540109	300	05/12/09	09/25/09	$11,038 55	$8,469 75	$2,568 80
TJX COS INC NEW	872540109	520	05/13/09	09/25/09	$19,133 48	$14,364 53	$4,768 95
TJX COS INC NEW	872540109	750	03/17/09	09/25/09	$27,596 37	$18,464 93	$9,131 44

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Security Description		Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
WELLPOINT INC	94973V107	170	06/30/09	09/25/09	$8,526 95	$8,673 94	$-146 99
WELLPOINT INC	94973V107	370	06/26/09	09/25/09	$18,558 65	$18,864 71	$-306 06
WELLPOINT INC	94973V107	170	07/17/09	09/25/09	$8,526 95	$8,502 91	$24 04
WELLPOINT INC	94973V107	170	07/20/09	09/25/09	$8,526 95	$8,451 98	$74 97
WELLPOINT INC	94973V107	330	07/08/09	09/25/09	$16,552 30	$16,406 25	$146 05
WELLPOINT INC	94973V107	200	07/16/09	09/25/09	$10,031 70	$9,855 58	$176 12
RESEARCH IN MOTION LTD	760975102	100	06/18/09	09/25/09	$7,022 35	$7,695 56	$-673 21
RESEARCH IN MOTION LTD	760975102	240	05/20/09	09/25/09	$16,853 64	$18,353 21	$-1,499 57
RESEARCH IN MOTION LTD	760975102	250	05/18/09	09/25/09	$17,555 88	$18,619 45	$-1,063 57
RESEARCH IN MOTION LTD	760975102	30	07/21/09	09/25/09	$2,106 70	$2,225 46	$-118 76
Total short term gain/loss from sales:					$3,623,332 51	$3,739,513 27	$-116,180 76

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Security Description	Number of Shares Sold	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Long -Term
BAXTER INTERNATIONAL, INC.	400	07/19/07	01/06/09	$ 21,684.43	$ 22,622.80	$ -938 37
EXPRESS SCRIPTS, INC.	100	08/17/07	01/21/09	5,146.97	4,945.12	201 85
JOHNSON & JOHNSON	800	11/16/07	02/20/09	43,883.43	53,877 84	-9,994.41
EXPRESS SCRIPTS, INC.	250	08/17/07	03/04/09	12,011 38	12,362.80	-351.42
BAXTER INTERNATIONAL, INC.	50	03/14/07	03/04/09	2,648.14	2,526.79	121.35
BAXTER INTERNATIONAL, INC.	250	07/19/07	03/04/09	13,240 70	14,139.25	-898 55
EXPRESS SCRIPTS, INC.	300	08/17/07	03/11/09	13,851 13	14,835.36	-984 23
EXPRESS SCRIPTS, INC	100	08/17/07	03/12/09	4,533.68	4,945.12	-411 44
TEVA PHARMACEUTICAL INDS. LTD.	400	07/17/07	03/17/09	18,183.94	17,513 64	670.30
BAXTER INTERNATIONAL, INC.	500	03/14/07	03/20/09	24,945 41	25,267.90	-322.49
TEVA PHARMACEUTICAL INDS. LTD.	260	07/27/07	05/21/09	11,582 57	11,054.84	527 73
SYMANTEC CORP.	300	05/14/08	05/26/09	4,362 04	6,242.79	-1,880 75
SYMANTEC CORP.	2,300	05/07/08	05/26/09	33,442 29	45,574.73	-12,132 44
TEVA PHARMACEUTICAL INDS. LTD.	440	07/27/07	06/02/09	20,442 13	18,708.18	1,733 95
INTERNATIONAL BUSINESS MACHINES	20	03/07/08	07/09/09	2,021.84	2,281.96	-260 12
INTERNATIONAL BUSINESS MACHINES	200	03/11/08	07/09/09	20,218.37	22,893 70	-2,675 33
INTERNATIONAL BUSINESS MACHINES	190	03/07/08	07/10/09	19,182.85	21,678.66	-2,495 81
INTERNATIONAL BUSINESS MACHINES	290	03/07/08	07/13/09	29,317 37	33,088 48	-3,771 11
TEVA PHARMACEUTICAL INDS. LTD.	380	07/27/07	07/16/09	18,860 32	16,157.07	2,703.25
TEVA PHARMACEUTICAL INDS. LTD.	220	07/27/07	07/20/09	10,874.43	9,354.09	1,520.34
TEVA PHARMACEUTICAL INDS LTD.	140	08/17/07	07/22/09	6,934.60	5,781 27	1,153.33
TEVA PHARMACEUTICAL INDS LTD.	50	07/27/07	07/22/09	2,476 64	2,125.93	350.71
PRAXAIR, INC.	60	08/23/06	08/13/09	4,657 28	3,423.18	1,234 10
PRAXAIR, INC.	200	08/24/06	08/13/09	15,524.26	11,437.58	4,086 68
Long-Term Totals				$ 360,026.20	$ 382,839.08	$ (22,812.88)

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Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - U.S. Trust Co. (Account II) - Short-Term
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Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
5,660	Spdr. Gold Tr Gold Shs.	Purchase	Vanous	01/06/09	471,701 75	507,428.66	(35,726 91)
10,800	Spdr. Gold Tr. Gold Shs	Purchase	03/11/09	03/25/09	985,818 47	956,340 00	29,478 47
	ProShares Ultra Gold LP STCG Pass-Thru	Purchase	10/06/09	12/31/09	186,670.00	-	186,670.00
	ProShares Ultra Gold LP Sec. 1256 Pass-Thru	Purchase	10/06/09	12/31/09	-	7,662 40	(7,662.40)
	Short-Term Totals				**1,644,190.22**	**1,471,431.06**	**172,759.16**

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Sale of Securities - U.S. Trust Co. (Account II) - Long-Term
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Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
6,000	Spdr Gold Tr. Gold Shs.	Purchase	01/02/08	01/06/09	500,037.20	506,904 20	(6,867 00)
	ProShares Ultra Gold LP Sec 1256 Pass-Thru	Purchase	10/06/09	12/31/09	-	11,493 60	(11,493 60)
	Long-Term Totals				**500,037.20**	**518,397.80**	**(18,360.60)**

The William Bingham Foundation
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Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Miscellaneous Class Actions - Long-Term
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Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Long-Term
	HCA, Inc. Class Action	Purchase	LT	10/15/09	295 44	-	295 44
	Veritas Software Co Class Action	Purchase	LT	11/12/09	17 09	-	17 09
	Long-Term Totals				312.53	-	312.53

The William Bingham Foundation
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Part VII-A Statements Regarding Activities

Question 3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments?

Yes. On August 14, 2009, The William Bingham Foundation amended its Code of Regulations and its Articles of Incorporation. A conformed copy of these amended changes follows.

AMENDED AND RESTATED CODE OF REGULATIONS
OF
THE WILLIAM BINGHAM FOUNDATION
(As Amended and Restated through August 14, 2009)

ARTICLE I
<u>MEMBERS</u>

Section 1. The Corporation, hereafter referred to as "the Corporation", shall have two classes of Members: one class consisting of voting members (the "Members"), all of whom shall be natural persons and all of whom shall have equal voting rights on all matters within the province of the Corporation's Members and a second class consisting of members emeritus (the "Members Emeritus"), all of whom shall be former Members.

Section 2. The initial 1990 Members of the Corporation shall be the following persons then serving as Trustees as of adoption of the 1990 Amended Regulations: C. Bingham Blossom, Dudley S. Blossom, Laurel Blossom, Benjamin Gale, Mary E. Gale, Thomas H. Gale, and Elizabeth B. Heffernan.

Section 3. Members of the Corporation shall be of such number as the Members shall determine at any annual or special meeting of Members called for the purpose of electing Members. Members shall serve for a term of one year commencing upon their election or until their successors are duly elected and qualified. Members shall be elected by a vote of a majority of those persons then serving as Members.

Section 4. Only individuals who (a) are by birth a lineal descendant of Elizabeth B. Blossom, (b) are at least 40 years of age and would not attain the age of 76 on or before December 31 of the year of possible election, and (c) have served as a Trustee for, at least, a term, may be elected as a Member.

Section 5. A Member may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Corporation other than himself or herself. Whenever by reason of death, resignation, removal or other cause there shall be a vacancy in a Member position, the Members may elect a new Member to serve for the unexpired term by majority vote of those then serving as Members.

Section 6. Nothing herein contained, other than age, shall prevent a Member from being re-elected to succeed himself or herself.

Section 7. Certain authority and powers of the Corporation are reserved to the Members of the Corporation and the action of the Members with respect to such matters shall be final. The Members shall have the authority and power:

(a) To amend or restate the Articles of Incorporation and the Code of Regulations of the Corporation;

(b) To approve any merger, consolidation or reorganization of the Corporation;

(c) To approve the dissolution of the Corporation and the distribution of assets upon dissolution;

(d) To approve a sale, transfer, or other disposition of substantially all the assets of the Corporation;

(e) To approve the disposition of assets of the Corporation with a value greater than fifty percent (50%) of the fair market value of the Corporation's net assets, over a period of thirty-six (36) months or less, in a transaction or series of transactions outside the ordinary course of the Corporation's business or not in accordance with the purposes for which the Corporation was organized;

(f) To elect and remove the Members of the Corporation;

(g) To determine the number of Trustees of the Corporation and to elect and remove the elected Trustees of the Corporation; and

(h) To reserve to Members such other powers as the then Members may from time to time decide.

Section 8. A former Member of the Corporation shall be eligible for election as a Member Emeritus upon a vote of the Members. A Member Emeritus shall continue as a Member Emeritus until resignation, death or removal by the Members. A Member Emeritus shall have no vote, and his or her presence or absence shall not be counted in determining the presence or absence of a quorum or of a majority of Members voting. A Member Emeritus shall receive notice of meetings and meeting materials. A Member Emeritus may attend meetings at his or her expense without reimbursement and participate in meeting discussions.

Section 9. Except as otherwise specifically stated in these Regulations, for purposes of the Corporation's Articles of Incorporation and Code of Regulations, as both are amended and restated from time to time, the terms "Member" and "Members" do not include a Member Emeritus.

ARTICLE II
MEETINGS OF THE MEMBERS

Section 1. The annual meeting of the Members shall be held at such time and at such place as the Chair of the Members may direct.

Section 2. The Members at the annual meeting shall elect from among the Members a Chair of the Members to serve until the close of the next annual meeting of the Members and until his or her successor is elected. The Chair of the Members shall preside at all meetings of Members. The Chair of the Members shall perform such other duties as the Members may require.

Section 3. The Members shall hold such other meetings as may be called by the Chair of the Members or any two Members at such times and places as may be fixed by those calling the meeting.

Section 4. At any meeting, any business of whatever nature may be considered and acted on, except as otherwise herein provided with respect to amendments to the Articles of Incorporation and the Code of Regulations.

Section 5. Written notice of each meeting of the Members, which notice need not state the purposes of the meeting, shall be given to each Member not less than forty-eight (48) hours before the time of the meeting, except as otherwise herein provided with respect to meetings at which amendments to the Articles of Incorporation or the Code of Regulations are to be considered. Notices of meetings shall be given by electronic mail transmission, telefacsimile, personal delivery, or mail using the Members' respective electronic mail addresses, telefacsimile numbers, or addresses as they appear on the records of the Corporation. The Secretary shall give or cause to be given such notices.

Section 6. At any meeting of the Members, a quorum shall consist of a majority of the persons then serving as Members. Except as otherwise provided in the Articles of the Incorporation of the Code of Regulations, a vote of a majority of the Members present at a meeting at which a quorum is present shall control.

Section 7. To the extent now or hereafter permitted by law, any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting in a writing or writings signed by all of the Members.

Section 8. Meetings of the Members may be held through the use of any telephone or other communications equipment if all persons participating can contemporaneously communicate with each other, and participation in a meeting pursuant to this Article II, Section 8, shall constitute presence at such meeting.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Except as provided in Article I Section 7, which reserves certain powers to the Members, the Corporation's powers, property, and affairs shall be exercised, conducted and controlled by a Board of Trustees, all of whom shall be natural persons and all of whom shall have equal voting rights on all matters within the province of the Board of Trustees.

Section 2. Individuals who (a) are by birth a lineal descendant of Elizabeth B. Blossom, (b) are at least 30 years of age and would not attain the age of 76 on or before December 31 of the year of possible election, (c) have demonstrated interest in the Corporation may be elected as Trustees by the vote of majority of those persons then serving as Members. Any other individual may be elected as Trustee only by unanimous vote of those persons then serving as Members.

Section 3. The Trustees shall be of such number, not less than three, as the Members shall determine at any annual or special meeting of Members called for the purpose of electing Trustees. Trustees shall serve for a term of one year commencing upon their election or until their successors are duly elected and qualified.

Section 4. A Trustee may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Corporation other than himself or herself. Whenever by reason of the death, resignation, removal or otherwise there shall be a vacancy in a Trustee position, the Members may elect a new Trustee to serve for the unexpired term by majority vote of those then serving as Members.

Section 5. Nothing herein contained, other than age, shall prevent a Trustee from being reelected to succeed himself or herself.

Section 6. A Trustee ineligible for reelection as a Trustee due to age, upon conclusion of his or her term as Trustee, may become a Trustee Emeritus. The Members may at any time elect as a Trustee Emeritus a former Trustee then ineligible for election as a Trustee due to age. A Trustee Emeritus shall continue as a Trustee Emeritus until resignation, death or removal by the Members. A Trustee Emeritus shall have no vote and his or her presence or absence shall not be counted in determining the presence or absence of a quorum or of a majority of Trustees voting. A Trustee Emeritus shall receive notice of meetings and meeting materials. A Trustee Emeritus may attend meetings at his or her expense without reimbursement and participate in meeting discussions.

Section 7. Except as otherwise specifically stated in these Regulations, for purposes of the Corporation's Articles of Incorporation and Code of Regulations, as both are amended and restated from time to time, the terms "Trustee" and "Trustees" do not include a Trustee Emeritus.

ARTICLE IV
MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The annual meeting of the Board of Trustees shall be held in the same place as, and in conjunction with, the annual meeting of the Members.

Section 2. The Board shall hold such other meetings as may be called by the Board, the President or any two Trustees at such times and places as may be fixed by those calling the meeting.

Section 3. At any meeting, except for matters reserved to the Members, any business may be considered and acted on.

Section 4. Written notice of each meeting of the Board, which notice need not state the purposes of the meeting, shall be given to each Trustee not less than forty-eight (48) hours before the time of the meeting. Notices of meetings shall be given by electronic mail transmission, telefacsimile, personal delivery, or mail using the Trustees' respective electronic mail addresses, telefacsimile numbers, or addresses as they appear on the records of the Corporation. The Secretary shall give or cause to be given such notices.

Section 5. At any meeting of the Board, a quorum shall consist of a majority of the Trustees then in office. Except as otherwise provided in the Articles of Incorporation or Code of Regulations, a vote of a majority of the Trustees present at a meeting at which a quorum is present shall control.

Section 6. To the extent now or hereafter permitted by law, any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees.

Section 7. Meetings of the Trustees may be held through the use of any telephone or other communications equipment if all persons participating can contemporaneously communicate with each other, and participation in a meeting pursuant to this Section 7 of Article IV shall constitute presence at such meeting.

ARTICLE V
OFFICERS

Section 1. The officers of the Corporation shall be the President and one or more Vice Presidents, who shall be elected from among the Trustees, together with a Secretary and a Treasurer, and, if so determined by the Board, an Assistant Secretary and an Assistant Treasurer and any other officers who may but need not be elected from among the Trustees, all of which officers shall be elected by the Trustees at each annual meeting. Except for the Secretary and, if any, the Assistant Secretary, the same person may not hold two or more offices.

Section 2. Except in case of death, resignation, incapacity or removal, officers shall serve until the close of the next annual meeting of the Board and until their respective successors are elected. A vacancy in any office may be filled for the unexpired term by election by the Board.

Section 3. Any officer may resign at any time by instrument in writing to that effect filed with any officer of the Corporation other than himself or herself.

Section 4. A person may serve as President for three consecutive terms and, by unanimous vote of Trustees attending the meeting, may be elected annually thereafter. When a person ceases to be President, regardless of the reason, that person shall not thereafter, except by unanimous vote of the Trustees attending the meeting, be eligible to be elected as President for a period of four years. Any other officer may, without restriction, be re-elected to the same or different office. A past President may be elected at any time to any office other than President.

Section 5. The Corporation may engage or otherwise arrange for an individual to occupy the position of Chief Administrator of the Corporation to administer the affairs of the Corporation at the direction of the President and the other Trustees and Officers. The individual occupying the position of Chief Administrator may not be elected to the positions of President, Vice President, Treasurer or Assistant Treasurer. The position of Chief Administrator shall not be considered as an officer position for purposes of the Articles of Incorporation or the Code of Regulations.

ARTICLE VI
<u>DUTIES OF OFFICERS</u>

Section 1. The President shall have general supervision and direction of the affairs of the Corporation, shall serve as ex officio chair of the Board of Trustees and preside at all meetings of the Board, and shall be an ex officio member of all committees. The President shall perform such other duties as the Board may require.

Section 2. The Vice President shall have the powers of the President during the absence or incapacity of the President or when there is a vacancy in the office of President and shall perform such other duties as the Board may require.

Section 3. The Secretary shall keep or cause to be kept records of the proceedings of all meetings of Members and of the Board at which the Secretary may be present. The Secretary shall perform or cause to be performed all the usual duties of the office and such other duties as the Board may require.

Section 4. The Treasurer shall submit to the Board at each annual meeting a report reviewing the operations of the Corporation for the previous year and shall also submit at other meetings of the Board such other reports as the Board may require. The Treasurer shall perform or cause to be performed all the usual duties of the office and such other duties as the Board may require.

Section 5. The other officers shall perform such duties as the Board may require.

Section 6. Any vacancy in any officer position by reason of death, resignation, removal or other cause shall be filled by the Board of Trustees for the unexpired term.

ARTICLE VII
<u>COMMITTEES</u>

Section 1. The President may establish such committees as the Board of Trustees may deem desirable in the interest of furthering the purposes or facilitating the administration of the Corporation. The President shall appoint annually the chair of each committee. Membership on any committee shall be open to all interested Trustees. A Trustee shall advise annually the chair of the committee, the President, and the Chief Administrator of the Trustee's desire to serve on any committee, and such Trustee shall serve on such committee and be counted as a member of such committee until the next annual meeting of the Board of Trustees or until the Trustee's earlier death, resignation, or removal. Any Trustee who is not a member of a committee may attend meetings of the committee. The chair of a committee may request the participation on the committee of individuals who are other than Trustees, and such individuals shall participate in advisory capacities only. Unless otherwise authorized by the Board of Trustees and permitted by law, a Committee shall act only in an advisory capacity to the Board of Trustees and shall make its recommendations by consensus.

Section 2. A majority of the full number of the members of a committee shall constitute a quorum.

Section 3. Any action which may be reached, authorized, or taken at a meeting of any committee may be reached, authorized, or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the members of the committee, which writing or writings shall be filed with or entered upon the records of the Corporation.

ARTICLE VIII
CONTROL OF COMMITTEES AND OFFICERS

Section 1. Notwithstanding any other provisions of these Regulations, the Board of Trustees at all times shall have authority to limit the powers and duties of all committees and officers, to delegate to any other committee or officer the powers and duties of any committee or officer, to rescind any action taken by any committee or officer (subject to the rights, if any, of third persons) and to control and remove any officer or any committee member at any time.

ARTICLE IX
CONTRIBUTIONS AND DONATIONS

Section 1. The application of the funds of the Corporation to the purposes specified in the Articles of Incorporation shall be under the control and supervision of the Board of Trustees. The Board may delegate to any officer who is a Trustee or to a committee comprised only of Trustees the power to authorize individual contributions or donations subject to such limitations on the exercise of such power as the Board may prescribe.

ARTICLE X
INDEMNIFICATION

Section 1. The Corporation shall indemnify and pay the expenses of any Trustee or officer of the Corporation to the fullest extent permitted by applicable law, including but not limited to the Ohio Nonprofit Corporation Law; provided, however, that the Corporation shall indemnify any Trustee or officer seeking indemnification in connection with an action, suit or proceeding (or part thereof) initiated by such Trustee or officer only if the initiation of such action, suit or proceeding (or part thereof) was authorized by the Board of Trustees.

Section 2. The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Trustee or officer of the Corporation or who occupies or occupied any other position with the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against liability under the provisions of this Article X or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 3. The indemnification provided by this Article X shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, any insurance purchased by the Corporation, pursuant to any vote of the disinterested Trustees, or by reason of any action by the Board of Trustees to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a Trustee or officer of the Corporation, or otherwise.

Section 4. Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Nonprofit Corporation Law) other than Trustees or officers of the Corporation.

ARTICLE XI
AMENDMENTS

The Articles of Incorporation and this Code of Regulations may be amended at any regular or special meeting of the Members by the vote of a majority of the persons then serving as Members; provided, however, first, that ARTICLE V Section 4 of these Regulations may be amended only by unanimous vote of the Members attending a meeting of Members and, second, that (a) ARTICLE SIXTH of the Articles of Incorporation, ARTICLE I Sections 4 and 7, ARTICLE III Section 2 and this ARTICLE XI of these Regulations may be amended only by the vote of 75 percent of the persons then serving as Members and (b) not less than five days' notice of such meeting shall have been given and the notice shall have included a statement that the matter of amending the Articles of Incorporation or this Code of Regulations will be considered thereat.

Adopted: August 15, 1990

Amended: October 26, 1990
November 16, 1996
November 6, 1999
August 12, 2005
August 24, 2007
August 14, 2009

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE WILLIAM BINGHAM FOUNDATION

FIRST. The name of the Corporation is The William Bingham Foundation.

SECOND. The place in the State of Ohio where the principal office of the Corporation is located is the City of Rocky River, Cuyahoga County.

THIRD. The Corporation is organized and shall be operated exclusively for charitable purposes as follows:

1. To receive and maintain a fund or funds and to apply the income and principal thereof to make gifts to other corporations or associations organized and operated exclusively for charitable, scientific or educational purposes and recognized as tax exempt charitable organizations for federal tax purposes; to promote education and research by grants to individuals or by the establishment or financing of endowments, fellowships, scholarships, incentives or awards at such colleges, universities or institutions of learning as may be selected from time to time by the Trustees of the Corporation; and to make such other distributions exclusively for charitable, scientific or educational purposes and consistent with the tax exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code as the Trustees shall determine from time to time;

2. To take and hold by bequest, devise, gift, purchase, or lease either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount or value; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof; and to deal with and expend the income and principal of the Corporation for any of the purposes hereinbefore set forth; and

3. To do all things necessary or appropriate in order to accomplish the foregoing purposes.

FOURTH. The Corporation shall carry on only such activities as are consonant with the purposes set forth in Article THIRD. No part of the net earnings of the Corporation shall inure to the benefit of any Incorporator, Member, or Trustee of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, to pay or reimburse for ordinary and necessary expenses actually incurred by its Trustees, Officers, and employees in effecting the Corporation's charitable purpose, and to make payments and distributions in furtherance of the purposes set forth in Article THIRD. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

It is intended that the Corporation shall have the status of an organization: (a) which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; (b) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code; and (c) bequests and gifts to which are deductible for federal estate tax purposes or federal gift tax purposes under Section 2055(a)(2) or Section 2522(a)(2) of the Internal Revenue Code, respectively, for so long as such taxes apply.

FIFTH. The Corporation may be dissolved upon the adoption of a resolution of dissolution, at a meeting of the Members held for that purpose at which a quorum is present, by a majority of the persons who are then Members of the Corporation, or without a meeting, by the written consent of all the Members. In the event of dissolution of the Corporation or liquidation of its property or assets, all of the Corporation's property, real, personal or mixed, shall be paid over and transferred to such institution or institutions exempt from taxation under Internal Revenue Code Section 501(a), described in Internal Revenue Code Section 501(c)(3), and organized and operated exclusively for charitable purposes as shall be selected by a majority of the persons who are then Members of the Corporation.

SIXTH. The Corporation shall have both Members and Trustees. The initial Members of the Corporation were those persons serving as Trustees at the time of adoption of the 1990 Amended Articles of Incorporation.

SEVENTH. Except as otherwise provided in the Code of Regulations, the Corporation's powers, property and affairs shall be exercised, conducted and controlled by a Board of Trustees, all of whom shall be natural persons. The Board of Trustees shall consist of not less than three Trustees.

EIGHTH. The Corporation, for any period during which it may constitute a "private foundation" within the meaning of Internal Revenue Code Section 509;

1. Shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code Section 4942;

2. Shall not engage in any act of self-dealing, as defined in Internal Revenue Code Section 4941(d);

3. Shall not retain any excess business holdings, as defined in Internal Revenue Code Section 4943(c);

4. Shall not make any investments in a manner which would subject the Corporation to tax under Internal Revenue Code Section 4944; and

5. Shall not make any taxable expenditure, as defined in Internal Revenue Code Section 4945(d).

Each reference in these Amended and Restated Articles to a section of the Internal Revenue Code shall be deemed to refer to a section of the Internal Revenue Code of 1986, as from time to time amended, and to corresponding provisions of any future revenue law.

NINTH. These Amended and Restated Articles of Incorporation may be amended only by majority vote of the persons then serving as Members; provided, however, that Article SIXTH may be amended only by the vote of 75 percent of the persons then serving as Members.

TENTH. These Amended and Restated Articles of Incorporation shall supersede the existing Amended Articles of Incorporation of the Corporation.

THE WILLIAM BINGHAM FOUNDATION
2009 Form 990-PF
FEIN 34-6513791

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

1a (4) The William Bingham Foundation reimburses trustees for reasonable expenses for attending trustee and committee meetings. See Part VIII, Question 1 and schedule. See 4941 (d) (2) (e).

The Foundation also contracts with the Blossom Business Office, Inc., a corporation of which the lineal descendants of a substantial contributor own more than 35 percent of the voting stock, to provide accounting and other services to assist the Foundation in carrying out its charitable purposes. See 4941 (d) (2) (E).

The Foundation compensates Daniel L. Horn, Secretary and Treasurer of the Foundation, for services rendered. Mr. Horn bills the Foundation based on the number of hours of service provided. Mr. Horn is not related to the substantial contributor or any trustee, but is a disqualified person with respect to the Foundation because he is an officer of the Foundation.

THE WILLIAM BINGHAM FOUNDATION
2009 Form 990-PF, Part VIII, Line 1
FEIN 34-6513791

(a) Name and Address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense acct., other allowances
C. Bingham Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	President Trustee 4 hours	$ - 0 -	$ - 0 -	$ - 0 -
C. Perry Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Trustee 2.5 hours	- 0 -	- 0 -	- 0 -
David B. Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Trustee 2 hours	- 0 -	- 0 -	- 0 -
Dudley S. Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro New York, NY area*	Trustee 2.5 hours	- 0 -	- 0 -	- 0 -
Jonathan B. Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Los Angeles, CA area*	Trustee 2.5 hours	- 0 -	- 0 -	- 0 -
Laurel Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: Edgefield, SC*	Trustee 2.5 hours	- 0 -	- 0 -	- 0 -
Robin Dunn Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Providence, RI area*	Trustee 3 hours	- 0 -	- 0 -	- 0 -
Laura H. Gilbertson 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Chief Administrator 41.5 hours	94,000.16	20,491.13	- 0 -
James B. Heffernan 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Miami, FL area*	Vice-President Trustee 2.5 hours	- 0 -	- 0 -	- 0 -

THE WILLIAM BINGHAM FOUNDATION
2009 Form 990-PF, Part VIII, Line 1
FEIN 34-6513791

(a) Name and Address	(b) Title and average hours per week devoted to position		(c) Compensation		(d) Contributions to employee benefit plans		(e) Expense acct., other allowances
Daniel L. Horn 925 Euclid Ave., #2000 Cleveland, OH 44115 *Residence: metro Cleveland, OH area*	Secretary Treasurer 2 hours	$	5,773.69	$	- 0 -	$	- 0 -
Virginia Blossom Kruntorad 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: Vero Beach, FL*	Trustee 3.5 hours		- 0 -		- 0 -		- 0 -
Elizabeth B. Meers 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: Washington, DC*	Trustee 3.5 hours		- 0 -		- 0 -		- 0 -
		$	99,773.85	$	20,491.13	$	- 0 -

(b) Average hours per week...

b *Average hours per week are estimated for all trustees. Laura H. Gilbertson, as the Chief Administrator, and Daniel L. Horn, as the Secretary and Treasurer, maintain time sheets and track their actual hours.*

(c) Compensation

c *Laura H. Gilbertson's salary and benefits are actually paid by the Blossom Business Office, Inc., although the William Bingham Foundation reimburses the company for the cost of her salary, benefits, and related expenses. Daniel L. Horn bills the Foundation directly for services rendered.*

NOTE: All expense reimbursements for trustees and officers are included in Part I on Line 21 under Travel, conferences and meetings. The Foundation only reimburses for actual expenses incurred.

THE WILLIAM BINGHAM FOUNDATION
2009 Form 990-PF
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PART XV, LINE 2
SUPPLEMENTARY INFORMATION

a) Address applications for grants to:
The William Bingham Foundation
Attn: Laura H. Gilbertson
20325 Center Ridge Road, #629
Rocky River, OH 44116
(440) 331-6350

b) The grant application process is described on the Foundation's website at http:www.wbinghamfoundation.org under the heading "Procedures".

c) Complete grant proposals are accepted only at the request of the Foundation and are due two months prior to the semiannual Trustees meetings in February and August of each year.

d) The Foundation makes grants to public charities. Grants are made to organizations organized within the United States.

The William Bingham Foundation
2009 Form 990-PF
Part XV, Question 3(a) Grants Paid During the Year
FEIN 34-6513791

Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant	Amount
Architecture for Humanity	848 Folsom St., Ste. 201 San Francisco, CA 94107	N/A	Public	General operating support	$ 25,000.00
Association to Promote and Protect the Lubec Environment	P.O. Box 535 Lubec, ME 04652	N/A	Public	In support of its program to clean beaches	500.00
Boys Hope Girls Hope	12120 Bridgeton Square Dr. Bridgeton, MO 63044	N/A	Public	Financial support for college students	25,000.00
Catholic Charities Foundation	924 G St., NW Washington, DC 20001	N/A	Public	In support of a Development Coordinator position in the Archdiocesan Legal Network program	63,853.00
Denison University	Granville, OH 43023	N/A	Public	In support of the renovation of Cleveland Hall	50,000.00
Environmental Learning Center, Inc.	255 Live Oak Dr. Vero Beach, FL 32963	N/A	Public	For the purchase and installation of solar equipment systems and signage	50,000.00
Foundation Center, The	79 Fifth Ave. New York, NY 10003	N/A	Public	General support for the Cleveland Field Office	10,000.00
Grantmakers for Effective Organizations	1725 DeSales St., NW, Ste. 404 Washington, DC 20036	N/A	Public	Membership in grantmaker education organization	450.00
Grants Managers Network	1101 14th St., NW, #420 Washington, DC 20005	N/A	Public	Membership in grantmaker education organization	30 00
Green Vale School	250 Valentine's Lane Old Brookville, NY 11545	N/A	Public	General operating support	25,000.00
Institute for the Study and Practice of Nonviolence	9 Central St. Providence, RI 02907	N/A	Public	In support of the Youth Employment and Leadership Programs	25,000.00

The William Bingham Foundation
2009 Form 990-PF
Part XV, Question 3(a) Grants Paid During the Year
FEIN 34-6513791

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Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant	Amount
Maine Island Trail Association	58 Fore St., #30-3 Portland, ME 04101	N/A	Public	Support for a program using volunteers to monitor the islands of the Maine Island Trail	$ 20,000.00
Ohio Grantmakers Forum	37 W. Broad St., #800 Columbus, OH 43215	N/A	Public	Membership in grantmaker education organization	1,020.00
Poets House, Inc.	594 Broadway, Ste. 510 New York, NY 10012	N/A	Public	In support of the Capital Campaign for construction of a new facility	50,000.00
Rhode Island Free Clinic, Inc.	655 Broad St. Providence, RI 02907	N/A	Public	General support to enable expansion of the Free Clinic's services	50,000.00
Riverside Theatre, Inc.	3280 Riverside Park Dr. Vero Beach, FL 32963	N/A	Public	In support of Riverside Children's Theatre	25,000.00
South Carolina Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402	N/A	Public	General operating support	50,000.00
Syracuse University, S.I. Newhouse School of Public Communications	820 Comstock Ave., Rm. 214 Syracuse, NY 13244	N/A	Public	For the Newhouse III Building Campaign	20,000.00
Teach for America, D.C. Region	1411 K St., NW, 12th Floor Washington, DC 20005	N/A	Public	General operating support	50,000.00
University Hospitals Health System - Geauga Regional Hospital	13207 Ravenna Road Chardon, OH 44024	N/A	Public	In support of a project to complete accreditation of a chest pain center at Geauga Medical Center	50,000.00
Washington Jesuit Academy	900 Varnum St., N.E. Washington, DC 20017	N/A	Public	General operating support	35,000.00

The William Bingham Foundation
2009 Form 990-PF
Part XV, Question 3(a) Grants Paid During the Year
FEIN 34-6513791

Page 3

Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant	Amount
Wings for Kids, Inc.	P.O. Box 369 Sullivan's Island, SC 29482	N/A	Public	General operating support	30,000.00
				Total to Form 990 - PF, Part XV, line 3a	$ 655,853.00

The William Bingham Foundation
2009 Form 990-PF
Part XV, Question 3(b) Grants Approved for Future Payment
FEIN 34-6513791

Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant		Amount
Cleveland Zoological Society	3900 Wildlife Way Cleveland, OH 44109	N/A	Public	For the "African Elephant Crossing" capital campaign	$	2,500.00
MetroHealth Foundation, Inc.	2500 MetroHealth Dr. Cleveland, OH 44109	N/A	Public	In support of MetroHealth's "BREAST" program serving uninsured and underinsured women in Cleveland		25,000.00
Sheepscot Valley Conservation Association	624 Sheepscot Rd. Newcastle, ME 04553	N/A	Public	In support of the "Water Quality and Stream Habitat Assessment" program		25,000.00
Syracuse University	113 Bowne Hall Syracuse, NY 13244	N/A	Public	In support of the "Entrepreneurship Bootcamp for Veterans" program		50,000.00
				Total to Form 990 - PF, Part XV, line 3b	**$**	**102,500.00**

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	The William Bingham Foundation	34-6513791
	Number, street, and room or suite no If a P O box, see instructions 20325 Center Ridge Road, No. 629	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Rocky River, OH 44116	

Check type of return to be filed(file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ Laura H. Gilbertson
  20325 Center Ridge Rd., #629 - Rocky River, OH 44116
  Telephone No ▶ (440) 331-6350 FAX No. ▶ ____
- 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 will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until August 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ____, and ending ____.

2 If this tax year 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	$ 11,000.00
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,000.00
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 4,000.00

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.