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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation THE BARRON FAMILY CHARITABLE FOUNDATION C/O DELOITTE TAX LLP		A Employer identification number 04-2981078
Number and street (or P O box number if mail is not delivered to street address) 200 BERKELEY STREET	Room/suite	B Telephone number 617-672-8320
City or town, state, and ZIP code BOSTON, MA 02116		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,193,333. (Part I, column (d) must be on cash basis)	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		150,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		61,447.	61,447.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,152.			
b Gross sales price for all assets on line 6a	487,489.				
7 Capital gain net income (from Part IV, line 2)			15,152.		
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 (loss)					
11 Other income		1,473.	1,473.		STATEMENT 2
12 Total. Add lines 1 through 11		228,072.	78,072.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	4,600.	0.		4,600.
c Other professional fees	STMT 4	12,018.	12,018.		0.
17 Interest					
18 Taxes	STMT 5	896.	896.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	538.	0.		538.
24 Total operating and administrative expenses. Add lines 13 through 23		18,052.	12,914.		5,138.
25 Contributions, gifts, grants paid		58,675.			58,675.
26 Total expenses and disbursements. Add lines 24 and 25		76,727.	12,914.		63,813.
27 Subtract line 26 from line 12		151,345.			
a Excess of revenue over expenses and disbursements			65,158.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		108,376.	214,560.	214,727.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 7		644,950.	643,883.	660,156.
	b	Investments - corporate stock STMT 8		849,375.	886,602.	1,212,171.
	c	Investments - corporate bonds STMT 9		95,612.	104,613.	106,279.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,698,313.	1,849,658.	2,193,333.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		1,698,313.	1,849,658.	
	30	Total net assets or fund balances		1,698,313.	1,849,658.	
	31	Total liabilities and net assets/fund balances		1,698,313.	1,849,658.	

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	1,698,313.
2	Enter amount from Part I, line 27a	2	151,345.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,849,658.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,849,658.

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	STATE STREET BANK & TRUST CO.- STMT A	P	VARIOUS	VARIOUS
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 487,489.		472,337.	15,152.
b			
c			
d			
e			

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

(i) FMV 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			15,152.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	15,152.
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))
2009	84,688.	1,613,334.	.052493
2008	412,816.	1,719,043.	.240143
2007	337,076.	1,805,793.	.186664
2006	336,498.	1,635,085.	.205798
2005	374,249.	1,956,867.	.191249

2 Total of line 1, column (d)	2	.876347
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	.175269
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,925,365.
5 Multiply line 4 by line 3	5	337,457.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	652.
7 Add lines 5 and 6	7	338,109.
8 Enter qualifying distributions from Part XII, line 4	8	63,813.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	1,303.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,303.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,303.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		27.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,330.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2011 estimated tax. Refunded	11		

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a		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		X
1b		
c Did the foundation file Form 1120-POL for this year?		X
1c		
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	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) MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2010 or the taxable year beginning in 2010 (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

N/A

Part VII-A
Statements Regarding Activities
(continued)

11

At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

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

N/A

14

The books are in care of

F.W. SHAW, EATON VANCE

Telephone no

617-672-8320

Located at

TWO INTERNATIONAL PL., 14TH FL., BOSTON, MA

ZIP+4

02110

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Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year

15

N/A

16

At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16

Yes

No

X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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

X

No

(2)

Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

Yes

X

No

(3)

Furnish goods, services, or facilities to (or accept them from) a disqualified person?

Yes

X

No

(4)

Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

Yes

X

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

X

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

X

No

b

If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

N/A

c

Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?

1c

X

2

Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a

At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?

Yes

X

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

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

X

No

b

If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)

N/A

4a

Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

4a

X

b

Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?

4b

X

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13330502 795930 D62538

2010.03050 THE BARRON FAMILY CHARITABL D625381

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

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
ADELE L. BARRON C/O DELOITTE TAX 200 BERKELEY STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
SCOTT V. BARRON C/O DELOITTE TAX 200 BERKELEY STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
DOUGLAS S. BARRON C/O DELOITTE TAX 200 BERKELEY STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
FREDERICK W. SHAW C/O EATON VANCE TWO INTERNATIONAL PL., 14TH FL. BOSTON, MA 02110	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NOT APPLICABLE	
	0.
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 NOT APPLICABLE	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,852,542.
b	Average of monthly cash balances	1b	102,143.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,954,685.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,954,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,320.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,925,365.
6	Minimum investment return. Enter 5% of line 5	6	96,268.

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	96,268.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,303.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,303.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	94,965.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	94,965.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	94,965.

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	63,813.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	63,813.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	63,813.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				94,965.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	277,496.			
b From 2006	257,072.			
c From 2007	248,134.			
d From 2008	327,932.			
e From 2009	4,984.			
f Total of lines 3a through e	1,115,618.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 63,813.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				63,813.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	31,152.			31,152.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,084,466.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	246,344.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	838,122.			
10 Analysis of line 9				
a Excess from 2006	257,072.			
b Excess from 2007	248,134.			
c Excess from 2008	327,932.			
d Excess from 2009	4,984.			
e Excess from 2010				

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 2010, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

Part XV .Supplementary Information (continued)				
3 Grants and Contributions Paid During the Year or Approved for Future Payment				
<div> <div>Recipient</div> <div>Name and address (home or business)</div> </div>	<div> If recipient is an individual, show any relationship to any foundation manager or substantial contributor </div>	<div> Foundation status of recipient </div>	<div> Purpose of grant or contribution </div>	<div> Amount </div>
a Paid during the year				
SEE STATEMENT 10				
Total			▶ 3a	58,675.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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.

Signature of officer or trustee

Date _____

TRUSTEE

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

PHYLLIS CRAFTON

Rhys Crayton

5/4/11

Firm's name ► DELOITTE TAX LLP
200 BERKELEY STREET

Firm's EIN ▶

Firm's address ► BOSTON, MA 02116

Phone no	617-437-2000
----------	--------------

Form **990-PF** (2010)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010**Name of the organization**THE BARRON FAMILY CHARITABLE FOUNDATION
C/O DELOITTE TAX LLP**Employer identification number**

04-2981078

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization
 THE BARRON FAMILY CHARITABLE FOUNDATION
 C/O DELOITTE TAX LLP

Employer identification number

04-2981078

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ADELE L. BARRON C/O DELOITTE TAX, 200 BERKELEY STREET BOSTON, MA 02116	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE BARRON FAMILY CHARITABLE FOUNDATION
C/O DELOITTE TAX LLP

Employer identification number

04-2981078

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE BARRON FAMILY CHARITABLE FOUNDATION

Employer identification number

C/O DELOITTE TAX LLP

04-2981078

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

2010 Tax Information Statement

Page 7 of 31

Account Number: 2114550
 Recipient's Tax ID Number: 04-2981078
 Payer's Federal ID Number: 20-8007203
 Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice
 Revised: 03/08/2011

Recipient's Name and Address:
 THE BARRON FAMILY CHARITABLE FND
 C/O FREDERICK W. SHAW, JR
 TWO INTERNATIONAL PLACE, 14TH FLOOR
 BOSTON, MA 02110

Payer's Name and Address:
 STATE STREET BANK & TRUST COMPANY
 WMS TAX DEPARTMENT
 PO BOX 5300
 BOSTON, MA 02206-5300

2010 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of Shares	CUSIP Description (Box 1b)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B							
25000.0000	02004MJP9 ALLY BANK CD	11/10/2009	08/19/2010	24,975.00	25,000.00	-25.00	0.00
5000.0000	084664BE0 BERKSHIRE HATHAWAY FIN	09/24/2009	05/19/2010	5,481.05	5,344.35	136.70	0.00
5000.0000	120568AQ3 BUNGE LTD FIN CORP	06/04/2009	05/18/2010	5,831.60	5,422.40	409.20	0.00
150.0000	12721E102 CADBURY PLC-SP ADR	06/07/2010	08/31/2010	5,271.35	5,220.90	50.45	0.00
5000.0000	172967C02 CITIGROUP INC	03/19/2009	02/12/2010	7,455.06	4,625.25	2,829.81	0.00
5000.0000	126650BH2 CVS CAREMARK CORP	06/02/2009	05/17/2010	5,009.05	4,405.40	603.65	0.00
5000.0000	25746UBG3 DOMINION RES INC	05/01/2009	02/04/2010	5,306.05	5,106.45	199.60	0.00
1113.5860	277911129 EATON VANCE FLOATING RATE FUND-A	07/01/2009	05/17/2010	6,462.15	6,032.70	429.45	0.00
541.7120	277911129 EATON VANCE FLOATING RATE FUND-A	12/30/2009	11/10/2010	9,900.00	9,821.83	78.17	0.00
450.0000	30161N101 EXELON CORPORATION	02/17/2010	05/04/2010	19,437.47	19,962.41	-524.94	0.00
5000.0000	349631AP6 FORTUNE BRANDS INC	06/21/2010	10/12/2010	5,655.85	5,542.20	113.65	0.00
5000.0000	36962G3U6 GEN ELEC CAP CORP	06/02/2009	05/19/2010	5,224.75	4,806.50	418.25	0.00
5000.0000	38141GEU4 GOLDMAN SACHS GRP IN	07/02/2009	05/18/2010	4,989.45	4,750.90	238.55	0.00
5000.0000	40429CFN7 HSBC FIN CORP	06/11/2009	05/18/2010	5,356.95	4,640.90	716.05	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2010 Tax Information Statement

Page 8 of 31

Recipient's Name and Address:

THE BARRON FAMILY CHARITABLE FND
C/O FREDERICK W. SHAW, JR
TWO INTERNATIONAL PLACE, 14TH FLOOR
BOSTON, MA 02110

2114550

04-2981078

20-8007203

(800)392-9244

☐ 2nd TIN notice

Account Number:

Recipient's Tax ID Number:

Payer's Federal ID Number:

Questions?

☐ Corrected

Revised: 03/08/2011

Payer's Name and Address:

STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Number of shares	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
5795	49455U100	KINDER MORGAN MANAGEMENT LLC	10/26/2009	02/12/2010	31.42	27.35	4.07	0.00
4843	49455U100	KINDER MORGAN MANAGEMENT LLC	10/26/2009	05/12/2010	26.90	22.45	4.45	0.00
7660	49455U100	KINDER MORGAN MANAGEMENT LLC	10/26/2009	08/13/2010	45.55	34.88	10.67	0.00
5000.0000	50075NBA1	KRAFT FOODS INC 5.375% 2/10/20	02/04/2010	05/18/2010	5,242.60	4,959.80	283.80	0.00
75.0000	57636Q104	MASTERCARD INC-A	12/30/2009	12/17/2010	16,576.27	19,318.13	-2,741.86	0.00
5000.0000	5901884M7	MERRILL LYNCH & CO 6.05% 5/16/16	08/28/2009	05/19/2010	5,097.15	4,913.70	183.45	0.00
5000.0000	652482BT6	NEWS AMERICA INC 6.9% 3/01/19	01/07/2010	05/17/2010	5,817.50	5,703.30	114.20	0.00
325.0000	665859104	NORTHERN TRUST CORP COM	05/11/2009	05/04/2010	17,444.10	17,213.96	230.14	0.00
246.0000	717081103	PEIZER INC COM	10/16/2009	05/04/2010	4,239.73	4,308.69	-68.96	0.00
5000.0000	78010XAC5	ROYAL BK SCOTLAND 4.875% 3/16/15	03/09/2010	05/19/2010	4,988.20	4,988.40	-0.20	0.00
5000.0000	88732JAP3	TIME WARNER CABLE 8.75% 2/14/19	04/24/2009	01/07/2010	6,183.75	5,498.20	685.55	0.00
5000.0000	893830AS8	TRANSOCEAN INC 6% 3/15/18	05/01/2009	03/10/2010	5,404.95	4,988.65	416.30	0.00
5000.0000	9021EQAC8	TYCO INTL FIN SA 7% 12/15/19	06/08/2009	05/17/2010	5,891.00	4,848.50	1,042.50	0.00
225.0000	92343V104	VERIZON COMMUNICATIONS INC	09/22/2009	05/12/2010	6,436.01	6,656.63	-220.62	0.00
5000.0000	961214BK8	WESTPAC BKG CORP 4.875% 11/19/19	11/16/2009	05/18/2010	5,030.20	4,996.45	33.75	0.00
Total Short Term Sales Reported on 1099-B					209,811.11	203,938.18	5,872.93	0.00
Long Term 15% Sales Reported on 1099-B								
5000.0000	02209SAD5	ALTRIA GROUP INC 9.7% 11/10/18	05/08/2009	05/18/2010	6,247.95	5,791.65	456.30	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2010 Tax Information Statement

Page 9 of 31

Account Number: 2114550

Recipient's Tax ID Number: 04-2981078

Payer's Federal ID Number: 20-8007203

Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Revised: 03/08/2011

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Recipient's Name and Address:

THE BARRON FAMILY CHARITABLE FND
C/O FREDERICK W. SHAW, JR
TWO INTERNATIONAL PLACE, 14TH FLOOR
BOSTON, MA 02110

Number of shares (Box 1b)	CUSIP (Box 7)	Description (Box 7)	Date Acquired (Box 1a)	Date of Sale (Box 2)	Stocks, Bonds, etc. (Box 2)	Cost or other Basis (Box 4)	Net Gain or Loss (Box 4)	Federal Income Tax Withheld (Box 4)
225.0000	075887109	BECTON DICKINSON & CO COM (**)	02/09/2009	06/15/2010	15,849.88	16,416.28	-566.40	0.00
150.0000	088606108	BHP LIMITED ADR	10/19/2005	11/05/2010	13,701.54	4,479.66	9,221.88	0.00
340.0000	12721E102	CADBURY PLC-SP ADR	VARIOUS	02/12/2010	16,898.13	17,730.66	-832.53	0.00
1200.0000	20030N101	COMCAST CORP-A	02/09/2009	03/04/2010	20,375.74	16,987.32	3,388.42	0.00
5000.0000	25156PAH6	DEUTSCHE TELEKOM 5 75% 3/23/16	05/14/2009	05/18/2010	5,422.60	5,142.05	280.55	0.00
1000.0000	27828S101	EATON VANCE T/A GL DVD INC FD	05/02/2005	11/09/2010	14,585.35	19,703.40	-5,118.05	0.00
275.0000	337932107	FIRSTENERGY CORP COM	11/26/2008	02/17/2010	10,799.82	15,632.35	-4,832.53	0.00
700.0000	375558103	GILEAD SCIENCES INC COM	11/07/2006	11/05/2010	27,175.78	23,944.59	3,231.19	0.00
6915	49455U100	KINDER MORGAN MANAGEMENT LLC	10/26/2009	11/15/2010	44.52	30.93	13.59	0.00
5000.0000	565849AH9	MARATHON OIL CO 7.5% 2/15/19	04/28/2009	05/18/2010	5,946.25	5,311.15	635.10	0.00
5000.0000	61748AAE6	MORGAN STANLEY 4.75% 4/01/14	04/29/2009	05/19/2010	4,974.50	4,243.75	730.75	0.00
5000.0000	872540AM1	TJX COS INC 6.95% 4/15/19	04/27/2009	05/17/2010	6,021.80	5,264.90	756.90	0.00
75000.0000	912828ED8	US TREAS NTS 4.125% 8/15/10	01/05/2007	08/15/2010	75,000.00	73,649.41	1,350.59	0.00
35000.0000	912828EM8	US TREASURY NOTES 4.5% 11/15/10	01/24/2007	11/15/2010	35,000.00	34,630.86	369.14	0.00
500.0000	92343V104	VERIZON COMMUNICATIONS INC	03/19/2009	05/12/2010	14,302.25	15,337.50	-1,035.25	0.00
5000.0000	929903CH3	WACHOVIA CORP 5.625% 10/15/16	04/27/2009	05/19/2010	5,332.05	4,102.60	1,229.45	0.00
Total Long Term 15% Sales Reported on 1099-B						277,678.16	268,399.06	9,279.10

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATE STREET BANK & TRUST CO.	61,447.	0.	61,447.
TOTAL TO FM 990-PF, PART I, LN 4	61,447.	0.	61,447.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,256.	1,256.	
PROCEEDS FROM SETTLEMENT	217.	217.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,473.	1,473.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP- TAX PREPARATION FEE	4,600.	0.		4,600.
TO FORM 990-PF, PG 1, LN 16B	4,600.	0.		4,600.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE STREET BANK & TRUST	12,018.	12,018.		0.
TO FORM 990-PF, PG 1, LN 16C	12,018.	12,018.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	896.	896.		0.	
TO FORM 990-PF, PG 1, LN 18	896.	896.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MA FORM PC FILING FEE	125.	0.		125.	
TAXES	413.	0.		413.	
TO FORM 990-PF, PG 1, LN 23	538.	0.		538.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
STATE STREET BANK & TRUST COMPANY - SEE ATTACHED	X		643,883.	660,156.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			643,883.	660,156.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			643,883.	660,156.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK & TRUST COMPANY - SEE ATTACHED	886,602.	1,212,171.
TOTAL TO FORM 990-PF, PART II, LINE 10B	886,602.	1,212,171.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE STREET BANK & TRUST COMPANY - SEE ATTACHED	104,613.	106,279.
TOTAL TO FORM 990-PF, PART II, LINE 10C	104,613.	106,279.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN TECHNION SOCIETY 1 GATEWAY CENTER, STE. 515 NEWTON, MA 02458	NONE EDUCATION	501(C) 3	1,250.
ANTI DEFAMATION LEAGUE 4400 NORTHCORP PKWY. PALM BEACH, FL 33410	NONE EDUCATION	501(C) 3	13,700.
DANA FARBER CANCER INSTITUTE OF FL 220 SUNRISE AVE # 204 PALM BEACH, FL 33480	NONE MEDICAL	501(C) 3	1,000.
FALMOUTH JEWISH CONGREGATION 7 HATCHVILLE ROAD EAST FALMOUTH, MA 02536	NONE COMMUNITY	501(C) 3	9,500.
HOUSING ASSISTANCE CORP. 460 WEST MAIN STREET HYANNIS, MA 02601	NONE HOUSING	501(C) 3	500.
JEWISH FEDERATION CAPE COD PO BOX 2568 HYANNIS, MA 02601	NONE COMMUNITY	501(C) 3	500.
JEWISH FEDERATION OF NORTH SHORE 4 COMMUNITY ROAD MARBLEHEAD, MA 01945	NONE COMMUNITY	501(C) 3	10,500.
JEWISH FEDERATION OF SOUTH PALM BEACH 9901 DONNA KLEIN BOULEVARD BOCA RATON, FL 33428	NONE COMMUNITY	501(C) 3	10,000.

THE BARRON FAMILY CHARITABLE FOUNDATION

04-2981078

JEWISH HISTORICAL SOCIETY 101 NEWBURY STREET BOSTON, MA 02116	NONE COMMUNITY	501(C) 3	100.
LOWER CAPE OUTREACH 19 BREWSTER CROSS ROAD ORLEANS, MA 02653	NONE EDUCATION	501(C) 3	1,250.
LOWN CARDIOVASCULAR RESEARCH FOUNDATION 21 LONGWOOD AVENUE BROOKLINE, MA 02446	NONE MEDICAL	501(C) 3	5,000.
MAZON-JEWISH RESPONSE TO HUNGER 10495 SANTA MONICA BLVD., SUITE 100 LOS ANGELES, CA 90025	NONE HUNGER	501(C) 3	500.
NORTH SHORE MEDICAL CENTER 81 HIGHLAND AVENUE SALEM, MA 01970	NONE MEDICAL	501(C) 3	1,000.
OHIO WESLEYAN ANNUAL FUND 61 S. SANDUSKY STREET DELAWARE, OH 43015	NONE EDUCATION	501(C) 3	500.
TEMPLE B'NAI 1685 S. BELCHER ROAD CLEARWATER, FL 33764	NONE RELIGIOUS	501(C) 3	1,375.
SUSAN G KOMEN'S CANCER CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE MEDICAL	501(C) 3	1,000.
SUSAN G KOMEN'S FOUNDATION 5433 WESTHEIMER RD., SUITE 325 HOUSTON, TX 77056	NONE MEDICAL	501(C) 3	1,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

58,675.

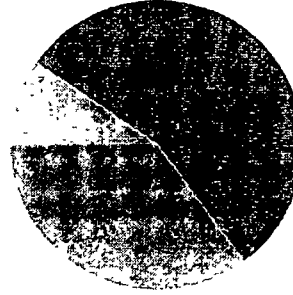
THE BARRON FAMILY CHARITABLE FOUNDATION
Account # 2114550

Portfolio Summary
December 31, 2010

PORTFOLIO SUMMARY

	Market Value	Percentage of Portfolio	Estimated Annual Income	Current Yield
Cash and Equivalents	214,727	9.79%	725	0.3%
Equities	1,212,171	55.27%	28,411	2.3%
Fixed Income	766,435	34.94%	32,447	4.2%
PORTFOLIO VALUE	\$ 2,193,333	100.00%	\$ 61,583	2.8 %

ASSET MIX



☐ Cash and Equivalents
☒ Equities
☐ Fixed Income

THE BARRON FAMILY CHARITABLE FOUNDATION
Account # 2114550

Statement of Holdings
December 31, 2010

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Cash and Equivalents									
CDS AND TIME DEPOSITS									
ALLY BANK CD 1.45% 5/13/11	11/10/09	50,000	1.00	23.4	50,167	50,000	167	725	1.4
Total CDS AND TIME DEPOSITS				23.4	50,167	50,000	167	725	1.4
MON MKT FED GOVT ST EXEMPT									
EATON VANCE US GOVERNMENT MMKT FD	12/31/10	164,560	1.00	76.6	164,560	164,560	0		
Total MON MKT FED GOVT ST EXEMPT				76.6	164,560	164,560	0		
Total Cash and Equivalents				100.0	214,727	214,560	167	725	0.3
Bonds - Government and Agency									
US GOVT AGENCY -STATE TAXABLE									
FNMA (FED NAT MTG) 4.125% 4/15/14	05/14/08	50,000	109.06	9.6	54,531	50,075	4,456	2,063	3.8
FNMA (FED NAT MTG) 4.875% 12/15/16	05/14/08	50,000	112.11	9.8	56,053	51,362	4,691	2,438	4.3
Total US GOVT AGENCY -STATE TAXABLE				19.4	110,584	101,437	9,147	4,501	4.1
US TREASURY NOTES & BONDS									
US TREASURY NOTES 4.5% 2/28/11	02/14/08	75,000	100.67	13.2	75,501	80,124	(4,623)	3,375	4.5
US TREASURY NOTES 4.5% 4/30/12	11/18/08	75,000	105.50	13.9	79,128	82,371	(3,243)	3,375	4.3
US TSY NTS 4.25% 11/15/13	05/01/07	50,000	109.41	9.6	54,707	49,080	5,627	2,125	3.9
US TREASURY NOTES 4.125% 5/15/15	10/04/05	75,000	110.12	14.5	82,588	73,386	9,202	3,094	3.7
US TREASURY BONDS 7.25% 5/15/16	09/22/09	40,000	126.07	8.8	50,428	50,272	156	2,900	5.8
US TREASURY NOTES 4.625% 11/15/16	08/17/10	75,000	112.65	14.8	84,486	87,513	(3,027)	3,469	4.1
US TREASURY NOTES 4.25% 11/15/17	11/15/10	30,000	110.24	5.8	33,073	34,300	(1,227)	1,275	3.9

THE BARRON FAMILY CHARITABLE FOUNDATION
Account # 2114550

Statement of Holdings
December 31, 2010

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Bonds - Government and Agency (continued)									
US TREASURY NOTES & BONDS (continued)									
Total US TREASURY NOTES & BONDS				80.6	459,911	457,046	2,865	19,613	4.3
Total Bonds - Government and Agency				100.0	570,495	558,483	12,012	24,114	4.2
Bonds - Corporate Bond									
CORPORATE BONDS									
HOME DEPOT INC 5 25% 12/16/13	10/12/10	5,000	109.76	5.2	5,488	5,586	(98)	263	4.8
MARATHON OIL CO 6 5% 2/15/14	09/15/10	5,000	112.57	5.3	5,629	5,724	(95)	325	5.8
KRAFT FOODS INC 6 75% 2/19/14	06/10/10	5,000	113.99	5.4	5,700	5,694	6	338	5.9
AMERICAN EXP CR CO 5 125% 8/25/14	05/26/10	5,000	107.82	5.1	5,391	5,343	48	256	4.7
SOUTHWEST AIRLINES 5 25% 10/01/14	05/25/10	5,000	105.17	4.9	5,259	5,307	(48)	263	5.0
AMPHENOL CORP 4 75% 11/15/14	05/25/10	5,000	106.83	5.0	5,342	5,283	59	237	4.4
GOLDMAN SACHS GROUP 5 125% 1/15/15	05/25/10	5,000	107.44	5.1	5,372	5,079	293	256	4.8
ENERGY TRANSFER 5 95% 2/01/15	05/26/10	5,000	109.69	5.2	5,485	5,324	161	298	5.4
VORNADO REALTY TRUST 4 25% 4/01/15	05/25/10	5,000	100.95	4.7	5,048	4,947	101	213	4.2
BANK OF AMERICA CORP 4 5% 4/01/15	05/25/10	5,000	101.63	4.8	5,082	4,943	139	225	4.4
CITIGROUP INC 4 875% 5/07/15	05/25/10	5,000	102.14	4.8	5,107	4,882	225	244	4.8
LINCOLN NATIONAL CORP 4 3% 6/15/15	06/15/10	5,000	103.01	4.8	5,151	4,993	158	215	4.2
DOMINION RESOURCES 5 15% 7/15/15	05/26/10	5,000	110.69	5.2	5,534	5,431	103	258	4.7
GEN ELEC CAP CORP 4 375% 9/21/15	05/25/10	5,000	104.86	4.9	5,243	5,172	71	219	4.2
Total CORPORATE BONDS				70.4	74,831	73,708	1,123	3,610	4.8
FX DENOM CORPORATE BONDS									
THOMSON REUTERS CORP 5 7% 10/01/14	06/02/10	5,000	111.12	5.2	5,556	5,565	(9)	285	5.1
TYCO INTL FIN 4 125% 10/15/14	05/25/10	5,000	106.04	5.0	5,302	5,265	37	206	3.9

THE BARRON FAMILY CHARITABLE FOUNDATION
Account # 2114550

Statement of Holdings
December 31, 2010

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Bonds - Corporate Bond (continued)									
FX DENOM CORPORATE BONDS (continued)									
ROYAL BK SCOTLAND 4 875% 3/16/15	05/25/10	5,000	102 29	4 8	5,115	4,935	180	244	4 8
TOTAL CAPITAL SA 3% 6/24/15	06/18/10	5,000	101 87	4 8	5,094	4,997	97	150	2 9
TELECOM ITALIA CAP 5 25% 10/01/15	05/25/10	5,000	102 39	4 8	5,119	5,012	107	263	5 1
Total FX DENOM CORPORATE BONDS				24.6	26,186	25,774	412	1,148	4.4
MEDIUM TERM NOTES									
KEY BANK NA 5 45% 3/03/16	06/08/10	5,000	105 24	5 0	5,262	5,131	131	273	5 2
Total MEDIUM TERM NOTES				5.0	5,262	5,131	131	273	5.2
Total Bonds - Corporate Bond				100.0	106,279	104,613	1,566	5,031	4.7
Bonds - Other Fixed Income									
MUTUAL FUNDS-FIXED-TAXABLE									
EATON VANCE FLOATING RATE FUND-A	12/30/09	9,683	9 26	100 0	89,661	85,400	4,261	3,302	3 7
Total MUTUAL FUNDS-FIXED-TAXABLE				100.0	89,661	85,400	4,261	3,302	3.7
Total Bonds - Other Fixed Income				100.0	89,661	85,400	4,261	3,302	3.7
Equities									
CONSUMER DISCRETIONARY									
MCDONALDS CORP	09/22/09	400	76 76	2 5	30,704	21,459	9,245	976	3 2
TIME WARNER CABLE INC	03/04/10	425	66 03	2 3	28,063	20,120	7,943	680	2 4
MCGRAW-HILL COMPANIES INC	06/09/09	650	36 41	2 0	23,667	20,560	3,107	611	2 6
STAPLES INC	02/06/07	800	22 77	1 5	18,216	21,012	(2,796)	288	1 6

THE BARRON FAMILY CHARITABLE FOUNDATION
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Statement of Holdings
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	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Equities (continued)									
CONSUMER DISCRETIONARY (continued)									
Total CONSUMER DISCRETIONARY				8.3	100,650	83,151	17,499	2,555	2.5
CONSUMER STAPLES									
NESTLE SA SPONSORED ADR	11/24/03	875	58.82	4.2	51,468	19,630	31,868	785	1.5
PEPSICO INC	09/29/04	400	65.33	2.2	26,132	19,133	6,999	768	2.9
COSTCO WHOLESALE CORP	12/03/09	325	72.21	1.9	23,468	19,231	4,187	266	1.1
KELLOGG CO	12/30/09	375	51.08	1.6	19,155	20,237	(1,082)	608	3.2
Total CONSUMER STAPLES				9.9	120,223	78,251	41,972	2,427	2.0
ENERGY									
KINDER MORGAN MANAGEMENT LLC	10/26/09	381	66.88	2.1	25,481	17,042	8,439		
ROYAL DUTCH SHELL PLC ADR	08/18/10	375	66.78	2.1	25,043	20,976	4,067	1,071	4.3
CHEVRON CORP	03/19/09	250	91.25	1.9	22,813	17,154	5,659	720	3.2
EXXON MOBIL CORP	11/24/03	300	73.12	1.8	21,936	10,674	11,262	528	2.4
Total SA-SPONSORED ADR	11/24/03	400	53.48	1.8	21,392	15,609	5,783	993	4.6
Total ENERGY				9.6	116,665	81,455	35,210	3,312	2.8
FINANCIALS									
AVALONBAY COMMUNITIES INC	03/19/09	3001	12.55	2.8	33,765	15,263	18,502	1,071	3.2
EQUITY RESIDENTIAL PROPERTIES TR-SBI	11/24/03	600	51.95	2.6	31,170	17,211	13,959	1,098	3.5
WELLS FARGO & CO	02/09/09	1,000	30.99	2.6	30,990	19,305	11,685	200	0.6
METLIFE INC	12/30/09	600	44.44	2.2	26,664	20,997	5,667	444	1.7
FRANKLIN RESOURCES	05/23/06	225	111.21	2.1	25,022	20,857	4,165	225	0.9
TORONTO DOMINION BANK	10/26/09	300	74.31	1.8	22,293	18,138	4,155	721	3.2

THE BARRON FAMILY CHARITABLE FOUNDATION
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Statement of Holdings
December 31, 2010

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Equities (continued)									
FINANCIALS (continued)									
Total FINANCIALS				14.0	169,904	111,771	58,133	3,759	2.2
HEALTH CARE									
NOVO-NORDISK AS ADR-B	05/04/10	2501	12 57	2 3	28,143	20,819	7,324	245	0 9
HENRY SCHEIN INC	11/05/10	400	61 39	2 0	24,556	22,906	1,650		
TEVA PHARM INDS ADR	09/22/09	400	52 13	1 7	20,852	20,822	30	267	1 3
MERCK & CO INC	06/15/10	575	36 04	1 7	20,723	20,438	285	874	4 2
JOHNSON & JOHNSON	11/24/03	300	61 85	1 5	18,555	15,245	3,310	648	3 5
ABBOTT LABORATORIES	10/26/09	375	47 91	1 5	17,966	19,075	(1,109)	660	3 7
Total HEALTH CARE				10.8	130,795	119,305	11,490	2,694	2.1
INDUSTRIALS									
UNITED TECHNOLOGIES CORP	11/24/03	450	78 72	2 9	35,424	19,061	16,363	765	2 2
PACCAR INC	02/17/10	575	57 34	2 7	32,971	20,743	12,228	276	0 8
GENERAL DYNAMICS CORP	11/24/03	400	70 96	2 3	28,384	16,213	12,171	672	2 4
CATERPILLAR INC	11/09/04	300	93 66	2 3	28,098	13,273	14,825	528	1 9
ILLINOIS TOOL WORKS INC	11/24/03	400	53 40	1 8	21,360	14,963	6,397	544	2 5
FEDEX CORP	11/24/03	150	93 01	1 2	13,952	10,619	3,333	72	0 5
Total INDUSTRIALS				13.2	160,189	94,872	65,317	2,857	1.8
INFORMATION TECHNOLOGY									
IBM CORP	11/24/03	225	146 76	2 7	33,021	20,103	12,918	585	1 8
ACCENTURE PLC IRELAND	12/17/10	675	48 49	2 7	32,731	31,603	1,128	607	1 9
ANALOG DEVICES INC	11/12/09	675	37 67	2 1	25,427	18,526	6,901	594	2 3
HEWLETT-PACKARD CO	06/09/09	550	42 10	1 9	23,155	20,298	2,857	176	0 8

THE BARRON FAMILY CHARITABLE FOUNDATION
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Statement of Holdings
December 31, 2010

	Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Equities (continued)									
INFORMATION TECHNOLOGY (continued)									
MICROSOFT CORP	09/22/09	825	27 91	1 9	23,026	21,058	1,968	528	2 3
INTEL CORP	09/29/04	1,050	21 03	1 8	22,082	26,499	(4,417)	661	3 0
CISCO SYSTEMS INC	04/24/08	775	20 23	1 3	15,678	19,929	(4,251)		
Total INFORMATION TECHNOLOGY				14.4	175,120	158,016	17,104	3,151	1.8
MATERIALS									
AIR PRODUCTS & CHEMICALS INC	01/22/04	400	90 95	3 0	36,380	19,812	16,568	784	2 2
BHP BILLITON LTD ADR	10/19/05	375	92 92	2 9	34,845	11,199	23,646	653	1 9
ECOLAB INC	11/24/03	600	50 42	2 5	30,252	15,348	14,904	420	1 4
Total MATERIALS				8.4	101,477	46,359	55,118	1,857	1.8
TELECOMMUNICATION SERVICES									
VODAFONE GROUP PLC ADR	12/30/09	900	26 44	2 0	23,796	20,615	3,181	1,174	4 9
Total TELECOMMUNICATION SERVICES				2.0	23,796	20,615	3,181	1,174	4.9
UTILITIES									
NEXTERA ENERGY INC	11/24/03	600	51 99	2 6	31,194	19,104	12,090	1,200	3 8
SOUTHERN CO	05/04/10	625	38 23	2 0	23,894	21,536	2,358	1,138	4 8
Total UTILITIES				4.5	55,088	40,640	14,448	2,338	4.2
VARIOUS OTHER HLDGS									
JP MORGAN ALERIAN MLP INDEX FUND ETN	02/02/10	700	36 35	2 1	25,445	20,558	4,887	1,256	4 9
HENKEL KGAA-SPONSORED ADR	11/08/10	400	51 85	1 7	20,740	19,998	742	191	0 9
SOURCE CAPITAL INC \$2 40 PFD	11/24/03	350	34 51	1 0	12,079	11,611	468	840	7 0

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Statement of Holdings
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Latest Acquisition Date	Units	Price	% Of Class	Market Value	Total Cost	Unrealised Gain / Loss	Estimated Annual Income	Current Yield
Equities (continued)								
VARIOUS OTHER HLDGS (continued)								
Total VARIOUS OTHER HLDGS			4.8	58,264	52,167	6,097	2,287	3.9
Total Equities			100.0	1,212,171	886,602	325,569	28,411	2.3
TOTAL PORTFOLIO			100.0%	\$2,193,333	\$1,849,658	\$343,675	\$61,583	2.8 %