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

2010

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 DOWNEY FAMILY CHARITABLE FOUNDATION

A Employer identification number
04-3542759

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

Room/suite
300

B Telephone number
(617)338-4866

City or town, state, and ZIP code
BOSTON, MA 02110

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 ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,160,872.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received	200,000.		N/A	
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
4	Dividends and interest from securities	19,653.	19,653.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	175,439.			
b	Gross sales price for all assets on line 6a 1,069,537.				
7	Capital gain net income (from Part IV, line 2)		175,439.		
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	395,124.	195,124.		
Operating and Administrative Expenses					
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	2,400.	0.		2,400.
c	Other professional fees STMT 4	21,800.	21,800.		0.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	70.	0.		70.
24	**Total operating and administrative expenses.** Add lines 13 through 23	24,270.	21,800.		2,470.
25	Contributions, gifts, grants paid	84,000.			84,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	108,270.	21,800.		86,470.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	286,854.			
b	**Net investment income** (if negative, enter -0-)		173,324.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
141 MAY 16 2011
IRS-OSC
OGDEN, UT

SCANNED MAY 18 2011

023501
12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.**

29

	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			
	2	Savings and temporary cash investments	231,707.	196,965.	196,965.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	1,291,869.	1,613,465.	1,963,907.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,523,576.	1,810,430.	2,160,872.
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 ▶ ☐ 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 ▶ ☒ 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	1,523,576.	1,810,430.	
	30	**Total net assets or fund balances**	1,523,576.	1,810,430.	
	31	**Total liabilities and net assets/fund balances**	1,523,576.	1,810,430.	

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	1,523,576.
2	Enter amount from Part I, line 27a	2	286,854.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,810,430.
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	1,810,430.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE FIDELITY ATTACHMENT	P	VARIOUS	VARIOUS
b	SEE FIDELITY ATTACHMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	644,806.		561,720.	83,086.
b	417,731.		332,378.	85,353.
c	7,000.			7,000.
d				
e				

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				83,086.
b				85,353.
c				7,000.
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 } 2 175,439.

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	106,087.	1,392,570.	.076181
2008	94,250.	2,141,020.	.044021
2007	67,470.	2,014,052.	.033500
2006	58,558.	1,459,326.	.040127
2005	47,927.	1,155,912.	.041462

2	**Total** of line 1, column (d)	2	.235291
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	.047058
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,758,515.
5	Multiply line 4 by line 3	5	82,752.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,733.
7	Add lines 5 and 6	7	84,485.
8	Enter qualifying distributions from Part XII, line 4	8	86,470.

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	1,733.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,733.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,733.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,957.		
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	3,957.
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	2,224.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,224. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. **(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? 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) ▶ 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

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 ▶ N/A

14 The books are in care of ▶ WALTER L DOWNEY Telephone no. ▶ (617)338-4866

Located at ▶ 155 FEDERAL ST, SUITE 300, BOSTON, MA ZIP+4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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.

				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 22 of the instructions)?	N/A	1b		
	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 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 ☒ 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 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	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 2010?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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
WALTER L DOWNEY 135 BELLEVUE ST WEST ROXBURY, MA 02132	TRUSTEE 0.00	0.	0.	0.
DORIS R DOWNEY 135 BELLEVUE ST WEST ROXBURY, MA 02132	TRUSTEE 0.00	0.	0.	0.
ALICIA L DOWNEY C/O BINGHAM MCCUTCHEN 155 FEDERAL ST BOSTON, MA 2110	TRUSTEE 0.00	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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	1,668,805.
b	Average of monthly cash balances			1b	116,489.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,785,294.
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	1,785,294.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	26,779.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,758,515.
6	**Minimum investment return**. Enter 5% of line 5			6	87,926.

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	87,926.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,733.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,733.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	86,193.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	86,193.
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	86,193.

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	86,470.
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	86,470.
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	1,733.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	84,737.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				86,193.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			65,516.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 86,470.				
a Applied to 2009, but not more than line 2a			65,516.	
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				20,954.
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).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				65,239.
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	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(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:

WALTER L DOWNEY 135 BELLEVUE ST W ROXBURY,MA 02132 617-338-4866

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

NO SPECIFIC FORM

c Any submission deadlines:

NONE

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

NONE

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*				
SEE STATEMENT 7				
Total			▶ 3a	84,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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	32.	
4 Dividends and interest from securities			14	19,653.	
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	175,439.	
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.		195,124.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 195,124.

(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

Walter L. Downey | 5-12-11 | OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
NORMAN LEBLANC	Norman R. LeBlanc CPA	05/10/11		P01385772

Firm's name ▶ CCR LLP
125 HIGH STREET, 21ST FLOOR
Firm's address ▶ BOSTON, MA 02110

Firm's EIN ▶ 04-3069946

Phone no. 617-226-7000

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 DOWNEY FAMILY CHARITABLE FOUNDATION

Employer identification number

04-3542759

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).

Name of organization	Employer identification number
THE DOWNEY FAMILY CHARITABLE FOUNDATION	04-3542759

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WALTER L DOWNEY 155 FEDERAL ST, STE. 300 BOSTON, MA 02110-1881	$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE DOWNEY FAMILY CHARITABLE FOUNDATION	04-3542759

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
		$	

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

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

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

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

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

Name of organization

THE DOWNEY FAMILY CHARITABLE FOUNDATION

Employer identification number

04-3542759

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

(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

(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

(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

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

SOURCE	AMOUNT
FIDELITY	32.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	32.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY	26,653.	7,000.	19,653.
TOTAL TO FM 990-PF, PART I, LN 4	26,653.	7,000.	19,653.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CCR	2,400.	0.		2,400.
TO FORM 990-PF, PG 1, LN 16B	2,400.	0.		2,400.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	21,800.	21,800.		0.
TO FORM 990-PF, PG 1, LN 16C	21,800.	21,800.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

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

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALTERA CORP-1250SH	19,761.	44,475.
AMAZON COM INC-275SH	17,850.	49,500.
AMERN SUPERCONDUCTOR CORP-1455SH	38,893.	41,598.
APPLIED MATERIALS INC-3600SH	44,688.	50,580.
ARCHER DANIELS MIDLAND-1200SH	32,079.	36,096.
AUTOMATIC DATA PROCESSING-1170SH	41,383.	54,148.
BUNGE LIMITED COM-800SH	43,783.	52,416.
CF INDS HLDGS INC COM-400SH	34,199.	54,060.
COCA COLA CO-1000SH	50,781.	65,770.
COMCAST CORP-2000SH	29,929.	41,620.
COMPASS MINERALS INTL INC-545SH	28,278.	48,652.
DEVON ENERGY CORP NEW-615SH	41,711.	48,284.
EL PASO CORP-3100SH	37,696.	42,656.
EMC CORP-2550SH	42,891.	58,395.
EXPEDITORS INTL WASH INC-400SH	18,320.	21,840.
EXXON MOBIL-700SH	45,953.	51,184.
FIDELITY NATIONAL INFORMATION SERVICES-1050SH	29,821.	28,760.
GENERAL MOTORS CO COM-1800 SH	63,000.	66,348.
GMX RES INC-4500SH	34,015.	24,840.
HERBALIFE LTD COM-900SH	36,206.	61,533.
INSTITUFORM TECH-1925SH	31,942.	51,032.
INTL BUSINESS MACH-400SH	33,050.	58,704.
IRON-1950SH	47,119.	48,770.
LINEAR TECHNOLOGY CORP-1200SH	32,200.	41,508.
MICROCHIP TECH INC-1100	30,149.	37,631.
MOLYCORP INC DELAWARE-1200SH	23,260.	59,880.
MORGAN STANLEY CHINA A SHARE FUND-1826SH	52,055.	49,941.
MOTOROLA INC-6800SH	55,268.	61,676.
NABORS INDUSTRIES LTD COM-2600SH	54,808.	60,996.
NALCO HLDG CO-950SH	27,094.	30,343.
OPLINK COMMUNICATIONS INC-1700SH	23,286.	31,399.
PACKAGING CORP AMER-1400SH	31,513.	36,176.
PATTERSON UTI ENERGY-2750SH	78,055.	59,263.
PICO HOLDINGS INC-1000SH	30,001.	31,800.

POLYMET MINING CORP COM-9600	20,861.	22,944.
PRIMORIS SVCS CORP-3288SH	25,449.	31,367.
QUALCOMM INC-1315SH	52,739.	65,079.
SANDISK CORP-725SH	24,180.	36,148.
SANDRIDGE ENERGY INC COM-350SH	27,033.	25,620.
SEACHANGE INTL INC-5150SH	44,154.	44,032.
SYMANTEC CORP-3300SH	66,529.	55,242.
VITERRA INC COM NPV-4000SH	33,788.	37,357.
WASTE MANAGEMENT INC-1200SH	37,695.	44,244.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,613,465.	1,963,907.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BEACON ACADEMY 47 LONGWOOD AVE BOSTON, MA 02108	NONE CASH DONATION	NON-PROFIT	5,000.
BOSTON MEDICAL CENTER - SPARK PROGRAM 801 MASSACHUSETTS AVE #1007 BOSTON, MA 02118	NONE CASH DONATION	NON-PROFIT	5,000.
EPIPHANY SCHOOL 154 CENTRE ST DORCHESTER, MA 02124	NONE CASH DONATION	NON-PROFIT	12,000.
MAINE SCHOOL OF SCIENCE AND MATHEMATICS 95 HIGH ST. LIMESTONE, ME 04750	NONE CASH DONATION	NON-PROFIT	2,000.
MOTHER CAROLINE ACADEMY AND EDUCATION CENTER 515 BLUE HILL AVE DORCHESTER, MA 02121	NONE CASH DONATION	NON-PROFIT	12,000.
NATIVITY PREPARATORY SCHOOL 39 LAMARTINE ST JAMAICA PLAIN, MA 02130	NONE CASH DONATION	NON-PROFIT	12,000.

ST. THERESA'S SCHOOL 10 ST. THERESA AVENUE WEST ROXBURY, MA 02132	NONE CASH DONATION	NON-PROFIT	12,000.
THE ROXBURY LATIN SCHOOL 101 ST. THERESA AVENUE WEST ROXBURY, MA 02132	NONE CASH DONATION	NON-PROFIT	12,000.
THE WINDSOR SCHOOL PILGRIM ROAD BOSTON, MA 02215	NONE CASH DONATION	NON-PROFIT	12,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			84,000.

Fidelity
INVESTMENTS

2010 Supplemental Information

Account No.	Taxpayer ID.	Page
579-025232	04-3542759	7 of 12

The Downey Family Charitable Foundation
EIN 04-3542759
Fidelity Attachment

Envelope 9020 128975 05

DOWNEY FAMILY CHARITABLE FNDTN
WALTER LEO DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service 617-338-4866

CORRECTED 02/11/2011
C=CORRECTED

Additional Information

This detail information is not reported to the IRS It may assist you in tax return preparation

	Amount
Account Fees	21,800.00
Short-Term Realized Gain/Loss	83,085.34
Long-Term Realized Gain/Loss	85,353.56

Detail Information — Account Fees

This detail information is not reported to the IRS It may assist you in tax return preparation

Description	Date	Amount
Advisor Fee	01/04/10	4,000 00
Advisor Fee	04/06/10	4,300 00
Advisor Fee	04/26/10	5,000 00
Advisor Fee	07/06/10	4,500 00
Advisor Fee	10/05/10	4,000 00
	Total Account Fees	**21,800.00**

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes
This detail information is not reported to the IRS It may assist you in tax return preparation

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
COSAN LTD COM STK USD0 01 CLASS A / G25343107					
06/23/09	05/05/10	600 000	5,781 30	3,324 00 f	2,457.30
various	05/06/10	1,500 000	13,612.56	8,288 84 f	5,323 72
various	05/18/10	1,100 000	9,478 64	5,687 20 f	3,791 44
various	05/19/10	1,000 000	8,326 65	4,983.62 f	3,343.03
various	05/25/10	1,000.000	7,750 56	5,450 79 f	2,299 77
		USD Subtotal	**44,949.71**	**27,734.45**	
TRANSOCEAN LIMITED COM CHF15 / H8817H100					
various	04/27/10	450 000	38,607.84	37,268 15 f	1,339 69
TYCO INTERNATIONAL LTD(SWITZERLAND) COM / H89128104					
02/10/10	11/09/10	250 000	9,647 93	8,716.13 f	931.80
02/10/10	11/11/10	125 000	4,776 44	4,358 06 f	418 38
various	11/22/10	875.000	32,872 40	31,685.47 f	1,186 93
		USD Subtotal	**47,296.77**	**44,759.66**	

2010 Supplemental Information

Account No.	Taxpayer ID.	Page
579-025232	04-3542759	8 of 12

Fidelity INVESTMENTS

The Downey Family Charitable Foundation
EIN 04-3542759
Fidelity Attachment

Envelope 9020 128975 05

DOWNEY FAMILY CHARITABLE FNDTN
WALTER LEO DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service 617-338-4866

CORRECTED 02/11/2011
C=CORRECTED

Detail Information Short-Term Realized Gain/Loss

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.

ACME PACKET INC COM / 004764106						
various	02/16/10	1,900.000	27,958 52	20,194 60	f	7,763 92
AKAMAI TECH / 00971T101						
03/20/09	02/09/10	400.000	9,974 87	7,456 04	f	2,518.83
03/20/09	03/08/10	500.000	14,659.31	9,320 05	f	5,339.26
		USD Subtotal	**24,634.18**	**16,776.09**		
AMAZON.COM INC / 023135106						
03/05/09	01/07/10	50.000	6,456 72	3,245.36	f	3,211.36
03/05/09	02/01/10	100 000	11,826.72	6,490 72	f	5,336.00
		USD Subtotal	**18,283.44**	**9,736.08**		
ANADARKO PETE CORP / 032511107						
04/29/10	05/10/10	100.000	5,778.54	6,724 60	f	-946.06
ARCHER DANIELS MIDLAND / 039483102						
06/16/10	12/01/10	300 000	8,692 24	7,999 32	f	692 92
BEMIS COMPANY INC / 081437105						
08/26/10	10/29/10	400.000	12,660.30	11,656 08	f	1,004.22
BIOSCRIP INC / 09069N108						
10/19/09	05/06/10	1,000.000	7,370 57	7,213 90	f	156.67
various	05/19/10	3,700.000	26,430.13	28,031.42	f	-1,601.29
		USD Subtotal	**33,800.70**	**35,245.32**		
BLUE COAT SYS INC NEW / 09534T508						
05/26/10	05/28/10	300.000	6,563 80	8,433 12	f	-1,869.32
05/26/10	07/01/10	700.000	14,004 03	19,677 28	f	-5,673 25
		USD Subtotal	**20,567.83**	**28,110.40**		
CME GROUP INC / 12572Q105						
03/06/09	01/21/10	15.000	4,608.71	2,724.71	f	1,884.00
03/06/09	01/28/10	30.000	8,784 83	5,449.42	f	3,335 41
		USD Subtotal	**13,393.54**	**8,174.13**		
CHINA GREEN AGRICULTURE INC COM / 16943W105						
07/13/09	02/05/10	600.000	7,988.79	4,181.40	f	3,807.39
various	02/08/10	1,150 000	16,037 81	10,161.91	f	5,875 90
		USD Subtotal	**24,026.60**	**14,343.31**		
CORNING INC / 219350105						
06/18/10	11/30/10	540 000	9,484.24	9,826.40	f	-342.16
ENERGYSOLUTIONS INC COM / 292756202						
02/19/10	07/15/10	2,000.000	9,622.23	11,179 20	f	-1,556.97

Fidelity INVESTMENTS

2010 Supplemental Information

Account No.	Taxpayer ID.	Page
579-025232	04-3542759	9 of 12

The Downey Family Charitable Foundation
EIN 04-3542759
Fidelity Attachment

Envelope 9020 128975 05

DOWNEY FAMILY CHARITABLE FNDTN
WALTER LEO DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service 617-338-4866

CORRECTED 02/11/2011
C=CORRECTED

Detail Information — Short-Term Realized Gain/Loss

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes.
This detail information is not reported to the IRS It may assist you in tax return preparation.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
EXPEDITORS INTL WASH INC / 302130109					
09/27/10	12/07/10	150 000	8,380 45	6,859 31 f	1,521.14
EXTREME NETWORKS INC / 30226D106					
03/01/10	11/30/10	3,000 000	8,710.35	8,599 80 f	110 55
various	12/01/10	6,375.000	18,339 92	19,517 68 f	-1,177 76
		USD Subtotal	**27,050.27**	**28,117.48**	
FREEPORT MCMORAN COPPER & GOLD INC / 35671D857					
02/05/10	04/21/10	125 000	9,581 47	8,444 17 f	1,137 30
02/05/10	05/04/10	125 000	8,708 59	8,444.16 f	264 43
		USD Subtotal	**18,290.06**	**16,888.33**	
LINDSAY CORP COM / 535555106					
various	02/02/10	800 000	31,782.96	27,869 03 f	3,913 93
LINEAR TECHNOLOGY CORP / 535678106					
11/05/09	10/13/10	185 000	5,519 15	4,974 82 f	544.33
MOLYCORP INC DELAWARE COM USD0 001 / 608753109					
08/17/10	09/15/10	400 000	8,636 29	6,009 44 f	2,626 85
08/17/10	09/28/10	300 000	8,437 15	4,507 08 f	3,930 07
		USD Subtotal	**17,073.44**	**10,516.52**	
PICO HOLDINGS INC / 693366205					
05/07/09	04/23/10	175 000	6,494 66	4,903 65 f	1,591 01
various	04/27/10	725 000	26,803 95	20,313 49 f	6,490.46
		USD Subtotal	**33,298.61**	**25,217.14**	
PACTIV CORPORATION EXCHANGED FOR $33 25 / 695257105					
02/03/10	08/17/10	1,300 000	42,379 41	29,689.79 f	12,689 62
PETROLEUM DEV CORP / 716578109					
12/14/09	02/25/10	375 000	8,531 68	6,443.18 f	2,088 50
12/14/09	02/26/10	650 000	15,087 69	11,168 17 f	3,919 52
various	03/01/10	875 000	21,055.21	16,154.80 f	4,900 41
		USD Subtotal	**44,674.58**	**33,766.15**	
SANDISK CORP / 80004C101					
01/26/10	06/22/10	75 000	3,575.79	2,222.23 f	1,353 56
01/26/10	08/25/10	100 000	3,664.26	2,962.97 f	701.29
01/26/10	09/17/10	225 000	8,458.46	6,666 68 f	1,791 78
		USD Subtotal	**15,698.51**	**11,851.88**	
SANDRIDGE ENERGY INC COM / 80007P307					
02/22/10	08/11/10	3,000.000	13,892 76	25,796 70 f	-11,903 94

2010 Supplemental Information		
Account No.	**Taxpayer ID.**	**Page**
579-025232	04-3542759	10 of 12

Fidelity INVESTMENTS

The Downey Family Charitable Foundation
EIN 04-3542759
Fidelity Attachment

Envelope 9020 128975 05

DOWNEY FAMILY CHARITABLE FNDTN
WALTER LEO DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service: 617-338-4866

CORRECTED 02/11/2011
C=CORRECTED

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
TEKELEC / 879101103					
. various	08/12/10	650.000	7,339.95	10,261.73 f	-2,921.78
various	08/13/10	1,200.000	13,329.25	19,383.42 f	-6,054 17
		USD Subtotal	**20,669.20**	**29,645.15**	
TELLABS INC / 879664100					
various	10/29/10	1,500.000	10,229 83	12,177.75 f	-1,947 92
TIMKEN CO / 887389104					
07/01/09	05/06/10	500.000	16,109 72	8,622.45 f	7,487 27
/ 617468111					
08/25/10	10/15/10	2.000	0 00	0 00 f	0 00

	Proceds	Basis	Gain
Short term	$644,805.63	$561,720.29	$83,085.34

Short-Term Realized Gain	119,327 36
Short-Term Realized Loss	-36,242.02
Short-Term Realized Disallowed Loss	0 00
Total Short-Term Realized Gain/Loss	**83,085.34**

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss(-)
BUNGE LIMITED COM STK USD0 01 / G16962105					
08/10/06	09/07/10	100.000	5,489.40	5,330 71 f	158.69
AKAMAI TECH / 00971T101					
03/20/09	05/06/10	500.000	18,740.48	9,320.05 f	9,420.43
ALTERA CORP / 021441100					
03/03/09	08/04/10	150 000	4,117.23	2,254.25 f	1,862.98
03/03/09	08/26/10	250.000	6,288.79	3,757 07 f	2,531.72
03/03/09	09/16/10	100.000	2,733.21	1,502 83 f	1,230.38
		USD Subtotal	**13,139.23**	**7,514.15**	
AMAZON COM INC / 023135106					
03/05/09	09/13/10	25 000	3,603.95	1,622 68 f	1,981 27
03/05/09	11/11/10	25.000	4,227.16	1,622.68 f	2,604.48
		USD Subtotal	**7,831.11**	**3,245.36**	

Fidelity
INVESTMENTS

2010 Supplemental Information

Account No:	Taxpayer ID.	Page
579-025232	04-3542759	11 of 12

The Downey Family Charitable Foundation
EIN 04-3542759
Fidelity Attachment

Envelope 9020 128975 05

DOWNEY FAMILY CHARITABLE FNDTN
WALTER LEO DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service 617-338-4866

CORRECTED 02/11/2011
C=CORRECTED

Detail Information

Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS It may assist you in tax return preparation

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
AMCOL INTERNATIONAL CORP / 02341W103						
12/29/05	03/02/10	500 000	13,192 23	10,494.60	f	2,697 63
12/29/05	04/19/10	100 000	2,775 84	2,098 92	f	676 92
12/29/05	04/19/10	200 000	5,589 92	4,197 84	f	1,392 08
various	04/19/10	348 000	9,706 94	7,835 74	f	1,871 20
		USD Subtotal	**31,264.93**	**24,627.10**		
ANADARKO PETE CORP / 032511107						
12/04/03	05/03/10	100 000	6,061.40	2,377.09	f	3,684 31
12/04/03	05/06/10	200 000	11,463.36	4,754.17	f	6,709 19
various	05/10/10	500 000	28,892 75	15,869 87	f	13,022.88
		USD Subtotal	**46,417.51**	**23,001.13**		
CME GROUP INC / 12572Q105						
03/06/09	06/24/10	25 000	7,328 10	4,541 18	f	2,786 92
03/06/09	06/30/10	70 000	19,941 68	12,715 30	f	7,226 38
03/06/09	07/01/10	20 000	5,461 60	3,632 94	f	1,828.66
		USD Subtotal	**32,731.38**	**20,889.42**		
COMPASS MINERALS INTL INC / 20451N101						
01/20/09	11/12/10	130 000	10,470 05	6,262 20	f	4,207 85
CORNING INC / 219350105						
03/19/09	11/16/10	1,040 000	18,341 22	13,101.19	f	5,240.03
various	11/17/10	500 000	8,693 00	6,294 58	f	2,398.42
various	11/30/10	960 000	16,860 86	12,306 09	f	4,554.77
		USD Subtotal	**43,895.08**	**31,701.86**		
E M C CORP MASS / 268648102						
06/09/08	09/28/10	350 000	7,465.04	5,887 00	f	1,578.04
06/09/08	09/30/10	500 000	10,173 32	8,410 00	f	1,763.32
		USD Subtotal	**17,638.36**	**14,297.00**		
EL PASO CORP COM / 28336L109						
01/29/04	02/05/10	800 000	7,749 70	6,856 00	f	893.70
ENERGYSOLUTIONS INC COM / 292756202						
06/03/09	07/15/10	2,600.000	12,508.91	19,567 34	f	-7,058 43
ITRON INC / 465741106						
01/23/07	04/07/10	155 000	11,403.13	8,635.76	f	2,767.37
01/23/07	05/20/10	400 000	26,445 19	22,285.84	f	4,159 35
various	05/24/10	75 000	4,920.39	5,812.50	f	-892.11
11/02/07	05/26/10	45 000	2,870.08	3,843.99	f	-973 91
		USD Subtotal	**45,638.79**	**40,578.09**		

2010 Supplemental Information

Account No.	Taxpayer ID.	Page
579-025232	04-3542759	12 of 12

Fidelity INVESTMENTS

The Downey Family Charitable Foundation
EIN 04-3542759
Fidelity Attachment

Envelope 9020 128975 05

DOWNEY FAMILY CHARITABLE FNDTN
WALTER LEO DOWNEY
155 FEDERAL ST STE 300
BOSTON MA 02110-1881

Customer Service: 617-338-4866

CORRECTED 02/11/2011
C=CORRECTED

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This detail information is not reported to the IRS. It may assist you in tax return preparation.

Description/CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss(-)
LINDSAY CORP COM / 535555108						
03/26/07	02/02/10	280.000	11,124.03	9,153.60	f	1,970.43
OPLINK COMMUNICATIONS INC COM NEW / 68375Q403						
various	10/19/10	900 000	17,675.16	11,531.80	f	6,143 36
07/21/09	12/01/10	300.000	5,322.51	3,826.80	f	1,495.71
		USD Subtotal	**22,997.67**	**15,358.60**		
TELLABS INC / 879664100						
09/23/09	10/26/10	2,000 000	13,785.36	13,823.00	f	-37.64
various	10/29/10	1,950.000	13,298.77	13,200 03	f	98.74
		USD Subtotal	**27,084.13**	**27,023.03**		
TIMKEN CO / 887389104						
06/14/05	02/01/10	500.000	11,183 20	11,710 00	f	-526 80
06/14/05	02/05/10	500 000	11,351 55	11,710.00	f	-358.45
		USD Subtotal	**22,534.75**	**23,420.00**		
XILINX INC / 983919101						
07/10/07	08/23/10	360.000	8,965.19	9,952.24	f	-987.05
07/10/07	10/01/10	300 000	7,825.04	8,293.53	f	-468 49
07/10/07	10/04/10	240.000	6,199 01	6,634.82	f	-435.81
07/10/07	10/21/10	700.000	17,488 61	19,351.57	f	-1,864.96
		USD Subtotal	**40,475.85**	**44,232.16**		

Long-Term Realized Gain	99,264.96
Long-Term Realized Loss	-13,911.40
Long-Term Realized Disallowed Loss	0 00
Total Long-Term Realized Gain/Loss	**85,353.56**

	Proceeds	Basis	Gain
Long term	$417,731 36	$332,377.80	$85,353.56

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

Important Tax Return Document Enclosed.