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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**

OMB No 1545-0052

2010

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 06/01, 2010, and ending 05/31, 2011G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeName of foundation E.P. BINNEY CHARITABLE FND A Employer identification number 04-6020266

Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number (see page 10 of the instructions)

P O BOX 1802 () -City or town, state, and ZIP code C If exemption application is pending, check here ☐PROVIDENCE, RI 02901-1802 D 1 Foreign organizations, check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation 2 Foreign organizations meeting the 85% test, check here and attach computation ☐☐ 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) \$ 19,375,509. J Accounting method: ☒ Cash ☐ Accrual F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	569,353.	569,353.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	489,007.			
b Gross sales price for all assets on line 6a <u>5,282,790.</u>				
7 Capital gain net income (from Part IV, line 2)		489,007.		
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) (attach schedule)				
11 Other income (attach schedule)	907.	907.		STMT 3
12 Total. Add lines 1 through 11	1,059,267.	1,059,267.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	100,254.	60,152.		40,101.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 4	4,011.	3,211.	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	18,890.	6,890.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	250.			250.
24 Total operating and administrative expenses. Add lines 13 through 23	123,405.	70,253.	NONE	41,151.
25 Contributions, gifts, grants paid	445,542.			445,542.
26 Total expenses and disbursements. Add lines 24 and 25	568,947.	70,253.	NONE	486,693.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	490,320.			
b Net investment income (if negative, enter -0-)		989,014.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2010)

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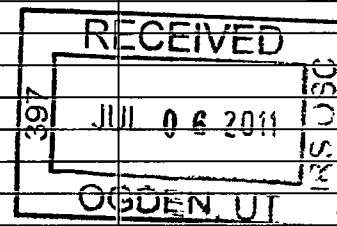
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ENVELOPE
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Revenue

Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE	
	2	Savings and temporary cash investments	323,086.	368,802.	368,802.
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		NONE	NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule).		NONE	NONE
	b	Investments - corporate stock (attach schedule)		16,416,824.	19,006,707.
	c	Investments - corporate bonds (attach schedule)		NONE	NONE
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans		NONE	
	13	Investments - other (attach schedule)	15,971,603.	NONE	NONE
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)		NONE	NONE	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,294,689.	16,785,626.	19,375,509.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
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	16,294,689.	16,785,626.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds		NONE		
30	Total net assets or fund balances (see page 17 of the instructions)	16,294,689.	16,785,626.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,294,689.	16,785,626.		

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	16,294,689.
2	Enter amount from Part I, line 27a	2	490,320.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	617.
4	Add lines 1, 2, and 3	4	16,785,626.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,785,626.

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 PART IV DETAIL					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	489,007.	
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) (see pages 13 and 17 of the instructions).		{ }	3		
If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	875,942.	17,138,999.	0.05110811897
2008	850,773.	16,597,666.	0.05125859262
2007			
2006			
2005			
2 Total of line 1, column (d)			2 0.10236671159
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 0.05118335580
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 18,101,627.
5 Multiply line 4 by line 3			5 926,502.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,890.
7 Add lines 5 and 6			7 936,392.
8 Enter qualifying distributions from Part XII, line 4			8 486,693.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	19,780.
Date of ruling or determination letter. (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	19,780.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	19,780.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,610.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,610.	
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	6,170.	
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

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ STMT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 page 20 of the 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 PRIVATE BANK TAX SERVICES Telephone no (401) 278-6825			
	Located at P.O. BOX 1802, PROVIDENCE, RI ZIP + 4 02901-1802			
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		
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? 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 ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here. ▶	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ▶	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b	X
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.)	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)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **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? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

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? ☐ **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 (see page 22 of the instructions).**

(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
SEE STATEMENT 9		100,254.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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
SEE STATEMENT 10		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 11		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	18,051,321.
b	Average of monthly cash balances	1b	325,965.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	18,377,286.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,377,286.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	275,659.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,101,627.
6	Minimum investment return. Enter 5% of line 5	6	905,081.

Part XI Distributable Amount (see page 25 of the 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	905,081.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	19,780.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,780.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	885,301.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	885,301.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	885,301.

Part XII Qualifying Distributions (see page 25 of the 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	486,693.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	486,693.
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 (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	486,693.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				885,301.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				NONE
b From 2006				NONE
c From 2007				NONE
d From 2008				33,256.
e From 2009				30,316.
f Total of lines 3a through e	63,572.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 486,693.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				486,693.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	63,572.			63,572.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				335,036.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 page 28 of 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).)

N/A

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.

N/A

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 page 28 of the 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:

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

c Any submission deadlines:

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

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 15				
Total			▶ 3a	445,542.
b Approved for future payment				
Total			▶ 3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	15,572.	15,572.
ARTIO GLOBAL HIGH INCOME FUND CL I	28,829.	28,829.
SMALL CAP CTF	5,507.	5,507.
INTERNATIONAL EQUITY CTF	39,042.	39,042.
CISCO SYSTEMS INCORPORATED	639.	639.
COCA COLA CO COM	3,960.	3,960.
COLUMBIA ACORN FUND CLASS Z SHARES	699.	699.
COLUMBIA LARGE CAP CORE FUND CLASS Z SHA	562.	562.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	1,444.	1,444.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	5,836.	5,836.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	371.	371.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	91,749.	91,749.
COLUMBIA CONSERVATIVE HIGH YIELD FUND CL	16,657.	16,657.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	6,364.	6,364.
AGGREGATE BOND CTF	185,621.	185,621.
CONOCOPHILLIPS COM	4,967.	4,967.
EATON VANCE LARGE-CAP VALUE FUND CL I	7,278.	7,278.
EXELON CORP COM	11,130.	11,130.
EXXON MOBIL CORPORATION	6,600.	6,600.
GENERAL ELEC CO	1,536.	1,536.
INTERNATIONAL BUSINESS MACHS	5,720.	5,720.
ISHARES MSCI EMERGING MKTS INDEX FUND	5,259.	5,259.
KIMBERLY CLARK CORP COM	1,980.	1,980.
LOCKHEED MARTIN CORPORATION	1,307.	1,307.
LOWES COMPANIES INCORPORATED	330.	330.
MCKESSON HBOC INC	864.	864.
MERCK & CO INC NEW COM	2,660.	2,660.
MICROSOFT CORPORATION	8,013.	8,013.
NEXTERA ENERGY INC COM	1,125.	1,125.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	2,551.	2,551.
PNC BK CORP	520.	520.
PACKAGING CORP OF AMERICA	455.	455.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PEPSICO INCORPORATED	7,680.	7,680.
PIMCO COMMODITY REALRETURN STRATEGY FUND	31,280.	31,280.
PROCTER & GAMBLE CO COM	3,941.	3,941.
RIO TINTO PLC SPONSORED ADR	3,969.	3,969.
SHORT TERM BOND CTF	40,705.	40,705.
UNITED TECHNOLOGIES CORP	8,075.	8,075.
GOVERNMENT CREDIT CTF	7,969.	7,969.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	587.	587.
	-----	-----
TOTAL	569,353.	569,353.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SMALL CAP CTF	181.	181.
INTERNATIONAL EQUITY CTF	726.	726.
	-----	-----
TOTALS	907.	907.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & ACCOUNTING FEES (ALLOC	3,211.	3,211.		800.
TAX PREPARATION FEE (NON-ALLOC	800.			
TOTALS	4,011.	3,211.	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	5,467.	5,467.
FEDERAL ESTIMATES - PRINCIPAL	12,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,320.	1,320.
FOREIGN TAXES ON NONQUALIFIED	103.	103.
	-----	-----
TOTALS	18,890.	6,890.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-INCOME	250.	250.
TOTALS	----- 250. =====	----- 250. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

10-11 TYE INC ADJ

617.

TOTAL

617.

=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

MA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

86 WILLOW STREET

YARMOUTHPORT, MA 02675

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 100,254.

TOTAL COMPENSATION:

100,254.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:
NONE

RECIPIENT NAME:
CHRISTIAN SCIENCE SOCIETY
THE DALLES
ADDRESS:
701 WASHINGTON ST
THE DALLES, OR 97058-2235
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST
SCIENTIST
ADDRESS:
1390 PEARL ST
EUGEN, OR 97401-3539
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST
SCIENTIST
ADDRESS:
310 NW 16TH ST
CORVALLIS, OR 97330-5705
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST
SCIENTIST
ADDRESS:
950 CHAPEL ST
NEW HAVEN, CT 06510-2515
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST
SCIENTIST
ADDRESS:
632 11TH ST
ASTORIA, OR 97103-4133
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST
SCIENTIST
ADDRESS:
1722 S.E. MADISON ST
PORTLAND, OR 97214
AMOUNT OF GRANT PAID 16,039.

RECIPIENT NAME:
LEWIS & CLARK COLLEGE &
LAW SCHOOL
ADDRESS:
0615 SW PALATINE HILL RD
PORTLAND, OR 97219-7879
AMOUNT OF GRANT PAID 35,643.

RECIPIENT NAME:
NATIONAL WILDLIFE
FEDERATION
ADDRESS:
11100 WILDLIFE CENTER DR
RESTON, VA 20190-5361
AMOUNT OF GRANT PAID 8,911.

RECIPIENT NAME:
WESTERN OREGON STATE
COLLEGE
AMOUNT OF GRANT PAID 35,643.

RECIPIENT NAME:
PACIFIC UNIVERSITY
ADDRESS:
2043 COLLEGE WAY
FOREST GROVE, OR 97116-1756
AMOUNT OF GRANT PAID 35,643.

RECIPIENT NAME:
PARRY CENTER FOR CHILDREN
ADDRESS:
3415 SE POWELL BLVD
PORTLAND, OR 97202-3371
AMOUNT OF GRANT PAID 44,554.

RECIPIENT NAME:
THE PARISH OF ST. MARK
ADDRESS:
1025 NW 21ST AVE
PORTLAND; OR 97209-1511
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
ST. PAUL'S EPISCOPAL CHUR
ADDRESS:
1805 MINNESOTA ST
THE DALLES, OR 97058-3319
AMOUNT OF GRANT PAID 16,040.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST,
SCIENTISTS CT
ADDRESS:
655 STILL WATER RD
STAMFORD, CT 06902-1725
AMOUNT OF GRANT PAID 16,039.

RECIPIENT NAME:
FIRST CHURCH OF CHRIST
SCIENTISTS
ADDRESS:
11 PARK PL
GREENWICH, CT 06830-4850
AMOUNT OF GRANT PAID 16,039.

RECIPIENT NAME:
THE BOYS & GIRLS AID SOC
OF OREGON
ADDRESS:
018 SW BOUNDARY CT
PORTLAND, OR 97239-3939
AMOUNT OF GRANT PAID 44,554.

RECIPIENT NAME:
CEDARS HOME FOR CHILDREN,
FOUNDATION
ADDRESS:
620 N 48TH ST STE110
LINCOLN, NE 68504-3406
AMOUNT OF GRANT PAID 44,554.

RECIPIENT NAME:
EASTERN OREGON UNIVERSITY
ADDRESS:
1 UNIVERSITY BLVD
LA GRANDE, OR 97850-2807
AMOUNT OF GRANT PAID 35,643.

TOTAL GRANTS PAID: 445,542.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust

E.P. BINNEY CHARITABLE FND

Employer identification number

04-6020266

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 62,270.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 93,840.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 156,110.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			23,018.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 224,756.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 85,123.
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 332,897.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		156,110.
14	Net long-term gain or (loss):			
a	Total for year	14a		332,897.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		489,007.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2010

▶ See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

Name of estate or trust

E.P. BINNEY CHARITABLE FND

Employer identification number

04-6020266

Part I	Short-Term Capital Gains and Losses - Assets Held One Year or Less
1	Net capital gain or (loss)
2	Net long-term capital gain or (loss)
3	Net short-term capital gain or (loss)
4	Net capital gain or (loss)
5	Net capital gain or (loss)
6	Net capital gain or (loss)
7	Net capital gain or (loss)
8	Net capital gain or (loss)
9	Net capital gain or (loss)
10	Net capital gain or (loss)
11	Net capital gain or (loss)
12	Net capital gain or (loss)
13	Net capital gain or (loss)
14	Net capital gain or (loss)
15	Net capital gain or (loss)
16	Net capital gain or (loss)
17	Net capital gain or (loss)
18	Net capital gain or (loss)
19	Net capital gain or (loss)
20	Net capital gain or (loss)
21	Net capital gain or (loss)
22	Net capital gain or (loss)
23	Net capital gain or (loss)
24	Net capital gain or (loss)
25	Net capital gain or (loss)
26	Net capital gain or (loss)
27	Net capital gain or (loss)
28	Net capital gain or (loss)
29	Net capital gain or (loss)
30	Net capital gain or (loss)
31	Net capital gain or (loss)
32	Net capital gain or (loss)
33	Net capital gain or (loss)
34	Net capital gain or (loss)
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37	Net capital gain or (loss)
38	Net capital gain or (loss)
39	Net capital gain or (loss)
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49	Net capital gain or (loss)
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71	Net capital gain or (loss)
72	Net capital gain or (loss)
73	Net capital gain or (loss)
74	Net capital gain or (loss)
75	Net capital gain or (loss)
76	Net capital gain or (loss)
77	Net capital gain or (loss)
78	Net capital gain or (loss)
79	Net capital gain or (loss)
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81	Net capital gain or (loss)
82	Net capital gain or (loss)
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84	Net capital gain or (loss)
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89	Net capital gain or (loss)
90	Net capital gain or (loss)
91	Net capital gain or (loss)
92	Net capital gain or (loss)
93	Net capital gain or (loss)
94	Net capital gain or (loss)
95	Net capital gain or (loss)
96	Net capital gain or (loss)
97	Net capital gain or (loss)
98	Net capital gain or (loss)
99	Net capital gain or (loss)
100	Net capital gain or (loss)

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	62,270.00
---	-----------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

E.P. BINNEY CHARITABLE FND

04-6020266

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 21106.781 COLUMBIA MID CAP VALUE FUND CLASS Z SHARES	07/19/2006	08/04/2010	246,527.00	290,429.00	-43,902.00
30487.062 AGGREGATE BOND CTF	11/03/1986	08/06/2010	500,000.00	510,945.00	-10,945.00
11849. SHORT TERM BOND CTF	08/11/1995	08/06/2010	99,737.00	99,134.00	603.00
47552.471 SHORT TERM BOND CTF	10/31/2007	08/06/2010	400,263.00	394,632.00	5,631.00
39773.958 GOVERNMENT CREDIT CTF	08/31/2002	08/06/2010	312,214.00	314,516.00	-2,302.00
13616.558 COLUMBIA INTERMEDIATE BOND FUND CLAS	01/05/2007	08/23/2010	125,000.00	120,779.00	4,221.00
3000. COCA COLA CO COM	07/19/2006	12/06/2010	192,162.00	131,633.00	60,529.00
215.068 COLUMBIA CONSERVATIVE HIGH YIELD FUN	06/23/2003	12/06/2010	1,682.00	1,878.00	-196.00
35971.223 COLUMBIA CONSERVATIVE HIGH YIELD FUN	12/11/2002	12/06/2010	281,295.00	300,000.00	-18,705.00
13005.129 COLUMBIA CONSERVATIVE HIGH YIELD FUN	07/19/2006	12/06/2010	101,700.00	106,252.00	-4,552.00
3010. CONOCOPHILLIPS COM	03/29/2000	12/06/2010	193,555.00	71,791.00	121,764.00
2500. DEAN FOODS CO NEW COM	04/06/2009	12/06/2010	17,937.00	46,919.00	-28,982.00
1000. EXXON MOBIL CORPORATION	07/19/2006	12/06/2010	71,414.00	64,458.00	6,956.00
4000. EXXON MOBIL CORPORATION	07/17/1973	12/06/2010	285,655.00	12,993.00	272,662.00
3080. GENERAL ELEC CO	01/15/2004	12/06/2010	51,512.00	98,067.00	-46,555.00
3900. GENERAL ELEC CO	07/17/1973	12/06/2010	65,226.00	6,928.00	58,298.00
1500. KIMBERLY CLARK CORP COM	04/06/2009	12/06/2010	92,496.00	72,851.00	19,645.00
650. LOCKHEED MARTIN CORPORATION	04/06/2009	12/06/2010	44,794.00	44,094.00	700.00
1500. LOWES COMPANIES INCORPORATED	04/06/2009	12/06/2010	37,222.00	28,886.00	8,336.00
3500. MERCK & CO INC NEW COM	10/29/2007	12/06/2010	123,149.00	203,096.00	-79,947.00
750. NEXTERA ENERGY INC COM	04/06/2009	12/06/2010	38,208.00	38,726.00	-518.00
1500. SOUTHWESTERN ENERGY CO	04/06/2009	12/06/2010	55,972.00	47,231.00	8,741.00
4639.02 SMALL CAP CTF	06/30/1991	12/10/2010	86,000.00	82,662.00	3,338.00
24931.19 INTERNATIONAL EQUITY CTF	01/16/2004	12/10/2010	500,000.00	587,848.00	-87,848.00
31003.907 AGGREGATE BOND CTF	11/03/1986	12/10/2010	500,000.00	522,216.00	-22,216.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					224,756.00

Schedule D-1 (Form 1041) 2010

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ARTIO GLOBAL HIGH INCOME FUND CL I	5,862.00
COLUMBIA ACORN FUND CLASS Z SHARES	15,455.00
ENRON CORPORATION	997.00
HARTFORD FINANCIAL SVCS GRP	79.00
TYCO INTERNATIONAL LTD	404.00
XEROX CORPORATION	70.00
CLASS ACTIONS SETTLEMENT FOR AIG INC (SEC) (2	150.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

23,018.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

23,018.00

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	93,840.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 93,840.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	85,123.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 85,123.00 =====

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E P BINNEY CHARITABLE FND

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
CASH AND CASH EQUIVALENTS							
MONEY MARKET FUNDS							
197,692.060	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (INCOME INVESTMENT) CUSIP NO: 994458719	197,692.06	197,692.06	197,692.06	1.018	0.100	197.69
171,109.570	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT CUSIP NO: 994458719	171,109.57	171,109.57	171,109.57	0.881	0.100	171.11
	TOTAL MONEY MARKET FUNDS	<u>368,801.63</u>	<u>368,801.63</u>	<u>368,801.63</u>	<u>1.899</u>	<u>0.100</u>	<u>368.80</u>
	TOTAL CASH AND CASH EQUIVALENTS	<u>368,801.63</u>	<u>368,801.63</u>	<u>368,801.63</u>	<u>1.899</u>	<u>0.100</u>	<u>368.80</u>
FIXED INCOME							
COLLECTIVE FUNDS-FIXED							
270,668.429	AGGREGATE BOND CTF ORIGINAL COST CUSIP NO: 202671913	3,994,152.97	4,383,281.88	4,450,790.45	22.915	3.631	161,589.05
114,084.611	SHORT TERM BOND CTF ORIGINAL COST CUSIP NO: 820990109	940,420.66	920,147.70	954,557.35	4.915	2.952	28,178.90
	TOTAL COLLECTIVE FUNDS-FIXED	<u>4,934,573.63</u>	<u>5,303,429.58</u>	<u>5,405,347.80</u>	<u>27.830</u>	<u>3.511</u>	<u>189,767.95</u>
MUTUAL FUNDS-FIXED							
52,231.719	ARTIO GLOBAL HIGH INCOME FUND CL I CUSIP NO: 04315J860	550,000.00	550,000.00	550,522.32	2.834	8.340	45,911.68

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E P BINNEY CHARITABLE FND

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
223,090.138	COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES CUSIP NO: 19765N468	1,961,766.79	1,959,310.11	2,052,429.27	10.567	4.348	89,236.06
51,641.091	PIMCO COMMODITY REALRETURN STRATEGY FUND CUSIP NO: 722005667	419,000.00	419,000.00	500,918.58	2.579	9.175	45,960.57
	TOTAL MUTUAL FUNDS-FIXED	<u>2,930,766.79</u>	<u>2,928,310.11</u>	<u>3,103,870.17</u>	<u>15.980</u>	<u>5.835</u>	<u>181,108.31</u>
	TOTAL FIXED INCOME	<u>7,865,340.42</u>	<u>8,231,739.69</u>	<u>8,509,217.97</u>	<u>43.810</u>	<u>4.359</u>	<u>370,876.26</u>
	EQUITIES						
	CONSUMER STAPLES						
4,000.000	PEPSICO INC CUSIP NO: 713448108	130,883.40	83,455.02	284,480.00	1.465	2.897	8,240.00
2,000.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	57,766.93	6,200.44	134,000.00	0.690	3.134	4,200.00
	TOTAL CONSUMER STAPLES	<u>188,650.33</u>	<u>89,655.46</u>	<u>418,480.00</u>	<u>2.155</u>	<u>2.973</u>	<u>12,440.00</u>
	FINANCIALS						
800.000	PNC FINL SVCS GROUP INC CUSIP NO: 693475105	26,390.00	26,390.00	49,936.00	0.257	2.243	1,120.00
	TOTAL FINANCIALS	<u>26,390.00</u>	<u>26,390.00</u>	<u>49,936.00</u>	<u>0.257</u>	<u>2.243</u>	<u>1,120.00</u>
	HEALTH CARE						
1,400.000	AMGEN INC CUSIP NO: 031162100	65,240.98	65,240.98	84,756.00	0.436	0.000	0.00
3,000.000	EXPRESS SCRIPTS INC CUSIP NO: 302182100	92,855.25	92,855.25	178,680.00	0.920	0.000	0.00

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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
1,200.000	MCKESSON CORP CUSIP NO: 581550103	40,832.04	40,832.04	102,732.00	0.529	0.934	960.00
	TOTAL HEALTH CARE	<u>198,928.27</u>	<u>198,928.27</u>	<u>366,168.00</u>	<u>1.885</u>	<u>0.262</u>	<u>960.00</u>
	INDUSTRIALS						
4,750.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	148,343.25	140,784.20	416,907.50	2.146	2.188	9,120.00
	TOTAL INDUSTRIALS	<u>148,343.25</u>	<u>140,784.20</u>	<u>416,907.50</u>	<u>2.146</u>	<u>2.188</u>	<u>9,120.00</u>
	INFORMATION TECHNOLOGY						
10,650.000	CISCO SYS INC CUSIP NO: 17275R102	109,965.66	89,783.22	178,920.00	0.921	1.429	2,556.00
2,200.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	169,042.50	169,042.50	371,646.00	1.913	1.776	6,600.00
13,815.000	MICROSOFT CORP CUSIP NO: 594918104	498,577.78	398,374.67	345,513.15	1.779	2.559	8,841.60
	TOTAL INFORMATION TECHNOLOGY	<u>777,585.94</u>	<u>657,200.39</u>	<u>896,079.15</u>	<u>4.613</u>	<u>2.008</u>	<u>17,997.60</u>
	MATERIALS						
700.000	PACKAGING CORP AMER CUSIP NO: 695156109	9,261.07	9,261.07	20,370.00	0.105	2.749	560.00
3,720.000	RIO TINTO PLC SPONSORED ADR UNITED KINGDOM CUSIP NO: 767204100	100,791.61	95,958.41	260,846.40	1.343	1.522	3,969.24
	TOTAL MATERIALS	<u>110,052.68</u>	<u>105,219.48</u>	<u>281,216.40</u>	<u>1.448</u>	<u>1.611</u>	<u>4,529.24</u>

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UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
TELECOMMUNICATION SERVICES							
9,160.000	AT&T INC CUSIP NO: 00206R102	229,718.30	229,520.46	289,089.60	1.488	5.450	15,755.20
	TOTAL TELECOMMUNICATION SERVICES	229,718.30	229,520.46	289,089.60	1.488	5.450	15,755.20
UTILITIES							
5,300.000	EXELON CORP CUSIP NO: 30161N101	205,427.47	205,427.47	221,805.00	1.142	5.018	11,130.00
	TOTAL UTILITIES	205,427.47	205,427.47	221,805.00	1.142	5.018	11,130.00
COLLECTIVE FUNDS-EQUITY							
37,317.403	SMALL CAP CTF ORIGINAL COST CUSIP NO: 1261291Q8	70,670.90	700,423.29	756,405.10	3.894	0.740	5,597.61
42,886.085	INTERNATIONAL EQUITY CTF ORIGINAL COST CUSIP NO: 1261292H7	663,995.58	859,177.01	913,212.01	4.702	4.654	42,500.11
	TOTAL COLLECTIVE FUNDS-EQUITY	734,666.48	1,559,600.30	1,669,617.11	8.596	2.881	48,097.72
MUTUAL FUNDS-EQUITY							
18,456.169	COLUMBIA ACORN FUND CLASS Z SHARES CUSIP NO: 197199409	409,013.97	362,355.74	604,070.41	3.110	0.134	812.07
26,017.591	COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FD CLASS Z SHARES CUSIP NO: 19765H636	332,762.65	332,762.65	317,674.79	1.636	1.630	5,177.50

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E P BINNEY CHARITABLE FND

UNITS	ASSET DESCRIPTION	ORIGINAL COST	FEDERAL TAX COST	MARKET VALUE	% OF ACCOUNT	CURRENT YIELD	EST ANNUAL INCOME
18,910.012	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z SHARES CUSIP NO: 19765Y514	890,000.00	890,000.00	1,004,499.84	5.172	1.246	12,518.43
142,221.739	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES CUSIP NO: 19765Y688	1,663,498.69	1,663,498.69	2,013,859.82	10.368	0.000	0.00
51,748.130	EATON VANCE LARGE-CAP VALUE FUND CL I CUSIP NO: 277905642	875,000.00	875,000.00	985,284.40	5.073	1.218	12,005.57
45,714.570	OLD MUTUAL TS&W MID CAP VALUE FUND CL I CUSIP NO: 680020248	353,000.00	353,000.00	442,517.04	2.278	0.579	2,560.02
	TOTAL MUTUAL FUNDS-EQUITY	4,523,275.31	4,476,617.08	5,367,906.30	27.637	0.616	33,073.59
	OTHER EQUITIES						
11,700.000	ISHARES MSCI EMERGING MKTS INDEX FUND CUSIP NO: 464287234	495,741.09	495,741.09	567,801.00	2.923	1.280	7,265.70
	TOTAL OTHER EQUITIES	495,741.09	495,741.09	567,801.00	2.923	1.280	7,265.70
	TOTAL EQUITIES	7,638,779.12	8,185,084.20	10,545,006.06	54.290	1.531	161,489.05
	TOTAL FOR ACCOUNT	15,872,921.17	16,785,625.52	19,423,025.66	100.000	2.743	532,734.11