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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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: UD W BINGHAM 2ND 07/05/35

A Employer identification number: 13-6069740

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): (888) 866-3275

City or town, state, and ZIP code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 47,633,773.

J Accounting method: [X] Cash [ ] Accrual [ ] 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 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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,740,478.	1,740,478.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,487,185.			
	b Gross sales price for all assets on line 6a 9,956,391.				
	7 Capital gain net income (from Part IV, line 2)		1,487,185.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		84,733.		STMT 5
	12 Total. Add lines 1 through 11	3,227,663.	3,312,396.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	357,419.	214,452.		142,968.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 6	25,222.	15,133.		10,089.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	98,432.	19,623.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	2,943.	137,973.		2,943.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	484,016.	387,181.		156,000.
	25 Contributions, gifts, grants paid	695,000.			695,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,179,016.	387,181.		851,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,048,647.			
	b **Net investment income** (if negative, enter -0-)		2,925,215.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	55,810.	55,819.
	2 Savings and temporary cash investments	1,079,625.	1,389,991.	1,390,173.
	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 instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ *		* NONE	
	Less allowance for doubtful accounts ▶	NONE	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) STMT 9	16,064,352.	12,161,926.	17,461,693.
	c Investments - corporate bonds (attach schedule) STMT 10	17,761,416.	22,137,885.	22,698,032.
	11 Investments - land, buildings, and equipment basis ▶ NONE			
	Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans	NONE	NONE	
	13 Investments - other (attach schedule)	2,854,954.	3,668,291.	3,483,160.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	1,626,969.	2,029,337.	2,544,896.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	39,387,316.	41,443,240.	47,633,773.
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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	39,387,316.	41,443,240.	
	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 instructions)	39,387,316.	41,443,240.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	39,387,316.	41,443,240.	

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	39,387,316.
2 Enter amount from Part I, line 27a	2	2,048,647.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	95,651.
4 Add lines 1, 2, and 3	4	41,531,614.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	88,374.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	41,443,240.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,846,726.		8,474,093.	1,372,633.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				1,372,633.
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	1,487,185.
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 instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	2,519,727.	45,514,307.	0.055361
2009	2,435,167.	43,089,506.	0.056514
2008	2,683,042.	52,789,400.	0.050825
2007	2,672,984.	57,952,323.	0.046124
2006	2,680,101.	54,810,977.	0.048897

2 **Total** of line 1, column (d)	2	0.257721
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	0.051544
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	47,725,093.
5 Multiply line 4 by line 3	5	2,459,942.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,252.
7 Add lines 5 and 6	7	2,489,194.
8 Enter qualifying distributions from Part XII, line 4	8	851,000.

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	58,504.
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	58,504.
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	58,504.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 38,809.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 24,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	62,809.
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	4,305.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 4,305. **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?	1a		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)?	1b		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?	1c		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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ▶ BANK OF AMERICA Telephone no ▶ (888)866-3275

Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP + 4 ▶ 02901

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

			Yes	No
16	At any time during calendar year 2011, 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 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 instructions)?	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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)	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 2011 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 2011)*	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 2011?	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 instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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** X (No)

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 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 13		357,419.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		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 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	46,410,022.
b	Average of monthly cash balances	1b	2,041,849.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	48,451,871.
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	48,451,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	726,778.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,725,093.
6	**Minimum investment return.** Enter 5% of line 5	6	2,386,255.

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	2,386,255.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	58,504.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	58,504.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,327,751.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,327,751.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,327,751.

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	851,000.
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	851,000.
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 instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	851,000.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,327,751.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . 34,284.				
b From 2007 . . . NONE				
c From 2008 . . . 60,708.				
d From 2009 . . . 300,358.				
e From 2010 . . . 313,000.				
f Total of lines 3a through e	708,350.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 851,000.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				851,000.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	708,350.			708,350.
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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				768,401.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007 . . . NONE				
b Excess from 2008 . . . NONE				
c Excess from 2009 . . . NONE				
d Excess from 2010 . . . NONE				
e Excess from 2011 . . . NONE				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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 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 ▶ [X] 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:

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 14				
Total . . . . . . ▶ **3a**				695,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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					
4 Dividends and interest from securities			1	1,740,478.	
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	1,487,185.	
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)				3,227,663.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,227,663.

(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). (See instructions.)
	NOT APPLICABLE

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

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

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
[signature]	11/14/2012	SVP Tax

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

2011

Name of estate or trust: UD W BINGHAM 2ND 07/05/35

Employer identification number: 13-6069740

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	155,225.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	1,955.
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 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	157,180.

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					109,665.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,217,408.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	2,932.
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
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 2010 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	1,330,005.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			157,180.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,330,005.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			1,526.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,487,185.

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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: UD W BINGHAM 2ND 07/05/35

Employer identification number: 13-6069740

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

(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)
1a 1423. AXA SA SPONSORED ADR	10/07/2010	09/13/2011	16,855.00	26,280.00	-9,425.00
118. BG GROUP PLC- SPON AD US0554342032	06/17/2010	03/31/2011	14,660.00	9,791.00	4,869.00
640. BANCO BILBAO VIZCAYA A SPONSORED ADR	09/17/2010	03/15/2011	7,936.00	8,352.00	-416.00
1412. BANCO BILBAO VIZCAYA S A SPONSORED ADR	05/06/2011	09/07/2011	11,507.00	17,224.00	-5,717.00
1613. BANCO BILBAO VIZCAYA S A SPONSORED ADR	09/17/2010	09/07/2011	13,145.00	21,050.00	-7,905.00
2336. BANCO BILBAO VIZCAYA S A SPONSORED ADR	09/17/2010	09/07/2011	19,037.00	30,485.00	-11,448.00 *
103. BANCO SANTANDER SA AD	02/10/2011	09/07/2011	856.00	1,221.00	-365.00
85.26 BANCO SANTANDER SA A	11/10/2010	09/07/2011	708.00	982.00	-274.00
380. BANK OF CHINA ADR	10/25/2010	03/15/2011	4,940.00	5,573.00	-633.00
100. BANK OF CHINA ADR	05/04/2011	11/23/2011	761.00	1,363.00	-602.00
1450. BANK OF CHINA ADR	05/05/2011	11/23/2011	11,032.00	19,754.00	-8,722.00
68. BHP BILLITON LIMITED A	10/08/2010	03/15/2011	5,894.00	5,541.00	353.00
17000. COLUMBIA HIGH INCOM Z SHARES	06/29/2010	03/09/2011	139,230.00	132,260.00	6,970.00
13000. COLUMBIA HIGH INCOM Z SHARES	06/08/2010	03/09/2011	106,470.00	100,490.00	5,980.00
150. CREDIT SUISSE GROUP S	05/27/2010	03/15/2011	6,274.00	5,947.00	327.00
30. DESARROLLADORA HOMEX S SPONSORED ADR	05/13/2010	03/15/2011	763.00	837.00	-74.00
717. FUJI HEAVY INDS LTD A	03/16/2011	09/15/2011	41,108.00	50,130.00	-9,022.00
300. FUJITSU LIMITED - UNS	11/26/2010	03/15/2011	8,040.00	9,780.00	-1,740.00 *
170. IMPERIAL TOBACCO GROU KINGDOM	02/02/2011	03/15/2011	10,304.00	10,468.00	-164.00
1255. ISHARES SILVER TR	05/24/2010	01/31/2011	34,430.00	22,151.00	12,279.00
5750. ISHARES SILVER TR	05/24/2010	02/01/2011	158,208.00	101,488.00	56,720.00
670. KONICA MINOLTA HLDGS	03/07/2011	03/15/2011	9,882.00	12,385.00	-2,503.00 *
44. LAFARGE S.A. -SPONSORE	08/10/2010	08/01/2011	564.00	586.00	-22.00
71. LAFARGE S.A. -SPONSORE	08/10/2010	08/02/2011	875.00	946.00	-71.00

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

SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092
2011

Name of estate or trust: UD W BINGHAM 2ND 07/05/35
Employer identification number: 13-6069740

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

(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)
1a 800. LAFARGE S.A. -SPONSOR	09/07/2010	08/02/2011	9,864.00	9,840.00	24.00
42526.934 LAZARD FUNDS INC MKTS PORTFOLIO INSTL	05/25/2010	03/15/2011	868,400.00	708,924.00	159,476.00
410. MTN GROUP LTD SPONSOR	09/07/2010	03/15/2011	7,372.00	6,986.00	386.00
615. NATIONAL AUSTRALIA BK SPONSORED ADR	04/12/2010	03/15/2011	14,846.00	15,881.00	-1,035.00
400. NEXEN INC	01/24/2011	03/15/2011	10,092.00	10,024.00	68.00
370. PETROLEO BRASILEIRO S ADR	02/03/2011	03/15/2011	14,441.00	14,241.00	200.00
760. PHILIP MORRIS INTL IN	03/30/2011	09/19/2011	51,454.00	49,819.00	1,635.00
290. ROCHE HLDG LTD SPONSO	09/24/2010	03/15/2011	10,048.00	9,869.00	179.00
240. ROYAL DUTCH SHELL PLC	05/14/2010	03/15/2011	16,068.00	12,615.00	3,453.00
1373. SANOFI SPONSORED ADR	09/08/2011	12/21/2011	48,921.00	46,865.00	2,056.00
205. SIEMENS A G SPONSORED	06/01/2011	12/21/2011	19,433.00	27,325.00	-7,892.00
30. SINGAPORE TELECOMMUNIC	03/09/2011	03/15/2011	678.00	718.00	-40.00 *
230. SMITH & NEPHEW PLC SP	12/08/2010	03/15/2011	12,690.00	11,809.00	881.00
830. SOCIETE GENERALE FRAN ADR	10/22/2010	03/15/2011	10,566.00	10,101.00	465.00
4450. SOCIETE GENERALE FRA SPONSORED ADR	10/22/2010	09/12/2011	18,786.00	54,157.00	-35,371.00
1092. TNT EXPRESS N V ADR	06/01/2011	07/05/2011	11,082.00	15,070.00	-3,988.00
875. TNT EXPRESS N V ADR	06/01/2011	07/06/2011	8,842.00	12,075.00	-3,233.00
600. UNITED TECHNOLOGIES C	03/30/2011	09/19/2011	44,801.00	50,699.00	-5,898.00
330. VOLKSWAGEN AG SPONSOR	01/21/2011	03/15/2011	9,590.00	10,098.00	-508.00
444. VOLKSWAGEN AG SPONSOR	01/21/2011	11/18/2011	13,187.00	13,586.00	-399.00
2910. XSTRATA PLC ADR	04/15/2010	03/15/2011	12,396.00	11,756.00	640.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 155,225.00

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

UD W BINGHAM 2ND 07/05/35

Employer identification number

13-6069740

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 3365. AT&T INC	04/12/1988	09/19/2011	95,691.00	30,781.00	64,910.00
1070. ALLIANZ SE SPONSORED 1/10 SH	10/30/2006	03/15/2011	13,963.00	19,719.00	-5,756.00
2525. AMERICAN ELECTRIC PO	05/24/2010	09/19/2011	94,730.00	78,895.00	15,835.00
850. ASAHI KASEI CORP UNSP	10/16/2006	03/15/2011	9,656.00	11,740.00	-2,084.00
1110. ASAHI KASEI CORP UNS	10/30/2006	03/15/2011	12,609.00	14,264.00	-1,655.00
1741. ASAHI KASEI CORP UNS	10/30/2006	10/11/2011	21,933.00	22,372.00	-439.00
240. ASTRAZENECA PLC-SPONS (UK/USD) ISIN #US0463531089	11/11/2009	03/15/2011	11,054.00	10,949.00	105.00
1085. ASTRAZENECA PLC-SPON (UK/USD) ISIN #US0463531089	11/11/2009	03/16/2011	49,729.00	49,499.00	230.00
670. AXA SA SPONSORED ADR	10/30/2006	03/15/2011	12,783.00	25,300.00	-12,517.00
940. AXA SA SPONSORED ADR	10/30/2006	09/13/2011	11,134.00	35,496.00	-24,362.00
575. AXA SA SPONSORED ADR	07/08/2008	09/13/2011	6,811.00	16,393.00	-9,582.00
255. AXA SA SPONSORED ADR	02/17/2009	09/13/2011	3,020.00	3,567.00	-547.00
530. BAE SYS PLC NEW ISIN 7	05/14/2009	03/15/2011	10,764.00	11,874.00	-1,110.00
602. BAE SYS PLC NEW ISIN 7	05/14/2009	03/16/2011	11,878.00	13,487.00	-1,609.00
1118. BAE SYS PLC NEW ISIN 77	05/14/2009	03/17/2011	22,039.00	25,046.00	-3,007.00
720. BAE SYS PLC NEW ISIN 7	11/05/2009	03/17/2011	14,193.00	15,070.00	-877.00
190. BASF SE SPONSORED ADR	10/30/2006	03/15/2011	14,696.00	8,333.00	6,363.00
283. BASF SE SPONSORED ADR	10/30/2006	03/16/2011	21,477.00	12,412.00	9,065.00
110. BASF SE SPONSORED ADR	10/30/2006	03/25/2011	9,162.00	4,824.00	4,338.00
457. BG GROUP PLC- SPON AD US0554342032	06/17/2010	10/19/2011	49,629.00	37,919.00	11,710.00
6. BG GROUP PLC- SPON ADR US0554342032	08/10/2010	10/19/2011	652.00	488.00	164.00
290. BNP PARIBAS SPONSORED 1/4 SH	10/30/2006	03/15/2011	10,518.00	15,859.00	-5,341.00
.615 BANCO SANTANDER SA AD	10/30/2006	03/02/2011	7.00	11.00	-4.00 *
770. BANCO SANTANDER SA AD	10/30/2006	03/15/2011	8,917.00	13,194.00	-4,277.00
1459.125 BANCO SANTANDER S	10/30/2006	09/07/2011	12,125.00	25,002.00	-12,877.00

6b Total Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: UD W BINGHAM 2ND 07/05/35

Employer identification number: 13-6069740

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 .615 BANCO SANTANDER SA AD	10/10/2006	09/07/2011	5.00	10.00	-5.00
1705. BANCO SANTANDER SA A	04/13/2010	09/07/2011	14,168.00	24,908.00	-10,740.00
2715. BANCO SANTANDER SA A	11/21/2008	09/07/2011	22,561.00	18,492.00	4,069.00
1842. BANK OF CHINA ADR	10/25/2010	11/23/2011	14,015.00	27,014.00	-12,999.00
21. BARRICK GOLD CORPORATI	12/28/2008	01/31/2011	986.00	701.00	285.00
241. BARRICK GOLD CORPORAT	02/02/2009	01/31/2011	11,321.00	8,679.00	2,642.00
68. BARRICK GOLD CORPORATI	02/25/2009	01/31/2011	3,194.00	2,382.00	812.00
330. BARRICK GOLD CORPORAT	02/02/2009	02/01/2011	15,894.00	11,884.00	4,010.00
7. BARRICK GOLD CORPORATIO	02/02/2009	09/19/2011	374.00	274.00	100.00
128. BARRICK GOLD CORPORAT	01/26/2009	09/19/2011	6,837.00	4,957.00	1,880.00
82. BHP BILLITON LIMITED A	03/16/2009	03/15/2011	7,107.00	3,460.00	3,647.00
630. CENTRAL JAPAN RY CO A	02/17/2009	03/15/2011	4,612.00	4,026.00	586.00
3109. CENTRAL JAPAN RY CO	02/17/2009	05/06/2011	24,378.00	19,867.00	4,511.00
1135. CHEVRONTEXACO CORP C	05/24/2010	09/19/2011	111,021.00	83,922.00	27,099.00
2945. CHUBB CORPORATION	07/31/1995	09/19/2011	175,985.00	61,964.00	114,021.00
20000. COLUMBIA SMALL CAP FUND CLASS Z SHARES	08/21/2009	09/19/2011	596,600.00	427,000.00	169,600.00
6310. COMCAST CORP NEW CL	08/21/2009	09/19/2011	143,270.00	95,013.00	48,257.00
963. COMPANHIA PARANAENSE SPON ADR PFD	04/22/2009	03/09/2011	25,409.00	11,713.00	13,696.00
300. COMPANHIA PARANAENSE SPON ADR PFD	04/22/2009	03/15/2011	7,896.00	3,649.00	4,247.00
1522. COMPANHIA PARANAENSE SPON ADR PFD	04/22/2009	08/30/2011	32,709.00	18,512.00	14,197.00
140. DBS GROUP HLDGS LTD S	10/30/2006	03/15/2011	6,132.00	7,406.00	-1,274.00
471. DBS GROUP HLDGS LTD S	10/30/2006	05/04/2011	22,420.00	24,916.00	-2,496.00
115. DBS GROUP HLDGS LTD S	02/17/2009	05/04/2011	5,474.00	2,415.00	3,059.00
360. DEUTSCHE LUFTHANSA A ADR	03/26/2008	03/15/2011	6,991.00	9,622.00	-2,631.00
500. DEUTSCHE LUFTHANSA A ADR	03/26/2008	03/16/2011	9,580.00	13,364.00	-3,784.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

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UD W BINGHAM 2ND 07/05/35

Employer identification number

13-6069740

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 428. DEUTSCHE LUFTHANSA A ADR	03/26/2008	03/17/2011	8,184.00	11,439.00	-3,255.00
340. DEUTSCHE LUFTHANSA A ADR	03/26/2008	03/25/2011	7,085.00	9,087.00	-2,002.00
80. ENI SPA SPONSORED ADR	10/16/2006	02/02/2011	3,976.00	5,429.00	-1,453.00
1050. ENI SPA SPONSORED AD	10/30/2006	02/02/2011	52,183.00	63,336.00	-11,153.00
175. ENI SPA SPONSORED ADR	02/17/2009	02/02/2011	8,697.00	7,457.00	1,240.00
2945. EXXON MOBIL CORPORAT	02/15/1977	09/19/2011	214,843.00	9,100.00	205,743.00
200. FOMENTO ECONOMICO MEX SPON ADR UNITS	03/10/2010	03/15/2011	11,152.00	9,237.00	1,915.00
477. FOMENTO ECONOMICO MEX SPON ADR UNITS	03/10/2010	08/24/2011	32,971.00	22,031.00	10,940.00
178. FOMENTO ECONOMICO MEX SPON ADR UNITS	03/10/2010	12/21/2011	12,101.00	8,221.00	3,880.00
56. FREEPORT-MCMORAN COPPE COM	06/06/2008	09/19/2011	2,224.00	1,957.00	267.00
2299. FREEPORT-MCMORAN COP INC COM	05/24/2010	09/19/2011	91,304.00	76,093.00	15,211.00
3970. GENERAL ELEC CO	07/20/2005	09/19/2011	63,360.00	140,300.00	-76,940.00
45. GENERAL ELEC CO	03/05/2008	09/19/2011	718.00	1,522.00	-804.00
1350. GENERAL ELEC CO	10/05/2005	09/19/2011	21,546.00	44,502.00	-22,956.00
130. GLAXO PLC	10/30/2006	03/15/2011	4,870.00	6,913.00	-2,043.00
430. HANNOVER RUECKVERSICH SPONSORED ADR	10/30/2006	03/15/2011	11,115.00	9,016.00	2,099.00
2105. HEINZ H J CO	03/11/2009	09/19/2011	107,300.00	66,557.00	40,743.00
559. HUTCHISON WHAMPOA LTD	06/25/2007	01/21/2011	33,194.00	27,672.00	5,522.00
831. HUTCHISON WHAMPOA LTD	06/25/2007	02/24/2011	47,219.00	41,137.00	6,082.00
1050. INTERNATIONAL BUSINE	10/16/2009	09/19/2011	180,077.00	128,073.00	52,004.00
204. ISHARES SILVER TR	01/29/2009	01/31/2011	5,597.00	3,038.00	2,559.00
1461. ISHARES SILVER TR	02/12/2009	01/31/2011	40,082.00	19,523.00	20,559.00
2390. ISHARES SILVER TR	02/18/2009	01/31/2011	65,568.00	33,894.00	31,674.00
33. ISHARES SILVER TR	03/02/2009	01/31/2011	905.00	418.00	487.00
36. ISHARES SILVER TR	03/31/2009	01/31/2011	988.00	459.00	529.00

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UD W BINGHAM 2ND 07/05/35	13-6069740

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 41. ISHARES SILVER TR	04/30/2009	01/31/2011	1,125.00	501.00	624.00
580. ISHARES SILVER TR	05/21/2009	01/31/2011	15,912.00	8,311.00	7,601.00
2105. J P MORGAN CHASE & C	08/21/2009	09/19/2011	67,970.00	91,598.00	-23,628.00
91. JOHNSON & JOHNSON	03/13/2007	09/19/2011	5,800.00	5,564.00	236.00
8. JOHNSON & JOHNSON	08/03/2007	09/19/2011	510.00	489.00	21.00
8. JOHNSON & JOHNSON	03/26/2007	09/19/2011	510.00	489.00	21.00
11. JOHNSON & JOHNSON	04/12/2007	09/19/2011	701.00	667.00	34.00
6. JOHNSON & JOHNSON	04/26/2007	09/19/2011	382.00	358.00	24.00
85. JOHNSON & JOHNSON	12/18/2008	09/19/2011	5,418.00	5,029.00	389.00
125. JOHNSON & JOHNSON	01/07/2009	09/19/2011	7,967.00	7,352.00	615.00
67. JOHNSON & JOHNSON	12/12/2008	09/19/2011	4,271.00	3,818.00	453.00
2629. JOHNSON & JOHNSON	12/04/1979	09/19/2011	167,570.00	4,195.00	163,375.00
170. KDDI CORP ADR	12/10/2009	03/15/2011	10,089.00	9,365.00	724.00
1000. KDDI CORP ADR	12/10/2009	05/06/2011	67,980.00	55,090.00	12,890.00
740. KONINKLIJKE AHOLD NV ADR 2007	10/09/2009	03/15/2011	9,442.00	9,087.00	355.00
600. LAFARGE S.A. -SPONSOR	10/30/2006	03/15/2011	8,622.00	20,170.00	-11,548.00
1060. LAFARGE S.A. -SPONSO	10/30/2006	08/01/2011	13,598.00	35,633.00	-22,035.00
300. LAFARGE S.A. -SPONSOR	05/07/2009	08/01/2011	3,849.00	4,605.00	-756.00
535. LAFARGE S.A. -SPONSOR	02/17/2009	08/02/2011	6,597.00	6,136.00	461.00
193. MARKET VECTORS GOLD M	02/02/2009	01/31/2011	10,342.00	6,316.00	4,026.00
7. MARKET VECTORS GOLD MIN	03/02/2009	01/31/2011	375.00	216.00	159.00
200. MARKET VECTORS GOLD M	02/02/2009	02/01/2011	10,967.00	6,545.00	4,422.00
20. MARKET VECTORS GOLD MI	06/04/2009	08/23/2011	1,259.00	863.00	396.00
111. MARKET VECTORS GOLD M	05/26/2009	08/23/2011	6,986.00	4,626.00	2,360.00
5. MARKET VECTORS GOLD MIN	04/30/2009	08/23/2011	315.00	165.00	150.00

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UD W BINGHAM 2ND 07/05/35	13-6069740

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 283. MARKET VECTORS GOLD M	02/02/2009	08/23/2011	17,810.00	9,262.00	8,548.00
2735. MCGRAW HILL INCORPOR	03/09/2001	09/19/2011	123,155.00	81,269.00	41,886.00
30. MEDIASET SPA SPONSORED	04/17/2008	02/02/2011	590.00	871.00	-281.00
1561. MEDIASET SPA SPONSOR	05/01/2008	02/02/2011	30,717.00	43,297.00	-12,580.00
1244. MEDIASET SPA SPONSOR	05/01/2008	02/03/2011	24,171.00	34,504.00	-10,333.00
13000. MERCK & CO INC NEW	08/21/2009	03/15/2011	414,530.00	421,955.00	-7,425.00
5260. MICROSOFT CORPORATIO	02/03/2006	09/19/2011	141,543.00	145,430.00	-3,887.00
200. MITSUBISHI CORP SPONS	10/20/2009	03/15/2011	9,800.00	8,947.00	853.00
290. NETEASE INC SPONSORED	12/01/2009	03/15/2011	13,006.00	11,364.00	1,642.00
965. NETEASE INC SPONSORED	12/01/2009	07/26/2011	49,154.00	37,814.00	11,340.00
540. NETEASE INC SPONSORED	04/14/2010	07/26/2011	27,506.00	19,861.00	7,645.00
1895. NEXTERA ENERGY INC C	05/24/2010	09/19/2011	103,826.00	96,029.00	7,797.00
210. NOVARTIS AG ADR	04/30/2009	03/15/2011	11,283.00	8,002.00	3,281.00
2315. OCCIDENTAL PETROLEUM	04/23/2002	09/19/2011	190,546.00	38,627.00	151,919.00
1575. PEPSICO INCORPORATED	06/14/1994	09/19/2011	94,659.00	22,897.00	71,762.00
1505. PHILIP MORRIS INTL I	08/21/2009	09/19/2011	101,892.00	70,406.00	31,486.00
1849.125 POSTNL N V ADR	10/30/2006	06/08/2011	18,274.00	68,948.00	-50,674.00
117.875 POSTNL N V ADR	02/17/2009	06/08/2011	1,165.00	1,906.00	-741.00
1095. PRAXAIR INCORPORATED	05/24/2010	09/19/2011	108,100.00	83,752.00	24,348.00
510. PRUDENTIAL PLC SPON A	10/30/2006	03/15/2011	11,411.00	12,535.00	-1,124.00
460. REED ELSEVIER NV SPON NEW	10/16/2006	03/15/2011	11,149.00	18,887.00	-7,738.00
160. REED ELSEVIER NV SPON NEW	10/30/2006	03/15/2011	3,878.00	6,380.00	-2,502.00
440. REXAM PLC NEW SPONSOR	10/30/2006	03/15/2011	12,549.00	24,923.00	-12,374.00
290. ROLLS-ROYCE PLC SPONS	08/13/2008	03/15/2011	13,459.00	11,254.00	2,205.00
393. ROLLS-ROYCE PLC SPONS	08/13/2008	12/22/2011	21,988.00	15,252.00	6,736.00

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Employer identification number: 13-6069740

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 125. SPDR GOLD TR GOLD SHS	03/13/2007	01/31/2011	16,232.00	8,006.00	8,226.00
125. SPDR GOLD TR GOLD SHS	03/13/2007	02/01/2011	16,223.00	8,006.00	8,217.00
610. SECOM LTD ADR	10/01/2009	03/15/2011	7,533.00	7,796.00	-263.00
1870. SECOM LTD ADR	10/01/2009	06/01/2011	21,570.00	23,899.00	-2,329.00
2160. SECOM LTD ADR	11/11/2009	06/01/2011	24,916.00	25,316.00	-400.00
211. SILVER WHEATON CORP C	09/30/2008	01/31/2011	6,470.00	1,745.00	4,725.00
309. SILVER WHEATON CORP C	12/12/2008	01/31/2011	9,476.00	1,409.00	8,067.00
44. SILVER WHEATON CORP CO	02/02/2009	01/31/2011	1,349.00	279.00	1,070.00
136. SILVER WHEATON CORP C	05/21/2009	01/31/2011	4,170.00	1,273.00	2,897.00
71. SILVER WHEATON CORP CO	08/31/2007	02/01/2011	2,251.00	828.00	1,423.00
31. SILVER WHEATON CORP CO	09/07/2007	02/01/2011	983.00	386.00	597.00
598. SILVER WHEATON CORP C	05/21/2009	02/01/2011	18,962.00	5,595.00	13,367.00
1365. SILVER WHEATON CORP	09/21/2007	08/23/2011	54,476.00	18,989.00	35,487.00
26. SILVER WHEATON CORP CO	04/08/2007	08/23/2011	1,038.00	357.00	681.00
40. SILVER WHEATON CORP CO	09/07/2007	08/23/2011	1,596.00	498.00	1,098.00
25. STATOIL ASA SPONSORED	04/15/2008	03/15/2011	634.00	942.00	-308.00
85. STATOIL ASA SPONSORED	04/29/2008	03/15/2011	2,157.00	3,048.00	-891.00
80. STATOIL ASA SPONSORED	04/29/2008	03/30/2011	2,196.00	2,868.00	-672.00
2069. STATOIL ASA SPONSORE	10/12/2007	03/30/2011	56,788.00	70,056.00	-13,268.00
610. TNT N V SPONSORED ADR	10/30/2006	03/15/2011	14,902.00	22,745.00	-7,843.00
375. TALISMAN ENERGY INC	07/08/2008	01/21/2011	8,297.00	7,136.00	1,161.00
3800. TALISMAN ENERGY INC	10/30/2006	01/21/2011	84,079.00	62,776.00	21,303.00
697. TELEFONICA DE ESPANA	07/03/2008	03/04/2011	17,593.00	19,236.00	-1,643.00
953. TELEFONICA DE ESPANA	07/03/2008	03/09/2011	24,086.00	26,301.00	-2,215.00
140. TELENOR ASA ADR	04/19/2007	03/15/2011	6,545.00	7,874.00	-1,329.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . .

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Employer identification number: 13-6069740

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 3575. TEXAS INSTRS INC	08/21/2009	09/19/2011	98,215.00	87,516.00	10,699.00
2000000. UNITED STATES TRE 02/15/01 5.000% DUE 02/15/1	06/05/2006	02/15/2011	2,000,000.00	2,010,781.00	-10,781.00
580. UNITED TECHNOLOGIES C	08/21/2009	09/19/2011	43,307.00	34,014.00	9,293.00
290. USINAS SIDERURGICAS D GERAIS S A -USIMINAS SPONSO	08/14/2009	03/15/2011	3,680.00	3,895.00	-215.00
830. USINAS SIDERURGICAS D GERAIS S A -USIMINAS SPONSO	08/14/2009	10/24/2011	5,471.00	11,147.00	-5,676.00
3155. VERIZON COMMUNICATIO	08/21/2009	09/19/2011	113,894.00	92,752.00	21,142.00
3. WAL-MART STORES INCORPO	07/01/2008	09/19/2011	156.00	169.00	-13.00
255. WAL-MART STORES INCOR	06/26/2008	09/19/2011	13,301.00	14,323.00	-1,022.00
31. WAL-MART STORES INCORP	07/26/2008	09/19/2011	1,617.00	1,689.00	-72.00
761. WAL-MART STORES INCOR	08/21/2009	09/19/2011	39,695.00	39,202.00	493.00
4500. WASTE MANAGEMENT INC	05/24/2010	08/03/2011	138,207.00	145,044.00	-6,837.00
1750. WASTE MANAGEMENT INC	08/21/2009	08/03/2011	53,747.00	52,784.00	963.00
6250. WASTE MANAGEMENT INC	08/21/2009	08/08/2011	184,184.00	188,514.00	-4,330.00
940. ZURICH FINL SVCS SPON	10/30/2006	03/15/2011	24,722.00	23,202.00	1,520.00
2105. ACCENTURE PLC CL A C	05/24/2010	09/19/2011	112,530.00	80,919.00	31,611.00

6b Total Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,217,408.00

* INDICATES WASH SALE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	26,073.	26,073.
AT&T INC BD	55,000.	55,000.
ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH	3,610.	3,610.
AMERICA MOVIL S A DE C V SPONSORED ADR R	130.	130.
AMERICAN ELECTRIC POWER CO	21,013.	21,013.
ARTIO GLOBAL HIGH INCOME FUND CL I	31,995.	31,995.
ASAHI KASEI CORP UNSPON ADR	1,661.	1,661.
ASTRAZENECA PLC-SPONS ADR (UK/USD) ISIN	2,451.	2,451.
AXA SA SPONSORED ADR	3,239.	3,239.
BASF SE SPONSORED ADR	1,671.	1,671.
BG GROUP PLC- SPON ADR ISIN US0554342032	523.	523.
BNP PARIBAS SPONSORED ADR REPSTG 1/4 SH	2,203.	2,203.
BANCO BILBAO VIZCAYA ARGENTARIA S A SPON	2,460.	2,460.
BANCO SANTANDER SA ADR	4,458.	4,458.
BANK NEW YORK INC MEDIUM TERM SR NT	21,500.	21,500.
BANK OF CHINA ADR	1,905.	1,905.
BARRICK GOLD CORPORATION	313.	313.
BHP BILLITON LIMITED ADR	1,703.	1,703.
CENTRAL JAPAN RY CO ADR	173.	173.
CHEVRONTEXACO CORP COM	15,767.	15,767.
CHUBB CORPORATION	20,411.	20,411.
CHUO MITSUI TR HLDGS INC UNSPONSORED ADR	720.	720.
CMG ULTRA SHORT TERM BOND FUND	17,148.	17,148.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	77,623.	77,623.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	3,567.	3,567.
COLUMBIA BOND FUND CLASS Z SHARES	35,153.	35,153.
COMCAST CORP NEW CL A COM	12,250.	12,250.
COMPANHIA PARANAENSE ENERG COP SPON ADR	1,466.	1,466.
CREDIT SUISSE GROUP SPONSORED ADR	1,737.	1,737.
DEUTSCHE LUFTHANSA A G SPONSORED ADR	1,793.	1,793.
DU PONT E I DE NEMOURS & CO SR NT	23,750.	23,750.
EXXON MOBIL CORPORATION	24,516.	24,516.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIDELITY ADVISOR FLOATING RATE HIGH INCO	17,530.	17,530.
FIDELITY INSTITUTIONAL MONEY MARKET #59	3,320.	3,320.
FOMENTO ECONOMICO MEXICANO SA SPON ADR U	860.	860.
FRANKLIN FTLG RATE DAILY ACCESS FUND CL	24,444.	24,444.
FREEPORT-MCMORAN COPPER & GOLD INC COM	16,211.	16,211.
FUJI HEAVY INDS LTD ADR	398.	398.
FUJITSU LIMITED - UNSPON ADR	1,631.	1,631.
GDF SUEZ SPONSORED ADR	1,308.	1,308.
GENERAL ELEC CO	14,790.	14,790.
GENERAL ELEC CAP CORP SR UNSECD MTN CALL	25,000.	25,000.
GLAXO PLC	3,238.	3,238.
HANNOVER RUECKVERSICHERUNG AG SPONSORED	3,683.	3,683.
HEINZ H J CO	17,590.	17,590.
HEWLETT PACKARD CO SR UNSECD GLOBAL NT	55,000.	55,000.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	880.	880.
INTERNATIONAL BUSINESS MACHS	13,713.	13,713.
ISHARES INC MSCI SINGAPORE INDEX FUND	18,729.	18,729.
ISHARES S&P LATIN AMER 40 INDEX FUND	15,722.	15,722.
ISHARES TR RUSSELL 2000 INDEX FUND	5,241.	5,241.
ISHARES S&P GLOBAL INFRASTRUC- TURE INDE	20,633.	20,633.
J P MORGAN CHASE & CO COM	7,474.	7,474.
JOHNSON & JOHNSON	30,675.	30,675.
KDDI CORP ADR	933.	933.
KOMATSU LTD SPON ADR NEW	399.	399.
KONINKLIJKE AHOLD NV SPONSORED ADR 2007	1,629.	1,629.
KONICA MINOLTA HLDGS INC ADR	1,151.	1,151.
KURARAY CO LTD UNSPONSORED ADR	632.	632.
LAFARGE S.A. -SPONSORED ADR	1,005.	1,005.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	30,457.	30,457.
MCGRAW HILL INCORPORATED	12,316.	12,316.
MERCK & CO INC NEW COM	9,880.	9,880.
MICROSOFT CORPORATION	15,948.	15,948.
MITSUBISHI CORP SPONSORED ADR	2,242.	2,242.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MTN GROUP LTD SPONSORED ADR	1,895.	1,895.
NATIONAL AUSTRALIA BK LTD SPONSORED ADR	5,096.	5,096.
NEXEN INC	465.	465.
NEXTERA ENERGY INC COM	18,758.	18,758.
NIPPON TELEG & TEL CORP SPONSORED ADR	1,701.	1,701.
NOVARTIS AG ADR	2,871.	2,871.
OCCIDENTAL PETROLEUM CORPORATION	19,360.	19,360.
PIMCO HIGH YIELD FUND	28,341.	28,341.
PEPSICO INCORPORATED	14,925.	14,925.
PEPSICO INC SR UNSECD NT	37,500.	37,500.
PERMANENT PORTFOLIO	4,914.	4,914.
PETROLEO BRASILEIRO SA PETROBRAS ADR	1,920.	1,920.
PHILIP MORRIS INTL INC COM	26,228.	26,228.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	24,491.	24,491.
PIMCO COMMODITY REALRETURN STRATEGY FUND	231,888.	231,888.
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	31,911.	31,911.
PRAXAIR INCORPORATED	9,853.	9,853.
PRINCIPAL PFD SECS FUND INSTL CL	88,074.	88,074.
PROCTER & GAMBLE CO SR NT	15,750.	15,750.
PRUDENTIAL PLC SPON ADR (UK)	2,302.	2,302.
REED ELSEVIER NV SPONSORED ADR NEW	1,968.	1,968.
REXAM PLC NEW SPONSORED ADR	1,794.	1,794.
ROCHE HLDG LTD SPONSORED ADR	3,774.	3,774.
ROLLS-ROYCE PLC SPONSORED ADR	1,785.	1,785.
ROYAL DUTCH SHELL PLC	4,435.	4,435.
SBM OFFSHORE NV UNSPONSORED ADR	760.	760.
SECOM LTD ADR	1,120.	1,120.
SILVER WHEATON CORP COM	86.	86.
SINGAPORE TELECOMMUNICATIONS ADR	3,829.	3,829.
SMITH & NEPHEW PLC SPDN ADR NEW	920.	920.
SOCIETE GENERALE FRANCE SPONSORED ADR	2,249.	2,249.
SUMITOMO MITSUI TR HLDGS INC ADR	746.	746.
TNT N V SPONSORED ADR	28,174.	28,174.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TARGET CORP NT	29,375.	29,375.
TARGET CORP SR UNSECD NT	26,875.	26,875.
TELENOR ASA ADR	885.	885.
TEMPLETON GLOBAL BD FUND ADVISOR CL	36,864.	36,864.
TEXAS INSTRS INC	8,912.	8,912.
THOMPSON PLUMB BOND FUND	34,673.	34,673.
UNITED STATES TREAS NT DTD 02/15/01 5.00	50,000.	50,000.
UNITED TECHNOLOGIES CORP	9,623.	9,623.
UNITED TECHNOLOGIES CORP NT	26,875.	26,875.
USINAS SIDERURGICAS DE MINAS GERAIS S A	208.	208.
VERIZON COMMUNICATIONS	27,860.	27,860.
VOLKSWAGEN AG SPONSORED ADR	1,175.	1,175.
WAL-MART STORES INCORPORATED	6,988.	6,988.
WASTE MANAGEMENT INC	8,500.	8,500.
WELLS FARGO & CO NEW SR NT	21,875.	21,875.
WISDOMTREE EMERGING MKTS SMALLCAP DIV FU	18,696.	18,696.
XSTRATA PLC ADR	988.	988.
ZURICH FINL SVCS SPONSORED ADR	4,653.	4,653.
ACCENTURE PLC CL A COM	9,829.	9,829.
SEADRILL LTD COM	3,097.	3,097.
TOTAL	1,740,478.	1,740,478.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCELSIOR ABSOLUTE RETURN LIQ TR 1 & 2,		84,733.
TOTALS		84,733.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NONALLOCABLE EXPENSES -	25,222.	15,133.	10,089.
TOTALS	25,222.	15,133.	10,089.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	10,765.	10,765.
FEDERAL TAX PAYMENT - PRIOR YE	40,000.	
FEDERAL ESTIMATES - PRINCIPAL	38,809.	
FOREIGN TAXES ON QUALIFIED FOR	7,192.	7,192.
FOREIGN TAXES ON NONQUALIFIED	1,666.	1,666.
TOTALS	98,432.	19,623.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	2,943.		2,943.
DIVIDEND INVESTMENT EXPENSE -		137,973.	
TOTALS	2,943.	137,973.	2,943.

UD W BINGHAM 2ND 07/05/35 13-6069740

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

PLEASE SEE ATTACHED

TOTALS

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

PLEASE SEE ATTACHED

TOTALS

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

DESCRIPTION	AMOUNT
ACCRUED INCOME	25,315.
EXCEL ABSOL LIQ LLC CASH DIST ADJ TO BOOK	70,336.
TOTAL	95,651.

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

DESCRIPTION		AMOUNT
RETURN OF CAPITAL-DECREASE		83,487.
1256 GAIN ADJUSTMENT TO BOOKVALUE		4,887.
	TOTAL	88,374.

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
111 WESTMINSTER ST , PO BOX 1802
PROVIDENCE, RI 02901
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 166,081.
COMPENSATION EXPLANATION:
PLEASE SEE ATTACHED

OFFICER NAME:
DONALD M BARR
ADDRESS:
18 WESTERLY LANE SOUTH
THORNWOOD, NY 10594
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 95,669.

OFFICER NAME:
PATRICIA F DAVIDSON
ADDRESS:
65 PARKER HILL ROAD EXTENSION
KILLINGWORTH, CT 06419
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 95,669.

TOTAL COMPENSATION: 357,419.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PLEASE SEE ATTACHED LIST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT NAMED CHARITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 695,000.

TOTAL GRANTS PAID: 695,000.

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
EXCELSIOR MULTI STRA HEDGE		OPEN				4,887.
TOTAL GAINS AND LOSSES						4,887.

UD W BINGHAM 2ND 07/05/35
13-6069740
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	16000 000	146,360 00	453,280 00
00206RAJ1	AT&T INC	1000000 000	1,028,720 00	1,105,010 00
018805101	ALLIANZ SE	6571 000	107,814 97	85,265 30
025537101	AMERICAN ELEC PWR INC	12000 000	372,031 14	434,520 00
04315J860	ARTIO GLOBAL HIGH INCOME FUND	42452 830	450,000 00	440,660 38
043400100	ASAHI KASEI CORP	7000 000	86,396 73	95,151 00
046353108	ASTRAZENECA PLC	1325 000	60,448 35	63,732 50
054536107	AXA SA	3863 000	107,036 80	76,301 98
05523R107	BAE SYS PLC	2970 000	65,476 26	68,580 27
055262505	BASF SE	1115 000	48,902.39	85,868 38
055434203	BG GROUP PLC	581 000	48,197 88	63,437 65
05565A202	BNP PARIBAS	1385 000	71,770 61	49,371 10
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	4589 000	59,886 45	52,819 39
05964H105	BANCO SANTANDER SA	6735 000	82,583 97	78,193.35
06406HBL2	BANK NEW YORK INC	500000 000	504,075.00	537,680 00
06426M104	BANK OF CHINA	2222 000	32,587 21	30,283 64
067901108	BARRICK GOLD CORP	1313 000	48,293 27	63,234 08
088606108	BHP BILLITON LTD	818 000	37,188 62	74,871 54
153766100	CENTRAL JAPAN RY CO	3739 000	23,892 21	30,749 54
166764100	CHEVRON CORP	5400 000	399,276 00	504,090.00
171232101	CHUBB CORP	14000.000	294,567.00	810,180 00
19765H362	COLUMBIA SHORT TERM BOND FUND	360399 202	3,554,965.01	3,578,764 08
19765H495	COLUMBIA HIGH INCOME FUND	30000 000	232,750 00	244,200 00
19765P596	COLUMBIA SMALL CAP GROWTH I	20000 000	427,000 00	658,000.00
19765Y886	COLUMBIA BOND FUND	100000 000	922,000 00	926,000 00
20030N101	COMCAST CORP	30000 000	450,640 95	683,400 00
20441B407	COMPANHIA PARANAENSE ENERG	2785 000	33,873.96	74,888 65
225401108	CREDIT SUISSE GROUP	1324.000	52,399 68	59,315.20
23304Y100	DBS GROUP HLDGS LTD	726 000	34,736 90	33,403 26
25030W100	DESARROLLADORA HOMEX S A DE	955 000	26,654 05	31,658 25
251561304	DEUTSCHE LUFTHANSA A G	3640 000	91,406 70	81,230 24
263534BX6	DU PONT E I DE NEMOURS & CO	500000.000	477,750 00	548,000 00
26874R108	ENI S P A	1305 000	76,221 12	61,321 95
3007229X5	EXCELSIOR MULTI-STRATEGY HEDGE	1583 947	2,500,000 00	2,393,598 93

UD W BINGHAM 2ND 07/05/35
13-6069740
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
30231G102	EXXON MOBIL CORP	14000 000	43,261 18	1,101,940 00
344419106	FOMENTO ECONOMICO MEXICANO SA	1207 000	55,746 50	68,485 18
35671D857	FREEPORT-MCMORAN COPPER &	5600 000	344,015 22	664,160 00
359590304	FUJITSU LTD	1874 000	59,614 96	62,436 06
369604103	GENERAL ELEC CO	25500 000	580,336 29	474,300 00
36962GH23	GENERAL ELEC CAP CORP	500000 000	499,375 00	487,250 00
37733W105	GLAXOSMITHKLINE PLC	1555.000	81,615 65	59,369 90
410693105	HANNOVER RUECKVERSICHERUNG AG	2616 000	54,849 41	72,110.04
423074103	HEINZ H J CO	10000 000	316,185 00	485,900 00
428236AS2	HEWLETT PACKARD CO	1000000 000	1,042,365 00	1,125,460.00
448415208	HUTCHISON WHAMPOA LTD	1390 000	68,808 47	83,552 90
459200101	INTERNATIONAL BUSINESS MACHS	5000.000	599,199 10	753,250.00
464286673	ISHARES MSCI SINGAPORE INDEX	40000.000	413,200 00	559,600 00
464287390	ISHARES S&P LATIN AMER 40 INDEX	10000 000	395,600 00	539,000 00
464288372	ISHARES S&P GLOBAL INFRASTRUC-	13000 000	385,320 00	467,455 30
46428Q109	ISHARES SILVER	23500 000	397,169 95	661,583 75
46625H100	J P MORGAN CHASE & CO	10000 000	434,212.73	447,500 00
478160104	JOHNSON & JOHNSON	14401 000	46,106 84	894,302 10
48667L106	KDDI CORP	1170.000	64,455 07	66,147.12
500467402	KONINKLIJKE AHOLD NV	4610 000	56,610 80	59,879.29
505861401	LAFARGE S A	3410 000	77,917.46	53,683.63
52106N889	LAZARD FUNDS INC	90000 000	1,500,300 00	1,948,500 00
57060U100	MARKET VECTORS GOLD MINERS ETF	819 000	27,992 73	45,708 39
580645109	MCGRAW HILL COS INC	13000 000	382,367 30	493,610 00
584469407	MEDIASET SPA	2835 000	78,672 28	50,766 35
58933Y105	MERCK & CO INC	13000 000	421,955 30	440,310 00
594918104	MICROSOFT CORP	25000 000	691,205 00	716,500 00
606769305	MITSUBISHI CORP	1455 000	57,371 72	84,179 02
62474M108	MTN GROUP LTD	2587 000	42,721 19	48,630 43
632525408	NATIONAL AUSTRALIA BK LTD	3470 000	58,097.30	83,967 06
64110W102	NETEASE COM INC	1795 000	69,038 10	70,220 40
65339F101	NEXTERA ENERGY INC	9000 000	423,372 70	488,700 00
66987V109	NOVARTIS A G	1215 000	46,299 28	69,826 05
674599105	OCCIDENTAL PETE CORP DEL	11000 000	183,541 55	1,084,050 00

UD W BINGHAM 2ND 07/05/35
13-6069740
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
693390841	PIMCO HIGH YIELD FD	37313 433	350,000 00	350,746 27
713448108	PEPSICO INC	7500 000	109,034 25	499,275 00
713448BK3	PEPSICO INC	1000000 000	1,028,335 00	1,066,040.00
718172109	PHILIP MORRIS INTL INC	10000 000	467,816 00	562,200.00
722005220	PIMCO FOREIGN BOND FUND	45788 695	525,000 00	478,033 98
722005667	PIMCO COMMODITY REALRETURN	85279 940	750,000.00	797,367 44
729251108	PLUM CREEK TIMBER CO INC	28696 000	447,409.98	1,156,448 80
74005P104	PRAXAIR INC	5200 000	397,727 20	485,888 00
74253Q416	PRINCIPAL PFD SECS FUND	134642 901	1,259,100 00	1,335,657 58
742718DQ9	PROCTER & GAMBLE CO	500000 000	500,810 00	519,915 00
74435K204	PRUDENTIAL PLC	3360 000	76,932 25	74,188.80
758204200	REED ELSEVIER NV	2293 000	86,819.49	60,237.11
761655406	REXAM PLC	2205 000	97,249 67	60,842.57
771195104	ROCHE HLDG LTD	2134 000	72,515 26	77,920 88
775781206	ROLLS-ROYCE GROUP PLC	1635 000	60,065 58	86,385.23
780259107	ROYAL DUTCH SHELL PLC	1500 000	77,685 04	102,795 00
78463V107	SPDR GOLD TR	493 000	32,389 33	65,780 99
813113206	SECOM LTD	4640 000	57,010 72	53,656 96
828336107	SILVER WHEATON CORP	2831 000	31,359 46	92,771 87
83175M205	SMITH & NEPHEW PLC	1351 000	65,693 59	76,777 33
83364L109	SOCIETE GENERALE FRANCE	5280 000	64,257.60	64,970 40
85771P102	STATOIL ASA	2259 000	76,914 49	55,458 45
87260W101	TNT N V	2577 000	93,598 80	70,120 17
87425E103	TALISMAN ENERGY INC	4175.000	69,911 87	96,609 50
87612EAN6	TARGET CORP	500000 000	513,660 00	578,460 00
87612EAP1	TARGET CORP	500000 000	502,495 00	560,670 00
879382208	TELEFONICA S A	550 000	45,536 59	39,627.50
87944W105	TELENOR ASA	559 000	31,441 68	25,687.73
880208400	TEMPLETON GLOBAL BD FUND	43589 784	600,000 00	588,897 98
882508104	TEXAS INSTRS INC	17000 000	415,874 40	592,492 50
884891201	THOMPSON PLUMB BOND	64804 158	750,000 00	739,415 44
9128276T4	UNITED STATES TREAS NT	2000000 000	2,010,781 24	2,006,960 00
913017109	UNITED TECHNOLOGIES CORP	5000 000	293,224 00	397,850 00
913017BM0	UNITED TECHNOLOGIES CORP	500000 000	520,230 00	566,405 00

UD W BINGHAM 2ND 07/05/35
13-6069740
Balance Sheet
12/31/2010

Bank of America

Cusip	Asset	Units	Basis	Market Value
917302200	USINAS SIDERURGICAS DE MINAS	1120 000	15,041 60	13,332.48
92343V104	VERIZON COMMUNICATIONS INC	15000 000	440,973 89	515,400 00
931142103	WAL-MART STORES INC	5000 000	253,251 43	275,700 00
94106L109	WASTE MGMT INC DEL	12500 000	386,342 05	465,125 00
949746NY3	WELLS FARGO & CO	500000 000	489,005 00	529,525 00
97717W281	WISDOMTREE EMERGING MKTS	10000 000	401,300 00	546,600.00
98418K105	XSTRATA PLC	17873 000	66,225 68	85,540 18
98982M107	ZURICH FINL SVCS	3455 000	80,505.15	91,408 93
99Z196331	UST GLOBAL PRIVATE MARKETS	231 222	220,438.24	214,872 29
99Z305627	EXCELSIOR ABSOLUTE LIQ TRUST	11 199	36,205 91	66,708 53
99Z353023	EXCELSIOR ABSOLUTE RETURN	17 659	98,309.80	115,210 49
G1151C101	ACCENTURE PLC	10000 000	384,412.00	503,500 00
	Cash/Cash Equivalent	1079624 710	1,079,624.71	1,079,624 71
		Totals	39,387,316.26	48,278,494 68

UD W BINGHAM 2ND 07/05/35 PIA
13-6069740
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
G7945E105	SEADRILL LTD	1563.000	55,153 62	51,860 34
G1151C101	ACCENTURE PLC	7895 000	303,493 27	420,250.85
99Z353023	EXCELSIOR ABSOLUTE RETURN	17.659	68,291 34	75,990 33
99Z305627	EXCELSIOR ABSOLUTE LIQ TRUST	11.199	0 00	21,748 26
99Z196331	UST GLOBAL PRIVATE MARKETS	351.480	330,676.00	389,657.05
98982M107	ZURICH FINL SVCS	2515.000	57,303.60	57,153.38
98418K105	XSTRATA PLC	14963.000	54,469.28	45,487.52
97717W281	WISDOMTREE EMERGING MKTS	10000.000	401,300.00	413,400.00
949746NY3	WELLS FARGO & CO	500000 000	489,005.00	516,750.00
931142103	WAL-MART STORES INC	3950 000	197,868.00	236,052.00
928662303	VOLKSWAGEN AG	1354.000	41,431.57	36,437.49
92343V104	VERIZON COMMUNICATIONS INC	11845.000	348,222.38	475,221.40
913017BM0	UNITED TECHNOLOGIES CORP	500000 000	520,230 00	591,465.00
913017109	UNITED TECHNOLOGIES CORP	4420.000	259,210 02	323,057.80
884891201	THOMPSON PLUMB BOND	86600.148	1,000,000 00	973,385 66
882508104	TEXAS INSTRS INC	13425.000	328,358 40	390,801.75
881624209	TEVA PHARMACEUTICAL INDS LTD	1510 000	61,862 90	60,943 60
880208400	TEMPLETON GLOBAL BD FUND	43589 784	600,000 00	539,205 63
87944W105	TELENOR ASA	1227.000	60,500 96	60,507 05
87612EAP1	TARGET CORP	500000.000	502,495 00	587,640 00
87612EAN6	TARGET CORP	500000 000	513,660 00	592,140.00
869587402	SVENSKA CELLULOSA AKTIEBOLAGET	3829.000	53,808.36	56,971.69
86562X106	SUMITOMO MITSUI TR HLDGS INC	14538.000	50,313.81	42,698.11
83175M205	SMITH & NEPHEW PLC	1121.000	53,884.61	53,976.15
82929R304	SINGAPORE TELECOMMUNICATIONS	2438.000	57,031 08	58,099 98
826197501	SIEMENS A G	239 000	31,857.16	22,850.79
78463V107	SPDR GOLD TR	393 000	43,863 51	59,732 07
78404D109	SBM OFFSHORE NV	2350 000	61,498 53	48,567 45
780259107	ROYAL DUTCH SHELL PLC	1260 000	65,069 70	95,772 60
775781206	ROLLS-ROYCE HLDGS PLC	952.000	33,559 39	55,222 66
771195104	ROCHE HLDG LTD	1844 000	62,646 56	78,484.33
767204100	RIO TINTO PLC	977.000	48,542 46	47,794.84
761655406	REXAM PLC	1765 000	72,327 06	48,385.71
758204200	REED ELSEVIER NV	1673 000	61,552 52	38,830.33

UD W BINGHAM 2ND 07/05/35 PIA
13-6069740
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
74435K204	PRUDENTIAL PLC	2850 000	64,397 27	56,259 00
742718DQ9	PROCTER & GAMBLE CO	500000.000	500,810.00	536,875 00
74253Q416	PRINCIPAL PFD SECS FUND	144504 834	1,359,100 00	1,355,455 34
74005P104	PRAXAIR INC	4105.000	313,975 03	438,824.50
729251108	PLUM CREEK TIMBER CO INC	28696 000	447,409 98	1,049,125.76
72201P100	PIMCO GLOBAL MULTI-ASSET FUND	45948.204	550,000.00	493,943.19
722005667	PIMCO COMMODITY REALRETURN	111595.729	1,000,000.00	729,836 07
722005220	PIMCO FOREIGN BOND FUND	45788.695	525,000.00	498,638.89
718172109	PHILIP MORRIS INTL INC	8495.000	397,409 69	666,687.60
71654V408	PETROLEO BRASILEIRO SA PETROBR	1796.000	68,835 31	44,630.60
714199106	PERMANENT PORTFOLIO	11699.638	550,000.00	539,236.32
713448BK3	PEPSICO INC	1000000.000	1,028,335 00	1,063,250.00
713448108	PEPSICO INC	5925 000	86,137 06	393,123.75
693390841	PIMCO HIGH YIELD FD	42604 438	400,000 00	382,587.85
674599105	OCCIDENTAL PETE CORP DEL	8685.000	144,914.40	813,784.50
66987V109	NOVARTIS A G	1141.000	46,253.97	65,230.97
654624105	NIPPON TELEG & TEL CORP	2069.000	48,148.50	52,407.77
65339F101	NEXTERA ENERGY INC	7105.000	327,343 95	432,552.40
65334H102	NEXEN INC	3370.000	80,315.73	53,616.70
632525408	NATIONAL AUSTRALIA BK LTD	2855.000	42,215 97	68,374.40
62474M108	MTN GROUP LTD	2177.000	35,734.79	38,757.13
606769305	MITSUBISHI CORP	1255.000	48,424.98	50,728.36
594918104	MICROSOFT CORP	19740.000	545,775.47	512,450.40
580645109	MCGRAW HILL COS INC	10265.000	301,098.69	461,617.05
52106N889	LAZARD EMERGING MKTS EQUITY	47473.066	791,376.01	797,547.51
50127R103	KURARAY CO LTD	1023.000	45,644 95	43,678.01
50048B104	KONICA MINOLTA HLDGS INC	3055.000	58,872 58	45,583.66
500467402	KONINKLIJKE AHOLD NV	3870.000	47,523 60	52,272.09
500458401	KOMATSU LTD	1475.000	33,562 72	34,488.45
478160104	JOHNSON & JOHNSON	11371.000	18,146 23	745,710 18
46625H100	J P MORGAN CHASE & CO	7895 000	342,614 50	262,508.75
46428Q109	ISHARES SILVER	11750 000	207,387 50	316,545.00
464288372	ISHARES S&P GLOBAL INFRASTRUC-	13000.000	385,320.00	431,626 00
464287655	ISHARES RUSSELL 2000 INDEX	8600.000	601,384.24	634,250 00

UD W BINGHAM 2ND 07/05/35 PIA
13-6069740
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
464287390	ISHARES S&P LATIN AMER 40 INDEX	10000 000	395,600 00	425,700.00
464286673	ISHARES MSCI SINGAPORE INDEX	40000 000	413,200 00	433,200.00
459200101	INTERNATIONAL BUSINESS MACHS	3950.000	471,126 29	726,326.00
453142101	IMPERIAL TOBACCO GROUP PLC	952 000	58,603.21	72,052.12
428236AS2	HEWLETT PACKARD CO	1000000.000	1,042,365.00	1,111,470.00
423074103	HEINZ H J CO	7895.000	249,628.06	426,645 80
410693105	HANNOVER RUECKVERSICHERUNG AG	2186 000	45,833.64	54,378 94
37733W105	GLAXOSMITHKLINE PLC	1425.000	74,702.26	65,022.75
36962GH23	GENERAL ELEC CAP CORP	500000.000	499,375.00	499,930.00
369604103	GENERAL ELEC CO	20135.000	394,012.28	360,617.85
36160B105	GDF SUEZ	1193.000	34,264 97	32,708.48
359590304	FUJITSU LTD	2586 000	79,102.55	67,220.48
35671D857	FREEPORT-MCMORAN COPPER &	8845.000	265,965.94	325,407 55
353612781	FRANKLIN FTLG RATE DAILY ACCESS	71609.450	660,000.00	633,027.54
344419106	FOMENTO ECONOMICO MEXICANO SA	352 000	16,257.47	24,537.92
315807552	FIDELITY ADVISOR FLOATING RATE	66880 604	660,000 00	644,060 22
30231G102	EXXON MOBIL CORP	11055 000	34,160.88	937,021 80
3007229X5	EXCELSIOR MULTI-STRATEGY HEDGE	1583.947	2,500,000 00	2,352,242 08
263534BX6	DU PONT E I DE NEMOURS & CO	500000 000	477,750 00	554,205 00
251561304	DEUTSCHE LUFTHANSA A G	3267.000	69,360 79	38,955.71
25030W100	DESARROLLADORA HOMEX S A DE	925.000	25,816.75	15,604.75
233825108	DAIMLER AG	1075.000	51,251.66	47,335.48
225401108	CREDIT SUISSE GROUP	2558.000	78,982.02	60,061.84
20030N101	COMCAST CORP	23690 000	355,628.12	561,689.90
19765Y886	COLUMBIA BOND FUND	100000.000	922,000.00	948,000.00
19765H362	COLUMBIA SHORT TERM BOND FUND	360399.202	3,554,965.01	3,553,536 13
19765E823	CMG ULTRA SHORT TERM BOND	545147.030	4,900,000.00	4,889,968.86
171232101	CHUBB CORP	11055.000	232,602.73	765,227.10
166764100	CHEVRON CORP	4265.000	315,354 10	453,796.00
088606108	BHP BILLITON LTD	864.000	44,991 47	61,024.32
072730302	BAYER A G	975.000	54,680 04	62,524.80
067901108	BARRICK GOLD CORP	518.000	19,416 30	23,439.50
06406HBL2	BANK NEW YORK INC	500000 000	504,075 00	536,475 00
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	2336.000	30,093.42	20,019 52

UD W BINGHAM 2ND 07/05/35 PIA
13-6069740
Balance Sheet
12/31/2011

Bank of America

Cusip	Asset	Units	Basis	Market Value
05565A202	BNP PARIBAS	1492 000	71,612 41	29,390.91
055262505	BASF SE	532.000	23,332.80	37,217.12
043400100	ASAHI KASEI CORP	3299.000	38,021.15	39,789.24
04315J860	ARTIO GLOBAL HIGH INCOME FUND	42452.830	450,000 00	394,811.32
025537101	AMERICAN ELEC PWR INC	9475 000	293,136.50	391,412 25
02364W105	AMERICA MOVIL S A B DE C V	987.000	24,822 66	22,306.20
018805101	ALLIANZ SE	5501.000	88,096.26	52,782.10
00206RAJ1	AT&T INC	1000000.000	1,028,720.00	1,157,530.00
00206R102	AT&T INC	12635 000	115,578 66	382,082 40
	Cash/Cash Equivalent	1445800 310	1,445,800 31	1,445,800.31
		Totals.	41,443,239.92	47,465,300.28

FORM 990PF, Part XV, Ln. 3:
Grants Paid attachment to return
U/W W BINGHAM 2ND 7/5/35 COMBINED

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
1/18/2011	-100000	THE NATURE CONSERVANCY	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
2/23/2011	-100000	THE NATURE CONSERVANCY	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
3/21/2011	-100000	THE NATURE CONSERVANCY	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
4/11/2011	-10000	NEW YORK SCHOOL FOR THE DEAF	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
5/26/2011	-50000	TUFTS UNIVERSITY SCHOOL OF	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
5/26/2011	-50000	THE FORSYTH DENTAL INFIRMARY FOR	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
6/16/2011	-20000	ARTHRITIS FOUNDATION, INC	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
6/16/2011	-50000	MAINE FARMLAND TRUST, INC	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
7/19/2011	-50000	MAINE FARMLAND TRUST, INC	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
8/12/2011	-15000	BETHEL HISTORICAL SOCIETY	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
8/12/2011	-50000	MAINE FARMLAND TRUST, INC	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
9/13/2011	-50000	MAINE FARMLAND TRUST, INC	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
10/25/2011	-50000	MAINE FARMLAND TRUST, INC	NONE	SUPPORT NAMED CHARITY	PUBLIC CHARITY
TOTAL	-645000				

Form **8868** (Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing ***(e-file)***. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions.

Name of exempt organization or other filer, see instructions.
UD W BINGHAM 2ND 07/05/35

Employer identification number (EIN) or
[X] 13-6069740

Number, street, and room or suite no. If a P.O. box, see instructions.
P O BOX 1802

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
PROVIDENCE, RI 02901-1802

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BANK OF AMERICA

Telephone No. ▶ (401)278-6848 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 11 or
▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 60,878.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 38,809.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 24,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions UD W BINGHAM 2ND 07/05/35	Employer identification number (EIN) or [X] 13-6069740
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions P O BOX 1802	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BANK OF AMERICA
  Telephone No ▶ (401)278-6848 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 38,809.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶