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 , and ending

Name of foundation: The William Bingham Foundation

A Employer identification number: 34-6513791

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

B Telephone number: (440) 331-6350

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

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 19,551,387.18

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	722.79	722.79		Statement 1
	4 Dividends and interest from securities	262,668.42	262,668.42		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	351,157.02			
	b Gross sales price for all assets on line 6a 5,520,494.20				
	7 Capital gain net income (from Part IV, line 2)		351,157.02		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	614,548.23	614,548.23		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	11,337.45	1,178.00		10,159.45
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	17,276.65	886.00		16,390.65
	b Accounting fees Stmt 4	26,431.78	0.00		26,431.78
	c Other professional fees Stmt 5	264,872.83	156,853.86		108,018.97
	17 Interest				
	18 Taxes Stmt 6	13,631.46	9,439.33		0.00
	19 Depreciation and depletion	187.63	0.00		
	20 Occupancy	7,676.52	0.00		7,676.52
	21 Travel, conferences, and meetings	10,590.86	373.63		10,217.23
	22 Printing and publications				
	23 Other expenses Stmt 7	41,351.18	26,604.18		14,747.00
	24 **Total operating and administrative expenses.** Add lines 13 through 23	393,356.36	195,335.00		193,641.60
	25 Contributions, gifts, grants paid	739,951.00			739,951.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,133,307.36	195,335.00		933,592.60
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<518,759.13>			
	b **Net investment income** (if negative, enter -0-)		419,213.23		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		2.05	2.05
	2	Savings and temporary cash investments	5,734,544.16	1,192,765.18	1,192,765.18
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	1,118.18		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	6,947.85	7,807.87	7,807.87
	10a	Investments - U.S. and state government obligations Stmt 8	3,778,613.80	4,268,066.92	4,485,573.92
	b	Investments - corporate stock Stmt 9	8,177,755.14	11,711,765.61	13,068,996.06
	c	Investments - corporate bonds Stmt 10	731,913.77	731,913.77	795,991.92
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶ 2,922.08			
		Less accumulated depreciation Stmt 11▶ 2,671.90	437.81	250.18	250.18
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	18,431,330.71	17,912,571.58	19,551,387.18
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29	Retained earnings, accumulated income, endowment, or other funds	18,431,330.71	17,912,571.58	
	30	**Total net assets or fund balances**	18,431,330.71	17,912,571.58	
	31	**Total liabilities and net assets/fund balances**	18,431,330.71	17,912,571.58	

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	18,431,330.71
2	Enter amount from Part I, line 27a	2	<518,759.13>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	17,912,571.58
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,912,571.58

Part IV · Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,520,494.20		5,169,337.18	351,157.02

	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				
b				
c				
d				
e				351,157.02

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	351,157.02
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,006,962.73	18,597,936.07	.054144
2009	823,460.80	17,744,607.09	.046406
2008	960,208.66	19,695,761.00	.048752
2007	1,138,495.63	20,348,303.73	.055950
2006	521,775.34	19,718,557.55	.026461

2 **Total** of line 1, column (d)	2	.231713
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	.046343
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,041,329.22
5 Multiply line 4 by line 3	5	928,775.32
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,192.13
7 Add lines 5 and 6	7	932,967.45
8 Enter qualifying distributions from Part XII, line 4	8	933,592.60

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 ▶ [X] and enter 1% of Part I, line 27b		1	4,192.13
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.00
3	Add lines 1 and 2		3	4,192.13
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	4,192.13
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 12,000.00		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	12,000.00
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	7,807.87
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	7,807.87 **Refunded** ▶	11	0.00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* See Statement 12	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 ▶ www.wbinghamfoundation.org

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

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

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

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

			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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule Attached	See Schedule	108599.91	2,927.87	0.00

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Blossom Business Office, Inc. - 20325 Cntr Rdg Rd, #629, Rocky River, OH 44116	Program Administratn Bookkpng,Rltd Servs	110787.25
AIS Capital Management, LLC 187 Danbury Rd., Wilton, CT 06897	Investment Advisor	95,931.56
Prentiss Smith & Co., Inc. 45 Walnut St., Brattleboro, VT 05301	Investment Advisor	60,922.30

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,472,789.32
b	Average of monthly cash balances	1b	2,873,737.81
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,346,527.13
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	20,346,527.13
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	305,197.91
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,041,329.22
6	**Minimum investment return.** Enter 5% of line 5	6	1,002,066.46

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	1,002,066.46
2a	Tax on investment income for 2011 from Part VI, line 5 2a 4,192.13		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	4,192.13
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	997,874.33
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	997,874.33
6	Deduction from distributable amount (see instructions)	6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	997,874.33

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	933,592.60
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	933,592.60
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,192.13
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	929,400.47

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				997,874.33
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			38,916.54	
b Total for prior years: ____ , ____ , ____		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 933,592.60				
a Applied to 2010, but not more than line 2a			38,916.54	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2011 distributable amount				894,676.06
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				103,198.27
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

Schedule Attached

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

Schedule Attached

c Any submission deadlines:

Schedule Attached

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

Schedule Attached

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* Schedule Attached				739,951.00
Total			▶ 3a	739,951.00
b *Approved for future payment* None				
Total			▶ 3b	0.00

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
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	722.79	
4 Dividends and interest from securities			14	262,668.42	
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	351,157.02	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		614,548.23	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 614,548.23

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/12/12 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Kirk A. Linn	[signature]	5-09-12		P00290287

Firm's name ▶ Kirk A. Linn Consulting — Firm's EIN ▶ 26-3928272

Firm's address ▶ 20325 Center Ridge Rd., #629 Rocky River, OH 44116 — Phone no. (440) 331-8220

123622
12-02-11

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Short-Term Sched. Attached- Charles Schwab	P	Various	Various
b	Long-Term Sched. Attached - Charles Schwab	P	Various	Various
c	Short-Term Sched. Attached- MorganStanley	P	Various	Various
d	Short-Term Sched. Attached- SPDR Gold Trust	P	Various	Various
e	Long-Term Sched. Attached - SPDR Gold Trust	P	09/08/10	Various
f	Long-Term Sched. Attached - Misc. Class Actions	P	Various	Various
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,228,790.18		1,369,077.52	<140,287.34>
b	3,262,244.54		3,020,961.98	241,282.56
c	1,003,341.10		758,411.69	244,929.41
d	11,260.82		9,088.44	2,172.38
e	14,777.17		11,797.55	2,979.62
f	80.39			80.39
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<140,287.34>
b				241,282.56
c				244,929.41
d				2,172.38
e				2,979.62
f				80.39
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	351,157.02
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Source	Amount
Charles Schwab Institutional	175.64
Morgan Stanley Smith Barney	547.15
Total to Form 990-PF, Part I, line 3, Column A	722.79

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab Institutional	117,239.53	0.00	117,239.53
Charles Schwab Institutional	131,017.84	0.00	131,017.84
Morgan Stanley Smith Barney	14,411.05	0.00	14,411.05
Total to Fm 990-PF, Part I, ln 4	262,668.42	0.00	262,668.42

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Thompson Hine LLP	17,276.65	886.00		16,390.65
To Fm 990-PF, Pg 1, ln 16a	17,276.65	886.00		16,390.65

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Blossom Business Office, Inc. (2010)	2,768.28	0.00		2,768.28
Linn, Kirk A. (2010 and 2011)	21,256.00	0.00		21,256.00
Onderko Bookkeeping Services, Ltd.	2,407.50	0.00		2,407.50
To Form 990-PF, Pg 1, ln 16b	26,431.78	0.00		26,431.78

Form 990-PF — Other Professional Fees — Statement 5

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Blossom Bus. Offc., Inc.- Program administration and related services	108,018.97	0.00		108,018.97
AIS Capital Management - Investment Mgmt. Fees	95,931.56	95,931.56		0.00
Prentiss Smith & Co., Inc. - Investment Mgmt. Fee	60,922.30	60,922.30		0.00
To Form 990-PF, Pg 1, ln 16c	264,872.83	156,853.86		108,018.97

Form 990-PF — Taxes — Statement 6

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2011 Sect. 4940 Tax	4,192.13	0.00		0.00
Foreign Dividend Taxes	9,439.33	9,439.33		0.00
To Form 990-PF, Pg 1, ln 18	13,631.46	9,439.33		0.00

Form 990-PF — Other Expenses — Statement 7

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer Supplies & Enhancements	733.51	0.00		733.51
Dues	1,320.00	0.00		1,320.00
Filing Fee - Ohio	200.00	0.00		200.00
Grant Software and Training	7,500.00	0.00		7,500.00
Internet Access & Web Site	1,308.84	0.00		1,308.84
Misc. fees associated with Foreign Dividends	566.19	566.19		0.00
Office Supplies	244.71	0.00		244.71
Postage & Shipping	559.62	0.00		559.62
Reference Materials & Subscriptions	45.00	0.00		45.00
SPDR Gold Trust Investment Exps.	26,037.99	26,037.99		0.00

Stationery and Envelopes	13.99	0.00		13.99
Telephone	2,721.33	0.00		2,721.33
Wire Transfer Fees	100.00	0.00		100.00
To Form 990-PF, Pg 1, ln 23	41,351.18	26,604.18		14,747.00

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule Attached	X		4,268,066.92	4,485,573.92
Total U.S. Government Obligations			4,268,066.92	4,485,573.92
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			4,268,066.92	4,485,573.92

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Schedule Attached	11,711,765.61	13,068,996.06
Total to Form 990-PF, Part II, line 10b	11,711,765.61	13,068,996.06

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
Schedule Attached	731,913.77	795,991.92
Total to Form 990-PF, Part II, line 10c	731,913.77	795,991.92

Form 990-PF Depreciation of Assets Not Held for Investment Statement 11

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furnishings	274.95	274.95	0.00
Dell Dimension 8200 Computer	1,628.98	1,628.98	0.00
H.P. Deskjet 5150 Inkjet Printer	79.99	79.99	0.00
Inspirion 530 Computer	938.16	687.98	250.18
Total To Fm 990-PF, Part II, ln 14	2,922.08	2,671.90	250.18

Form 990-PF Explanation Concerning Part VII-A, Line 8b Statement 12

Explanation

The Ohio Attorney General requests that Ohio foundations file an annual report online with the Attorney General's office in lieu of sending a copy of the federal tax return, Form 990-PF. The William Bingham Foundation has complied with this request.

PART 2

THE WILLIAM BINGHAM FOUNDATION
2011 Form 990-PF
FEIN 34-6513791

Page 1 - Item J: Accounting Method

Modified Cash

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

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

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

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

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

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

The William Bingham Foundation
2011 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10a

U.S. Government Obligations			12/31/2010 Book Value	Par Value	12/31/2011 Book Value	12/31/2011 Market Value
U.S. Treasury Bills		1/26/2012	$ -	1,605,000	$ 1,604,051 93	$ 1,604,995 19
U.S. Treasury Bonds :						
(Inflation Index)	3.500%	1/15/2011	1,114,598 81	-	-	-
(Inflation Index)	3 375%	1/15/2012	594,235 56	499,000	594,235 56	636,470 51
(Inflation Index)	2 000%	4/15/2012	779,534 80	750,000	779,534 80	840,624 00
(Inflation Index)	3 000%	7/15/2012	1,290,244 63	1,091,000	1,290,244 63	1,403,484 22
Totals			$ 3,778,613 80		$ 4,268,066 92	$ 4,485,573.92

The William Bingham Foundation
2011 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10b

Corporate Stock & Mutual Funds		12/31/2010 Book Value	Shares		12/31/2011 Book Value		12/31/2011 Market Value
ABB Ltd. Spnsrd. ADR	$	39,259 41	5,065	$	103,718 81	$	95,373 95
Abbott Laboratones		-	3,550		168,414 21		199,616 50
Allscnpts Healthcare		-	9,650		139,505 49		182,771.00
Anadarko Petroleum Corp		39,690 11	1,275		77,776 27		97,320 75
Apache Corp.		181,424.03	1,680		181,424 03		152,174.40
Avista Corp		-	7,700		188,260.86		198,275 00
BMC Software, Inc.		107,394 00	3,190		107,394 00		104,568 20
Baxter Intl , Inc		216,747.65	-		-		-
Best Buy, Inc.		181,626.94	-		-		-
CVS Caremark Corp		165,727.15	4,195		130,927 57		171,072 10
Cameco Corp.		39,186 72	2,770		77,052 65		49,998 50
Celgene Corp.		-	1,443		92,461.26		97,546 80
Cerner Corp		159,968 71	3,230		133,169 83		197,837 50
Check Point Software Tech		150,003.00	-		-		-
Cisco Systems, Inc		156,128 77	7,260		156,128.77		131,260 80
Cliffs Natural Resources		39,311 81	1,423		104,624 59		88,724 05
Clorox Co.		234,908 77	-		-		-
Companhia Siderurgica Nacional Spnrsd. ADR		39,403 93	-		-		-
Complete Production Services, Inc.		-	2,754		77,267 88		92,424 24
ConocoPhillips		114,719 12	1,765		114,719 12		128,615 55
Consolidated Edison, Inc		158,625 57	-		-		-
Core Laboratones NV		39,160 31	858		77,402 54		97,769 10
EMC Corp		23,052 58	4,760		79,539 58		102,530 40
Ensco PLC ADR		-	1,822		97,400 48		85,488 24
France Telecom SA ADR		-	6,900		153,397 33		108,054 00
Google, Inc Class A		-	320		170,554.29		206,688 00
Heinz, H J Co		155,043.33	4,675		155,043 33		252,637.00
ITC Holdings Corp		39,346.25	1,225		77,269 10		92,953 00
Intel Corp.		-	11,500		229,237 30		278,875 00
Itron, Inc.		202,621.35	1,920		108,879 79		68,678 40
Itron, Inc.		39,526 06	-		-		-
Joy Global, Inc		-	1,027		77,544.66		76,994 19
KBR, Inc.		39,544.90	2,771		77,557 07		77,227 77
Koninklijke Philips Electronics Spnsrd. ADR		218,115.43	-		-		-
Kyocera Ltd ADR		185,672.83	1,965		138,989 38		156,807 00
MEMC Electronic Matenals		157,709.48	-		-		-
MYR Group, Inc		105,387 88	6,055		105,387 88		115,892 70
Medtronic, Inc		261,894 39	-		-		-
Novartis AG Spnsrd. ADR		170,635.16	-		-		-
Parker Dnlling Co		-	12,338		85,807 09		88,463 46
Patnot Coal Corp.		39,372.84	3,442		57,470.83		29,153 74
Petroleo Brasileiro SA		39,074.92	-		-		-
Potash Corp Sask., Inc		39,231.23	1,517		77,847.40		62,621 76
Procera Networks, Inc.		-	8,750		82,698 61		136,325.00
Procter & Gamble Co		121,511 79	1,934		121,511.79		129,017 14

continued on next page

The William Bingham Foundation
2011 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10b

continued from previous page

Corporate Stock & Mutual Funds		12/31/2010 Book Value	Shares		12/31/2011 Book Value		12/31/2011 Market Value
Quadra FNX Mining Ltd	$	37,483.89	5,997	$	76,071 88	$	88,527.72
Quest Diagnostics, Inc		215,380.99	-		-		-
Roth & Rau AG		89,815.50	-		-		-
SPDR Gold TR Gold Shs		3,194,472 21	45,043		5,817,504 69		6,846,085 57
Smith & Nephew		-	10,800		120,722 71		104,903 64
Sociedad Quimica Minera de Chile SA SPDR ADR		39,269 05	1,640		79,244 02		88,314 00
Stryker Corp		-	2,075		117,941.58		103,148 25
Telefonica Spnsrd ADR		-	10,200		227,281.61		175,338.00
Teva Pharmaceutical Industries, Ltd. ADR		-	5,500		282,772 20		221,980 00
3M Co		181,173 64	1,525		112,792 00		124,638 25
Tractor Supply Co		39,260.20	1,783		77,451 88		125,077 45
Trina Solar Ltd		129,296.70	-		-		-
Ultra Petroleum Corp , Canada		39,319.92	1,825		77,196 42		54,074 75
Unilever PLC ADR		94,656 99	4,200		94,656 99		140,784 00
Vale Spnsrd SA ADR		39,179.66	-		-		-
Varian Medical Systems		-	2,400		170,595.91		161,112.00
Vodafone Group Spnsrd ADR		-	10,900		288,885.50		305,527.00
WABTEC		39,340 25	1,539		77,400.05		107,653.05
Walgreen Co		99,474 61	6,865		201,062 98		226,956 90
Walter Energy, Inc.		38,605 11	679		63,801 40		41,120 24
Totals	$	8,177,755.14		$	11,711,765 61	$	13,068,996 06

The William Bingham Foundation
2011 Form 990PF FEIN 34-6513791
Part II Balance Sheets
Securities Held, Line 10c

Corporate Bonds				12/31/2010 Book Value	Par Value		12/31/2011 Book Value		12/31/2011 Market Value
Canada Govt. 15F Bonds	4 500%	6/1/2015	$	731,913.77	728,000	$	731,913.77	$	795,991 92
Totals			$	731,913.77		$	731,913 77	$	795,991 92

The William Bingham Foundation
2011 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Charles Schwab Institutional - Short-Term
FEIN 34-6513791

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
2,700	Tnna Solar Ltd	Purchase	05/25/10	01/19/11	75,525 88	45,103 50	30,422 38
18,000	Hudson Cıty Bancorp, Inc.	Purchase	02/03/11	03/02/11	183,052 94	195,764 35	(12,711.41)
3,730	STR Holdıngs, Inc	Purchase	02/03/11	03/02/11	63,469 95	72,561 28	(9,091.33)
4,970	STR Holdıngs, Inc.	Purchase	02/04/11	03/15/11	89,279 37	96,639 32	(7,359 95)
3,690	Baxter Intl , Inc	Purchase	04/21/10	04/15/11	203,231 24	216,747.65	(13,516 41)
5,005	Best Buy, Inc	Purchase	06/23/10	04/15/11	143,883 04	181,626.94	(37,743 90)
7,300	Konınklıjke Phılıps Elec ADR	Purchase	12/16/10	05/03/11	221,895 11	218,115.43	3,779 68
frctn	Konınklıjke Phılıps Elec ADR	Purchase	05/04/11	05/05/11	28.50	28.50	-
279	Koninklıjke Phılıps Elec ADR	Purchase	05/04/11	05/05/11	8,214.13	8,066.62	147 51
460	Tnna Solar Ltd.	Purchase	05/16/11	06/08/11	9,045 58	11,506 93	(2,461 35)
21,000	JA Solar Holdıngs, Ltd	Purchase	05/12/11	09/14/11	52,007.05	133,388.35	(81,381 30)
5,050	Amarın Corp. PLC	Purchase	06/17/11	11/02/11	40,550 86	69,768.14	(29,217 28)
1,975	Advance Auto Parts, Inc	Purchase	06/02/11	11/11/11	138,606 53	119,760 51	18,846 02
	Short-Term Totals				**1,228,790.18**	**1,369,077.52**	**(140,287.34)**

The William Bingham Foundation
2011 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Charles Schwab Institutional - Long-Term
FEIN 34-6513791

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Long-Term
4,095	Clorox Co.	Purchase	09/16/09	01/03/11	250,716.70	234,908 77	15,807.93
1,825	Roth & Rau AG	Purchase	04/14/08	01/05/11	31,390 55	89,815 50	(58,424 95)
900,000	UST Inflation Index, 3 5%, 1-15-11	Purchase	Various	01/15/11	1,131,183 00	1,114,598 81	16,584 19
3,470	Consolidated Edison, Inc.	Purchase	01/17/08	01/24/11	173,947 83	158,625 57	15,322 26
270	Itron, Inc	Purchase	09/18/08	02/15/11	17,229 25	24,527 38	(7,298.13)
1,280	Itron, Inc	Purchase	11/04/08	02/15/11	81,726 95	69,214.18	12,512 77
290	Medtronic, Inc	Purchase	08/03/06	02/15/11	11,436 70	13,020 52	(1,583 82)
2,300	Medtronic, Inc	Purchase	Various	02/15/11	91,280 67	137,491 71	(46,211 04)
13,200	MEMC Electronic Materials	Purchase	02/04/10	02/16/11	192,577 99	157,709 48	34,868 51
2,490	3M Co	Purchase	01/23/08	02/18/11	230,705 54	181,173 64	49,531 90
660	Kyocera Ltd ADR	Purchase	01/23/09	03/16/11	57,362 10	46,683 45	10,678 65
3,460	Medtronic, Inc	Purchase	11/18/08	04/12/11	139,275 87	111,382 16	27,893 71
5,040	Trina Solar Ltd	Purchase	05/25/10	06/08/11	99,108 04	84,193 20	14,914 84
4,500	Check Point Software Tech	Purchase	12/23/09	07/21/11	266,776 53	150,003 00	116,773 53
3,000	Novartis AG Spnsrd. ADR	Purchase	Various	08/02/11	180,023 29	170,635.16	9,388 13
650	Cerner Corp.	Purchase	12/23/09	09/21/11	45,722 81	26,798 88	18,923 93
3,865	Quest Diagnostics, Inc	Purchase	03/04/10	10/27/11	218,273 17	215,380 99	2,892 18
1,115	CVS Caremark Corp	Purchase	11/04/10	11/14/11	43,507 55	34,799 58	8,707 97
	Long-Term Totals				**3,262,244.54**	**3,020,961.98**	**241,282.56**

The William Bingham Foundation
2011 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Morgan Stanley Smith Barney - Short-Term
FEIN 34-6513791

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Short -Term
2,390	Companhia Siderurgica Nacl. Spr ADR	Purchase	09/08/10	04/28/11	37,165 70	39,403.93	(2,238 23)
2,381	Companhia Siderurgica Nacl Spr ADR	Purchase	03/15/11	04/28/11	37,025.74	37,905 52	(879 78)
674	Itron, Inc	Purchase	09/08/10	04/28/11	36,837 23	39,526.06	(2,688 83)
729	Itron, Inc	Purchase	03/15/11	04/28/11	39,843.24	37,868 27	1,974 97
1,766	Patriot Coal Corp.	Purchase	09/08/10	01/28/11	44,681.06	19,900 53	24,780.53
1,068	Petroleo Brasileiro SA Petrobras	Purchase	09/08/10	02/07/11	39,529 87	39,074 92	454 95
536	Spdr. Gold Tr. Gold Shs	Purchase	09/08/10	07/27/11	84,395.86	65,900 90	18,494 96
3,164	Spdr Gold Tr. Gold Shs.	Purchase	09/08/10	08/23/11	575,678 74	389,012 01	186,666 73
134	Vale SA Spnsrd. ADR	Purchase	09/08/10	01/28/11	4,589 70	3,715 55	874 15
1,279	Vale SA Spnsrd. ADR	Purchase	09/08/10	04/28/11	42,376 80	35,464 11	6,912 69
1,211	Vale SA Spnsrd ADR	Purchase	03/15/11	04/28/11	40,123 78	38,049 62	2,074 16
166	Walter Energy, Inc	Purchase	09/08/10	01/28/11	21,093 38	12,590 27	8,503.11
	Short-Term Totals				**1,003,341.10**	**758,411.69**	**244,929.41**

The William Bingham Foundation
2011 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - SPDR Gold Trust - Short-Term
FEIN 34-6513791

Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price Passed-Thru	Cost Basis Passed-Thru	Gain/(Loss) Short -Term
SPDR Gold Trust	Purchase	01/28/11	Vanous	304 62	250 24	54 38
SPDR Gold Trust	Purchase	03/15/11	Vanous	10,956 20	8,838 20	2,118 00

SPDR Gold Trust ınvestors are requıred to report theır allocable share of proceeds from the trust's sale of gold bullıon to pay for the trust's ınvestment expenses. These allocated proceeds may be offset by a proportıonate allocatıon of the ınvestor's purchase pnce.

The Foundatıon's share of the trust's sales of the underlyıng gold bullıon ın 2011 on the lot purchased January 28, 2011 amounted to 0.18699542 ounces of gold to pay for the trust's ınvestment expenses

The Foundatıon's share of the trust's sales of the underlyıng gold bullıon ın 2011 on the lot purchased March 15, 2011 amounted to 6.32641587 ounces of gold to pay for the trust's ınvestment expenses

Short-Term Totals	**11,260.82**	**9,088.44**	**2,172.38**

The William Bingham Foundation
2011 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - SPDR Gold Trust - Long-Term
FEIN 34-6513791

Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price Passed-Thru	Cost Basis Passed-Thru	Gain/(Loss) Long -Term
SPDR Gold Trust	Purchase	09/08/10	Vanous	14,777.17	11,797.55	2,979 62

SPDR Gold Trust ınvestors are requıred to report theır allocable share of proceeds from the trust's sale of gold bullıon to pay for the trust's ınvestment expenses. These allocated proceeds may be offset by a proportıonate allocatıon of the ınvestor's purchase pnce

The Foundatıon's share of the trust's sales of the underlyıng gold bullıon ın 2011 on the lot purchased September 8, 2010 amounted to 9 36938338 ounces of gold to pay for the trust's ınvestment expenses.

Long-Term Totals	**14,777.17**	**11,797.55**	**2,979.62**

The William Bingham Foundation
2011 Form 990-PF
Part IV Capital Gains and Losses for Tax on Investment Income
Sale of Securities - Miscellaneous Class Actions - Long-Term
FEIN 34-6513791

Number Sold	Security	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost Basis	Gain/(Loss) Long -Term
	WorldCom, Inc. Class Action	Purchase	LT	10/04/11	26 11	-	26 11
	Career Education Corp Class Action	Purchase	LT	11/03/11	54 28	-	54 28
	Long-Term Totals				**80.39**	**-**	**80.39**

THE WILLIAM BINGHAM FOUNDATION
2011 Form 990-PF
FEIN 34-6513791

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

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

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

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

THE WILLIAM BINGHAM FOUNDATION
2011 Form 990-PF, Part VIII, Line 1
FEIN 34-6513791

(a) Name and Address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense acct., other allowances
C. Bingham Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Trustee 2 hours	$ - 0 -	$ - 0 -	$ - 0 -
C. Perry Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Vice-President Trustee 1 5 hours	- 0 -	- 0 -	- 0 -
David B. Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Trustee 1.5 hours	- 0 -	- 0 -	- 0 -
Jonathan B. Blossom 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Los Angeles, CA area*	Trustee 1 5 hours	- 0 -	- 0 -	- 0 -
Laurel Blossom 20325 Center Ridge Rd , #629 Rocky River, OH 44116 *Residence: Edgefield, SC*	Trustee 1.5 hours	- 0 -	- 0 -	- 0 -
Robin Dunn Blossom 20325 Center Ridge Rd , #629 Rocky River, OH 44116 *Residence: metro Providence, RI area*	Trustee 1.5 hours	- 0 -	- 0 -	- 0 -
Laura H. Gilbertson 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: metro Cleveland, OH area*	Chief Administrator 40 hours	97,262.46	2,927.87 *a*	- 0 -
James B. Heffernan 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: Durham, NC*	Trustee 1 5 hours	- 0 -	- 0 -	- 0 -
Daniel L. Horn 925 Euclid Ave., #2000 Cleveland, OH 44115 *Residence: metro Cleveland, OH area*	Secretary Treasurer 3.9 hours	11,337.45	- 0 -	- 0 -

(a) Name and Address	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense acct., other allowances
Virginia Blossom Kruntorad 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: Vero Beach, FL*	Trustee 1.5 hours	$ - 0 -	$ - 0 -	$ - 0 -
Elizabeth B. Meers 20325 Center Ridge Rd., #629 Rocky River, OH 44116 *Residence: Washington, DC*	President Trustee 2 hours	- 0 -	- 0 -	- 0 -
		$ 108,599.91	$ 2,927.87	$ - 0 -

(b) Average hours per week...

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

(c) Compensation

c *Laura H. Gilbertson's salary and benefits are actually paid by the Blossom Business Office, Inc. The William Bingham Foundation engages the Blossom Business Office, Inc. for program administration, bookkeeping, and related services performed by Ms. Gilbertson and others. Daniel L. Horn bills the Foundation directly for services rendered.*

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

THE WILLIAM BINGHAM FOUNDATION
2011 Form 990-PF
FEIN 34-6513791

PART XV, LINE 2
SUPPLEMENTARY INFORMATION

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

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

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

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

The William Bingham Foundation
2011 Form 990-PF
Part XV, Question 3(a) Grants Paid During the Year
FEIN 34-6513791

Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant		Amount
Assoc. of Nature Center Administrators	P.O. Box 464 Logan, UT 84323	N/A	Public	For the development of the Association of Nature Center Administrators Strategic Plan	$	12,000.00
Awaiaulu, Inc.	P O. Box 235896 Honolulu, HI 96823	N/A	Public	In support of the HUINA project - Hawaiian language history project		35,000.00
Bowdoin College	4100 College Station Brunswick, ME 04011	N/A	Public	For the purchase or upgrading of equipment for the Department of Earth and Oceanographic Science		35,000.00
Boys Hope Girls Hope	12120 Bridgeton Square Dr. Bridgeton, MO 63044	N/A	Public	Financial support for college students		25,000.00
By the River, Inc.	11065 Ganga Way, #311 Sebastian, FL 32958	N/A	Public	General operating support		25,000 00
Chesapeake Bay Foundation, Inc.	6 Herndon Ave. Annapolis, MD 21403	N/A	Public	General operating support		35,000.00
Chimp Haven, Inc.	13600 Chimpanzee Place Keithville, LA 71047	N/A	Public	To purchase laboratory equipment for the veterinary program		19,000.00
Cleveland Zoological Society	3900 Wildlife Way Cleveland, OH 44109	N/A	Public	For the "African Elephant Crossing" capital campaign		2,500.00
Emma Pendleton Bradley Hospital	1011 Veterans Memorial Parkway East Providence, RI 02915	N/A	Public	To purchase technology for the Bradley School/East Providence Partnership		25,000.00
Fieldstone Farm Therapeutic Riding Center	16487 Snyder Rd. Chagrin Falls, OH 44023	N/A	Public	In support of the Ridership Program		25,000.00
Flying Horse Farms	225 Green Meadows Dr., Ste. A Lewis Center, OH 43035	N/A	Public	In support of family weekend camps		25,000.00

The William Bingham Foundation
2011 Form 990-PF
Part XV, Question 3(a) Grants Paid During the Year
FEIN 34-6513791

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Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant		Amount
Foundation Center, Cleveland	1422 Euclid Ave., #1600 Cleveland, OH 44115	N/A	Public	General operating support for the Cleveland Field Office	$	10,000.00
Friends of E-Prep Schools	1417 E. 36th St. Cleveland, OH 44114	N/A	Public	Capital campaign for building renovation		25,000.00
Grants Managers Network, Inc.	1101 14th St., NW, #420 Washington, DC 20005	N/A	Public	Membership in grantmaker education organization		100.00
Hawken School	P.O. Box 8002 Gates Mills, OH 44040	N/A	Public	In support of the Readiness Initiative		25,000.00
Holden Arboretum, The	9500 Sperry Rd. Kirtland, OH 44094	N/A	Public	In support of the "Adventures in Plant Science" program		24,550.00
Ithaca College	200 Alumni Hall 953 Danby Rd. Ithaca, NY 14850	N/A	Public	For improvements to the Ithaca College Rowing Center		25,000.00
John Thomas Dye School, The	11414 Chalon Rd. Los Angeles, CA 90049	N/A	Public	For the purchase and installation of SMART interactive white boards in the school's classrooms		35,000 00
Maine Island Trail Association	58 Fore St., Ste. 30-3 Portland, ME 04101	N/A	Public	In support of island stewardship activities		25,000.00
McKee Botanical Garden	350 U.S. Highway 1 Vero Beach, FL 32962	N/A	Public	In support of the Garden Discovery Backpacks program		35,000.00
Museum of Contemporary Art, Cleveland	8501 Carnegie Ave. Cleveland, OH 44106	N/A	Public	In support of the capital campaign for the construction of the museum's new home		65,000.00
National Center for Family Philanthropy	1101 Connecticut Ave., #220 Washington, DC 20036	N/A	Public	Membership in grantmaker education organization		800.00

The William Bingham Foundation
2011 Form 990-PF
Part XV, Question 3(a) Grants Paid During the Year
FEIN 34-6513791

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Recipient Name	Recipient Address	Relation-Ship	Status	Purpose of Grant		Amount
Nature Conservancy in Maine, The	14 Maine St., #401 Brunswick, ME 04011	N/A	Public	General operating support	$	25,000.00
Ohio Grantmakers Forum	37 W. Broad St., #800 Columbus, OH 43215	N/A	Public	Membership in grantmaker education organization		1,001.00
Poets & Writers, Inc	90 Broad St., #2100 New York, NY 10004	N/A	Public	A permanently restricted grant to the Galen Williams Endowment Fund		10,000.00
Rhode Island Free Clinic, Inc.	655 Broad St. Providence, RI 02907	N/A	Public	In support of the Physician Network		25,000.00
Sun Up of Indian River, Inc.	2455 5th St. SW Vero Beach, FL 32962	N/A	Public	General operating support		5,000.00
Teach for America, D.C. Region	1411 K St., NW, 12th Floor Washington, DC 20005	N/A	Public	General operating support		25,000.00
Vero Beach Museum of Art, Inc.	3001 Riverside Park Dr. Vero Beach, FL 32963	N/A	Public	General operating support		25,000.00
Washington Jesuit Academy	900 Varnum St., NE Washington, DC 20017	N/A	Public	General operating support		25,000.00
Washington Tennis & Education Foundation	Wm. H.G. FitzGerald Tennis Center 16th & Kennedy Sts., NW Washington, DC 20011	N/A	Public	To purchase furnishings and equipment for the new education, tennis and community center		25,000.00
Wings for Kids, Inc.	P.O. Box 71648 North Charleston, SC 29415	N/A	Public	General operating support		40,000.00
				Total to Form 990 - PF, Part XV, line 3a	**$**	**739,951.00**

The William Bingham Foundation
2011 Form 990-PF
FEIN 34-6513791
Part VII-A Statements Regarding Activities

Question 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?

Yes. On July 30, 2011, The William Bingham Foundation amended its Code of Regulations. A conformed copy of these amended changes follows.

AMENDED AND RESTATED CODE OF REGULATIONS OF THE WILLIAM BINGHAM FOUNDATION

(As Amended and Restated through July 30, 2011)

ARTICLE I
MEMBERS

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

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

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

Section 4. Only individuals who (a) are by birth a lineal descendant of Elizabeth B. Blossom and (b) are at least 30 years of age and would not attain the age of 76 on or before December 31 of the year of possible election.

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE II
MEETINGS OF THE MEMBERS

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

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

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

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

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

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

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

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

ARTICLE III
BOARD OF TRUSTEES

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

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

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

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

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

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

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

ARTICLE IV
MEETINGS OF THE BOARD OF TRUSTEES

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

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

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

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

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

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

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

ARTICLE V
OFFICERS

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

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

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

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

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

ARTICLE VI
DUTIES OF OFFICERS

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

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

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

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

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

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

ARTICLE VII
COMMITTEES

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

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

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

ARTICLE VIII
CONTROL OF COMMITTEES AND OFFICERS

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

ARTICLE IX
CONTRIBUTIONS AND DONATIONS

Section 1. The application of the funds of the Corporation to the purposes specified in the Articles of Incorporation shall be under the control and supervision of the Board of Trustees. The Board may delegate to any officer who is a Trustee or to a committee comprised only of

Trustees the power to authorize individual contributions or donations subject to such limitations on the exercise of such power as the Board may prescribe.

ARTICLE X
INDEMNIFICATION

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

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

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

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

ARTICLE XI
AMENDMENTS

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

Adopted: August 15, 1990

Amended: October 26, 1990
November 16, 1996
November 6, 1999
August 12, 2005
August 24, 2007
August 14, 2009
July 30, 2011

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