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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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: CHARLES FOUNDATION CHARITABLE TR

Number and street (or P O box number if mail is not delivered to street address): 231 S LASALLE ST IL1-231-14-19

Room/suite:

City or town, state, and ZIP code: CHICAGO, IL 60697

A Employer identification number: 43-6801942

B Telephone number (see page 10 of the instructions): (314) 466-3869

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 ▶ ☐

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)* ▶ $ 4,922,053.

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 page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,475,029.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	80,088.	80,088.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-45,590.			
	b Gross sales price for all assets on line 6a 526,293.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	447.			STMT 1
	12 **Total.** Add lines 1 through 11	2,509,974.	80,088.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,808.	6,323.		9,485.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	72.	72.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 3	1,595.			1,595.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,475.	6,395.	NONE	11,080.
	25 Contributions, gifts, grants paid	193,000.			193,000.
	26 Total expenses and disbursements Add lines 24 and 25	210,475.	6,395.	NONE	204,080.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,299,499.			
	b **Net investment income** (if negative, enter -0-)		73,693.		
	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			
2	Savings and temporary cash investments	299,940.	230,713.	230,713.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	490,510.	803,360.	803,393.
b	Investments - corporate stock (attach schedule)	1,218,288.	2,690,075.	3,174,915.
c	Investments - corporate bonds (attach schedule)	278,298.	685,763.	713,032.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,287,036.	4,409,911.	4,922,053.
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	2,287,036.	4,409,911.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,287,036.	4,409,911.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,287,036.	4,409,911.	

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	2,287,036.
2	Enter amount from Part I, line 27a	2	2,299,499.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	503.
4	Add lines 1, 2, and 3	4	4,587,038.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	177,127.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,409,911.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
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 | -45,590.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	177,968.	2,800,178.	0.06355595966
2007	148,341.	2,876,549.	0.05156908504
2006	146,188.	2,717,744.	0.05379020246
2005	146,067.	2,669,880.	0.05470920041
2004	168,438.	2,721,948.	0.06188141728

2	**Total** of line 1, column (d)	2	0.28550586485
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	0.05710117297
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,409,878.
5	Multiply line 4 by line 3	5	137,607.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	737.
7	Add lines 5 and 6	7	138,344.
8	Enter qualifying distributions from Part XII, line 4	8	204,080.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	737.
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	737.
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	737.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,032.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,032.
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	295.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 295. **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 page 19 of the instructions) ▶ STMT 6			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA Telephone no ▶ (314)466-3452

Located at ▶ 100 N. BROADWAY, ST. LOUIS, MO ZIP + 4 ▶ 63102

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 |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	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 2009?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		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? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		15,808.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,446,577.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,446,577.
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	2,446,577.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	36,699.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,409,878.
6	**Minimum investment return.** Enter 5% of line 5	6	120,494.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	120,494.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	737.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	737.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	119,757.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	119,757.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	119,757.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	204,080.
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	204,080.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	737.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	203,343.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				119,757.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 . . . . . . 29,421.				
b	From 2005 . . . . . . 14,913.				
c	From 2006 . . . . . . 12,801.				
d	From 2007 . . . . . . 7,078.				
e	From 2008 . . . . . . 40,017.				
f	**Total** of lines 3a through e	104,230.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 204,080.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				119,757.
e	Remaining amount distributed out of corpus	84,323.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	188,553.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	29,421.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	159,132.			
10	Analysis of line 9.				
a	Excess from 2005 . . . 14,913.				
b	Excess from 2006 . . . 12,801.				
c	Excess from 2007 . . . 7,078.				
d	Excess from 2008 . . . 40,017.				
e	Excess from 2009 . . . 84,323.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

C. OSIEK

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

N/A

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

Check here ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 11				
Total . . . . . ▶ **3a**				193,000.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	80,088.	
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	-45,590.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b BEG DEF INCOME			14	423.	
c END DEF INCOME			14	-17.	
d ACCR INTR. REC.			14	41.	
e					
12 Subtotal. Add columns (b), (d), and (e)				34,945.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 34,945.

(See worksheet in line 13 instructions on page 28 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 page 29 of the 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 or fiduciary) is based on all information of which preparer has any knowledge

Mary Frost   4-14-2010   SVP

Signature of officer or trustee   BANK OF AMERICA, N.A.   Date   Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
CHARLES FOUNDATION CHARITABLE TR	43-6801942

Organization type (check one)

Filers of:		**Section:**
Form 990 or 990-EZ	☐	501(c)( ) (enter number) organization
	☐	4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐	527 political organization
Form 990-PF	☒	501(c)(3) exempt private foundation
	☐	4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐	501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: CHARLES FOUNDATION CHARITABLE TR

Employer identification number: 43-6801942

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CAROLYN ANN OSIEK 4356 W PINE BLVD SAINT LOUIS, MO 63108-2206	$ 2,329,497.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	CAROLYN ANN OSIEK 4356 W PINE BLVD SAINT LOUIS, MO 63108-2206	$ 145,532.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: CHARLES FOUNDATION CHARITABLE TR

Employer identification number: 43-6801942

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SEE ATTACHED SCHEDULE	$ 2,329,497.	12/04/2009
		$	
		$	
		$	
		$	
		$	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,434.	
		400. AMGEN INC COM PROPERTY TYPE: SECURITIES					05/04/2009	07/08/2009
23,963.00		19,312.00					4,651.00	
		5. BERKSHIRE HATHAWAY INC DEL CL B PROPERTY TYPE: SECURITIES					12/15/2000	02/27/2009
12,400.00		11,295.00					1,105.00	
		40. CME GROUP INC COM PROPERTY TYPE: SECURITIES					02/25/2008	01/06/2009
8,018.00		21,272.00					-13,254.00	
		700. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES					10/17/2008	02/18/2009
19,038.00		19,262.00					-224.00	
		300. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES					03/09/2005	02/18/2009
8,159.00		7,257.00					902.00	
		400. CITIGROUP INC PROPERTY TYPE: SECURITIES					11/05/2007	01/06/2009
2,929.00		14,559.00					-11,630.00	
		200. CITIGROUP INC PROPERTY TYPE: SECURITIES					06/26/2002	01/06/2009
1,464.00		6,798.00					-5,334.00	
		800. CITIGROUP INC PROPERTY TYPE: SECURITIES					08/17/1999	01/06/2009
5,858.00		26,722.00					-20,864.00	
		400. DOW CHEMICAL CO COM PROPERTY TYPE: SECURITIES					06/21/2006	01/30/2009
4,845.00		15,227.00					-10,382.00	
		500. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					03/17/2006	02/18/2009
5,847.00		5,847.00						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		300. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					07/10/2009	08/31/2009
20,842.00		19,583.00					1,259.00	
		1000. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					03/10/2009	08/14/2009
13,796.00		8,798.00					4,998.00	
		1500. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					03/28/1986	08/14/2009
20,693.00		4,912.00					15,781.00	
		50. INTERNATIONAL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					11/19/2001	02/18/2009
4,532.00		5,751.00					-1,219.00	
		400. KELLOGG CO COM PROPERTY TYPE: SECURITIES					03/02/2007	05/22/2009
17,508.00		19,796.00					-2,288.00	
		300. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					02/24/2009	02/27/2009
23,287.00		22,460.00					827.00	
		300. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					03/09/2009	03/17/2009
24,823.00		21,773.00					3,050.00	
		63. NORTEL NETWORKS CORP NEW COM PROPERTY TYPE: SECURITIES					10/27/2008	01/06/2009
17.00		73.00					-56.00	
		150. POTASH CORP OF SASKATCHEWAN COM PROPERTY TYPE: SECURITIES					10/30/2008	02/18/2009
11,483.00		12,564.00					-1,081.00	
		500. POWERSHARES WILDERHILL CLEAN ENERGY PROPERTY TYPE: SECURITIES					07/12/2007	01/06/2009
4,676.00		11,179.00					-6,503.00	
		1000. POWERSHARES WILDERHILL CLEAN ENERG PROPERTY TYPE: SECURITIES					03/30/2007	01/06/2009
9,353.00		18,853.00					-9,500.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					08/17/1999	05/22/2009
5,325.00		4,684.00					641.00	
		225. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					01/06/2009	02/13/2009
25,563.00		25,217.00					346.00	
		1000. STAPLES INC COM PROPERTY TYPE: SECURITIES					06/16/2004	05/22/2009
19,165.00		19,674.00					-509.00	
		125000. UNITED STATES TREAS NT DTD 10/01 PROPERTY TYPE: SECURITIES					10/02/2008	03/25/2009
127,275.00		127,935.00					-660.00	
		100000. WAL-MART STORES BOND PROPERTY TYPE: SECURITIES					11/09/1999	08/10/2009
100,000.00		101,080.00					-1,080.00	
TOTAL GAIN(LOSS)		....					---------- -45,590. ==========	

CHARLES FOUNDATION CHARITABLE TRUST 43-6801942
12/31/2009

CONTRIBUTIONS

Posting Date	Asset Description	Units	Fed Tax Adjustment	Market Value
12-01-2009	CASH TRANSFERS	0 00	90,000 00	90,000 00
12-04-2009	CASH TRANSFERS	0 00	6,000 00	6,000 00
12-04-2009	CASH TRANSFERS	0 00	45,000 00	45,000 00
12-21-2009	CASH TRANSFERS	0 00	2,623 59	2,623 59
12-21-2009	CASH TRANSFERS	0 00	1,908 00	1,908 00
			145,531 59	145,531 59
12-04-2009	AT&T INC	700.00	17,089 33	19,421 50
12-04-2009	AT&T INC	500 00	11,993 75	13,872 50
12-04-2009	ABBOTT LABS	200 00	11,675 10	10,805 00
12-04-2009	ABBOTT LABS	200 00	11,127 50	10,805 00
12-04-2009	ABBOTT LABS	200 00	10,704 70	10,805 00
12-04-2009	AVON PRODS INC	800.00	23,025 04	28,668 00
12-04-2009	BERKSHIRE HATHAWAY FIN CORP	75,000 00	76,629 00	79,935 00
12-04-2009	BERKSHIRE HATHAWAY INC DEL	10 00	27,092 98	33,145 00
12-04-2009	CHEVRON CORP	500 00	17,895 00	39,192 50
12-04-2009	CHEVRON CORP	500 00	34,986 55	39,192 50
12-04-2009	CISCO SYS INC	600 00	7,697 28	14,499 00
12-04-2009	CISCO SYS INC	300.00	4,259 40	7,249 50
12-04-2009	CISCO SYS INC	300 00	8,549 25	7,249 50
12-04-2009	COCA-COLA CO	50,000 00	51,201 00	52,764 45
12-04-2009	COCA COLA CO	400 00	16,548 00	22,968 00
12-04-2009	CORNING INC	1,500 00	22,000 80	27,367 50
12-04-2009	DISNEY WALT CO	400.00	9,363 80	12,304 00
12-04-2009	DISNEY WALT CO	500.00	12,137 90	15,380 00
12-04-2009	DISNEY WALT CO	100 00	1,645 75	3,076 00
12-04-2009	ENTERGY CORP NEW	200 00	14,471 14	16,132 00
12-04-2009	ENTERGY CORP NEW	100 00	6,278 75	8,066 00
12-04-2009	EXELON CORP	100 00	5,519.00	4,978 50
12-04-2009	EXELON CORP	200 00	15,611 50	9,957 00
12-04-2009	EXELON CORP	200 00	10,363 50	9,957 00
12-04-2009	EXXON MOBIL CORP	500.00	18,278 13	37,470 00
12-04-2009	EXXON MOBIL CORP	200 00	7,778 00	14,988 00
12-04-2009	FPL GROUP INC	600 00	31,310 22	31,761 00
12-04-2009	GENERAL ELEC CO	600.00	18,697 50	9,765.00
12-04-2009	GENERAL ELEC CO	200.00	6,903 33	3,255 00
12-04-2009	GENERAL ELEC CO	200 00	8,160.00	3,255 00
12-04-2009	GENERAL ELEC CO	200 00	5,230 00	3,255 00
12-04-2009	GENERAL ELEC CO	200 00	7,198 00	3,255.00
12-04-2009	GENERAL ELEC CO	200 00	7,083 50	3,255 00
12-04-2009	GENERAL ELEC CO	200.00	7,085 50	3,255 00
12-04-2009	HEINZ H J CO	600 00	19,132 50	26,025 00
12-04-2009	HEWLETT PACKARD CO	300 00	13,937 22	14,850 00
12-04-2009	HEWLETT PACKARD CO	300 00	9,233 25	14,850 00
12-04-2009	HONEYWELL INTL INC	400 00	13,946 00	16,058 00
12-04-2009	HONEYWELL INTL INC	400 00	15,442 00	16,058 00
12-04-2009	INTEL CORP	300 00	8,226.56	6,111 00
12-04-2009	INTEL CORP	200 00	6,614 00	4,074 00
12-04-2009	INTEL CORP	200 00	6,193 75	4,074.00

CHARLES FOUNDATION CHARITABLE TRUST 43-6801942
12/31/2009

CONTRIBUTIONS

Posting Date	Asset Description	Units	Fed Tax Adjustment	Market Value
12-04-2009	INTEL CORP	200.00	3,602.00	4,074 00
12-04-2009	INTEL CORP	700 00	16,415 00	14,259 00
12-04-2009	INTERNATIONAL BUSINESS MACHS	200 00	17,830 00	25,490 00
12-04-2009	INTERNATIONAL BUSINESS MACHS	100 00	9,088 00	12,745 00
12-04-2009	INTERNATIONAL BUSINESS MACHS	100 00	8,935 70	12,745 00
12-04-2009	J P MORGAN CHASE & CO	100,000 00	103,713 00	103,544 70
12-04-2009	J P MORGAN CHASE & CO	500 00	19,868 75	20,932 50
12-04-2009	J P MORGAN CHASE & CO	500 00	9,578 00	20,932.00
12-04-2009	JOHNSON & JOHNSON	400 00	18,335 00	25,888 00
12-04-2009	JOHNSON & JOHNSON	200 00	9,770 00	12,944 00
12-04-2009	KIMBERLY CLARK CORP	75,000 00	76,341 75	80,505 00
12-04-2009	KIMBERLY CLARK CORP	250 00	14,889 38	16,566 25
12-04-2009	KIMBERLY CLARK CORP	250 00	16,522 73	16,566 25
12-04-2009	KRAFT FOODS INC	600.00	19,272 78	15,923.25
12-04-2009	KRAFT FOODS INC	200 00	6,553 50	5,307.75
12-04-2009	LOWES COS INC	1,000 00	20,715 00	22,880 00
12-04-2009	MERCK & CO INC	700 00	26,988 08	25,949.00
12-04-2009	MERCK & CO INC	300 00	9,905 25	11,121 00
12-04-2009	MICROSOFT CORP	100,000 00	102,610 00	102,093 75
12-04-2009	MICROSOFT CORP	600 00	18,821 63	18,060.00
12-04-2009	MICROSOFT CORP	200.00	7,651 50	6,020 00
12-04-2009	MICROSOFT CORP	200 00	8,106 25	6,020 00
12-04-2009	MICROSOFT CORP	200 00	7,324 00	6,020.00
12-04-2009	MICROSOFT CORP	400 00	12,430 00	12,040 00
12-04-2009	MICROSOFT CORP	400 00	10,578 00	12,040 00
12-04-2009	MONSANTO CO	300 00	21,601.14	25,069 50
12-04-2009	NORDSTROM INC	500 00	18,101 05	17,830 00
12-04-2009	NORFOLK SOUTHERN CORP	500 00	15,576 90	26,247 50
12-04-2009	PG&E CORP	600.00	19,716 00	26,106.00
12-04-2009	PACKAGING CORP AMER	1,500.00	29,917 35	32,857 50
12-04-2009	PEPSICO INC	200 00	10,264 00	12,708 00
12-04-2009	PEPSICO INC	100 00	5,092 00	6,354 00
12-04-2009	PEPSICO INC	200 00	8,060 00	12,708 00
12-04-2009	PFIZER INC	850 00	18,895 50	15,890 75
12-04-2009	PFIZER INC	300 00	7,793 25	5,608 50
12-04-2009	PFIZER INC	300 00	7,589 25	5,608 50
12-04-2009	PFIZER INC	500 00	11,577 75	9,347 50
12-04-2009	POTASH CORP SASK INC	200.00	16,763 50	23,901.00
12-04-2009	PROCTER & GAMBLE CO	250 00	11,245 63	15,693 75
12-04-2009	PROCTER & GAMBLE CO	200 00	8,981 00	12,555 00
12-04-2009	SCHLUMBERGER LTD	300 00	6,399 80	18,667.50
12-04-2009	SOUTHERN CO	700.00	25,800 25	23,075 50
12-04-2009	TEXAS INSTRS INC	700.00	24,708 25	18,669 00
12-04-2009	TEXAS INSTRS INC	500 00	12,652 50	13,335 00
12-04-2009	3M CO	300 00	17,368 50	23,395 50
12-04-2009	3M CO	100 00	6,397 50	7,798 50
12-04-2009	US BANCORP DEL	600 00	18,454 50	14,070 00
12-04-2009	US BANCORP DEL	600.00	10,083 30	14,070 00
12-04-2009	UNITED PARCEL SVC INC	200.00	14,888 00	11,584 00

CHARLES FOUNDATION CHARITABLE TRUST 43-6801942
12/31/2009

CONTRIBUTIONS

Posting Date	Asset Description	Units	Fed Tax Adjustment	Market Value
12-04-2009	UNITED PARCEL SVC INC	200 00	16,408.00	11,584 00
12-04-2009	UNITED PARCEL SVC INC	100 00	7,376 00	5,792 00
12-04-2009	UNITED STATES TREAS NT	50,000 00	50,433 60	53,691 50
12-04-2009	UNITED STATES TREAS NT	25,000 00	25,715 82	27,968 75
12-04-2009	UNITED STATES TREAS NT	50,000 00	50,816 41	50,343 75
12-04-2009	UNITED STATES TREAS NTS	75,000 00	75,498 05	75,820 31
12-04-2009	UNITED STATES TREAS NT	100,000 00	105,828 46	104,093 75
12-04-2009	UNITED STATES TREAS NT	100,000 00	107,609.71	108,125 00
12-04-2009	UNITED STATES TREAS NT	25,000.00	24,882 81	27,398 44
12-04-2009	VALE S A	1,000 00	20,595 00	28,915 00
12-04-2009	VERIZON COMMUNICATIONS INC	400 00	12,973 93	13,102 00
12-04-2009	WALGREEN CO	400 00	15,288 00	15,262.00
12-04-2009	WASTE MGMT INC DEL	500 00	14,865 00	16,745 00
12-04-2009	WASTE MGMT INC DEL	300 00	10,746.63	10,047 00
12-04-2009	WASTE MGMT INC DEL	200.00	4,581 50	6,698 00
12-04-2009	WELLS FARGO & CO	800 00	15,220 00	21,596 00
12-04-2009	WELLS FARGO & CO	400 00	9,274 00	10,798 00
12-04-2009	WELLS FARGO & CO	400 00	9,096 00	10,798 00
12-04-2009	WELLS FARGO & CO	500 00	13,073 75	13,497 50
			2,152,370 37	2,329,497 40

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
BEG DEF. INCOME		423.
END DEF. INCOME		-17.
BEG ACCR. INCOME		41.
	TOTALS	447.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	68.	68.
FOREIGN TAXES PAID	4.	4.
TOTALS	72.	72.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
B OF A TAX PREP FEE	845.	845.
IRS FILING FEE	750.	750.
TOTALS	1,595.	1,595.

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

DESCRIPTION		AMOUNT
REFUND OF EXCISE TAX		503.
	TOTAL	503.

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

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON DONATED SECURITIES	177,127.
TOTAL	177,127.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MO

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
100 NORTH BROADWAY
ST. LOUIS, MO 63102
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 15,808.

OFFICER NAME:
C. OSIEK
ADDRESS:
C/O BANK OF AMERICA, N.A.
ST. LOUIS, MO 63102,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:
K. HUGHES
ADDRESS:
C/O BANK OF AMERICA, N.A.
ST.LOUIS, MO 63102,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

TOTAL COMPENSATION: 15,808.

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RECIPIENT NAME:
DEBORAH L RAHN, U.S. TRUST
ADDRESS:
100 N. BROADWAY
ST. LOUIS, MO 63102-2728
RECIPIENT'S PHONE NUMBER: 314.466.3431
FORM, INFORMATION AND MATERIALS:
LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

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

RECIPIENT NAME:
OXFAM AMERICA
ADDRESS:
26 WEST ST
BOSTON, MA 02111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SOCIETY OF THE SACRED
HEART
ADDRESS:
4389 W PINE BLVD
ST. LOUIS, MO 63108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 185,000.

RECIPIENT NAME:
MARY'S PENCE
ADDRESS:
402 MAIN STREET
Metuchen, NJ 08840
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FREEDOM FROM HUNGER
ADDRESS:
1644 DAVINCI COURT
Davis, CA 95616
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CARE
ADDRESS:
151 ELLIS ST. NE
Atlanta, GA 30303-2440
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WOMEN FOR WOMEN
INTERNATIONAL
ADDRESS:
1850 M STREET
WASHINGTON, DC 20036
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
FRIENDS OF OPEN HOUSE
ADDRESS:
PO BOX 2918
Acton, MA 01720
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
AMERICAN FRIENDS OF NEVE/
WAHAT SALAAM
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BETHLEHEM UNIVERSITY
ADDRESS:
PO BOX 11407
Jerusalem, ISRAEL 92248
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 193,000.

CHARLES FOUNDATION CHARITABLE TR
43-6801942
Balance Sheet
12/31/2009

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	2200.000	44,781 81	61,666.00
002824100	ABBOTT LABS	1300 000	40,144 86	70,187.00
00846U101	AGILENT TECHNOLOGIES INC	600.000	20,080 50	18,642 00
013817101	ALCOA INC	350 000	10,174 50	5,642 00
054303102	AVON PRODS INC	1800 000	44,351 54	56,700 00
084664BD2	BERKSHIRE HATHAWAY FIN CORP	75000 000	76,629 00	79,207 50
084670207	BERKSHIRE HATHAWAY INC DEL	25 000	63,229 97	82,150 00
166764100	CHEVRON CORP	2200 000	95,284 79	169,378 00
17275R102	CISCO SYS INC	2700 000	46,082.10	64,638 00
191216100	COCA COLA CO	900 000	36,918 00	51,300 00
191216AH3	COCA-COLA CO	50000 000	51,201 00	53,007 00
194162103	COLGATE PALMOLIVE CO	350 000	18,617 65	28,752 50
219350105	CORNING INC	3000 000	44,001 60	57,930.00
22541LAH6	CREDIT SUISSE FIRST BOSTON USA	75000 000	75,429 00	81,476 25
254687106	DISNEY WALT CO	2200.000	49,755 12	70,950 00
263534109	DU PONT E I DE NEMOURS & CO	500 000	22,806 25	16,835 00
263534BX6	DU PONT E I DE NEMOURS & CO	100000.000	98,050.00	106,358 00
268648102	EMC CORP	2000 000	25,909 69	34,940 00
29364G103	ENTERGY CORP NEW	300 000	20,749 89	24,552 00
30161N101	EXELON CORP	1000 000	52,014 00	48,870 00
30231G102	EXXON MOBIL CORP	2000 000	83,299 24	136,380 00
302571104	FPL GROUP INC	1100 000	61,013 98	58,102 00
31331RWD3	FEDERAL FARM CR BKS	100000.000	103,500 00	102,606 00
369604103	GENERAL ELEC CO	1800 000	60,357 83	27,234 00
37733W105	GLAXOSMITHKLINE PLC	400 000	20,527 20	16,900 00
384802104	GRAINGER W W INC	300 000	22,717 86	29,049 00
416515104	HARTFORD FINL SVCS GROUP INC	1000 000	25,781 06	23,260 00
423074103	HEINZ H J CO	1200 000	38,265 00	51,312 00
428236103	HEWLETT PACKARD CO	600.000	23,170 47	30,906 00
438516106	HONEYWELL INTL INC	1800 000	65,016 00	70,560.00
452308109	ILLINOIS TOOL WKS INC	600 000	20,592 00	28,794 00
458140100	INTEL CORP	3100 000	87,331 93	63,240 00
459200101	INTERNATIONAL BUSINESS MACHS	900 000	83,577 68	117,810 00
464287234	ISHARES MSCI EMERGING MKTS INDEX	800 000	27,496 00	33,200 00

CHARLES FOUNDATION CHARITABLE TR
43-6801942
Balance Sheet
12/31/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
464287465	ISHARES MSCI EAFE INDEX	800.000	39,728 00	44,224.00
464287804	ISHARES S&P SMALLCAP 600 INDEX	800 000	38,560.00	43,776 00
46625H100	J P MORGAN CHASE & CO	1000 000	29,446 75	41,670 00
46625HBA7	J P MORGAN CHASE & CO	100000 000	103,713 00	103,374 00
478160104	JOHNSON & JOHNSON	1100 000	49,220 75	70,851 00
494368103	KIMBERLY CLARK CORP	800 000	48,592 36	50,968 00
494368AR4	KIMBERLY CLARK CORP	175000 000	178,130 75	188,538 00
50075N104	KRAFT FOODS INC	1600.000	51,652 56	43,488 00
548661107	LOWES COS INC	1000 000	20,715 00	23,390.00
58933Y105	MERCK & CO INC	1000 000	36,893.33	36,540 00
594918104	MICROSOFT CORP	3700 000	127,156 32	112,776 00
594918AB0	MICROSOFT CORP	100000 000	102,610 00	101,071 00
61166W101	MONSANTO CO	600 000	43,882 65	49,050 00
655664100	NORDSTROM INC	500 000	18,101 05	18,790 00
655844108	NORFOLK SOUTHERN CORP	1000 000	31,153 80	52,420 00
69331C108	PG&E CORP	1600.000	52,576.00	71,440 00
695156109	PACKAGING CORP AMER	1500.000	29,917 35	34,515 00
713448108	PEPSICO INC	900 000	29,966 72	54,720 00
717081103	PFIZER INC	3350 000	94,677 00	60,936 50
73755L107	POTASH CORP SASK INC	200 000	16,763 50	21,700 00
73935X575	POWERSHARES WATER RESOURCES	1500 000	22,700.25	25,290 00
74005P104	PRAXAIR INC	300 000	15,341 40	24,093 00
742718109	PROCTER & GAMBLE CO	850 000	33,212 88	51,535 50
806857108	SCHLUMBERGER LTD	700.000	18,139 80	45,563 00
842587107	SOUTHERN CO	1400 000	51,600 50	46,648 00
87612E106	TARGET CORP	500 000	15,321 00	24,185 00
881624209	TEVA PHARMACEUTICAL INDS LTD	500 000	15,115 00	28,090 00
882508104	TEXAS INSTRS INC	1900 000	62,069 00	49,514.00
88579Y101	3M CO	700 000	41,278 50	57,869 00
902973304	US BANCORP DEL	3200 000	71,556 05	72,032 00
911312106	UNITED PARCEL SVC INC	900 000	69,836 00	51,633 00
9128276T4	UNITED STATES TREAS NT	100000 000	104,429 69	104,801 00
9128277B2	UNITED STATES TREAS NT	50000.000	50,433 60	53,312 50
912828CJ7	UNITED STATES TREAS NT	25000 000	25,715 82	27,507 75

CHARLES FOUNDATION CHARITABLE TR
43-6801942
Balance Sheet
12/31/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
912828DL1	UNITED STATES TREAS NT	50000.000	50,816 41	50,191.50
912828DP2	UNITED STATES TREAS NTS	125000 000	126,322 27	125,942.50
912828DR8	UNITED STATES TREAS NT	100000 000	103,820 65	101,078 00
912828EQ9	UNITED STATES TREAS NT	100000 000	105,828 46	103,660 00
912828GK0	UNITED STATES TREAS NT	100000 000	107,609 71	107,180 00
912828GW4	UNITED STATES TREAS NT	25000 000	24,882 81	27,113 25
91912E105	VALE S A	2000 000	41,190 00	58,060 00
92343V104	VERIZON COMMUNICATIONS INC	900 000	30,202 68	29,817 00
931422109	WALGREEN CO	1000 000	34,745 75	36,720 00
94106L109	WASTE MGMT INC DEL	1600 000	48,941 57	54,096 00
949746101	WELLS FARGO & CO	4100 000	86,382.00	110,659 00
988498101	YUM BRANDS INC	800 000	19,391 00	27,976 00
	Cash/Cash Equivalent	230713 470	230,713 47	230,713 47
		Totals.	4,409,910 68	4,922,052 22