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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE CHARLES FUND, INC C/O RICHMOND & FISHBURNE		A Employer identification number 16-8064401
Number and street (or P.O. box number if mail is not delivered to street address) 214 E. HIGH ST	Room/suite	B Telephone number 434-977-8590
City or town, state, and ZIP code CHARLOTTESVILLE, VA 22902-5177		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. ☒ 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) \$ 9,492,361.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		810.			STATEMENT 2
4 Dividends and interest from securities		259,363.	256,403.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,068.			STATEMENT 1
b Gross sales price for all assets on line 6a 13,205,896.					
7 Capital gain net income (from Part IV, line 2)			418,134.		
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		1,637.	0.		STATEMENT 4
12 Total. Add lines 1 through 11		265,878.	674,537.		
13 Compensation of officers, directors, trustees, etc		31,500.	0.		31,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 5		12,934.	0.		12,934.
b Accounting fees STMT 6		2,550.	2,550.		0.
c Other professional fees STMT 7		51,986.	51,986.		0.
17 Interest					
18 Taxes STMT 8		4,789.	2,380.		750.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5,651.	0.		5,651.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		109,410.	56,916.		50,835.
25 Contributions, gifts, grants paid		469,171.			469,171.
26 Total expenses and disbursements. Add lines 24 and 25		578,581.	56,916.		520,006.
27 Subtract line 26 from line 12		-312,703.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			617,621.		
c Adjusted net income (if negative, enter -0-)				N/A	

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	98,773.	2,746.	2,746.
	2 Savings and temporary cash investments	5,309,609.	599,888.	599,888.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	51,597.		
	b Investments - corporate stock	4,525,180.	2,846,168.	2,840,770.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other	0.	6,223,654.	6,048,957.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	9,985,159.	9,672,456.	9,492,361.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Foundations that follow SFAS 117, check here ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	27 Capital stock, trust principal, or current funds	9,985,159.	9,672,456.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	9,985,159.	9,672,456.	
31 Total liabilities and net assets/fund balances	9,985,159.	9,672,456.		

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	9,985,159.
2 Enter amount from Part I, line 27a	2	-312,703.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	9,672,456.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,672,456.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	D		
b CAPITAL GAINS DIVIDENDS			
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 13,187,833.		12,787,762.	400,071.
b 18,063.			18,063.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			400,071.
b			18,063.
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	418,134.
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	268,176.	4,521,348.	.059313
2009	222,886.	2,757,933.	.080816
2008	168,350.	3,235,164.	.052038
2007	184,500.	3,679,872.	.050138
2006	117,750.	3,450,611.	.034124

2 Total of line 1, column (d)	2	.276429
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	.055286
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,869,359.
5 Multiply line 4 by line 3	5	545,637.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,176.
7 Add lines 5 and 6	7	551,813.
8 Enter qualifying distributions from Part XII, line 4 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	8	520,006.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	12,352.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,352.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,352.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	16,200.
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	3,848.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY, VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A	13	X	
14	The books are in care of ► RICHMOND & FISHBURNE Telephone no ► 434-977-8590 Located at ► 214 E HIGH ST, CHARLOTTESVILLE, VA ZIP+4 ► 22902-5177			
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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		31,500.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

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

[illegible]**Total number of others receiving over \$50,000 for professional services****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.

1	THE FOUNDATION HAS NO DIRECT CHARITABLE ACTIVITIES	
		0.
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

		Amount
1	THE FOUNDATION HAS NO PROGRAM-RELATED INVESTMENTS	
		0.
2		
	All other program-related investments See instructions.	
3	NONE	
		0.
Total. Add lines 1 through 3		0.

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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	8,578,105.
b	Average of monthly cash balances	1b	1,441,549.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,019,654.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,019,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	150,295.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,869,359.
6	Minimum investment return. Enter 5% of line 5	6	493,468.

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	493,468.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,352.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,352.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	481,116.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	481,116.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	481,116.

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	520,006.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	520,006.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	520,006.

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

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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				481,116.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007	5,209.			
c From 2008	9,651.			
d From 2009	86,411.			
e From 2010	43,280.			
f Total of lines 3a through e	144,551.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 520,006.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				481,116.
e Remaining amount distributed out of corpus	38,890.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	183,441.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	183,441.			
10 Analysis of line 9				
a Excess from 2007	5,209.			
b Excess from 2008	9,651.			
c Excess from 2009	86,411.			
d Excess from 2010	43,280.			
e Excess from 2011	38,890.			

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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.

JOSEPH W. RICHMOND, JR, 434-977-8590
 214 E. HIGH ST, CHARLOTTESVILLE, VA 22902

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

CONTACT JOSEPH W. RICHMOND, JR.

c Any submission deadlines

NONE

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

NO GRANTS ARE MADE TO INDIVIDUALS OR TO OTHER PRIVATE FOUNDATIONS.

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				
ALBEMARLE COUNTY ROTARY CLUB FOUNDATION 214 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
AMERICAN FRONTIER CULTURAL FOUNDATION 1290 RICHMOND AVE CHARLOTTESVILLE, VA 24401	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	74,171.
BOYS AND GIRLS CLUB PO BOX 707 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LN CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
CARING FOR CREATURES 352 SANCTUARY LN PALMYRA, VA 22963	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
Total	SEE CONTINUATION SHEET(S)			469,171.
b Approved for future payment				
NONE				
Total				0.

(See worksheet in line 13 instructions to verify calculations)

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2011.03060 THE CHARLES FUND, INC C/O R 21125 1

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 | | |

[illegible]

- 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.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee <i>Joseph R. Schumacher</i>		Date <i>7/5/12</i>		Title <i>President</i>		
Paid Preparer Use Only	Prnt/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	JEFFREY D. ULMER		<i>J. D. Ulmer</i>		<i>6/19/2012</i>		P00147690
	Firm's name ▶ HANTZMON WIEBEL LLP, CPA'S					Firm's EIN ▶ 54-0618213	
	Firm's address ▶ 818 E. JEFFERSON ST., P.O. BOX 1408 CHARLOTTESVILLE, VA 22902					Phone no (434) 296-2156	

Form **990-PF** (2011)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	DONATED		
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
13,187,833.	13,201,828.	0.	0.
			-13,995.
CAPITAL GAINS DIVIDENDS FROM PART IV			18,063.
TOTAL TO FORM 990-PF, PART I, LINE 6A			4,068.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	AMOUNT
CHARLES SCHWAB & CO	810.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	810.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB & CO	275,137.	18,063.	257,074.
LAZARD LTD	91.	0.	91.
US TRUST	2,198.	0.	2,198.
TOTAL TO FM 990-PF, PART I, LN 4	277,426.	18,063.	259,363.

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	1,637.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,637.	0.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATION & BOOKKEEPING	12,934.	0.		12,934.	
TO FM 990-PF, PG 1, LN 16A	12,934.	0.		12,934.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION	2,550.	2,550.		0.	
TO FORM 990-PF, PG 1, LN 16B	2,550.	2,550.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANGEMENT	51,986.	51,986.		0.	
TO FORM 990-PF, PG 1, LN 16C	51,986.	51,986.		0.	

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	750.	0.		750.
FOREIGN TAX PAID	2,380.	2,380.		0.
FEDERAL EXCISE TAX	1,659.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,789.	2,380.		750.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED SCHEDULE	2,846,168.	2,840,770.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,846,168.	2,840,770.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	4,240,283.	4,006,876.
SEE ATTACHED SCHEDULE	COST	1,983,371.	2,042,081.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,223,654.	6,048,957.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH W. RICHMOND, JR. 214 E HIGH ST CHARLOTTESVILLE, VA 22902	PRESIDENT 15.00	25,500.	0.	0.
J. WALKER RICHMOND, III 214 E HIGH ST CHARLOTTESVILLE, VA 22902	SECRETARY & TREASURER 5.00	1,000.	0.	0.
BETSY CARVER 7 OAKBERRY LANE PITTSFORD, NY 14534	VICE PRESIDENT 1.00	1,000.	0.	0.
DEBORAH MAGGS 2 ANDOVER ROAD HAVERFORD, PA 19041	VICE PRESIDENT 1.00	1,000.	0.	0.
ANNE M. FARNHAM 31 HARRINGTON DR FAIRPORT, NY 14450	DIRECTOR 1.00	1,000.	0.	0.
GREGORY CARVER 2440 S. WALTER REED DR #E ARLINGTON, VA 22206	DIRECTOR 1.00	1,000.	0.	0.
TIMOTHY ALEXANDER 1607 N. EDISON ST ARLINGTON, VA 22207	DIRECTOR 1.00	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		31,500.	0.	0.

Investment Detail - Equities

Accounting Method
Equities: Tax Lot Optimizer™

Equities	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
A E S CORP SYMBOL: AES	1,542.0000	11.8400	18,257.28 17,760.47	<1%	496.81	0.00%	0.00
ABB LTD ADR F SPONSORED ADR 1 ADR REP 1 REG SH SYMBOL: ABB	346.0000	18.8300	6,515.18 7,945.87	<1%	(1,430.69)	0.00%	0.00
ACCENTURE PLC CL A F SYMBOL: ACN	186.0000	53.2300	9,900.78 9,687.13	<1%	213.65	2.53%	251.10
ACME PACKET INC SYMBOL: APKT	198.0000	30.9100	6,120.18 9,890.89	<1%	(3,770.71)	0.00%	0.00
ACTIVISION BLIZZARD INC SYMBOL: ATVI	768.0000	12.3200	9,461.76 8,476.45	<1%	985.31	1.33%	126.72
ADVENT SOFTWARE INC SYMBOL: ADVS	452.0000	24.3600	11,010.72 12,215.68	<1%	(1,204.96)	0.00%	0.00
AGRIUM INC F SYMBOL: AGU	77.0000	67.1100	5,167.47 6,504.66	<1%	(1,337.19)	0.16%	8.47
ALBEMARLE CORP SYMBOL: ALB	466.0000	51.5100	24,003.66 23,375.66	<1%	628.00	1.35%	326.20
ALEXANDER & BALDWIN INC SYMBOL: ALEX	464.0000	40.8200	18,940.48 19,684.98	<1%	(744.50)	3.08%	584.64
ALLEGHANY CORP DEL SYMBOL: Y	28.0000	285.2900	7,988.12 8,917.55	<1%	(929.43)	0.00%	0.00
ALLERGAN INC SYMBOL: AGN	148.0000	87.7400	12,985.52 10,689.74	<1%	2,295.78	0.22%	29.60

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Footnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

CTCF2101-000005 1210

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE CHARLES FUND, INC.
MGR: ATRIA INVESTMENT LLC

Account Number
1341-8594
Statement Period
December 1-31, 2011

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ALLIANCE DATA SYSTEMS YMBOL: ADS	197.0000	103.8400	20,456.48 19,059.72	<1%	1,396.76	0.00%	0.00
ALLIANZ SE ADR F SPONSORED ADR 1 ADR REP 1/10 ORD SYMBOL: AZSEY	228.0000	9.5946	2,187.57 2,891.10	<1%	(703.53)	0.00%	0.00
AMARIN CORP PLC NEW ADRF SPONSORED ADR 1 ADR REP 10 ORD SHS SYMBOL: AMRN	447.0000	7.4900	3,348.03 4,688.34	<1%	(1,340.31)	0.00%	0.00
AMERICAN EXPRESS COMPANY SYMBOL: AXP	140.0000	47.1700	6,603.80 3,374.11 ^a	<1%	3,229.69	1.52%	100.80
AMERISOURCEBERGEN CORP SYMBOL: ABC	66.0000	37.1900	2,454.54 2,502.31	<1%	(47.77)	1.39%	34.32
* MERN EAGLE OUTFITRS NEW SYMBOL: AEO	549.0000	15.2900	8,394.21 6,473.73	<1%	1,920.48	2.87%	241.56
AMGEN INCORPORATED SYMBOL: AMGN	104.0000	64.2100	6,677.84 5,451.80	<1%	1,226.04	1.74%	116.48
ANHEUSER-BUSCH INBEV ADRF SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: BUD	57.0000	60.9900	3,476.43 3,223.38	<1%	253.05	0.00%	0.00
APACHE CORP SYMBOL: APA	58.0000	90.5800	5,253.64 5,667.25	<1%	(413.61)	0.66%	34.80

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
APOLLO GROUP INC CL A SYMBOL: APOL	348.0000	53.8700	18,746.76 16,589.11	<1%	2,157.65	0.00%	0.00
APPLE INC SYMBOL: AAPL	64.0000	405.0000	25,920.00 21,814.64	<1%	4,105.36	0.00%	0.00
ARCH COAL INC SYMBOL: ACI	313.0000	14.5100	4,541.63 5,890.35	<1%	(1,348.72)	3.03%	137.72
ASTRAZENECA PLC ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: AZN	114.0000	46.2900	5,277.06 5,461.83	<1%	(184.77)	0.00%	0.00
ATWOOD OCEANICS INC SYMBOL: ATW	510.0000	39.7900	20,292.90 20,848.94	<1%	(556.04)	0.00%	0.00
AUTOLIV INC SYMBOL: ALV	66.0000	53.4900	3,530.34 4,819.08	<1%	(1,288.74)	3.36%	118.80
AVAGO TECHNOLOGIES F SYMBOL: AVGO	366.0000	28.8600	10,562.76 11,291.43	<1%	(728.67)	1.66%	175.68
AXIS CAPITAL HLDG LTD F SYMBOL: AXS	188.0000	31.9600	6,008.48 5,376.46	<1%	632.02	3.00%	180.48
B M C SOFTWARE INC SYMBOL: BMC	57.0000	32.7800	1,868.46 2,176.03	<1%	(307.57)	0.00%	0.00
BANCO SANTANDER NEW ADRF CHILE SPONSORED ADR 1 ADR REP 1039 COM SHS SYMBOL: SAN	75.0000	75.7000	5,677.50 5,925.36	<1%	(247.86)	0.00%	0.00

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
			Cost Basis				
BANCO SANTANDER SA ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: STD	302.0000	7.5200	2,271.04 3,300.19	<1%	(1,029.15)	9.18%	208.59
BANK OF NOVA SCOTIA F SYMBOL: BNS	152.0000	49.8100	7,571.12 8,940.27	<1%	(1,369.15)	4.18%	316.98
BASF SE ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: BASFY	61.0000	69.9570	4,267.38 5,052.09	<1%	(784.71)	0.00%	0.00
BED BATH & BEYOND SYMBOL: BBBY	317.0000	57.9700	18,376.49 18,570.36	<1%	(193.87)	0.00%	0.00
BERKSHIRE HATHAWAY B NEW CLASS B SYMBOL: BRKB	192.0000	76.3000	14,649.60 15,845.24	<1%	(1,195.64)	0.00%	0.00
BHP BILLITON LTD ADR F SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: BHP	90.0000	70.6300	6,356.70 7,824.39	<1%	(1,467.69)	0.00%	0.00
BOEING CO SYMBOL: BA	143.0000	73.3500	10,489.05 9,660.14	<1%	828.91	2.29%	240.24
BORG WARNER INC SYMBOL: BWA	105.0000	63.7400	6,692.70 7,123.58	<1%	(430.88)	0.00%	0.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Accounting Method
Equities: Tax Lot Optimizer™

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
BRIT AMER TOBACCO ADR F SPONSORED ADR - 1 ADR REPS 2 ORD SYMBOL: BTI	104.0000	94.8800	9,867.52 8,226.10	<1%	1,641.42	0.00%	0.00
BROADCOM CORP CL A CLASS A SYMBOL: BRCM	392.0000	29.3600	11,509.12 13,888.82	<1%	(2,379.70)	1.22%	141.12
BUNGE LIMITED F SYMBOL: BG	124.0000	57.2000	7,092.80 8,465.73	<1%	(1,372.93)	1.74%	124.00
C H ROBINSON WORLDWD NEW SYMBOL: CHRW	105.0000	69.7800	7,326.90 7,457.68	<1%	(130.78)	1.89%	138.60
C S X CORP SYMBOL: CSX	320.0000	21.0600	6,739.20 7,628.59	<1%	(889.39)	2.27%	153.60
C V S CAREMARK CORP SYMBOL: CVS	633.0000	40.7800	25,813.74 21,340.27 ^a	<1%	4,473.47	1.22%	316.50
CA INC SYMBOL: CA	113.0000	20.2150	2,284.30 2,523.06	<1%	(238.76)	0.98%	22.60
CABELAS INC SYMBOL: CAB	854.0000	25.4200	21,708.68 21,380.19	<1%	328.49	0.00%	0.00
CALPINE CORP NEW SYMBOL: CPN	540.0000	16.3300	8,818.20 8,085.42	<1%	732.78	0.00%	0.00
CAMERON INTL CORP SYMBOL: CAM	446.0000	49.1900	21,938.74 22,295.81	<1%	(357.07)	0.00%	0.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Footnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE CHARLES FUND, INC.
MGR: ATRIA INVESTMENT LLC

Account Number
1341-8594
Statement Period
December 1-31, 2011

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
CANADIAN NATL RY CO F SYMBOL: CNI	112.0000	78.5600	8,798.72 8,231.04	<1%	567.68	1.62%	142.54
CAPITAL ONE FINANCIAL CP SYMBOL: COF	98.0000	42.2900	4,144.42 4,736.14	<1%	(591.72)	0.47%	19.60
CAREFUSION CORP SYMBOL: CFN	108.0000	25.4100	2,744.28 2,709.07	<1%	35.21	0.00%	0.00
CARMAX INC SYMBOL: KMX	1,053.0000	30.4800	32,095.44 30,994.59	<1%	1,100.85	0.00%	0.00
CBS CORPORATION CL B NEW SYMBOL: CBS	325.0000	27.1400	8,820.50 7,613.93	<1%	1,206.57	1.47%	130.00
CELGENE CORP SYMBOL: CELG	143.0000	67.6000	9,666.80 8,411.28	<1%	1,255.52	0.00%	0.00
CERNER CORP SYMBOL: CERN	80.0000	61.2500	4,900.00 4,791.12	<1%	108.88	0.00%	0.00
CHEVRON CORPORATION SYMBOL: CVX	322.0000	106.4000	34,260.80 27,828.10 ^a	<1%	6,432.70	3.04%	1,043.28
CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 NY SH REP 1 ORD SYMBOL: CBI	200.0000	37.8000	7,560.00 6,718.43	<1%	841.57	0.00%	0.00
CHINA MOBILE LTD ADR F SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: CHL	44.0000	48.4900	2,133.56 2,068.44	<1%	65.12	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
CISCO SYSTEMS INC SYMBOL: CSCO	562.0000	18.0800	10,160.96 10,395.63	<1%	(234.67)	1.32%	134.88
CITIGROUP INC NEW SYMBOL: C	513.0000	26.3100	13,497.03 16,940.25	<1%	(3,443.22)	0.15%	20.52
CNH GLOBAL NV NEW F SYMBOL: CNH	230.0000	35.9900	8,277.70 6,626.79	<1%	1,650.91	0.00%	0.00
CNOOC LIMITED ADR F SPONSORED ADR 1 ADR REP 100 CL H ORD SYMBOL: CEO	30.0000	174.6800	5,240.40 6,471.26	<1%	(1,230.86)	0.00%	0.00
COBALT INTL ENERGY INC SYMBOL: CIE	309.0000	15.5200	4,795.68 4,338.80	<1%	456.88	0.00%	0.00
COCA COLA COMPANY SYMBOL: KO	207.0000	69.9700	14,483.79 14,046.89	<1%	436.90	2.68%	389.16
COGNIZANT TECH SOL CL A SYMBOL: CTSH	187.0000	64.3100	12,025.97 13,192.70	<1%	(1,106.73)	0.00%	0.00
COMCAST CORP NEW CL A SYMBOL: CMCSA	354.0000	23.7100	8,393.34 6,168.88 ^a	<1%	2,224.46	1.89%	159.30
COMCAST CP NEW CL A SPL CLASS A SPL NON-VOTING SYMBOL: CMCSK	631.0000	23.5600	14,866.36 14,392.87	<1%	473.49	1.91%	283.95
CONOCOPHILLIPS SYMBOL: COP	277.0000	72.8700	20,184.99 19,066.47	<1%	1,118.52	3.62%	731.28

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
CONSO ENERGY INC SYMBOL: CNX	247.0000	36.7000	9,064.90 10,746.69	<1%	(1,681.79)	1.36%	123.50
CORE LABORATORIES N V F SYMBOL: CLB	56.0000	113.9500	6,381.20 5,463.53	<1%	917.67	0.87%	56.00
CORRECTIONS CP AMER NEW SYMBOL: CXW	729.0000	20.3700	14,849.73 17,258.72	<1%	(2,408.99)	0.00%	0.00
COSTCO WHSL CORP NEW SYMBOL: COST	68.0000	83.3200	5,665.76 5,170.01	<1%	495.75	1.15%	65.28
COVIDEN PLC NEW F SYMBOL: COV	128.0000	45.0100	5,761.28 6,381.99	<1%	(620.71)	1.99%	115.20
CROWN CASTLE INTL CORP SYMBOL: CCI	427.0000	44.8000	19,129.60 18,577.65	<1%	551.95	0.00%	0.00
DANAHER CORP DEL SYMBOL: DHR	129.0000	47.0400	6,068.16 6,176.52	<1%	(108.36)	0.21%	12.90
DARDEN RESTAURANTS INC SYMBOL: DRI	65.0000	45.5800	2,962.70 2,980.51	<1%	(17.81)	3.77%	111.80
DAVITA INC SYMBOL: DVA	76.0000	75.8100	5,761.56 5,316.00	<1%	445.56	0.00%	0.00
DELL INC SYMBOL: DELL	365.0000	14.6300	5,339.95 5,306.37	<1%	33.58	0.00%	0.00
DELTA AIR LINES INC NEW SYMBOL: DAL	711.0000	8.0900	5,751.99 7,652.61	<1%	(1,900.62)	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
DEUTSCHE BANK NEW F REGISTERED SHARES SYMBOL: DB	57.0000	37.8600	2,158.02 2,876.34	<1%	(718.32)	0.00%	0.00
DIAGEO PLC NEW ADR F SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: DEO	89.0000	87.4200	7,780.38 6,860.84	<1%	919.54	3.62%	282.35
DISCOVER FINANCIAL SVCS SYMBOL: DFS	96.0000	24.0000	2,304.00 2,081.09	<1%	222.91	1.66%	38.40
DISCOVERY COMMUN SER A SERIES A SYMBOL: DISCA	445.0000	40.9700	18,231.65 17,916.08	<1%	315.57	0.00%	0.00
DOVER CORPORATION SYMBOL: DOV	93.0000	58.0500	5,398.65 5,596.74	<1%	(198.09)	2.17%	117.18
E M C CORP MASS SYMBOL: EMC	239.0000	21.5400	5,148.06 6,229.52	<1%	(1,081.46)	0.00%	0.00
E O G RESOURCES INC SYMBOL: EOG	77.0000	98.5100	7,585.27 7,151.28	<1%	433.99	0.64%	49.28
EATON VANCE CP NON VTG SYMBOL: EV	916.0000	23.6400	21,654.24 24,597.90	<1%	(2,943.66)	3.21%	696.16
EBAY INC SYMBOL: EBAY	787.0000	30.3300	23,869.71 23,951.52	<1%	(81.81)	0.00%	0.00

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Accounting Method
Equities: Tax Lot Optimizer™

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ECOPETROL SA ADR F PONSORED ADR 1 ADR REPS 20 ORDS SYMBOL: EC	120.0000	44.5200	5,342.40 5,047.18	<1%	295.22	0.00%	0.00
EDISON INTERNATIONAL SYMBOL: EIX	87.0000	41.4000	3,601.80 3,241.62	<1%	360.18	3.14%	113.10
EDWARDS LIFESCIENCES CP SYMBOL: EW	82.0000	70.7000	5,797.40 6,247.06	<1%	(449.66)	0.00%	0.00
EMBRAER SA ADR F SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: ERJ	215.0000	25.2200	5,422.30 6,905.31	<1%	(1,483.01)	0.00%	0.00
ENERGIZER HOLDING INC SYMBOL: ENR	134.0000	77.4800	10,382.32 9,124.21	<1%	1,258.11	0.00%	0.00
QUINIX INC NEW SYMBOL: EQIX	174.0000	101.4000	17,643.60 17,168.21	<1%	475.39	0.00%	0.00
ERICSSON TEL ADR B NEW F CL B SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: ERIC	659.0000	10.1300	6,675.67 8,294.86	<1%	(1,619.19)	0.00%	0.00
EVERCORE PARTNERS INC A CLASS A SYMBOL: EVR	226.0000	26.6200	6,016.12 5,681.25	<1%	334.87	3.00%	180.80
EXELIS INC SYMBOL: XLS	552.0000	9.0500	4,995.60 5,843.10	<1%	(847.50)	4.56%	228.09

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
EXELON CORPORATION SYMBOL: EXC	213.0000	43.3700	9,237.81 8,954.43	<1%	283.38	4.84%	447.30
EXPEDIA INC NEW SYMBOL: EXPE	230.0000	29.0200	6,674.60 9,778.79	<1%	(3,104.19)	0.00%	0.00
EXPEDITORS INTL WASH SYMBOL: EXPD	249.0000	40.9600	10,199.04 11,280.01	<1%	(1,080.97)	1.22%	124.50
EXXON MOBIL CORPORATION SYMBOL: XOM	488.0000	84.7600	41,362.88 38,242.16 ^a	<1%	3,120.72	2.21%	917.44
FIFTH THIRD BANCORP SYMBOL: FITB	231.0000	12.7200	2,938.32 2,723.46	<1%	214.86	2.51%	73.92
FLEXTRONICS INTL LTD F SYMBOL: FLEX	513.0000	5.6600	2,903.58 3,773.14	<1%	(869.56)	0.00%	0.00
FLUOR CORPORATION NEW SYMBOL: FLR	138.0000	50.2500	6,934.50 8,839.22	<1%	(1,904.72)	0.99%	69.00
FRESENIUS MED CARE ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: FMS	97.0000	67.9800	6,594.06 6,699.19	<1%	(105.13)	0.00%	0.00
GAMESTOP CORP CL A NEW SYMBOL: GME	407.0000	24.1300	9,820.91 7,952.08	<1%	1,868.83	0.00%	0.00
GENERAL ELECTRIC COMPANY SYMBOL: GE	1,593.0000	17.9100	28,530.63 23,536.88 ^a	<1%	4,993.75	3.79%	1,083.24
GENUINE PARTS CO SYMBOL: GPC	298.0000	61.2000	18,237.60 17,336.12	<1%	901.48	2.94%	536.40

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
GILEAD SCIENCES INC SYMBOL: GILD	337.0000	40.9300	13,793.41 13,684.13	<1%	109.28	0.00%	0.00
GOLDCORP INC NEW F SYMBOL: GG	109.0000	44.2500	4,823.25 5,146.76	<1%	(323.51)	1.22%	58.86
GOLDMAN SACHS GROUP INC SYMBOL: GS	77.0000	90.4300	6,963.11 10,912.40	<1%	(3,949.29)	1.54%	107.80
GOOGLE INC CLASS A SYMBOL: GOOG	55.0000	645.9000	35,524.50 31,037.81	<1%	4,486.69	0.00%	0.00
GREEN MTN COFFEE ROASTER SYMBOL: GMCR	49.0000	44.8500	2,197.65 2,502.04	<1%	(304.39)	0.00%	0.00
GUANGSHEN RAILWAY LTD F SPONSORED ADR 1 ADR REP 50 H SHS SYMBOL: GSH	358.0000	17.6400	6,315.12 6,614.87	<1%	(299.75)	0.00%	0.00
ARRIS CORPORATION SYMBOL: HRS	138.0000	36.0400	4,973.52 6,183.65	<1%	(1,210.13)	3.10%	154.56
HASBRO INC SYMBOL: HAS	114.0000	31.8900	3,635.46 5,227.43	<1%	(1,591.97)	3.76%	136.80
HERBALIFE LTD F SYMBOL: HLF	363.0000	51.6700	18,756.21 18,730.64	<1%	25.57	1.54%	290.40
HITACHI LTD ADR NEW F SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: HIT	100.0000	52.1400	5,214.00 4,927.24	<1%	286.76	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
HOLOGIC INC SYMBOL: HOLX	520.0000	17.5100	9,105.20 10,308.92	<1%	(1,203.72)	0.00%	0.00
HOME DEPOT INC SYMBOL: HD	57.0000	42.0400	2,396.28 1,654.96 ^a	<1%	741.32	2.75%	66.12
HONEYWELL INTERNATIONAL SYMBOL: HON	295.0000	54.3500	16,033.25 15,724.48	<1%	308.77	2.74%	439.55
HSBC HLDGS PLC ADR NEW F SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: HBC	114.0000	38.1000	4,343.40 5,900.01	<1%	(1,556.61)	4.72%	205.20
HUMANA INC SYMBOL: HUM	67.0000	87.6100	5,869.87 4,280.50	<1%	1,589.37	1.14%	67.00
IAC/INTERACTIVE CORP NEW SYMBOL: IACI	463.0000	42.6000	19,723.80 18,923.94	<1%	799.86	1.12%	222.24
IMPAX LABS INC SYMBOL: IPXL	281.0000	20.1700	5,667.77 6,243.67	<1%	(575.90)	0.00%	0.00
INFORMATICA CORP SYMBOL: INFA	91.0000	36.9300	3,360.63 3,608.03	<1%	(247.40)	0.00%	0.00
INGRAM MICRO INC CL A SYMBOL: IM	1,079.0000	18.1900	19,627.01 18,595.74	<1%	1,031.27	0.00%	0.00
INTEL CORP SYMBOL: INTC	787.0000	24.2500	19,084.75 17,492.67	<1%	1,592.08	3.46%	661.08
INTL GAME TECHNOLOGY SYMBOL: IGT	685.0000	17.2000	11,782.00 11,013.42	<1%	768.58	1.39%	164.40

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
			Cost Basis				
INTRCONTINENTALEXCHANGE SYMBOL: ICE	83.0000	120.5500	10,005.65 9,457.33	<1%	548.32	0.00%	0.00
INTUITIVE SURGICAL NEW SYMBOL: ISRG	7.0000	463.0100	3,241.07 2,575.24	<1%	665.83	0.00%	0.00
INVESCO LTD F SYMBOL: IVZ	335.0000	20.0900	6,730.15 8,086.23	<1%	(1,356.08)	2.43%	164.15
J B HUNT TRANSPORT SVCS SYMBOL: JBHT	107.0000	45.0700	4,822.49 4,521.95	<1%	300.54	1.15%	55.64
JOHNSON & JOHNSON SYMBOL: JNJ	187.0000	65.5800	12,263.46 11,160.91	<1%	1,102.55	3.47%	426.36
JOHNSON CONTROLS INC SYMBOL: JCI	198.0000	31.2600	6,189.48 7,064.03	<1%	(874.55)	2.30%	142.56
JPMORGAN CHASE & CO SYMBOL: JPM	583.0000	33.2500	19,384.75 19,387.66 ^a	<1%	(2.91)	3.00%	583.00
JUNIPER NETWORKS INC SYMBOL: JNPR	592.0000	20.4100	12,082.72 13,833.68	<1%	(1,750.96)	0.00%	0.00
K L A TENCOR CORP SYMBOL: KLAC	418.0000	48.2500	20,168.50 19,278.59	<1%	889.91	2.90%	585.20
KAMAN CORPORATION SYMBOL: KAMN	401.0000	27.3200	10,955.32 13,797.55	<1%	(2,842.23)	2.34%	256.64
KINDER MORGAN MGMT LLC SYMBOL: KMR	212.4688	78.5200	16,683.05 13,298.35	<1%	3,384.70	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
KIRIN HOLDINGS CO ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: KNBWY	797.0000	12.1653	9,695.74 10,551.04	<1%	(855.30)	0.00%	0.00
KNOLL INC SYMBOL: KNL	317.0000	14.8500	4,707.45 5,681.52	<1%	(974.07)	2.69%	126.80
KOHL'S CORP SYMBOL: KSS	63.0000	49.3500	3,109.05 3,402.73	<1%	(293.68)	2.02%	63.00
KOSMOS ENERGY LTD F SYMBOL: KOS	178.0000	12.2600	2,182.28 3,123.45	<1%	(941.17)	0.00%	0.00
KRAFT FOODS INC SYMBOL: KFT	264.0000	37.3600	9,863.04 5,953.20 ^a	<1%	3,909.84	3.10%	306.24
LAS VEGAS SANDS CORP SYMBOL: LVS	437.0000	42.7300	18,673.01 18,163.33	<1%	509.68	0.00%	0.00
LEAR CORPORATION SYMBOL: LEA	333.0000	39.8000	13,253.40 16,004.91	<1%	(2,751.51)	1.25%	166.50
LIBERTY GLOBAL INC SER C SYMBOL: LBTYK	142.0000	39.5200	5,611.84 5,794.88	<1%	(183.04)	0.00%	0.00
LIBERTY MEDIA CORP A SER A SYMBOL: LMCA	48.0000	78.0500	3,746.40 4,081.50	<1%	(335.10)	0.00%	0.00
LIMITED BRANDS INC SYMBOL: LTD	457.0000	40.3500	18,439.95 18,198.20	<1%	241.75	1.98%	365.60

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
LKQ CORP SYMBOL: LKQX	594.0000	30.0800	17,867.52 17,594.16	<1%	273.36	0.00%	0.00
LUKOIL OIL CO SPON ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: LUKOY	102.0000	52.9994	5,405.94 6,696.51	<1%	(1,290.57)	0.00%	0.00
M B I A INC SYMBOL: MBI	1,497.0000	11.5900	17,350.23 15,107.83	<1%	2,242.40	0.00%	0.00
MACYS INC SYMBOL: M	161.0000	32.1800	5,180.98 3,805.71	<1%	1,375.27	1.24%	64.40
MAKITA CORP SPON ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: MKTAY	167.0000	32.3500	5,402.45 6,877.48	<1%	(1,475.03)	0.00%	0.00
ANPOWERGROUP SYMBOL: MAN	167.0000	35.7500	5,970.25 6,647.02	<1%	(676.77)	2.23%	133.60
MARSH & MC LENNAN CO INC SYMBOL: MMC	121.0000	31.6200	3,826.02 3,442.51	<1%	383.51	2.78%	106.48
MARTIN MARIETTA MATRLS SYMBOL: MLM	98.0000	75.4100	7,390.18 8,235.16	<1%	(844.98)	2.12%	156.80
MASTERCARD INC SYMBOL: MA	22.0000	372.8200	8,202.04 5,342.04	<1%	2,860.00	0.16%	13.20
MATTEL INCORPORATED SYMBOL: MAT	644.0000	27.7600	17,877.44 17,425.24	<1%	452.20	3.31%	592.48

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
MAXIM INTEGRATED PRODS SYMBOL: MXIM	734.0000	26.0400	19,113.36 18,398.15	<1%	715.21	3.37%	645.92
MCGRAW-HILL COS SYMBOL: MHP	138.0000	44.9700	6,205.86 5,715.17	<1%	490.69	2.22%	138.00
MCKESSON CORPORATION SYMBOL: MCK	89.0000	77.9100	6,933.99 6,967.32	<1%	(33.33)	1.02%	71.20
MERCADOLIBRE INC SYMBOL: MELI	88.0000	79.5400	6,999.52 5,793.75	<1%	1,205.77	0.40%	28.16
METLIFE INC SYMBOL: MET	449.0000	31.1800	13,999.82 18,683.75	<1%	(4,683.93)	2.37%	332.26
METTLER TOLEDO INTL INCF SYMBOL: MTD	126.0000	147.7100	18,611.46 18,393.13	<1%	218.33	0.00%	0.00
MICREL INC SYMBOL: MCRL	1,307.0000	10.1100	13,213.77 15,575.37	<1%	(2,361.60)	1.58%	209.12
MICROSOFT CORP SYMBOL: MSFT	766.0000	25.9600	19,885.36 19,328.71	<1%	556.65	3.08%	612.80
MINDRAY MED INTL ADR F SPONSORED ADR 1 ADR REP 1 CL A ORD SYMBOL: MR	253.0000	25.6400	6,486.92 6,670.32	<1%	(183.40)	0.00%	0.00
MITSUBISHI UFJ FINL ADRF SPONSORED ADR 1 ADR-REP 1 ORD SYMBOL: MTU	1,562.0000	4.1900	6,544.78 7,275.54	<1%	(730.76)	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
MITSUI & CO LTD ADR F SPONSORED ADR 1 ADR REP 20 ORD SYMBOL: MITSY	29.0000	311.1515	9,023.39 9,684.93	<1%	(661.54)	0.00%	0.00
MONSANTO CO NEW DEL SYMBOL: MON	423.0000	70.0700	29,639.61 28,178.71	<1%	1,460.90	1.71%	507.60
MONTPELIER RE HLDGS LTDF SYMBOL: MRH	780.0000	17.7500	13,845.00 14,568.23	<1%	(723.23)	2.25%	312.00
MOODYS CORP SYMBOL: MCO	180.0000	33.6800	6,062.40 5,770.53	<1%	291.87	1.66%	100.80
MORGAN STANLEY SYMBOL: MS	406.0000	15.1300	6,142.78 6,430.25	<1%	(287.47)	1.32%	81.20
MYLAN INC SYMBOL: MYL	365.0000	21.4600	7,832.90 7,535.13	<1%	297.77	0.00%	0.00
ATIONAL GRID PLC ADR F SPONSORED ADR 1 ADR REPS 5 ORD SYMBOL: NGG	67.0000	48.4800	3,248.16 3,172.77	<1%	75.39	0.00%	0.00
NATIONAL OILWELL VARCO SYMBOL: NOV	355.0000	67.9900	24,136.45 23,467.52	<1%	668.93	0.70%	170.40
NESTLE SA REG B ADR F 1 ADR REPS 1 ORD SYMBOL: NSRGY	172.0000	57.7478	9,932.62 9,656.60	<1%	276.02	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
NETEASE.COM INC ADR F SPONSORED ADR 1 ADR REPS 25 ORD SYMBOL: NTES	144.0000	44.8500	6,458.40 6,450.85	<1%	7.55	0.00%	0.00
NEW ORIENTAL ED ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: EDU	326.0000	24.0500	7,840.30 7,490.35	<1%	349.95	0.00%	0.00
NEWMARKET CORPORATION SYMBOL: NEU	121.0000	198.1100	23,971.31 16,072.13	<1%	7,899.18	1.51%	363.00
NEWS CORP LTD CL A CLASS A SYMBOL: NWSA	689.0000	17.8400	12,291.76 10,860.55	<1%	1,431.21	1.06%	130.91
NICE SYSTEMS LTD ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: NICE	163.0000	34.4500	5,615.35 5,398.43	<1%	216.92	0.00%	0.00
NIDEC CORP ADR F SPONSORED ADR 1 ADR REP 1/4 ORD SYMBOL: NJ	306.0000	21.5800	6,603.48 6,556.84	<1%	46.64	0.00%	0.00
NIKE INC CLASS B SYMBOL: NKE	65.0000	96.3700	6,264.05 5,594.69	<1%	669.36	1.49%	93.60

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
			Cost Basis				
WIPON TELE & TEL ADR F PONSORED ADR 1 ADR REP 0.5 ORD SYMBOL: NTT	166.0000	25.3300	4,204.78 3,873.60	<1%	331.18	0.00%	0.00
NISSAN MOTOR SPON ADR F 1 ADR REP 2 ORD SYMBOL: NSANY	357.0000	17.9880	6,421.72 6,360.47	<1%	61.25	0.00%	0.00
NOBLE ENERGY INC SYMBOL: NBL	34.0000	94.3900	3,209.26 2,613.51	<1%	595.75	0.93%	29.92
NORDSTROM INC SYMBOL: JWN	409.0000	49.7100	20,331.39 19,370.66	<1%	960.73	1.85%	376.28
NORTHROP GRUMMAN CORP SYMBOL: NOC	59.0000	58.4800	3,450.32 3,547.02	<1%	(96.70)	3.41%	118.00
NOVARTIS A G SPON ADR F PONSORED ADR 1 ADR REP 1 ORD SYMBOL: NVS	115.0000	57.1700	6,574.55 6,328.83	<1%	245.72	0.00%	0.00
NOVO-NORDISK A-S ADR F 1 ADR REP 1 ORD SYMBOL: NVO	36.0000	115.2600	4,149.36 4,405.64	<1%	(256.28)	0.00%	0.00
NU SKIN ENTERPRISES CL A SYMBOL: NUS	508.0000	48.5700	24,673.56 19,605.12	<1%	5,068.44	1.31%	325.12
OCCIDENTAL PETE CORP SYMBOL: OXY	183.0000	93.7000	17,147.10 17,817.85	<1%	(670.75)	1.96%	336.72

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
OLD DOMINION FREIGHT LNS SYMBOL: ODFL	526.0000	40.5300	21,318.78 17,414.66	<1%	3,904.12	0.00%	0.00
OMNICOM GROUP INC SYMBOL: OMC	122.0000	44.5800	5,438.76 5,925.34	<1%	(486.58)	2.24%	122.00
OPEN TEXT CORP F SYMBOL: OTEX	107.0000	51.1400	5,471.98 6,046.96	<1%	(574.98)	0.00%	0.00
ORACLE CORPORATION SYMBOL: ORCL	864.0000	25.6500	22,161.60 24,149.46	<1%	(1,987.86)	0.93%	207.36
ORIX CORPORATION ADR F SPONSORED ADR 1 ADR REPS 1/2 ORD SYMBOL: IX	130.0000	41.0200	5,332.60 5,964.47	<1%	(631.87)	0.00%	0.00
OWENS & MINOR INC HLDG CO SYMBOL: OMI	166.0000	27.7900	4,613.14 5,079.75	<1%	(466.61)	2.87%	132.80
P G INDUSTRIES INC SYMBOL: PPG	68.0000	83.4900	5,677.32 5,235.63	<1%	441.69	2.73%	155.04
PEARSON PLC ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: PSO	294.0000	18.8700	5,547.78 5,202.96	<1%	344.82	0.00%	0.00
PERRIGO CO SYMBOL: PRGO	36.0000	97.3000	3,502.80 3,380.18	<1%	122.62	0.32%	11.52

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
PETROLEO BRASILEIRO ADRF SPONSORED ADR 1 ADR REP 2 COMMON SYMBOL: PBR	127.0000	24.8500	3,155.95 4,585.64	<1%	(1,429.69)	0.00%	0.00
Pfizer Incorporated SYMBOL: PFE	2,153.0000	21.6400	46,590.92 31,891.29 ^a	<1%	14,699.63	3.69%	1,722.40
Philip Morris Intl Inc SYMBOL: PM	33.0000	78.4800	2,589.84 1,243.27 ^a	<1%	1,346.57	3.92%	101.64
Pinnacle Entertainment SYMBOL: PNK	912.0000	10.1600	9,265.92 11,296.38	<1%	(2,030.46)	0.00%	0.00
PNC Financial Services GP Inc SYMBOL: PNC	155.0000	57.6700	8,938.85 7,144.69 ^a	<1%	1,794.16	2.42%	217.00
Posco ADR F SPONSORED ADR ADR REP 1/4 ORD SYMBOL: PKX	90.0000	82.1000	7,389.00 8,466.88	<1%	(1,077.88)	0.00%	0.00
Potash Corp Sask Inc F SYMBOL: POT	131.0000	41.2800	5,407.68 7,017.04	<1%	(1,609.36)	0.67%	36.68
Precision Castparts Corp SYMBOL: PCP	44.0000	164.7900	7,250.76 6,775.08	<1%	475.68	0.07%	5.28
Primeline.com Inc New SYMBOL: PCLN	29.0000	467.7100	13,563.59 13,301.97	<1%	261.62	0.00%	0.00
Pricesmart Inc SYMBOL: PSMT	356.0000	69.5900	24,774.04 13,233.94	<1%	11,540.10	0.86%	213.60

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
PROCTER & GAMBLE SYMBOL: PG	66.0000	66.7100	4,402.86 3,391.74 ^a	<1%	1,011.12	3.14%	138.60
QUALCOMM INC SYMBOL: QCOM	381.0000	54.7000	20,840.70 20,253.96	<1%	586.74	1.57%	327.66
QUEST DIAGNOSTIC INC SYMBOL: DGX	127.0000	58.0600	7,373.62 7,220.71	<1%	152.91	0.68%	50.80
RAYMOND JAMES FINL INC SYMBOL: RJF	94.0000	30.9600	2,910.24 3,400.84	<1%	(490.60)	1.67%	48.88
RAYTHEON COMPANY NEW SYMBOL: RTN	133.0000	48.3800	6,434.54 6,524.50	<1%	(89.96)	3.55%	228.76
REINSURANCE GP AMER NEW SYMBOL: RGA	47.0000	52.2500	2,455.75 2,847.68	<1%	(391.93)	1.37%	33.84
RELIANCE STL & ALUMINUM SYMBOL: RS	39.0000	48.6900	1,898.91 1,667.22	<1%	231.69	0.98%	18.72
RIO TINTO PLC SPON ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: RIO	129.0000	48.9200	6,310.68 8,283.08	<1%	(1,972.40)	0.00%	0.00
ROCK-TENN CO CL A SYMBOL: RKT	55.0000	57.7000	3,173.50 3,241.76	<1%	(68.26)	1.38%	44.00
ROWE T PRICE GROUP INC SYMBOL: TROW	158.0000	56.9500	8,998.10 9,116.63	<1%	(118.53)	2.17%	195.92

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Accounting Method
Equities: Tax Lot Optimizer™

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ROYAL DUTCH SHELL A ADRF SPONSORED ADR 1 ADR REPS 2 CL A ORD SYMBOL: RDSA	90.0000	73.0900	6,578.10 4,668.07 ^a	<1%	1,910.03	4.59%	302.40
RYLAND GROUP INC SYMBOL: RYL	462.0000	15.7600	7,281.12 7,590.22	<1%	(309.10)	0.76%	55.44
S A P AG ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: SAP	143.0000	52.9500	7,571.85 8,329.74	<1%	(757.89)	0.00%	0.00
SALESFORCE COM SYMBOL: CRM	48.0000	101.4600	4,870.08 5,093.34	<1%	(223.26)	0.00%	0.00
SCHLUMBERGER LTD F SYMBOL: SLB	466.0000	68.3100	31,832.46 24,975.18 ^a	<1%	6,857.28	1.46%	466.00
EADRILL LTD F SYMBOL: SDRL	191.0000	33.1800	6,337.38 6,324.98	<1%	12.40	9.16%	580.64
SEAGATE TECHNOLOGY PLC F SYMBOL: STX	318.0000	16.4000	5,215.20 4,214.85	<1%	1,000.35	4.39%	228.96
SERVICE CORP INTL SYMBOL: SCI	1,610.0000	10.6500	17,146.50 17,681.12	<1%	(534.62)	1.87%	322.00
SHINHAN FINL GROUP ADR F SPONSORED ADR 1 ADR REPS 2 ORD SYMBOL: SHG	77.0000	68.2100	5,252.17 6,632.95	<1%	(1,380.78)	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)		Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
SIEMENS A G ADR F 1 ADR REP 1 ORD SYMBOL: SI	57.0000	95.6100	5,449.77 6,893.46	<1%	(1,443.69)	0.00%	0.00	
SIRIUS XM RADIO INC SYMBOL: SIRI	1,224.0000	1.8200	2,227.68 2,264.40	<1%	(36.72)	0.00%	0.00	
SLM CORPORATION SYMBOL: SLM	469.0000	13.4000	6,284.60 6,880.41	<1%	(595.81)	2.98%	187.60	
SM ENERGY CO SYMBOL: SM	26.0000	73.1000	1,900.60 1,621.33	<1%	279.27	0.13%	2.60	
SMITH & NEPHEW ADR NEW F SPONSORED ADR 1 ADR REP 5 ORD SYMBOL: SNN	116.0000	48.1500	5,585.40 6,607.06	<1%	(1,021.66)	0.00%	0.00	
SOUTHWESTERN ENERGY CO SYMBOL: SWN	146.0000	31.9400	4,663.24 5,271.77	<1%	(608.53)	0.00%	0.00	
ST JUDE MEDICAL INC SYMBOL: STJ	72.0000	34.3000	2,469.60 2,745.78	<1%	(276.18)	2.44%	60.48	
STATOIL ASA ADR F SPONSORED ADR 1 ADR REPS 1 ORD SYMBOL: STO	167.0000	25.6100	4,276.87 4,346.68	<1%	(69.81)	0.00%	0.00	
STURM RUGER & CO INC SYMBOL: RGR	329.0000	33.4600	11,008.34 7,244.73	<1%	3,763.61	1.68%	185.56	

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
SUNCOR ENERGY INC NEW F SYMBOL: SU	650.0000	28.8300	18,739.50 21,154.68	<1%	(2,415.18)	1.49%	280.25
SUNOCO INC SYMBOL: SUN	522.0000	41.0200	21,412.44 20,456.85	<1%	955.59	1.46%	313.20
SYMANTEC CORP SYMBOL: SYMC	396.0000	15.6500	6,197.40 7,166.81	<1%	(969.41)	0.00%	0.00
SYMETRA FINANCIAL INC SYMBOL: SYA	594.0000	9.0700	5,387.58 7,787.10	<1%	(2,399.52)	2.64%	142.56
SYNGENTA AG ADR F SPONSORED ADR 1 ADR REP 1/5 ORD SYMBOL: SYT	132.0000	58.9400	7,780.08 8,213.54	<1%	(433.46)	0.00%	0.00
TAIWAN SEMICONDUCTR ADRF SPONSORED ADR ADR REPS 5 ORD SYMBOL: TSM	351.0000	12.9100	4,531.41 4,267.37	<1%	264.04	0.00%	0.00
TARGET CORPORATION SYMBOL: TGT	85.0000	51.2200	4,353.70 3,793.08 ^a	<1%	560.62	2.34%	102.00
TE CONNECTIVITY LTD F SYMBOL: TEL	133.0000	30.8100	4,097.73 4,449.48	<1%	(351.75)	2.33%	95.76
TECK RESOURCES LTD CL BF SYMBOL: TCK	217.0000	35.1900	7,636.23 9,123.27	<1%	(1,487.04)	1.77%	135.17
TEJON RANCH CO SYMBOL: TRC	431.0000	24.4800	10,550.88 13,675.01	<1%	(3,124.13)	0.00%	0.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
TELEDYNE TECHNOLOGIES SYMBOL: TDY	80.0000	54.8500	4,388.00 3,990.63	<1%	397.37	0.00%	0.00
TELUS CORP NON VTG F NON VOTING SHARES SYMBOL: TU	59.0000	53.5500	3,159.45 3,047.23	<1%	112.22	3.90%	123.50
TENET HEALTHCARE CORP SYMBOL: THC	2,407.0000	5.1300	12,347.91 13,294.80	<1%	(946.89)	0.00%	0.00
TEVA PHARM INDS LTD ADRF SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: TEVA	212.0000	40.3600	8,556.32 10,093.53	<1%	(1,537.21)	0.00%	0.00
TEXAS INSTRUMENTS INC SYMBOL: TXN	308.0000	29.1100	8,965.88 9,510.14	<1%	(544.26)	2.33%	209.44
THE CHARLES SCHWAB CORP SYMBOL: SCHW	640.0000	11.2600	7,206.40 11,619.06	<1%	(4,412.66)	2.13%	153.60
THE WENDYS COMPANY SYMBOL: WEN	1,081.0000	5.3600	5,794.16 5,792.16	<1%	2.00	1.49%	86.48
THERMO FISHER SCIENTIFIC SYMBOL: TMO	109.0000	44.9700	4,901.73 5,987.15	<1%	(1,085.42)	0.00%	0.00
THOMSON REUTERS CORP F SYMBOL: TRI	216.0000	26.6700	5,760.72 6,266.71	<1%	(505.99)	4.64%	267.84
TIME WARNER INC NEW SYMBOL: TWX	156.0000	36.1400	5,637.84 5,271.76	<1%	366.08	2.60%	146.64

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Accounting Method
Equities: Tax Lot Optimizer™

Investment Detail - Equities (continued)

Equities (continued)		Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
				Cost Basis				
TOYOTA MOTOR CP ADR NEW F SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: TM		99.0000	66.1300	6,546.87 8,042.78	<1%	(1,495.91)	0.00%	0.00
TRAVELERS COMPANIES INC SYMBOL: TRV		129.0000	59.1700	7,632.93 7,399.27	<1%	233.66	2.77%	211.56
TREDEGAR CORPORATION SYMBOL: TG		759.0000	22.2200	16,864.98 15,071.88	<1%	1,793.10	0.81%	136.62
TRIPADVISOR INC SYMBOL: TRIP		185.0000	25.2100	4,663.85 0.00	<1%	5,571.41	0.00%	0.00
TYCO INTL LTD NEW F SYMBOL: TYC		118.0000	46.7100	5,511.78 5,232.00	<1%	279.78	2.14%	118.00
TYSON FOODS INC CL A SYMBOL: TSN		337.0000	20.6400	6,955.68 6,257.69	<1%	697.99	0.77%	53.92
J S BANCORP DEL NEW SYMBOL: USB		309.0000	27.0500	8,358.45 8,272.17	<1%	86.28	1.84%	154.50
ULTRAPAR PART SPON ADR F SPONSORED ADR 1 ADR REP 1 COM SYMBOL: UGP		249.0000	17.2000	4,282.80 4,510.43	<1%	(227.63)	0.00%	0.00
UNION PACIFIC CORP SYMBOL: UNP		66.0000	105.9400	6,992.04 6,173.58	<1%	818.46	2.26%	158.40
UNITED TECHNOLOGIES CORP SYMBOL: UTX		36.0000	73.0900	2,631.24 2,869.14	<1%	(237.90)	2.62%	69.12

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
UNITEDHEALTH GROUP INC SYMBOL: UNH	95.0000	50.6800	4,814.60 4,624.41	<1%	190.19	1.28%	61.75
VALE SA ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: VALE	299.0000	21.4500	6,413.55 9,099.46	<1%	(2,685.91)	0.00%	0.00
VALIDUS HOLDINGS LTD F SYMBOL: VR	109.0000	31.5000	3,433.50 3,282.95	<1%	150.55	3.17%	109.00
VALUECLICK INC SYMBOL: VCLK	1,018.0000	16.2900	16,583.22 14,889.10	<1%	1,694.12	0.00%	0.00
VERTEX PHARMACEUTICALS SYMBOL: VRTX	194.0000	33.2100	6,442.74 5,740.30	<1%	702.44	0.00%	0.00
VIACOM INC CL B NEW SYMBOL: VIAB	335.0000	45.4100	15,212.35 15,345.69	<1%	(133.34)	2.20%	335.00
VISTEON CORP SYMBOL: VC	31.0000	49.9400	1,548.14 1,922.62	<1%	(374.48)	0.00%	0.00
VMWARE INC CL A CLASS A SYMBOL: VMW	74.0000	83.1900	6,156.06 5,843.93	<1%	312.13	0.00%	0.00
VODAFONE GROUP NEW ADR F SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: VOD	431.0000	28.0300	12,080.93 12,218.51	<1%	(137.58)	0.00%	0.00

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SIPC

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE CHARLES FUND, INC.
MGR: ATRIA INVESTMENT LLC

Account Number
1341-8594
Statement Period
December 1-31, 2011

Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
VOLKSWAGEN A G SPON ADRF ADR REO 1/5 ORD SYMBOL: VLKAY	237.0000	26.9105	6,377.79 6,396.99	<1%	(19.20)	0.00%	0.00
W P P PLC ADR F SPONSORED ADR 1 ADR REP 5 ORDS SYMBOL: WPPGY	104.0000	52.2300	5,431.92 6,328.89	<1%	(896.97)	0.00%	0.00
WAL-MART STORES INC SYMBOL: WMT	249.0000	59.7600	14,880.24 12,829.51 ^a	<1%	2,050.73	2.44%	363.54
WELLS FARGO & CO NEW SYMBOL: WFC	1,345.0000	27.5600	37,068.20 39,952.75 ^a	<1%	(2,884.55)	1.74%	645.60
WESTERN UNION COMPANY SYMBOL: WU	257.0000	18.2600	4,692.82 4,797.01	<1%	(104.19)	1.75%	82.24
WESTPAC BANKING SPN ADRF SPONSORED ADR ADR REP 5 ORD SYMBOL: WBK	83.0000	102.4000	8,499.20 9,422.13	<1%	(922.93)	0.00%	0.00
WHITE MOUNTAINS INS NEWF SYMBOL: WTM	28.0000	453.4600	12,696.88 10,493.46	<1%	2,203.42	0.22%	28.00
XEROX CORP SYMBOL: XRX	523.0000	7.9600	4,163.08 5,121.95	<1%	(958.87)	2.13%	88.91
XILINX INC SYMBOL: XLNX	329.0000	32.0600	10,547.74 10,451.35	<1%	96.39	2.37%	250.04

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Investment Detail - Equities (continued)

Accounting Method
Equities: Tax Lot Optimizer™

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
XYLEM INC SYMBOL: XYL	466.0000	25.6900	11,971.54 12,851.71	<1%	(880.17)	1.57%	188.64
Total Equities	90,603.4688		2,840,770.08 2,802,932.32 + 43,236 = 2,846,168 *	30%	38,745.32		35,007.08

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only. The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

* Plus adjustment for donated securities. See attached schedule.

Investment Detail - Mutual Funds

Accounting Method
Mutual Funds: Tax Lot Optimizer™

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
JPMORGAN STRATEGIC INCM OPPTY SLCT SHR SYMBOL: JSOSX	42,307.7210	11.3300	479,346.48	5%	11.92	504,153.79	(24,807.31)
LOOMIS SAYLES BOND FUND CL I SYMBOL: LSBDX	45,739.9670	13.9300	637,157.74	7%	14.55	662,995.28	(25,837.54)
PIMCO TOTAL RETURN FUND INSTL CL SYMBOL: PTRRX	50,482.3510	10.8700	548,743.16	6%	10.91	550,485.48	(1,742.32)
Total Bond Funds	138,530.0390		1,665,247.38	18%		1,717,634.55	(52,387.17)

Investment Detail - Mutual Funds (continued)

Accounting Method
Mutual Funds: Tax Lot Optimizer™

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ABSOLUTE OPPTY FD INST SHS YMBOL: AOFOX	23,343.4680	11.5800	270,317.36	3%	12.50	291,760.54	(21,443.18)
EATON VANCE PARAMETRIC STRUCT EMRG MKTS I SYMBOL: EIEMX	12,650.9680	12.6900	160,540.78	2%	15.57	196,769.86	(36,229.08)
MANNING & NAPIER WORLD OPPTY A SYMBOL: EXWAX	28,724.5920	6.6300	190,444.04	2%	8.42	241,951.15	(51,507.11)
MUTUALHEDGE FRONTIER LEGENDS FD I SYMBOL: MHFIX	53,406.7010	9.9700	532,464.81	6%	10.56	560,229.97	(27,765.16)
PERMANENT PORTFOLIO SYMBOL: PRPFX	10,021.1050	46.0900	461,872.73	5%	46.21	463,075.25	(1,202.52)
PIMCO ALL ASSET ALL AUTHORITY CL INST SYMBOL: PAUIX	44,574.8780	10.0300	447,086.03	5%	10.81	476,889.41 ^a	(29,803.38)
TFS MARKET NEUTRAL FUND SYMBOL: TFSMX	19,247.9820	14.4900	278,903.26	3%	15.18	291,972.07 ^a	(13,068.81)
Total Equity Funds	191,969.6940		2,341,629.01	25%		2,522,648.25	(181,019.24)
Total Mutual Funds	330,499.7330		4,806,876.39	42%		4,240,282.80	(233,406.41)

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Investment Detail - Other Assets

Accounting Method
Other Assets: Tax Lot Optimizer™

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
			Cost Basis		
ANALY CAPITAL MGMT REIT SYMBOL: NLY	163.0000	15.9600	2,601.48 2,832.07	<1%	(230.59)
DIGITAL REALTY TRUST INC REIT SYMBOL: DLR	291.0000	66.6700	19,400.97 16,948.34	<1%	2,452.63
FIRST INDUSTRIAL RLTY TR REIT SYMBOL: FR	814.0000	10.2300	8,327.22 9,264.33	<1%	(937.11)
FIRST TR NASDAQ ABA CMNTY BK INDEX FUND SYMBOL: QABA	660.0000	22.9600	15,153.60 16,367.54	<1%	(1,213.94)
HATTERAS FINANCIAL CORP SYMBOL: HTS	444.0000	26.3700	11,708.28 12,371.76	<1%	(663.48)
HEALTH CARE REIT INC REIT SYMBOL: HCN	356.0000	54.5300	19,412.68 18,097.39	<1%	1,315.29
ISHARES IBOX INVESTOP IBOX \$ INVESTOP CORP BOND FUND SYMBOL: LQD	1,181.0000	113.7600	134,350.56 132,491.12	1%	1,859.44
ISHARES MSCI UTD KINGDM UNITED KINGDOM INDX FD SYMBOL: EWU	1,342.0000	16.1600	21,686.72 22,129.31	<1%	(442.59)

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Accounting Method
Other Assets: Tax Lot Optimizer™

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
			Cost Basis		
ISHARES TR BARCLAYS BOND					
ARCLAYS INTERMEDIATE	76.0000	107.1800	8,145.68	<1%	144.86
CREDIT BOND FUND			8,000.82		
SYMBOL: CIU					
ISHARES TR BARCLAYS BOND					
BARCLAYS 1-3 YEAR CREDIT	389.0000	104.2000	40,533.80	<1%	(112.43)
BOND FUND			40,646.23		
SYMBOL: CSJ					
ISHARES TR BARCLAYS BOND					
BARCLAYS 20+YEAR TREAS	174.0000	121.2500	21,097.50	<1%	1,555.07
BOND FUND			19,542.43		
SYMBOL: TLT					
ISHARES TR BARCLAYS BOND					
BARCLAYS 7-10 YEAR	1,299.0000	105.5700	137,135.43	1%	7,225.40
TREASURY BOND FUND			129,910.03		
SYMBOL: IEF					
ISHARES TRUST					
IBOXX \$ HIGH YIELD CORP	340.0000	89.4300	30,406.20	<1%	160.72
BOND FUND			30,245.48		
SYMBOL: HYG					
ISHARES TRUST					
S&P NATL AMT FREE MUNI	1,257.0000	108.2500	136,070.25	1%	4,873.26
BOND FUND			131,196.99		
SYMBOL: MUB					
ISHARES TRUST BARCLAYS					
BARCLAYS MBS FIXED RATE	1,242.0000	108.0700	134,222.94	1%	178.57
SYMBOL: MBB			134,044.37		

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Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: Tax Lot Optimizer™

Other Assets (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
ISHARES TRUST ETF	208.0000	109.7500	22,828.00	<1%	(238.43)
JP MORGAN USD EMERGING MARKETS BOND FUND SYMBOL: EMB			23,066.43		
JP MORGAN EXCH TRADED NT	410.0000	38.9700	15,977.70	<1%	970.38
ALERIAN MLP SYMBOL: AMJ			15,007.32		
POWERSHARES GLOBAL ETF	2,154.0000	18.4700	39,784.38	<1%	242.27
FUNDAMENTAL HIGH YLD USD BOND PORT SYMBOL: PHB			39,542.11		
POWERSHARES S&P ETF	1,786.0000	25.9300	46,310.98	<1%	1,989.34
500 LOW VOLATILITY PORTFOLIO SYMBOL: SPLV			44,321.64		
POWERSHS EXCH TRAD FD TR	772.0000	23.8300	18,396.76	<1%	(610.65)
POWERSHARES DWA TECH LEADERS PORTFOLIO SYMBOL: PDP			19,007.41		
SECTOR SPDR CONSUMER FD	5,563.0000	39.0200	217,068.26	2%	915.42
SHARES OF BENEFICIAL INT SYMBOL: XLY			216,152.84		
SECTOR SPDR HEALTH FUND	438.0000	34.6900	15,194.22	<1%	1,061.24
SHARES OF BENEFICIAL INT SYMBOL: XLV			14,132.98		

Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: Tax Lot Optimizer™

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
			Cost Basis		
SECTOR SPDR TECH SELECT SHARES OF BENEFICIAL INT SYMBOL: XLK	7,789.0000	25.4500	198,230.05 200,087.73	2%	(1,857.68)
SECTOR SPDR TR CON STPLS SHARES OF BENEFICIAL INT SYMBOL: XLP	6,317.0000	32.4900	205,239.33 189,752.99	2%	15,486.34
SECTOR SPDR UTIL SELECT SHARES OF BENEFICIAL INT SYMBOL: XLU	5,769.0000	35.9800	207,568.62 189,427.48	2%	18,141.14
SPDR BARCLAYS CAPITAL HIGH YIELD BOND ETF SYMBOL: JNK	2,069.0000	38.4500	79,553.05 78,508.43	<1%	1,044.62
SPDR DOW JONES REIT SYMBOL: RWR	236.0000	64.4000	15,198.40 14,409.52	<1%	788.88
SPDR GOLD TRUST PDR GOLD SHARES SYMBOL: GLD	49.0000	151.9900	7,447.51 6,751.71	<1%	695.80
UBS AG JERSEY 2040F E TRACS DUE 04/02/40 SUBJ TO XTRO REDEMPTION SYMBOL: MLPI	292.0000	33.1000	9,665.20 8,857.52	<1%	807.68
UDR INC REIT SYMBOL: UDR	432.0000	25.1000	10,843.20 9,839.85	<1%	1,003.35
VANGUARD CORP BOND ETF SHORT-TERM CORP BOND SYMBOL: VCSH	125.0000	77.8600	9,732.50 9,692.41	<1%	40.09

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Investment Detail - Other Assets (continued)

Accounting Method
Other Assets: Tax Lot Optimizer™

Other Assets (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
VANGUARD ENERGY ETF SYMBOL: VDE	118.0000	100.8100	11,895.58 12,739.75	<1%	(844.17)
VANGUARD INDUSTRIALS SYMBOL: VIS	111.0000	62.0890	6,891.88 6,578.61	<1%	313.27
VANGUARD INFO TECHNOLOGY SYMBOL: VGT	500.0000	61.3700	30,685.00 31,538.00	<1%	(853.00)
VANGUARD LARGE CAP SYMBOL: VV	528.0000	57.3000	30,254.40 27,959.77	<1%	2,294.63
VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO	486.0000	38.2100	18,570.06 20,371.13	<1%	(1,801.07)
WISDOMTREE LARGE CAP DIV LARGCAP DIVIDEND SYMBOL: DLN	1,612.0000	49.0300	79,036.36 75,761.84	<1%	3,274.52
WISDOMTREE TRUST EMERGING SMALLCAP DIV FUND INDEX ETF SYMBOL: DGS	132.0000	41.3400	5,456.88 5,775.66	<1%	(318.78)
Total Other Assets	47,924.0000		2,042,081.63 1,983,371.34 Total Cost Basis:	22%	58,710.29

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The Charles Fund**Donated securities with tax basis different from book basis****2011**

	<u>End of year</u>	<u>End of year</u>	<u>End of year</u>
<u>Corporate Stocks</u>	<u>Shares</u>	<u>Book Value</u>	<u>Tax Basis</u>
American Express Company	122.00	5,626.64	2,594.03
CVS Caremark Corp	112.00	3,790.08	3,408.16
Chevron Corp	134.00	11,793.34	8,875.49
Comcast Corp New Cl A	223.00	4,928.30	2,326.91
ExxonMobil Corp	69.00	5,037.69	4,645.08
General Electric Co	225.00	4,031.42	2,754.00
Home Depot Inc	29.00	1,015.12	761.79
JPMorgan Chase & Co	583.00	24,841.63	19,387.65
Kraft Foods Inc	264.00	8,310.72	5,953.20
Pfizer Inc	1,860.00	32,246.94	26,198.28
Philip Morris Intl Inc	33.00	1,960.53	1,243.28
PNC Fin'l Services Grp Inc	58.00	3,396.48	2,326.67
Procter & Gamble	66.00	4,219.43	3,391.74
Royal Dutch Shell ADR	60.00	3,885.00	2,572.20
Schlumberger	336.00	27,622.56	15,445.92
Target Corp	47.00	2,762.66	1,891.05
Wal-Mart Stores Inc	121.00	6,561.83	6,134.10
Wells Fargo & Co New	99.00	3,088.80	1,973.56
Total Stocks		<u>155,119.17</u>	<u>111,883.09</u>
	DIFFERENCE:	<u>43,236.08</u>	

**Application for Extension of Time To File an
Exempt Organization Return**▶ **File a separate application for each return.**

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions THE CHARLES FUND, INC C/O RICHMOND & FISHBURNE	Employer identification number (EIN) or ☒ 16-8064401
	Number, street, and room or suite no. If a P O box, see instructions. 214 E. HIGH ST	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTESVILLE, VA 22902-5177	

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

0 4

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

RICHMOND & FISHBURNE

- The books are in the care of ▶
- 214 E HIGH ST - CHARLOTTESVILLE, VA 22902-5177**

Telephone No ▶ **434-977-8590**

FAX No ▶

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year **2011** or
▶ ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 16,200.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 1,200.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 15,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION PO BOX 1767 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
CHARLOTTESVILLE COMMUNITY SCHOLARSHIP PROGRAM PO BOX 1221 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	250.
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DR CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
CHARLOTTESVILLE-ALBEMARLE RESCUE SQUAD 828 MCINTIRE RD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
CHARLOTTESVILLE-ALBEMARLE SPCA 3355 BERKMAR DR CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
CHILDREN YOUTH AND FAMILY SERVICES 116 W JEFFERSON ST CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
COLONIAL WILLIAMSBURG FUND PO BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
COMMUNITY DENTAL CENTER 259 HYDRAULIC RD CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
GENESEE COUNTRY VILLAGE & MUSEUM 1410 FLINT HILL RD MUMFORD, NY 14511	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	25,000.
HABITAT FOR HUMANITY OF CHARLOTTESVILLE 501 GROVE AVE CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
Total from continuation sheets				392,500.

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HILLSIDE FAMILY OF AGENCIES ONE MUSTARD ST ROCHESTER, NY 14609	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	50,000.
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PKWY CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
IVY CREEK FOUNDATION PO BOX 956 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
JAMESTOWN-YORRTOWN FOUNDATION, INC PO BOX 1607 WILLIAMSBURG, VA 23187	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
JEFFERSON AREA BOARD FOR AGING 674 HILLSDALE DR CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	2,000.
JEFFERSON AREA CHIP 1469 GREENBRIER PL CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
JEFFERSON SCHOOL FOUNDATION PO BOX 2375 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
LEARNING ALLY 3500 REMSON CT CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVE SUITE A CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
LEWIS AND CLARK EXPLORATORY CENTER 1445 DARDEN TOWE PARK CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARTHA JEFFERSON HOSPITAL FOUNDATION 500 MARTHA JEFFERSON DR CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	100,000.
MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	32,500.
MS SOCIETY 1 MORTON DR #106 CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
NATURE CONSERVANCY 490 WESTFIELD RD CHARLOTTESVILLE, VA 22901	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
PVCC EDUCATIONAL FOUNDATION 501 COLLEGE DR CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
ROCHESTER MUSEUM AND SCIENCE CENTER 657 EAST AVE ROCHESTER, NY 14607	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	25,000.
SALVATION ARMY 207 RIDGE ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
SANTA FUND 806 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
SERVICE DOGS OF VIRGINIA PO BOX 408 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
SHENANDOAH NATIONAL PARK TRUST 414 E MARKET ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	7,500.
Total from continuation sheets				

THE CHARLES FUND, INC
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. PAULS EPISCOPAL CHURCH PO BOX 37 IVY, VA 22945	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
THE QUEST INSTITUTE 900 HARRIS ST CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
THIRD PRESBYTERIAN CHURCH 4 MEIGS ST ROCHESTER, NY 14607	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	25,000.
THOMAS JEFFERSON AREA FOOD BANK 1207 HARRIS ST CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	500.
THOMAS JEFFERSON FOUNDATION 931 THOMAS JEFFERSON PKWY CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	5,000.
TWICE IS NICE 923 PRESTON AVE CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	250.
UNITED WAY - THOMAS JEFFERSON AREA 806 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
WESTMINSTER CANTERBURY OF THE BLUE RIDGE 250 PANTOPS MTN RD CHARLOTTESVILLE, VA 22911	NONE	PUBLIC	GENERAL PURPOSES OF DONEE	1,000.
Total from continuation sheets				