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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

, 2011, and ending

, 20

Name of foundation

CHARLES FOUNDATION CHARITABLE TR

A Employer identification number

43-6801942

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

Room/suite

B Telephone number (see instructions)

(314) 466-3869

231 S LASALLE ST IL1-231-10-05

City or town, state, and ZIP code

CHICAGO, IL 60697

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 5,099,303.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	135,575.	135,603.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	325,230.			
b Gross sales price for all assets on line 6a	1,550,187.			
7 Capital gain net income (from Part IV, line 2)		325,230.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,083.			STMT 2
12 Total. Add lines 1 through 11	461,888.	460,833.		
13 Compensation of officers, directors, trustees, etc.	34,764.	20,858.		13,906.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 3	4,640.	287.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 4	1,340.			1,340.
24 Total operating and administrative expenses. Add lines 13 through 23	40,744.	21,145.		15,246.
25 Contributions, gifts, grants paid	207,000.			207,000.
26 Total expenses and disbursements. Add lines 24 and 25	247,744.	21,145.		222,246.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	214,144.			
b Net investment income (if negative, enter -0-)		439,688.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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Operating and Administrative Expenses

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	306,571.	574,853.	574,853.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶	NONE	* NONE NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	313,072.	259,318.	254,398.
	b Investments - corporate stock (attach schedule)	2,615,982.	2,678,680.	3,194,512.
	c Investments - corporate bonds (attach schedule)	1,115,720.	1,052,638.	1,075,540.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	NONE	NONE	NONE
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	NONE	NONE	NONE	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,351,345.	4,565,489.	5,099,303.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	4,351,345.	4,565,489.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	4,351,345.	4,565,489.	
31 Total liabilities and net assets/fund balances (see instructions)	4,351,345.	4,565,489.		

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	4,351,345.
2 Enter amount from Part I, line 27a	2	214,144.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,565,489.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,565,489.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,548,905.		1,224,957.	323,948.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			323,948.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	325,230.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	177,062.	4,779,286.	0.03704779333
2009	203,343.	2,409,878.	0.08437896026
2008	177,968.	2,800,178.	0.06355595966
2007	148,341.	2,876,549.	0.05156908504
2006	146,188.	2,717,744.	0.05379020246
2 Total of line 1, column (d)			2 0.29034200075
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05806840015
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 5,057,081.
5 Multiply line 4 by line 3			5 293,657.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,397.
7 Add lines 5 and 6			7 298,054.
8 Enter qualifying distributions from Part XII, line 4			8 222,246.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	8,794.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	8,794.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,794.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,545.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,545.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,249.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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 NONE	13	X	
14	The books are in care of BANK OF AMERICA Telephone no (314) 466-3452 Located at 100 N. BROADWAY, ST. LOUIS, MO ZIP + 4 63102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
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	

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 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2c		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) ☐	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? ☐	4b	X

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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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		34,764.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,134,092.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,134,092.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,134,092.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,011.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,057,081.
6	Minimum investment return. Enter 5% of line 5	6	252,854.

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	252,854.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,794.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,794.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	244,060.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	244,060.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	244,060.

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	222,246.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	222,246.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	222,246.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				244,060.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20, 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	15,452.			
d From 2009	84,323.			
e From 2010	NONE			
f Total of lines 3a through e	99,775.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 222,246.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				222,246.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	21,814.			21,814.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	77,961.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	77,961.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	77,961.			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

C. OSIEK

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

N/A

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

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

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

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				
Total			▶ 3a	207,000.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
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CHARLES FOUNDATION CHARITABLE TR
43-6801942
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	4382.000	104,587.31	132,511.68
002824100	ABBOTT LABS	1613.000	57,327.00	90,698.99
00724F101	ADOBE SYS INC	19 000	545 65	537.13
007903107	ADVANCED MICRO DEVICES INC	99 000	549 62	534 60
009158106	AIR PRODS & CHEMS INC	33 000	2,782 22	2,811.27
025816109	AMERICAN EXPRESS CO	77 000	3,851.09	3,632.09
031162100	AMGEN INC	1000.000	58,104.40	64,210.00
037833100	APPLE INC	19.000	7,550.52	7,695.00
052769106	AUTODESK INC	16 000	536 42	485 28
054303102	AVON PRODS INC	1800 000	44,351 54	31,446.00
071813109	BAXTER INTL INC	706.000	35,385 24	34,932 88
084664BD2	BERKSHIRE HATHAWAY FIN CORP	75000.000	76,629 00	78,888.00
084670702	BERKSHIRE HATHAWAY INC DEL	1250 000	63,229.97	95,375.00
086516101	BEST BUY INC	1135 000	26,442.68	26,524 95
09062X103	BIOGEN IDEC INC	15 000	1,683.39	1,650.75
17275R102	CISCO SYS INC	2700 000	46,082 10	48,816.00
172967424	CITIGROUP INC	186 000	5,494 05	4,893.66
191216100	COCA COLA CO	900 000	36,918 00	62,973 00
194162103	COLGATE PALMOLIVE CO	540 000	35,966 75	49,890 60
22541LAH6	CREDIT SUISSE FIRST BOSTON USA	75000 000	75,429.00	78,242.25
231021106	CUMMINS INC	199.000	17,994 78	17,515 98
24702R101	DELL INC	72 000	1,083 40	1,053.36
254687106	DISNEY WALT CO	1909 000	44,381 90	71,587.50
25468PCM6	DISNEY WALT CO NEW	50000 000	49,719.50	50,138 50
263534BX6	DU PONT E I DE NEMOURS & CO	100000.000	98,050 00	110,841.00
268648102	EMC CORP	1600.000	20,269 85	34,464.00
278058102	EATON CORP	606 000	26,697.19	26,379.18
278865100	ECOLAB INC	31.000	1,678.49	1,792.11
29364G103	ENTERGY CORP NEW	300.000	19,924 89	21,915.00
30161N101	EXELON CORP	1500 000	71,515.50	65,055.00
302182100	EXPRESS SCRIPTS INC	700.000	40,113.50	31,283.00
30231G102	EXXON MOBIL CORP	2000.000	83,299.24	169,520.00
316773100	FIFTH THIRD BANCORP	1017.000	13,099 00	12,936.24
345370860	FORD MTR CO DEL	4444.000	61,285.74	47,817.44

CHARLES FOUNDATION CHARITABLE TR
43-6801942
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
370334104	GENERAL MLS INC	871.000	34,879.37	35,197.11
38259P508	GOOGLE INC	13.000	7,778.92	8,396.70
38259PAC6	GOOGLE INC	50000.000	51,803.50	51,991.50
423074103	HEINZ H J CO	1200.000	38,265.00	64,848.00
428236103	HEWLETT PACKARD CO	1200.000	44,311.47	30,912.00
458140100	INTEL CORP	2800.000	70,092.43	67,900.00
459200101	INTERNATIONAL BUSINESS MACHS	900.000	83,577.68	165,492.00
459200GR6	INTERNATIONAL BUSINESS MACHINES	150000.000	152,040.00	153,094.50
464287804	ISHARES S&P SMALLCAP 600 INDEX	800.000	38,560.00	54,640.00
464288224	ISHARES S&P GLOBAL CLEAN	490.000	4,647.58	4,184.60
46625H100	J P MORGAN CHASE & CO	1732.000	56,885.73	57,589.00
46625HHL7	JPMORGAN CHASE & CO	100000.000	114,443.00	113,264.00
478160104	JOHNSON & JOHNSON	1100.000	49,220.75	72,138.00
478366107	JOHNSON CTLS INC	865.000	26,640.73	27,039.90
494368103	KIMBERLY CLARK CORP	600.000	35,374.18	44,136.00
494368AR4	KIMBERLY CLARK CORP	175000.000	178,130.75	175,946.75
50075N104	KRAFT FOODS INC	1600.000	51,652.56	59,776.00
57060U209	MARKET VECTORS ENVIRONMENTAL	98.000	4,618.95	4,566.11
58155Q103	MCKESSON CORP	14.000	1,120.75	1,090.74
585055106	MEDTRONIC INC	464.000	17,202.94	17,748.00
58933Y105	MERCK & CO INC	1196.000	43,512.34	45,089.20
59156R108	METLIFE INC	846.000	26,434.99	26,378.28
594918104	MICROSOFT CORP	3700.000	127,156.32	96,052.00
594918AB0	MICROSOFT CORP	100000.000	102,610.00	106,227.00
65339F101	NEXTERA ENERGY INC	1100.000	61,013.98	66,968.00
655664100	NORDSTROM INC	1000.000	38,958.30	49,710.00
713448108	PEPSICO INC	1329.000	59,403.66	88,179.15
713448BW7	PEPSICO INC	50000.000	50,098.50	51,595.50
717081103	PFIZER INC	3350.000	94,677.00	72,494.00
74005P104	PRAXAIR INC	344.000	19,710.78	36,773.60
742718109	PROCTER & GAMBLE CO	1378.000	67,744.91	91,926.38
742718DR7	PROCTER & GAMBLE CO	100000.000	101,110.00	100,480.00
773903109	ROCKWELL AUTOMATION INC	235.000	17,191.04	17,241.95
774341101	ROCKWELL COLLINS	40.000	2,176.58	2,214.80

CHARLES FOUNDATION CHARITABLE TR
43-6801942
Balance Sheet
12/31/2011



Cusip	Asset	Units	Basis	Market Value
842587107	SOUTHERN CO	1400.000	51,600 50	64,806 00
844741108	SOUTHWEST AIRLS CO	522 000	4,394.46	4,468.32
855030102	STAPLES INC	3372.000	60,682.32	46,837.08
855244109	STARBUCKS CORP	76.000	3,310 94	3,496 76
87612E106	TARGET CORP	1140.000	49,684 09	58,390 80
881624209	TEVA PHARMACEUTICAL INDS LTD	500.000	15,115.00	20,180 00
882508104	TEXAS INSTRS INC	2100.000	63,646.00	61,131.00
88579Y101	3M CO	700 000	41,278 50	57,211.00
89417E109	TRAVELERS COS INC	446 000	26,370 99	26,389 82
902973304	US BANCORP DEL	3200.000	71,556.05	86,560.00
911312106	UNITED PARCEL SVC INC	900 000	69,836 00	65,871 00
912828CJ7	UNITED STATES TREAS NT	25000.000	25,715 82	27,613.25
912828GK0	UNITED STATES TREAS NT	100000.000	107,609.71	100,715 00
912828GW4	UNITED STATES TREAS NT	25000.000	24,882 81	25,589.75
92343V104	VERIZON COMMUNICATIONS INC	1019 000	32,686 33	40,882 28
931142CN1	WAL-MART STORES INC	100000.000	103,685.00	105,311 00
949746101	WELLS FARGO & CO	3304 000	64,109.45	91,058.24
962166104	WEYERHAEUSER CO	1915.000	34,799 27	35,753 05
966837106	WHOLE FOODS MKT INC	126 000	8,625 88	8,767 08
984121103	XEROX CORP	739 000	6,053.06	5,882 44
988498101	YUM BRANDS INC	800.000	19,391.00	47,208 00
	Cash/Cash Equivalent	574853.020	574,853.02	574,853 02
		Totals	4,565,489.82	5,099,303.10

CHARLES FOUNDATION CHARITABLE TR
43-6801942

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

Publicly Traded Securities	\$323,948
Capital Gain Distributions	<u>1,282</u>
Total	\$325,230

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	1.	1.
FOREIGN DIVIDENDS	5,158.	5,158.
DOMESTIC DIVIDENDS	81,277.	81,277.
OTHER INTEREST	37,516.	37,516.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	11,422.	11,422.
NONQUALIFIED DOMESTIC DIVIDENDS	201.	201.
ENDING DEFERRED DIVIDENDS	28.	28.
TOTAL	135,575.	135,603.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
BEG DEF. INCOME	5.
BEG ACCR. INCOME	1,133.
END ACCR. INCOME	-55.

TOTALS	1,083.
	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES PAID	283.	283.
PRIOR YEAR TAX BALANCE	1,808.	
FEDERAL ESTIMATES	2,545.	
FOREIGN TAXES PAID	2.	2.
FOREIGN TAXES PAID	2.	2.
	-----	-----
TOTALS	4,640.	287.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----

TAX PREPARATION FEE (B OF A)

1,340.

1,340.

TOTALS

1,340.
=====

1,340.
=====

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

100 NORTH BROADWAY

ST. LOUIS, MO 63102

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 34,764.

OFFICER NAME:

C. OSIEK

ADDRESS:

C/O BANK OF AMERICA, N.A.

ST. LOUIS, MO 63102,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

OFFICER NAME:

K. HUGHES

ADDRESS:

C/O BANK OF AMERICA, N.A.

ST. LOUIS, MO 63102,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0

TOTAL COMPENSATION:

34,764.

=====

CHARLES FOUNDATION CHARITABLE TR
FORM 990PF, PART XV - LINES 2a - 2d
=====

43-6801942

RECIPIENT NAME:

DEBORAH L RAHN, U.S. TRUST

ADDRESS:

100 N. BROADWAY

ST. LOUIS, MO 63102-2728

RECIPIENT'S PHONE NUMBER: 314.466.3431

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

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

RECIPIENT NAME:
SOCIETY OF THE SACRED
HEART
ADDRESS:
4389 W PINE BLVD
ST. LOUIS, MO 63108
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 160,000.

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

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

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

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

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

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

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

RECIPIENT NAME:
The Claretians
ADDRESS:
205 W. MONROE STREET
CHICAGO, IL 60606
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 38,000.

RECIPIENT NAME:
FONKOZE
ADDRESS:
1700 KALORAMA ROAD NW
WASHINGTON, DC 20009
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 207,000.
=====