Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: The Charlesmead Foundation

Number and street (or P O box number if mail is not delivered to street address): c/o Matheys Lane Cap Mgt One West Exchange St

Room/suite: 4th Floor

City or town: Providence

State: RI

ZIP code: 02903

A Employer identification number: 52-1550204

B Telephone number (see the instructions): (401) 262-4600

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

H Check type of organization ☒ 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, column (c), line 16)* ► $ 17,671,961.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _______________ *(Part I, column (d) must be on cash basis)*

	Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*		**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)					
	2 Ck ► ☒ if the foundn is **not** req to att Sch B					
	3 Interest on savings and temporary cash investments					
	4 Dividends and interest from securities		136,328.	136,328.		
	5a Gross rents					
	b Net rental income or (loss)			L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10		486,247.			
	b Gross sales price for all assets on line 6a	5,344,092.				
	7 Capital gain net income (from Part IV, line 2)			486,247.		
	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/(loss) (att sch)					
	11 Other income (attach schedule) See Line 11 Stmt		-60,589.	117,826.		
	12 **Total.** Add lines 1 through 11		561,986.	740,401.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc					
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach sch) L-16b Stmt		5,250.	5,250.		
	c Other prof fees (attach sch) L-16c Stmt		175,000.	175,000.		
	17 Interest					
	18 Taxes (attach schedule)(see instrs) 990PF		2,129.			
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		286.	143.		143.
	22 Printing and publications					
	23 Other expenses (attach schedule) See Line 23 Stmt		115,440.	72,562.		3,950.
	24 **Total operating and administrative expenses.** Add lines 13 through 23		298,105.	252,955.		4,093.
	25 Contributions, gifts, grants paid		1,025,920.			1,025,920.
	26 **Total expenses and disbursements.** Add lines 24 and 25		1,324,025.	252,955.		1,030,013.
	27 Subtract line 26 from line 12:					
	a **Excess of revenue over expenses and disbursements**		-762,039.			
	b **Net investment income** (if negative, enter -0-)			487,446.		
	c **Adjusted net income** (if negative, enter -0-)					

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BAA For Paperwork Reduction Act Notice, see instructions.

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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		170,977.	170,977.
	2	Savings and temporary cash investments	2,483,040.	730,618.	730,618.
	3	Accounts receivable ► 565,948.			
		Less allowance for doubtful accounts ►	443,818.	565,948.	565,948.
	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 sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	7,618,519.	7,812,953.	8,363,088.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	5,479,259.	5,982,101.	7,841,330.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	16,024,636.	15,262,597.	17,671,961.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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	26,488.	26,488.	
	28	Paid-in or capital surplus, or land, building, and equipment fund	7,743,630.	7,707,108.	
	29	Retained earnings, accumulated income, endowment, or other funds	8,254,518.	7,529,001.	
	30	**Total net assets or fund balances** (see instructions)	16,024,636.	15,262,597.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,024,636.	15,262,597.	

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	16,024,636.
2	Enter amount from Part I, line 27a	2	-762,039.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,262,597.
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	15,262,597.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
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	5,344,092.		4,857,845.	486,247.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				486,247.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — 2 — 486,247.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	754,869.	16,716,119.	0.045158
2009	711,401.	15,286,195.	0.046539
2008	1,112,672.	18,706,034.	0.059482
2007	653,764.	21,820,667.	0.029961
2006	1,308,162.	21,945,043.	0.059611

2	**Total** of line 1, column (d)	2	0.240751
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	0.048150
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,532,254.
5	Multiply line 4 by line 3	5	844,178.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,874.
7	Add lines 5 and 6	7	849,052.
8	Enter qualifying distributions from Part XII, line 4	8	1,030,013.

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)

1 a 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 instrs) 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, column (b)			1	4,874.
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	4,874.
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	4,874.
6 Credits/Payments				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,320.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	8,820.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	1.
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	3,945.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 3,945. Refunded ►			11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ ________ **(2)** On foundation managers ► $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD - Maryland			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Matheys Lane Capital Management L.P. Telephone no ► (401) 262-4600

Located at ► One West Exchange Street 4th Floor Providence, RI ZIP + 4 ► 02903

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15

		Yes	No
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

		Yes	No
1 a 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)?	1 b		
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1 c		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 ► 20__ , 20__ , 20__ , 20__			
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)	2 b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a 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)*	3 b		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Anthony W. Deering One West Exchange 4th Fl Providence RI 02903	Chairman 1.00	0.	0.	0.
Kathryn Deering One West Exchange 4th Fl Providence RI 02903	President 1.00	0.	0.	0.
John Warren One West Exchange 4th Fl Providence RI 02903	Trustee 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	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				
0				
0				
0				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Matheys Lane Capital Management LP One West Exchange St. 4th Floor Providence RI 02903	Investment, Executive director	175,000.
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 None	0.
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	
2	
All other program-related investments See instructions 3	
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	7,780,595.
b	Average of monthly cash balances			1b	2,955,289.
c	Fair market value of all other assets (see instructions)			1c	7,063,359.
d	**Total** (add lines 1a, b, and c)			1d	17,799,243.
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	
3	Subtract line 2 from line 1d			3	17,799,243.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	266,989.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	17,532,254.
6	**Minimum investment return.** Enter 5% of line 5			6	876,613.

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	876,613.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,874.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,874.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	871,739.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	871,739.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	871,739.

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	1,030,013.
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	
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	1,030,013.
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	4,874.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,025,139.

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					871,739.
2 Undistributed income, if any, as of the end of 2011.					
a Enter amount for 2010 only				0.	
b Total for prior years. 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006	103,181.				
b From 2007	567,821.				
c From 2008	188,379.				
d From 2009	0.				
e From 2010	0.				
f **Total** of lines 3a through e		859,381.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 1,030,013.					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2011 distributable amount					859,381.
e Remaining amount distributed out of corpus		170,632.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,030,013.			
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					
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 instructions				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					12,358.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		103,181.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		926,832.			
10 Analysis of line 9					
a Excess from 2007	567,821.				
b Excess from 2008	188,379.				
c Excess from 2009	0.				
d Excess from 2010	0.				
e Excess from 2011	170,632.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** 'Assets' alternative test — enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

Anthony W Deering
Kathryn Deering

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

Anthony W Deering
Kathryn Deering

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.

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule attached MD 21202		Public	see attached	1,025,920.
Total			► 3a	1,025,920.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	136,328.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-60,589.	
8 Gain or (loss) from sales of assets other than inventory			14	486,247.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				561,986.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 561,986.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

▶ Signature of officer or trustee

10/22/12 Date

▶ Exec Director Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Joseph F. Cavagna	Cavagna CPA	10/13/12		P00210451

Firm's name ▶ Joseph F. Cavagna, CPA

Firm's EIN ▶

Firm's address ▶ 3902 Dance Mill Rd
Phoenix MD 211312116

Phone no (410) 592-2823

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2011

Name: The Charlesmead Foundation

Employer Identification Number: 52-1550204

Asset Information:

Description of Property: Public traded securities
Date Acquired: various
How Acquired: Purchased
Date Sold: 12/31/11
Name of Buyer:
Sales Price: 5,344,092.
Cost or other basis (do not reduce by depreciation): 4,857,845.
Sales Expense:
Valuation Method
Total Gain (Loss): 486,247.
Accumulation Depreciation

Description of Property
Date Acquired
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation.

Description of Property
Date Acquired
How Acquired
Date Sold
Name of Buyer:
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method:
Total Gain (Loss)
Accumulation Depreciation.

Description of Property
Date Acquired
How Acquired.
Date Sold
Name of Buyer:
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense.
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Description of Property
Date Acquired.
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Description of Property
Date Acquired
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Description of Property
Date Acquired.
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Description of Property:
Date Acquired
How Acquired
Date Sold
Name of Buyer
Sales Price
Cost or other basis (do not reduce by depreciation)
Sales Expense
Valuation Method
Total Gain (Loss)
Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Chesapeake Inv III LP	-21,869.	28,458.	
Matheys Lane Berkshire LLC	-20,344.	-20,956.	
Rex Adv Copley LLC	27,995.	27,730.	
Matheys Lane K VIII LLC	5,913.	9,665.	
Matheys Lane THL LLC	16,817.	16,817.	
Matheyl Lane Nautic VI LLC	579.	249.	
Matheys Lane Copley X LLC	38,215.	38,108.	
AWD Caves Inv LLC	-107,895.	17,755.	
Federal tax refund			
Total	-60,589.	117,826.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Postage & delivery	246.	123.		123.
Office supplies	387.	194.		193.
Bank & Broker fees	5,552.	5,552.		
Investment exp from partnerships	96,589.	57,661.		
Insurance	6,416.	3,208.		3,208.
Management fee	5,399.	5,399.		
Miscellaneous	851.	425.		426.
Total	115,440.	72,562.		3,950.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☐ Business ☐ Maron Deering One West Exchange 4th Fl Providence RI 02903	Trustee 1.00	0.	0.	0.
Person ☐ Business ☐ Spencer Deering One West Exchange 4th Fl Providence RI 02903	Trustee 1.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Joseph F Cavagna, C	Tax return preparation	5,250.			
Total		5,250.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Matheys Lane Capital	Investment Mgt, Exec D	175,000.			
Total		175,000.			

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Abaxis Inc 517 shares	17,739.	14,305.
Allscripts Healthcare Solutions 962 shs	9,926.	18,220.
American Express 1014 shs	40,327.	47,830.
ANSYS Inc 399 shares	16,293.	22,855.
Apple Inc 98 shares	24,053.	39,690.
Bank of America 700 shs	8,302.	3,892.
Carbo Ceramics 134 shares	18,430.	16,526.
Caterpillar 290 Shares	24,553.	26,274.
Celgene Corp 512 shs	24,416.	34,611.
Citigroup Inc 205 shs	8,446.	5,394.
Coca Cola 603 shs	26,098.	42,192.
CSX Corp 2432 shares	31,648.	51,218.
Dicks Sporting Goods 595 shs	12,768.	21,944.
EMC Corp 1245 shs	23,312.	26,817.
FEI Co 611 shares	13,483.	24,917.
FLIR Systems 611 shs	17,944.	15,318.
Franklin Resource 416 shs	29,698.	39,961.
General Electric 2740 shs	31,592.	49,073.
General Mills 1042 shs	27,290.	42,107.
Google Inc 84 shs	46,516.	54,255.
Hunt JB Transport 1206 shares	32,228.	54,354.
iShares S&P 500 Growth Index 12697 shs	679,397.	856,159.
iShares S&P Value Index 1355 shs	85,094.	78,360.
J P Morgan Chase 849 shs	32,210.	28,229.
Kellogg 640 shs	28,416.	32,365.
Legg Mason 300 shs	9,315.	7,215.
MedAssets Inc 1725 shs	31,136.	15,956.
Oracle Corp 567 shares	11,110.	14,544.
Parexel International 1443 shares	35,161.	29,928.

Form 990-PF, Page 2, Part II, Line 10b Continued
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Pepsico 559 shs	30,203.	37,090.
Quanta Services 1092 shares	24,149.	23,522.
T Rowe Price Equity Income Fd 6934.566 shs	104,884.	159,911.
Texas Instruments 500 shs	14,045.	14,555.
Time Warner 1167 shares	29,416.	42,175.
Tractor Supply Co 200 shs	3,467.	14,030.
Transocean Inc 512 shares	37,291.	19,655.
Trimble Navigation 448 shares	19,227.	19,443.
Verizon Communications 1008 shares	28,689.	40,441.
Wal Mart Stores 599 shs	28,536.	35,796.
Wells Fargo 350 shs	8,614.	9,646.
iShares S&P Midcap 400 Index 2650 shares	207,946.	232,167.
ishares Russell 2000 Index 5475 shares	381,115.	403,781.
Vanguard Tax-Managed International 22299.503 shares	188,960.	218,308.
iShares MSCI Emerging Market 1345 shares	41,480.	51,029.
SPDR S&P Emerging Middle East 2692 shares	134,039.	168,923.
T Rowe Price Emerging Markets 3820.621 shares	81,760.	108,926.
T Rowe Price Global Stock 13642.564 shares	215,220.	216,371.
Artisan Mid-Cap Value Fund 13154.05 shares	266,045.	259,135.
Columbia Acorn International Fd 4812.379 shares	168,000.	165,113.
Fidelity Capitaland Income Fd 18176.422 shares	160,030.	157,590.
Harding Loevner International Equity 7752.61 shs	104,030.	103,575.
Oakmark International Fd 12802.32 shares	211,000.	211,878.
Ivy Mid Cap Growth Fd 17538.942 shares	298,045.	300,968.
Matthews Asia Dividend Fd 18294.279 shares	230,000.	228,313.
Matthews Pacific Tiger Fd 7370.595 shares	152,000.	149,844.
Matthews Asian Growth & Income Fd 9274.778 shares	149,000.	139,771.
Matthews Korea Fd 11709.602 shares	50,000.	53,747.
T Rowe Price Global Technology 16996.427 shs	160,000.	152,118.
Primecap Odyssey Stock Fd 24715.356	341,045.	352,935.
Principal Equity Income Fd 17174.07 shares	290,045.	306,214.
Royce Low-Priced Stock Fd 13873.407 shares	219,000.	198,528.
Royce Opportunity Fd 21917.749 shs	215,045.	226,191.
Vanguard High Yield Corp Bond Fd 87827.026 shs	494,075.	499,736.
Vanguard Intermediate Term Bond Fd 64539.078 shs	652,075.	644,745.
Vanguard Short Term Investment Grade Fd 20403.234 shs	218,075.	217,090.
Yackman Fund 11937.335 shares	203,045.	209,023.
Ishares Inc MSCI Brazil Free Index 865 shs	53,618.	49,642.
JPMorgan Chase Alerian MLP Index 2355 shares	83,968.	91,774.
Market Vectors TR Oil Svcs ETF 1000 shares	118,870.	114,880.
Total	7,812,953.	8,363,088.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Chesapeake Investments III LP	344,269.	472,349.
Thirteen Partners Offshore Fund	2,000,000.	2,424,109.

Form 990-PF, Page 2, Part II, Line 13 Continued

L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
Matheys Lane Berkshire Investors	889,938.	1,171,825.
Rex Adv Copley Investors	300,146.	289,482.
Matheys Lane THL Investors	242,146.	267,694.
AWD Caves Investors	868,658.	1,825,605.
Matheys Lane Copley X Investors	896,124.	898,519.
Mathleys Lane K VIII Investors	145,871.	171,865.
Matheys Lane Nautic VI Investors	292,787.	317,720.
Matheys Lane Copley Asia II	2,162.	2,162.
Total	5,982,101.	7,841,330.

THE CHARLESMEAD FOUNDATION
990PF 12/31/11
Grants

Organization	City and State	Purpose		Paid in 2011
ACLU Foundation of MD (Am Civil Liberties Union of M	Baltimore, MD 21211	Donee's exempt function	$	10,000
ACLU Foundation of MD (Am Civil Liberties Union of M	Baltimore, MD 21211	Donee's exempt function	$	5,000
American Cancer Society (2011)	Philadelphia, PA 19103	Donee's exempt function	$	2,000
American Cancer Society (2011)	Philadelphia, PA 19103	Donee's exempt function	$	2,000
Arts Education in MD Schools Alliance (AEMS) (2011)	Baltimore, MD 21230	Donee's exempt function	$	5,000
Arts & Sciences FDN (UNC) (Spencer 2011)	Chapel Hill, NC 27514	Donee's exempt function	$	2,000
Assoc of Balt Area Grantmakers (ABAG) (2011)	Baltimore, MD 21202	Donee's exempt function	$	3,200
Baltimore Chamber Jazz Society (2011)	Baltimore, MD 21218	Donee's exempt function	$	250
Baltimore City Fdn/ACCE (2011)	Baltimore, MD 21202	Donee's exempt function	$	1,000
Baltimore Clayworks (2011)	Baltimore, MD 21209	Donee's exempt function	$	5,000
Baltimore Community Foundation (2011-2015)	Baltimore, MD 21202	Donee's exempt function	$	500
Baltimore Community Foundation (2011)	Baltimore, MD 21202	Donee's exempt function	$	1,000
Baltimore Council on Foreign Affairs (2011)	Baltimore, MD 21202	Donee's exempt function	$	2,000
Baltimore Curriculum Project (2011)	Baltimore, MD 21224	Donee's exempt function	$	5,000
Baltimore Museum of Art (2011-2014)	Baltimore, MD 21218	Donee's exempt function	$	25,000
Baltimore Museum of Art (2011)	Baltimore, MD 21218	Donee's exempt function	$	10,000
Baltimore Museum of Art (2011)	Baltimore, MD 21218	Donee's exempt function	$	1,000
Baltimore Police Foundation (2011)	Baltimore, MD 21202	Donee's exempt function	$	10,000
Baltimore School for the Arts (2008-2011)	Baltimore, MD 21201	Donee's exempt function	$	10,000
Baltimore School for the Arts (2011)	Baltimore, MD 21201	Donee's exempt function	$	2,500
Baltimore School for the Arts (Jack 2011)	Baltimore, MD 21201	Donee's exempt function	$	2,500
Baltimore Symphony Orchestra (2011)	Baltimore, MD 21204	Donee's exempt function	$	1,000
Baltimore Symphony Orchestra (2011)	Baltimore, MD 21204	Donee's exempt function	$	10,000
Baltimore Youth Alliance (2011)	Baltimore, MD 21239	Donee's exempt function	$	2,000
Buist Academy for Advanced Studies (Spencer 2011)	Charleston, SC 29401	Donee's exempt function	$	5,000
Camp Blue Skies Foundation (2011)	Lake Forest, IL 60045	Donee's exempt function	$	2,000
Center for Urban Families (2010-2011)	Baltimore, MD 21217	Donee's exempt function	$	50,000
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	25,000
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	10,000
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	8,550
Center Stage (2007-2011)	Baltimore, MD 21202	Donee's exempt function	$	100,000
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	4,000
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	5,000
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	8,550
Center Stage (2011)	Baltimore, MD 21202	Donee's exempt function	$	25,000
Center Stage (Jack 2011)	Baltimore, MD 21202	Donee's exempt function	$	1,000
Charleston Collegiate School (Spencer 2011)	John's Island, SC 29455	Donee's exempt function	$	1,000
Charleston Parks Conservancy (Spencer 2011)	Charleston, SC 29413	Donee's exempt function	$	2,500
Child Mind Institute (2011)	New York, NY 10022	Donee's exempt function	$	5,000
Duke of Edinburgh's Award (2011)	Washington, DC 20005	Donee's exempt function	$	5,000
Dyslexia Tutoring Program (2011)	Baltimore, MD 21211	Donee's exempt function	$	3,000
Education & Hope (Heather 2011)	Norwalk, CT 06856	Donee's exempt function	$	1,000
Environment & Human Health (Maron 2011)	North Haven, CT 06473	Donee's exempt function	$	4,000
Everyman Theatre (2011-2012)	Baltimore, MD 21201	Donee's exempt function	$	30,000
Everyman Theatre (2011)	Baltimore, MD 21201	Donee's exempt function	$	2,500
Everyman Theatre (Jack 2011)	Baltimore, MD 21201	Donee's exempt function	$	1,000
Family Service of Rhode Island (Heather 2011)	Providence, RI 02906	Donee's exempt function	$	2,500
Family Tree (The) (2011)	Baltimore, MD 21218	Donee's exempt function	$	2,500
Family Tree (The) (2011)	Baltimore, MD 21218	Donee's exempt function	$	2,500
FreeState Legal Project, Inc (2010-2011)	Baltimore, MD 21201	Donee's exempt function	$	3,000
FreeState Legal Project, Inc (Maron 2010-2011)	Baltimore, MD 21201	Donee's exempt function	$	2,000
Friends School of Baltimore (2006-2018)	Baltimore, MD 21210	Donee's exempt function	$	70,000
Gaillard Performance Hall Foundation (Spencer 2011)	Charleston, SC 29401	Donee's exempt function	$	2,500
Hampden Family Center (2010-2011)	Baltimore, MD 21211	Donee's exempt function	$	5,000
H O P E (For All) (2011)	Linthicum Heights, MD 21090	Donee's exempt function	$	1,000
HopeWell Cancer Support (2009-2011)	Brooklandville, MD 21022	Donee's exempt function	$	3,000
Interstitial Cystitis Assoc (Jack 2011)	Baltimore, MD 21297	Donee's exempt function	$	8,000
JHU Berman Institute of Bioethics (2006-2016)	Baltimore, MD 21205	Donee's exempt function	$	200,000
JHU Berman Institute of Bioethics (2011)	Baltimore, MD 21205	Donee's exempt function	$	20,000
JHU Berman Institute of Bioethics (2011)	Baltimore, MD 21205	Donee's exempt function	$	15,000
JHU Peabody (2011)	Baltimore, MD 21202	Donee's exempt function	$	10,000
JHU Peabody (2011)	Baltimore, MD 21202	Donee's exempt function	$	5,000
JHU President's Office (2011)	Baltimore, MD 21218	Donee's exempt function	$	10,000
JHU President's Office (2011)	Baltimore, MD 21218	Donee's exempt function	$	10,000
Johns Hopkins Bloomberg School of Public Health (2011)	Baltimore, MD 21205	Donee's exempt function	$	2,500
Joseph Richey Hospice (2011)	Baltimore, MD 21201	Donee's exempt function	$	1,000
Judi & Steve Fader Family Foundation (2011)	Baltimore, MD 21208	Donee's exempt function	$	10,000
Kennedy Krieger Foundation (2011)	Baltimore, MD 21205	Donee's exempt function	$	1,000
KIPP Ujima Village Academy (Heather 2011)	Baltimore, MD 21209	Donee's exempt function	$	10,000
Lambda Legal (Maron 2011)	New York, NY 10005	Donee's exempt function	$	7,000
Learning Inc (2011)	Baltimore, MD 21211	Donee's exempt function	$	2,500
Maryland Art Place (2011)	Baltimore, MD 21202	Donee's exempt function	$	2,500
Maryland Citizens for the Arts (2011)	Baltimore, MD 21211	Donee's exempt function	$	5,500
Maryland Citizens for the Arts (2011)	Baltimore, MD 21211	Donee's exempt function	$	5,500
Maryland Film Festival (2011)	Baltimore, MD 21202	Donee's exempt function	$	1,620
Maryland Institute College of Art (2011)	Baltimore, MD 21217	Donee's exempt function	$	5,000
MUSC Children's Hospital Fund (Spencer 2011)	Charleston, SC 29425	Donee's exempt function	$	5,000
National MS Society - MD Chapter (2011)	Timonium, MD 21093	Donee's exempt function	$	500
NCADD - Maryland (2011)	Baltimore, MD 21230	Donee's exempt function	$	500
Planned Parenthood Federation of America (Maron 2011)	New York, NY 10001	Donee's exempt function	$	7,000
Providence Children's Museum (Heather 2011)	Providence, RI 02903	Donee's exempt function	$	1,000
Roger Williams Park Zoo (Heather 2011)	Providence, RI 02907	Donee's exempt function	$	1,000
San Miguel School (Heather 2011)	Providence, RI 02904	Donee's exempt function	$	4,500
Shriver Hall Concert Series (Jack 2011)	Baltimore, MD 21218	Donee's exempt function	$	5,000
Single Carrot Theatre (2011)	Baltimore, MD 21203	Donee's exempt function	$	1,000
St Ignatius Loyola Academy (2011 - Final Year of Support	Baltimore, MD 21202	Donee's exempt function	$	8,000
St John's College (2011)	Annapolis, MD 21404	Donee's exempt function	$	2,500
Stocks in the Future (2011)	Baltimore, MD 21218	Donee's exempt function	$	3,000
Swim Across America (2011)	Boston, MA 02110	Donee's exempt function	$	5,000
Teach for America Baltimore (Jack 2011)	Baltimore, MD 21218	Donee's exempt function	$	2,500
Theatre Communications Group (2011)	New York, NY 10138	Donee's exempt function	$	5,000
Theatre Communications Group (2011)	New York, NY 10138	Donee's exempt function	$	5,000
Theatre Communications Group (2011)	New York, NY 10138	Donee's exempt function	$	5,000
Towson University Foundation (2011)	Towson, MD 21252	Donee's exempt function	$	250
UMBC Foundation (2010-2013)	Baltimore, MD 21249	Donee's exempt function	$	25,000
UMBC Foundation (2006-2011)	Baltimore, MD 21249	Donee's exempt function	$	30,000
UNC Chapel Hill (Spencer 2011)	Chapel Hill, NC 27514	Donee's exempt function	$	2,000
United Way of Central Maryland (2011)	Baltimore, MD 21203	Donee's exempt function	$	10,000
Walters Art Museum (2011)	Baltimore, MD 21201	Donee's exempt function	$	1,000
Walters Art Museum (2011)	Baltimore, MD 21201	Donee's exempt function	$	2,500
Wharton University of PA (2011)	Philadelphia, PA 19104	Donee's exempt function	$	10,000
Woodrow Wilson Center (2011)	Baltimore, MD 21218	Donee's exempt function	$	15,000
WYPR (2011)	Baltimore, MD 21218	Donee's exempt function	$	500
TRF Development Partners (2011-2013)	Philadelphia, PA 19103	Donee's exempt function	$	25,000
TOTAL GRANTS			$	1,025,920

Form 8868 (Rev 1-2012) The Charlesmead Foundation 52-1550204 Page 2

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► ☒

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the extended due date for filing the return See instructions

Name of exempt organization or other filer, see instructions: The Charlesmead Foundation

Employer identification number (EIN) or: ☒ 52-1550204

Number, street, and room or suite number If a P O box, see instructions: c/o Matheys Lane Cap Mgt One West Exchange St, #4th Floor

Social security number (SSN): ☐

City, town or post office, state, and ZIP code For a foreign address, see instructions: Providence RI 02903

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in care of ► Matheys Lane Capital Management L.P.
  Telephone No ► (401) 262-4600 FAX No ► (401) 421-1177
- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► ☐ If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for

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

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

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

7 State in detail why you need the extension The Foundation has investments in several partnerships which have investment income. The tax information for 2011 has not yet been received.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 8,820.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 8,820.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ► Title ► Date ►

Filed by certified mail prior to August 15, 2012. Reply not yet received