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

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation
The Charlesmead Foundation

A Employer identification number
52-1550204

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

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

City or town
Providence

State RI ZIP code 02903

C If exemption application is pending, check here ► ☐

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

D 1 Foreign organizations, check here ► ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 18,555,848.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	200,945.	200,945.		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10	256,592.	L-6a Stmt		
b Gross sales price for all assets on line 6a 914,230.				
7 Capital gain net income (from Part IV, line 2)		256,592.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	163,014.	247,296.		
12 **Total.** Add lines 1 through 11	620,551.	704,833.		
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	5,500.	5,500.		
c Other prof fees (attach sch) L-16c Stmt	175,000.	175,000.		
17 Interest				
18 Taxes (attach schedule)(see instrs) 990PF	11,000.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	792.	396.		396.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	161,816.	107,386.		3,191.
24 **Total operating and administrative expenses.** Add lines 13 through 23	354,108.	288,282.		3,587.
25 Contributions, gifts, grants paid	227,270.			227,270.
26 **Total expenses and disbursements.** Add lines 24 and 25	581,378.	288,282.		230,857.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	39,173.			
b **Net investment income** (if negative, enter -0-)		416,551.		
c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	170,977.	378,177.	37,817.
	2 Savings and temporary cash investments	730,618.	631,226.	631,226.
	3 Accounts receivable ► 461,471.			
	Less allowance for doubtful accounts ►	565,948.	461,471.	461,471.
	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	7,812,953.	7,733,870.	9,106,407.
	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	5,982,101.	6,097,026.	8,318,927.
	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)	15,262,597.	15,301,770.	18,555,848.
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 ► X 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	7,707,108.	8,291,040.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,529,001.	6,984,242.	
	30 **Total net assets or fund balances** (see instructions)	15,262,597.	15,301,770.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	15,262,597.	15,301,770.	

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	15,262,597.
2	Enter amount from Part I, line 27a	2	39,173.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	15,301,770.
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	15,301,770.

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	Publically 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	914,230.		657,638.	256,592.
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				256,592.
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	256,592.
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))
2011	1,025,139.	17,532,254.	0.058472
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

2	**Total** of line 1, column (d)	2	0.239612
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	0.047922
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,175,904.
5	Multiply line 4 by line 3	5	871,026.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,166.
7	Add lines 5 and 6	7	875,192.
8	Enter qualifying distributions from Part XII, line 4	8	230,857.

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			1	8,331.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	8,331.
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	8,331.
6 Credits/Payments				
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	7,445.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,555.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	15,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	6,669.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 6,669.	**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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► 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 2012, 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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	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				

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	8,875,735.
b	Average of monthly cash balances	1b	1,113,382.
c	Fair market value of all other assets (see instructions)	1c	8,463,577.
d	**Total** (add lines 1a, b, and c)	1d	18,452,694.
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	18,452,694.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	276,790.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,175,904.
6	**Minimum investment return.** Enter 5% of line 5	6	908,795.

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	908,795.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,331.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,331.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	900,464.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	900,464.
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	900,464.

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	230,857.
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	230,857.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	230,857.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					900,464.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				12,358.	
b Total for prior years: 20 ___, 20 ___, 20 ___					
3 Excess distributions carryover, if any, to 2012					
a From 2007	567,821.				
b From 2008	188,379.				
c From 2009	0.				
d From 2010	0.				
e From 2011	170,632.				
f **Total** of lines 3a through e		926,832.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 230,857.					
a Applied to 2011, but not more than line 2a				12,358.	
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 2012 distributable amount					218,499.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		681,965.			681,965.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		244,867.			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
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 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		244,867.			
10 Analysis of line 9					
a Excess from 2008	74,235.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	170,632.				
e Excess from 2012	0.				

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 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 or e-mail 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	227,270.
Total			► 3a	227,270.
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	200,945.	
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	163,014.	
8 Gain or (loss) from sales of assets other than inventory			14	256,592.	
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)				620,551.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 620,551.

(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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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] 10/21/13 ▶ Executive Director

Signature of officer or trustee | Date | 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	[signature] CPA	10/10/13		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

2012

Name: The Charlesmead Foundation

Employer Identification Number: 52-1550204

Asset Information:

Description of Property: Publically traded securities
Date Acquired: 01/02/10 How Acquired: Purchased
Date Sold: 12/31/12 Name of Buyer:
Sales Price: 914,230. Cost or other basis (do not reduce by depreciation): 657,638.
Sales Expense: Valuation Method:
Total Gain (Loss): 256,592. 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	-7,524.	67,877.	
Matheys Lane Berkshire LLC	111,068.	110,107.	
Rex Adv Copley LLC	34,921.	28,658.	
Matheys Lane K VIII LLC	-3,469.	1,777.	
Matheys Lane THL LLC	15,999.	15,999.	
Matheyl Lane Nautic VI LLC	11,610.	7,142.	
Matheys Lane Copley X LLC	-18,608.	-18,613.	
AWD Caves Inv LLC	9,885.	24,829.	
CVP Towson Row	-382.	6.	
Matheys Copley Asia II	1.	1.	
Interest on PRI Loan	9,513.	9,513.	
Total	163,014.	247,296.	

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
Office supplies	2,103.	1,052.		1,051.
Bank & Broker fees	11,223.	11,223.		
Investment exp from partnerships	122,768.	71,529.		
Insurance	4,041.	2,020.		2,021.
Management fee	21,442.	21,442.		
Miscellaneous	239.	120.		119.
Total	161,816.	107,386.		3,191.

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	5,500.	5,500.		
Total		5,500.	5,500.		

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.	175,000.		
Total		175,000.	175,000.		

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
American Express 864.0 shares	34,361.	49,663.
Bank Amer CorpvCom 600 shares	7,116.	6,966.
CSX Corporation 2082 shares	27,094.	41,078.
Citigroup Inc Com 175 shares	7,210.	6,923.
Coca Cola Company 1006 shares	21,770.	36,468.
Franklin Resources Inc 366 shares	26,128.	46,006.
General Electric Co 2340 shares	26,980.	49,117.
General Mills Inc 892 shares	23,361.	36,055.
Google Inc 20 shares	12,160.	14,148.
Kellogg Co 540 shares	23,976.	30,159.
Texas Instruments 400 shares	11,236.	12,356.
Time Warner Inc 967 shares	24,375.	46,252.
Verizon Communications 858 shares	24,420.	37,126.
Wal Mart Stores 499 shares	23,772.	34,047.
Wells Fargo & Co 300 shares	7,383.	10,254.
Ares Cap Corp 4200 shares	69,174.	73,500.
T Rowe Price Equity Income 6077.517 shares	114,877.	160,750.
T Rowe Price Global Stock 11804.312 shares	154,290.	215,901.
T Rowe Price Emerging Markets 2881.862 shares	70,146.	98,156.
Vanguard Tax- Managed 19593.745 shares	166,588.	220,626.
Ishares TR MSCI Emerging MKTS 895 shares	27,602.	39,693.
Ishares TR S&P 500 Growth Index 10847 shares	573,188.	821,552.
Ishares TR S&P 500 Value Index 1155 shares	72,534.	76,680.
Ishares TR Core S&P Mid Cap 2250 shares	176,558.	228,825.
Ishares TR Russell 2000 Index 4675 shares	325,427.	394,186.
SPDR Index SHS FDS S&P Emerging Middle 2142 shares	106,367.	158,315.
Artisan Mid Cap Value 14314.681 shares	291,060.	297,602.
Columbia Acorn International Fund 5067.546 shares	178,000.	206,959.
Fidelity Small Cap Discovery Fund 5280.528 shares	128,015.	127,102.

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
Fidelity Capital and Income Fund 18176.422 shares	160,030.	172,676.
Harding Loevner International 12020.903 shares	167,060.	191,613.
The Oakmark International Fund 13241.554 shares	219,504.	277,146.
Hennessy Small Cap Financial Fund 11282.468 shares	139,015.	140,805.
Ivy Mid Cap Growth Fund Class I 18414.328 shares	315,060.	356,501.
Yacktman Fund Service Class 11937.335 shares	203,045.	228,242.
Matthews Asia Dividend 16300.332 shares	204,258.	237,496.
Matthews Pacific Tiger Fund 7763.180 shares	160,759.	189,499.
Matthews Asian Growth and Income 8386.278 shares	134,066.	155,985.
T Rowe Price Global Technology 16996.427 shares	160,000.	172,004.
Primecap Odyssey Stock Fund 12311.264 shares	163,385.	196,734.
Principal Equity Income Fund Class I 17174.070 shares	290,045.	335,410.
T Rowe Price Latin America 2797.572 shares	106,000.	106,420.
Royce Opportunity Fund 26488 shares	265,060.	316,533.
Vanguard High Yield Corporate Bond Fund 89536.428 shares	504,100.	547,068.
Vanguard Intermediate Term 45360.996 shares	457,568.	468,125.
Vanguard Short Term Investment Grade 42986.877 shares	461,100.	465,548.
JP MOrgan Chase & Co Alerian MLP Index 2355 shares	83,968.	90,573.
Market Vectors ETF TR Oil Svcs 3000 shares	118,870.	115,890.
SPDR S&P 500 ETF TR TR Unit 1380 shares	195,423.	196,526.
Michael Kors Hldgs LTD 392 shares	20,985.	20,004.
Transocean LTD Zug Namen AKT 512 shares	37,291.	22,866.
Allscripts Healthcare Solutions 1997 shares	21,388.	18,812.
Ansys Inc Com 269 shares	11,264.	18,114.
Apple Inc Com 81 shares	23,399.	43,106.
Carbo Ceramics Inc Com 233 shares	27,324.	18,253.
Caterpillar Inc 323 shares	27,691.	28,944.
Celgene Corp 478 shares	22,737.	37,509.
Dicks Sporting Goods Inc 328 shares	6,208.	14,921.
EMC Corp Com 1027 shares	19,383.	25,983.
FEI Company Common 350 shares	8,901.	19,415.
Gilead Sciences INc 306 shares	22,987.	22,476.
Google Inc 51 shares	27,498.	36,076.
Lululemon Athletica Inc Com 246 shares	14,812.	18,753.
Medassets Inc Com 1166 shares	17,718.	19,554.
Monsanto Co New Com 194 shares	17,846.	18,362.
Parexel Intl Corp Com 574 shares	13,417.	16,985.
Pultegroup Inc Com 1340 shares	11,094.	24,334.
Qualcomm Inc 376 shares	25,129.	23,259.
Quanta Svcs Inc 1161 shares	25,752.	31,684.
Shire Plc Spons ADR 209 shares	20,396.	19,266.
Tractor Supply Co 226 shares	7,501.	19,969.
Trimble Nav Ltd 396 shares	16,995.	23,673.
Visa Inc Com CL A 177 shares	22,670.	26,830.
Total	7,733,870.	9,106,407.

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
CVP Toston Row	119,549.	120,000.
Chesapeake Investments III LP	273,686.	409,635.
Thirteen Partners Offshore Fund	2,000,000.	2,602,987.
Matheys Lane Berkshire Investors	687,526.	977,181.
Rex Adv Copley Investors	300,167.	333,052.
Matheys Lane THL Investors	249,686.	270,945.
AWD Caves Investors	747,828.	1,728,376.
Matheys Lane Copley X Investors	1,062,174.	1,125,673.
Mathleys Lane K VIII Investors	224,044.	257,587.
Matheys Lane Nautic VI Investors	343,251.	406,000.
Matheys Lane Copley Asia II	89,115.	87,491.
Total	6,097,026.	8,318,927.

THE CHARLESMEAD FOUNDATION

Organization		Paid in 2012	Purpose	City and State
American Cancer Society (2012)	$	1,000	Unrestricted	Corpus Christi, TX
American Visionary Art Museum (2012)	$	1,000	Unrestricted	Baltimore, MD 21230
Association of Baltimore Area Grantmakers (ABAG) (2012)	$	500	Unrestricted	Baltimore, MD 21202
Baltimore Choral Arts Society (2012)	$	1,000	Unrestricted	Baltimore, MD 21217
Baltimore Clayworks (2012)	$	5,000	Unrestricted	Baltimore, MD 21209
Baltimore Community Foundation (2011-2015)	$	500	Unrestricted	Baltimore, MD 21202
Baltimore Community Foundation (2012)	$	1,000	Unrestricted	Baltimore, MD 21202
Baltimore Museum of Art (2011-2014)	$	25,000	Unrestricted	Baltimore, MD 21218
Baltimore School for the Arts (2012)	$	1,000	Unrestricted	Baltimore, MD 21201
Baltimore Youth Alliance (2012)	$	2,000	Unrestricted	Baltimore, MD 21239
Caves Valley Golf Club Foundation (2012)	$	24,000	Unrestricted	Owings Mills, MD 21117
Child Mind Institute (2012)	$	10,000	Unrestricted	New York, NY 10022
Children's Hospital Boston (2012)	$	5,000	Unrestricted	Boston, MA 02215
Everyman Theatre (2011-2012)	$	20,000	Unrestricted	Baltimore, MD 21201
Everyman Theatre (2012)	$	2,500	Unrestricted	Baltimore, MD 21201
JHU Peabody (2012)	$	1,000	Unrestricted	Baltimore, MD 21202
JHU Plastic & Reconstructive Surgery (2012)	$	10,000	Unrestricted	Baltimore, MD 21201
JHU Schnydman Scholarship Fund (2012)	$	15,000	Unrestricted	Baltimore, MD 21218
Johns Hopkins Bayview Medical Center (2012)	$	10,000	Unrestricted	Baltimore, MD 21224
Joseph Richey Hospice (2012)	$	500	Unrestricted	Baltimore, MD 21201
Joseph Richey Hospice (2012)	$	1,000	Unrestricted	Baltimore, MD 21201
Legal Aid Society (2012)	$	1,000	Unrestricted	New York, NY 10038
Maryland Art Place (2012)	$	1,000	Unrestricted	Baltimore, MD 21202
Maryland Citizens for the Arts (2012)	$	5,000	Unrestricted	Baltimore MD 21211
Maryland Citizens for the Arts (2012)	$	5,000	Unrestricted	Baltimore MD 21211
Maryland Film Festival (2012)	$	1,620	Unrestricted	Baltimore, MD 21202
Maryland Institute College of Art (2012)	$	5,000	Unrestricted	Baltimore, MD 21217-4191
Mid Atlantic Arts Foundation (2012)	$	500	Unrestricted	Baltimore, MD 21201
Movember (2013)	$	1,000	Unrestricted	Venice, CA 90294
National Center for Family Philanthropy (2012)	$	400	Unrestricted	Washington, DC 20036
National MS Society - Blue Ridge Chapter (2012)	$	250	Unrestricted	Charlottesville, VA 22903
Outward Bound (2012)	$	1,000	Unrestricted	Baltimore, MD 21207
SEED School of MD (2012)	$	2,500	Unrestricted	Baltimore, MD 21223
Shriver Hall Concert Series (2012)	$	1,000	Unrestricted	Baltimore, MD 21218
Single Carrot Theatre (2012)	$	1,000	Unrestricted	Baltimore, MD 21203
Stocks in the Future (2012 - Final Year of Support)	$	3,000	Unrestricted	Baltimore, MD 21218
The Intersection (2012)	$	1,000	Unrestricted	Baltimore, MD 21218
Theatre Communications Group (2012)	$	2,500	Unrestricted	New York, NY 10018
TRF Development Partners (2011-2013)	$	25,000	Unrestricted	Philadelphia, PA 19103
UMBC Foundation (2010-2013)	$	25,000	Unrestricted	Baltimore, MD 21249
UMBC Foundation (2012)	$	5,000	Unrestricted	Baltimore, MD 21249
Walters Art Museum (2012)	$	2,500	Unrestricted	Baltimore, MD 21201
TOTAL GRANTS	**$**	**227,270**		

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

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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	The Charlesmead Foundation	52-1550204
File by the extended due date for filing your return See instructions.	Number, street, and room or suite number. If a P O box, see instructions.	Social security number (SSN)
	c/o Matheys Lane Cap Mgt One West Exchange St, #4th Floor	
	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 13.

5 For calendar year 2012, 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 2012 will not be available until September 2013

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	$ 15,000.
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	$ 15,000.
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 ►

The original was filed by certified mail prior to August 15, 2013. Reply has not yet been received.