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

Department of the Treasury  
Internal Revenue Service

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

**Open to Public Inspection**

For calendar year **2012** or tax year beginning **10/01, 2012**, and ending **09/30, 2013**

POSTMARK DATE FEB 10 2014 ENVELOPE

Name of foundation <b>TR U/A CHARLES BLAKE CHAR TRUST</b>		<b>A</b> Employer identification number <b>56-6431308</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 40200, FL9-100-10-19</b>		<b>B</b> Telephone number (see instructions) <b>877- 446-1410</b>						
City or town, state, and ZIP code <b>JACKSONVILLE, FL 32203.0200</b>								
<b>G</b> Check all that apply. <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>D 2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60 month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
<b>H</b> Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,799,221.</b>		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)						

SCANNED FEB 10 2014

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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities		27,584.	27,043.		STMT 1
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		471,759.			
<b>b</b> Gross sales price for all assets on line 6a <b>2,182,176.</b>					
<b>7</b> Capital gain net income (from Part IV, line 2)			471,759.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)		61.	13.		STMT 4
<b>12 Total. Add lines 1 through 11</b>		499,404.	498,815.		
<b>13</b> Compensation of officers, directors, trustees, etc		20,583.	12,350.		8,233.
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule) STMT 5		950.	NONE	NONE	950.
<b>c</b> Other professional fees (attach schedule)					
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) STMT 6		452.	452.		
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) STMT 7		89.	259.		
<b>24 Total operating and administrative expenses</b>					
Add lines 13 through 23		22,074.	13,061.	NONE	9,183.
<b>25</b> Contributions, gifts, grants paid		109,212.			109,212.
<b>26 Total expenses and disbursements. Add lines 24 and 25</b>		131,286.	13,061.	NONE	118,395.
<b>27 Subtract line 26 from line 12</b>					
<b>a</b> Excess of revenue over expenses and disbursements		368,118.			
<b>b</b> Net investment income (if negative, enter -0-)			485,754.		
<b>c</b> Adjusted net income (if negative, enter -0-)					

NE 7 P

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	280,638.	28,167.	28,167.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . <b>STMT 8</b>	1,092,951.	1,594,110.	1,625,252.
	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) . . . . .	17,303.	145,426.	145,802.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,390,892.	1,767,703.	1,799,221.	
Liabilities	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31</b>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	1,390,892.	1,390,892.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds . . . . .		376,811.		
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,390,892.	1,767,703.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,390,892.	1,767,703.		

**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	1,390,892.
2 Enter amount from Part I, line 27a . . . . .	2	368,118.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	3	9,531.
4 Add lines 1, 2, and 3 . . . . .	4	1,768,541.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 10</b>	5	838.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,767,703.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Cö)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b OTHER GAINS AND LOSSES</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 1,879,207.		1,402,694.	476,513.			
<b>b</b> 302,821.		307,575.	-4,754.			
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
<b>a</b>			476,513.			
<b>b</b>			-4,754.			
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> 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 }		<b>2</b>	471,759.		
<b>3</b> 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			<b>3</b>			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	111,611.	1,687,754.	0.066130
2010	77,750.	1,732,964.	0.044865
2009	69,596.	1,564,757.	0.044477
2008	98,714.	1,400,708.	0.070474
2007	107,544.	2,031,979.	0.052926
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.278872
<b>3</b> 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			<b>3</b> 0.055774
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 1,733,081.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 96,661.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 4,858.
<b>7</b> Add lines 5 and 6			<b>7</b> 101,519.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 118,395.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount to be credited to 2013 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, unreported activities, changes in governing instruments, unrelated business income, tax return filing, liquidation, requirements of section 508(e), assets, states reported to, and substantial contributors.

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 BANK OF AMERICA, NA Telephone no (877) 446-1410
Located at PO BOX 40200, FL 9-100-10-19, JACKSONVILLE, FL ZIP+4 32203-0200
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
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 Yes No 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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X 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) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b 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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here  Yes  No

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
BANK OF AMERICA, N.A. P O BOX 40200 - FL9-100-10-19, JACKSONVILLE, FL 32203	TRUSTEE 01	20,583.	-0-	-0-

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

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

Total number of other employees paid over \$50,000  Yes  No **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
NONE		NONE
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,690,671.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	68,802.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,759,473.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,759,473.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	26,392.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,733,081.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	86,654.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	86,654.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	4,858.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,858.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	81,796.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	81,796.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	81,796.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	118,395.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	118,395.
<b>5</b>	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)	<b>5</b>	4,858.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	113,537.

**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 . . . . .				81,796.
2 Undistributed income, if any, as of the end of 2012			49,276.	
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 118,395.			49,276.	
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				69,119.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				12,677.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

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

Table with 5 main columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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).

N/A

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

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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
<b>a Paid during the year</b>				
HARVARD UNIVERSITY 124 MOUNT AUBURN ST CAMBRIDGE MA 02138-5813	NONE	PC	UNRESTRICTED GENERAL SUPPORT	18,202.
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON MA 02114-1099	NONE	PC	UNRESTRICTED GENERAL SUPPORT	18,202.
ASSN OF FIELD ORNITHOLOGY 257 TOWNSEND HALL NEWARK DE 19717	NONE	PC	UNRESTRICTED GENERAL SUPPORT	18,202.
NUTTALL ORNITHOLOGICAL CLUB INC 36 LEWIS AVE ARLINGTON MA 02474-3206	NONE	PC	UNRESTRICTED GENERAL SUPPORT	18,202.
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE NW WASHINGTON DC 2003	NONE	PC	UNRESTRICTED GENERAL SUPPORT	18,202.
AMERICAN ORNITHOLOGISTS' UNION UNION 1313 DOLLEY MADISON BLVD STE 402 MCLEAN VA	NONE	PC	UNRESTRICTED GENERAL SUPPORT	18,202.
<b>Total</b> . . . . . ▶ <b>3a</b>				109,212.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESCO INTL GROWTH FUND CL Y	1,023.	1,023.
AMERICAN EXPRESS CO	23.	23.
ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR	264.	264.
APPLE INC COM	66.	66.
BRISTOL MYERS SQUIBB CO COM	234.	234.
CBS CORP CL B COM	60.	60.
CITIGROUP INC NEW COM	5.	5.
COLUMBIA ACORN USA FUND CLASS Z SHARES	321.	321.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	1,300.	1,300.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	299.	299.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	503.	503.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	2,495.	2,495.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	2,493.	2,493.
COMCAST CORP NEW CL A COM	52.	52.
AGGREGATE BOND CTF	1,590.	1,590.
CUMMINS ENGINE INC	39.	39.
DANAHER CORPORATION	5.	5.
DICKS SPORTING GOODS INC COM	149.	149.
EATON VANCE LARGE-CAP VALUE FUND CL I	608.	608.
FEDERAL HOME LN MTG CORP NT	14.	14.
FEDERAL HOME LN MTG CORP NT	102.	102.
GNC HLDGS INC COM	17.	17.
GRAINGER W W INCORPORATED	78.	78.
HARBOR INTERNATIONAL FUND INSTL CL	1,727.	1,727.
HOME DEPOT INC	78.	78.
INTUIT INC	10.	10.
ISHARES MSCI EMERGING MKTS INDEX FUND	643.	643.
ISHARES IBOXX INV GR CORP BD FUND	1,216.	1,216.
ISHARES RUSSELL MIDCAP INDEX FUND	331.	331.
ISHARES S&P MIDCAP 400 INDEX FUND	416.	416.
ISHARES TR RUSSELL 2000 INDEX FUND	268.	268.
KINDER MORGAN INC DEL COM	165.	165.

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ESTEE LAUDER COMPANIES CL A	34.	34.
LIMITED BRANDS INC COM	237.	237.
LOWES COMPANIES INCORPORATED	56.	56.
MCDONALDS CORP	91.	91.
MEAD JOHNSON NUTRITION CO COM	32.	32.
MONSANTO CO NEW COM	111.	111.
MOODYS CORP COM	13.	13.
MOTOROLA SOLUTIONS INC NEW COM	12.	12.
NATIONAL OILWELL VARCO INC COM	19.	19.
NIKE INC CL B	88.	88.
OCCIDENTAL PETROLEUM CORPORATION	31.	31.
PIMCO HIGH YIELD FD INSTL CL	545.	545.
PERRIGO CO	1.	1.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	2,030.	2,030.
PRECISION CASTPARTS CORPORATION	4.	4.
QUALCOMM INC	62.	62.
SCHLUMBERGER LIMITED	79.	79.
SHERWIN WILLIAMS COMPANY	16.	16.
STARBUCKS CORP COM	71.	71.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	240.	240.
TJX COMPANIES INCORPORATED NEW	70.	70.
US BANCORP DEL COM NEW	77.	77.
UNION PAC CORP COM	87.	87.
UNITED STATES TREAS BD DTD 08/16/10	17.	17.
UNITED STATES TREAS BD DTD 08/15/11	11.	11.
UNITED STATES TREAS NTS DTD 08/15/05	95.	95.
UNITED STATES TREAS NT DTD 08/15/11	19.	19.
UNITED STATES TREAS NT DTD 09/30/11	79.	79.
VANGUARD FTSE DEVELOPED MARKETS ETF	1,039.	1,039.
VANGUARD FTSE EMERGING MKTS ETF	1,859.	1,859.
VANGUARD REIT ETF	1,936.	1,936.
VISA INC CL A COM	66.	66.
WAL-MART STORES INCORPORATED	98.	98.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO COMPANY	230.	230.
WELLS FARGO & CO NEW PFD DEP SHS SER J	78.	78.
WYNN RESORTS LTD COM	684.	263.
YUM BRANDS INC COM	34.	34.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	40.	40.
ACCENTURE PLC CL A COM	113.	113.
PENTAIR LTD COM	73.	73.
LYONDELLBASELL INDUSTRIES NV CL A COM	513.	393.
TOTAL	27,584.	27,043.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
LYONDELLBASELL INDUSTRIES NV CL A COM POWERSHARES DB COMMODITY INDEX TRACKING	61.	13.
TOTALS	61.	13.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	950.			950.
TOTALS	950.	NONE	NONE	950.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	70.	70.
FOREIGN TAXES ON QUALIFIED FOR	225.	225.
FOREIGN TAXES ON NONQUALIFIED	157.	157.
TOTALS	452.	452.

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	43.	43.
OTHER INVESTMENT FEE	46.	46.
PARTNERSHIP EXPENSES		170.
TOTALS	89.	259.

56-6431308

TR U/A CHARLES BLAKE CHAR TRUST

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287507	55,358.	57,725.
464287655	36,898.	39,979.
921943858	54,777.	57,985.
922042858	91,067.	87,695.
922908553	110,229.	102,517.
466001864	64,820.	68,496.
693390841	37,040.	36,162.
714199106	46,300.	46,683.
72200Q182	129,639.	124,333.
202671913	111,595.	107,955.
207543877	37,346.	41,385.
29099J109	89,383.	88,765.
302993993	56,415.	58,747.
303995997	37,950.	39,692.
323991307	57,404.	60,980.
45399C107	178,742.	180,104.
99Z466163	88,709.	92,154.
99Z466197	128,616.	138,197.
99Z501647	181,822.	195,698.
TOTALS	1,594,110.	1,625,252.

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

DESCRIPTION	AMOUNT
CURRENT YEAR-END SALES ADJUSTMENT	165.
PRIOR YEAR-END SALES ADJUSTMENT	1,034.
ROUNDING	1.
CTF ADJUSTMENT	8,331.
TOTAL	9,531.

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

DESCRIPTION	AMOUNT
ACCRUED INTEREST FROM PRIOR YEAR	4.
PARTNERSHIP ADJUSTMENT	278.
COST BASIS ADJUSTMENT	460.
SALES ADJUSTMENT	96.
TOTAL	838.



GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	422.00	
	-----	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 422.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	290.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	278.00	
	-----	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 568.00 =====

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

## TR U/A CHARLES BLAKE CHAR TRUST

56-6431308

## Balance Sheet

09/30/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	28167 470	28,167 47	28,167 47
202671913	AGGREGATE BOND CTF	6558 925	111,595 27	107,954 66
207543877	SMALL CAP GROWTH LEADERS CTF	2070 394	37,345 69	41,384 69
29099J109	EMERGING MARKETS STOCK	1901 086	89,383 25	88,764 94
302993993	MID CAP VALUE CTF	2401 863	56,414 56	58,747 17
303995997	SMALL CAP VALUE CTF	1794 467	37,949 72	39,692 35
323991307	MID CAP GROWTH CTF	2573 112	57,403.56	60,979 92
45399C107	DIVIDEND INCOME COMMON TRUST	4076 476	178,742 47	180,104 42
464287507	ISHARES CORE S&P MID CAP ETF	465 000	55,357 56	57,725 10
464287655	ISHARES RUSSELL 2000 ETF	375 000	36,898 13	39,978 75
466001864	IVY ASSET STRATEGY FUND	2312 508	64,819 61	68,496 49
693390841	PIMCO HIGH YIELD FD	3818 534	37,039 78	36,161 52
714199106	PERMANENT PORTFOLIO	983 844	46,299 72	46,683 40
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	12059 463	129,639 23	124,333 06
73935S105	POWERSHARES DB COMMODITY	5660.000	145,425 98	145,801 60
921943858	VANGUARD FTSE DEVELOPED	1465 000	54,776 65	57,984 70
922042858	VANGUARD FTSE EMERGING MKTS	2185 000	91,067 31	87,694 98
922908553	VANGUARD REIT	1550 000	110,229 18	102,517 00
99Z466163	HIGH QUALITY CORE COMMON TRUST	7781 243	88,709 43	92,154 04
99Z466197	INTERNATIONAL FOCUSED EQUITY	12109 704	128,615.77	138,197 15
99Z501647	STRATEGIC GROWTH COMMON TRUST	17522 021	181,822 36	195,698 20
		Totals	1,767,702 70	1,799,221 60