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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE CHARLES FUND, INC C/O RICHMOND & FISHBURNE		A Employer identification number 16-8064401
Number and street (or P.O. box number if mail is not delivered to street address) 250 E HIGH STREET		B Telephone number 434-977-8590
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTESVILLE, VA 22902-5177		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,660,387. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		18,307.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		231,760.	226,780.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		266,332.			
b Gross sales price for all assets on line 6a 7,468,893.					
7 Capital gain net income (from Part IV, line 2)			266,332.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		516,399.	493,112.		
13 Compensation of officers, directors, trustees, etc		34,500.	0.		34,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		7,664.	0.		7,664.
b Accounting fees STMT 3		2,500.	0.		2,500.
c Other professional fees STMT 4		57,568.	57,568.		0.
17 Interest					
18 Taxes STMT 5		22,936.	2,971.		750.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,293.	0.		2,293.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		127,461.	60,539.		47,707.
25 Contributions, gifts, grants paid		435,000.			435,000.
26 Total expenses and disbursements. Add lines 24 and 25		562,461.	60,539.		482,707.
27 Subtract line 26 from line 12.		-46,062.			
a Excess of revenue over expenses and disbursements			432,573.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing			17,294.	6,971.	6,971.	
	2 Savings and temporary cash investments			333,705.	190,517.	190,517.	
	3 Accounts receivable ▶						
	Less allowance for doubtful accounts ▶						
	4 Pledges receivable ▶						
	Less allowance for doubtful accounts ▶						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons						
	7 Other notes and loans receivable ▶						
	Less allowance for doubtful accounts ▶						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments - U.S. and state government obligations	STMT 6			860,900.	829,161.	1,082,795.
	b Investments - corporate stock						
	c Investments - corporate bonds						
	Liabilities	11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶							
12 Investments - mortgage loans							
13 Investments - other		STMT 7			8,667,886.	8,807,074.	9,380,104.
14 Land, buildings, and equipment basis ▶							
Less accumulated depreciation ▶							
15 Other assets (describe ▶)							
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)					9,879,785.	9,833,723.	10,660,387.
17 Accounts payable and accrued expenses							
18 Grants payable							
Net Assets or Fund Balances	19 Deferred revenue						
	20 Loans from officers, directors, trustees, and other disqualified persons						
	21 Mortgages and other notes payable						
	22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)				0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31	▶ <input type="checkbox"/>					
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds				9,879,785.	9,833,723.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds				0.	0.	
30 Total net assets or fund balances				9,879,785.	9,833,723.		
31 Total liabilities and net assets/fund balances				9,879,785.	9,833,723.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,879,785.
2 Enter amount from Part I, line 27a	2	-46,062.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,833,723.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,833,723.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES (SHORT-TERM)	P		
b PUBLICLY TRADED SECURITIES (LONG-TERM)	P		
c CAPITAL GAINS DIVIDENDS			
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 6,336,131.		6,126,446.	209,685.
b 1,112,946.		1,076,115.	36,831.
c 19,816.			19,816.
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			209,685.
b			36,831.
c			19,816.
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	266,332.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	518,148.	9,666,990.	.053600
2011	520,006.	9,869,359.	.052689
2010	268,176.	4,521,348.	.059313
2009	222,886.	2,757,933.	.080816
2008	168,350.	3,235,164.	.052038

2 Total of line 1, column (d)	2	.298456
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	.059691
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,173,205.
5 Multiply line 4 by line 3	5	607,249.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,326.
7 Add lines 5 and 6	7	611,575.
8 Enter qualifying distributions from Part XII, line 4	8	482,707.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	8,651.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	8,651.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	8,651.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	15,800.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	7,149.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 7,149. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOSEPH RICHMOND Telephone no ► 434-977-8590 Located at ► 250 E HIGH ST, CHARLOTTESVILLE, VA ZIP+4 ► 22902-5177			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		34,500.	0.	0.

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAPGROUP ADVISORS LLC	INVESTMENT	
7100 FOREST AVE, STE 301, RICHMOND, VA 23226	MANAGEMENT	57,568.

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

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

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	1a	10,161,349.
a	Average monthly fair market value of securities	1b	166,778.
b	Average of monthly cash balances	1c	
c	Fair market value of all other assets	1d	10,328,127.
d	Total (add lines 1a, b, and c)		
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,328,127.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	154,922.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,173,205.
6	Minimum investment return Enter 5% of line 5	6	508,660.

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	508,660.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,651.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,651.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	500,009.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	500,009.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	500,009.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	482,707.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
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	482,707.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	482,707.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				500,009.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	9,651.			
b From 2009	86,411.			
c From 2010	43,280.			
d From 2011	38,890.			
e From 2012	50,573.			
f Total of lines 3a through e	228,805.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	482,707.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				482,707.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	17,302.			17,302.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	211,503.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	211,503.			
10 Analysis of line 9.				
a Excess from 2009	78,760.			
b Excess from 2010	43,280.			
c Excess from 2011	38,890.			
d Excess from 2012	50,573.			
e Excess from 2013				

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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

JOSEPH W. RICHMOND, JR, 434-977-8590
250 E HIGH STREET, CHARLOTTESVILLE, VA 22902-5177

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

CONTACT JOSEPH W. RICHMOND, JR.

c Any submission deadlines

NONE

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

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AGNES IRWIN SCHOOL ITHAN AVE & CONESTOGA RD ROSEMONT, PA 19010	NONE	PC	GENERAL PURPOSES OF DONEE	5,000.
ALBEMARLE COUNTY ROTARY CLUB FOUNDATION 214 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
AMERICAN FRONTIER CULTURAL FOUNDATION 1290 RICHMOND AVE CHARLOTTESVILLE, VA 24401	NONE	PC	GENERAL PURPOSES OF DONEE	50,000.
ANGEL TREE 207 RIDGE STREET CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
BOOK BASKETS 125 CAMERON LANE CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	250.
Total	SEE CONTINUATION SHEET(S)			435,000.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion 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	231,760.	
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						
8 Gain or (loss) from sales of assets other than inventory				18	266,332.	
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)			0.		498,092.	0.
13 Total. Add line 12, columns (b), (d), and (e)						498,092.

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		


[illegible]

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


b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here



 6/22/14



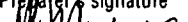
Signature of officer or trustee

 Date

 Title

May the IRS discuss this return with the preparer shown below (see Instr. 7)?

☒ Yes
 ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 6/20/14	Check <input type="checkbox"/> if self-employed	PTIN
	HELENE H. DOWNS				P00359092
	Firm's name ▶ HANTZMON WIEBEL LLP, CPA'S			Firm's EIN ▶ 54-0618213	
	Firm's address ▶ 818 E. JEFFERSON ST., P.O. BOX 1408 CHARLOTTESVILLE, VA 22902			Phone no (434) 296-2156	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

Employer identification number

16-8064401

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

Employer identification number

16-8064401

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SARAH EISENHART TRUST 250 E HIGH STREET CHARLOTTESVILLE, VA 22902	\$ 18,307.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

Employer identification number

16-8064401

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

Employer identification number

16-8064401

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB & CO	251,576.	19,816.	231,760.	226,780.	
TO PART I, LINE 4	251,576.	19,816.	231,760.	226,780.	

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION & BOOKKEEPING	7,664.	0.		7,664.
TO FM 990-PF, PG 1, LN 16A	7,664.	0.		7,664.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANGEMENT	57,568.	57,568.		0.
TO FORM 990-PF, PG 1, LN 16C	57,568.	57,568.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK STATE FILING FEE	750.	0.		750.
FOREIGN TAX PAID	2,971.	2,971.		0.
FEDERAL EXCISE TAX	19,215.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,936.	2,971.		750.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE-EQUITIES	829,161.	1,082,795.
TOTAL TO FORM 990-PF, PART II, LINE 10B	829,161.	1,082,795.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE-MUTUAL FUNDS	COST	5,702,417.	5,902,222.
SEE ATTACHED SCHEDULE-OTHER INVESTMENTS	COST	3,104,657.	3,477,882.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,807,074.	9,380,104.

FORM 990-PF

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

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH W. RICHMOND, JR. 250 E HIGH ST CHARLOTTESVILLE, VA 22902	PRESIDENT 15.00	25,500.	0.	0.
J. WALKER RICHMOND, III 250 E HIGH ST CHARLOTTESVILLE, VA 22902	SECRETARY & TREASURER 5.00	1,500.	0.	0.
BETSY CARVER 7 OAKBERRY LANE PITTSFORD, NY 14534	VICE PRESIDENT 1.00	1,500.	0.	0.
DEBORAH MAGGS 2 ANDOVER ROAD HAVERFORD, PA 19041	VICE PRESIDENT 1.00	1,500.	0.	0.
ANNE M. FARNHAM 31 HARRINGTON DR FAIRPORT, NY 14450	DIRECTOR 1.00	1,500.	0.	0.
GREGORY CARVER 2440 S WALTER REED DR #E ARLINGTON, VA 22206	DIRECTOR 1.00	1,500.	0.	0.
TIMOTHY ALEXANDER 1607 N EDISON ST ARLINGTON, VA 22207	DIRECTOR 1.00	1,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		34,500.	0.	0.

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
THE CHARLES FUND, INC.
MGR: ADHESION WEALTH ADV

Account Number
1341-8594

Statement Period
December 1-31, 2013

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Money Funds Dividends	0 00	1 73	0 00	13 50
Cash Dividends	0 00	77,897 39	0 00	226,263 13
Total Capital Gains	0 00	19,746 16	0 00	19,746 16
Total Income	0 00	97,645 28	0 00	246,022 79

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	7,639 28	<1%
Total Cash	7,639 28	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCH ADV CASH RESRV PREM. SWZXX	182,878 4900	1 0000	182,878 49	0 01%	2%
Total Money Market Funds [Sweep]			182,878 49		2%
Total Cash & Money Market [Sweep]			190,517 77		2%

Investment Detail - Equities

		Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities								
ACTAVIS PLC	F	87.0000	168 0000	14,616 00	<1%	395 24	0 00%	0.00
SYMBOL ACT				14,220 76				

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

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ACTIVISION BLIZZARD INC SYMBOL: ATVI	833.0000	17.8300	14,852.39 14,791.58	<1%	60.81	1.06%	158.27
ADVENT SOFTWARE INC SYMBOL: ADVS	569.0000	34.9520	19,887.69 17,354.79	<1%	2,532.90	0.00%	0.00
ALBEMARLE CORP SYMBOL: ALB	404.0000	63.3900	25,609.56 20,143.43	<1%	5,466.13	1.51%	387.84
							<i>Accrued Dividend: 96.96</i>
ALEXANDER & BALDWIN NEW SYMBOL: ALEX	326.0000	41.7300	13,603.98 7,527.77	<1%	6,076.21	0.38%	52.16
ALLIANCE DATA SYSTEMS SYMBOL: ADS	66.0000	262.9300	17,353.38 13,832.43	<1%	3,520.95	0.00%	0.00
ALLIANT TECHSYSTEMS INC SYMBOL: ATK	240.0000	121.6800	29,203.20 17,564.31	<1%	11,638.89	0.85%	249.60
ARCH CAP GROUP LTD NEW F SYMBOL: ACGL	213.0000	59.6900	12,713.97 12,353.79	<1%	360.18	0.00%	0.00
ATWOOD OCEANICS INC SYMBOL: ATW	415.0000	53.3900	22,156.85 17,275.96	<1%	4,880.89	0.00%	0.00
AUTODESK INC SYMBOL: ADSK	276.0000	50.3190	13,888.04 13,496.81	<1%	391.23	0.00%	0.00
BED BATH & BEYOND SYMBOL: BBBY	168.0000	80.3000	13,490.40 13,010.26	<1%	480.14	0.00%	0.00

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

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
BOEING CO SYMBOL BA	111.0000	136.4900	15,150.39 13,022.40	<1%	2,127.99	1.42%	215.34
BROWN FORMAN CORP CL B SYMBOL BFB	210.0000	75.5700	15,869.70 13,867.83	<1%	2,001.87	1.53%	243.60
CABELAS INC SYMBOL CAB	291.0000	66.6600	19,398.06 7,288.78	<1%	12,109.28	0.00%	0.00
CARMAX INC SYMBOL KMX	538.0000	47.0200	25,296.76 17,404.91	<1%	7,891.85	0.00%	0.00
CELGENE CORP SYMBOL CELG	77.0000	168.9680	13,010.54 12,902.18	<1%	108.36	0.00%	0.00
COGNIZANT TECH SOL CL A SYMBOL CTSB	140.0000	100.9800	14,137.20 13,700.12	<1%	437.08	0.00%	0.00
DECKERS OUTDOOR CORP SYMBOL DECK	439.0000	84.4600	37,077.94 17,207.83	<1%	19,870.11	0.00%	0.00
DOLLAR TREE INC SYMBOL DLTR	629.0000	56.4200	35,488.18 33,089.31	<1%	2,398.87	0.00%	0.00
EATON VANCE CP NON VTG SYMBOL EV	506.0000	42.7900	21,651.74 12,809.62	<1%	8,842.12	2.05%	445.28
ENERGIZER HOLDING INC SYMBOL ENR	264.0000	108.2400	28,575.36 19,246.33	<1%	9,329.03	1.84%	528.00
F M C CORP NEW SYMBOL FMC	186.0000	75.4600	14,035.56 13,592.47	<1%	443.09	0.71%	100.44

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

Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
FAMILY DOLLAR STORES INC SYMBOL: FDO	210.0000	64.9700	13,643.70 13,468.60	<1%	175.10	1.60%	218.40
FOOT LOCKER INC SYMBOL: FL	422.0000	41.4400	17,487.68 17,272.04	<1%	215.64	1.93%	337.60
HASBRO INC SYMBOL: HAS	393.0000	55.0100	21,618.93 17,711.56	<1%	3,907.37	2.90%	628.80
IAC/INTERACTIVE CORP NEW SYMBOL: IACI	250.0000	68.6510	17,162.75 13,299.68	<1%	3,863.07	1.39%	240.00
KINDER MORGAN MGMT LLC SYMBOL: KMR	230.2802	75.6600	17,423.00 16,478.23	<1%	944.77	0.00%	0.00
KROGER COMPANY SYMBOL: KR	382.0000	39.5300	15,100.46 15,152.37	<1%	(51.91)	1.66%	252.12
LORILLARD INC SYMBOL: LO	345.0000	50.6800	17,484.60 13,593.51	<1%	3,891.09	4.34%	759.00
M & T BANK CORPORATION SYMBOL: MTB	134.0000	116.4200	15,600.28 14,105.67	<1%	1,494.61	2.40%	375.20
M B I A INC SYMBOL: MBI	1,539.0000	11.9400	18,375.66 14,997.88	<1%	3,377.78	0.00%	0.00
MARTIN MARIETTA MATRLS SYMBOL: MLM	140.0000	99.9400	13,991.60 12,499.50	<1%	1,492.10	1.60%	224.00
MEADWESTVACO CORPORATION SYMBOL: MWV	455.0000	36.9300	16,803.15 14,081.84	<1%	2,721.31	2.70%	455.00

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
MICHAEL KORS HLDGS F SYMBOL: KORS	206.0000	81.1900	16,725.14 12,058.70	<1%	4,666.44	0.00%	0.00
NATIONAL OILWELL VARCO SYMBOL: NOV	173.0000	79.5300	13,758.69 13,611.12	<1%	147.57	1.30%	179.92
NEWMARKET CORPORATION SYMBOL: NEU	103.0000	334.1500	34,417.45 15,607.90	<1%	18,809.55	1.07%	370.80
<i>Accrued Dividend: 113.30</i>							
NU SKIN ENTERPRISES CL A SYMBOL: NUS	185.0000	138.2200	25,570.70 6,879.24	<1%	18,691.46	0.86%	222.00
OLD DOMINION FREIGHT LNS SYMBOL: ODFL	378.0000	53.0200	20,041.56 7,971.22	<1%	12,070.34	0.00%	0.00
PRICESMART INC SYMBOL: PSMT	223.0000	115.5400	25,765.42 8,569.81	<1%	17,195.61	0.00%	0.00
QUALCOMM INC SYMBOL: QCOM	256.0000	74.2500	19,008.00 18,646.02	<1%	361.98	1.88%	358.40
REINSURANCE GP AMER NEW SYMBOL: RGA	208.0000	77.4100	16,101.28 13,801.30	<1%	2,299.98	1.55%	249.60
ROSS STORES INC SYMBOL: ROST	171.0000	74.9300	12,813.03 12,249.93	<1%	563.10	0.90%	116.28
SCHLUMBERGER LTD F SYMBOL: SLB	166.0000	90.1100	14,958.26 14,436.57	<1%	521.69	1.38%	207.50

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
SCRIPPS NTWK INTERACTIV CLASS A SYMBOL: SNI	231.0000	86.4100	19,960.71 18,192.88	<1%	1,767.83	0.69%	138.60
SERVICE CORP INTL SYMBOL: SCI	1,047.0000	18.1300	18,982.11 11,220.32	<1%	7,761.79	1.54%	293.16
SIGNET JEWELERS LTD F SYMBOL: SIG	162.0000	78.7000	12,749.40 12,473.68	<1%	275.72	0.76%	97.20
SNAP ON INC SYMBOL: SNA	124.0000	109.5200	13,580.48 8,945.27	<1%	4,635.21	1.60%	218.24
SOUTHWEST AIRLINES CO SYMBOL: LUV	739.0000	18.8400	13,922.76 13,935.10	<1%	(12.34)	0.84%	118.24
STURM RUGER & CO INC SYMBOL: RGR	425.0000	73.0900	31,063.25 22,903.14	<1%	8,160.11	3.17%	986.00
T J X COS INC SYMBOL: TJX	229.0000	63.7300	14,594.17 12,951.55	<1%	1,642.62	0.91%	132.82
TEMPUR SEALY INTL SYMBOL: TPX	493.0000	53.9600	26,602.28 14,821.40	<1%	11,780.88	0.00%	0.00
TENET HEALTHCARE NEW SYMBOL: THC	668.0000	42.1200	28,136.16 15,973.11	<1%	12,163.05	0.00%	0.00
TRIMBLE NAVIGATION LTD SYMBOL: TRMB	373.0000	34.7000	12,943.10 12,483.00	<1%	460.10	0.00%	0.00

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Investment Detail - Equities (continued)

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ULTA SALON COSM & FRAG SYMBOL ULTA	157.0000	96.5200	15,153.64 14,713.96	<1%	439.68	0.00%	0.00
VALERO ENERGY CORP NEW SYMBOL VLO	293.0000	50.4000	14,767.20 13,881.46	<1%	885.74	1.78%	263.70
VERISIGN INC SYMBOL VRSN	266.0000	59.7800	15,901.48 15,733.63	<1%	167.85	0.00%	0.00
WHITE MOUNTAINS INS NEWF SYMBOL WTM	39.0000	603.0800	23,520.12 18,736.60	<1%	4,783.52	0.16%	39.00
Total Equities	18,803.2802		1,082,785.09	10%	253,633.63		9,862.11
Total Cost Basis			829,161.46				

Total Accrued Dividend for Equities: 210.26

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

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA TWO YEAR GLBL FIXED INCM PORT INSTL SYMBOL DFGFX	102,473.8490	10.0100	1,025,763.23	10%	10.05	1,029,871.27	(4,108.04)

Investment Detail - Mutual Funds (continued)

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
JPMORGAN STRATEGIC INCM OPPTY SLCT SHR SYMBOL JSOSX	40,873 3530	11 8900	485,984 17	5%	11 85	483,695 08	2,289 09
LOOMIS SAYLES BOND FUND CL I SYMBOL LSBDX	34,565 4940	15 1600	524,012 89	5%	14 58	501,834 50	22,178 39
Total Bond Funds	177,912 6960		2,035,760 29	19%		2,015,400 85	20,359 44

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
HARBOR INTERNATIONAL FUND INST CL SYMBOL HAINX	7,496 9650	71 0100	532,359 48	5%	60 64	454,011 75	78,347 73
JHANCOCK2 GLBL ABSOLUTE RETURN STRAT I SYMBOL JHAIX	48,262 8230	11 0700	534,269 45	5%	10 60	511,512 24	22,757 21
MAINSTAY MARKETFIELD FD CL I SYMBOL MFLSZ	23,009 2080	18 5200	426,130 53	4%	17 83	410,269 18	15,861 35
MANNING & NAPIER WORLD OPPTY A SYMBOL EXWAX	57,902 8030	9 0500	524,020 37	5%	7 95	450,500 27	73,520 10
PARAMETRIC EMRG MKTS INST SYMBOL EIEMX	34,128 1800	14 8800	507,827 32	5%	14 88	504,669 62	3,157 70

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO ALL ASSET ALL AUTHORITY CL INST SYMBOL: PAUIX	49,514 3310	9.9000	490,191 88	5%	10 97	530,736 55 *	(40,544 67)
ROBECO BOSTON PARTNERS LONG SHORT RESEARCH FD INSTL CL SYMBOL: BPIRX	30,366 7050	14 4300	438,191 55	4%	13 51	410,269 18	27,922 37
TFS MARKET NEUTRAL FUND SYMBOL: TFSMX	27,095 1010	15.2600	413,471.24	4%	15 33	415,045 98 *	(1,574 74)
Total Equity Funds	277,776 1160		3,868,461 82	33%		3,887,014 77	179,447 05
Total Mutual Funds	455,888 8120		5,902,222 11	55%		5,702,415 62	199,806 49

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
			Cost Basis		
CREDIT SUISSE ETN F EQUAL WEIGHT MLP INDEX SYMBOL: MLPN	302.0000	31 4100	9,485.82 7,895 04	<1%	1,590.78
FIRST INDUSTRIAL RLTY TR REIT SYMBOL: FR	710.0000	17 4500	12,389 50 13,049 83	<1%	(660.33)

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
FLEXSHARES TRUST ETF	324.0000	33.2900	10,785.96	<1%	318.82
QUALITY DIVIDEND IDX FD			10,467.14		
SYMBOL: QDF					
GLOBAL X ETF	280.0000	16.3199	4,569.57	<1%	390.85
MLP & ENERGY			4,178.72		
INFRASTRUCTURE					
SYMBOL: MLPX					
ISHARES CORE S&P ETF	1,031.0000	133.8100	137,958.11	1%	7,925.91
MIDCAP			130,032.20		
SYMBOL: IJH					
ISHARES CORE S&P ETF	733.0000	185.6500	136,081.45	1%	6,772.77
S&P 500 INDEX			129,308.68		
SYMBOL: IVV					
ISHARES CORE TOTAL ETF	3,039.0000	106.4300	323,440.77	3%	(12,942.05)
US BOND MARKET			336,382.82		
SYMBOL: AGG					Accrued Dividend: 638.92
ISHARES ETF	759.0000	50.7200	38,496.48	<1%	31.50
FLOATING RATE BOND ETF			38,464.98		
SYMBOL: FLOT					Accrued Dividend: 14.13
ISHARES MSCI ALL COUNTRY	414.0000	60.3100	24,968.34	<1%	582.65
ASIA EX JAPAN ETF			24,385.69		
SYMBOL: AAXJ					
ISHARES MSCI CDA ETF	219.0000	29.1600	6,386.04	<1%	57.16
CANADA			6,328.88		
SYMBOL: EWC					

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)
Other Assets (continued)					
ISHARES MSCI EMU ETF MSCI EMU SYMBOL: EZU	392 0000	41.3800	16,220.96 14,299.45	<1%	1,921.51
ISHARES MSCI ETF USA MINIMUM VOLATILITY SYMBOL: USMV	36,555.0000	35.5000	1,297,702.50 1,098,677.22	12%	199,025.28
ISHARES MSCI JPN ETF JAPAN SYMBOL: EWJ	2,138 0000	12.1390	25,953.18 24,667.18	<1%	1,286.00
ISHARES MSCI KOREA ETF CAPED SYMBOL: EWY	98 0000	64.6700	6,337.66 6,040.52	<1%	297.14
ISHARES MSCI UTD KINGDM UNITED KINGDOM ETF SYMBOL: EWU	353 0000	20.8800	7,370.64 6,752.54	<1%	618.10
ISHARES MSCI VALUE ETF SYMBOL: EFV	193 0000	57.2000	11,039.60 10,096.12	<1%	943.48
ISHARES TR BOND 1-3 YEAR CREDIT BOND ETF SYMBOL: CSJ	636 0000	105.4600	67,072.56 67,103.79	<1%	(31.23) <i>Accrued Dividend 54.07</i>
ISHARES TR BOND 7-10 YEAR TREAS BOND ETF SYMBOL: IEF	491 0000	99.2400	48,726.84 49,759.69	<1%	(1,032.85) <i>Accrued Dividend 80.43</i>

Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
ISHARES TR MSCI EAFE ETF SYMBOL: EFA	305 0000	67.0950	20,463.98 17,464 04	<1%	2,999.94
ISHARES TR US ENERGY ETF SYMBOL: IYE	1,073.0000	50.4900	54,175.77 43,940 78	<1%	10,234.99
ISHARES TR US HEALTHCARE ETF SYMBOL: IYH	470.0000	116.4900	54,750.30 50,363 07	<1%	4,387.23
ISHARES TR US INDL US INDUSTRIALS ETF SYMBOL: IYJ	556.0000	101.3800	56,367.28 40,482 53	<1%	15,884.75
ISHARES TREASURY ETF INTERNATIONAL TREASURY BOND SYMBOL: IGOV	223.0000	100.1900	22,342.37 22,520 50	<1%	(178.13)
					Accrued Dividend 28.90
ISHARES TRUST IBOXX \$ HIGH YIELD CORP BOND ETF SYMBOL: HYG	384 0000	92.8800	35,665.92 33,843 10	<1%	1,822.82
					Accrued Dividend 179.43
ISHARES TRUST TECHNOLOGY ETF SYMBOL: IYW	640 0000	88.4400	56,601.60 46,251 14	<1%	10,350.46

Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)
Other Assets (continued)					
PIMCO ETF	662.0000	106.3600	70,410.32	<1%	1,384.94
0-5 YR HIGH YIELD CORP BOND INDEX EXCHANGE SYMBOL: HYS			69,025.38		
POWERSHARES ETF	833.0000	24.8800	20,725.04	<1%	185.67
SENIOR LOAN PORTFOLIO SYMBOL: BKLN			20,539.37		
POWERSHARES S&P ETF	1,727.0000	30.6000	52,846.20	<1%	10,958.04
500 HIGH BETA PORTFOLIO SYMBOL: SPHB			41,888.16		
POWERSHS EXCH TRAD FD TR	318.0000	43.9700	13,982.46	<1%	2,060.42
FTSE RAFI DEVELOPED MKT EX US PORT SYMBOL: PXF			11,922.04		
POWERSHS EXCH TRAD FD TR	421.0000	43.0800	18,136.68	<1%	3,322.28
POWERSHARES BUYBACK ACHIEVERS SYMBOL: PKW			14,814.40		
PROSHARES ULT MIDCAP 400	660.0000	126.9000	83,754.00	<1%	9,402.23
SYMBOL: MVV			74,351.77		
PROSHARES ULTRA S&P 500	793.0000	102.5600	81,330.08	<1%	8,406.20
SYMBOL: SSO			72,923.88		
SECTOR SPDR CONSUMER FD	839.0000	66.8300	56,070.37	<1%	15,574.03
SHARES OF BENEFICIAL INT SYMBOL: XLY			40,496.34		

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value <i>Cost Basis</i>	% of Account Assets	Unrealized Gain or (Loss)
Other Assets (continued)					
SECTOR SPDR FINCL SELECT SHARES OF BENEFICIAL INT SYMBOL XLF	2,515.0000	21.8600	54,977.90 41,366.59	<1%	13,611.31
SECTOR SPDR MATERIALS FD SHARES OF BENEFICIAL INT SYMBOL XLB	1,189.0000	46.2200	54,955.58 44,381.24	<1%	10,574.34
SECTOR SPDR TR CON STPLS SHARES OF BENEFICIAL INT SYMBOL XLP	1,242.0000	42.9800	53,381.16 52,822.01	<1%	559.15
SPDR BARCLAYS ETF HIGH YIELD VERY LIQUID INDEX SYMBOL JNK	207.0000	40.5600	8,395.92 7,826.58	<1%	569.34
SPDR BARCLAYS ETF 0-5 CASH PAY CONSTRAINED HIGH YIELD INDEX SYMBOL SJNK	2,258.0000	30.8500	69,659.30 68,768.06	<1%	891.24
VANGUARD CORP BOND ETF SHORT-TERM CORP BOND SYMBOL VCSH	1,087.0000	79.7800	86,720.86 85,730.55	<1%	990.31
VANGUARD FTSE EUROPE ETF SYMBOL VGK	1,108.0000	58.8000	65,150.40 54,950.02	<1%	10,200.38
WISDOMTREE JAP SMCAP DIV JAPAN SMALLCAP DIVIDEND SYMBOL DFJ	127.0000	51.0100	6,478.27 6,124.99	<1%	353.28

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
Other Assets (continued)			<i>Cost Basis</i>		
WISDOMTREE JPN HDGD EQTY JAPAN HEDGED EQUITY FUND SYMBOL: DXJ	153 0000	50 8400	7,778.52 5,564 31	<1%	2,214 21
WISDOMTREE LARGE CAP DIV LARGE CAP DIVIDEND SYMBOL: DLN	2,822.0000	66 5400	187,775.88 158,405 51	2%	29,370 37
Total Other Assets	71,279.0000		3,477,882.14	33%	373,225.29
		Total Cost Basis:	3,104,656.85		

Total Accrued Dividend for Other Assets 995 88

Total Investment Detail	10,653,417.11
Total Account Value	10,653,417.11
Total Cost Basis	9,636,233.93

Realized Gain or (Loss)

Short Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES CORE TOTAL ETF US BOND MARKET AGG	129 0000	multiple	12/09/13	13,773 61	14,338 24	(564 63)
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN ETF AAXJ	288 0000	multiple	12/12/13	17,076 89	17,214 58	(137 69)

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THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS CLUB PO BOX 707 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LN CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	500.
CARING FOR CREATURES 352 SANCTUARY LN PALMYRA, VA 22963	NONE	PC	GENERAL PURPOSES OF DONEE	500.
CASA 818 E. HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
CHARLOTTESVILLE AREA COMMUNITY FOUNDATION PO BOX 1767 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
CHARLOTTESVILLE COMMUNITY SCHOLARSHIP PROGRAM PO BOX 1221 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
CHARLOTTESVILLE FREE CLINIC 1138 ROSE HILL DR CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	500.
CHARLOTTESVILLE-ALBEMARLE RESCUE SQUAD 828 MCINTIRE RD CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	500.
CHARLOTTESVILLE-ALBEMARLE SPCA 3355 BERKMAR DR CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
CHILDREN YOUTH AND FAMILY SERVICES 116 W JEFFERSON ST CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	500.
Total from continuation sheets				378,250.

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLONIAL WILLIAMSBURG FUND PO BOX 1776 WILLIAMSBURG, VA 23187	NONE	PC	GENERAL PURPOSES OF DONEE	500.
COMMUNITY DENTAL CENTER 259 HYDRAULIC RD CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	250.
COMPUTERS4KIDS 945 2ND ST SE CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
FRIENDS OF THE LIBRARY 2020 LIBRARY AVE CROZET, VA 22932	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
GOOD NEWS JAIL AND PRISON MINISTRY 2230 E. PARHAM RD HENRICO, VA 23228	NONE	PC	GENERAL PURPOSES OF DONEE	250.
HABITAT FOR HUMANITY OF CHARLOTTESVILLE 501 GROVE AVE CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	500.
HILLSIDE CHILDREN'S FOUNDATION 1183 MONROE AVE ROCHESTER, NY 14620	NONE	PC	GENERAL PURPOSES OF DONEE	35,000.
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PKWY CHARLOTTESVILLE, VA 22911	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
INTERNATIONAL RESCUE COMMITTEE 609 E MARKET ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
IVY CREEK FOUNDATION PO BOX 956 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JAMESTOWN-YORKTOWN FOUNDATION, INC PO BOX 1607 WILLIAMSBURG, VA 23187	NONE	PC	GENERAL PURPOSES OF DONEE	500.
JEFFERSON AREA BOARD FOR AGING 674 HILLSDALE DR CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	50,000.
JEFFERSON AREA CHIP 1469 GREENBRIER PL CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	250.
JEFFERSON ELDER CARE INC 674 HILLSDALE DR #9 CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	500.
JEFFERSON SCHOOL FOUNDATION PO BOX 2375 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
LEARNING ALLY 3500 REMSON CT CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	250.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVE SUITE A CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
LITERACY VOLUNTEERS 233 4TH ST NW CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	250.
MARTHA JEFFERSON HOSPITAL FOUNDATION 500 MARTHA JEFFERSON DR CHARLOTTESVILLE, VA 22911	NONE	PC	GENERAL PURPOSES OF DONEE	75,000.
MEALS ON WHEELS 2270 IVY RD CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MILLER CENTER OF PUBLIC AFFAIRS 2201 OLD IVY RD CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	500.
MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	NONE	PC	GENERAL PURPOSES OF DONEE	50,000.
MS SOCIETY 1 MORTON DR #106 CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
PARAMOUNT THEATER 215 E MAIN ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
PVCC EDUCATIONAL FOUNDATION 501 COLLEGE DR CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
ROCHESTER MUSEUM AND SCIENCE CENTER 657 EAST AVE ROCHESTER, NY 14607	NONE	PC	GENERAL PURPOSES OF DONEE	65,000.
ROCKFISH WILDLIFE SANCTUARY PO BOX 3 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
SALVATION ARMY 207 RIDGE ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
SANTA FUND 806 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
SARA PO BOX 1565 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SENIOR CENTER INC 1180 PEPSI PL CHARLOTTESVILLE, VA 22901	NONE	PC	GENERAL PURPOSES OF DONEE	5,000.
SERVICE DOGS OF VIRGINIA PO BOX 408 CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	500.
SHENANDOAH NATIONAL PARK TRUST 414 E MARKET ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
THE ARC OF THE PIEDMONT 509 PARK ST. CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	250.
THE QUEST INSTITUTE 900 HARRIS ST CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	250.
THE VIRGINIA COLLEGE FUND 4900 AUGUSTA AVE #101 RICHMOND, VA 23230	NONE	PC	GENERAL PURPOSES OF DONEE	500.
THOMAS JEFFERSON AREA FOOD BANK 1207 HARRIS ST CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	250.
THOMAS JEFFERSON FOUNDATION 931 THOMAS JEFFERSON PKWY CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	50,000.
TWICE IS NICE 923 PRESTON AVE CHARLOTTESVILLE, VA 22903	NONE	PC	GENERAL PURPOSES OF DONEE	250.
UNITED WAY - THOMAS JEFFERSON AREA 806 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PC	GENERAL PURPOSES OF DONEE	10,000.
Total from continuation sheets				

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA HISTORICAL SOCIETY PO BOX 7311 RICHMOND, VA 23221	NONE	PC	GENERAL PURPOSES OF DONEE	15,000.
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220	NONE	PC	GENERAL PURPOSES OF DONEE	500.
WESTERN ALBEMARLE RESCUE SQUAD 1265 CROZET AVE CROZET, VA 22932	NONE	PC	GENERAL PURPOSES OF DONEE	500.
WESTMINSTER CANTERBURY OF THE BLUE RIDGE 250 PANTOPS MTN RD CHARLOTTESVILLE, VA 22911	NONE	PC	GENERAL PURPOSES OF DONEE	1,000.
WHTJ PBS 23 SESAME STREET RICHMOND, VA 23235	NONE	PC	GENERAL PURPOSES OF DONEE	250.
Total from continuation sheets				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
	THE CHARLES FUND, INC C/O RICHMOND & FISHBURNE	Employer identification number (EIN) or 16-8064401
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 214 E. HIGH ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTESVILLE, VA 22902-5177	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

RICHMOND & FISHBURNE

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

Telephone No ► **434-977-8590**

Fax No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning , and ending

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,585.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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