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EXTENSION GRANTED TO 8/15/2014

Return of Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

► 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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

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

A Employer identification number

16-8064401

250 E HIGH STREET

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

CHARLOTTESVILLE, VA 22902-5177

G Check all that apply

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

H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method Cash Accrual

(from Part II, col. (c), line 16)

► \$ 10,660,387. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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				
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 RECEIVED				
9	Income-modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold	55 JUN 3.0 2014	100		
c	Gross profit or (loss)				
11	Other income OPEN, UT				
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				
b	Net investment income (if negative, enter -0-)		432,573.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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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				
	b Investments - corporate stock	STMT 6	860,900.	829,161.	1,082,795.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	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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10-10-13

10560619 700786 21125

2013.03061 THE CHARLES FUND, INC C/O R 21125_1

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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.)
a 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a				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

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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	8,651.
	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
3	Add lines 1 and 2	8,651.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	8,651.
6	Credits/Payments	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	15,800.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	15,800.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
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	7,149.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 7,149. Refunded ► 0.	

Part VII-A Statements Regarding Activities

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)? <i>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.</i>	
c	Did the foundation file Form 1120-POL for this year?	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X

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Part VII-A Statements Regarding Activities (continued)

11	<input type="checkbox"/>	X
12	<input type="checkbox"/>	X
13	<input type="checkbox"/>	X
Website address ► N/A		
14	The books are in care of ► JOSEPH RICHMOND Located at ► 250 E HIGH ST, CHARLOTTESVILLE, VA	Telephone no ► 434-977-8590 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	► <input type="checkbox"/> ► 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 ►	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> X No	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> X 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"/> X No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> X 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"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? 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"/> X 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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"/> X 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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a X	
	4b X	

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

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

Yes No

Yes No

Yes No

Yes No

Yes No

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

X

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

Yes No

N/A

Yes No

7b

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

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

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 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	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	482,707.
b Cash distribution test (attach the required schedule)	5	0.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	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		
6 Adjusted qualifying distributions Subtract line 5 from line 4		

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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8 2013.03061 THE CHARLES FUND, INC C/O R 21125_1

THE CHARLES FUND, INC
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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			0.	
a Enter amount for 2012 only				
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.			0.	
a Applied to 2012, but not more than line 2a				
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	0.		482,707.	
e Remaining amount distributed out of corpus	17,302.			17,302.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	211,503.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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 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)			► 3a 435,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

Form 990-PF (2013)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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)	13				498,092.

Relationship of Activities to the Accomplishment of Exempt Purposes

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.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (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
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(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.

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

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

Page 1 of 1

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		Relationship of transferor to transferee
	(e) Transfer of gift		Relationship of transferor to transferee
	(e) Transfer of gift		Relationship of transferor to transferee
	(e) Transfer of gift		Relationship of transferor to transferee
	(e) Transfer of gift		Relationship of transferor to transferee
	(e) Transfer of gift		Relationship of transferor to transferee
	(e) Transfer of gift		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 INVESTMENT 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 INVESTMENT 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 INVESTMENT 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 INVESTMENT 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.



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
SCH ADV CASH RESRV PREM. SWZXX	182,878.4900	1 0000	182,878.49	0.01%
Total Money Market Funds [Sweep]			182,878.49	0.01%
Total Cash & Money Market [Sweep]			190,517.77	0.01%

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets		Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
				Cost Basis				
ACTAVIS PLC F SYMBOL ACT	87.0000	168.0000	14,616.00	14,220.76	<1%	395.24	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.

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

Account Number
1341-8594

Statement Period
December 1-31, 2013

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
						Accrued Dividend: 96.96	
ALEXANDER & BALDWIN NEW SYMBOL. ALEX	326.0000	41.7300	13,603.98 7,927.77	<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

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

Account Number
1341-8594

Statement Period
December 1-31, 2013

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
CELEGENE 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: CTSH	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

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

Account Number
1341-8594

Statement Period
December 1-31, 2013

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

Account Number
1341-8594

Statement Period
December 1-31, 2013

Investment Detail - Equities (continued)

	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
Equities (continued)							
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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Schwab One® Account of
THE CHARLES FUND, INC.
MGR: ADHESION WEALTH ADV

Account Number
1341-8594

Statement Period
December 1-31, 2013

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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Schwab One® Account of
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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	883.2802	1,082,795.09	108,279.51	<1%	253,633.63	210.21%	89,862.11
			Total Cost Basis		629,161.46		

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)

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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	40,873 3530	11 8900	485,984 17	5%	11 85	483,695 08	2,289 09
OPPTY SLCT SHR							
SYMBOL: JSOSX							
LOOMIS SAYLES BOND FUND	34,565 4940	15 1600	524,012 89	5%	14 58	501,834 50	22,178 39
CL I							
SYMBOL: LSBDX							
Net Total Bond Funds	75,438 847	177,912 6960	2,035,760.29	19%	14.58	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	7,496 9650	71 0100	532,359 48	5%	60 64	454,011 75	78,347.73
SYMBOL: HAINX							
JHANCOCK2 GLBL ABSOLUTE RETURN STRAT I	48,262 8230	11 0700	534,269 45	5%	10 60	511,512 24	22,757 21
SYMBOL: JHAIX							
MAINSTAY MARKETFIELD FD CL I	23,009 2080	18 5200	426,130 53	4%	17 83	410,269 18	15,861 35
SYMBOL: MFLSZ							
MANNING & NAPIER WORLD OPPTY A	57,902 8030	9 0500	524,020 37	5%	7 95	450,500 27	73,520 10
SYMBOL: EXWAX							
PARAMETRIC EMRG MKTS INST	34,128 1800	14 8800	507,827 32	5%	14 88	504,669 62	3,157 70
SYMBOL: EIEMX							

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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	277,776.1180		1,366,461.62	13.36%		1,387,014.77	(179,447.05)
Total Mutual Funds	455,688.8120		5,902.22	1.55%		5,702.415.82	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	<1%		1,590.78
			7,895.04			
FIRST INDUSTRIAL RLTY TR REIT SYMBOL. FR	710.0000	17.4500	12,389.50	<1%		(660.33)
			13,049.83			

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Schwab One® Account of
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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)	
					Cost Basis	
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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Schwab One® Account of
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Investment Detail - Other Assets (continued)

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

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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>		
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		<i>Accrued Dividend 28.90</i>
ISHARES TRUST IBOX \$ HIGH YIELD CORP BOND ETF SYMBOL: HYG	384 0000	92.8800	35,665.92 33,843.10	<1%	1,822.82
ISHARES TRUST TECHNOLOGY ETF SYMBOL: IYW	640 0000	88.4400	56,601.60 46,251.14	<1%	10,350.46

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Schwab One® Account of
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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
			Cost Basis		
PIMCO ETF	662.0000	106.3600	70,410.32	<1%	1,384.94
0-5 YR HIGH YIELD CORP			69,025.38		
BOND INDEX EXCHANGE					
SYMBOL: HYS					
POWERSHARES ETF	833.0000	24.8800	20,725.04	<1%	185.67
SENIOR LOAN PORTFOLIO			20,539.37		
SYMBOL: BKLN					
POWERSHARES S&P ETF	1,727.0000	30.6000	52,846.20	<1%	10,958.04
500 HIGH BETA PORTFOLIO			41,888.16		
SYMBOL: SPHB					
POWERSHS EXCH TRAD FD TR	318.0000	43.9700	13,982.46	<1%	2,060.42
FTSE RAFI DEVELOPED MKT			11,922.04		
EX US PORT					
SYMBOL: PXF					
POWERSHS EXCH TRAD FD TR	421.0000	43.0800	18,136.68	<1%	3,322.28
POWERSHARES BUYBACK			14,814.40		
ACHIEVERS					
SYMBOL: PKW					
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			40,496.34		
SYMBOL: XLY					

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Investment Detail - Other Assets (continued)

	Quantity	Market Price	Market Value	% of Account Assets	Unrealized Gain or (Loss)
Other Assets (continued)			Cost Basis		
SECTOR SPDR FINCL SELECT	2,515 0000	21.8600	54,977.90	<1%	13,611.31
SHARES OF BENEFICIAL INT			41,366.59		
SYMBOL XLF					
SECTOR SPDR MATERIALS FD	1,189.0000	46.2200	54,955.58	<1%	10,574.34
SHARES OF BENEFICIAL INT			44,381.24		
SYMBOL XLB					
SECTOR SPDR TR CON STPLS	1,242 0000	42.9800	53,381.16	<1%	559.15
SHARES OF BENEFICIAL INT			52,822.01		
SYMBOL XLP					
SPDR BARCLAYS ETF	207.0000	40.5600	8,395.92	<1%	569.34
HIGH YIELD VERY LIQUID			7,826.58		
INDEX					
SYMBOL JNK					
SPDR BARCLAYS ETF	2,258.0000	30.8500	69,659.30	<1%	891.24
0-5 CASH PAY CONSTRAINED			68,768.06		
HIGH YIELD INDEX					
SYMBOL SJNK					
VANGUARD CORP BOND ETF	1,087.0000	79.7800	86,720.86	<1%	990.31
SHORT-TERM CORP BOND			85,730.55		
SYMBOL VCSP					
VANGUARD FTSE EUROPE	1,108.0000	58.8000	65,150.40	<1%	10,200.38
ETF			54,950.02		
SYMBOL VGK					
WISDOMTREE JAP SMCAP DIV	127.0000	51.0100	6,478.27	<1%	353.28
JAPAN SMALLCAP DIVIDEND			6,124.99		
SYMBOL DFJ					

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity	Market Price	Market Value	% of Account Assets	Unrealized
					Cost Basis
WISDOMTREE JPN HDGD EQTY	153 0000	50 8400	7,778.52	<1%	2,214 21
JAPAN HEDGED EQUITY FUND			5,564 31		
SYMBOL: DXJ					
WISDOMTREE LARGECAP DIV	2,822.0000	66 5400	187,775.88	2%	29,370 37
LARGECAP DIVIDEND			158,405 51		
SYMBOL: DLN					
Total Other Assets	71,279.0000		23,477,882.14	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

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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				

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

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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				

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THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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				

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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				

323631
05-01-13

THE CHARLES FUND, INC
C/O RICHMOND & FISHBURNE

16-8064401

Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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.
WESTIMINSTER 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				

323631
05-01-13

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.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. 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)

0 4

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.