Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
CHARLES FOUNDATION INC
C/O ROBERT C ROOKE

A Employer identification number
22-3292066

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
SPRING VALLEY ROAD #668

B Telephone number
973-539-2281

City or town, state or province, country, and ZIP or foreign postal code
MORRISTOWN, NJ 07960

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 40,234,212.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc, received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,060,447.	1,060,447.		Statement 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	494,313.			
b Gross sales price for all assets on line 6a 10,692,610.				
7 Capital gain net income (from Part IV, line 2)		494,313.		
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	<99,945.>	<99,945.>		Statement 2
12 Total. Add lines 1 through 11	1,454,815.	1,454,815.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees Stmt 3	21,875.	10,938.		10,937.
c Other professional fees				
17 Interest				
18 Taxes Stmt 4	7,172.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses Stmt 5	781.	177.		218.
24 Total operating and administrative expenses. Add lines 13 through 23	29,828.	11,115.		11,155.
25 Contributions, gifts, grants paid	2,094,900.			2,094,900.
26 Total expenses and disbursements. Add lines 24 and 25	2,124,728.	11,115.		2,106,055.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<669,913.>			
b Net investment income (if negative, enter -0-)		1,443,700.		
c Adjusted net income (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

18330507 100381 11465 2013.03040 CHARLES FOUNDATION INC C/O 11465__1

5 914

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

		Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1		Cash - non-interest-bearing			
	2		Savings and temporary cash investments	1,588.	1,394.	1,394.
	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	10,053,094.	7,507,409.	7,505,075.
	b		Investments - corporate stock Stmt 7	16,767,842.	17,803,093.	29,727,309.
	c		Investments - corporate bonds			
	11		Investments - land, buildings, and equipment basis ▶			
			Less accumulated depreciation ▶			
	12		Investments - mortgage loans			
	13		Investments - other Stmt 8	1,756,234.	2,594,327.	2,997,812.
	14		Land, buildings, and equipment basis ▶			
			Less accumulated depreciation ▶			
	15		Other assets (describe ▶ Statement 9)	0.	2,622.	2,622.
	16		**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	28,578,758.	27,908,845.	40,234,212.
Liabilities	17		Accounts payable and accrued expenses			
	18		Grants payable			
	19		Deferred revenue			
	20		Loans from officers, directors, trustees, and other disqualified persons			
	21		Mortgages and other notes payable			
	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.**			
	24		Unrestricted			
	25		Temporarily restricted			
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27		Capital stock, trust principal, or current funds	0.	0.	
	28		Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29		Retained earnings, accumulated income, endowment, or other funds	28,578,758.	27,908,845.	
	30		**Total net assets or fund balances**	28,578,758.	27,908,845.	
	31		**Total liabilities and net assets/fund balances**	28,578,758.	27,908,845.	

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	28,578,758.
2	Enter amount from Part I, line 27a	2	<669,913.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	27,908,845.
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	27,908,845.

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	SEE ATTACHMENT - REALIZED GAINS AND LOSSES	P		
b	FROM K-1 - EL PASO PIPELINE PTRS LP	P		
c	FROM K-1 - PLAINS ALL AMERICAN PIPELINE LP			
d	FROM K-1 - RENTECH NITROGEN PTRS LP			
e	Capital Gains Dividends			

	(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	10,675,732.		10,197,626.	478,106.
b	944.			944.
c			666.	<666.>
d			5.	<5.>
e	15,934.			15,934.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				478,106.
b				944.
c				<666.>
d				<5.>
e				15,934.

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	494,313.
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	2,063,224.	37,825,047.	.054547
2011	1,961,528.	39,173,081.	.050073
2010	1,985,462.	35,879,525.	.055337
2009	1,761,507.	34,140,331.	.051596
2008	1,951,550.	39,394,192.	.049539

2	Total of line 1, column (d)	2	.261092
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	.052218
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	39,528,416.
5	Multiply line 4 by line 3	5	2,064,095.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,437.
7	Add lines 5 and 6	7	2,078,532.
8	Enter qualifying distributions from Part XII, line 4	8	2,106,055.

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 ▶ [ ] and enter "N/A" on line 1 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 ▶ [X] and enter 1% of Part I, line 27b			1	14,437.
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-)			2	0.
3	Add lines 1 and 2			3	14,437.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	14,437.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	13,832.		
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	13,832.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	605.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	Refunded ▶		11	

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ CHARLES FOUNDATION Telephone no ▶973-328-3111
Located at ▶65 MADISON AVE, SUITE 560, MORRISTOWN, NJ ZIP+4 ▶07960

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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?	☐ Yes ☒ 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		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
ROBERT C ROOKE SPRING VALLEY ROAD #668 MORRISTOWN, NJ 07960	PRES-TREAS 5.00	0.	0.	0.
NATALIE D ROOKE SPRING VALLEY ROAD #668 MORRISTOWN, NJ 07960	VICE PRES 5.00	0.	0.	0.
ROBERT C ROOKE, JR 47 SCHOOLHOUSE LN MORRISTOWN, NJ 07960	SECRETARY 5.00	0.	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

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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
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	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	39,516,075.
b	Average of monthly cash balances			1b	612,003.
c	Fair market value of all other assets			1c	2,294.
d	**Total** (add lines 1a, b, and c)			1d	40,130,372.
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	40,130,372.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	601,956.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	39,528,416.
6	**Minimum investment return.** Enter 5% of line 5			6	1,976,421.

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	1,976,421.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,437.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	1,164.		
c	Add lines 2a and 2b			2c	15,601.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,960,820.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,960,820.
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	1,960,820.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,106,055.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,106,055.
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	14,437.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,091,618.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,960,820.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			291,562.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,106,055.				
a Applied to 2012, but not more than line 2a			291,562.	
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				1,814,493.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
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				146,327.
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	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 ▶ [X] 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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ANDOVER RESCUE SQUAD PO BOX 61 ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
ANDOVER OUTING CLUB 313 EMORY RD ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
ASSUMPTION SCHOOL 63 MACCULLOCH AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	EDUCATION	1,500.
BABSON COLLEGE 231 FOREST ST BABSON PARK, MA 02457-0310	NONE	IRC 501 (C)(3)	EDUCATION	10,000.
BOSTON COLLEGE SCHOOL OF NURSING 140 COMMONWEALTH AVE CHESTNUT HILL, MA 02467	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
Total See continuation sheet(s)			▶ 3a	2,094,900.
b Approved for future payment None				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,060,447.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<99,945.>	
8 Gain or (loss) from sales of assets other than inventory			18	494,313.	
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.		1,454,815.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,454,815.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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		

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/9/14 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN DOHERTY	Brian Doherty	5-7-14		P00022611

Firm's name ▶ Olsen & Thompson, P.A. — Firm's EIN ▶ 22-1914497

Firm's address ▶ 970 Mount Kemble Ave.
Morristown, NJ 07960 — Phone no. (973)425-3212

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
BRIDGEWATER-HEBRON EDUCATIONAL ASSOCIATION 297 MAYHEW TPKE BRIDGEWATER, NH 03222	NONE	IRC 501 (C)(3)	EDUCATION	30,000.
BRISTOL UNITED CHURCH OF CHRIST 15 CHURCH ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	RELIGIOUS	20,000.
BUCKNELL UNIVERSITY 701 MOORE AVE LEWISBURG, PA 17837	NONE	IRC 501 (C)(3)	EDUCATION	516,000.
CALLICOON VOLUNTEER FIRE DEPT PO BOX 806 CALLICOON, NY 12723	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
CIRCLE PROGRAM 85 MAIN ST PLYMOUTH, NH 03264	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
COLBY-SAWYER COLLEGE 100 MAIN ST NEW LONDON, NH 03257	NONE	IRC 501 (C)(3)	EDUCATION	300,000.
COMMUNITY THEATER 100 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	ARTS	15,000.
DAMASCUS CITIZENS FOR SUSTAINABILITY INC PO BOX 147 MILANVILLE, PA 18443	NONE	IRC 501 (C)(3)	ENVIRONMENT	20,000.
DAMASCUS TWP VOLUNTEER AMBULANCE CORPS INC PO BOX 63 DAMASCUS, PA 18415	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	IRC 501 (C)(3)	EDUCATION	130,000.
Total from continuation sheets				2,068,400.

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05-01-13

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
DELBARTON SCHOOL 230 MENDHAM ROAD MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
DREW UNIVERSITY 36 MADISON AVE MADISON, NJ 07940	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
EAST ANDOVER NH FIRE DEPARTMENT 407 FLAGHOLE RD ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
EVANGELICAL HOSPITAL ONE HOSPITAL DR LEWISBURG, PA 07837	NONE	IRC 501 (C)(3)	MEDICAL	15,000.
GROVER HERMANN HOSPITAL AUXILIARY 8881 ROUTE 97 CALLICOON, NY 12723	NONE	IRC 501 (C)(3)	MEDICAL	12,000.
HOLY FAMILY SCHOOL LLOYD AVE FLORHAM PARK, NJ 07932	NONE	IRC 501 (C)(3)	EDUCATION	1,000.
KENT PLACE SCHOOL 42 NORWOOD AVE SUMMIT, NJ 07901	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
LAKE BLUFF FIREMAN'S ASSOC. INC. PO BOX 22 LAKE BLUFF, IL 60044	NONE	IRC 501 (C)(3)	MEDICAL	1,500.
LIBERTY CORNER FIRE COMPANY PO BOX 98 LIBERTY CORNER, NJ 07938	NONE	IRC 501 (C)(3)	MEDICAL	1,500.
LIBERTY CORNER FIRST AID SQUAD PO BOX 57 LIBERTY CORNER, NJ 07938	NONE	IRC 501 (C)(3)	MEDICAL	1,500.
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
MARKET STREET MISSION 9 MARKET STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	COUNSELING	25,000.
MAYHEW PROGRAM PO BOX 120 BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	EDUCATION	25,000.
MORRISTOWN MEDICAL CENTER FOUNDATION 475 SOUTH STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	MEDICAL	110,000.
MRS. WILSON'S HALFWAY HOUSE PO BOX 9175 MORRISTOWN, NJ 07963	NONE	IRC 501 (C)(3)	COUNSELING	2,500.
NEWFOUND AREA NURSING ASSOCIATION 214 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
NEWFOUND LAKE REGION ASSOCIATION 800 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	CONSERVATION	25,000.
NY/NJ TRAIL CONFERENCE 156 RAMAPO VALLEY RD MAHWAH, NJ 07430	NONE	IRC 501 (C)(3)	EDUCATION	2,500.
OUR LADY OF MERCY HIGH SCHOOL 1437 BLOSSOM RD ROCHESTER, NY 14610	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
OVERLOOK HOSPITAL FOUNDATION BOX 220 SUMMIT, NJ 07902	NONE	IRC 501 (C)(3)	MEDICAL	27,500.
PHILANTHROPY ROUNDTABLE 1730 M ST., NW WASHINGTON, DC 20036	NONE	IRC 501 (C)(3)	EDUCATION	400.
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
PINGRY SCHOOL MARTINSVILLE ROAD MARTINSVILLE, NJ 08836	NONE	IRC 501 (C)(3)	EDUCATION	78,500.
PRESBYTERIAN CHURCH IN MORRISTOWN 65 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	RELIGIOUS	270,000.
PROCTOR ACADEMY PO BOX 500 ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	EDUCATION	10,000.
SEMESTER AT SEA PO BOX 400885 CHARLOTTEVILLE, VA 22903	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
SKI JUMPING DEVELOPMENT USA, INC PO BOX 683757 PARK CITY, UT 84060	NONE	IRC 501 (C)(3)	EDUCATION	15,000.
SKIDMORE COLLEGE 815 N BROADWAY SARATOGA SPRINGS, NY 12866	NONE	IRC 501 (C)(3)	EDUCATION	1,000.
SPAULDING YOUTH CENTER FOUNDATION 130 SHEDD ROAD NORTHFIELD, NH 03276	NONE	IRC 501 (C)(3)	COUNSELING	5,000.
SPEARE MEMORIAL HOSPITAL 16 HOSPITAL ROAD PLYMOUTH, NH 03264	NONE	IRC 501 (C)(3)	MEDICAL	250,000.
SQUAM LAKES SCIENCE CENTER PO BOX 173 HOLDERNESS, NH 03245	NONE	IRC 501 (C)(3)	CONSERVATION	30,000.
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVE SELINSGROVE, PA 17870	NONE	IRC 501 (C)(3)	EDUCATION	50,000.
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
TAPLEY-THOMPSON COMMUNITY CENTER 30 NORTH MAIN ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	EDUCATION	7,000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF NURSING PO BOX 70259 PHILADELPHIA, PA 19176	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
VILLA WALSH ACADEMY 455 WESTERN AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	EDUCATION	2,500.
WOUNDED WARRIOR PROJECT PO BOX 788516 TOPEKA, KS 66675	NONE	IRC 501 (C)(3)	MEDICAL	3,000.
YALE SCHOOL OF FORESTRY & ENVIRONMENTAL STUDIES PO BOX 803 NEW HAVEN, CT 06503	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
YALE SCHOOL OF PUBLIC HEALTH PO BOX 803 NEW HAVEN, CT 06503	NONE	IRC 501 (C)(3)	EDUCATION	2,500.
NATIONAL WORLD WAR II MUSEUM 945 MAGAZINE ST NEW ORLEANS, LA 70130	NONE	IRC 501 (C)(3)	EDUCATION	2,500.
Total from continuation sheets				

Form 990-PF — Dividends and Interest from Securities — Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FROM K-1 CVR PARTNERS LP	1.	0.	1.	1.	
FROM K-1 CVR PARTNERS LP	12.	0.	12.	12.	
FROM K-1 EL PASO PIPELINE PTRS LP	70.	0.	70.	70.	
FROM K-1 PLAINS ALL AMERICAN PIPELINE	103.	0.	103.	103.	
INTEREST AND DIVIDENDS - VARIOUS	1,076,195.	15,934.	1,060,261.	1,060,261.	
To Part I, line 4	1,076,381.	15,934.	1,060,447.	1,060,447.	

Form 990-PF — Other Income — Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FROM K-1 RENTECH NITROGEN PARTNERS	<1,075.>	<1,075.>	
FROM K-1 PLAINS ALL AMERICAN PIPELINE	<1,345.>	<1,345.>	
FROM K-1 PIONEER SOTHWEST ENERGY PTRS LP	<6,676.>	<6,676.>	
FROM K-1 RENTECH NITROGEN PARTNERS	<36,945.>	<36,945.>	
FROM K-1 CVR PARTNERS LP	<871.>	<871.>	
FROM K-1 EL PASO PIPELINE PTRS LP	<34,771.>	<34,771.>	
FROM K-1 CVR PARTNERS LP	<18,262.>	<18,262.>	
Total to Form 990-PF, Part I, line 11	<99,945.>	<99,945.>	

Form 990-PF | Accounting Fees | Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	6,875.	3,438.		3,437.
BOOKKEEPING	15,000.	7,500.		7,500.
To Form 990-PF, Pg 1, ln 16b	21,875.	10,938.		10,937.

Form 990-PF | Taxes | Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	5,000.	0.		0.
FOREIGN TAXES - PLAINS ALL AMERICAN PIPELINE ACCRUED	2,172.	0.		0.
To Form 990-PF, Pg 1, ln 18	7,172.	0.		0.

Form 990-PF | Other Expenses | Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	55.	0.		55.
CHARITABLE CONTRIBUTION - K-1 RENTECH NITROGEN PTRS	12.	12.		0.
BANK CHARGES	327.	164.		163.
NONDEDUCTIBLE EXP - K-1 - RENTECH NITROGEN PTRS	2.	0.		0.
CHARITABLE CONTRIBUTION - K-1 RENTECH NITROGEN PTRS	1.	1.		0.
NONDEDUCTIBLE EXP - K-1 - PLAINS ALL AMERICAN PIPELINE	78.	0.		0.
NONDEDUCTIBLE EXP - K-1 - CVR PARTNERS LP	1.	0.		0.
NONDEDUCTIBLE EXP - K-1 - EL PASO PIPELINE PTRS	260.	0.		0.
NONDEDUCTIBLE EXP - K-1 - CVR PARTNERS LP	16.	0.		0.
NONDEDUCTIBLE EXP - K-1 - RENTECH NITROGEN PTRS LP	29.	0.		0.
	781.	177.		218.

To Form 990-PF, Pg 1, ln 23

Form 990-PF	U.S. and State/City Government Obligations			Statement 6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
VARIOUS US GOVT BONDS	X		7,507,409.	7,505,075.
Total U.S. Government Obligations			7,507,409.	7,505,075.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			7,507,409.	7,505,075.

Form 990-PF	Corporate Stock	Statement 7
Description	Book Value	Fair Market Value
VARIOUS COMMON STOCKS	17,803,093.	29,727,309.
Total to Form 990-PF, Part II, line 10b	17,803,093.	29,727,309.

Form 990-PF	Other Investments		Statement 8
Description	Valuation Method	Book Value	Fair Market Value
MONEY FUNDS	COST	400,612.	400,612.
VARIOUS EXCHANGE TRADED FUNDS	COST	304,431.	580,600.
PUBLICLY TRADED PARTNERSHIPS	COST	1,889,284.	2,016,600.
Total to Form 990-PF, Part II, line 13		2,594,327.	2,997,812.

Form 990-PF | Other Assets | Statement 9

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
FOREIGN TAXES RECEIVABLE	0.	2,622.	2,622.
To Form 990-PF, Part II, line 15	0.	2,622.	2,622.

PORTFOLIO APPRAISAL
Charles Foundation **EIN 22-3292066**
December 31, 2013

Quantity	Security	Total Cost	Market Value
	COMMON STOCK		
30000	ANNALY CAPITAL MGMT INC	536,863	299,100
4000	APACHE CORP.	135,629	343,760
25000	AT&T	782,263	879,000
20000	AUTOMATIC DATA PROCESSING	643,718	1,615,980
25000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR	501,563	700,500
25000	BANK OF MONTREAL	1,296,433	1,666,800
5000	BANK OF NOVA SCOTIA	283,474	312,740
15000	BCE INC	467,425	649,680
5000	BED BATH AND BEYOND INC	305,710	401,500
35000	BGC PARTNERS INC	245,166	211,750
5000	BROADRIDGE FINANCIAL SOLUTIONS, INC	83,337	197,600
10000	CAMPBELL SOUP COMPANY	337,352	432,800
20000	CANADIAN NAT RES LTD	80,293	676,800
8000	CENOVUS ENERGY INC	82,718	228,984
15000	CENTURYLINK INC	526,317	477,750
5150	CHEVRON CORP	174,001	643,287
50000	CHIMERA INVESTMENT CORP	124,076	155,000
10000	CONOCOPHILLIPS	286,485	706,500
35000	CYS INVESTMENTS INC	442,502	259,350
10000	EMERSON ELECTRIC CO	440,719	701,800
30000	FAIRPOINT COMMUNICATIONS INC	175,776	339,300
20000	FRONTIER COMMUNICATIONS CORP	149,567	93,000
12500	GAMESTOP CORPORATION	317,739	615,750
15000	GENERAL MOTORS CORP	350,570	613,050
22500	HATTERAS FINANCIAL CORP	641,664	367,650
2000	HONEYWELL INTERNATIONAL	117,107	182,740
10000	INTERNATIONAL PAPER	335,258	490,300
15000	IRIDIUM COMMUNICATIONS INC	122,539	93,765
10000	JOHNSON & JOHNSON	203,905	915,900
35000	MFA FINANCIAL INC	272,429	247,100
5000	MOLSON COORS BREWING CO CL B	225,625	280,750
10000	Mc DONALDS CORP	626,971	970,300
30000	NOBLE ENERGY CORP	16,704	2,043,300
25000	PAYCHEX INC.	786,612	1,138,250
10000	PEMBINA PIPELINE CORPORATION	160,064	352,050
30000	PENN WEST PETE LTD	430,641	250,800
5000	PHILLIPS 66	85,139	385,650
25000	PIMCO HIGH INCOME FUND	325,294	291,250
11162 5	PIONEER NATURAL RESOURCES	302,806	2,054,681
10000	REALTY INCOME CORPORATION	382,122	373,300
5000	ROYAL BANK OF CANADA	299,328	336,185
25000	RR DONNELLEY & SONS CO	443,075	507,000
1952	SILVER BAY ROYALTY TRUST	37,830	31,212
10000	SUNCOR ENERGY	133,517	350,500
25000	SYSCO CORP	711,806	902,500
50000	TALISMAN ENERGY	195,667	582,500
10000	TELUS CORP	172,017	344,230
15000	TORONTO DOMINION BANK	796,052	1,413,915
40000	TWO HARBORS INVESTMENT CORP	389,495	371,200
25000	VERIZON COMMUNICATIONS	819,733	1,228,500
	TOTAL	17,803,093	29,727,309

PORTFOLIO APPRAISAL
Charles Foundation
December 31, 2013

EIN 22-3292066

Quantity	Security	Total Cost	Market Value
	OTHER ASSETS		
5000	STREETTRACKS GOLD TR GOLD SHARES	304,431	580,600
	TOTAL	304,431	580,600
	PARTNERSHIP INVESTMENTS		
15000	CVR PARTNERS LP	333,605	246,900
25000	EL PASO PIPELINE PARTNERS LP	950,967	900,000
10000	PLAINS ALL AMERICAN PIPELINE LP	269,885	517,700
20000	RENTECH NITROGEN PARTNERS	334,827	352,000
	TOTAL	1,889,284	2,016,600
	GOVERNMENT BONDS		
2500000	US TREASURY NOTE 0 250% Due 03-31-14	2,502,271	2,500,975
3000000	US TREASURY NOTE 0 250% Due 06-30-14	3,003,096	3,002,340
1000000	US TREASURY NOTE 0 250% Due 08-31-14	1,001,021	1,000,860
1000000	US TREASURY NOTE 0 250% Due 11-30-14	1,001,022	1,000,900
	TOTAL	7,507,409	7,505,075

Olsen & Thompson, P.A.

REALIZED GAINS AND LOSSES

EIN 22-3292066

Charles Foundation

From 01-01-13 Through 12-31-13

Attachment for Page 3, Part IV

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-16-11	03-06-13	1,000 000	H J HEINZ	49,338 91	71,944 75		22,605 84
04-15-11	03-06-13	2,000 000	H J HEINZ	101,589 83	143,889 50		42,299 67
02-17-12	03-06-13	2,000 000	H J HEINZ	110,633 26	143,889 49		33,256 23
06-27-12	03-12-13	400,000	US TREASURY NOTE 0 500 % Due 05-31-13	401,000 00	399,891 63	-1,108 37	
05-17-10	04-16-13	5,000 000	PENN WEST ENERGY TR	97,292 64	49,843 46		-47,449 18
03-28-13	05-07-13	0 800	SILVER BAY ROYALTY TRUST	15 52	15 25	-0 27	
06-27-12	05-31-13	1,400,000	US TREASURY NOTE 0 500 % Due 05-31-13	1,403,500 00	1,400,000 00	-3,500 00	
08-27-12	09-03-13	1,250,000	US TREASURY NOTE 0 125 % Due 08-31-13	1,249,413 75	1,250,000 00		586 25
10-10-12	09-03-13	4,500,000	US TREASURY NOTE 0 125 % Due 08-31-13	4,497,890 63	4,500,000 00	2,109 37	
08-01-13	10-31-13	2,500	RENTECH NITROGEN PARTNERS	79,937 62	49,526 92	-30,410 70	
12-03-12	11-19-13	750,000	US TREASURY NOTE 0 250 % Due 11-30-13	750,468 75	749,244 05	-1,224 70	
08-27-12	11-22-13	150,000	US TREASURY NOTE 0 250 % Due 11-30-13	150,070 35	149,844 05		-226 30
08-27-12	12-02-13	1,100,000	US TREASURY NOTE 0 250 % Due 11-30-13	1,100,515 90	1,100,000 00		-515 90
03-29-00	12-18-13	6,000 000	ANADARKO PETROLEUM CORPORATION	88,710 16	457,933 21		369,223 05
05-02-13	12-19-13	5,000 000	PIONEER SOUTHWEST ENERGY PARTNERS LP	117,248 34	209,709 19	92,460 85	
TOTAL GAINS						94,570 22	467,971 04
TOTAL LOSSES						-36,244 04	-48,191 38
				10,197,625.66	**10,675,731.50**	**58,326.18**	**419,779.66**

TOTAL REALIZED GAIN/LOSS 478,105 84