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: THE SAM & CHARLES FOUNDATION

A Employer identification number: 23-7919005

Number and street (or P O box number if mail is not delivered to street address): 121 PINE STREET

Room/suite:

B Telephone number: (215)299-4638

City or town, state or province, country, and ZIP or foreign postal code: PHILADELPHIA, PA 19106

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 278,452.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(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	79,318.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	351.	351.		STATEMENT 1
	4 Dividends and interest from securities	4,035.	4,035.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	21,876.			
	b Gross sales price for all assets on line 6a 58,167.				
	7 Capital gain net income (from Part IV, line 2)		21,876.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	105,580.	26,262.		
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 STMT 3	445.	0.		0.
	b Accounting fees STMT 4	2,600.	0.		0.
	c Other professional fees STMT 5	148.	0.		0.
	17 Interest				
	18 Taxes STMT 6	224.	224.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,981.	64.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	5,398.	288.		0.
	25 Contributions, gifts, grants paid	62,706.			62,706.
	26 **Total expenses and disbursements.** Add lines 24 and 25	68,104.	288.		62,706.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	37,476.			
	b **Net investment income** (if negative, enter -0-)		25,974.		
	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 (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	8,086.	11,914.	11,914.
	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 8	119,908.	105,557.	266,538.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	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 I)	127,994.	117,471.	278,452.
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 ▶ [X] 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	127,994.	117,471.	
	30 **Total net assets or fund balances**	127,994.	117,471.	
	31 **Total liabilities and net assets/fund balances**	127,994.	117,471.	

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	127,994.
2	Enter amount from Part I, line 27a	2	37,476.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	165,470.
5	Decreases not included in line 2 (itemize) ▶ CHANGE IN VALUATION OF ASSETS	5	47,999.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	117,471.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	58,167.		36,291.	21,876.

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				
b				
c				
d				
e				21,876.

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** 21,876.

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	49,120.	220,286.	.222983
2011	22,576.	239,915.	.094100
2010	29,075.	211,999.	.137147
2009	29,210.	163,548.	.178602
2008	69,446.	219,192.	.316827

2	**Total** of line 1, column (d)	2	.949659
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	.189932
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	221,815.
5	Multiply line 4 by line 3	5	42,130.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	260.
7	Add lines 5 and 6	7	42,390.
8	Enter qualifying distributions from Part XII, line 4	8	62,706.

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	260.
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	260.
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	260.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 636.		
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	636.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	376.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 376. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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? N/A	4b		
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) ▶ PA			
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 STMT 9	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? Website address ▶ N/A	13	X	

14 The books are in care of ▶ THE SAM & CHARLES FOUNDATION Telephone no. ▶ (215)299-4638
Located at ▶ 121 PINE STREET, PHILADELPHIA, PA ZIP+4 ▶ 19106

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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** No: 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
DAVID U'PRICHARD 121 PINE STREET PHILADELPHIA, PA 19106	OFFICER 0.00	0.	0.	0.
ALISSA U'PRICHARD 121 PINE STREET PHILADELPHIA, PA 19106	OFFICER 0.00	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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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	
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	208,875.
b	Average of monthly cash balances		1b	16,318.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	225,193.
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	225,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	3,378.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	221,815.
6	**Minimum investment return.** Enter 5% of line 5		6	11,091.

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	11,091.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 260.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	260.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	10,831.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	10,831.
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	10,831.

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	62,706.
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	62,706.
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	260.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,446.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				10,831.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 58,744.				
b From 2009 21,181.				
c From 2010 18,931.				
d From 2011 11,064.				
e From 2012 38,246.				
f **Total** of lines 3a through e	148,166.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 62,706.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				10,831.
e Remaining amount distributed out of corpus	51,875.			
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	200,041.			
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	58,744.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	141,297.			
10 Analysis of line 9:				
a Excess from 2009 21,181.				
b Excess from 2010 18,931.				
c Excess from 2011 11,064.				
d Excess from 2012 38,246.				
e Excess from 2013 51,875.				

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).)

SEE STATEMENT 10

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

NONE

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

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

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

C/O BERTRAM WOLFSON ESQ. MCCAUSLAND, KEEN, & BUCKMAN, 610-341-1000
259 NORTH RADNOR-CHESTER RD STE 160, RADNOR, PA 19087

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

NO SPECIFICATIONS

c Any submission deadlines:

NONE

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

NONE

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				
AMATEUR ATHLETIC UNION OF THE UNITED STATES INC. 6869 BARNWELL DRIVE BOYNTON BEACL, FL 33437	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	500.
AROGYA WORLD 23 W 651 HOBSON ROAD NAPERVILLE, IL 60540	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	1,000.
BALLETX P.O. BOX 22713 PHILADELPHIA, PA 19110	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	500.
DNDI OF NORTH AMERICA 40 WALL STREET, 24TH FLOOR NEW YORK, NY 10005	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	1,000.
FRIENDS OF LOUIS I. KAHN PARK 11TH AND PINE STREETS PHILADELPHIA, PA 19107	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	50.
Total SEE CONTINUATION SHEET(S)			▶ 3a	62,706.
b Approved for future payment **NONE**				
Total			▶ 3b	0.

323611
10-10-13

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) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	351.	
4 Dividends and interest from securities			14	4,035.	
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	21,876.	
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.		26,262.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 26,262.

(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).

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: 5/14/14 Title: FOUNDATION MANAGER

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
MARY ANNE STINGER, CPA	[signature]	5-14-14		P00067264
Firm's name ▶ FAIRMAN GROUP FAMILY OFFICE, LLP			Firm's EIN ▶ 45-4793713	
Firm's address ▶ 899 CASSATT ROAD, SUITE 115 BERWYN, PA 19312			Phone no. 610-889-7300	

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10-10-13

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	ROYCE GLOBAL VALUE TR INC COM CASH IN LIEU	P	10/24/13	10/24/13
b	100 SHS INTL BUSINESS MACH, IBM	P	01/27/98	10/22/13
c	400 SHS JP MORGAN CHASE CAP XIV CAP SECS SER N 6	P	12/17/04	10/22/13
d	SPDR GOLD TR GOLD SHS, GLD	P	01/10/05	12/31/13
e	100 SHS WALMART STORES, INC	P	07/19/02	01/22/13
f	FIDELITY #5305 - SEE ATTACHED	P	VARIOUS	VARIOUS
g	FIDELITY #5305 - SEE ATTACHED	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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.			6.
b	17,424.		4,855.	12,569.
c	10,000.		10,308.	<308.>
d	30.		9.	21.
e	6,920.		4,683.	2,237.
f	22.			22.
g	23,178.		16,436.	6,742.
h	587.			587.
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6.
b				12,569.
c				<308.>
d				21.
e				2,237.
f				22.
g				6,742.
h				587.
i				
j				
k				
l				
m				
n				
o				

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	21,876.
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 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
GASTROENTEROLOGY & HEPATOLOGY DEPARTMENT OF THOMAS JEFFERSON UNIVERSITY 1020 WALNUT STREET PHILADELPHIA, PA 19107	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	20.
JOHN HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	4,504.
LANTERN THEATER COMPANY P.O. BOX 53428 PHILADELPHIA, PA 19105	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	700.
PENNSYLVANIA FIRE FIGHTERS 484 ALLEGHENY AVE STE. 2D FRANKLIN, PA 16323	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	95.
PHILADELHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 19101-7646	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	345.
SOCIETY HILL CIVIC ASSOCIATION P.O. BOX 63503 PHILADELPHIA, PA 19147	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	50.
THE INTERNATIONAL HOUSE OF PHILADELPHIA 3701 CHESTNUT STREET PHILADELPHIA, PA 19104-3195	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	10,500.
THE PAINTED BRIDE ART CENTER 230 VINE STREET PHILADELPHIA, PA 19106-1293	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	14,900.
THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	95.
THE WILMA THEATER 265 SOUTH BROAD STREET PHILADELPHIA, PA 19107-5659	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	27,947.
Total from continuation sheets				59,656.

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
WHYY 150 NORTH 6TH STREET PHILADELPHIA, PA 19106	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	500.
Total from continuation sheets				

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	Employer identification number
THE SAM & CHARLES FOUNDATION	23-7919005

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).

Name of organization	Employer identification number
THE SAM & CHARLES FOUNDATION	23-7919005

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	DAVID & ALISSA U'PRICHARD 121 PINE STREET PHILADELPHIA, PA 19106	$ 79,318.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE SAM & CHARLES FOUNDATION

Employer identification number: 23-7919005

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
1	SEE ATTACHED STATEMENT	$ 69,318.	VARIOUS

(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 SAM & CHARLES FOUNDATION

Employer identification number: 23-7919005

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY - ACCT #5291	351.	351.	
TOTAL TO PART I, LINE 3	351.	351.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY - ACCT #5291	2,975.	587.	2,388.	2,388.	
FIDELITY - ACCT #5305	1,647.	0.	1,647.	1,647.	
TO PART I, LINE 4	4,622.	587.	4,035.	4,035.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	445.	0.		0.
TO FM 990-PF, PG 1, LN 16A	445.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,600.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,600.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	148.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	148.	0.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	224.	224.		0.
TO FORM 990-PF, PG 1, LN 18	224.	224.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS AND ENTERTAINMENT	1,718.	0.		0.
RENTAL CHARGES	199.	0.		0.
INVESTMENT EXPENSES	64.	64.		0.
TO FORM 990-PF, PG 1, LN 23	1,981.	64.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY - ACCT #5291	51,919.	160,964.
FIDELITY - ACCT #5305	53,638.	105,574.
TOTAL TO FORM 990-PF, PART II, LINE 10B	105,557.	266,538.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 9

NAME OF CONTRIBUTOR	ADDRESS
DAVID & ALISSA U'PRICHARD	121 PINE STREET PHILADELPHIA, PA 19106

FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 10

NAME OF MANAGER

DAVID U'PRICHARD
ALISSA U'PRICHARD

THE SAM & CHARLES FOUNDATION
SUPPORT FOR SCHEDULE B - STOCK DONATIONS
FOR THE YEAR ENDED 12/31/13
EIN: 23-7919005

SHS	DATE	DESCRIPTION	FAIR MARKET VALUE ON DATE OF TRANSFER HI	LOW	MEAN	FMV
100	1/28/2013	E M C CORP MASS (EMC)	25 39	24 88	25	2,514
25	10/22/2013	INTERNATIONAL BUSINESS MACHINES CORP (IBM)	176	173	174	4,357
100	11/12/2013	ALKERMES PLC (ALKS)	37	36	37	3,694
100	11/13/2013	QUALCOMM INCORPORATED (QCOM)	70	69	69	6,929
100	11/13/2013	SALESFORCE COM INC (CRM)	58	57	57	5,721
100	11/21/2013	MERCK & CO INC	49	48	48	4,843
25	12/19/2913	AMAZON COM INC	397	393	395	9,874
10	12/23/2013	GOOGLE INC	1116	1105	1110	11,105
105	12/23/2013	ISIS PHARMACEUTICALS, INC	43	41	42	4,388
100	12/30/2013	ADOBE SYSTEMS, INC	60	59	60	5,952
100	12/30/2013	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION	100	99	99	9,941
						69,318

Fidelity INVESTMENTS

Form 990-PF
Tax Year 2013
The Sam & Charles Foundation EIN: 23-7919005

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No Z49-795305 Customer Service. 800-544-6666
Recipient ID No 23-7919005 Payer's Fed ID Number 04-3523567

FORM 1099-B 2013 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
HONG KONG & CHINA GAS CO ADR-EACH CNV IN, HOKCY, 438550303										
Cash In Lieu	07/02/13	07/02/13	0 000	0 99	0 00	0 99				
MALLINCKRODT PLC ORDINARY USD, MNK, G5785G107										
Cash In Lieu	07/10/13	07/10/13	0 000	21 14	0 00	21 14				
TOTALS				**22.13**	**0.00**			**0.00**		
Box B Short-Term Realized Gain						**22.13**				
Box B Short-Term Realized Loss						**0.00**				
Box B Wash Sale Loss Disallowed							**0.00**			

Statement for Part IV
Item 1f and 1g

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION Account No **Z49-795305** Customer Service: 800-544-6666
Recipient ID No.**23-7919005** Payer's Fed ID Number 04-3523567

FORM 1099-B 2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
APACHE CORP, APA, 037411105										
Sale	01/28/13	03/17/11	3 000	237 30	352.89	-115.59				
CAMERON INTL CORP COM, CAM, 13342B105										
Sale	01/28/13	06/24/11	7 000	410 93	321 85	89 08				
Sale	01/28/13	07/14/11	2.000	117 41	99 34	18 07				
Sale	01/28/13	08/05/11	4.000	234.81	191 34	43.47				
Subtotals				**763.15**	**612.53**					
ELSTER GROUP SE SPONADS EACH REPR 1/4 OR, 290348101										
Merger	12/06/13	07/07/11	7 000	165 77	112 00(f)	53 77				
Merger	12/06/13	08/05/11	3.000	71 05	47 25(f)	23.80				
Merger	12/06/13	08/08/11	9 000	213 14	137 83(f)	75 31				
Subtotals				**449.96**	**297.08**					
HSBC HOLDINGS PLC ADR EACH REPR 5 ORD US, HSBC, 404280406										
Sale	01/28/13	03/24/11	3 000	161 11	156.43	4 68				
MICROSOFT CORP, MSFT, 594918104										
Sale	09/30/13	07/14/11	6.000	195.32	160 10	35 22				
NETAPP INC COM, NTAP, 64110D104										
Sale	01/28/13	02/24/11	4 000	139 08	202 89	-63 81				
Sale	01/28/13	02/25/11	4.000	139 08	209.65	-70 57				
Sale	01/28/13	03/10/11	1 000	34 77	48 18	-13 41				
Sale	01/28/13	03/16/11	5 000	173.85	235 03	-61.18				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION Account No **Z49-795305** Customer Service. 800-544-6666
Recipient ID No.**23-7919005** Payer's Fed ID Number 04-3523567

FORM 1099-B 2013 Proceeds from Broker and Barter Exchange Transactions Copy [illegible]

Long-term transactions for which basis <u>is reported</u> to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
NETAPP INC COM, NTAP, 64110D104										
Sale	01/28/13	08/23/11	1.000	34 77	37 30	-2 53				
Sale	01/28/13	09/07/11	1.000	34 77	35 96	-1 19				
Sale	01/28/13	09/09/11	1 000	34 78	35 35	-0 57				
Subtotals				**591.10**	**804.36**					
NIKE INC CLASS B, NKE, 654106103										
Sale	01/28/13	06/07/11	12.000	626 70	490 31	136 39				
Sale	01/28/13	08/05/11	2 000	104 45	83 88	20 57				
Subtotals				**731.15**	**574.19**					
TOTAL SPON ADR EA REP 1 ORD SHS, TOT, 89151E109										
Sale	01/28/13	03/24/11	1.000	50 19	60 21	-10 02				
TOTALS				**3,179.28**	**3,017.79**			**0.00**		
	Box D Long-Term Realized Gain					**500.36**				
	Box D Long-Term Realized Loss					**-338.87**				
	Box D Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION   Account No. **Z49-795305** Customer Service: 800-544-6666
Recipient ID No **23-7919005** Payer's Fed ID Number 04-3523567

FORM 1099-B   2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
APACHE CORP, APA, 037411105										
Sale	01/28/13	07/23/10	4 000	316 40	367 58	-51 18				
CABLEVISION SYS CORPNY GROUP CL A COM, CVC, 12686C109										
Sale	01/28/13	11/28/00	31 000	459 29	705 85	-246.56				
Sale	01/28/13	08/21/01	10 000	148.16	226.58	-78 42				
Subtotals				**607.45**	**932.43**					
FOREST LABORATORIES INC, FRX, 345838106										
Sale	01/28/13	01/03/01	40 000	1,438 80	1,228 24	210 56				
Sale	01/28/13	03/21/01	20 000	719.40	516.58	202 82				
Subtotals				**2,158.20**	**1,744.82**					
FREEPORT MCMORAN COPPER & GOLD INC., FCX, 35671D857										
Sale	01/28/13	04/01/09	10 000	331 71	196 24	135 47				
Sale	01/28/13	06/17/09	10 000	331 71	249 83	81 88				
Sale	01/28/13	07/06/09	2 000	66 35	46.62	19.73				
Subtotals				**729.77**	**492.69**					
HSBC HOLDINGS PLC ADR EACH REPR 5 ORD US, HSBC, 404280406										
Sale	01/28/13	12/13/00	10.000	537 04	752 79	-215 75				
JUNIPER NETWORKS INC, JNPR, 48203R104										
Sale	01/28/13	10/22/08	6.000	130 23	111 11	19 12				
Sale	01/28/13	11/06/08	3.000	65 11	50 35	14 76				
Sale	01/28/13	11/07/08	2 000	43 41	34 23	9 18				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION | Account No **Z49-795305** | Customer Service: 800-544-6666
Recipient ID No **23-7919005** | Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions — Copy B for Recipient OMB No 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
JUNIPER NETWORKS INC, JNPR, 48203R104										
Sale	01/28/13	11/21/08	5 000	108.52	70 41	38 11				
Sale	01/28/13	02/02/09	5 000	108 52	72 13	36 39				
Sale	01/28/13	02/19/09	15 000	325 56	223 76	101 80				
Subtotals				**781.35**	**561.99**					
MALLINCKRODT PLC ORDINARY USD, MNK, G5785G107										
Sale	11/07/13	12/21/00	0 197	5 56	10 93	-5 37				
Sale	11/07/13	11/19/01	0 246	6 95	15 85	-8 90				
Sale	11/07/13	12/18/01	0 911	25 74	56 43	-30.69				
Sale	11/07/13	02/15/02	0 246	6 95	7 51	-0 56				
Sale	11/07/13	07/18/07	0 400	11 32	15 22	-3 90				
Subtotals				**56.52**	**105.94**					
METTLER-TOLEDO INTL, MTD, 592688105										
Sale	11/07/13	11/28/00	2 000	477 44	96 99	380 45				
Sale	11/07/13	03/22/02	5 000	1,193.59	225 86	967 73				
Subtotals				**1,671.03**	**322.85**					
MICROSOFT CORP, MSFT, 594918104										
Sale	09/30/13	12/05/00	30 000	976 60	895 44	81 16				
Sale	09/30/13	02/17/05	15 000	488 30	385.53	102 77				
Subtotals				**1,464.90**	**1,280.97**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION   Account No **Z49-795305**   Customer Service 800-544-6666
Recipient ID No **23-7919005**   Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
MONSANTO CO NEW, MON, 61166W101										
Sale	01/28/13	01/21/10	2.000	198 90	162 21	36 69				
Sale	01/28/13	01/28/10	3.000	298 36	231.76	66 60				
Sale	01/28/13	02/05/10	2 000	198 90	153 08	45.82				
Sale	01/28/13	03/09/10	1 000	99 45	71 67	27 78				
Sale	01/28/13	05/07/10	1 000	99 45	58.96	40 49				
Sale	01/28/13	10/04/10	1.000	99 46	47 68	51 78				
Subtotals				**994.52**	**725.36**					
NUCOR CORP, NUE, 670346105										
Sale	01/28/13	04/02/09	10 000	446 14	430 36	15 78				
Sale	01/28/13	09/10/09	3.000	133 84	140.35	-6.51				
Subtotals				**579.98**	**570.71**					
PEPSICO INC, PEP, 713448108										
Sale	01/28/13	12/01/00	11 000	775 27	465 31	309 96				
Sale	01/28/13	01/26/04	5 000	352 39	234 37	118 02				
Subtotals				**1,127.66**	**699.68**					
SANDISK CORP, SNDK, 80004C101										
Sale	01/28/13	09/28/04	20 000	970.63	554 74	415 89				
Sale	01/28/13	01/07/09	18 000	873 57	226 99	646 58				
Subtotals				**1,844.20**	**781.73**					

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No **23-7919005** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
SEAGATE TECHNOLOGY PLC COM USD0.00001, STX, G7945M107										
Sale	01/28/13	11/30/00	44 624	1,647 89	680.34	967.55				
Sale	01/28/13	04/27/01	7.375	272 35	162.60	109 75				
Sale	01/28/13	05/07/07	18.001	664 75	399.59	265 16				
Subtotals				**2,584.99**	**1,242.53**					
SHIRE ADR EACH REPR 3 ORD, SHPG, 82481R106										
Sale	01/28/13	03/06/08	10 000	963.32	601.20	362 12				
SMITH & NEPHEW ADR EACH REPR 5 USD0 20, SNN, 83175M205										
Sale	01/28/13	04/12/05	5 000	274 01	250.99	23 02				
Sale	01/28/13	01/03/06	5 000	274 01	235 06	38 95				
Sale	01/28/13	05/12/06	5 000	274.01	213.25	60 76				
Subtotals				**822.03**	**699.30**					
SUNCOR ENERGY COM NPV NEW ISIN #CA867224, SU, 867224107										
Sale	01/28/13	10/28/09	15 000	481 38	509.43	-28 05				
THERMO FISHER SCIENTIFIC INC, TMO, 883556102										
Sale	01/28/13	06/11/10	4.000	270.37	206.20	64.17				
Sale	01/28/13	10/04/10	6 000	405 56	284 70	120 86				
Subtotals				**675.93**	**490.90**					
TOTAL SPON ADR EA REP 1 ORD SHS, TOT, 89151E109										
Sale	01/28/13	10/07/02	10.000	501 93	337.15	164 78				

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Fidelity INVESTMENTS

2013 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No **23-7919005** Payer's Fed ID Number 04-3523567

FORM 1099-B — 2013 Proceeds from Broker and Barter Exchange Transactions — Copy B for Recipient OMB No [illegible]

Long-term transactions for which basis <u>is not reported</u> to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c** & **6**)

(IRS Form 1099-B box numbers are shown below in **bold** type)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
WAL-MART DE MEXICO SAB DE CV ADR EACH RE, WMMVY, 93114W107										
Sale	01/28/13	12/13/00	35 000	1,100.67	197 97	902.70				
TOTALS				**19,999.27**	**13,418.02**			**0.00**		
	Box E Long-Term Realized Gain					**7,257.14**				
	Box E Long-Term Realized Loss					**-675.89**				
	Box E Wash Sale Loss Disallowed						**0.00**			

For any transaction listed on Form 1099-B in a section indicating that **"basis <u>is reported</u> to the IRS"**, we are reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1b**, **1e**, **2a** and **2b**, **3**, **4**, **5**, **13**, **14** and **15** We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that **"basis <u>is not reported</u> to the IRS"**, we are reporting to the IRS **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a**, **1e**, **2a** and **2b**, **4**, **13**, **14** and **15** We are not reporting to the IRS **1c** type of gain or loss (i e short-term or long-term), the Action, the Gain / Loss, columns **1b**, **3**, **5**, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

(f) Gain/loss information for this transaction is provided based on information available from the company or other sources regarding the aggregate cash and fair market value of shares and other property received on the date of the merger. Consult your tax advisor for information on how to report this transaction on your return

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

FIDELITY
ACTIVE TRADER VIP

Form 990-PF
Tax Year 2013
The Sam & Charles Foundation
EIN: 23-7919005
Statement for Part II Line 10b

Investment Report

December 1, 2013 - December 31, 2013

Your Portfolio Details

Fidelity Account ℠ **Z49-795291** SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

This may not reflect all of your gains/losses because of incomplete cost basis

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
Stocks ***95% of holdings***					
ALKERMES PLC SHS (ALKS)	100.000	$40.660	$780.78c	$4,038.10	$4,066.00
ADOBE SYS INC (ADBE)	100.000	59.879	5,032.20c		5,987.90
AMAZON COM INC (AMZN)	25.000	398.790	5,545.06c		9,969.75
APPLE INC (AAPL)	50.000	561.020	1,831.26t	27,803.50	28,051 00
EAI. $610 00, EY· 2 17%					
ASTRAZENECA ADR EACH REP 1 ORD	100.000	59.370	3,582.00t	5,719.00	5,937.00
USD0 25(MGT) (AZN)					
EAI $280 00, EY· 4 72%					
CLEAN ENERGY FUELS CORP (CLNE)	100.000	12.880	908.49t	1,249.00	1,288.00
COGNIZANT TECH SOLUTIONS CORP (CTSH)	100.000	100.980	6,813.21c		10,098.00
E M C CORP MASS (EMC)	100.000	25.150	369.00	2,385.00	2,515.00
EAI $40 00, EY 1 59%					
GOLDMAN SACHS GROUP INC (GS)	25.000	177.260	2,308.81c	4,223.50	4,431.50
EAI $55 00, EY 1 24%					
GOOGLE INC CL A (GOOG)	10.000	1,120.710	unknown		11,207 10

FIDELITY
ACTIVE TRADER VIP

Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account sm Z49-795291 SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
INTL BUSINESS MACH (IBM)	50.000	187.570	3,071.70c	8,984 00	9,378 50
EAI. $190 00, EY· 2 03%					
ISIS PHARMACEUTICALS (ISIS)	105.000	39.840	unknown		4,183.20
JPMORGAN CHASE & CO (JPM)	100.000	58.480	1,755.58c	5,722.00	5,848.00
EAI $152 00, EY 2 60%					
MERCK & CO INC NEW COM (MRK)	100.000	50.050	1,441.23c	4,983.00	5,005.00
EAI. $176.00, EY 3 52%					
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLASS B DKK1 (NVO)	25.000	184.760	512.72t	4,468.25	4,619 00
EAI $79 60, EY 1 72%					
QUALCOMM INC (QCOM)	100.000	74.250	1,216.12c	7,358.00	7,425 00
EAI. $140 00, EY. 1.89%					
ROYCE GLOBAL VALUE TR INC COM USD0 001 (RGT)	51.000	8.890	457.73	445.23	453.39
ROYCE VALUE TR INC (RVT)	366.000	16.010	5,590.67t	5,603.76	5,859.66
SPDR GOLD TR GOLD SHS (GLD)	50.000	116.120	2,118.35c	6,035.00	5,806 00
SALESFORCE COM INC (CRM)	100.000	55.190	2,753.18c	5,209.00	5,519 00
SYNGENTA ADR EACH REP 1/5TH CHF0 10 LVL III (SYT)	195.000	79.940	788.19t	15,289.95	15,588.30
EAI $395.21, EY 2 54%					
TORONTO-DOMINION BANK COM NPV ISIN #CA8911605092 SEDOL #2897222 (TD)	82.000	94.240	5,042.49t	7,495.62	7,727 68
Subtotal of Stocks			**51,918.77**		**160,963.98**
Core Account *5% of holdings*					
CASH	8,972.270	1.000	not applicable	10,235.58	8,972.27
For balances below $10,000 00, the current interest rate is 00 01%					

FIDELITY

ACTIVE TRADER VIP

Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account ^{sm} Z49-795291 SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
Subtotal of Core Account					**8,972.27**
Total			**$ 51,918.77**		**$169,936.25**

All positions held in cash account unless indicated otherwise.

c - Cost basis information (or proceeds from short sales) has been provided by you or a third party (such as a transferring broker) and has not been adjusted except as otherwise indicated t

- Third-party provided

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate. For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated. EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be higher or lower. EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

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Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account sm Z49-795305 'SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
Stocks 97% of holdings					
COVIDIEN PLC USD0 20(POST CONSOLIDATION) (COV)	20.000	$68.100	$1,105.74t	$1,365.20	$1,362 00
EAI. $25 60, EY 1 88%					
EATON CORP PLC COM (ETN)	20.000	76.120	1,038.11	1,453.20	1,522.40
EAI $33.60, EY 2 21%					
ICON ORD EUR0 06 (ICLR)	15.000	40.416	419.49t	572.10	606.24
TE CONNECTIVITY LTD COM CHF0.57 (TEL)	20.000	55.110	1,086.70t	1,054.40	1,102.20
EAI. $20 00, EY 1 81%					
TYCO INTERNATIONAL LTD(SWITZERLAND) SHS (TYC)	2.000	41.040	98.92t	76.28	82.08
ASML HOLDING NV EUR0 09 NY REG 2012 (POST REV SPLIT) (ASML)	15.000	93.700	186.35t	1,400.70	1,405.50
EAI· $10 35, EY 0 74%					
ADT CORP COM (ADT)	1.000	40.470	47.13t	40.56	40.47
AMC NETWORKS INC COM USD0 01 CL A (AMCX)	10.000	68.110	344 36t	641.90	681.10
AKAMAI TECH (AKAM)	24.000	47.180	519.74t	1,073.28	1,132.32
AMAZON COM INC (AMZN)	10.000	398.790	322.12t	3,936.20	3,987.90
AMGEN INC (AMGN)	17.000	114.080	990.80t	1,939.36	1,939.36
EAI. $41 48, EY 2.14%					
ANADARKO PETE CORP (APC)	35.000	79.320	1,595.31t	3,108.70	2,776 20
EAI· $25 20, EY 0 91%					
ANHEUSER-BUSCH INBEV ADR EAH REP 1 ORD NPV (BUD)	14.000	106.460	802.07t	1,429.54	1,490.44
EAI. $42 40, EY 2 84%					
ATLAS COPCO AB ADR-CNV INTO 1 SER B NPV (ATLCY)	40.000	25.410	504.30t	1,013.48	1,016.40
EAI $33 82, EY 3.33%					
AUTODESK INC (ADSK)	31.000	50.319	1,024.06t	1,402.75	1,559.88
BASF SE ADR-EACH REPR 1 ORD NPV LEVEL II (BASFY)	15.000	106.777	310.19t	1,605.25	1,601 65
EAI $51 05, EY 3.19%					
BED BATH & BEYOND INC (BBBY)	21.000	80.300	736.06t	1,638.63	1,686.30

Fidelity Account ^{sm} Z49-795305 SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
BLACKROCK INC (BLK)	5.000	316.470	750.99t	1,513.75	1,582 35
EAI. $33 60, EY 2 12%					
BROADCOM CORP CL A (BRCM)	46.000	29.645	1,558.96t	1,227.74	1,363.67
EAI $20 24, EY 1 48%					
CME GROUP INC (CME)	10.000	78.460	602.35t	819.50	784.60
EAI $18 00, EY 2 29%					
CRH SPON ADR EA REPR 1 ORD SHS EUR0 32 (CRH)	40.000	25.550	715.00t	1,018.40	1,022.00
EAI: $32 99, EY 3.23%					
CVS CAREMARK CORP (CVS)	35.000	71.570	1,047.30t	2,343.60	2,504.95
EAI: $38 50, EY 1 54%					
CANON INC ADR EACH REP 1 ORD NPV(MGT) (CAJ)	30.000	32.000	791.83t	999.60	960.00
EAI: $42.42, EY. 4.42%					
CELGENE CORP (CELG)	15.000	168.968	729.40t	2,426.55	2,534.52
CISCO SYS INC (CSCO)	65.000	22.430	1,686.48t	1,381.25	1,457.95
EAI $44 20, EY 3 03%					
CITRIX SYSTEMS INC (CTXS)	10.000	63.250	597.57t	593.20	632.50
COCA COLA CO (KO)	36.000	41.310	unknown	1,446.84	1,487.16
EAI $40 32, EY. 2.71%					
COMCAST CORP NEW CL A SPL (CMCSK)	146.000	49.880	2,946.26t	7,029.90	7,282.48
EAI $113 88, EY. 1 56%					
CREE INC (CREE)	20.000	62.520	600.77t	1,116.00	1,250.40
CUMMINS INC FORMERLY CUMMINS ENGINE INC	2.000	140.970	175.68t	264.72	281.94
TO 04/05/2001 (CMI)					
DANONE ADR-EA CNV INTO 1/5	50.000	14.470	330.34t	731.50	723.50
EUR0.25(CBK) (DANOY)					
EAI. $18 97, EY: 2 62%					
DEERE & COMPANY (DE)	5.000	91.330	409.37t	421.20	456.65
EAI. $10 20, EY· 2 23%					
DIAGEO ADR EACH REPR 4 ORD GBX28 935185 (DEO)	13.000	132.420	570.73t	1,659.71	1,721.46
EAI· $38 98, EY 2.26%					
DISNEY WALT CO (DIS)	30 000	76.400	878.30t	2,116.20	2,292.00
EAI· $25 80, EY 1.13%					
DIRECTV COM USD0 01 (DTV)	15.000	69.060	292.09t	991.65	1,035.90

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Investment Report

December 1, 2013 - December 31, 2013

Fidelity Account ^{sm} Z49-795305 SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
EBAY INC (EBAY)	40.000	54.865	1,237.00t	2,020.80	2,194.60
ENGILITY HLDGS INC COM (EGL)	2.000	33.400	unknown	63.70	66.80
FLUOR CORP NEW (FLR)	16.000	80.290	719.09t	1,244.96	1,284.64
EAI: $10 24, EY. 0 80%					
GENERAL ELECTRIC CO (GE)	30.000	28.030	506.70t	799.80	840.90
EAI· $26 40, EY 3 14%					
GOOGLE INC CL A (GOOG)	2.000	1,120.710	1,205.54t	2,119.18	2,241.42
GRUPO TELEVISA SAB ADR-REPR 5 ORD PTG CERTS(BNY) (TV)	40.000	30.260	462.31t	1,220.40	1,210.40
EAI $10 83, EY 0 89%					
HOME DEPOT INC (HD)	35.000	82.340	884.20t	2,823.45	2,881.90
EAI. $54 60, EY 1 89%					
HONDA MOTOR CO ADR-EACH CNV INTO 1 ORD NPV (HMC)	25.000	41.350	540.16t	1,059.00	1,033.75
EAI· $19 95, EY 1 93%					
HONG KONG & CHINA GAS CO ADR-EACH CNV INTO 1 ORD HKD0 25 (HOKCY)	653.000	2.293	393.14t	1,539.77	1,497.32
HUTCHISON WHAMPOA UNSP ADR EA REPR 2 ORD SHS HKD0 25 (HUWHY)	37.000	27.187	792.05t	941.16	1,005.91
IMMUNOGEN INC (IMGN)	40.000	14.670	315.41t	581.20	586.80
INTUIT INC (INTU)	13 000	76.320	570.42t	964.99	992.16
ISIS PHARMACEUTICALS (ISIS)	30.000	39.840	273.23t	1,162.80	1,195.20
JOHNSON & JOHNSON (JNJ)	19.000	91.590	957.01t	1,798.54	1,740.21
EAI $50.16, EY· 2 88%					
L-3 COMMUNICATIONS HLDGS INC (LLL)	15.000	106.860	497.99t	1,551.90	1,602.90
EAI $33.00, EY. 2 06%					
NASDAQ OMX GROUP INC (NDAQ)	29.000	39.800	927.06t	1,139.41	1,154.20
EAI $15 08, EY· 1 31%					
NATIONAL OILWELL VARCO INC (NOV)	15.000	79.530	456.47t	1,222.50	1,192.95
EAI $15 60, EY. 1.31%					
NESTLE SA SPON ADR EACH REPR 1 COM CHF0 10 (NSRGY)	19.000	73.424	418.10t	1,391.92	1,395.05
EAI $41 11, EY 2.95%					

Fidelity Account sm Z49-795305 SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
NOVARTIS AG ADR-EACH REPR 1 CHF0.5(REGD) (NVS) EAI $36.40, EY· 3 02%	15.000	80.380	622.50t	1,186.80	1,205.70
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLASS B DKK1 (NVO) EAI $22 29, EY 1.72%	7.000	184.760	137.88t	1,251.11	1,293.32
ORACLE CORPORATION (ORCL) EAI $10 56, EY 1 25%	22.000	38.260	630.76t	776.38	841.72
ORIX CORPORATION SPON ADR EACH REP 5 ORD NPV(CIT) (IX)	10.000	89.100	682.52t	916.20	891.00
PALL CORP (PLL) EAI $38 50, EY 1 29%	35.000	85.350	912.78t	2,929 50	2,987.25
PETROLEO BRASILEIRO SA PETROBRAS ADS EACH REP 2 COM SH (PBR)	15.000	13.780	447.15t	239 10	206.70
PROCTER & GAMBLE CO (PG) EAI. $33.68, EY 2.96%	14.000	81.410	439.70t	1,179.08	1,139.74
QUALCOMM INC (QCOM) EAI $16 80, EY 1.89%	12.000	74.250	624.25t	882.96	891.00
RIO TINTO ADR EACH REP 1 ORD (RIO) EAI $26 43, EY 3 12%	15.000	56.430	625.92t	795 75	846.45
SAP AG SPON ADR EACH REP 1 ORD NPV (SAP) EAI $22 21, EY 1 27%	20.000	87.140	763.47t	1,654.40	1,742.80
SCHLUMBERGER LIMITED COM USD0.01 (SLB)	5.000	90.110	290.65t	442.10	450.55
TELEFONICA SA ADR EA REPR 1 ORD NPV (TEF) EAI $38.65, EY 2 88%	82.000	16.340	1,236.58t	1,347.26	1,339 88
TESCO ADR EACH CNV INTO 3 ORD (GBP) (TSCDY)	30.000	16.613	540.68t	512.97	498.39
TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH CNV INTO 1 ORD ILS0 10 (TEVA) EAI $17 84, EY· 3.18%	14.000	40.080	702.91t	570.64	561.12
TREND MICRO INC ADR EACH REP 1 ORD NPV SPON(BNY) (TMICY) EAI $10 60, EY 2 02%	15.000	35.013	543.36t	587.61	525.19

Fidelity INVESTMENTS

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Fidelity Account ℠ Z49-795305 SAM AND CHARLES FOUNDATION U/A 12/18/97 DAVID U'PRICHARD AND ALISSA U'PRICHARD TRUSTEES

Holdings (Symbol) as of December 31, 2013	Quantity December 31, 2013	Price per Unit December 31, 2013	Total Cost Basis	Total Value December 1, 2013	Total Value December 31, 2013
UNITED OVERSEAS BANK LTD SPRD ADR-EACH CNV INTO 2 ORD NPV (UOVEY) EAI· $38 77, EY 3.29%	35.000	33 645	612.50t	1,168.16	1,177.57
UNITED PARCEL SVC INC CL B (UPS) EAI $29 76, EY· 2.36%	12.000	105.080	870.16t	1,228.56	1,260.96
VERTEX PHARMACEUTCLS INC (VRTX)	13.000	74.300	517.08t	902.46	965.90
VESTAS WIND SYSTEMS ADR EACH REPR 0 33333 SHS (VWDRY)	60.000	9.863	721.15t	571.32	591.78
VISA INC COM CL A (V) EAI $25 60, EY 0 72%	16.000	222.680	1,208.20t	3,255.36	3,562.88
VODAFONE GROUP SPON ADR REP 10 ORD USD0.11428571 (VOD) EAI $211.19, EY 4 13%	130.000	39.310	3,537.46t	4,821.70	5,110.30
Subtotal of Stocks			**53,638.41**		**105,573.78**
Core Account *3% of holdings*					
CASH	2,942.200	1.000	not applicable	2,368.83	2,942.20
For balances below $10,000.00, the current interest rate is 00 01%					
Subtotal of Core Account					**2,942.20**
Total			**$ 53,638.41**		**$108,515.98**

All positions held in cash account unless indicated otherwise.

t - Third-party provided

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months. EY is calculated by dividing the current EAI for a security position by its statement closing date market value EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions There is no guarantee that your investments will actually generate the EAI or EY presented. Actual income and yield might be higher or lower EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***