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

For calendar year 2013, or tax year beginning , 2013, and ending ,

Name of foundation: The Charlesmead Foundation

Number and street (or P O box number if mail is not delivered to street address): c/o Matheys Lane Cap Mgt One West Exchange St

Room/suite: 4th Floor

City or town, state or province country and ZIP or foreign postal code: Providence RI 02903

A Employer identification number: 52-1550204

B Telephone number (see the instructions): (401) 262-4600

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 20,576,465.

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(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 (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	374,693.	374,693.		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain/(loss) from sale of assets not on line 10	506,785.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 3,246,207.				
	7	Capital gain net income (from Part IV, line 2)		506,785.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Line 11 Stmt	265,996.	295,433.		
	12	**Total.** Add lines 1 through 11	1,147,474.	1,176,911.		
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	5,750.	5,750.		
	c	Other prof fees (attach sch) L-16c Stmt	239,631.	214,631.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) 990PF	13,555.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	113,552.	92,740.		3,732.
	24	**Total operating and administrative expenses. Add lines 13 through 23**	372,488.	313,121.		3,732.
	25	Contributions, gifts, grants paid	1,215,350.			1,215,350.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,587,838.	313,121.		1,219,082.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-440,364.			
	b	**Net investment income** (if negative, enter -0-)		863,790.		
	c	**Adjusted net income** (if negative, enter -0-)				

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P12

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	378,177.		
	2	Savings and temporary cash investments	631,226.	379,187.	379,187.
	3	Accounts receivable ► 1,450.			
		Less allowance for doubtful accounts ►	0.	1,450.	1,450.
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	7,733,870.	8,592,867.	11,368,340.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	6,097,026.	5,488,360.	8,383,974.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► L-15 Stmt)	461,471.	443,514.	443,514.
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	15,301,770.	14,905,378.	20,576,465.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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	26,488.	26,488.	
	28	Paid-in or capital surplus, or land, building, and equipment fund	8,291,040.	8,335,012.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,984,242.	6,543,878.	
	30	**Total net assets or fund balances** (see instructions)	15,301,770.	14,905,378.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	15,301,770.	14,905,378.	

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	15,301,770.
2	Enter amount from Part I, line 27a	2	-440,364.
3	Other increases not included in line 2 (itemize) ► adjust cost of investment	3	43,972.
4	Add lines 1, 2, and 3	4	14,905,378.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,905,378.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Publically traded securities			
b				
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	3,246,207.		2,739,422.	506,785.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				506,785.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	506,785.
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 (column (b) divided by column (c))
2012	230,857.	18,175,904.	0.012701
2011	1,025,139.	17,532,254.	0.058472
2010	754,869.	16,716,119.	0.045158
2009	711,401.	15,286,195.	0.046539
2008	1,112,672.	18,706,034.	0.059482

2	**Total** of line 1, column (d)	2	0.222352
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	0.044470
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	19,370,619.
5	Multiply line 4 by line 3	5	861,411.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,638.
7	Add lines 5 and 6	7	870,049.
8	Enter qualifying distributions from Part XII, line 4	8	1,219,082.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here . ► ☒ and enter 1% of Part I, line 27b	1	8,638.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	8,638.
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	8,638.
6	Credits/Payments:		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6 a: 12,669.		
b	Exempt foreign organizations – tax withheld at source — 6 b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6 c: 6,000.		
d	Backup withholding erroneously withheld — 6 d:		
7	Total credits and payments Add lines 6a through 6d	7	18,669.
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	10,031.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 10,031. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation . . ► $ ________ **(2)** On foundation managers . . . ► $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . ► $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If 'Yes,' attach a detailed description of the activities.			
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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If 'Yes,' attach the statement required by General Instruction T			
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, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD - Maryland			
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*	8 b	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 ► Matheys Lane Capital Management L.P. Telephone no. ► (401) 262-4600

Located at ► One West Exchange Street 4th Floor Providence, RI ZIP + 4 ► 02903

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

			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

1 a 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

			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)?	1 b		
	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?	1 c		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 ► 20__ , 20__ , 20__ , 20__

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2 b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

► 20__ , 20__ , 20__ , 20__

3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5 b**

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? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

6 a 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? **6 b** X

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

7 a 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? **7 b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Anthony W. Deering One West Exchange 4th Fl Providence RI 02903	Chairman 1.00	0.	0.	0.
Kathryn Deering One West Exchange 4th Fl Providence RI 02903	President 1.00	0.	0.	0.
John Warren One West Exchange 4th Fl Providence RI 02903	Trustee 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Matheys Lane Capital Management LP One West Exchange St. 4th Floor Providence RI 02903	Investment, Executive director	200,000.
Total number of others receiving over $50,000 for professional services ▶		None

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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			1 a	9,880,696.
b	Average of monthly cash balances			1 b	1,287,164.
c	Fair market value of all other assets (see instructions)			1 c	8,497,743.
d	**Total** (add lines 1a, b, and c)			1 d	19,665,603.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	19,665,603.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	294,984.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	19,370,619.
6	**Minimum investment return.** Enter 5% of line 5			6	968,531.

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	968,531.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	8,638.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	8,638.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	959,893.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	959,893.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	959,893.

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	1 a	1,219,082.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,219,082.
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 (see instructions)	5	8,638.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,210,444.

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					959,893.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008	74,235.				
b From 2009	0.				
c From 2010	0.				
d From 2011	170,632.				
e From 2012	0.				
f **Total** of lines 3a through e		244,867.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 1,219,082.					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2013 distributable amount					959,893.
e Remaining amount distributed out of corpus		259,189.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		504,056.			
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					
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 instructions				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) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		74,235.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		429,821.			
10 Analysis of line 9					
a Excess from 2009	0.				
b Excess from 2010	0.				
c Excess from 2011	170,632.				
d Excess from 2012	0.				
e Excess from 2013	259,189.				

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))

Anthony W Deering
Kathryn Deering

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.

Anthony W Deering
Kathryn Deering

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 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*				
Schedule attached MD 21202		Public	see attached	1,215,350.
Total . . . . ▶ **3a**				1,215,350.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
	(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					
4 Dividends and interest from securities			14	374,693.	
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	265,996.	
8 Gain or (loss) from sales of assets other than inventory			14	506,785.	
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)				1,147,474.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,147,474.

(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) (See instructions.)

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	1 a (1)		X
(2)	Other assets	1 a (2)		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3)	Rental of facilities, equipment, or other assets	1 b (3)		X
(4)	Reimbursement arrangements	1 b (4)		X
(5)	Loans or loan guarantees	1 b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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

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

Date: 10/14/14

Title: Exec Director

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

Paid Preparer Use Only

Print/Type preparer's name Joseph F Cavagna	Preparer's signature Joseph F Cavagna	Date 10/6/14	Check ☒ if self-employed	PTIN P00210451

Firm's name ► Joseph F. Cavagna, CPA

Firm's EIN ►

Firm's address ► 3902 Dance Mill Rd
Phoenix MD 211312116

Phone no (410) 592-2823

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

Name: The Charlesmead Foundation

Employer Identification Number: 52-1550204

Asset Information:

Description of Property . . . . . . publically traded securities
Date Acquired   How Acquired . . .
Date Sold . . .   Name of Buyer . . .
Sales Price . . 3,246,207.   Cost or other basis (do not reduce by depreciation) . . . 2,739,422.
Sales Expense . .   Valuation Method: . . . .
Total Gain (Loss): . . 506,785.   Accumulation Depreciation: . . .

Description of Property . . . . . .
Date Acquired .   How Acquired . . .
Date Sold . . .   Name of Buyer . . .
Sales Price . .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .   Valuation Method . . . .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired .   How Acquired . . .
Date Sold . . .   Name of Buyer. . . .
Sales Price . .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .   Valuation Method . . . .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired .   How Acquired . . .
Date Sold . . .   Name of Buyer. . . .
Sales Price . .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .   Valuation Method . . . .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Description of Property. . . . . . .
Date Acquired .   How Acquired . . .
Date Sold . . .   Name of Buyer . . .
Sales Price . .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .   Valuation Method . . .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired. .   How Acquired . . .
Date Sold . . .   Name of Buyer . . .
Sales Price . .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .   Valuation Method . . . .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired .   How Acquired . . .
Date Sold . . .   Name of Buyer. . . .
Sales Price .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense   Valuation Method. .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Description of Property: . . . . . .
Date Acquired. .   How Acquired . . .
Date Sold . . .   Name of Buyer . . .
Sales Price . .   Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . .   Valuation Method . . . .
Total Gain (Loss) . .   Accumulation Depreciation . . .

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Chesapeake Inv III LP	21,560.	35,792.	
Matheys Lane Berkshire LLC	46,513.	49,237.	
Rex Adv Copley LLC	89,054.	89,054.	
Matheys Lane K VIII LLC	-8,398.	-1,349.	
Matheys Lane THL LLC	20,853.	20,853.	
Matheyl Lane Nautic VI LLC	25,454.	25,454.	
Matheys Lane Copley X LLC	46,049.	46,049.	
AWD Caves Inv LLC	16,823.	22,255.	
CVP Towson Row	1,043.	1,043.	
Matheys Copley Asia II	7,045.	7,045.	
Total	265,996.	295,433.	

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Office supplies	742.	371.		371.
Bank fees	265.	318.		317.
Investment exp from partnerships	106,457.	89,007.		
Insurance	4,364.	2,182.		2,182.
Miscellaneous	1,724.	862.		862.
Total	113,552.	92,740.		3,732.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person . . ☐ Business . ☐ Maron Deering One West Exchange 4th Fl Providence RI 02903	Trustee 1.00	0.	0.	0.
Person . ☐ Business . ☐ Spencer Deering One West Exchange 4th Fl Providence RI 02903	Trustee 1.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Joseph F. Cavagna, CPA	Tax return preparation	5,750.			
Total		5,750.			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Matheys Lane Capital Advisory	Investment Mgt, Exec Director	200,000.	175,000.		
Miller Investment Management	Investment Mgt	21,993.	21,993.		
Deutsche Bank	Custody fees	8,605.	8,605.		
Brown Capital Management	Investment Mgt	9,033.	9,033.		
Total		239,631.	214,631.		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	 Fair Market Value
American Express 614 shares	24,419.	55,708.
Apple Inc. 75 shares	39,815.	42,077.
Ares Cap Corp 4200 shares	69,174.	74,634.
Bank Amer CorpvCom 1300 shares	17,182.	20,241.
CSX Corporation 2082 shares	27,094.	59,899.
Citigroup Inc Com 375 shares	17,345.	19,541.
Coca Cola Company 1006 shares	21,770.	41,558.
Franklin Resources Inc 1098 shares	26,128.	63,388.
General Electric Co 2340 shares	26,980.	65,590.
General Mills Inc 892 shares	23,361.	44,520.
Google Inc 30 shares	22,407.	33,621.
Kellogg Co 540 shares	23,976.	32,978.
O Reilly Automotive Inc 150 shares	18,680.	19,307.
Pultegroup Inc 2250 shares	40,775.	45,833.
Time Warner Inc 967 shares	24,375.	67,419.
US Silica Hldgs Inc 625 shares	20,495.	21,319.
Wal Mart Stores 499 shares	23,772.	39,266.
T Rowe Price Equity Income 6351.248 shares	101,238.	208,575.
T Rowe Price Institutiional 98341.114 shares	1,011,910.	1,011,930.
Vanguard Tax Managed 20172.294 shares	173,475.	269,300.
Ishares TR S&P 500 Gr 10847 shares	573,188.	1,071,141.
Ishares TR S&P 500 value ETF 1155 shares	72,534.	98,706.
Ishares TR Core S&P Mid Cap 2250	176,558.	301,073.
Ishares TR Russell 2000 ETF 4675 shares	325,427.	539,308.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	**End of Year**	
	Book Value	**Fair Market Value**
SPDR Index SHS FDS Euro 8500 shares	296,825.	358,700.
Artisan Mid Cap Value Fund 11746.759 shares	235,110.	317,162.
Columbia Acorn International Fund 6126.563 shares	232,744.	285,865.
Fidelity Small Cap Discovery Fund 5198.008 shares	125,850.	162,490.
Harding Loevner International 10230.780 shares	141,877.	184,461.
The Oakmark International Fund 12853.051 shares	233,596.	338,292.
Hennessy Small Cap Financial Fund 10219.951 shares	125,923.	156,365.
Ivy Mid Cap Growth Fund 14940.911 shares	253,730.	362,915.
Yacktman Fund Service Class 9725.570 shares	164,284.	228,940.
Matthews Asia Div 14252.904 shares	181,366.	222,203.
Matthews Asia Growth Fund 5504.626 shares	117,030.	117,028.
Matthews Asian Growth and Income 6704.613 shares	106,718.	126,717.
T Rowe Price Global Tech 20059.499 shares	194,550.	255,357.
Primecap Odyssey Stock Fund 10099.126 shares	134,027.	213,698.
Principal Equity Inc Fund 9560.101 shares	157,549.	231,546.
Royce Opportunity Fund 14059.303 shares	132,373.	218,482.
Third Avenue Focus Credit 36044.802 shares	396,030.	403,702.
Vanguard Equity Inc Fund Adm. 3680.979 shares	203,050.	229,619.
Vanguard High Yield Corporate Bond Fund 22205.878 shares	122,811.	133,901.
Vanguard Intermediate Term 26497.761 shares	265,869.	256,233.
Vanguard Short Term Inv 33190.204 shares	355,899.	355,135.
Ishares TR MTG Real Estate Capped ETF 8785 shares	107,256.	101,203.
Market Vectors ETF TR Oil SVCS 3000 shares	118,870.	144,210.
SPDR S&P 500 ETF TR Unit 1150 shares	162,853.	212,394.
SPDR Ser TR S&P Ins ETF 2039 shares	108,841.	128,641.
Jazz Pharmaceuticals PLC SHS USD 598 shares	56,917.	75,683.
Michael Kors Hldgs LTD 1130 shares	65,299.	91,745.
Transocean LTD REG 1063 shares	54,524.	52,533.
Apple Inc 182 shares	67,334.	102,106.
Carbo Ceramics Inc 441 shares	37,817.	51,390.
Celgene Corp 467 shares	44,839.	78,908.
Covance Inc 440 shares	30,637.	38,746.
Dicks Sporting Goods Inc 885 shares	32,849.	51,419.
EMC Corp 2382 shares	50,919.	59,907.
FEI Company Common 643 shares	27,480.	57,458.
Gilead Sciences Inc 884 shares	38,789.	66,388.
Google Inc 75 shares	48,721.	84,053.
JP Morgan Chase & Co 970 shares	51,225.	56,726.
~~Mastec Inc 1403 shares~~	~~48,032.~~	~~45,906.~~
Medassets Inc 2425 shares	41,461.	48,088.
Monsanto Co 404 shares	39,641.	47,086.
Pultegroup Inc 2379 shares	32,746.	48,460.
Qualcomm Inc 920 shares	60,860.	68,310.
Quanta Svcs Inc 2133 shares	53,011.	67,317.
Shire PLC Spons 484 shares	48,021.	68,384.
Trimble Nav LTD 1937 shares	50,327.	67,214.
Visa Inc 217 shares	34,309.	48,322.
Total	8,592,867.	11,368,340.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
CVP Toston Row	120,457.	120,000.
Chesapeake Investments III LP	275,396.	432,847.
Thirteen Partners Offshore Fund	1,500,000.	2,395,952.
Matheys Lane Berkshire Investors	582,119.	949,010.
Rex Adv Copley Investors	199,163.	208,841.
Matheys Lane THL Investors	265,487.	322,365.
AWD Caves Investors	693,593.	1,698,460.
Matheys Lane Copley X Investors	1,160,014.	1,356,282.
Mathleys Lane K VIII Investors	234,079.	320,623.
Matheys Lane Nautic VI Investors	319,826.	428,676.
Matheys Lane Copley Asia II	138,226.	150,918.
Total	5,488,360.	8,383,974.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
Program Related Loans	461,471.	443,514.	443,514.
Total	461,471.	443,514.	443,514.

THE CHARLESMEAD FOUNDATION

Organization		Paid In 2013	Purpose	City and State
ACLU Foundation of PA (Maron 2012)	$	500	Unrestricted	Philadelphia, PA 19106
After School Matters (2013)	$	5,000	Unrestricted	Chicago, IL 60601
Alzheimer's Association (2013)	$	11,000	Unrestricted	Timonium, MD 21093
American Cancer Society (2013)	$	1,000	Unrestricted	Philadelphia, PA 19103
Arts Education in MD Schools Alliance (AEMS) (2013)	$	2,500	Unrestricted	Baltimore, MD 21230
Assoc of Balt Area Grantmakers (ABAG) (2013)	$	1,750	Unrestricted	Baltimore, MD 21202
Attic Youth Center (Maron 2012)	$	4,000	Unrestricted	Philadelphia, PA 19102
Baltimore Choral Arts Society (2013)	$	500	Unrestricted	Baltimore, MD 21217
Baltimore Clayworks (2013)	$	2,000	Unrestricted	Baltimore, MD 21209
Baltimore Community Foundation (2011-2015)	$	500	Unrestricted	Baltimore, MD 21202
Baltimore Community Foundation (2013)	$	1,000	Unrestricted	Baltimore, MD 21202
Baltimore Community Foundation (2013)	$	1,000	Unrestricted	Baltimore, MD 21202
Baltimore Museum of Art (2011-2014)	$	25,000	Unrestricted	Baltimore, MD 21218
Baltimore Museum of Art (2013)	$	1,000	Unrestricted	Baltimore, MD 21218
Baltimore Museum of Art (2013)	$	10,000	Unrestricted	Baltimore, MD 21218
Baltimore School for the Arts (2013)	$	3,500	Unrestricted	Baltimore, MD 21201
Baltimore School for the Arts (Jack 2012)	$	5,000	Unrestricted	Baltimore MD 21201
Bayside Family YMCA (Heather 2012)	$	5,000	Unrestricted	Barrington RI 02806
BUILD (2013)	$	10,000	Unrestricted	Baltimore, MD 21218
Buist Academy Foundation (Spencer 2012)	$	5,000	Unrestricted	Mount Pleasant, SC 29464
Cal Ripken, Sr Foundation (2011-2016)	$	50,000	Unrestricted	Baltimore, MD 21209
Catholic Charities (2013)	$	3,000	Unrestricted	Baltimore, MD 21201
Catholic Charities (2013)	$	200	Unrestricted	Baltimore, MD 21201
Caves Valley Golf Club Foundation (2012-2013)	$	24,000	Unrestricted	Owings Mills, MD 21117
Center Stage (2013)	$	4,000	Unrestricted	Baltimore, MD 21202
Center Stage (2013)	$	1,000	Unrestricted	Baltimore, MD 21202
Center Stage (2013)	$	1,500	Unrestricted	Baltimore, MD 21202
Center Stage (2013)	$	40,000	Unrestricted	Baltimore, MD 21202
Center Stage (2013)	$	8,550	Unrestricted	Baltimore, MD 21203
Center Stage (Jack 2012)	$	2,000	Unrestricted	Baltimore MD 21202
Center Stage (Jan $50k and Dec $25k 2013)	$	75,000	Unrestricted	Baltimore, MD 21202-3686
Charleston Parks Conservancy (2013)	$	10,000	Unrestricted	Charleston, SC 29413
Charleston Parks Conservancy (Spencer 2012)	$	2,500	Unrestricted	Charleston, SC 29413
Child Mind Institute (2013)	$	10,000	Unrestricted	New York, NY 10022
Children's Scholarship Fund (2013)	$	1,000	Unrestricted	Baltimore, MD 21202
Children's Scholarship Fund Baltimore (2013)	$	450	Unrestricted	Baltimore, MD 21202
Creative Alliance at the Patterson (2013)	$	1,000	Unrestricted	Baltimore, MD 21224
Doctors Hospital Foundation (2013)	$	2,000	Unrestricted	Coral Gables, FL 33146
Dyslexia Tutoring Program (2013)	$	3,000	Unrestricted	Baltimore, MD 21211
Education & Hope (Heather 2012)	$	1,000	Unrestricted	Norwalk, CT 06856
Environment & Human Health (Maron 2012)	$	2,000	Unrestricted	North Haven, CT 06473
Everyman Theatre (2013)	$	2,500	Unrestricted	Baltimore, MD 21201
Everyman Theatre (Jack 2012)	$	2,000	Unrestricted	Baltimore, MD 21202
Family Service of Rhode Island (Heather 2012)	$	2,500	Unrestricted	Providence, RI 02906
Fight for Children (2013)	$	5,000	Unrestricted	Washington, DC 20036
First Tee of Baltimore (2013)	$	14,100	Unrestricted	Baltimore, MD 21286
FreeState Legal Project, Inc (2013)	$	9,800	Unrestricted	Baltimore, MD 21201
FreeState Legal Project, Inc (Maron 2012)	$	2,000	Unrestricted	Baltimore, MD 21201
Friends School of Baltimore (2006-2018)	$	140,000	Unrestricted	Baltimore, MD 21210
Friends School of Baltimore (2013)	$	500	Unrestricted	Baltimore, MD 21210
Gaillard Performance Hall Foundation (2013-2016)	$	2,500	Unrestricted	Charleston, SC 29401
Gaillard Performance Hall Foundation (Spencer 2012-2016)	$	4,000	Unrestricted	Charleston, SC 29401
Hazelden Foundation (2013)	$	2,000	Unrestricted	Center City, MN 55012
Interstitial Cystitis Assoc (Jack 2012)	$	5,000	Unrestricted	McLean, VA 22102
JHU Bayview Medical Center (2013-2014)	$	15,000	Unrestricted	Baltimore, MD 21224
JHU Bayview Medical Center (2013-2014)	$	10,000	Unrestricted	Baltimore, MD 21224
JHU Berman Institute of Bioethics (2006-2016)	$	400,000	Unrestricted	Baltimore, MD 21205
JHU Berman Institute of Bioethics (2013)	$	20,000	Unrestricted	Baltimore, MD 21205
JHU Peabody Institute (2013-2016)	$	25,000	Unrestricted	Baltimore, MD 21202
JHU President's Office (2013)	$	10,000	Unrestricted	Baltimore, MD 21218
Johns Hopkins Medicine (2013)	$	5,000	Unrestricted	Baltimore, MD 21205

THE CHARLESMEAD FOUNDATION

Organization		Paid In 2013	Purpose	City and State
Kennedy Krieger Institute (2013 - 2017)	$	10,000	Unrestricted	Baltimore, MD 21205
KIPP Ujima Academy (Heather 2012)	$	5,000	Unrestricted	Baltimore, MD 21209
Lambda Legal (Maron 2012)	$	7,000	Unrestricted	New York, NY 10005
Maryland Institute College of Art (MICA) (2013)	$	500	Unrestricted	Baltimore, MD 21217
Movember (2013)	$	1,000	Unrestricted	Venice, CA 90294
MPT Foundation (2013)	$	25,000	Unrestricted	Owings Mills, MD 21117
MUSC Children's Hospital Foundation (Spencer 2012)	$	5,000	Unrestricted	Charleston, SC 29425
Nantucket Golf Club Foundation (2013)	$	13,000	Unrestricted	Siasconset, MA 02564
National MS Society, MD Chapter (2013)	$	500	Unrestricted	Timonium, MD 21093
Odyssey School (The) (2013)	$	5,000	Unrestricted	Stevenson, MD 21153
Parks & People Foundation (2013)	$	7,500	Unrestricted	Baltimore, MD 21211
Planned Parenthood Federation of America (Maron 2012)	$	4,000	Unrestricted	New York, NY 10001
Providence Children's Museum (Heather 2012)	$	1,000	Unrestricted	Providence, RI 02903
Quintessence Theatre (Maron 2012)	$	500	Unrestricted	Philadelphia, PA 19118
Roger Williams Park Zoo (Heather 2012)	$	1,000	Unrestricted	Providence, RI 02907
San Miguel School (Heather 2012)	$	4,500	Unrestricted	Providence, RI 02907
SEED School of MD (2013)	$	5,000	Unrestricted	Baltimore, MD 21223
SEED School of MD (2013-2014)	$	10,000	Unrestricted	Baltimore, MD 21223
Shriver Hall Concert Series (2013)	$	1,000	Unrestricted	Baltimore, MD 21218
Shriver Hall Concert Series (2013)	$	1,000	Unrestricted	Baltimore, MD 21218
Shriver Hall Concert Series (Jack 2012)	$	5,000	Unrestricted	Baltimore, MD 21218
Single Carrot Theatre (2013)	$	1,000	Unrestricted	Baltimore, MD 21203
SMART Ride (The) (2012)	$	500	Unrestricted	Fort Lauderdale, FL 33301
Special Olympics (2013)	$	2,500	Unrestricted	Washington, DC 20036
St John's College (2013)	$	2,500	Unrestricted	Annapolis, MD 21404-2800
Swim Across America (2013)	$	2,500	Unrestricted	Boston, MA 02110
Teach for America Baltimore (Jack 2012)	$	1,000	Unrestricted	Baltimore, MD 21218
Theatre Communications Group (2013)	$	5,000	Unrestricted	New York, NY 10018
TRF Development Partners (2011-2013)	$	25,000	Unrestricted	Philadelphia, PA 19103
UMBC Foundation (2010-2013)	$	25,000	Unrestricted	Baltimore, MD 21250
UNC Arts & Sciences FDN (Spencer 2012)	$	1,750	Unrestricted	Chapel Hill, NC 27599
UNC Chapel Hill (Spencer 2012)	$	1,750	Unrestricted	Chapel Hill, NC 27514-0309
Walters Art Museum (2013)	$	10,000	Unrestricted	Baltimore, MD 21201
Wharton University of PA (2013)	$	10,000	Unrestricted	Philadelphia, PA 19104
TOTAL GRANTS	$	**1,215,350**		