SCANNED MAY 28 2015

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

2014

Open to Public Inspection

For calendar year 2014 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 ☒ 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)* ▶$ 459,212. — **J** Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received	264,442.		N/A	
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2.	2.		STATEMENT 1
4	Dividends and interest from securities	6,278.	6,278.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	47,413.			
b	Gross sales price for all assets on line 6a 102,602.				
7	Capital gain net income (from Part IV, line 2)		47,413.		
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	318,135.	53,693.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes STMT 3	234.	219.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 4	7,620.	49.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	7,854.	268.		0.
25	Contributions, gifts, grants paid	100,669.			100,669.
26	**Total expenses and disbursements** Add lines 24 and 25	108,523.	268.		100,669.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	209,612.			
b	**Net investment income** (if negative, enter -0-)		53,425.		
c	**Adjusted net income** (if negative enter -0-)			N/A	

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11-24-14 LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	11,914.	10,247.	10,247.
	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 5	105,557.	193,517.	448,965.
	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)	117,471.	203,764.	459,212.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	117,471.	203,764.	
	30	**Total net assets or fund balances**	117,471.	203,764.	
	31	**Total liabilities and net assets/fund balances**	117,471.	203,764.	

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	117,471.
2	Enter amount from Part I, line 27a	2	209,612.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	327,083.
5	Decreases not included in line 2 (itemize) ▶ CHANGE IN VALUATION OF ASSETS	5	123,319.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	203,764.

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	102,602.		55,189.	47,413.

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				47,413.

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 47,413.

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))
2013	62,446.	221,815.	.281523
2012	49,120.	220,286.	.222983
2011	22,576.	239,915.	.094100
2010	29,075.	211,999.	.137147
2009	29,210.	163,548.	.178602

2	Total of line 1, column (d)	2	.914355
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	.182871
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	292,919.
5	Multiply line 4 by line 3	5	53,566.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	534.
7	Add lines 5 and 6	7	54,100.
8	Enter qualifying distributions from Part XII, line 4	8	100,669.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	534.
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	534.
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	534.
6 Credits/Payments				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	376.		
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	376.
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	158.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	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?	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
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?	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, 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 2014 or the taxable year beginning in 2014 (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 6	10	X	

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

		Line	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 ▶ 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

		Line	Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014)*	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 2014?		4b		X

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

			Yes	No
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 4945(d)(4)(A)? (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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

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

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	280,710.
b	Average of monthly cash balances			1b	16,670.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	297,380.
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	297,380.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	4,461.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	292,919.
6	**Minimum investment return.** Enter 5% of line 5			6	14,646.

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	14,646.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	534.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	534.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	14,112.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	14,112.
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	14,112.

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	100,669.
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	100,669.
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	534.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	100,135.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					14,112.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2014					
a From 2009	21,181.				
b From 2010	18,931.				
c From 2011	11,064.				
d From 2012	38,246.				
e From 2013	51,875.				
f **Total** of lines 3a through e		141,297.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $	100,669.				
a Applied to 2013, 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 2014 distributable amount					14,112.
e Remaining amount distributed out of corpus		86,557.			
5 Excess distributions carryover applied to 2014 (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		227,854.			
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 2013 Subtract line 4a from line 2a. Taxable amount - see instr				0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		21,181.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		206,673.			
10 Analysis of line 9					
a Excess from 2010	18,931.				
b Excess from 2011	11,064.				
c Excess from 2012	38,246.				
d Excess from 2013	51,875.				
e Excess from 2014	86,557.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 7

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 BEACH, FL 33437	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	800.
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY ST. PHILADELPHIA, PA 19102	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	100.
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19130	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	150.
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.
FONDATION SANTE 54 AFAIAS ST., PSYCHIKO ATHENS, GREECE 154 52	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	100,669.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

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	2.	
4 Dividends and interest from securities			14	6,278.	
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	47,413.	
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.		53,693.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 53,693.

(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

Date 5/8/15

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
ANDREW KING		5/7/15		P00642565

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

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

2014

Name of the organization: THE SAM & CHARLES FOUNDATION

Employer identification number: 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, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990 EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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	$ 264,442.	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)
(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	Employer identification number
THE SAM & CHARLES FOUNDATION	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	$ 264,442.	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	Employer identification number
THE SAM & CHARLES FOUNDATION	23-7919005

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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 info 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	1.	1.	
FIDELITY - ACCT #5305	1.	1.	
TOTAL TO PART I, LINE 3	2.	2.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY - ACCT #5291	3,596.	526.	3,070.	3,070.	
FIDELITY - ACCT #5305	3,208.	0.	3,208.	3,208.	
TO PART I, LINE 4	6,804.	526.	6,278.	6,278.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	219.	219.		0.
PA STATE TAX	15.	0.		0.
TO FORM 990-PF, PG 1, LN 18	234.	219.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS AND ENTERTAINMENT	7,571.	0.		0.
INVESTMENT EXPENSES	49.	49.		0.
TO FORM 990-PF, PG 1, LN 23	7,620.	49.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY - ACCT #5291	165,472.	389,734.
FIDELITY - ACCT #5305	28,045.	59,231.
TOTAL TO FORM 990-PF, PART II, LINE 10B	193,517.	448,965.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 6

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 7

NAME OF MANAGER

DAVID U'PRICHARD
ALISSA U'PRICHARD

U'Prichard - 2014 Stock Donated to Charity

I \Clients\U'Prichard\Tax\Sam and Charles\2014\[2014 stock donated to charity Fidelity xlsx]Stock Donated to S&C

	Low	Hi	Average	Donated Shares	Contribution Amount
Adobe Systems Inc					
12/24/2014	74 37	74 93	74.65	100	7,465 00
Apple, Inc.					
4/25/2014	563 96	571 99	567 975	10	5,679 75
5/13/2014	590 7	594 54	592.62	10	5,926.20
5/22/2014	604.1	609 85	606 975	10	6,069.75
5/23/2014	606 47	614.73	610.6	10	6,106.00
7/7/2014	94 1	95 99	95 045	100	9,504.50
8/13/2014	96 04	97 24	96.64	110	10,630.40
9/12/2014	101 08	102.19	101 635	100	10,163.50
10/21/2014	101 27	103.02	102 145	100	10,214.50
10/24/2014	102 6	104.11	105.41	100	10,541 00
11/3/2014	108 01	110 3	109 155	300	32,746.50
11/13/2014	111 6	113.45	112 525	200	22,505.00
11/20/2014	114 85	116 86	115.855	300	34,756 50
11/24/2014	116 62	118 77	117 695	200	23,539.00
Allscripts					
10/21/2014	13.04	13 47	13 255	100	1,325.50
Astrazeneca					
5/27/2014	70 77	72.07	71 42	100	7,142 00
Capstone Turbine					
11/5/2014	1	1 02	1 01	600	606.00
Cerner Corp					
12/24/2014	63.11	65.92	64.515	100	6,451.50
Comcast					
5/23/2014	51 27	51.62	51.445	100	5,144.50
Cognizant Tech					
12/24/2014	54.02	54.55	54 285	100	5,428.50
JP Morgan Chase & Co					
11/13/2014	59 99	60.63	60.31	100	6,031.00
12/24/2014	62 27	62.87	62.57	100	6,257.00
L-3 Communications					

12/5/2014	123 98	125 89	124 935	20	2,498 70
Medivation Inc					
12/24/2014	92.18	100.86	96 52	100	9,652 00
Mueller Water Products					-
10/30/2014	9 59	9 97	9 78	200	1,956 00
12/5/2014	10 1	10 4	10 25	100	1,025 00
Nvidia Corp					-
11/13/2014	19.39	19 75	19.57	200	3,914 00
12/5/2014	20 95	21 18	21 065	100	2,106 50
SalesForce Com Inc					
12/24/2014	60 09	60.88	60.485	100	6,048 50
Syngenta ADR					
10/21/2014	61.05	61 73	61.39	49	3,008 11
					264,442.41

Fidelity INVESTMENTS

Form 990-PF
Tax Year 2014
The Sam & Charles
Foundation
EIN: 23-7919005
Statement for Part IV Item 1f and 1g

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. 1545-0715

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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2, 3, 5 & 6**)

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

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State	16 State Tax Withheld
HONG KONG & CHINA GAS CO ADR-EACH CNV IN, HOKCY, 438550303										
Cash In Lieu	0 300	06/30/14	06/30/14	0 64	0 16		0 48			
NOW INC COM, DNOW, 67011P100										
Cash In Lieu	0 750	06/05/14	06/05/14	25 48	9 75		15 73			
VERIZON COMMUNICATIONS, VZ, 92343V104										
Cash In Lieu	0 000	02/27/14	02/27/14	35 74	0 00		35 74			
VODAFONE GROUP SPON ADR REP 10 ORD SHS (, VOD, 92857W308										
Cash In Lieu	0 818	02/25/14	02/25/14	34 08	38 92		-4 84			
TOTALS				**95.94**	**48.83**			**0.00**		
	Box B Short-Term Realized Gain						51.95			
	Box B Short-Term Realized Loss						-4 84			
	Box B Wash Sale Loss Disallowed					0 00				
	Box B Market Discount					0 00				

*** 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

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666

Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No 1545-0715

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

Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2, 3, 5 & 6**)

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

1a Description of property, Stock or Other Symbol, CUSIP										
Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
AKAMAI TECH, AKAM, 00971T101										
Sale	6 000	03/18/11	01/22/14	292 73	215 84		76 89			
ANHEUSER-BUSCH INBEVADR EAH REP 1 ORD NP, BUD, 03524A108										
Sale	4 000	01/06/11	04/24/14	424 53	230 52		194 01			
Sale	3 000	08/17/11	04/24/14	318 41	170 55		147 86			
Subtotals				**742.94**	**401.07**					
BROADCOM CORP CL A, BRCM, 111320107										
Sale	10 000	03/09/11	01/22/14	298 77	397 09		-98 32			
Sale	1 000	05/10/11	01/22/14	29 88	32 77		-2 89			
Sale	15 000	05/17/11	01/22/14	448 15	489 70		-41 55			
Sale	5 000	06/08/11	01/22/14	149 38	165 57		-16 19			
Subtotals				**926.18**	**1,085.13**					
CME GROUP INC, CME, 12572Q105										
Sale	5 000	02/24/11	01/22/14	375 48	304 61		70 87			
Sale	5 000	03/10/11	01/22/14	375 48	297 74		77 74			
Subtotals				**750 96**	**602 35**					
CUMMINS INC FORMERLYCUMMINS ENGINE INC T, CMI, 231021106										
Sale	2 000	09/09/11	08/28/14	280 22	175 68		104 54			

*** 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

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No 1545-0715

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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2, 3, 5 & 6**)

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

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
1a Description of property, Stock or Other Symbol, CUSIP										
DEERE & COMPANY, DE, 244199105										
Sale	3 000	06/10/11	08/28/14	245 42	244 22		1 20			
Sale	2 000	06/29/11	08/28/14	163 62	165 15		-1 53			
Subtotals				**409 04**	**409 37**					
QUALCOMM INC, QCOM, 747525103										
Sale	4 000	07/29/11	01/22/14	300 16	220 38		79 78			
Sale	2 000	08/05/11	01/22/14	150 08	102 10		47 98			
Sale	4 000	08/12/11	01/22/14	300 16	201 50		98 66			
Sale	2 000	09/09/11	01/22/14	150 07	100 27		49 80			
Subtotals				**900 47**	**624 25**					
TEVA PHARMACEUTICAL INDUSTRIES ADR-EACH, TEVA, 881624209										
Sale	14 000	03/31/11	01/22/14	611 43	702 91		-91 48			
VISA INC COM CL A, V, 92826C839										
Sale	2 000	02/02/11	01/22/14	463 72	142 99		320 73			
Sale	2 000	02/10/11	01/22/14	463 74	149 78		313 96			
Subtotals				**927 46**	**292.77**					
TOTALS				**5,841.43**	**4,509.37**			0 00		
	Box D Long-Term Realized Gain						1,584 02			
	Box D Long-Term Realized Loss						-251 96			
	Box D Wash Sale Loss Disallowed					0.00				
	Box D Market Discount					0.00				

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Fidelity INVESTMENTS

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No 1545-0715

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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) *(This Label is a Substitute for Boxes 2, 3, 5 & 6)*

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

1a Description of property, Stock or Other Symbol, CUSIP Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
ADT CORP COM, ADT, 00101J106										
Sale	0 485	12/21/00	01/22/14	15 31	24 35		-9 04			
Sale	0 231	11/19/01	01/22/14	7 28	13 46		-6 18			
Sale	0 054	12/18/01	01/22/14	1 69	3 01		-1 32			
Sale	0 232	02/15/02	01/22/14	7 31	6 31		1 00			
Subtotals				**31 59**	**47 13**					
AKAMAI TECH, AKAM, 00971T101										
Sale	13 000	07/30/09	01/22/14	634 23	214 68		419 55			
Sale	5 000	08/18/09	01/22/14	243 94	89 22		154 72			
Subtotals				**878 17**	**303 90**					
AMGEN INC, AMGN, 031162100										
Sale	17 000	01/05/01	01/22/14	2,094 23	990 80		1,103 43			
ANHEUSER-BUSCH INBEVADR EAH REP 1 ORD NP, BUD, 03524A108										
Sale	7 000	12/06/10	04/24/14	742 93	401 00		341 93			
ASML HOLDING NV EUR0 09 NY REG 2012 (POS, ASML, N07059210										
Sale	15 000	09/19/08	08/28/14	1,420 02	186 35		1,233 67			
ATLAS COPCO AB ADR-CNV INTO 1 SER BNPV, ATLCY, 049255805										
Sale	25 000	09/17/09	01/22/14	649 87	304 19		345 68			
Sale	5 000	10/28/09	01/22/14	129 97	58 71		71 26			
Sale	10 000	03/18/10	01/22/14	259 95	141 40		118 55			
Subtotals				**1,039 79**	**504 30**					

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2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2**, **3**, **5** & **6**)

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

1a Description of property, Stock or Other Symbol, CUSIP										
Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
BED BATH & BEYOND INC, BBBY, 075896100										
Sale	11 000	01/13/05	01/22/14	711 84	448 46		263 38			
Sale	10 000	08/06/08	01/22/14	647 12	287 60		359 52			
Subtotals				**1,358 96**	**736.06**					
BLACKROCK INC, BLK, 09247X101										
Sale	1 000	03/20/09	01/22/14	320 56	114 34		206 22			
Sale	1 000	03/30/09	01/22/14	320 55	126 04		194 51			
Sale	2 000	05/07/10	01/22/14	641 11	346 35		294 76			
Sale	1 000	05/21/10	01/22/14	320 55	164 26		156 29			
Subtotals				**1,602 77**	**750.99**					
BROADCOM CORP CL A, BRCM, 111320107										
Sale	5 000	07/14/06	01/22/14	149 37	134 29		15 08			
Sale	10 000	11/07/07	01/22/14	298 77	319 30		-20 53			
Subtotals				**448 14**	**453 59**					
CANON INC ADR EACH REP 1 ORD NPV(MGT), CAJ, 138006309										
Sale	30 000	12/05/00	01/22/14	919 93	791 83		128 10			
CELGENE CORP, CELG, 151020104										
Sale	5 000	12/05/08	04/23/14	707 85	255 16		452 69			
Sale	5 000	01/30/09	04/23/14	707 86	266 17		441 69			
Sale	5 000	05/28/09	04/24/14	667 13	208 07		459 06			
Subtotals				**2,082 84**	**729 40**					

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2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B 2014 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
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(IRS Form 1099-B box numbers are shown below in **bold** type)

1a Description of property, Stock or Other Symbol, CUSIP										
Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
CISCO SYS INC, CSCO, 17275R102										
Sale	5 000	11/29/00	01/22/14	112 21	257 50		-145 29			
Sale	15 000	02/01/01	01/22/14	336 63	572 81		-236 18			
Sale	45 000	05/10/01	04/24/14	1,020 92	856 17		164 75			
Subtotals				**1,469 76**	**1,686 48**					
CITRIX SYSTEMS INC, CTXS, 177376100										
Sale	10 000	10/22/10	01/22/14	605 66	597 57		8 09			
COCA COLA CO, KO, 191216100										
Sale	16 000	01/29/03	01/22/14	635 39	161 50		473 89			
Sale	10 000	02/27/07	01/22/14	397 11	476 10		-78 99			
Sale	10 000	08/31/12	01/22/14	397 11	374 00		23 11			
Subtotals				**1,429 61**	**1,011 60**					
COMCAST CORP NEW CL A SPL, CMCSK, 20030N200										
Sale	46 000	11/28/00	04/23/14	2,286 31	1,190 26		1,096 05			
COVIDIEN PLC USD0 20(POST CONSOLIDATION), COV, G2554F113										
Sale	1 969	12/21/00	01/22/14	133 30	114 10		19 20			
Sale	2 461	11/19/01	01/22/14	166 61	165 42		1 19			
Sale	9 107	12/18/01	01/22/14	616 55	589 00		27 55			
Sale	2 461	02/15/02	01/22/14	166 62	78 35		88 27			
Sale	4 002	07/18/07	01/22/14	270 94	158 87		112 07			
Subtotals				**1,354.02**	**1,105.74**					

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Fidelity INVESTMENTS

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B* Copy B for Recipient OMB No 1545-0715

2014 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
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Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
1a Description of property, Stock or Other Symbol, CUSIP										
CRH SPON ADR EA REPR1 ORD SHS EUR0 32, CRH, 12626K203										
Sale	40 000	12/21/00	01/22/14	1,080 83	715 00		365 83			
DANONE ADR-EA CNV INTO 1/5 EUR0 25(CBK), DANOY, 23636T100										
Sale	50 000	12/11/00	01/22/14	709 43	330 34		379 09			
DIRECTV COM USD0 01, DTV, 25490A309										
Sale	15 000	03/31/08	05/23/14	1,221 02	292 09		928 93			
EBAY INC, EBAY, 278642103										
Sale	20 000	03/22/07	01/22/14	1,073 03	649 65		423 38			
Sale	10 000	03/22/07	05/23/14	503 51	324 83		178 68			
Sale	5 000	05/29/08	05/23/14	251 76	149 84		101 92			
Sale	5 000	02/05/10	05/23/14	251 75	112 68		139 07			
Subtotals				**2,080 05**	**1,237.00**					
FLUOR CORP NEW, FLR, 343412102										
Sale	15 000	05/13/09	01/22/14	1,248 62	671 94		576 68			
Sale	1 000	07/06/09	01/22/14	83 24	47 15		36 09			
Subtotals				**1,331.86**	**719.09**					
HONDA MOTOR CO ADR-EACH CNV INTO 1 ORD N, HMC, 438128308										
Sale	25 000	05/28/04	08/28/14	840 03	540 16		299 87			

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Fidelity INVESTMENTS

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

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HUTCHISON WHAMPOA UNSP ADR EA REPR 2 ORD, HUWHY, 448415208										
Sale	24 666	12/20/00	01/22/14	657 51	612 97		44 54			
Sale	12 334	11/18/03	01/22/14	328 78	179 08		149 70			
Subtotals				**986.29**	**792.05**					
ICON ORD EUR0 06, ICLR, G4705A100										
Sale	7 000	06/10/10	08/28/14	357 05	187 23		169 82			
Sale	3 000	06/14/10	08/28/14	153 03	84 82		68 21			
Sale	3 000	06/15/10	08/28/14	153 03	87 46		65 57			
Sale	2 000	06/16/10	08/28/14	102 02	59 98		42 04			
Subtotals				**765.13**	**419.49**					
NASDAQ OMX GROUP INC, NDAQ, 631103108										
Sale	14 000	05/08/08	01/22/14	548 03	545 96		2 07			
Sale	5 000	06/11/08	01/22/14	195 73	159 42		36 31			
Sale	5 000	07/09/08	01/22/14	195 73	124 31		71 42			
Sale	5 000	12/02/09	01/22/14	195 72	97 37		98 35			
Subtotals				**1,135 21**	**927 06**					
NATIONAL OILWELL VARCO INC, NOV, 637071101										
Sale	2 142	03/07/01	08/28/14	181 77	58 24		123 53			
Sale	4 285	06/28/01	08/28/14	363 62	116 49		247 13			
Sale	4 285	08/09/01	08/28/14	363 62	116 49		247 13			
Sale	4 288	10/12/01	08/28/14	363 86	116 49		247 37			
Subtotals				**1,272 87**	**407 71**					

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Fidelity INVESTMENTS

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B 2014 Proceeds from Broker and Barter Exchange Transactions

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1a Description of property, Stock or Other Symbol, CUSIP										
Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
NOW INC COM, DNOW, 67011P100										
Sale	0 428	03/07/01	08/28/14	12 94	5 58		7 36			
Sale	0 857	06/28/01	08/28/14	25 90	11 14		14 76			
Sale	0 857	08/09/01	08/28/14	25 90	11 14		14 76			
Sale	0 858	10/12/01	08/28/14	25 91	11 15		14 76			
Subtotals				**90 65**	**39 01**					
ORACLE CORPORATION, ORCL, 68389X105										
Sale	10 000	10/13/10	08/28/14	409 47	285 57		123 90			
Sale	12 000	12/06/10	08/28/14	491 37	345 19		146 18			
Subtotals				**900 84**	**630 76**					
ORIX CORPORATION SPON ADR EACH REP 5 ORD, IX, 686330101										
Sale	10 000	03/24/05	01/22/14	832 23	682 52		149 71			
PALL CORP, PLL, 696429307										
Sale	25 000	08/04/06	04/24/14	2,087 50	651 99		1,435 51			
PETROLEO BRASILEIRO SA PETROBRAS ADS EAC, PBR, 71654V408										
Sale	15 000	03/13/09	01/22/14	179 09	447 15		-268 06			
PROCTER & GAMBLE CO, PG, 742718109										
Sale	14 000	01/30/01	01/22/14	1,103 25	439 70		663 55			

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2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION Account No **Z49-795305** Customer Service: 800-544-6666
Recipient ID No **-***9005 Payer's Fed ID Number 04-3523567

FORM 1099-B*

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2014 Proceeds from Broker and Barter Exchange Transactions

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1a Description of property, Stock or Other Symbol, CUSIP Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4** Federal Income Tax Withheld	**14** State	**16** State Tax Withheld
RIO TINTO ADR EACH REP 1 ORD, RIO, 767204100										
Sale	4 000	06/22/05	01/22/14	212 55	125 47		87 08			
Sale	11 000	06/09/10	01/22/14	584 53	500 45		84 08			
Subtotals				**797 08**	**625 92**					
SAP AG SPON ADR EACHREP 1 ORD NPV, SAP, 803054204										
Sale	20 000	12/07/00	04/24/14	1,547 41	763 47		783 94			
TYCO INTERNATIONAL LTD(SWITZERLAND) SHS, H89128104										
Sale	0 969	12/21/00	01/22/14	36 14	51 04		-14 90			
Sale	0 461	11/19/01	01/22/14	17 20	28 19		-10 99			
Sale	0 107	12/18/01	01/22/14	3 99	6 33		-2 34			
Sale	0 463	02/15/02	01/22/14	17 27	13 36		3 91			
Subtotals				**74.60**	**98.92**					
VESTAS WIND SYSTEMS ADR EACH REPR 0 3333, VWDRY, 925458101										
Sale	20 000	10/06/10	01/22/14	222 91	264 80		-41 89			
VISA INC COM CL A, V, 92826C839										
Sale	2 000	05/13/10	01/22/14	463 74	173 82		289 92			
Sale	3 000	05/26/10	01/22/14	695 61	223 00		472 61			
Sale	3 000	06/29/10	01/22/14	695 61	215 54		480 07			
Sale	1 000	11/15/10	01/22/14	231 87	77 60		154 27			
Sale	3 000	12/01/10	01/22/14	695 61	225 47		470 14			
Subtotals				**2,782.44**	**915 43**					

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2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

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

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
VODAFONE GROUP SPON ADR REP 10 ORD USD0 , 92857W209										
Sale	12 500	11/30/00	01/22/14	484 21	485 35		-1 14			
Sale	0 500	05/11/01	01/22/14	19 38	16 34		3 04			
Subtotals				**503 59**	**501 69**					
TOTALS				**42,309.04**	**23,928.35**			**0.00**		
	Box E Long-Term Realized Gain						**19,217 54**			
	Box E Long-Term Realized Loss						**-836.85**			
	Box E Wash Sale Loss Disallowed					**0.00**				
	Box E Market Discount					**0.00**				

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2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION

Account No **Z49-795305** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No 1545-0715

Transactions for which basis is not reported to the IRS and Term is Unknown--report on Form 8949 with Box B or E checked and/or Schedule D, Part I or II
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2**, **3**, **5** & **6**)

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

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
ENGILITY HLDGS INC COM, EGL, 29285W104										
Sale	2 000	Unknown	01/22/14	71 80	Unknown					
TOTALS				**71.80**	**Unknown**			**0.00**		

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS **1a** Description of Property, **2** type of gain or loss (i e short-term or long-term), **3** basis reported to IRS, **6** Gross or Net Proceeds, and columns **1b**, **1c**, **1d**, **1e**, **1f**, **1g**, **4**, **7**, **14**, **15** and **16** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any section 1256 option contracts we are reporting to the IRS **1a** Description of Property and totals for boxes **8**, **9**, **10** and **11**

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS **1a** Description of Property, **5** Noncovered security, **6** Gross or Net Proceeds, and columns **1c**, **1d**, **4**, **14**, **15** and **16** 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**, **1e**, **1f**, **1g**, **2**, **3** and **7** 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

(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

(c) D = Market Discount, W = Wash Sale

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**

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795291** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No 1545-0715

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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2, 3, 5 & 6**)

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

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	3 000	03/16/12	04/28/14	1,737 49	1,207 93		529 56			
Sale	60 000	05/17/13	07/07/14	5,717 92	3,487 09		2,230 83			
Sale	40 000	05/17/13	08/28/14	4,075 69	2,324 73		1,750 96			
Sale	60 000	05/17/13	08/28/14	6,113 53	3,487 09		2,626 44			
Sale	100 000	10/11/13	10/29/14	10,685 52	5,871 46		4,814 06			
Sale	50 000	05/17/13	10/31/14	5,375 76	2,905 91		2,469 85			
Sale	50 000	05/17/13	10/31/14	5,375 77	2,905 91		2,469 86			
Subtotals				**39,081 68**	**22,190.12**					
TOTALS				**39,081.68**	**22,190.12**			**0.00**		
		Box D Long-Term Realized Gain					**16,891 56**			
		Box D Long-Term Realized Loss					**0.00**			
		Box D Wash Sale Loss Disallowed				**0.00**				
		Box D Market Discount				**0.00**				

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Fidelity INVESTMENTS

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795291** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No 1545-0715

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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2**, **3**, **5** & **6**)

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

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
APPLE INC, AAPL, 037833100										
Sale	7 000	04/22/05	04/24/14	3,942 40	256 38		3,686 02			
ASTRAZENECA ADR EACHREP 1 ORD USD0 25(MG, AZN, 046353108										
Sale	50 000	06/02/97	04/24/14	3,463 48	1,791 00		1,672 48			
INTL BUSINESS MACH, IBM, 459200101										
Sale	25 000	09/27/02	01/22/14	4,528 58	1,535 85		2,992 73			
Sale	15 000	09/27/02	01/22/14	2,717 14	921 51		1,795 63			
Subtotals				**7,245.72**	**2,457.36**					
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	0 000	01/10/05	01/14/14	2 03	0 71		1 32			
Principal	0 000	01/10/05	02/19/14	1 96	0 65		1 31			
Principal	0 000	01/10/05	03/17/14	1 80	0 57		1 23			
Principal	0 000	01/10/05	04/10/14	2 07	0 69		1 38			
Principal	0 000	01/10/05	05/16/14	2 13	0 72		1 41			
Principal	0 000	01/10/05	06/17/14	2 05	0 71		1 34			
Principal	0 000	01/10/05	07/10/14	1 91	0 62		1 29			
Principal	0 000	01/10/05	08/13/14	2 08	0 69		1 39			
Principal	0 000	01/10/05	09/11/14	2 36	0 83		1 53			
Principal	0 000	01/10/05	10/10/14	1 95	0 70		1 25			
Principal	0 000	01/10/05	11/13/14	2 00	0 75		1 25			
Principal	0 000	01/10/05	12/11/14	1 99	0 71		1 28			
Subtotals				24 33	8 35					

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Fidelity INVESTMENTS

2014 TAX REPORTING STATEMENT

SAM AND CHARLES FOUNDATION
Account No **Z49-795291** Customer Service 800-544-6666
Recipient ID No ****-***9005** Payer's Fed ID Number 04-3523567

FORM 1099-B* Copy B for Recipient OMB No 1545-0715

2014 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
Proceeds are reported as **gross proceeds** unless otherwise indicated (a) (This Label is a Substitute for Boxes **2**, **3**, **5** & **6**)

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

1a Description of property, Stock or Other Symbol, CUSIP

Action	Quantity	**1b** Date Acquired	**1c** Date Sold or Disposed	**1d** Proceeds	**1e** Cost or Other Basis (b)	**1f** Code, If Any (c) **1g** Adjustments	Gain/Loss (-)	**4 Federal Income Tax Withheld**	**14** State	**16** State Tax Withheld
TOTALS				**14,675.93**	**4,513.09**			**0.00**		
		Box E Long-Term Realized Gain					**10,162 84**			
		Box E Long-Term Realized Loss					**0 00**			
		Box E Wash Sale Loss Disallowed				**0 00**				
		Box E Market Discount				**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 **1a** Description of Property, **2** type of gain or loss (i e short-term or long-term), **3** basis reported to IRS, **6** Gross or Net Proceeds, and columns **1b**, **1c**, **1d**, **1e**, **1f**, **1g**, **4**, **7**, **14**, **15** and **16** We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals

For any section 1256 option contracts we are reporting to the IRS **1a** Description of Property and totals for boxes **8**, **9**, **10** and **11**

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 **1a** Description of Property, **5** Noncovered security, **6** Gross or Net Proceeds, and columns **1c**, **1d**, **4**, **14**, **15** and **16** 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**, **1e**, **1f**, **1g**, **2**, **3** and **7** and all subtotals and totals

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(c) D = Market Discount, W = Wash Sale

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

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Fidelity
INVESTMENTS

FIDELITY
ACTIVE TRADER VIP

Form 990-PF
Tax Year 2014
The Sam & Charles Foundation
EIN · 23-7919005
Statement for Part II Line 10b

Investment Report

December 1, 2014 - December 31, 2014

Your Portfolio Details

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, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
Stocks *99% of holdings*					
ALKERMES PLC SHS (ALKS)	100 000	$58 560	$780 78c	$5,502 00	$5,856 00
ADOBE SYS INC (ADBE)	200 000	72 700	5,146 68c	7,368 00	14,540 00
ALLSCRIPTS HEALTHCARE SOLUTIONS INC COM (MDRX)	100 000	12 770	1,080 49c	1,202 00	1,277 00
AMAZON COM INC (AMZN)	25 000	310 350	5,545 06c	8,466 00	7,758 75
APPLE INC (AAPL)	1710 000	110 380	83,869 07c	203,370 30	188,749 80
EAI $3,214 80, EY 1 70%					
ASTRAZENECA ADR EACH REP 1 ORD USD0 25(MGT) (AZN)	150 000	70 380	4,627 78c	11,125 50	10,557 00
EAI $420 00, EY 3 98%					
CAPSTONE TURBINE CORP (CPST)	600 000	0 739	583 83c	504 00	443 58
CERNER CORP (CERN)	100 000	64 660	3,246 95c		6,466 00
CLEAN ENERGY FUELS CORP (CLNE)	100 000	4 995	908 49t	574 00	499 50
COGNIZANT TECH SOLUTIONS CORP (CTSH)	300 000	52 660	3,587 10c	10,798 00	15,798 00
COMCAST CORP NEW CL A SPL (CMCSK)	100 000	57 565	1,736 98c	5,681 00	5,756 50
EAI $90 00, EY 1 56%					

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, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
E M C CORP MASS (EMC)	100 000	29 740	369 00	3,035 00	2,974 00
EAI $46 00, EY 1 55%					
GOLDMAN SACHS GROUP INC (GS)	25 000	193 830	2,308 81c	4,710 25	4,845 75
EAI $60 00, EY 1 24%					
GOOGLE INC CL A (GOOGL)	10 000	530 660	2,966 97c	5,490 80	5,306 60
GOOGLE INC CL C (GOOG)	10 000	526 400	2,957 83c	5,418 30	5,264 00
INTL BUSINESS MACH (IBM)	10 000	160 440	614 34c	1,621 70	1,604 40
EAI $44 00, EY 2 74%					
ISIS PHARMACEUTICALS (ISIS)	105 000	61 740	1,347 60t	5,437 95	6,482 70
JPMORGAN CHASE & CO (JPM)	300 000	62 580	10,676 74c	12,032 00	18,774 00
EAI $480 00, EY 2 56%					
L-3 COMMUNICATIONS HLDGS INC (LLL)	20 000	126 210	363 68c		2,524 20
EAI $48 00, EY 1 90%					
MEDIVATION INC COM (MDVN)	100 000	99 610	5,178 73c		9,961 00
MERCK & CO INC NEW COM (MRK)	100 000	56 790	1,441 23c	6,040 00	5,679 00
EAI $180 00, EY 3 17%					
MUELLER WTR PRODS INC COM SER A ISIN #US6247581084 SEDOL #B15RZR4 (MWA)	300 000	10 240	959 31c	1,898 00	3,072 00
EAI $21 00, EY 0 68%					
NOVO-NORDISK A S ADR ISIN #US6701002056 SEDOL #2651202 (NVO)	125 000	42 320	512 72t	5,682 50	5,290 00
EAI $103 79, EY 1 96%					
NVIDIA CORP (NVDA)	300 000	20 050	2,281 22c	4,194 00	6,015 00
EAI $102 00, EY 1 70%					
QUALCOMM INC (QCOM)	100 000	74 330	1,216 12c	7,290 00	7,433 00
EAI $168 00, EY 2 26%					
ROYCE GLOBAL VALUE TR INC COM ISIN #US78081T1043 SEDOL #BFCBLY6 (RGT)	51 000	8 040	457 73	432 99	410 04
ROYCE VALUE TR INC COM ISIN #US7809101055 SEDOL #2756107 (RVT)	373 000	14 330	5,699 94t	5,688 25	5,345 09
SPDR GOLD TR GOLD SHS (GLD)	50 000	113 580	2,109 19c	5,605 50	5,679 00

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, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
SALESFORCE COM INC (CRM)	200 000	59 310	6,722 94c	5,987 00	11,862 00
SYNGENTA AG SPONSORED ADR ISIN #US87160A1007 SEDOL #2674986 (SYT) EAI $555 31, EY 3 54%	244 000	64 240	1,132 17c	16,052 76	15,674 56
TORONTO-DOMINION BANK COM NPV ISIN #CA8911605092 SEDOL #2897222 (TD)	164 000	47 780	5,042 49t	8,280 36	7,835 92
Subtotal of Stocks			**165,471.97**		**389,734 39**
Core Account ***1% of holdings***					
CASH *For balances below $10,000 00, the current interest rate is 00 01%*	3981 630	1 000	not applicable	19,199 60	3,981 63
Subtotal of Core Account					**3,981.63**
Total			**$ 165,471 97**		**$393,716.02**

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***

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, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
Stocks *90% of holdings*					
EATON CORP PLC COM (ETN) EAI $39 20, EY 2 88%	20 000	$67 960	$1,025 61	$1,356 60	$1,359 20
TE CONNECTIVITY LTD REG SHS ISIN #CH0102993182 SEDOL #B62B7C3 (TEL) EAI $23 20, EY 1 83%	20 000	63 250	1,086 70*t*	1,284 00	1,265 00
AMC NETWORKS INC COM USD0 01 CL A (AMCX)	10 000	63 770	344 36*t*	648 60	637 70
AMAZON COM INC (AMZN)	10 000	310 350	322 12*t*	3,386 40	3,103 50
ANADARKO PETE CORP (APC) EAI $37 80, EY 1 31%	35 000	82 500	1,595 31*t*	2,770 25	2,887 50
AUTODESK INC COM ISIN #US0527691069 SEDOL #2065159 (ADSK)	31 000	60 060	1,024 06*t*	1,922 00	1,861 86
BASF SE ADR-EACH REPR 1 ORD NPV LEVEL II (BASFY) EAI $56 22, EY 4 43%	15 000	84 559	310 19*t*	1,365 27	1,268 38
CVS HEALTH CORP COM (CVS) EAI $49 00, EY 1 45%	35 000	96 310	1,047 30*t*	3,197 60	3,370 85
COMCAST CORP NEW CL A SPL (CMCSK) EAI $90 00, EY 1 56%	100 000	57 565	1,756 00*t*	5,681 00	5,756 50
CREE INC (CREE)	20 000	32 220	600 77*t*	726 80	644 40
DIAGEO ADR EACH REPR 4 ORD GBX28 935185 (DEO) EAI $43 81, EY 2 95%	13 000	114 090	570 73*t*	1,601 60	1,483 17
DISNEY WALT CO (DIS) EAI $34 50, EY 1 22%	30 000	94 190	878 30*t*	2,775 30	2,825 70
GENERAL ELECTRIC CO (GE) EAI $27 60, EY 3 64%	30 000	25 270	506 70*t*	794 70	758 10
GOOGLE INC CL A (GOOGL)	2 000	530 660	603 70*t*	1,098 16	1,061 32
GOOGLE INC CL C (GOOG)	2 000	526 400	601 84*t*	1,083 66	1,052 80
GRUPO TELEVISA SA SPON ADR REP ORD ISIN #US40049J2069 SEDOL #2399450 (TV)	40 000	34 060	462 31*t*	1,494 00	1,362 40

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, 2014	Quantity December 31, 2014	Price per Unit December 31 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
HOME DEPOT INC COM ISIN #US4370761029 SEDOL #2434209 (HD) EAI $65 80, EY 1 79%	35 000	104 970	884 20t	3,479 00	3,673 95
HONG KONG & CHINA GAS CO ADR-EACH CNV INTO 1 ORD HKD0 25 (HOKCY)	718 000	2 290	392 98t	1,701 66	1,644 22
IMMUNOGEN INC (IMGN)	40 000	6 100	315 41t	411 60	244 00
INTUIT COM ISIN #US4612021034 SEDOL #2459020 (INTU) EAI $13 00, EY 1 08%	13 000	92 190	570 42t	1,220 31	1,198 47
ISIS PHARMACEUTICALS (ISIS)	30 000	61 740	273 23t	1,553 70	1,852 20
JOHNSON & JOHNSON (JNJ) EAI $53 20, EY 2 68%	19 000	104 570	957 01t	2,056 75	1,986 83
L-3 COMMUNICATIONS HLDGS INC (LLL) EAI $36 00, EY 1 90%	15 000	126 210	497 99t	1,869 00	1,893 15
NESTLE SA SPON ADR EACH REPR 1 COM CHF0 10 (NSRGY) EAI $45 93, EY 3 29%	19 000	73 416	418 10t	1,430 66	1,394 90
NOVARTIS AG ADR-EACH REPR 1 CHF0 5(REGD) (NVS) EAI $41 40, EY 2 98%	15 000	92 660	622 50t	1,449 75	1,389 90
NOVO-NORDISK A S ADR ISIN #US6701002056 SEDOL #2651202 (NVO) EAI $29 06, EY 1 96%	35 000	42 320	137 88t	1,591 10	1,481 20
PALL CORP (PLL) EAI $12 20, EY 1 21%	10 000	101 210	260 79t	961 10	1,012 10
SCHLUMBERGER LIMITED COM USD0 01 (SLB)	5 000	85 410	290 65t	429 75	427 05
TELEFONICA SA ADR EA REPR 1 ORD NPV (TEF) EAI $71 80, EY 6 16%	82 000	14 210	1,236 58t	1,312 00	1,165 22
TESCO PLC SPONSORED ADR ISIN #US8815753020 SEDOL #B00LNH0 (TSCDY)	60.000	8 841	1,068 48t	525 60	530 46
TREND MICRO INC SPONS ADR NEW ISIN #US89486M2061 SEDOL #2775094 (TMICY)	15 000	27 858	543 36t	455 62	417 87

Investment Report

December 1, 2014 - December 31, 2014

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, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
UNITED OVERSEAS BANK LTD SPRD ADR-EACH CNV INTO 2 ORD NPV (UOVEY) EAI $22 14, EY 1 71%	35 000	37 024	612 50t	1,288 84	1,295 84
UNITED PARCEL SVC INC CL B (UPS) EAI $32 16, EY 2 41%	12 000	111 170	870 16t	1,319 04	1,334 04
VERIZON COMMUNICATIONS (VZ) EAI $66 00, EY 4 70%	30 000	46 780	1,386 90	1,517 70	1,403 40
VERTEX PHARMACEUTCLS INC (VRTX)	13 000	118 800	517 08t	1,532 44	1,544 40
VESTAS WIND SYSTEMS ADR EACH REPR 0 33333 SHS (VWDRY)	40 000	12 269	456 35t	492 36	490 76
VODAFONE GROUP SPON ADR REP 10 ORD SHS (POST REV SPLIT) (VOD) EAI $115 76, EY 5 38%	63 000	34 170	2,996 85t	2,302 65	2,152 71
Subtotal of Stocks			**28,045.42**		**59,231.05**
Core Account *10% of holdings*					
CASH *For balances below $10,000 00, the current interest rate is 00 01%*	6265 040	1 000	not applicable	6,166 44	6,265 04
Subtotal of Core Account					**6,265.04**
Total			**$ 28,045.42**		**$65,496 09**

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.***

CONTINUATION FOR 990-PF, PART IV
THE SAM & CHARLES FOUNDATION 23-7919005 PAGE 1 OF 1

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	FIDELITY #5305 - SEE ATTACHED	P	VARIOUS	12/31/14
b	FIDELITY #5305 - SEE ATTACHED	P	VARIOUS	12/31/14
c	FIDELITY #5305 - SEE ATTACHED	P	VARIOUS	12/31/14
d	2 UNITS ENGILITY HLDGS INC COM	P	VARIOUS	01/22/14
e	FIDELITY #5291 - SEE ATTACHED	P	VARIOUS	12/31/14
f	FIDELITY #5291 - SEE ATTACHED	P	VARIOUS	12/31/14
g	CAPITAL GAINS DIVIDENDS			
h				
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	96.		49.	47.
b	5,841.		4,509.	1,332.
c	42,309.		23,928.	18,381.
d	72.			72.
e	39,082.		22,190.	16,892.
f	14,676.		4,513.	10,163.
g	526.			526.
h				
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			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				47.
b				1,332.
c				18,381.
d				72.
e				16,892.
f				10,163.
g				526.
h				
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	47,413.
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
LEUKEMIA & LYMPHOMA SOCIETY 555 E NORTH LN #5010 CONSHOHOCKEN, PA 19428	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	200.
PENN MUSEUM 3260 SOUTH STREET PHILADELPHIA, PA 19104	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	104.
THE CARTER CENTER ONE COPENHILL, 453 FREEDOM PARKWAY ATLANTA, GA 30307	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	1,000.
THE FUND FOR JOHNS HOPKINS MEDICINE 750 EAST PRATT STREET, 17TH FLOOR BALTIMORE, MD 21202	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	100.
THE GREAT MARCH FOR CLIMATE ACTION 735 19TH STREET #1 DES MOINES, IA 50314	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	5,000.
THE INTERNATIONAL HOUSE OF PHILADELPHIA 3701 CHESTNUT STREET PHILADELPHIA, PA 19104-3195	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	11,667.
THE PAINTED BRIDE ART CENTER 230 VINE STREET PHILADELPHIA, PA 19106-1293	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	10,200.
THE WILMA THEATER 265 SOUTH BROAD STREET PHILADELPHIA, PA 19107-5659	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	63,833.
THE WISTAR INSTITUTE 3601 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	1,000.
Total from continuation sheets				93,619.

THE SAM & CHARLES FOUNDATION 23-7919005

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
US CAMPAIGN TO END THE ISRALI OCCUPATION PO BOX 21539 WASHINGTON, DC 20009	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	377
WISDOM PUBLICATIONS 199 ELM STREET SOMERVILLE, MA 02144	NONE	501(C)(3)	TO FUND THE RECIPIENTS OPERATING BUDGET	43.
Total from continuation sheets				