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Return of Private Foundation

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

OMB No 1545-0052

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf2014
Open to Public Inspection

For calendar year 2014 or tax year beginning

MAY 1, 2014

, and ending

APR 30, 2015

Name of foundation

CHARLESBANK HOMES
C/O BONANNO, SAVINO & DAVIES, P.C.

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

105 CHESTNUT ST

Room/suite

32

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

NEEDHAM, MA 02492

G Check all that apply:

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

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

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

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

 Other (specify) MOD. CASH BASIS

► \$ 17,930,411. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	728,267.	728,267.	STATEMENT 1
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	210,716.		RECEIVED
	b Gross sales price for all assets on line 6a	1,350,280.		
	7 Capital gain net income (from Part IV, line 2)		210,716.	3058 AUG 13 2015 IRS OSC
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
Operating and Administrative Expenses	b Less Cost of goods sold			
	c Gross profit or (loss)			
	11 Other income			
	12 Total. Add lines 1 through 11	938,983.	938,983.	
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	STMT 2 7,729.	7,729.	1,500.
	c Other professional fees	STMT 3 31,280.	31,280.	0.
	17 Interest			
	18 Taxes	STMT 4 109,321.	0.	0.
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	STMT 5 4,974.	1,110.	970.
	24 Total operating and administrative expenses. Add lines 13 through 23	153,304.	40,119.	2,470.
	25 Contributions, gifts, grants paid	921,630.		921,630.
	26 Total expenses and disbursements. Add lines 24 and 25	1,074,934.	40,119.	924,100.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	-135,951.		
	b Net investment income (if negative, enter -0-)		898,864.	
	c Adjusted net income (if negative, enter -0-)			N/A

08/2

Assets	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
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments				
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		1,125.	1,125.	1,125.
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 7	17,520,515.	17,916,806.	17,916,806.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other	STMT 8	55,128.	12,480.	12,480.
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)		17,576,768.	17,930,411.	17,930,411.
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.	
24	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted		17,576,768.	17,930,411.	
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg., and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		17,576,768.	17,930,411.	
31	Total liabilities and net assets/fund balances		17,576,768.	17,930,411.	

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	17,576,768.
2	Enter amount from Part I, line 27a	2	-135,951.
3	Other increases not included in line 2 (itemize) ►	3	489,594.
4	Add lines 1, 2, and 3	4	17,930,411.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,930,411.

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 VANGUARD - SEE PDF ATTACHED			P		
b VANGUARD - SEE PDF ATTACHED			P		
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 1,292,170.			1,081,671.	210,499.	
b 58,110.			57,893.	217.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				210,499.	
b				217.	
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	210,716.
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		{ 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	864,512.	16,538,918.	.052271
2012	535,679.	15,163,973.	.035326
2011	770,340.	14,970,172.	.051458
2010	960,474.	15,218,559.	.063112
2009	912,535.	14,146,242.	.064507

2 Total of line 1, column (d)

2 .266674

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 .053335

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 17,661,065.

5 Multiply line 4 by line 3

5 941,953.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 8,989.

7 Add lines 5 and 6

7 950,942.

8 Enter qualifying distributions from Part XII, line 4

8 924,100.

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

6a 23,000.

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 23,000.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 2.

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 5,021.

11 Enter the amount of line 10 to be Credited to 2015 estimated tax ►

5,021. | Refunded

11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

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.

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

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?

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:

N/A

• 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) ►

MA

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*

10 X

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14 The books are in care of ► <u>WESLEY K. BLAIR, TREAS</u>		Telephone no. ► <u>617-927-7494</u>
Located at ► <u>66 PICKNEY ST #1, BOSTON, MA</u>		ZIP+4 ► <u>02114</u>
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		► <u>15</u> N/A ► <u> </u>
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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-221). If "Yes," enter the name of the foreign country ► <u> </u>		16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <u> </u>			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>			
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. ► <u> </u> , <u> </u> , <u> </u> , <u> </u> , <u> </u>			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)

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



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?

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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	
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	17,869,783.
b	Average of monthly cash balances	1b	60,232.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	17,930,015.
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	17,930,015.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	268,950.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,661,065.
6	Minimum investment return. Enter 5% of line 5	6	883,053.

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	883,053.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	17,977.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,977.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	865,076.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	865,076.
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	865,076.

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	924,100.
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	924,100.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	924,100.

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				865,076.
2 Undistributed income, if any, as of the end of 2014			15,550.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 924,100.			15,550.	
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				865,076.
e Remaining amount distributed out of corpus	43,474.			
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:	43,474.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	43,474.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	43,474.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASSOCIATED GRANT AMKERS BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	5,000.
CARITAS COMMUNITIES BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	100,000.
CATHOLIC CHARITIES BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	47,000.
COMMUNITY DEVELOPMENT PARTNERSHIP BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
CRITTENTON WOMEN'S HOUSING BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 921,630.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	728,267.
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	210,716.
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.	938,983.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	938,983.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VANGUARD - BRKRG ACCTS	728,261.	0.	728,261.	728,261.	
VANGUARD- 4820	6.	0.	6.	6.	
TO PART I, LINE 4	728,267.	0.	728,267.	728,267.	

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND LEGAL FEES	7,729.	7,729.		1,500.
TO FORM 990-PF, PG 1, LN 16B	7,729.	7,729.		1,500.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	31,280.	31,280.		0.
TO FORM 990-PF, PG 1, LN 16C	31,280.	31,280.		0.

FORM 990-PF

TAXES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	109,321.	0.		0.
TO FORM 990-PF, PG 1, LN 18	109,321.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEMBERS EXPENSE	3,334.	670.		670.
INSURANCE	1,500.	300.		300.
FILING FEES	140.	140.		0.
TO FORM 990-PF, PG 1, LN 23	4,974.	1,110.		970.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

DESCRIPTION

AMOUNT

CHANGE IN UNREALIZED GAIN ON SECURITIES

489,594.

TOTAL TO FORM 990-PF, PART III, LINE 3

489,594.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION

BOOK VALUE

FAIR MARKET
VALUE

MUTUAL FUNDS

17,916,806.

17,916,806.

TOTAL TO FORM 990-PF, PART II, LINE 10B

17,916,806.

17,916,806.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION

VALUATION
METHOD

BOOK VALUE

FAIR MARKET
VALUE

MONEY MARKET FUNDS

COST

12,480.

12,480.

TOTAL TO FORM 990-PF, PART II, LINE 13

12,480.

12,480.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT	
M. CHRYSA LONG 10 CHARLESGATE EAST # 401 BOSTON, MA 02215	TRUSTEE 2.00	0.	0.	0.
THOMAS W. CORNU 30 THREE PONDS ROAD WAYLAND, MA 01778	TRUSTEE 2.00	0.	0.	0.
SUSAN K. KELLER 69 SAGAMORE AVE MEDFORD, MA 02155	TRUSTEE 2.00	0.	0.	0.
GEORGE MACOMBER 10 LONGWOOD DRIVE UNIT #257 WESTWOOD, MA 02090	TRUSTEE 2.00	0.	0.	0.
PHILIP J. NOTOPOULOS 48 FAIRMONT STREET BELMONT, MA 02478	TRUSTEE, VICE PRES.& SECRTR 2.00	0.	0.	0.
RICHARD H SAYRE 16 SHEFFIELD ROAD WINCHESTER, MA 01890	TRUSTEE & PRESIDENT 2.00	0.	0.	0.
SUSAN F. KENNEY 571 RUN HILL ROAD BREWSTER, MA 02631	TRUSTEE 2.00	0.	0.	0.
BRUCE TAYLOR PO BOX 97 EAST ORLEANS, MA 02643	TRUSTEE 2.00	0.	0.	0.
CHARLES J. MANEIKIS JR 38 PIERCE AVE DORCHESTER, MA 02122	TRUSTEE 2.00	0.	0.	0.
JEANNE PINADO 214 CHESTNUT AVENUE JAMAICA PLAIN, MA 02130	TRUSTEE 2.00	0.	0.	0.

CHARLESBANK HOMES C/O BONANNO, SAVINO &

04-2103755

KATHRYN ROY
382 MARRETT ROAD
LEXINGTON, MA 02421

TRUSTEE
2.00

0. 0. 0.

WESLEY K. BLAIR
66 PINCKNEY ST., # 1
BOSTON, MA 02114

TRUSTEE & TREASURER
2.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WESLEY K. BLAIR
BROOKLINE BANK P.O. BOX 179179
BOSTON, MA 02117

TELEPHONE NUMBER

781-393-2801

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUESTS TO INCLUDE STATEMENT OF PURPOSE, DOLLAR AMOUNT ASKED, AND
COPY OF EXEMPTION CERTIFICATE

ANY SUBMISSION DEADLINES

NONE STIPULATED AT PRESENT

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE GENERALLY MADE TO BOSTON AREA ORGANIZATIONS; TYPICALLY FOR
"BRICKS & MORTAR" PROJECTS - NOT FOR OPERATING BUDGETS.

Charlesbank Homes
FYE 4/30/15

VANGUARD
Long Term REALIZED Gain/(Loss)

	Long Term		
	<u>Proceeds</u>	<u>Original Cost</u>	<u>Gain/(Loss)</u>
May-14	-	-	-
June-14	-	-	-
July-14	58,109.48	57,893.26	216.22
August-14	-	-	-
September-14	-	-	-
October-14	-	-	-
November-14	-	-	-
December-14	-	-	-
January-15	-	-	-
February-15	-	-	-
March-15	-	-	-
April-15	-	-	-
	58,109.48	57,893.26	216.22

Charlesbank Homes
FYE 4/30/15

VANGUARD
Short Term REALIZED Gain/(Loss)

	Short Term			<u>Disallowe d loss (to be added to gain)</u>	<u>Total gain/ allowable loss</u>
	<u>Proceeds</u>	<u>Original Cost</u>	<u>Gain/(Loss)</u>		
May-14	-	-	-		
June-14	150,000.00	149,182.82	817.18	(1.26)	818.44
July-14	1,354.84	1,358.63	(3.79)		(3.79)
August-14	-	-	-		-
September-14	181,000.00	144,400.42	36,599.58		36,599.58
October-14	373,860.63	314,995.91	58,864.72		58,864.72
November-14	85,000.00	67,126.49	17,873.51		17,873.51
December-14	-	-	-		-
January-15	7,899.83	6,340.75	1,559.08		1,559.08
February-15	50,000.00	39,315.75	10,684.25		10,684.25
March-15	-	-	-		-
April-15	443,055.12	358,951.28	84,103.84		84,103.84
	1,292,170.42	1,081,672.05	210,498.37	(1.26)	210,499.63
					WASH

VANGUARD REALIZED GAINS - FYE 4/30/15			
58,109.48	57,893.26	216.22	Long -VAN
1,292,170.42	1,081,672.05	210,498.37	Short - VAN
1,350,279.90	1,139,565.31	210,714.59	TOTAL - VAN



Vanguard®

Foundation account
Charlesbank Homes Inc

Asset Management Services: 800-567-5163

Realized gains and losses

You can get cost basis information for both realized and unrealized gains and losses for your Vanguard account at vanguard.com

Some or all of this information may be reported to the IRS on Form 1099-B Proceeds from Broker and Barter Exchange Transactions. Vanguard provides cost basis information using the average cost method for mutual funds and first in, first out for other holdings, unless you've selected another method. You may want to consult a tax advisor to determine the appropriate method for you. Certain adjustments may change the basis we're currently reporting to you. In that event, we'll send you revised realized gain and loss information. A dash indicates the information on our system was incomplete at the time this document was generated. See IRS Publication 550 (Investment Income and Expenses) for additional information.

Vanguard funds

Short-Term Invest-Gr Adm 0539-88071826060

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowance	Total gain/loss	Allowable loss
Short-term	04/15	372,093	\$4,000.00	\$4,002.77	\$-2.77	0.00	\$3.35	\$1.18
Long-term	04/15	0.000	0.00	0.00	0.00	0.00	0.00	0.00
Short-term	04/28	729,568	\$7,828.26	\$7,818.11	\$9.15	0.00	\$0.00	\$9.15
Long-term	04/28	0.000	0.00	0.00	0.00	0.00	0.00	0.00
Short-term	06/05	13,927.577	\$150,000.00	\$149,182.82	\$817.18	0.00	\$1.26	\$818.44
Long-term	06/05	0.000	0.00	0.00	0.00	0.00	0.00	0.00
Total short-term		15,029.238	\$161,828.26	\$161,085.70	\$823.56	0.00	\$521	\$828.77
Total long-term		4,710.00					0.00	
Total Stock Mkt Idx Adm 0585-88071826060								
Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowance	Total gain/loss	Allowable loss
Short-term	04/16	1,068,830	\$50,000.00	\$48,786.35	\$1,213.65	0.00	\$0.00	\$0.00
Long-term	04/16	0.089	0.00	0.00	0.00	0.00	0.00	0.00

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowance	Total gain/loss	Allowable loss
Short-term	04/16	1,068,830	\$50,000.00	\$48,786.35	\$1,213.65	0.00	\$0.00	\$0.00
Long-term	04/16	0.089	0.00	0.00	0.00	0.00	0.00	0.00

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Foundation account
Charlesbank Homes Inc

Intermediary Services: 800-669-0498

Realized gains and losses

You can get cost basis information for both realized and unrealized gains and losses for your Vanguard account at vanguard.com.

Some or all of this information may be reported to the IRS on Form 1099-B Proceeds from Broker and Barter Exchange Transactions. Vanguard provides cost basis information using the average cost method for mutual funds and first in, first out for other holdings, unless you've selected another method. You may want to consult a tax advisor to determine the appropriate method for you. Certain adjustments may change the basis we're currently reporting to you. In that event, we'll send you revised realized gain and loss information. A dash indicates the information on our system was incomplete at the time this document was generated. See IRS Publication 550 (Investment Income and Expenses) for additional information.

Vanguard funds

Short-Term Invest-Gr Adm 0539-88071826060

Term	Date sold	Quantity	Proceeds	Total cost	Gain/Loss	Disallowed loss	Total gain/Allowable loss
Short-term	07/15	126,032	\$1,354.84	\$1,358.63	-\$3.79	\$0.00	-\$3.79
Long-term	07/15	4,525.131	48,645.16	48,464.15	181.01	0.00	181.01
Short-term	07/21	0.000	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Long-term	07/21	880.402	9,464.32	9,429.11	35.21	0.00	35.21
Total short-term	Various	126,032	\$1,354.84	\$1,358.63	-\$3.79	\$0.00	-\$3.79
Total long-term	Various	5,405.533	58,109.48	57,893.26	216.22	0.00	216.22

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Charlesbank Home Gain/Loss Report

Acct. No.	Account Name	Posting Description	CUSIP No	Security Name	Posting Date	Prin Cash Amount	Shares/Par Change	Gain/Loss Amt
0JABU8	CHARLESBANK	SOLD 2436.823 SHARES @ \$33.24	92203810A	V0114-A STRATEGIC EC 09/18/2014	09/26/2014	81,000.00	-2,436.8230	Short Term Gain 18,901.76
0JABU8	CHARLESBANK	SOLD 188,656 SHARES @ \$79.51	92191060A	V0523-A US GROWTH	09/26/2014	15,000.00	-188.6560	Short Term Gain 3,275.07
0JABU8	CHARLESBANK	SOLD 71,696 SHARES @ \$69.74	92201830A	V0573-A WINDSOR II	09/26/2014	5,000.00	-71.6960	Short Term Gain 644.71
0JABU8	CHARLESBANK	SOLD 1612,577 SHARES @ \$49.61	92290872A	V0585-A TTL STK IDX	09/26/2014	80,000.00	-1,612.5770	Short Term Gain 13,778.04
0JABU8	CHARLESBANK	SOLD 3866,722 SHARES @ \$48.62	92290872A	V0585-A TTL STK IDX	10/01/2014	108,000.00	-3,866.7220	Short Term Gain 29,208.50
0JABU8	CHARLESBANK	SOLD 876,937 SHARES @ \$68.42	92201830A	V0573-A WINDSOR II	10/01/2014	60,000.00	-876.9370	Short Term Gain 6,729.01
0JABU8	CHARLESBANK	SOLD 896,86 SHARES @ \$78.05	92191060A	V0523-A US GROWTH	10/01/2014	70,000.00	-896.8600	Short Term Gain 14,260.36
0JABU8	CHARLESBANK	SOLD 257,898 SHARES @ \$77.55	92191060A	V0523-A US GROWTH	10/09/2014	20,000.00	-257.8980	Short Term Gain 3,971.70
0JABU8	CHARLESBANK	SOLD 221,762 SHARES @ \$67.64	92201830A	V0573-A WINDSOR II	10/09/2014	15,000.00	-221.7620	Short Term Gain 1,522.70
0JABU8	CHARLESBANK	SOLD 311,657 SHARES @ \$48.13	92290872A	V0585-A TTL STK IDX	10/09/2014	15,000.00	-311.6570	Short Term Gain 2,201.52
0JABU8	CHARLESBANK	SOLD 119,24 SHARES @ \$49.15	92290872A	V0585-A TTL STK IDX	10/27/2014	5,860.63	-119.2400	Short Term Gain 963.93
0JABU8	CHARLESBANK	SOLD 240,732 SHARES @ \$83.08	92191060A	V0523-A US GROWTH	11/13/2014	20,000.00	-240.7320	Short Term Gain 5,036.56
0JABU8	CHARLESBANK	SOLD 1270,276 SHARES @ \$51.17	92290872A	V0585-A TTL STK IDX	11/13/2014	65,000.00	-1,270.2760	Short Term Gain 12,834.95
0JABU8	CHARLESBANK	SOLD 245,641 SHARES @ \$32.16	92203810A	V0114-A STRATEGIC EC 01/28/2015		7,859.83	-245.6410	Short Term Gain 1,556.08
0JABU8	CHARLESBANK	SOLD 152,207 SHARES @ \$52.56	92290872A	V0585-A TTL STK IDX	02/12/2015	8,000.00	-152.2070	Short Term Gain 1,740.94
0JABU8	CHARLESBANK	SOLD 314,031 SHARES @ \$79.61	92191060A	V0523-A US GROWTH	02/12/2015	25,000.00	-314.0310	Short Term Gain 5,140.98
0JABU8	CHARLESBANK	SOLD 511,278 SHARES @ \$33.25	92203810A	V0114-A STRATEGIC EC 02/12/2015		17,000.00	-511.2780	Short Term Gain 3,802.33
0JABU8	CHARLESBANK	SOLD 2856,01 SHARES @ \$53.11	92290872A	V0585-A TTL STK IDX	04/10/2015	151,682.68	-2,856.0100	Short Term Gain 34,082.56
0JABU8	CHARLESBANK	SOLD 1585,434 SHARES @ \$82.42	92191060A	V0523-A US GROWTH	04/10/2015	130,671.46	-1,585.4340	Short Term Gain 30,410.14
0JABU8	CHARLESBANK	SOLD 583,361 SHARES @ \$93.02	92192620A	V5024-A EXPLORER AD 04/10/2015		54,284.24	-583.3610	Short Term Gain 3,014.70
0JABU8	CHARLESBANK	SOLD 828,86 SHARES @ \$67.37	92201830A	V0573-A WINDSOR II	04/10/2015	55,840.28	-828.8600	Short Term Gain 5,237.86
0JABU8	CHARLESBANK	SOLD 1244,628 SHARES @ \$34.18	92203810A	V0114-A STRATEGIC EC 04/10/2015		42,541.34	-1,244.6280	Short Term Gain 10,413.64
0JABU8	CHARLESBANK	SOLD 279,595 SHARES @ \$28.81	92190981A	V0569-A TTL INTL STK	04/28/2015	8,055.12	-279.5950	Short Term Gain 944.94
Grand Total								209,684.98

CHARLESBANK HOMES
C/O BONANNO, SAVINO & DAVIES, P.C.

04-2103755

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRANADA HOUSE BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	10,000.
HABITAT FOR HUMANITY OF CAPE COD BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
HARBORLIGHT COMMUNITY PARTNERS BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	CONSTRUCTION	50,000.
HEADING HOME BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
HEARTH INC BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	1,000.
HOMEOWNERS REHAB BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	CONSTRUCTION	30,000.
LYNN SHELTER ASSOCIATION BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	55,468.
MERRIMACK VALLEY YMCA BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	24,277.
NE CENTER FOR HOMELESS VETERANS BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
PARTNERS IN HOUSING BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
Total from continuation sheets				669,630.

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PINE ST INN BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
PLYMOUTH AREA HOMELESS BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
SOUTH MIDDLESEX OPPORTUNITY COUNCIL BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
VICTORY PROGRAMS BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	50,000.
WELLSPRING HOUSE BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	67,885.
YMCA MALDEN BOSTON, MA, USA, 02112 BOSTON, MA USA	N/A	PUBLIC CHARITY	RENOVATIONS	31,000.
Total from continuation sheets				