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
2015
Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

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

A Employer identification number
22-3292066

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

B Telephone number
973-539-2281

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 33,932,389.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,318,532.	1,318,532.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,157,725.			
	b Gross sales price for all assets on line 6a 7,763,419.				
	7 Capital gain net income (from Part IV, line 2)		3,157,725.		
	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	-220,350.	-220,350.		Statement 2
	12 **Total.** Add lines 1 through 11	4,255,907.	4,255,907.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	26,000.	13,000.		13,000.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	73,414.	1,661.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	8,088.	7,415.		87.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	107,502.	22,076.		13,087.
	25 Contributions, gifts, grants paid	2,005,100.			2,005,100.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,112,602.	22,076.		2,018,187.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,143,305.			
	b **Net investment income** (if negative, enter -0-)		4,233,831.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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SCANNED MAY 25 2016

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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	1,151.	2,373.	2,373.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations Stmt 6	2,002,897.	0.	0.
	b	Investments - corporate stock Stmt 7	21,983,429.	26,318,005.	31,404,954.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 8	3,152,556.	2,962,960.	2,525,062.
	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)	27,140,033.	29,283,338.	33,932,389.
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	27,140,033.	29,283,338.	
	30	**Total net assets or fund balances**	27,140,033.	29,283,338.	
	31	**Total liabilities and net assets/fund balances**	27,140,033.	29,283,338.	

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	27,140,033.
2	Enter amount from Part I, line 27a	2	2,143,305.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,283,338.
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	29,283,338.

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	7,763,419.		4,605,694.	3,157,725.

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				3,157,725.

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 — 3,157,725.

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))
2014	2,097,462.	40,680,474.	.051559
2013	2,091,618.	39,528,416.	.052914
2012	2,063,224.	37,825,047.	.054547
2011	1,961,528.	39,173,081.	.050073
2010	1,985,462.	35,879,525.	.055337

2	**Total** of line 1, column (d)	2	.264430
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	.052886
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	36,728,224.
5	Multiply line 4 by line 3	5	1,942,409.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42,338.
7	Add lines 5 and 6	7	1,984,747.
8	Enter qualifying distributions from Part XII, line 4	8	2,018,187.

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	42,338.
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	42,338.
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	42,338.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 58,000.		
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	58,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	15,662.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 15,662. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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

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

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

Website address ▶ N/A

14 The books are in care of ▶ CHARLES FOUNDATION Telephone no. ▶ 973-539-2281
Located at ▶ 65 MADISON AVE, SUITE 560, MORRISTOWN, NJ ZIP+4 ▶ 07960

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	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 | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT C ROOKE SPRING VALLEY ROAD #668 MORRISTOWN, NJ 07960	PRES-TREAS 5.00	0.	0.	0.
NATALIE D ROOKE SPRING VALLEY ROAD #668 MORRISTOWN, NJ 07960	VICE PRES 5.00	0.	0.	0.
ROBERT C ROOKE, JR 47 SCHOOLHOUSE LN MORRISTOWN, NJ 07960	SECRETARY 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	35,702,690.
b	Average of monthly cash balances		1b	1,584,847.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	37,287,537.
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	37,287,537.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	559,313.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	36,728,224.
6	**Minimum investment return.** Enter 5% of line 5		6	1,836,411.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	1,836,411.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 42,338.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	42,338.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,794,073.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,794,073.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,794,073.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,018,187.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,018,187.
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	42,338.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,975,849.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,794,073.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			56,031.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 2,018,187.				
a Applied to 2014, but not more than line 2a			56,031.	
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 2015 distributable amount				1,794,073.
e Remaining amount distributed out of corpus	168,083.			
5 Excess distributions carryover applied to 2015 (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	168,083.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	168,083.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015 168,083.				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ANDOVER FIRE DEPT 407 FLAGHOLE RD ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	MEDICAL	15,000.
ANDOVER EMS 407 FLAGHOLE RD ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
ANDROSCOGGIN HOME CARE AND HOSPICE 15 STRAWBERRY AVE LEWISTON, ME 04240	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
ASSUMPTION SCHOOL 63 MACCULLOCH AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
BABSON COLLEGE 231 FOREST ST BABSON PARK, MA 02457-0310	NONE	IRC 501 (C)(3)	EDUCATION	10,000.
Total See continuation sheet(s)			▶ 3a	2,005,100.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,318,532.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-220,350.	
8 Gain or (loss) from sales of assets other than inventory			18	3,157,725.	
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.		4,255,907.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 4,255,907.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee | Date 5/12/16 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRIAN DOHERTY		5-9-16		P00022611
Firm's name ▶ Olsen & Thompson, P.A.			Firm's EIN ▶ 22-1914497	
Firm's address ▶ 970 Mount Kemble Ave. Morristown, NJ 07960			Phone no. (973)425-3212	

Form 990-PF (2015)

523622 11-24-15

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	VARIOUS SECURITIES - RAYMOND JAMES ACCOUNT	P		
b	FROM K-1 PLAINS ALL AMERICAN	P		
c	FROM K-1 WILLIAMS PARTNERS	P		
d	FROM K-1 KKR & CO LP	P		
e	FROM K-1 KKR & CO LP	P		
f	FROM K-1 KKR & CO LP	P		
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	7,722,702.		4,605,306.	3,117,396.
b	172.			172.
c	10.			10.
d			388.	-388.
e	3,625.			3,625.
f	735.			735.
g	36,175.			36,175.
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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,117,396.
b				172.
c				10.
d				-388.
e				3,625.
f				735.
g				36,175.
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	3,157,725.
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
BOSTON COLLEGE SCHOOL OF NURSING 140 COMMONWEALTH AVE CHESTNUT HILL, MA 02467	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
BUCKNELL UNIVERSITY 701 MOORE AVE LEWISBURG, PA 17837	NONE	IRC 501 (C)(3)	EDUCATION	575,000.
CALLICOON VOLUNTEER FIRE DEPT PO BOX 806 CALLICOON, NY 12723	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
CHRIST THE KING CHURCH 16 BLUE MILL ROAD NEW VERNON, NJ 07976	NONE	IRC 501 (C)(3)	RELIGIOUS	5,000.
CIRCLE PROGRAM 85 MAIN ST PLYMOUTH, NH 03264	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
COLBY-SAWYER COLLEGE 100 MAIN ST NEW LONDON, NH 03257	NONE	IRC 501 (C)(3)	EDUCATION	250,000.
COMMUNITY THEATER 100 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	ARTS	5,000.
CONWAY FARMS GOLF CLUB FOUNDATION 425 S CONWAY FARMS DR LAKE FOREST, IL 60045	NONE	IRC 501 (C)(3)	EDUCATION	500.
DAMASCUS CITIZENS FOR SUSTAINABILITY INC PO BOX 147 MILANVILLE, PA 18443	NONE	IRC 501 (C)(3)	ENVIRONMENT	5,000.
DAMASCUS TWP VOLUNTEER AMBULANCE CORPS INC PO BOX 63 DAMASCUS, PA 18415	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
Total from continuation sheets				1,965,100.

523631
04-01-15

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
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	IRC 501 (C)(3)	EDUCATION	60,000.
DELBARTON SCHOOL 230 MENDHAM ROAD MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
DREW UNIVERSITY 36 MADISON AVE MADISON, NJ 07940	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
EVANGELICAL HOSPITAL ONE HOSPITAL DR LEWISBURG, PA 07837	NONE	IRC 501 (C)(3)	MEDICAL	15,000.
GROVER HERMANN HOSPITAL AUXILIARY 8881 ROUTE 97 CALLICOON, NY 12723	NONE	IRC 501 (C)(3)	MEDICAL	15,000.
KENT PLACE SCHOOL 42 NORWOOD AVE SUMMIT, NJ 07901	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
LAKE BLUFF FIREMAN'S ASSOC. INC. PO BOX 22 LAKE BLUFF, IL 60044	NONE	IRC 501 (C)(3)	MEDICAL	1,000.
LIBERTY CORNER FIRE COMPANY PO BOX 98 LIBERTY CORNER, NJ 07938	NONE	IRC 501 (C)(3)	MEDICAL	1,500.
LIBERTY CORNER FIRST AID SQUAD PO BOX 57 LIBERTY CORNER, NJ 07938	NONE	IRC 501 (C)(3)	MEDICAL	1,500.
MARKET STREET MISSION 9 MARKET STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	COUNSELING	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MAYHEW PROGRAM PO BOX 120 BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	EDUCATION	50,000.
MORRISTOWN MEDICAL CENTER FOUNDATION 475 SOUTH STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	MEDICAL	107,000.
NATIONAL WORLD WAR II MUSEUM 945 MAGAZINE ST NEW ORLEANS, LA 70130	NONE	IRC 501 (C)(3)	EDUCATION	3,000.
NEWFOUND AREA NURSING ASSOCIATION 214 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	MEDICAL	5,000.
NEWFOUND LAKE REGION ASSOCIATION 800 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	CONSERVATION	50,000.
OUR LADY OF MERCY HIGH SCHOOL 1437 BLOSSOM RD ROCHESTER, NY 14610	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
OVERLOOK HOSPITAL FOUNDATION BOX 220 SUMMIT, NJ 07902	NONE	IRC 501 (C)(3)	MEDICAL	27,500.
PAPER MILL PLAYHOUSE 22 BROOKSIDE DR MILLBURN, NJ 07041	NONE	IRC 501 (C)(3)	ARTS	1,000.
PHILANTHROPY ROUNDTABLE 1730 M ST., NW WASHINGTON, DC 20036	NONE	IRC 501 (C)(3)	EDUCATION	100.
PINGRY SCHOOL 131 MARTINSVILLE ROAD BASKING RIDGE, NJ 07920	NONE	IRC 501 (C)(3)	EDUCATION	54,000.
Total from continuation sheets				

523631
04-01-15

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
PRESBYTERIAN CHURCH IN MORRISTOWN 65 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	RELIGIOUS	35,000.
PROCTOR ACADEMY PO BOX 500 ANDOVER, NH 03216	NONE	IRC 501 (C)(3)	EDUCATION	18,000.
SEMESTER AT SEA PO BOX 400885 CHARLOTTESVILLE, VA 22903	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
SKIDMORE COLLEGE 815 N BROADWAY SARATOGA SPRINGS, NY 12866	NONE	IRC 501 (C)(3)	EDUCATION	1,000.
SPAULDING YOUTH CENTER FOUNDATION 72 SPAULDING RD NORTHFIELD, NH 03276	NONE	IRC 501 (C)(3)	COUNSELING	5,000.
SPEARE MEMORIAL HOSPITAL 16 HOSPITAL ROAD PLYMOUTH, NH 03264	NONE	IRC 501 (C)(3)	MEDICAL	250,000.
SQUAM LAKES SCIENCE CENTER PO BOX 173 HOLDERNESS, NH 03245	NONE	IRC 501 (C)(3)	CONSERVATION	5,000.
TRINITAS HEALTH FOUNDATIO PO BOX 259 ELIZABETH, NJ 07207	NONE	IRC 501 (C)(3)	MEDICAL	10,000.
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVE SELINSGROVE, PA 17870	NONE	IRC 501 (C)(3)	EDUCATION	100,000.
TAPPLY-THOMPSON COMMUNITY CENTER 30 NORTH MAIN ST BRISTOL, NH 03222	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TOWN OF BRIDGEWATER FIRE DEPARTMENT 297 MAYHEW TPKE BRIDGEWATER, NH 03222	NONE	IRC 501 (C)(3)	MEDICAL	85,000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF NURSING PO BOX 70259 PHILADELPHIA, PA 19176	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
VILLA WALSH ACADEMY 455 WESTERN AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C)(3)	EDUCATION	5,000.
WOUNDED WARRIOR PROJECT PO BOX 788516 TOPEKA, KS 66675	NONE	IRC 501 (C)(3)	MEDICAL	2,000.
YALE SCHOOL OF FORESTRY & ENVIRONMENTAL STUDIES PO BOX 803 NEW HAVEN, CT 06503	NONE	IRC 501 (C)(3)	EDUCATION	35,000.
ALBANY KNICKERBOCKER RUGBY FOOTBALL CLUB PO BOX 1654 ALBANY, NY 12201	NONE	IRC 501 (C)(3)	EDUCATION	2,000.
HIGH FIVES FOUNDATION 10775 PIONEER TRAIL TRUCKEE, CA 96161	NONE	IRC 501 (C)(3)	MEDICAL	50,000.
LITTLETON REGIONAL HEALTHCARE CHARITABLE TRUST 600 ST JOHNSBURY RD LITTLETON, NH 03561	NONE	IRC 501 (C)(3)	MEDICAL	50,000.
Total from continuation sheets				

523631
04-01-15

REALIZED GAINS AND LOSSES
Charles Foundation
From 01-01-15 Through 12-31-15

ATTACHMENT TO PART IV, FORM 990PF
EIN 22-3292066

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-11-03	01-15-15	3000	APACHE CORP	98,343 69	172,791 07		74,447 38
12-02-03	01-15-15	1000	APACHE CORP	37,285 74	57,597 03		20,311 29
12-07-12	01-15-15	5000	BANK OF NOVA SCOTIA	283,473 98	258,217 64		-25,256 34
04-16-03	01-15-15	10000	CANADIAN NAT RES LTD	41,487 91	262,192 29		220,704 38
04-18-01	01-15-15	6000	CANADIAN NAT RES LTD	22,209 47	157,479 17		135,269 70
04-16-03	01-15-15	4000	CANADIAN NAT RES LTD	16,595 16	104,986 11		88,390 94
04-06-99	01-20-15	15000	NOBLE ENERGY CORP	8,352 01	628,647 31		620,295.30
11-25-14	02-11-15	0.8	WILLIAMS PARTNERS LP	43 71	37 14	-6 57	
02-20-04	03-30-15	15000	PENN WEST PETE LIMITED	211,852 82	24,232 83		-187,619 99
02-24-04	03-30-15	15000	PENN WEST PETE LIMITED	218,787 84	24,233 08		-194,554 76
03-22-00	04-30-15	10000	PIONEER NATURAL RESOURCES	93,096 44	1,713,374 37		1,620,277 93
12-19-13	04-30-15	1162 5	PIONEER NATURAL RESOURCES	209,709 19	199,179 77		-10,529 42
01-13-14	04-30-15	0 5	PIONEER NATURAL RESOURCES	0 00	85 67		85 67
04-04-14	04-30-15	837	PIONEER NATURAL RESOURCES	157,315 09	143,409 44		-13,905 65
09-01-00	05-13-15	9000	TALISMAN ENERGY	34,071 51	72,000 00		37,928.49
09-01-00	05-13-15	9000	TALISMAN ENERGY	34,076 50	72,000 00		37,923 50
09-07-00	05-13-15	13500	TALISMAN ENERGY	52,751 35	108,000 00		55,248 65
09-07-00	05-13-15	13500	TALISMAN ENERGY	52,850 88	108,000 00		55,149 12
04-03-03	05-13-15	5000	TALISMAN ENERGY	21,916 88	40,000 00		18,083 12
09-03-14	06-02-15	500000	US TREASURY NOTE 0 250% Due 08-15-15	500,724 14	499,669 66	-1,054 48	
04-06-99	07-21-15	15000	NOBLE ENERGY CORP	8,352 01	577,580 87		569,228 86
09-03-14	08-17-15	1500000	US TREASURY NOTE 0.250% Due 08-15-15	1,502,172 43	1,500,000 00	-2,172 43	
08-18-15	11-05-15	1000000	US TREASURY BILL	999,836 87	998,988 64	-848 23	
				4,605,305 62	7,722,702 09	-4,081 71	3,121,478 17
			TOTAL REALIZED GAIN				3,117,396 46

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
DIVIDENDS - RAYMOND JAMES	1,334,465.	36,175.	1,298,290.	1,298,290.	
FROM K-1 KKR & CO LP	5,670.	0.	5,670.	5,670.	
FROM K-1 KKR & CO LP	8,994.	0.	8,994.	8,994.	
FROM K-1 PLAINS ALL AMERICAN PIPELINE	7.	0.	7.	7.	
FROM K-1 PLAINS ALL AMERICAN PIPELINE	127.	0.	127.	127.	
FROM K-1 WILLIAMS PARTNERS	19.	0.	19.	19.	
FROM K-1 WILLIAMS PARTNERS	27.	0.	27.	27.	
FROM K-1 WILLIAMS PARTNERS	23.	0.	23.	23.	
INTEREST - RAYMOND JAMES	5,375.	0.	5,375.	5,375.	
To Part I, line 4	1,354,707.	36,175.	1,318,532.	1,318,532.	

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
CLASS ACTION SETTLEMENTS	11.	11.	
FROM K-1 RENTECH NITROGEN PARTNERS	-27,069.	-27,069.	
FROM K-1 PLAINS ALL AMERICAN PIPELINE	-35,938.	-35,938.	
FROM K-1 WILLIAMS PARTNERS	-161,721.	-161,721.	
FROM K-1 WILLIAMS PARTNERS	-422.	-422.	
FROM K-1 WILLIAMS PARTNERS	7.	7.	
FROM K-1 KKR & CO LP	2,732.	2,732.	
FROM K-1 KKR & CO LP	113.	113.	
FROM K-1 KKR & CO LP	1,518.	1,518.	
FROM K-1 KKR & CO LP	419.	419.	
Total to Form 990-PF, Part I, line 11	-220,350.	-220,350.	

Form 990-PF	Accounting Fees	Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION	6,000.	3,000.		3,000.
BOOKKEEPING	20,000.	10,000.		10,000.
To Form 990-PF, Pg 1, ln 16b	26,000.	13,000.		13,000.

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	71,753.	0.		0.
FOREIGN TAXES - PLAINS ALL AMERICAN PIPELINE ACCRUED	1,652.	1,652.		0.
FOREIGN TAXES - KKR & CO LP	9.	9.		0.
To Form 990-PF, Pg 1, ln 18	73,414.	1,661.		0.

Form 990-PF	Other Expenses	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	55.	0.		55.
CHARITABLE CONTRIBUTION - K-1 RENTECH NITROGEN PTRS	15.	15.		0.
BANK CHARGES	65.	33.		32.
NONDEDUCTIBLE EXP - K-1 - RENTECH NITROGEN PTRS	105.	0.		0.
CHARITABLE CONTRIBUTION - K-1 WILLIAMS PARTNERS	117.	117.		0.
NONDEDUCTIBLE EXP - K-1 - PLAINS ALL AMERICAN PIPELINE	250.	0.		0.
NONDEDUCTIBLE EXP - K-1 - WILLIAMS PARTNERS	231.	0.		0.
INVESTMENT INT EXP - K-1 - KKR & CO LP	2,979.	2,979.		0.
INVESTMENT INT EXP - K-1 - PLAINS ALL AMERICAN	219.	219.		0.

CHARITABLE CONTRIBUTION - K-1 PLAINS ALL AMERICAN	50.	50.		0.
OTHER DEDUCTIONS - K-1 - KKR & CO LP	4,002.	4,002.		0.
To Form 990-PF, Pg 1, ln 23	8,088.	7,415.		87.

Form 990-PF U.S. and State/City Government Obligations Statement 6

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
VARIOUS US GOVT BONDS	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
VARIOUS COMMON STOCKS	26,318,005.	31,404,954.
Total to Form 990-PF, Part II, line 10b	26,318,005.	31,404,954.

Form 990-PF Other Investments Statement 8

Description	Valuation Method	Book Value	Fair Market Value
MONEY FUNDS	COST	1,150,762.	1,150,762.
PUBLICLY TRADED PARTNERSHIPS	COST	1,812,198.	1,374,300.
Total to Form 990-PF, Part II, line 13		2,962,960.	2,525,062.

PORTFOLIO APPRAISAL
Charles Foundation, Inc
December 31, 2015

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ATTACHMENT TO 990PF
STATEMENT 7

Quantity	Security	Total Cost	Market Value
	COMMON STOCK		
50000	ANNALY CAPITAL MGMT INC	726,507	469,000
32000	ARLINGTON ASSET INVT CORP	739,934	423,360
25000	AT&T	782,263	860,250
20000	AUTOMATIC DATA PROCESSING	562,352	1,694,400
25000	BANCO LATINOAMERICANO DE COMERCIO EXTERIOR	501,563	648,250
25000	BANK OF MONTREAL	1,296,433	1,404,250
15000	BCE INC	467,425	576,885
70000	BGC PARTNERS INC	554,406	686,700
15000	BLACKROCK CR ALLOCATION INC TR	201,528	185,100
5000	BROADRIDGE FINANCIAL SOLUTIONS, INC	83,337	268,650
10000	CAMPBELL SOUP COMPANY	337,352	525,500
7000	CDK GLOBAL INC	93,752	332,290
10000	CENTURYLINK INC	322,537	251,600
10150	CHEVRON CORP	717,407	913,094
20000	CHIMERA INVESTMENT CORP	258,423	272,800
10000	CONOCOPHILLIPS	286,485	466,900
50000	CYS INVESTMENTS INC	572,816	356,500
20000	DOW CHEMICAL	933,679	1,029,600
15000	EMERSON ELECTRIC CO	745,954	717,450
30000	FAIRPOINT COMMUNICATIONS INC	175,776	482,100
30000	FORD MOTOR CO	466,992	422,700
12500	GAMESTOP CORPORATION	317,739	350,500
25000	GENERAL ELECTRIC	678,933	778,750
20000	GENERAL MOTORS CORP	530,005	680,200
25000	HATTERAS FINANCIAL CORP	679,088	328,750
25000	HCP INCORPORATED	1,024,790	956,000
5000	HONEYWELL INTERNATIONAL	434,185	517,850
10000	INTEL CORP	261,009	344,500
10000	INTERNATIONAL PAPER	330,465	377,000
25000	IRIDIUM COMMUNICATIONS INC	228,846	210,250
10000	JOHNSON & JOHNSON	203,905	1,027,200
30000	KINDER MORGAN INC	1,251,035	447,600
8000	METLIFE INC	422,669	385,680
45000	MFA FINANCIAL INC	353,502	297,000
5000	MOLSON COORS BREWING CO CL B	225,625	469,600
10000	Mc DONALDS CORP	626,971	1,181,400
25000	PAYCHEX INC	786,612	1,322,250
10000	PEMBINA PIPELINE CORPORATION	160,064	216,890
10000	PFIZER INC	313,362	322,800
5000	PHILLIPS 66	85,139	409,000
30000	PIMCO HIGH INCOME FUND	364,320	245,400
5000	PRUDENTIAL FINANCIAL INC	426,360	407,050
25000	REALTY INCOME CORPORATION	973,818	1,290,750
10000	REPUBLIC SERVICES INC	377,838	439,900
5000	ROYAL BANK OF CANADA	299,328	266,715
25000	RR DONNELLEY & SONS CO	443,075	368,000
25000	SYSCO CORP	711,806	1,025,000
10000	TELUS CORP	172,017	275,240
30000	TORONTO DOMINION BANK	796,052	1,170,600
50000	TWO HARBORS INVESTMENT CORP	494,711	405,000
25000	VERIZON COMMUNICATIONS	819,733	1,155,500
7500	WASTE MANAGEMENT INC	449,664	533,700
15000	WESTERN ASSET HIGH YIELD FUND	248,417	211,500
	TOTAL COMMON STOCKS	26,318,004	31,404,954

PORTFOLIO APPRAISAL
Charles Foundation, Inc
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STATEMENT 8

Quantity	Security	Total Cost	Market Value
	PARTNERSHIP INVESTMENTS		
20000	KKR& COMPANY LP	461,815	311,800
15000	PLAINS ALL AMERICAN PIPELINE LP	419,069	346,500
15000	RENTECH NITROGEN PARTNERS	93,203	159,000
20000	WILLIAMS PARTNERS LP	838,112	557,000
	TOTAL PARTNERSHIP INVESTMENTS	1,812,199	1,374,300