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 , 2015, and ending ,

Name of foundation: The Charlesmead Foundation

A Employer identification number: 52-1550204

Number and street (or P O box number if mail is not delivered to street address): c/o Exeter Capital 2330 West Joppa Rd — Room/suite: 165

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

City or town, state or province, country, and ZIP or foreign postal code: Lutherville Timonium MD 21093

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, column (c), line 16) ► $ 19,932,976.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► [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	236,567.	236,567.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	878,990.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 6,042,495.				
	7 Capital gain net income (from Part IV, line 2)		878,990.		
	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) (attach schedule)				
	11 Other income (attach schedule) See Line 11 Stmt	989,041.	995,789.		
	12 Total Add lines 1 through 11	2,104,598.	2,111,346.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	2,240.			
	b Accounting fees (attach sch) L-16b Stmt	6,000.	6,000.		
	c Other prof fees (attach sch) L-16c Stmt	265,128.	40,128.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) 990PF	45,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	80,041.	68,941.		2,202.
	24 Total operating and administrative expenses Add lines 13 through 23	398,409.	115,069.		2,202.
	25 Contributions, gifts, grants paid	1,345,628.			1,345,628.
	26 Total expenses and disbursements. Add lines 24 and 25	1,744,037.	115,069.		1,347,830.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	360,561.			
	b Net investment income (if negative, enter -0-)		1,996,277.		
	c Adjusted net income (if negative, enter -0-)				

SCANNED NOV 17 2016

RECEIVED NOV 15 2016 OGDEN, UT IRS-OSC

GZB 18

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,195,269.	2,835,965.	2,835,965.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	11,223,694.	9,989,084.	11,248,210.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	3,507,165.	3,461,640.	5,538,801.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► L-15 Stmt)	310,000.	310,000.	310,000.
	16 **Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	16,236,128.	16,596,689.	19,932,976.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	26,488.	26,488.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	8,335,012.	8,335,102.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,874,628.	8,235,099.	
	30 **Total net assets or fund balances** (see instructions)	16,236,128.	16,596,689.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,236,128.	16,596,689.	

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	16,236,128.
2	Enter amount from Part I, line 27a	2	360,561.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	16,596,689.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	16,596,689.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publically traded securities			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	6,042,495.		5,163,505.	878,990.
b				
c				
d				
e				

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				878,990.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) . . . If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 . . .	2	878,990.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . .	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,179,187.	20,533,607.	0.057427
2013	1,210,444.	19,370,619.	0.062489
2012	230,857.	18,175,904.	0.012701
2011	1,025,139.	17,532,254.	0.058472
2010	754,869.	16,716,119.	0.045158

2	**Total** of line 1, column (d) . . .	2	0.236247
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0.047249
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5. . .	4	20,477,022.
5	Multiply line 4 by line 3 . . .	5	967,519.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	19,963.
7	Add lines 5 and 6. . .	7	987,482.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	1,347,830.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	19,963.
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	19,963.
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	19,963.
6	Credits/Payments			
a	2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a 32,067.		
b	Exempt foreign organizations — tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c 5,000.		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments. Add lines 6a through 6d		7	37,067.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	82.
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	17,022.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ► 17,022.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD - Maryland			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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

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

Website address ► N/A

14 The books are in care of ► Matheys Lane Capital Management L.P. Telephone no. ► (401) 262-4600

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__ .			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4 b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)? **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? . . . . ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X (No)

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Anthony W. Deering 7765 Fisher Island Drive Fisher Island FL 33109	Chairman 2.00	0.	0.	0.
Kathryn Deering 7765 Fisher Island Drive Fisher Island FL 33109	President 2.00	0.	0.	0.
John Warren 2106 South Road Baltimore MD 21209	Trustee 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Matheys Lane Capital Management LP One West Exchange St. 4th Floor Providence RI 02903	Investment Advisor Administrative services incl charitable grants	225,000.
Total number of others receiving over $50,000 for professional services ▶		None

Part IX-A Summary of Direct Charitable Activities

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

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	11,321,798.
b	Average of monthly cash balances	1b	3,550,236.
c	Fair market value of all other assets (see instructions)	1c	5,916,821.
d	**Total** (add lines 1a, b, and c)	1d	20,788,855.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,788,855.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	311,833.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,477,022.
6	**Minimum investment return.** Enter 5% of line 5	6	1,023,851.

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	1,023,851.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	19,963.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	19,963.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,003,888.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,003,888.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,003,888.

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	1,347,830.
b	Program-related investments — total from Part IX-B	1b	
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	1,347,830.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	19,963.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,327,867.

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					1,003,888.
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only				0.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2015					
a From 2010	0.				
b From 2011	170,632.				
c From 2012	0.				
d From 2013	259,189.				
e From 2014	206,365.				
f **Total** of lines 3a through e		636,186.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 1,347,830.					
a Applied to 2014, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2015 distributable amount					1,003,888.
e Remaining amount distributed out of corpus		343,942.			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		980,128.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount — see instructions			0.		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount — see instructions				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)					
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		980,128.			
10 Analysis of line 9.					
a Excess from 2011	170,632.				
b Excess from 2012	0.				
c Excess from 2013	259,189.				
d Excess from 2014	206,365.				
e Excess from 2015	343,942.				

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).)

Anthony W Deering

Kathryn Deering

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

Anthony W Deering

Kathryn Deering

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

Check here ▶ [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				
Schedule attached MD 21202		PC	see attached	1,345,628.
Total . . . . ► 3a				1,345,628.
b Approved for future payment				
Total . . . . ► 3b				

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	236,567.	
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			19	878,990.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Chesapeake Investments III LP	525990	-106,479.	14	77,941.	
b Matheys Lane Berkshire LLC	525990	-4,230.	14	64,656.	
c Rex Adv Copley LLC			14	33,039.	
d Matheys Lane K VIII LLC	525990	37,699.	14	43,172.	
e See Other Revenue Stmt		93,593.		749,650.	
12 Subtotal Add columns (b), (d), and (e)		20,583.		2,084,015.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,104,598.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Heather Goetz 10/05/16 ▶ Exec Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Joseph F Cavagna	J F Cavagna CPA	10/10/16		P00210451

Firm's name ▶ Joseph F. Cavagna, CPA — Firm's EIN ▶ 52-2282160

Firm's address ▶ 3902 Dance Mill Rd, Phoenix MD 211312116 — Phone no (410) 592-2823

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2015

Name	Employer Identification Number
The Charlesmead Foundation	52-1550204

Asset Information:

Description of Property: Publically traded securities
Date Acquired: various — How Acquired:
Date Sold: various — Name of Buyer:
Sales Price: 6,042,495. — Cost or other basis (do not reduce by depreciation): 5,163,505.
Sales Expense: — Valuation Method:
Total Gain (Loss): 878,990. — Accumulation Depreciation:

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

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

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

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

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

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

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

Miscellaneous Statement

Management Services Company		
Matheys Lane Capital Management L.P is the Foundation's investment advisor and provides all the necessary administrative services for managing it's investments and maintaining necessary records, including communications with recipients of charitable grants. Total fees paid to Matheys Lane in 2015 were $225,000. This fee is negotiated with the Chairman. Matheys Lane is a Family Office Management Services company and serves as investment advisor and provides administrative services for a number of clients including Charlesmead Foundation.Matheys Lane is owned by Heather D. Crosby who serves as a Trustee of the Foundation. She is not paid separately for her position as Trustee. Most of the services are performed by employees of Matheys Lane other than Heather Crosby. These services are other than those normally performed by officers or directors/trustees. Therefore, the outside tax preparer advised the Foundation to report the fee in Section VIII, line 3 rather than reporting it on line 1.		
Total		

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

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Chesapeake Inv III LP	-28,538.	104,572.	
Matheys Lane Berkshire LLC	60,426.	64,656.	
Rex Adv Copley LLC	33,039.	33,039.	
Matheys Lane K VIII LLC	80,871.	43,172.	
Matheys Lane THL LLC	40,000.	40,000.	
Matheys Lane Nautic VI LLC	418,630.	421,140.	
Matheys Lane Copley X LLC	244,700.	244,700.	
AWD Caves Inv LLC	112,187.	22,742.	
CVP Towson Row	524.	3,111.	
Matheys Copley Asia II	3,017.	3,017.	
Matheys Nautic VII	23,599.	12,954.	
Matheys Copley XI	291.	291.	
Matheys CB VIII	295.	2,395.	
Total	989,041.	995,789.	

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment exp from partnerships	75,025.	66,740.		
Insurance	4,403.	2,201.		2,202.
Miscellaneous	613.			
Total	80,041.	68,941.		2,202.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person . . [X] Business . [ ] Maron Deering 4042 Waverly Street Philadelphia PA 19146	Trustee 1.00	0.	0.	0.
Person . . [X] Business . [ ] Spencer Deering 215 East Bay St. Apt 500L Charleston SC 29401	Trustee 1.00	0.	0.	0.
Person . . [X] Business . [ ] Heather D Crosby 46 South Meadow Lane Barrington RI 02806	Trustee 2.00	0.	0.	0.
Person . . [ ] Business . [X] Matheys Lane Capital Management LP One West Exchange St Providence RI 02903	See State	ment	0	0

Form 990-PF, Page 6, Part VIII, Line 1 Continued
Information about Officers, Directors, Trustees, Etc.

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

Form 990-PF, Page 12, Part XVI-A, Line 11
Other Revenue Stmt

Other revenue:	Business code	Amount	Exclusion code	Amount	Related/exempt function income
Matheys Lane THL LLC			14	40,000.	
Matheys Lane Nautic VI LLC	525990	-2,510.	14	421,140.	
Matheys Lane Copley X LLC			14	244,700.	
AWD Caves Inv LLC	525990	89,445.	14	22,742.	
CVP Towson Row	525990	-2,587.	14	3,111.	
Matheys Lane Copley Asia II			14	3,017.	
Matheys Lane Nautic VII	525990	10,645.	14	12,954.	
Matheys Lane Copley XI			14	291.	
Matheys Lane CB VII	525990	-1,400.	14	1,695.	
Totals		93,593.		749,650.	

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Joseph F. Cavagna, CPA	Tax return preparation	6,000.	6,000.		
Total		6,000.	6,000.		

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Matheys Lane Capital Advisory	Investment Mgt, Exec Director	225,000.			
Miller Investment Management	Investment Mgt	8,923.	8,923.		
Deutsche Bank	Custody fees	15,505.	15,505.		

Form 990-PF, Page 1, Part I Continued
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Brown Capital Management	Investment Mgt	15,700.	15,700.		
Total		265,128.	40,128.		

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Akamai Technologies Inc 828 shs	59,102.	43,578.
Alphabet Inc CL A 145 shares	78,048.	112,811.
Alphabet Inc CL A 150 shs	83,459.	116,702.
Alphabet Inc CL C 35 shares	14,252.	26,561.
Apple Inc. 595 shares	45,191.	62,630.
Apple Inc 1179 shs	84,151.	124,102.
Ares Cap Corp 4790 shares	79,906.	68,258.
Bank Amer Corp Com 1480 shares	20,256.	24,908.
Brixmor Ppty Group 2225 shs	52,627.	57,450.
Celgene Corp 1041 shs	87,627.	124,670.
CSX Corporation 2372 shares	35,163.	61,554.
Citigroup Inc Com 425 shares	19,885.	21,994.
Dicks Sporting Goods 1173 shs	54,688.	41,466.
FEI Company 720 shs	54,990.	57,449.
Franklin Resources Inc 1253 shares	34,441.	46,135.
General Mills Inc 1017 shares	29,690.	58,640.
Gilead Sciences 1001 shs	73,460.	101,291.
J P Morgan Chase 1754 shs	99,655.	115,817.
Kellogg Co 615 shares	28,594.	44,446.
Mastercard Inc 493 shs	46,346.	47,998.
Morgan Stanley 2081 shs	78,017.	66,197.
Norwegian Cruise Line Hlds 1053 shs	60,851.	61,706.
O Reilly Automotive Inc 170 shares	21,795.	43,081.
Palo Alto Networks 366 shs	58,317.	64,467.
Pultegroup Inc 2565 shares	47,587.	45,708.
Starbucks Corp 1800 shs	69,639.	108,054.
Quanta Svcs Inc 2547 shs	62,332.	51,577.
Restoration Hardware Hlds 813 shs	74,790.	64,593.
Schlumberger Ltd 612 shs	56,141.	42,687.
Shire PLC Spons ADR 442 shs	86,073.	90,610.
Stifel Financial Corp 1312 shs	62,809.	55,576.
Time Warner Inc 1102 shares	32,008.	71,266.
Tractor Supply 606 shs	37,461.	51,813.
Ulta Salon Cosmetics 272 shs	24,342.	50,320.
US Silica Hldgs Inc 1580 shares	67,435.	29,593.
T Rowe Price Inst Floating Rate 195522.844 shs	2,011,910.	1,906,348.
T Rowe Price Diversified Small Cap GR 653.208 shs	17,000.	16,787.
Ishares TR S&P 500 Gr 14542 shares	963,302.	1,683,964.
Ishares TR S&P 500 value ETF 6840 shares	588,023.	605,545.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Ishares TR MSCI EAFE ETF 67.485 shs	87,730.	76,336.
Ishares TR Core S&P Mid Cap 2565 shs	219,875.	357,356.
Ishares TR Russell 2000 Value 3550 shs	344,960.	326,387.
Ishares TR Russell 2000 ETF 14455 shs	1,469,547.	1,627,922.
SPDR S&P 500 Etf 10425 shs	2,110,201.	2,125,345.
SPDR Index SHS FDS Euro 4250 shares	148,412.	146,328.
Visa Inc 745 shares	52,435.	57,775.
Jazz Pharmaceuticals PLC SHS USD 444 shares	54,561.	62,409.
Total	9,989,084.	11,248,210.

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

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
CVP Towson Row	168,544.	166,850.
Chesapeake Investments III LP	-48,344.	226,325.
Matheys Lane Berkshire Investors	319,407.	673,330.
Rex Adv Copley Investors	119,326.	84,361.
Matheys Lane THL Investors	218,019.	249,398.
AWD Caves Investors	772,399.	1,753,897.
Matheys Lane Copley X Investors	712,020.	832,256.
Mathleys Lane K VIII Investors	210,290.	343,214.
Matheys Lane Nautic VI Investors	218,742.	253,119.
Matheys Lane Copley Asia II	373,435.	457,687.
Matheys Lane Copley XI	87,283.	87,821.
Matheys Lane Nautic VII	202,489.	291,946.
Matheys Lane CB VIII	105,486.	115,993.
Matheys Lane Copley Asia III	2,544.	2,604.
Total	3,461,640.	5,538,801.

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

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	Fair Market Value
Program Related Loans	310,000.	310,000.	310,000.
Total	310,000.	310,000.	310,000.

Organization		Paid in 2015	Notes
ACLU Foundation of PA (Maron 2012-2015)	$	1,500	Unrestricted
Alzheimer's Association (2013-2015)	$	5,000	Unrestricted
American Cancer Society (2009-2015)	$	1,000	Unrestricted
Arts Education in MD Schools Alliance (AEMS) (2006-2015)	$	2,500	Annual Fund
Attic Youth Center (Maron 2012-2015)	$	4,700	Unrestricted
Baltimore Community Foundation (2011-2015)	$	500	Adopt-A-Monument Program
Baltimore Museum of Art (2015)	$	5,000	Special Exhibition "New Arrivals"
Baltimore School for the Arts (Jack 2005-2015)	$	6,000	Unrestricted
Baltimore Symphony Orchestra (Jack 2013-2015)	$	1,000	Unrestricted
BENS (Business Executives for National Security) (2015)	$	3,750	Unrestricted
Beth Tfiloh Congregation & Schools (2015)	$	500	Scholarship Fund
Buist Academy (2015)	$	350	Unrestricted
Buist Academy Foundation (Spencer 2005-2015)	$	6,000	Annual Fund
Cal Ripken, Sr Foundation (2011-2016)	$	25,000	Health & Wellness Program
Caves Valley Golf Club Foundation (2014-2015)	$	4,600	Scholarship Program
Center Stage (2014-2023)	$	400,000	Unrestricted
Center Stage (Jack 2009-2015)	$	2,000	Unrestricted
Charleston Parks Conservancy (Spencer 2010-2015)	$	1,500	Unrestricted
Dartmouth College Fund (Heather 2014-2015)	$	10,000	Centennial Fund
Dream Program (The) (Maron 2013-2015)	$	3,650	Unrestricted
Education & Hope (Heather 2005-2015)	$	1,000	Unrestricted
Everyman Theatre (2005-2015)	$	2,500	Operating Support and Campaign for New Facility
Everyman Theatre (Jack 2009-2015)	$	1,000	Unrestricted
Family Service of Rhode Island (Heather 2005-2015)	$	2,500	Unrestricted
Fight for Children (2013-2015)	$	5,000	Unrestricted
Fisher Island Philanthropy Fund (2015)	$	15,000	Annual Fund
FreeState Legal Project (2015)	$	10,000	Unrestricted
Friends School of Baltimore (2006-2018)	$	70,000	Unrestricted
Friends School of Baltimore (Heather 2006-2015)	$	1,000	Unrestricted
Gaillard Performance Hall Foundation (2013-2016)	$	2,500	Future Founders program
Gaillard Performance Hall Foundation (Spencer 2012-2016)	$	4,000	*Future Founders program*
Green Street Academy (Jack 2015)	$	2,000	Unrestricted
HelpHOPELive (2014-2015)	$	5,000	Unrestricted
Institute for Christian and Jewish Studies (Jack 2014-2015)	$	1,000	Unrestricted
JHU Berman Institute of Bioethics (2014-2023)	$	100,000	Unrestricted
JHU Berman Institute of Bioethics (2006-2016)	$	200,000	*Capital Campiagn - New Building*

THE CHARLESMEAD FOUNDATION

Organization		Paid in 2015	Notes
JHU Peabody Institute (2013-2016)	$	25,000	Joint Degree Program
JHU President's Office (2014-2023)	$	50,000	Unrestricted
JHU President's Office (2005-2015)	$	10,000	Annual
Johns Hopkins Medicine (2014-2023)	$	50,000	Unrestricted
Johns Hopkins Medicine (2015)	$	25,000	Dr Krakauer's Initiative for Stroke Victims
Johns Hopkins Medicine (2005-2015)	$	10,000	Unrestricted
Johns Hopkins Medicine (Jack 2015)	$	1,000	Unrestricted
Kennedy Krieger Institute (2013-2017)	$	10,000	Capital Campaign
KIPP Baltimore, Inc (2015)	$	25,000	Capital Campaign
KIPP Ujima Academy (Heather 2006-2015)	$	1,000	Unrestricted
Lambda Legal (Maron 2005-2015)	$	1,250	Unrestricted
Maryland Film Festival (2015-2024)	$	25,000	Maryland Filmmakers Fellowship - Parkway Theatre Campaign
Maryland Institute College of Art (2006-2012, 2015)	$	5,000	Annual Fund
MUSC Children's Hospital Foundation (Spencer 2009-2015)	$	5,000	Unrestricted
National MS Society (2008-2015)	$	500	Unrestricted
Planned Parenthood Federation of America (Maron 2005-2015)	$	2,500	Unrestricted
Quintessence Theatre (Maron 2012-2015)	$	2,400	Unrestricted
Roland Park Baseball League (2015)	$	2,500	Unrestricted
San Miguel School (Heather 2009-2015)	$	4,500	Student Sponsorship
SEED School of Maryland (2015)	$	1,320	Unrestricted
Shriver Hall Concert Series (Jack 2005-2015)	$	6,000	Unrestricted
Single Carrot Theatre (2010-2015)	$	1,000	Annual Support
Sunrise Day Camp Baltimore (2015-2017)	$	33,500	Operating Support
Theatre Communications Group (2006-2015)	$	6,000	Annual Support
Towson University Foundation (2011/2014)	$	500	Murray Fund for Visiting Jazz Artists
UMBC Foundation (2015)	$	250	Interdisciplinary Studies Program
UNC Arts & Sciences FDN (Spencer 2004-2015)	$	1,750	Unrestricted
UNC Chapel Hill - Men's Lacrosse (Spencer 2006-2015)	$	1,750	Unrestricted
University of PA (Trustees of) (Wharton) (Maron 2014-2015)	$	4,000	Unrestricted
Baltimore Museum of Art (2015)	$	10,000	Annual Fund
Baltimore School for the Arts (2015)	$	10,000	Unrestricted
First Tee of Baltimore (2015)	$	2,000	Unrestricted
Greater Baltimore Cultural Alliance (2015)	$	1,000	Annual Fund
HALO Rescue (2015)	$	250	Unrestricted
Karma for Cara Foundation (2015)	$	2,500	Unrestricted
Maryland Citizens for the Arts (2015)	$	5,000	Annual Fund

THE CHARLESMEAD FOUNDATION

Organization		**Paid in 2015**	**Notes**
Big Brothers Big Sisters of the Greater Chesapeake (2014-2016)	$	10,000	Henderson Hopkins School in E Baltimore - Mentoring Expansion Project
Gilchrist Hospice Care (2015)	$	27,775	Capital Campaign - New Wing
KIPP Baltimore (2014-2016)	$	58,333	Capital Campaign
TOTAL GRANTS	**$**	**1,345,628**	