C&E 946

29491328075178

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.
▶ Go to *www.irs.gov/Form990PF* for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

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) | Room/suite
c/o Lynn Deering 3908 N Charles St | 1300

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

City or town, state or province, country, and ZIP or foreign postal code
Baltimore MD 21218

C If exemption application is pending, check here ▶ ☐

6

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

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

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

04

03/04

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) ▶ $ 21,373,410.

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	314,389.	314,389.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	168,260.			
	b Gross sales price for all assets on line 6a 506,015.		L-6a Stmt		
	7 Capital gain net income (from Part IV, line 2)		168,260.		
	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 Stmt	1,456,727.	1,074,469.		
	12 **Total.** Add lines 1 through 11	1,939,376.	1,557,118.		
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)				
	b Accounting fees (attach schedule) L-16b Stmt	6,000.			
	c Other professional fees (attach schedule) L-16c Stmt	250,000.	125,000.		50,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) See Stmt	5,000.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	742.			
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	181,472.	126,536.		2,201.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	443,214.	251,536.		52,201.
	25 Contributions, gifts, grants paid	1,314,157.			1,314,157.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,757,371.	251,536.		1,366,358.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	182,005.			
	b **Net investment income** (if negative, enter -0-)		1,305,582.		
	c **Adjusted net income** (if negative, enter -0-)				

RECIEVED
B600 NOV 21 2018 IRS-OSC
OGDEN, UT

SCANNED FEB 14 2019

627

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	2,918,817.	2,102,621.	2,102,621.
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 schedule) ▶			
	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	9,754,332.	10,699,730.	14,684,035.
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	3,129,986.	3,226,792.	4,320,757.
14	Land, buildings, and equipment. basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ L-15 Stmt)	310,000.	265,997.	265,997.
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	16,113,135.	16,295,140.	21,373,410.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	26,488.	26,488.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	8,335,012.	8,335,012.	
29	Retained earnings, accumulated income, endowment, or other funds	7,751,635.	7,933,640.	
30	**Total net assets or fund balances** (see instructions)	16,113,135.	16,295,140.	
31	**Total liabilities and net assets/fund balances** (see instructions)	16,113,135.	16,295,140.	

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	16,113,135.
2	Enter amount from Part I, line 27a	2	182,005.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,295,140.
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	16,295,140.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	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	506,015.		337,755.	168,260.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV 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				168,260.
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	168,260.
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 doesn't 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))
2016	1,316,620.	19,464,621.	0.067642
2015	1,327,867.	20,477,022.	0.064847
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

2	**Total** of line 1, column (d)	2	0.265106
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.053021
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	19,886,854.
5	Multiply line 4 by line 3	5	1,054,421.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,056.
7	Add lines 5 and 6	7	1,067,477.
8	Enter qualifying distributions from Part XII, line 4	8	1,366,358.

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.

3

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)		N/A
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	13,056.
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	13,056.
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	13,056.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 32,022.		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	32,022.
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	18,966.
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 18,966. **Refunded** ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the 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. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by *General Instruction T*			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ MD			
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 2017 or the tax year beginning in 2017? See the 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

2

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 ▶ 10 Memorial Blvd 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 2017, 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
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	1b		X
	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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.)	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. ▶ 20___, 20___, 20___, 20___			
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 2017 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 2017.)	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 2017?	4b		X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to.		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	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).		
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? 7b		

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

1 List all officers, directors, trustees, and 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.	244.
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 Statement	4.00	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 ▶				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. 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 10 Memorial Boulevard Suite 1003 Providence RI 02903	Investment Advisor Administrative services incl charitable grants	250,000.
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	
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	13,266,220.
b	Average of monthly cash balances			1b	2,414,086.
c	Fair market value of all other assets (see instructions)			1c	4,509,394.
d	**Total** (add lines 1a, b, and c)			1d	20,189,700.
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	20,189,700.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)			4	302,846.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	19,886,854.
6	**Minimum investment return.** Enter 5% of line 5			6	994,343.

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	994,343.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	13,056.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,056.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	981,287.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	981,287.
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	981,287.

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	1,366,358.
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	1,366,358.
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	13,056.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,353,302.

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 2016	(c) 2016	(d) 2017
1	Distributable amount for 2017 from Part XI, line 7				981,287.
2	Undistributed income, if any, as of the end of 2017				
a	Enter amount for 2016 only			0.	
b	Total for prior years 20___,20___,20___				
3	Excess distributions carryover, if any, to 2017.				
a	From 2012 — 0.				
b	From 2013 — 259,189.				
c	From 2014 — 206,365.				
d	From 2015 — 343,942.				
e	From 2016 — 364,637.				
f	**Total** of lines 3a through e	1,174,133.			
4	Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,366,358.				
a	Applied to 2016, 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 2017 distributable amount				981,287.
e	Remaining amount distributed out of corpus	385,071.			
5	Excess distributions carryover applied to 2017 (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	1,559,204.			
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 2016. Subtract line 4a from line 2a Taxable amount—see instructions			0.	
f	Undistributed income for 2017. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	0.			
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	1,559,204.			
10	Analysis of line 9				
a	Excess from 2013 — 259,189.				
b	Excess from 2014 — 206,365.				
c	Excess from 2015 — 343,942.				
d	Excess from 2016 — 364,637.				
e	Excess from 2017 — 385,071.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

See Managers Contributed More than 2% Statement

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

See Managers Who Own 10% or More Statement

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

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

a The name, address, and telephone number or email 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*				
Adrienne Arsht Center Foundation 1300 Biscayne Blvd Miami FL 33132		PC	Program support	5,000.
Arts Education in MD Schools 175 W Ostend St Baltimore MD 21030		PC	Unrestricted	2,500.
Assoc Baltimore Area Grantmakers 2 E Read St Baltimore MD 21202		PC	Unrestricted	5,486.
Baltimore Leadership School for Young women 128 W Franklin ST Baltimore MD 21201		PC	Unrestricted	5,000.
Baltimore Museum of Art 10 Art Museum St Baltimore MD 21218		PC	Annual Fund	7,671.
Baltimore Symphony Orchestra 1212 Cathedral St Baltimore MD 21201		PC	Program support	15,000.
Caves Valley Golf Club Foundation 2910 Blendon St Owings Mills MD 21117		PC	Program support	30,000.
Center Stage 700 W Calvert St Baltimore MD 21202		PC	Unrestricted	10,000.
Chesnut Ridge Volunteer Fire Co 12020 Greenspring Ave Owings Mills MD 21117		PC	Program support	1,000.
See Statement				1,232,500.
Total ▶ **3a**				1,314,157.
b *Approved for future payment*				
ACLU Foundatiom of PA PO Box 6073 Philadelphia PA 19102		PC	unrestricted	1,500.
Adrienne Arsht Center for the Performing Arts 1300Bisca Blvdyne Miami FL 33132		PC	unrestricted	3,000.
American Red Cross 335 SW 27th Ave Miami FL 33135		PC	Disaster relief	2,500.
Attic Youth Center 255 South 16th St Philadelphia PA 19102		PC	unrestricted	4,700.
See Statement				4,253,300.
Total ▶ **3b**				4,265,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

		Unrelated business income		Excluded by section 512, 513, or 514		
		(a) Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	**(e)** Related or exempt function income (See instructions)
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	314,389.	
5	Net rental income or (loss) from real estate					
	a Debt-financed property					
	b Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	168,260.	
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	-26,385.	14	34,330.	
	b Matheys Lane Berkshire LLC	525990	116,425.	14	184,371.	
	c Rex Adv Copley LLC			14	-15,487.	
	d Matheys Lane K VIII LLC	525990	15,427.	14	10,062.	
	e See Statement		273,255.		864,729.	
12	Subtotal Add columns (b), (d), and (e)		378,722.		1,560,654.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . **13** 1,939,376.

(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) (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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 11/9/18 — Title Exec. Director

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Joseph F Cavagna	J F Cavagna CPA	11/17/18		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: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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				
The Family Tree 2108 N Charles St Baltimore, MD 21218		PC	UnrestrictedUnrestricted	10,000.
Fisher Island Philantropy Fund 3250 South Third Ave Miami, FL 33129		PC	AnnualAnnual Fund	15,000.
FreeState Legal Project 231 E Baltimore St Baltimore, MD 21202		PC	Program SupportProgram Support	10,000.
Friends Schoolof Baltimore 5114 N Charles St Baltimore, MD 21210		PC	UnrestrictedUnrestricted	70,000.
HelpHopeLive 100 Mutsonford Rd Radnor, PA 19087		PC	UnrestrictedUnrestricted	10,000.
Horizon Day Camp Baltimore 8 Market Place Baltimore, MD 21202		PC	OperatingOperating support	33,000.
Johns Hopkins University 3400 N Charles St Baltimore, MD 21210		PC	Bermn InstituteBermn Institute of Bioethics annual fund	30,000.
Johns Hopkins University 3400 N Charles St Baltimore, MD 21210		PC	Presidents officePresidents office	10,000.
Johns Hopkins University 3400 N Charles St Baltimore, MD 21210		PC	School ofSchool of Medicine	10,000.
Kennedy Krieger Institute 707 N Broadway Baltimore, MD 21205		PC	CapitalCapital campaign	10,000.
Koinonia Baptist Church 5730 Belair Rd Baltimore, MD 21206		PC	UnrestrictedUnrestricted	1,500.
Leukemia & Lymphoma Society 3601 Eisenhower Ave Alexandria, VA 33304		PC	ProgramProgram support	500.
MarylandCAN 1625 K St Washington, DC 20006		PC	operatingoperating support	5,000.
Maryland Film Festival 13246 Baltimore St Baltimore, MD 21203		PC	ProgramProgram support	25,000.
Miami City Ballet 2200 Liberty Miami, FL 33139		PC	UnrestrictedUnrestricted	25,000.

The Charlesmead Foundation 521550204

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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				
Mortel High Hopes for Haiti Foundation PO Box 123 Cockeysville, MD 21030		PC	OperatingOperating support	5,000.
Mount Vernon Place Conservancy PO Box 2394 Baltimore, MD 21203		PC	AnnualAnnual Fund	500.
Rider University 2083 Lawrenceville Rd Lawrenceville, NJ 08648		PC	ProgramProgram support	25,000.
Save the Children 501 Kings Higway Fairfield, CT 06825		PC	ProgramProgram support	2,500.
Stratford Green Inc 4200 St Paul St Baltimore, MD 21218		PC	UnrestrictedUnrestricted	1,000.
Swim Across America PO Box 10493 Baltimore, MD 21209		PC	UnrestrictedUnrestricted	2,500.
Theatre Communications Group 520 Eighth Ave New York, NY 10018		PC	AnnualAnnual support	5,000.
Child Mind Institute 162 W 56th St New York, NY 10019		PC	ProgramProgram support	10,000.
Greater Baltimore Cultural Alliance 1800 N Charles St Baltimore, MD 21201		PC	OpperatingOpperating support	1,000.
Maryland Citizens for the Arts 120 W North Ave Baltimore, MD 21201		PC	ProgramProgram support Annual fund	15,000.
East Baltimore Development Inc 1731 E Chase St Baltimore, MD 21213		PC	ProgramProgram support Eager Park	900,000.
				1,232,500.

The Charlesmead Foundation 521550204

Form 990-PF: Return of Private Foundation

Part XV, Line 3b: Grants and Contributions Approved for Future Payment — Continuation Statement

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
b Approved for future payment				
Baltimore Outreach Services 701 S Charles St Baltimore, MD 21230		PC	unrestricted	3,500.
Baltimore School for the Arts 712 Cathedral St Baltimore, MD 21201		PC	unrestricted	6,000.
Baltimore Symphony Orchestra 1212 Cathedral St Baltimore, MD 21201		PC	unrestricted	1,000.
Bass Museum of Arts 2100 Collins Ave Miami, FL 33139		PC	unrestricted	2,500.
Center Stage 700 N Calvert St Baltimore, MD 21202		PC	Capital campaign annual support	1,752,000.
Dartmouth College 6066 Developmentt Office Hanover, NH 03755		PC	Centennial fund	22,000.
Dream Program PO Box 361 Winoski, VT 05404		PC	unrestricted	3,650.
Education and Hope PO Box 486 Norwalk, CT 06856		PC	unrestricted	1,000.
Family Service of Rhode Island PO Box 6688 Providence, RI 02940		PC	unrestricted	2,500.
Friends School of Baltimore 5114 N Charles St Baltimore, MD 2121		PC	unrestricted	321,000.
Johns Hopkins University 3400 N Charles St Baltimore, MD 21210		PC	Berman Institute of Bioethics	700,000.
Johns Hopkins University 3400 N Charles St Baltimore, MD 21210		PC	Presidents office	350,000.
Johns Hopkins University 3400 N Charles St Baltimore, MD 21210		PC	School of Medicine	351,000.
KIPP Ujima Academy 4701 Greenspring Ave Baltimore, MD 21209		PC	unrestricted	1,000.
MarylandCan 1625 K St Washington, DC 20006		PC	operation support	5,000.
Maryland Film Festival 13240 Baltimore St Baltimore, MD 21203		PC	Program support	175,000.

The Charlesmead Foundation 521550204

Form 990-PF: Return of Private Foundation

Part XV, Line 3b: Grants and Contributions Approved for Future Payment

Continuation Statement

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
b Approved for future payment				
Miami Country Day School 601 NE 107th St Miama, FL 33161		PC	unrestricted	4,500.
Perez Art Museum 1103 Biscayne Blvd Miami, FL 33132		PC	unrestricted	3,000.
Planned Parenthood Federation of America 123 William St New York, NY 10030		PC	unrestricted	2,500.
Quintessence Theatre PO Box 27213 Philadelphia, PA 19118		PC	unrestricted	3,650.
Rider University 2083 Lawrenceville RD Lawrenceville, NJ 08648		PC	Track & field program	25,000.
Shriver Hall Concert Series 3400 N Charles St Baltimore, MD 21218		PC	unrestricted	6,500.
UMBC Foundation 1000 Hilltop Circle Baltimore, MD 21250		PC	Arts education Outreach program	500,000.
University North Carolina 523 E Franklin St Chapel Hill, NC 27514		PC	Arts & Sciences Mens Lacrosse	7,000.
University of PA 37 Spruce St Philadelphia, PA 1104		PC	unrestricted	4,000.
				4,253,300.

The Charlesmead Foundation 521550204

Form 990-PF: Return of Private Foundation

Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors — Continuation Statement

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Maron Deering 4042 Waverly Street4042 Waverly Street Philadelphia, PA 19146	Trustee 1.00	0.	0.	0.
Spencer Deering 2100 Park Ave #5072100 Park Ave #507 Miami Beach, FL 33139	Trustee 1.00	0.	0.	0.
Heather D Crosby 46 South Meadow Lane46 South Meadow Lane Barrington, RI 02806	Trustee 2.00	0.	0.	0.
Matheys Lane Capital Management LP 10 Memorial Blvd10 Memorial Blvd Providence, RI 02903	see statement attached			
		0.	0.	0.

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Other Income

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
Chesapeake Inv III LP	7,945.	15,779.	
Matheys Lane Berkshire LLC	300,796.	184,371.	
Rex Adv Copley LLC	-15,487.	0.	
Matheys Lane K VIII LLC	25,489.	10,062.	
Matheys Lane THL LLC	17,572.	17,572.	
Matheys Lane Nautic VI LLC	14,571.	12,544.	
Matheys Lane Copley X LLC	209,221.	201,196.	
AWD Caves Inv LLC	392,567.	392,567.	
CVP Towson Row	-153.	0.	
Matheys Copley Asia II	156,772.	156,772.	
Matheys Nautic VII	99,405.	68,133.	
Matheys Copley XI	13,039.	12,872.	
Matheys CB VIII	-3,526.	861.	
Matheys Nautic VIII	58,549.	115.	
Matheys Copley Asia III	178,954.	612.	
Bain Capital XII	2.	2.	
Encap Energy XI-C	1,011.	1,011.	
Total	1,456,727.	1,074,469.	

Form 990-PF: Return of Private Foundation

Taxes

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
990PF	5,000.			
Total	5,000.			

Form 990-PF: Return of Private Foundation

Other Expenses

Continuation Statement

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
Investment exp from partnerships	176,598.	124,335.		
Insurance	4,403.	2,201.		2,201.
Miscellaneous	471.			
Total	181,472.	126,536.		2,201.

Form 990-PF: Return of Private Foundation

Managers Contributed More than 2% **Continuation Statement**

List
Anthony W Deerıng
Kathryn Deerıng

Form 990-PF: Return of Private Foundation

Managers Who Own 10% or More **Continuation Statement**

List
Anthony W Deerıng
Kathryn Deerıng

Form 990-PF: Return of Private Foundation

Relationship of Activites to the Accomplishment of Exempt Purpose **Continuation Statement**

Description	Bus Codes	Business Amount	Excl Code	Exclusion Amount	Related or Exempt Amount
Matheys Lane THL LLC			14	17,572.	
Matheys Lane Nautic VI LLC	525990	1,402.	14	13,169.	
Matheys Lane Copley X LLC	525990	8,025.	14	201,196.	
AWD Caves Inv LLC			14	392,567.	
CVP Towson Row			14	-153.	
Matheys Lane Copley Asia III	525990	178,342.	14	612.	
Matheys Lane Nautic VII	525990	31,272.	14	68,133.	
Matheys Lane Copley XI	525990	167.	14	12,872.	
Matheys Lane CB VIII	525990	-4,387.	14	861.	
Matheys Lane Nautıc VIII	525990	58,434.	14	115.	
Baın Capıtal XII			14	2.	
Encap Energy XI-C			14	1,011.	
Matheys Lane Copley Asıa II			14	156,772.	
	Total	273,255.		864,729.	

Form 990-PF **Net Gain or Loss From Sale of Assets** **2017**
Part I, Line 6a

Name	Employer Identification No
The Charlesmead Foundation	52-1550204

Asset Information:

Description of Property . . . publically traded securities
Business Code ______ Exclusion Code 19
Date Acquired . __________ How Acquired . __________
Date Sold __________ Name of Buyer __________
Check Box, if Buyer is a Business . ☐
Sales Price. 506,015. Cost or other basis (do not reduce by depreciation) 337,755.
Sales Expense __________ Valuation Method . . __________
Total Gain (Loss) . . 168,260. Accumulated Depreciation . . . .

Description of Property . . . __________
Business Code ______ Exclusion Code . . ________
Date Acquired . __________ How Acquired . __________
Date Sold . . __________ Name of Buyer . __________
Check Box, if Buyer is a Business . . ☐
Sales Price . __________ Cost or other basis (do not reduce by depreciation) . __________
Sales Expense . __________ Valuation Method __________
Total Gain (Loss) . Accumulated Depreciation . . . . .

Description of Property . . __________
Business Code ______ Exclusion Code . . ________
Date Acquired __________ How Acquired __________
Date Sold . . __________ Name of Buyer __________
Check Box, if Buyer is a Business . . . ☐
Sales Price. __________ Cost or other basis (do not reduce by depreciation) __________
Sales Expense __________ Valuation Method . __________
Total Gain (Loss) . Accumulated Depreciation . . . .

Description of Property . . . __________
Business Code ______ Exclusion Code . ________
Date Acquired __________ How Acquired __________
Date Sold . . __________ Name of Buyer __________
Check Box, if Buyer is a Business . ☐
Sales Price. __________ Cost or other basis (do not reduce by depreciation) __________
Sales Expense . __________ Valuation Method . . __________
Total Gain (Loss) . . Accumulated Depreciation . . . . .

Description of Property . . . __________
Business Code ______ Exclusion Code . . ________
Date Acquired __________ How Acquired . __________
Date Sold . . __________ Name of Buyer __________
Check Box, if Buyer is a Business . . . ☐
Sales Price. . __________ Cost or other basis (do not reduce by depreciation). . __________
Sales Expense . __________ Valuation Method __________
Total Gain (Loss) Accumulated Depreciation . . . .

Totals:

Total Gain (Loss) of all assets . . . 168,260.
Gross Sales Price of all assets . . . 506,015.
Unrelated Business Income . . . . __________ Business Code . __________
Excluded by section 512, 513, 514 168,260. Exclusion Code . 19
Related/Exempt Function Income . __________

QuickZoom here to Form 990-PF, Page 1 . . . . ►
QuickZoom here to Form 990-PF, Page 12 . . . . ►

Form 990-PF
Part I, Lines 16a - 16c

Legal and Professional Fees

2017

Name	Employer Identification No
The Charlesmead Foundation	52-1550204

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

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. Cav	Tax return pre	6,000.			
Total to Form 990-PF, Part I, Line 16b		6,000.			

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	Investment Mgt	250,000.	125,000.		50,000.
Total to Form 990-PF, Part I, Line 16c		250,000.	125,000.		50,000.

Investments

Name	Employer Identification No
The Charlesmead Foundation	52-1550204

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Alphabet Inc CL A 217 shares	155,595.	228,588.
Alphabet Inc CL C 35 shares	14,252.	36,624.
Amazon Inc 162 shares	133,695.	189,454.
See L-10b Stmt	10,396,188.	14,229,369.
Totals to Form 990-PF, Part II, Line 10b	10,699,730.	14,684,035.

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
Bain Capital Fund XII	-3,925.	0.
CVP Towson Row	167,947.	167,947.
Chesapeake Investments III LP	-176,547.	85,870.
See L-13 Stmt	3,239,317.	4,066,940.
Totals to Form 990-PF, Part II, Line 13	3,226,792.	4,320,757.

Form 990-PF
Part II

Other Assets and Liabilities

2017

Name	Employer Identification No
The Charlesmead Foundation	52-1550204

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Program Related Loans	310,000.	265,997.	265,997.
Totals to Form 990-PF, Part II, line 15	310,000.	265,997.	265,997.

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Totals to Form 990-PF, Part II, line 22		

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt **Continuation Statement**

Line 10b Description	Line 10b Book	Line 10b FMV
Apple Inc. 1041 shares	118,630.	176,168.
Ares Cap Corp 4790 shares	79,906.	75,299.
Bank Amer Corp Com 1480 shares	20,256.	43,690.
Brixmor Ppty Group 2225 shares	52,571.	41,519.
Citigroup Inc Com 425 shares	19,885.	31,624.
General Mills Inc 1017 shares	29,690.	60,298.
Kellogg Co 615 shares	28,594.	41,808.
O Reilly Automotive Inc 170 shares	21,795.	40,892.
Pultegroup Inc 2565 shares	47,587.	85,286.
Sleep Number Corp 1850 shares	65,755.	69,542.
Starbucks Corp 1800 shs	69,639.	103,374.
US Silica Hldgs Inc 1580 shares	67,435.	51,445.
T Rowe Price Inst Floating Rate 195522.844 shs	2,011,910.	1,959,139.
T Rowe Price Small Cap GR Equity 654.036 shs	17,027.	22,819.
Ishares TR S&P 500 Gr 14542 shares	963,302.	2,221,581.
Ishares TR S&P 500 value ETF 6840 shares	588,023.	781,402.
Ishares TR Core S&P Mid Cap 2565 shs	219,875.	486,786.
Ishares TR Russell 2000 Value 3550 shs	344,960.	446,413.
Ishares TR Russell 2000 ETF 17430 shs	1,798,945.	2,657,378.
SPDR S&P 500 Etf 13625 shs	2,768,319.	3,635,968.
Visa Inc 1480 shares	120,647.	168,750.
Vanguard FTSE Dev Mkts 22920 shares	941,437.	1,028,188.
Total	10,396,188.	14,229,369.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-13 Stmt **Continuation Statement**

Line 13 Description	Line 13 Book	Line 13 FMV
Matheys Lane Berkshire Investors	114,559.	468,176.
Rex Adv Copley Investors	33,717.	37,228.
Matheys Lane THL Investors	180,700.	176,040.
AWD Caves Investors	829,333.	599,523.
Matheys Lane Copley X Investors	348,059.	610,333.
Mathleys Lane K VIII Investors	104,276.	211,910.
Matheys Lane Nautic VI Investors	111,773.	142,443.
Matheys Lane Copley Asia II	332,206.	433,620.
Matheys Lane Copley XI	196,043.	210,134.
Matheys Lane Nautic VII	280,024.	411,862.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-13 Stmt **Continuation Statement**

Line 13 Description	Line 13 Book	Line 13 FMV
Matheys Lane CB VIII	201,026.	262,181.
Matheys Lane Copley Asia III	267,164.	268,498.
EnCap Capital Fund	54,359.	39,804.
Matheys Lane Nautic VIII	186,078.	195,188.
Total	3,239,317.	4,066,940.