

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](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052  
**2019**  
**Open to Public Inspection**

**For calendar year 2019, or tax year beginning 01-01-2019, and ending 12-31-2019**

Name of foundation CHARLES FOUNDATION INC C/O ROBERT C ROOKE		<b>A Employer identification number</b> 22-3292066
Number and street (or P O box number if mail is not delivered to street address) SPRING VALLEY ROAD 668	Room/suite	<b>B Telephone number</b> (see instructions) (973) 539-2281
City or town, state or province, country, and ZIP or foreign postal code MORRISTOWN, NJ 07960		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 41,790,439	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	1,526,703	1,526,703		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-35,520			
	<b>b</b> Gross sales price for all assets on line 6a	1,293,318			
	<b>7</b> Capital gain net income (from Part IV, line 2)		0		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold				
	<b>c</b> Gross profit or (loss) (attach schedule)				
	<b>11</b> Other income (attach schedule)				
	<b>12 Total.</b> Add lines 1 through 11	1,491,183	1,526,703		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	24,650	12,325		12,325
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	15,040	2,240		0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	127,856	29,535		104
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	167,546	44,100		12,429
	<b>25</b> Contributions, gifts, grants paid	2,164,100			2,164,100
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	2,331,646	44,100		2,176,529
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-840,463			
	<b>b Net investment income</b> (if negative, enter -0-)		1,482,603		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	1,076	1,045	1,045
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	24,377,868	24,421,594	41,560,965
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	1,112,587	228,429	228,429
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	25,491,531	24,651,068	41,790,439	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow FASB ASC 958, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24, 25, 29 and 30.</b>			
	<b>24</b> Net assets without donor restrictions . . . . .			
	<b>25</b> Net assets with donor restrictions . . . . .			
	<b>Foundations that do not follow FASB ASC 958, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 26 through 30.</b>			
	<b>26</b> Capital stock, trust principal, or current funds . . . . .	0	0	
	<b>27</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds	25,491,531	24,651,068	
<b>29 Total net assets or fund balances</b> (see instructions) . . . . .	25,491,531	24,651,068		
<b>30 Total liabilities and net assets/fund balances</b> (see instructions) .	25,491,531	24,651,068		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	<b>1</b>	25,491,531
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-840,463
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	24,651,068
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	<b>6</b>	24,651,068

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)		
1a See Additional Data Table						
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 See Additional Data Table						
b						
c						
d						
e						
(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 See Additional Data Table						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) <span style="float:right">If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</span>					2	-35,520
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 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))
2018	2,126,414	39,958,284	0.053216
2017	2,111,609	39,509,098	0.053446
2016	1,826,005	36,237,427	0.050390
2015	1,975,849	36,728,224	0.053796
2014	2,097,462	40,680,474	0.051559
2 Total of line 1, column (d)			2 0.262407
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 0.052481
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 40,363,146
5 Multiply line 4 by line 3			5 2,118,298
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,826
7 Add lines 5 and 6			7 2,133,124
8 Enter qualifying distributions from Part XII, line 4			8 2,176,529

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total credits. Total amount owed is 2,603, with 2,603 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: Did the foundation attempt to influence legislation? Did it spend more than \$100 for political purposes? Did it file Form 1120-POL? Has the foundation engaged in new activities? Has the foundation made changes to its governing instrument? Did it have unrelated business gross income? Was there a liquidation? Are requirements of section 508(e) satisfied? Did the foundation have at least \$5,000 in assets? Did any persons become substantial contributors?

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-13 regarding controlled entities, distribution to donor advised funds, and public inspection requirements.

14 The books are in care of CHARLES FOUNDATION Telephone no (973) 539-2281

Located at 65 MADISON AVE SUITE 560 MORRISTOWN NJ ZIP+4 07960

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

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in or authority over a bank, securities, or other financial account in a 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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes", did the foundation receive any proceeds... 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?

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

Table with 5 columns: (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. Rows include Robert C Rooke, Natalie D Rooke, and Robert C Rooke Jr.

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

Table with 5 columns: (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. First row contains "NONE".

Total number of other employees paid over \$50,000.

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	0
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	39,754,319
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	1,223,494
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	40,977,813
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	40,977,813
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	614,667
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	40,363,146
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	2,018,157

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	2,018,157
<b>2a</b>	Tax on investment income for 2019 from Part VI, line 5.	<b>2a</b>	14,826
<b>b</b>	Income tax for 2019 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	14,826
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	2,003,331
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	2,003,331
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	2,003,331

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	2,176,529
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	2,176,529
<b>5</b>	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.	<b>5</b>	14,826
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	2,161,703

**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 2018	(c) 2018	(d) 2019
<b>1</b> Distributable amount for 2019 from Part XI, line 7				2,003,331
<b>2</b> Undistributed income, if any, as of the end of 2019				
<b>a</b> Enter amount for 2018 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2019				
<b>a</b> From 2014. . . . .				
<b>b</b> From 2015. . . . .	168,083			
<b>c</b> From 2016. . . . .	38,241			
<b>d</b> From 2017. . . . .	163,768			
<b>e</b> From 2018. . . . .	154,828			
<b>f</b> Total of lines 3a through e. . . . .	524,920			
<b>4</b> Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ <u>2,176,529</u>				
<b>a</b> Applied to 2018, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2019 distributable amount. . . . .				2,003,331
<b>e</b> Remaining amount distributed out of corpus	173,198			
<b>5</b> Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a) )				0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	698,118			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a . . . . .	698,118			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2015. . . . .	168,083			
<b>b</b> Excess from 2016. . . . .	38,241			
<b>c</b> Excess from 2017. . . . .	163,768			
<b>d</b> Excess from 2018. . . . .	154,828			
<b>e</b> Excess from 2019. . . . .	173,198			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. . . . . ▶

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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) )

**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

**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	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				0



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

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>		<b>No</b>

**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

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.

**Sign Here**  \*\*\*\*\*      2020-05-06       \*\*\*\*\*

Signature of officer or trustee      Date      Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name BRIAN DOHERTY	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00022611
	Firm's name ▶ Olsen & Thompson PA	Firm's address ▶ 970 Mount Kemble Ave Morristown, NJ 07960			Firm's EIN ▶ 22-1914497
					Phone no (973) 425-3212

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
5000 SH CENTURYLINK	P	2014-03-06	2019-03-22
5000 SH CENTURYLINK	P	2014-04-04	2019-03-22
10000 SH GAMESTOP CORP	P	2013-03-11	2019-03-25
2500 SH GAMESTOP CORP	P	2013-03-26	2019-03-25
8 SH DOW INC	P	2015-01-14	2019-04-02
7300 SH CONSOLIDATED COMM HLDGS	P	2011-08-15	2019-04-29
7300 SH CONSOLIDATED COMM HLDGS	P	2012-01-31	2019-04-29
400 SH CONSOLIDATED COMM HLDGS	P	2012-02-09	2019-04-29
3250 SH CONSOLIDATED COMM HLDGS	P	2012-02-09	2019-04-29
3650 SH CONSOLIDATED COMM HLDGS	P	2013-03-11	2019-04-29

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
58,547		157,224	-98,677
58,547		165,312	-106,765
104,078		251,060	-146,982
26,020		66,679	-40,659
44		36	8
48,633		60,419	-11,786
48,633		30,125	18,508
2,665		1,930	735
22,177		15,680	6,497
24,907		32,675	-7,768

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-98,677
			-106,765
			-146,982
			-40,659
			8
			-11,786
			18,508
			735
			6,497
			-7,768

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
68 SH CORTEVA INC	P	2015-01-14	2019-06-12
68 SH DUPONT DE NEMOURS	P	2015-01-14	2019-06-18
2222 SH CDK GLOBAL	P	1994-06-27	2019-11-18
111 SH CDK GLOBAL	P	1996-06-19	2019-11-18
1000 SH CDK GLOBAL	P	2009-09-11	2019-11-18
1667 SH CDK GLOBAL	P	2009-12-14	2019-11-18
1666 SH CDK GLOBAL	P	2010-03-19	2019-11-18
334 SH CDK GLOBAL	P	2014-11-13	2019-11-18
15000 SH FIAT CHRYSLER AUTO	P	2016-12-15	2019-11-18
12500 SH MPLX LP	P	2019-05-20	2019-11-18

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
20		16	4
49			49
113,359		10,048	103,311
5,680		722	4,958
51,017		14,625	36,392
85,028		27,457	57,571
84,994		28,500	56,494
17,040		12,397	4,643
237,863		129,807	108,056
291,752		323,703	-31,951

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4
			49
			103,311
			4,958
			36,392
			57,571
			56,494
			4,643
			108,056
			-31,951

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co.)	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
FROM K-1 - WESTERN GAS MISTREAM	P		
FROM K-1 - MPLX LP	P		
FROM K-1 - MPLX LP	P		
FROM K-1 - PLAINS ALL AMERICAN	P		
FROM K-1 - WESTERN GAS PTRS	P		
Capital Gains Dividends	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
713			713
3			3
		84	-84
		329	-329
		10	-10
11,549			11,549

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any	
			713
			3
			-84
			-329
			-10
			11,549



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ALBANY KNICKERBOCKER RUGBY FOOTBALL CLUB INC PO BOX 1654 ALBANY, NY 12201	NONE	IRC 501 (C) (3)	EDUCATION	3,000
ANDOVER FIRE407 FLAGHOLE RD ANDOVER, NH 03216	NONE	IRC 501 (C) (3)	MEDICAL	5,000
ANDROSCOGGIN HOME CARE AND HOSPICE 15 STRAWBERRY AVE LEWISTON, ME 04240	NONE	IRC 501 (C) (3)	MEDICAL	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ASSUMPTION SCHOOL 63 MACCULLOCH AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	EDUCATION	5,000
BABSON COLLEGE 231 FOREST ST BABSON PARK, MA 024570310	NONE	IRC 501 (C) (3)	EDUCATION	10,000
BOSTON COLLEGE SCHOOL OF NURSING 140 COMMONWEALTH AVE CHESTNUT HILL, MA 02467	NONE	IRC 501 (C) (3)	EDUCATION	5,000
<b>Total . . . . .</b>				2,164,100



**3a**

**Form 990PF Part XV Line 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
<b>a</b> <i>Paid during the year</i>				
BOSTON UNIVERSITY SCHOOL OF PUBLIC HEALTH 715 ALBANY ST BOSTON, MA 02118	NONE	IRC 501 (C) (3)	EDUCATION	5,000
BUCKNELL UNIVERSITY 701 MOORE AVE LEWISBURG, PA 17837	NONE	IRC 501 (C) (3)	EDUCATION	516,000
CALLICOON VOLUNTEER FIRE DEPT PO BOX 806 CALLICOON, NY 12723	NONE	IRC 501 (C) (3)	MEDICAL	5,000
<b>Total . . . . .</b>				2,164,100

▶ 3a

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHRIST THE KING CHURCH 16 BLUE MILL ROAD NEW VERNON, NJ 07976	NONE	IRC 501 (C) (3)	RELIGIOUS	5,000
CIRCLE PROGRAM85 MAIN ST PLYMOUTH, NH 03264	NONE	IRC 501 (C) (3)	EDUCATION	5,000
COASTAL OUTREACH ACADEMIES INC 1425 CATE RD BRUNSWICK, GA 31525	NONE	IRC 501 (C) (3)	EDUCATION	3,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
COLBY-SAWYER COLLEGE 100 MAIN ST NEW LONDON, NH 03257	NONE	IRC 501 (C) (3)	EDUCATION	400,000
COMMUNITY THEATER 100 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	ARTS	5,000
CONWAY FARMS GOLF CLUB FOUNDATION 425 S CONWAY FARMS DR LAKE FOREST, IL 60045	NONE	IRC 501 (C) (3)	EDUCATION	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DAMASCUS CITIZENS FOR SUSTAINABILITY INC PO BOX 147 MILANVILLE, PA 18443	NONE	IRC 501 (C) (3)	ENVIRONMENT	10,000
DAMASCUS TWP VOLUNTEER AMBULANCE CORPS INC PO BOX 63 DAMASCUS, PA 18415	NONE	IRC 501 (C) (3)	MEDICAL	5,000
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	IRC 501 (C) (3)	EDUCATION	55,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
DELAWARE YOUTH CENTER INC 8 CREAMERY RD CALLICOON, NY 12723	NONE	IRC 501 (C) (3)	EDUCATION	3,000
DELBARTON SCHOOL 230 MENDHAM ROAD MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	EDUCATION	5,000
DREW UNIVERSITY 36 MADISON AVE MADISON, NJ 07940	NONE	IRC 501 (C) (3)	EDUCATION	5,000
<b>Total . . . . .</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
EVANGELICAL HOSPITAL ONE HOSPITAL DR LEWISBURG, PA 07837	NONE	IRC 501 (C) (3)	MEDICAL	5,000
GROVER HERMANN HOSPITAL AUXILIARY 8881 ROUTE 97 CALLICOON, NY 12723	NONE	IRC 501 (C) (3)	MEDICAL	10,000
HIGH FIVES FOUNDATION 10775 PIONEER TRAIL TRUCKEE, CA 96161	NONE	IRC 501 (C) (3)	MEDICAL	25,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KELLY BRUSH FOUNDATION 3 MAIN ST BURLINGTON, VT 05401	NONE	IRC 501 (C) (3)	MEDICAL	5,000
KENT PLACE SCHOOL 42 NORWOOD AVE SUMMIT, NJ 07901	NONE	IRC 501 (C) (3)	EDUCATION	5,000
MARKET STREET MISSION 9 MARKET STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	COUNSELING	10,000
<b>Total . . . . . ▶ 3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MAYHEW PROGRAMPO BOX 120 BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	EDUCATION	25,000
MORAVIAN COLLEGE1200 MAIN ST BETHLEHEM, PA 18018	NONE	IRC 501 (C) (3)	EDUCATION	5,000
MORRISTOWN MEDICAL CENTER FOUNDATION 475 SOUTH STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	MEDICAL	105,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NAVY SEAL FOUNDATION 1619 D ST VIRGINIA BEACH, VA 23459	NONE	IRC 501 (C) (3)	MEDICAL	2,000
NEWFOUND AREA NURSING ASSOCIATION 214 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	MEDICAL	5,000
NEWFOUND LAKE REGION ASSOCIATION 800 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	CONSERVATION	50,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OUR LADY OF MERCY HIGH SCHOOL 1437 BLOSSOM RD ROCHESTER, NY 14610	NONE	IRC 501 (C) (3)	EDUCATION	5,000
OVERLOOK HOSPITAL FOUNDATION BOX 220 SUMMIT, NJ 07902	NONE	IRC 501 (C) (3)	MEDICAL	25,000
PENNINGTON FIRE COMPANY 120 BROEMEL PL PENNINGTON, NJ 08534	NONE	IRC 501 (C) (3)	MEDICAL	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 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
<b>a</b> <i>Paid during the year</i>				
PENNINGTON FIRST AID SQUAD 110 BROEMEL PL PENNINGTON, NJ 08534	NONE	IRC 501 (C) (3)	MEDICAL	1,000
PENNINGTON MONTESSORI SCHOOL 4 TREE FARM RD PENNINGTON, NJ 08534	NONE	IRC 501 (C) (3)	EDUCATION	5,000
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW WASHINGTON, DC 20036	NONE	IRC 501 (C) (3)	EDUCATION	100
<b>Total . . . . .</b>				2,164,100

▶ 3a

**Form 990PF Part XV Line 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
<b>a</b> <i>Paid during the year</i>				
PINGRY SCHOOL 131 MARTINSVILLE ROAD BASKING RIDGE, NJ 07920	NONE	IRC 501 (C) (3)	EDUCATION	49,000
PRESBYTERIAN CHURCH IN MORRISTOWN 65 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	RELIGIOUS	22,000
PROCTOR ACADEMYPO BOX 500 ANDOVER, NH 03216	NONE	IRC 501 (C) (3)	EDUCATION	27,000
<b>Total . . . . .</b>				2,164,100

▶ **3a**

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SEMESTER AT SEAPO BOX 400885 CHARLOTTESVILLE, VA 22903	NONE	IRC 501 (C) (3)	EDUCATION	5,000
SKIDMORE COLLEGE815 N BROADWAY SARATOGA SPRINGS, NY 12866	NONE	IRC 501 (C) (3)	EDUCATION	1,000
SPEARE MEMORIAL HOSPITAL 16 HOSPITAL ROAD PLYMOUTH, NH 03264	NONE	IRC 501 (C) (3)	MEDICAL	250,000
<b>Total . . . . . ▶ 3a</b>				2,164,100

**Form 990PF Part XV Line 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
<b>a</b> <i>Paid during the year</i>				
SQUAM LAKES SCIENCE CENTER PO BOX 173 HOLDERNESS, NH 03245	NONE	IRC 501 (C) (3)	CONSERVATION	2,000
STAR FOUNDATION INC 1612 NEWCASTLE ST BRUNSWICK, GA 31520	NONE	IRC 501 (C) (3)	EDUCATION	3,000
STRONG UNITED METHODIST CHURCH 8 CHURCH HILL ROAD STRONG, ME 04983	NONE	IRC 501 (C) (3)	RELIGIOUS	10,000
<b>Total . . . . .</b>				2,164,100

▶ 3a



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVE SELINGROVE, PA 17870	NONE	IRC 501 (C) (3)	EDUCATION	250,000
TAPPLY-THOMPSON COMMUNITY CENTER 30 NORTH MAIN ST BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	EDUCATION	5,000
THE WATERSHED INSTITUTE INC 31 TITUS MILL RD PENNINGTON, NJ 08534	NONE	IRC 501 (C) (3)	EDUCATION	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TRAVIS MANION FOUNDATION PO BOX 1485 DOYLESTOWN, PA 18901	NONE	IRC 501 (C) (3)	EDUCATION	2,000
TRINITAS HEALTH FOUNDATION PO BOX 259 ELIZABETH, NJ 07207	NONE	IRC 501 (C) (3)	MEDICAL	5,000
TUCK SCHOOL OF BUSINESS AT DARTMOUTH 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	IRC 501 (C) (3)	EDUCATION	100,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF PENNSYLVANIA SCHOOL OF NURSING PO BOX 70259 PHILADELPHIA, PA 19176	NONE	IRC 501 (C) (3)	EDUCATION	5,000
VILLA WALSH ACADEMY 455 WESTERN AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	EDUCATION	5,000
WILTON FREE PUBLIC LIBRARY PO BOX 454 WILTON, ME 04294	NONE	IRC 501 (C) (3)	EDUCATION	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				2,164,100

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
WOMEN'S ASSOCIATION MORRISTOWN MEDICAL CTR 100 MADISON AVE MORRISTOWN, NJ 07962	NONE	IRC 501 (C) (3)	MEDICAL	5,000
WOUNDED WARRIOR PROJECT PO BOX 788516 TOPEKA, KS 66675	NONE	IRC 501 (C) (3)	MEDICAL	2,000
YALE SCHOOL OF FORESTRY-RCR JR SCHOLARSHIP 195 PROSPECT ST NEW HAVEN, CT 06511	NONE	IRC 501 (C) (3)	EDUCATION	60,000
<b>Total . . . . . ▶ 3a</b>				2,164,100

**TY 2019 Accounting Fees Schedule****Name:** CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

**EIN:** 22-3292066

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
TAX PREPARATION	4,650	2,325		2,325
BOOKKEEPING	20,000	10,000		10,000

**TY 2019 Explanation of Non-Filing with Attorney General Statement****Name:** CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

**EIN:** 22-3292066**Statement:**

Private Foundations are not required to send in a copy of the return to the State of NJ nor are they required to file online.

**TY 2019 Investments Corporate Stock Schedule****Name:** CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

**EIN:** 22-3292066**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
VARIOUS EQUITY INVESTMENTS	24,421,594	41,560,965

**TY 2019 Investments - Other Schedule****Name:** CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

**EIN:** 22-3292066**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
MONEY FUNDS	AT COST	228,429	228,429



**TY 2019 Other Expenses Schedule****Name:** CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

**EIN:** 22-3292066**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSES	208	104		104
NONDEDUCTIBLE EXP - K-1 - ANDEAVOR LOGISITCS	7	0		0
NONDEDUCTIBLE EXP - K-1 - PLAINS ALL AMERICAN	225	0		0
NONDEDUCTIBLE EXP - K-1 - WESTERN GAS PARTNERS	2	0		0
FROM K-1 PLAINS ALL AMERICAN	35,124	0		0
FROM K-1 WESTERN GAS PARTNERS	9,678	0		0
FROM K-1 ANDEAVOR LOGISTICS	5,514	5,514		0
FROM K-1 MPLX LP	23,881	23,881		0
NONDEDUCTIBLE EXP - K-1 - MPLX	32	0		0
FROM K-1 WESTERN GAS MIDSTREAM	53,134	0		0

**Other Expenses Schedule**

<b>Description</b>	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
NONDEDUCTIBLE EXP - K-1 - WESTERN GAS MIDSTR	15	0		0
FROM K-1 MPLX LP - OTHER EXP	1	1		0
FROM K-1 PLAINS ALL AM - OTHER EXP	35	35		0

**TY 2019 Taxes Schedule**

**Name:** CHARLES FOUNDATION INC  
C/O ROBERT C ROOKE

**EIN:** 22-3292066

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FEDERAL EXCISE TAX	12,800	0		0
FROM K-1 - PLAINS ALL AMERICAN	2,240	2,240		0