

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No. 1545-0052

2020

Open to Public Inspection

▶ 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.

For calendar year 2020, or tax year beginning 01-01-2020 , and ending 12-31-2020

Name of foundation CHARLES FOUNDATION INC C/O ROBERT C ROOKE		A Employer identification number 22-3292066	
Number and street (or P.O. box number if mail is not delivered to street address) Room/suite SPRING VALLEY ROAD 668		B Telephone number (see instructions) (973) 539-2281	
City or town, state or province, country, and ZIP or foreign postal code MORRISTOWN, NJ 07960		C If exemption application is pending, check here <input type="checkbox"/>	
G 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		D 1. Foreign organizations, check here..... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>	
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>38,076,963</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J 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.)			

Part I Analysis of Revenue and Expenses <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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,349,175	1,349,175		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-1,727,908			
b	Gross sales price for all assets on line 6a	1,914,801			
7	Capital gain net income (from Part IV, line 2)		0		
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)				
12	Total. Add lines 1 through 11	-378,733	1,349,175		
13	Compensation of officers, directors, trustees, etc.	0	0		0
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	24,500	12,250		12,250
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	20,172	1,072		0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	81,564	34		15
24	Total operating and administrative expenses. Add lines 13 through 23	126,236	13,356		12,265
25	Contributions, gifts, grants paid	1,837,200			1,837,200
26	Total expenses and disbursements. Add lines 24 and 25	1,963,436	13,356		1,849,465
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-2,342,169			
b	Net investment income (if negative, enter -0-)		1,335,819		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,045	1,015	1,015
	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)	24,421,594	22,111,427	37,879,491
	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)	228,429	196,457	196,457
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	24,651,068	22,308,899	38,076,963	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0	0	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28 Retained earnings, accumulated income, endowment, or other funds	24,651,068	22,308,899	
29 Total net assets or fund balances (see instructions)	24,651,068	22,308,899		
30 Total liabilities and net assets/fund balances (see instructions) .	24,651,068	22,308,899		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	24,651,068
2 Enter amount from Part I, line 27a	2	-2,342,169
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	22,308,899
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	22,308,899

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			

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	
a See Additional Data Table			
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	-1,727,908
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

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE

(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved
2 Reserved			2
3 Reserved			3
4 Reserved			4
5 Reserved			5
6 Reserved			6
7 Reserved			7
8 Reserved			8

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, tax based on investment income, and credits/payments. Total tax due is 3,135.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and asset requirements. Columns for Yes/No.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distribution to donor advised funds, public inspection requirements, and books in care of CHARLES FOUNDATION.

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 for Part VII-B 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, 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 Yes No

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? Yes No

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? Yes No

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? Yes No

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

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

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

2 Compensation of five highest-paid employees (other than those included on line 1—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
NONE		

Total number of others receiving over \$50,000 for professional services. **▶** 0

Part IX-A Summary of Direct Charitable Activities

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	34,170,112
b	Average of monthly cash balances.	1b	902,011
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	35,072,123
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	35,072,123
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	526,082
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,546,041
6	Minimum investment return. Enter 5% of line 5.	6	1,727,302

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

1	Minimum investment return from Part X, line 6.	1	1,727,302
2a	Tax on investment income for 2020 from Part VI, line 5.	2a	18,568
b	Income tax for 2020. (This does not include the tax from Part VI.).	2b	
c	Add lines 2a and 2b.	2c	18,568
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,708,734
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,708,734
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,708,734

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	1,849,465
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,849,465
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,849,465

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 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				1,708,734
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only.			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2020:				
a From 2015.	168,083			
b From 2016.	38,241			
c From 2017.	163,768			
d From 2018.	154,828			
e From 2019.	173,198			
f Total of lines 3a through e.	698,118			
4 Qualifying distributions for 2020 from Part XII, line 4: ▶ \$ _____ 1,849,465				
a Applied to 2019, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2020 distributable amount.				1,708,734
e Remaining amount distributed out of corpus	140,731			
5 Excess distributions carryover applied to 2020. (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	838,849			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2015 not applied on line 5 or line 7 (see instructions).	168,083			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	670,766			
10 Analysis of line 9:				
a Excess from 2016.	38,241			
b Excess from 2017.	163,768			
c Excess from 2018.	154,828			
d Excess from 2019.	173,198			
e Excess from 2020.	140,731			

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 2020, 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)

	Tax year				(e) Total
	(a) 2020	(b) 2019	(c) 2018	(d) 2017	
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).)

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)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				1,837,200
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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

Part XVII

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?

Table with columns Yes, No and rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Table with 4 columns: (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.

Table with 3 columns: (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.

Sign Here

Signature of officer or trustee, Date (2021-04-28), Title

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

Paid Preparer Use Only

Table for preparer information including name (BRIAN DOHERTY), signature, date, firm name (Olsen & Thompson PA), address (970 Mount Kemble Ave), and PTIN (P00022611)

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.)
RAYMOND JAMES ACCOUNT 50712506	P		
RAYMOND JAMES ACCOUNT 50712506	P		
FROM K-1 - WESTERN MIDSTREAM PTRS	P		
FROM K-1 - PLAINS ALL AMERICAN	P		
FROM K-1 - WESTERN MIDSTREAM PTRS	P		
FROM K-1 - PLAINS ALL AMERICAN	P		
Capital Gains Dividends	P		

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)
144,478		424,951	-280,473
1,737,899		3,215,989	-1,478,090
470			470
378			378
		39	-39
		1,730	-1,730
31,576			31,576

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	
			-280,473
			-1,478,090
			470
			378
			-39
			-1,730
			31,576

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)				
a <i>Paid during the year</i>				
ANDOVER FIRE407 FLAGHOLE RD ANDOVER, NH 03216	NONE	IRC 501 (C) (3)	MEDICAL	5,000
ASSUMPTION SCHOOL 63 MACCULLOCH AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	EDUCATION	10,000
BABSON COLLEGE231 FOREST ST BABSON PARK, MA 024570310	NONE	IRC 501 (C) (3)	EDUCATION	10,000
Total ▶ 3a				1,837,200

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)				
a <i>Paid during the year</i>				
BOSTON MUSIC PROJECT PO BOX 180772 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	411,000
CALLICOON VOLUNTEER FIRE DEPT PO BOX 806 CALLICOON, NY 12723	NONE	IRC 501 (C) (3)	MEDICAL	5,000
Total ▶ 3a				1,837,200

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)				
a <i>Paid during the year</i>				
CHRIST THE KING CHURCH 16 BLUE MILL ROAD NEW VERNON, NJ 07976	NONE	IRC 501 (C) (3)	RELIGIOUS	10,000
CHRISTOPHER & DANA REEVE FOUNDATION 636 MORRIS TPKE SHORT HILLS, NJ 07078	NONE	IRC 501 (C) (3)	MEDICAL	20,000
CIRCLE PROGRAM 85 MAIN ST PLYMOUTH, NH 03264	NONE	IRC 501 (C) (3)	EDUCATION	5,000
Total ▶ 3a				1,837,200

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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)				
a <i>Paid during the year</i>				
COASTAL OUTREACH ACADEMIES INC 1425 CATE RD BRUNSWICK, GA 31525	NONE	IRC 501 (C) (3)	EDUCATION	5,000
COLBY-SAWYER COLLEGE 100 MAIN ST NEW LONDON, NH 03257	NONE	IRC 501 (C) (3)	EDUCATION	300,000
COMMUNITY THEATER 100 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	ARTS	5,000
Total ▶ 3a				1,837,200

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
CONGREGATIONAL CHURCH OF HOLLIS NH 3 MONUMENT SQUARE HOLLIS, NH 03049	NONE	IRC 501 (C) (3)	RELIGIOUS	15,000
CULVER ACADEMIES 1300 ACADEMY ROAD CULVER, IN 46511	NONE	IRC 501 (C) (3)	EDUCATION	10,000
DAMASCUS CITIZENS FOR SUSTAINABILITY INC PO BOX 147 MILANVILLE, PA 18443	NONE	IRC 501 (C) (3)	ENVIRONMENT	5,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
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	25,000
DELAWARE YOUTH CENTER INC 8 CREAMERY RD CALLICOON, NY 12723	NONE	IRC 501 (C) (3)	EDUCATION	5,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
DELBARTON SCHOOL 230 MENDHAM ROAD MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	EDUCATION	10,000
EVANGELICAL HOSPITAL ONE HOSPITAL DR LEWISBURG, PA 07837	NONE	IRC 501 (C) (3)	MEDICAL	5,000
FATHER CENTER OF NEW JERSEY 4 NORTH BROAD STREET TRENTON, NJ 08608	NONE	IRC 501 (C) (3)	COUNSELING	5,000
Total ▶ 3a				1,837,200

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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)				
a <i>Paid during the year</i>				
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
KELLY BRUSH FOUNDATION 3 MAIN ST BURLINGTON, VT 05401	NONE	IRC 501 (C) (3)	MEDICAL	5,000
Total ▶ 3a				1,837,200

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)				
a <i>Paid during the year</i>				
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
MAYHEW PROGRAM PO BOX 120 BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	EDUCATION	25,000
Total ▶ 3a				1,837,200

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)				
a <i>Paid during the year</i>				
MISSOULA CHRISTIAN MONTESSORI SCHOOL 301 S 6TH ST WEST MISSOULA, MT 59801	NONE	IRC 501 (C) (3)	EDUCATION	15,000
MORRISTOWN MEDICAL CENTER FOUNDATION 475 SOUTH STREET MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	MEDICAL	110,000
NEWFOUND AREA NURSING ASSOCIATION 214 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	MEDICAL	5,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
NEWFOUND LAKE REGION ASSOCIATION 800 LAKE ST BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	CONSERVATION	40,000
OVERLOOK HOSPITAL FOUNDATION BOX 220 SUMMIT, NJ 07902	NONE	IRC 501 (C) (3)	MEDICAL	25,000
PENNINGTON MONTESSORI SCHOOL 4 TREE FARM RD PENNINGTON, NJ 08534	NONE	IRC 501 (C) (3)	EDUCATION	5,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
PHILANTHROPY ROUNDTABLE 1120 20TH STREET NW WASHINGTON, DC 20036	NONE	IRC 501 (C) (3)	EDUCATION	200
PINGRY SCHOOL 131 MARTINSVILLE ROAD BASKING RIDGE, NJ 07920	NONE	IRC 501 (C) (3)	EDUCATION	39,000
PRESBYTERIAN CHURCH IN MORRISTOWN 65 SOUTH ST MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	RELIGIOUS	26,000
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Name and address (home or business)				
a <i>Paid during the year</i>				
PROCTOR ACADEMYPO BOX 500 ANDOVER, NH 03216	NONE	IRC 501 (C) (3)	EDUCATION	10,000
SEMESTER AT SEAPO BOX 400885 CHARLOTTESVILLE, VA 22903	NONE	IRC 501 (C) (3)	EDUCATION	5,000
SPEARE MEMORIAL HOSPITAL 16 HOSPITAL ROAD PLYMOUTH, NH 03264	NONE	IRC 501 (C) (3)	MEDICAL	200,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
SQUAM LAKES SCIENCE CENTER PO BOX 173 HOLDERNESS, NH 03245	NONE	IRC 501 (C) (3)	CONSERVATION	1,000
STAR FOUNDATION INC 1612 NEWCASTLE ST BRUNSWICK, GA 31520	NONE	IRC 501 (C) (3)	EDUCATION	5,000
STRONG UNITED METHODIST CHURCH 8 CHURCH HILL ROAD STRONG, ME 04983	NONE	IRC 501 (C) (3)	RELIGIOUS	5,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVE SELINGROVE, PA 17870	NONE	IRC 501 (C) (3)	EDUCATION	200,000
TAPPLY-THOMPSON COMMUNITY CENTER 30 NORTH MAIN ST BRISTOL, NH 03222	NONE	IRC 501 (C) (3)	EDUCATION	5,000
THE SEEING EYEPO BOX 375 MORRISTOWN, NJ 07963	NONE	IRC 501 (C) (3)	EDUCATION	5,000
Total ▶ 3a				1,837,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
THE WATERSHED INSTITUTE INC 31 TITUS MILL RD PENNINGTON, NJ 08534	NONE	IRC 501 (C) (3)	EDUCATION	5,000
TRAVIS MANION FOUNDATION PO BOX 1485 DOYLESTOWN, PA 18901	NONE	IRC 501 (C) (3)	EDUCATION	5,000
TRINITAS HEALTH FOUNDATION PO BOX 259 ELIZABETH, NJ 07207	NONE	IRC 501 (C) (3)	MEDICAL	5,000
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Name and address (home or business)				
a <i>Paid during the year</i>				
TUCK SCHOOL OF BUSINESS AT DARTMOUTH 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	IRC 501 (C) (3)	EDUCATION	150,000
VILLA WALSH ACADEMY 455 WESTERN AVE MORRISTOWN, NJ 07960	NONE	IRC 501 (C) (3)	EDUCATION	10,000
WOMEN'S ASSOCIATION MORRISTOWN MEDICAL CTR 100 MADISON AVE MORRISTOWN, NJ 07962	NONE	IRC 501 (C) (3)	MEDICAL	5,000
Total	▶ 3a			1,837,200

TY 2020 Accounting Fees Schedule

Name: CHARLES FOUNDATION INC
C/O ROBERT C ROOKE

EIN: 22-3292066

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,500	2,250		2,250
BOOKKEEPING	20,000	10,000		10,000

TY 2020 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 2020 Investments Corporate Stock Schedule**Name:** CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS EQUITY INVESTMENTS	22,111,427	37,879,491

TY 2020 Investments - Other Schedule

Name: CHARLES FOUNDATION INC

C/O ROBERT C ROOKE

EIN: 22-3292066

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MONEY FUNDS	AT COST	196,457	196,457

TY 2020 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	30	15		15
FROM K-1 PLAINS ALL AMERICAN	29,554	0		0
NONDEDUCTIBLE EXP - K-1 - PLAINS ALL AMERICAN	597	0		0
FROM K-1 WESTERN MIDSTREAM PTRS	51,350	0		0
NONDEDUCTIBLE EXP - K-1 - WESTERN MIDSTREAM	14	0		0
FROM K-1 PLAINS ALL AM - OTHER EXP	19	19		0

TY 2020 Taxes Schedule

Name: CHARLES FOUNDATION INC
C/O ROBERT C ROOKE

EIN: 22-3292066

Taxes Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	19,100	0		0
FROM K-1 - PLAINS ALL AMERICAN	1,072	1,072		0