

INTERNAL REVENUE SERVICE  
 P. O. BOX 2508  
 CINCINNATI, OH 45201  
 SEP 21 2005

DEPARTMENT OF THE TREASURY

Date:

CHARLEYS FUND INC  
 C/O R ANDREW SHORE  
 KELLEY DRYE & WARREN LLP  
 101 PARK AVE  
 NEW YORK, NY 10178-0000

Employer Identification Number:  
 20-2014968  
 DLN:  
 17053144002005  
 Contact Person:  
 EDWARD J SKELLY ID# 31374  
 Contact Telephone Number:  
 (877) 829-5500  
 Accounting Period Ending:  
 December 31  
 Public Charity Status:  
 170(b)(1)(A)(vi)  
 Form 990 Required:  
 Yes  
 Effective Date of Exemption:  
 December 13, 2004  
 Contribution Deductibility:  
 Yes  
 Advance Ruling Ending Date:  
 December 31, 2008

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

If you distribute funds to other organizations, your records must show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence the funds will be used for section 501(c)(3) purposes.

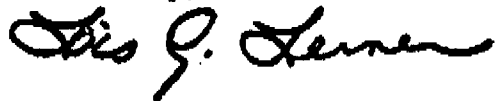
Letter 1045 (DO/CG)

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CHARLEYS FUND INC

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink, appearing to read "Lois G. Lerner". The signature is written in a cursive style with a large initial "L".

Lois G. Lerner  
Director, Exempt Organizations  
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)

Letter 1045 (DO/CG)