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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning DEC 1, 2008, and ending NOV 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CHAMBERS FAMILY FUND		A Employer identification number 84-0929410
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 303-839-4620
	44 Cook Street		
	City or town, state, and ZIP code Denver, CO 80206		
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			C If exemption application is pending, check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 54,581,716. (Part I, column (d) must be on cash basis)			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

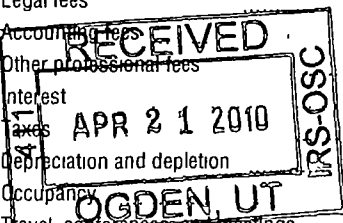
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,978.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	15,292.	15,292.		
	4 Dividends and interest from securities	798,847.	798,847.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,700,957.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		2,700,957.		
	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)					
11 Other income	<418,111.>	<319,569.>		Statement 1	
12 Total. Add lines 1 through 11	3,098,963.	3,195,527.			
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				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	3,228,716.	142,242.		3,098,752.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<129,753.>				
b Net investment income (if negative, enter -0-)		3,053,285.			
c Adjusted net income (if negative, enter -0-)			N/A		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2008)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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			5,102,241.	6,531,192.	6,531,192.
	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					
	7 Other notes and loans receivable ▶					
	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					
	b Investments - corporate stock Stmt 7	4,366,366.	4,529,181.	4,761,659.		
	c Investments - corporate bonds Stmt 8	3,956,083.	9,174,257.	9,334,817.		
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 9	30,250,591.	23,310,898.	33,950,451.			
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ Leasehold deposit)	3,597.	3,597.	3,597.			
16 Total assets (to be completed by all filers)	43,678,878.	43,549,125.	54,581,716.			
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					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	43,678,878.	43,549,125.			
30 Total net assets or fund balances	43,678,878.	43,549,125.				
31 Total liabilities and net assets/fund balances	43,678,878.	43,549,125.				

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	43,678,878.
2 Enter amount from Part I, line 27a	2	<129,753.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,549,125.
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 30	6	43,549,125.

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				
b See Attached Statement				
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			
b			
c			
d			
e			2,700,957.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
b			
c			
d			
e			2,700,957.

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	2,700,957.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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))
2007	4,174,828.	63,703,511.	.065535
2006	3,464,206.	69,058,307.	.050163
2005	3,539,262.	62,539,335.	.056593
2004	3,165,137.	58,164,462.	.054417
2003	2,826,896.	53,839,061.	.052506

2 Total of line 1, column (d)	2	.279214
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.055843
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	50,270,080.
5 Multiply line 4 by line 3	5	2,807,232.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,533.
7 Add lines 5 and 6	7	2,837,765.
8 Enter qualifying distributions from Part XII, line 4	8	3,098,752.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	30,533.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	30,533.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	30,533.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	27,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,000.	
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	3,533.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☐ 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>CO</u>		
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	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>chambersfund.org</u>	13	X	
14	The books are in care of ► <u>Joy Hall, Treasurer</u> Telephone no. ► <u>303-839-4620</u> Located at ► <u>44 Cook Street, Ste. 240, Denver, CO</u> ZIP+4 ► <u>80206</u>			
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		N/A

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2008 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 2008.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2008?		X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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?

See Statement 11

☒ 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also 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?

N/A

7b

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

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

(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
See Statement 10		170,761.	28,707.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS Global Asset Management One N. Wacker Drive, Chicago, IL 60606	Investment manager	65,380.

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 Statement 12	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

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

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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	44,687,410.
b	Average of monthly cash balances	1b	6,348,204.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	51,035,614.
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	51,035,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	765,534.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,270,080.
6	Minimum investment return. Enter 5% of line 5	6	2,513,504.

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	2,513,504.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	30,533.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,533.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,482,971.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,482,971.
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	2,482,971.

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	3,098,752.
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	3,098,752.
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	5	30,533.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,068,219.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,482,971.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007	666,298.			
f Total of lines 3a through e	666,298.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 3,098,752.				
a Applied to 2007, 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 2008 distributable amount				2,482,971.
e Remaining amount distributed out of corpus	615,781.			
5 Excess distributions carryover applied to 2008 (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	1,282,079.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,282,079.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007	666,298.			
e Excess from 2008	615,781.			

N/A

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 Paid during the year				
See statement 13				2,664,807.
Total				▶ 3a 2,664,807.
b Approved for future payment				
See statement 14				3,495,424.
Total				▶ 3b 3,495,424.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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			14	15,292.		
4 Dividends and interest from securities			14	798,847.		
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	531390	<98,542.>	14	<319,569.>		
8 Gain or (loss) from sales of assets other than inventory			18	2,700,957.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		<98,542.>		3,195,527.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,096,985.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee <i>Letty Bass</i>		Date 4/8/10		Title Executive Director	
Paid Preparer's Use Only	Preparer's signature <i>Raunie Anderson</i>		Date 3-11-10		Check if self-employed ☐
	Firm's name (or yours if self-employed), address, and ZIP code Kunderling, Corder & Engle, P.C. 475 Lincoln St., Ste. 200 Denver, CO 80203			EIN Phone no. 303-534-5953	

Form 990-PF (2008)

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 Select Equity	P		
b PIMCO Low Duration Fund	P		
c Royal Alliance Associates	D		
d Dodge & Cox International	P		
e Cerberus International	P		
f Highbridge Capital Corporation	P		
g Tudor Raptor Global	P		
h Tremblant Partners	P		
i Convexity Capital Offshore Fund	P		
j Brinson Partners	P		
k Davidson Kempner	P		
l MHR International Fund	P		
m Palo Alto UBTI Free LP	P		
n Newport Asia Institutional Fund LP	P		
o DLJ Hicks Muse	P		

(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			<13,551.>
b			51,063.
c			164.
d			99,587.
e			387,860.
f			302,717.
g			156,923.
h			626,858.
i			602,648.
j			366,884.
k			10,679.
l			9,399.
m			<85,334.>
n			184,294.
o			766.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<13,551.>
b			51,063.
c			164.
d			99,587.
e			387,860.
f			302,717.
g			156,923.
h			626,858.
i			602,648.
j			366,884.
k			10,679.
l			9,399.
m			<85,334.>
n			184,294.
o			766.

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	2,700,957.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

CHAMBERS FAMILY FUND

84-0929410

Form 990-PF

Analysis of Revenue & Expenses

Attachment to page 1

Line	Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 12)	Grant Administration	General and Administrative
13	Compensation of officers, directors, trustees (Statement 10)	\$ 170,761	5,778	164,983	40,444	42,216	82,323
14	Other employee salaries and wages	96,930	-	96,930	7,754	50,404	38,772
15	Pension plans, employee benefits, payroll tax	67,367	714	66,653	5,389	35,031	26,233
16a	Legal fees (Statement 2)	355	-	355	-	-	355
16 b	Accounting fees (Statement 3)	15,600	1,560	14,040	-	-	14,040
16 c	Other professional fees (Statement 4)	141,100	129,218	11,882	-	-	11,882
18	Taxes (Statement 5)	(8,054)	4,224	-	-	-	-
20	Occupancy	40,895	-	40,895	4,907	19,630	16,358
21	Travel, conferences, and meetings	1,865	-	1,865	1,865	-	-
22	Printing and publications	1,582	-	1,582	-	-	1,582
23	Other expenses (Statement 6a)	35,508	748	34,760	5,747	13,823	15,190
24	Total operating and administrative expenses	<u>563,909</u>	<u>142,242</u>	<u>433,945</u>	<u>66,106</u>	<u>161,104</u>	<u>206,735</u>
25	Contributions, gifts, grants paid	<u>2,664,807</u>	<u>-</u>	<u>2,664,807</u>			
	Total expenses & disbursements	<u>\$ 3,228,716</u>	<u>142,242</u>	<u>3,098,752</u>			

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Brinson Partnership Fund	15,776.	0.		
Brinson Partnership Fund	<137,814.>	<137,814.>		
Olympus Real Estate Fund	<114,318.>	0.		
Olympus Real Estate Fund	<8,545.>	<8,545.>		
MHR Institutional Fund	<4,643.>	<4,643.>		
Palo Alto UBTI Free LP	<48,477.>	<48,477.>		
DLJ Hicks Muse	<8,826.>	<8,826.>		
Newport Asia	<50,186.>	<50,186.>		
Davidson Kempner Institutional	<61,078.>	<61,078.>		
Total to Form 990-PF, Part I, line 11	<418,111.>	<319,569.>		

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ford & Harrison, LLP	355.	0.		355.
To Fm 990-PF, Pg 1, ln 16a	355.	0.		355.

Form 990-PF	Accounting Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	15,600.	1,560.		14,040.
To Form 990-PF, Pg 1, ln 16b	15,600.	1,560.		14,040.

Form 990-PF	Other Professional Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Mellon Capital Management	2,997.	2,997.		0.	
Select Equity	10,841.	10,841.		0.	
Monticello Associates	50,000.	50,000.		0.	
UBS Global Asset Management	65,380.	65,380.		0.	
GTBD, Inc	1,750.	0.		1,750.	
Donald J. Hopkins	7,800.	0.		7,800.	
Masten Fine Art, Inc.	1,095.	0.		1,095.	
Ruby Slipper Designs	1,237.	0.		1,237.	
To Form 990-PF, Pg 1, ln 16c	141,100.	129,218.		11,882.	

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Estimated 2009 excise taxes paid in 2009	7,000.	0.		0.	
2008 excise taxes refunded in 2009	<19,278.>	0.		0.	
Foreign taxes	4,224.	4,224.		0.	
To Form 990-PF, Pg 1, ln 18	<8,054.>	4,224.		0.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Payroll service fees	7,679.	0.		7,679.	
Licenses and fees	73.	0.		73.	
Computer & office equipment	6,919.	692.		6,227.	
Supplies	555.	56.		499.	
Furniture & fixtures	5,396.	0.		5,396.	
Other	2,440.	0.		2,440.	
Insurance	2,551.	0.		2,551.	
Contract labor	9,895.	0.		9,895.	
To Form 990-PF, Pg 1, ln 23	35,508.	748.		34,760.	

CHAMBERS FAMILY FUND

84-0929410

Form 990-PF

Other Expenses

Statement 6a

Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 1-A)	Grant Administration	General and Administrative
Payroll service fees	\$ 7,679	-	7,679	2,764	2,073	2,842
Contract labor	9,895	-	9,895	-	9,895	-
Licenses and fees	73	-	73	-	-	73
Computer and other office equipment	6,919	692	6,227	-	-	6,227
Furniture & fixtures	5,396	-	5,396	1,942	1,295	2,159
Other	5,546	56	5,490	1,041	560	3,889
	\$ 35,508	748	34,760	5,747	13,823	15,190

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Vanguard Growth Index Fund	1,925,413.	1,997,835.
Select Equity Small/Midcap Equity	445,087.	537,369.
Dodge & Cox International	2,158,681.	2,226,455.
Total to Form 990-PF, Part II, line 10b	4,529,181.	4,761,659.

Form 990-PF	Corporate Bonds	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
PIMCO Low Duration Institutional Fund	4,158,077.	4,282,816.
PIMCO Short Term Institutional Fund	5,016,180.	5,052,001.
Total to Form 990-PF, Part II, line 10c	9,174,257.	9,334,817.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
Highbridge Capital Fund	COST	1,145,990.	4,258,189.
Cerberus International Ltd.	COST	1,553,556.	3,578,699.
Newport Asia Institutional Fund	COST	1,955,128.	3,020,297.
Convexity Capital Offshore LP	COST	3,333,333.	5,677,333.
Palo Alto UBTI Free LP	COST	3,241,257.	2,709,364.
Maverick	COST	1,705,256.	4,192,103.
Raptor Global Fund LP	COST	587,357.	597,225.
Sowood Alpha Fund Ltd.	COST	211,889.	76,312.
Brinson Partnership Fund	COST	5,245,801.	5,664,942.
Olympus III	COST	796,543.	284,851.
MHR Institutional Partners	COST	547,250.	623,095.
DLJ Hicks Muse	COST	<77,760.>	44,844.
Davidson Kempner Institutional Funds	COST	3,065,298.	3,223,197.
Total to Form 990-PF, Part II, line 13		23,310,898.	33,950,451.

Form 990-PF Part VIII - List of Officers, Directors Statement 10
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Merle C. Chambers 44 Cook Street, Ste. 240 Denver, CO 80206	President 12.00	0.	0.	0.
Letty Bass 44 Cook Street, Ste. 240 Denver, CO 80206	Secretary/Executive Dir. 40.00	161,131.	26,922.	0.
Sally Leibbrandt 44 Cook Street, Ste. 240 Denver, CO 80206	Assistant Secretary 2.00	0.	0.	0.
Joy Hall 44 Cook Street, Ste. 240 Denver, CO 80206	Treasurer 5.00	9,630.	1,785.	0.
Hugh A. Grant 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0.	0.
Donald Hopkins 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0.	0.
Marla Williams 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		170,761.	28,707.	0.

Form 990-PF

Expenditure Responsibility Statement
Part VII-B, Line 5c

Statement 11

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203Grant Amount

255,000.

Date of Grant

02/04/09

Amount Expended

255,000.

Purpose of Grant

general operating support

Dates of Reports by Grantee

Grantee provides annual operating report and quarterly financials

Any Diversion by Grantee

The Fund is not aware of any diversion of grant funds.

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
200,000.	12/10/08	200,000.	12/29/08

Purpose of Grant

capital improvements

Dates of Reports by Grantee

Grantee provides annual operating report and quarterly financials

Any Diversion by Grantee

The Fund is not aware of any diversion of grant funds.

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
45,000.	12/31/08	45,000.	12/29/08

Purpose of Grant

capital improvements

Dates of Reports by Grantee

Grantee provides annual operating report and quarterly financials

Any Diversion by Grantee

The Fund is not aware of any diversion of grant funds.

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
255,000.	05/13/09	255,000.	11/30/09

Purpose of Grant

general operating support

Dates of Reports by Grantee

Grantee provides annual operating report and quarterly financials

Any Diversion by Grantee

The Fund is not aware of any diversion of grant funds.

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
309,000.	08/05/09	309,000.	11/30/09

Purpose of Grant

general operating support

Dates of Reports by Grantee

Grantee provides annual operating report and quarterly financials

Any Diversion by Grantee

The Fund is not aware of any diversion of grant funds.

CHAMBERS FAMILY FUND
Part IX-A Summary of Direct Charitable Activities
For the Year Ended November 30, 2009

Statement 12
84-0929410

Form 990PF, Part IX-A, Summary of Direct Charitable Programs

Chambers Family Fund was established to provide resources to regional and national nonprofit organizations that create systems change, improve the quality and circumstances of life and reflect the founder's values and interests. The Fund invests time, expertise and funding in organizations that help women become economically independent, enhance the early care and education of children, strengthen justice, equality and opportunity and enrich the arts and culture.

The Fund, although still primarily a grant maker, makes a significant investment in direct charitable activities. Through these activities and programs, the Fund is proactively engaged in helping create new nonprofit organizations, participating in community planning, supporting systems change, developing and expanding philanthropy, convening and providing technical assistance for nonprofit effectiveness. The result is a more fully engaged approach that utilizes a combination of financial assistance, staff support, technical assistance and leadership.

The primary activities and programs are:

Women's Funds Initiative – In partnership with statewide community foundations, the Fund created women's funds in Wyoming, Montana and Oklahoma, and provides ongoing support to these and to women's funds in North Dakota. The Fund also provides technical assistance to women's funds to grow women's philanthropy in Colorado and throughout the country.

Early Care and Education Reform – The Fund's staff participate in collaborative efforts and community planning to create a statewide system of quality childcare in Colorado. In addition, the Fund is a partner in a national initiative that links quality childcare to future educational success.

Planning and Community Service – The Fund's staff serve on task forces and planning committees that strategize and recommend solutions to issues in line with the Fund's priority areas: economic self-sufficiency, early care and education of children, justice, equality and opportunity and arts and culture.

Name and Address	Status	Amount
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Women's Economic Self-Sufficiency

Women's Funding Network 505 Sansome Street, Second Floor San Francisco, CA 94111 <i>Development and Growth of Women's Funds</i>	Public Charity	\$75,000
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Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203 <i>Self-Sufficiency Standard and Calculator</i>	Public Charity	\$50,000
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Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108 <i>International Women's Funding</i>	Public Charity	\$10,000
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Women's Funds

Fargo-Moorhead Area Foundation 502 First Avenue North, Suite 202 Fargo, ND 58102-4804 <i>Women's Fund of Fargo-Moorhead Operating Support and Endowment Challenge</i>	Public Charity	\$75,000
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North Dakota Women's Network 418 E. Rosser, Suite 100 Bismarck, ND 58501 <i>Statewide Policy Change and Advocacy</i>	Public Charity	\$40,000
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Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 <i>Women's Fund of Grand Forks, East Grand Forks & Region Operating Support and Endowment Challenge</i>	Public Charity	\$37,576
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Communities Foundation of Oklahoma 2932 N W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 <i>Women's Foundation of Oklahoma Operating Support</i>	Public Charity	\$25,000
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Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 <i>Women's Foundation of Montana Operating Support</i>	Public Charity	\$25,000
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Form 990-PF**Schedule to Part XV, 3a****Statement 13**

Name and Address	Status	Amount
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Wyoming Community Foundation 313 S. Second Street Laramie, WY 82070 <i>Wyoming Women's Foundation Operating Support</i>	Public Charity	\$25,000
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Early Care and Education

Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Clayton Educare Center Capital Campaign</i>	Public Charity	\$200,000
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Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>General Support</i>	Public Charity	\$75,000
---	----------------	----------

Qualistar Early Learning 3607 Martin Luther King Boulevard Denver, CO 80205 <i>Child Care Quality Improvement and Rating System Expansion</i>	Public Charity	\$25,000
---	----------------	----------

Justice, Equality and Opportunity

Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, CO 80207 <i>Capital Campaign and Program Expansion</i>	Public Charity	\$187,500
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The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>Policy, Research and Advocacy</i>	Public Charity	\$170,000
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Colorado C3 Roundtable P.O. Box 1620 Denver, CO 80202 <i>Civic Engagement Coordination for Nonprofit Organizations</i>	Public Charity	\$10,000
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NARAL Pro-Choice Colorado Foundation 1905 Sherman Street, Suite 800 Denver, CO 80203 <i>Public Education and Community Support</i>	Public Charity	\$10,000
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Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144 <i>Research and Analysis for a More Inclusive Society</i>	Public Charity	\$10,000
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Form 990-PF**Schedule to Part XV, 3a****Statement 13**

Name and Address	Status	Amount
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Inspired Legacies P.O. Box 66274 Houston, TX 77266-6274 <i>Strategic Philanthropy Resources</i>	Public Charity	\$5,000
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Kirkland Museum of Fine & Decorative Art

Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 <i>General Support</i>	Private Operating Foundation	\$819,000
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Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 <i>Capital Support to Expand Public Access</i>	Private Operating Foundation	\$245,000
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Arts and Culture

City and County of Denver 1437 Bannock Street Denver, CO 80202 <i>Ellie Caulkins Opera House at Newton Auditorium Capital Campaign</i>	Government	\$200,000
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Opera Colorado 695 S. Colorado Boulevard, Suite 20 Denver, CO 80246 <i>General Support</i>	Public Charity	\$80,000
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Clyfford Still Museum 201 W. Colfax Avenue, Department 1007 Denver, CO 80202 <i>Capital Campaign</i>	Public Charity	\$50,000
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Colorado Ballet 1278 Lincoln Street Denver, CO 80203 <i>General Support</i>	Public Charity	\$15,000
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Colorado Symphony Association Boettcher Concert Hall Denver Performing Arts Complex 1000 14th Street, Unit 15 Denver, CO 80202 <i>General Support</i>	Public Charity	\$15,000
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Form 990-PF**Schedule to Part XV, 3a****Statement 13**

Name and Address	Status	Amount
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Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>General Support and Collectors' Choice Gala Event Support</i>	Public Charity	\$15,000
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Music Associates of Aspen 2 Music School Road Aspen, CO 81611 <i>General Support</i>	Public Charity	\$11,000
--	----------------	----------

Community Support

Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 <i>Capital Support</i>	Public Charity	\$50,000
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Saint John's Cathedral 1350 Washington Street Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000
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Colorado Association of Funders 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 <i>General Support</i>	Public Charity	\$5,000
---	----------------	---------

University of Denver 2199 S. University Boulevard Denver, CO 80208 <i>Josef Korbel School of International Studies</i>	Public Charity	\$5,000
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Grants under \$5,000

The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 <i>Event Support and Matching Gifts</i>	Public Charity	\$4,450
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University of Denver 2199 S. University Boulevard Denver, CO 80208 <i>Founders Day Gala Event Support</i>	Public Charity	\$3,200
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The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>General Support</i>	Public Charity	\$2,500
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CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

Name and Address	Status	Amount
Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204 <i>General Support</i>	Public Charity	\$2,500
KBDI Public TV - 12 2900 Welton, 1st Floor Denver, CO 80205 <i>General Support</i>	Public Charity	\$2,500
Women's Funding Network 505 Sansome Street, Second Floor San Francisco, CA 94111 <i>Foundation Membership</i>	Public Charity	\$2,500
Women's Health 2855 Valmont Road Boulder, CO 80301 <i>Access to Reproductive Care</i>	Public Charity	\$2,500
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Grant Consultant</i>	Public Charity	\$2,000
Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 <i>General Support</i>	Public Charity	\$1,750
Colorado Association of Funders c/o Rose Community Foundation 600 S Cherry Street, Suite 1200 Denver, CO 80246-1712 <i>Foundation Membership</i>	Public Charity	\$1,750
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>General Support</i>	Public Charity	\$1,500
Denver Public Library Friends Foundation 10 W 14th Avenue Parkway Denver, CO 80204-9822 <i>General Support and Matching Gifts</i>	Public Charity	\$1,350

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Name and Address	Status	Amount
Colorado Public Radio Bridges Broadcast Center 7409 S. Alton Court Centennial, CO 80112 <i>General Support and Matching Gifts</i>	Public Charity	\$1,270
Hastings 1066 Foundation University of California Hastings College of The Law 200 McAllister Street, Suite 209 San Francisco, CA 94102-9870 <i>General Support</i>	Public Charity	\$1,066
Alpha Phi Foundation 1930 Sherman Avenue Evanston, IL 60201 <i>General Support</i>	Public Charity	\$1,000
Astraea Lesbian Foundation for Justice 116 East 16th Street, 7th Floor New York, NY 10003 <i>Philanthropic Advocacy for Human Rights</i>	Public Charity	\$1,000
Central City Opera House Association 400 S. Colorado Boulevard, Suite 530 Denver, CO 80246 <i>General Support</i>	Public Charity	\$1,000
The Children's Museum 2121 Children's Museum Drive Denver, CO 80211 <i>General Support</i>	Public Charity	\$1,000
Colorado Historical Society 1300 Broadway Denver, CO 80203 <i>General Support</i>	Public Charity	\$1,000
Denver Museum of Nature and Science 2001 Colorado Boulevard Denver, CO 80205-5798 <i>General Support</i>	Public Charity	\$1,000
Historic Denver 1628 16th Street, Suite 200 Denver, CO 80202 <i>General Support</i>	Public Charity	\$1,000

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Name and Address	Status	Amount
Museo de las Americas 861 Santa Fe Drive Denver, CO 80204 <i>General Support</i>	Public Charity	\$1,000
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 <i>General Support</i>	Public Charity	\$1,000
Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204-4000 <i>General Support</i>	Public Charity	\$1,000
UC Berkeley Foundation 2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200 <i>General Support</i>	Public Charity	\$1,000
University of Denver, College of Law Sturm College of Law 2255 E. Evans Avenue Denver, CO 80208 <i>Graduate Tax Program</i>	Public Charity	\$1,000
Funders Network on Population, Reproductive Health & Rights P.O. Box 750 Rockville, MD 20848-0750 <i>Foundation Membership</i>	Public Charity	\$845
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>Voices of Opportunity Event Support</i>	Public Charity	\$650
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>Event Support and Matching Gifts</i>	Public Charity	\$625
Colorado State University Foundation 521 University Services Center 601 S. Howes Street Fort Collins, CO 80523-7115 <i>General Support and Matching Gifts</i>	Public Charity	\$550

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Name and Address	Status	Amount
Choate Rosemary Hall Foundation 333 Christian Street Wallingford, CT 06492-3800 <i>General Support</i>	Public Charity	\$500
Foothills Art Center 809 15th Street Golden, CO 80401 <i>General Support</i>	Public Charity	\$500
International Waldenstrom's Macroglobulinemia Foundation 3932D Swift Road Sarasota, FL 34231-6541 <i>Matching Gift</i>	Public Charity	\$500
Parkinson Association of the Rockies 1325 S. Colorado Boulevard, #204-B Denver, CO 80222 <i>Matching Gift</i>	Public Charity	\$500
Denver Botanic Gardens 909 York Street Denver, CO 80206 <i>General Support</i>	Public Charity	\$350
Institute for Women's Policy Research 1707 L Street N.W., Suite 750 Washington, DC 20036 <i>Foundation Membership</i>	Public Charity	\$350
Smithsonian Institution P.O. Box 37012 MRC 712 Washington, DC 20013-7012 <i>General Support</i>	Public Charity	\$350
Colorado Bright Beginnings 730 Colorado Boulevard, Suite 202 Denver, CO 80206 <i>Event Support</i>	Public Charity	\$200
American Red Cross Mile High Chapter 444 Sherman Street Denver, CO 80203 <i>Matching Gift</i>	Public Charity	\$100
Art Students League of Denver 200 Grant Street Denver, CO 80203 <i>Matching Gift</i>	Public Charity	\$100

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Name and Address	Status	Amount
Children's Diabetes Foundation at Denver 777 Grant Street, Suite 302 Denver, CO 80203-3534 <i>General Support</i>	Public Charity	\$100
Denver Municipal Band 2253 Bellaire St Denver, CO 80207-3723 <i>Matching Gift</i>	Public Charity	\$100
GLBT Community Center of Colorado P.O. Box 9798 Denver, CO 80209 <i>General Support</i>	Public Charity	\$100
Urban Peak 730 21st Street Denver, CO 80205 <i>General Support</i>	Public Charity	\$100
Women's Bean Project 3201 Curtis Street Denver, CO 80205 <i>Matching Gift</i>	Public Charity	\$75
The Arthritis Foundation 2280 S. Albion Street Denver, CO 80222 <i>Matching Gift</i>	Public Charity	\$50
Denver Dumb Friends League 2080 S. Quebec Street Denver, CO 80231 <i>Matching Gift</i>	Public Charity	\$50
Denver Rescue Mission P.O. Box 5164 Denver, CO 80217 <i>Matching Gift</i>	Public Charity	\$50
Whiz Kids Tutoring 5500 E. Yale Avenue, Suite 101 Denver, CO 80222 <i>Matching Gift</i>	Public Charity	\$50
American Diabetes Association 1701 N Beauregard St Alexandria, VA 22311-1717 <i>Matching Gift</i>	Public Charity	\$25

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Name and Address	Status	Amount
Children's Hospital Foundation 1245 E. Colfax Avenue, Suite 400 Denver, CO 80218 <i>Matching Gift</i>	Public Charity	\$25
Freedom Service Dogs Inc 2000 W. Union Avenue Englewood, CO 80110 <i>Matching Gift</i>	Public Charity	\$25
Kansas Big Brothers Big Sisters Inc 310 E. 2nd Street Wichita, KS 67202-2404 <i>Matching Gift</i>	Public Charity	\$25
Total		<u>\$2,664,807</u>

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Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>General Support</i>	Public Charity	\$150,000	\$120,000	\$30,000
City and County of Denver 1437 Bannock Street Denver, CO 80202 <i>Ellie Caulkins Opera House at Quigg Newton Auditorium</i>	Government	\$2,000,000	\$800,000	\$1,200,000
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Clayton Educare Center</i>	Public Charity	\$2,000,000	\$1,200,000	\$800,000
Clyfford Still Museum 201 W. Colfax Avenue, Department 1007 Denver, CO 80202 <i>Capital Campaign</i>	Public Charity	\$250,000	\$ 75,000	\$175,000
Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 <i>Women's Fund Operating Support</i>	Public Charity	\$100,000	\$ 50,000	\$50,000
Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 <i>Women's Fund Endowment</i>	Public Charity	\$200,000	\$ 12,576	\$187,424
Fargo-Moorhead Area Foundation 502 First Avenue North, Suite 202 Fargo, ND 58102-4804 <i>Women's Fund Operating Support</i>	Public Charity	\$100,000	\$ 50,000	\$50,000
Fargo-Moorhead Area Foundation 502 First Avenue North, Suite 202 Fargo, ND 58102-4804 <i>Women's Fund Endowment</i>	Public Charity	\$200,000	\$100,000	\$100,000

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Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 <i>General Support</i>	Private Operating Foundation	\$783,000	\$ 0	\$783,000
North Dakota Women's Network 418 E. Rosser, Suite 100 Bismarck, ND 58501 <i>General Support</i>	Public Charity	\$200,000	\$ 80,000	\$120,000
Totals		\$ 5,983,000	\$ 2,487,576	\$ 3,495,424