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or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2009

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 2009, or tax year beginning DEC 1, 2009, and ending NOV 30, 2010

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

|                                                                                                                                                                                                                                                   |                                                                                                           |                                                                                                                                                  |                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Use the IRS label. Otherwise, print or type. See Specific Instructions.                                                                                                                                                                           | Name of foundation<br><b>CHAMBERS FAMILY FUND</b>                                                         |                                                                                                                                                  | A Employer identification number<br><b>84-0929410</b>                                                                                                                        |
|                                                                                                                                                                                                                                                   | Number and street (or P O box number if mail is not delivered to street address)<br><b>44 Cook Street</b> |                                                                                                                                                  | B Telephone number<br><b>303-839-4620</b>                                                                                                                                    |
|                                                                                                                                                                                                                                                   | Room/suite<br><b>240</b>                                                                                  |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
|                                                                                                                                                                                                                                                   | City or town, state, and ZIP code<br><b>Denver, CO 80206</b>                                              |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation |                                                                                                           |                                                                                                                                                  |                                                                                                                                                                              |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 56,529,271.</b>                                                                                                                                       |                                                                                                           | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ |                                                                                                                                                                              |
| E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                                                                                     |                                                                                                           |                                                                                                                                                  |                                                                                                                                                                              |
| F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                                                                                  |                                                                                                           |                                                                                                                                                  |                                                                                                                                                                              |

| Part I Analysis of Revenue and Expenses<br>(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) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  | 2,109.                             |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 860.                               | 860.                      |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                           |  | 726,941.                           | 726,941.                  |                         |                                                             |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 1,217,055.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                      |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 1,217,055.                |                         |                                                             |
| 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                                                                                                                                    |  | <536,700.>                         | <296,992.>                |                         | Statement 1                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 1,410,265.                         | 1,647,864.                |                         |                                                             |
| 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                                                                                           |  | 2,551,622.                         | 135,899.                  |                         | 2,376,690.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | <1,141,357.>                       |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 1,511,965.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

SEE DETAIL OF EXPENSES ON FOLLOWING PAGE

gk  
✓ → 2

| 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                                                  | 6,531,192.                                                                                      | 1,421,850.     | 1,421,850.            |
|                             | 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                                                    | 4,529,181.                                                                                      | 7,230,310.     | 7,484,039.            |
|                             | c Investments - corporate bonds Stmt 8                                                    | 9,174,257.                                                                                      | 7,053,254.     | 7,281,956.            |
| Liabilities                 | 11 Investments - land, buildings, and equipment basis ▶                                   |                                                                                                 |                |                       |
|                             | Less accumulated depreciation ▶                                                           |                                                                                                 |                |                       |
|                             | 12 Investments - mortgage loans                                                           |                                                                                                 |                |                       |
|                             | 13 Investments - other Stmt 9                                                             | 23,310,898.                                                                                     | 26,698,757.    | 40,337,829.           |
|                             | 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)                                           | 43,549,125.                                                                                     | 42,407,768.    | 56,529,271.           |
|                             | 17 Accounts payable and accrued expenses                                                  |                                                                                                 |                |                       |
|                             | 18 Grants payable                                                                         |                                                                                                 |                |                       |
| Net Assets or Fund Balances | 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 ▶ <input type="checkbox"/>                   |                                                                                                 |                |                       |
|                             | and complete lines 24 through 26 and lines 30 and 31.                                     |                                                                                                 |                |                       |
|                             | 24 Unrestricted                                                                           |                                                                                                 |                |                       |
|                             | 25 Temporarily restricted                                                                 |                                                                                                 |                |                       |
|                             | 26 Permanently restricted                                                                 |                                                                                                 |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                                                                                                 |                |                       |
|                             | and complete lines 27 through 31.                                                         |                                                                                                 |                |                       |
|                             | 27 Capital stock, trust principal, or current funds                                       | 0.                                                                                              | 0.             |                       |
| Net Assets or Fund Balances | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                         | 0.                                                                                              | 0.             |                       |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                       | 43,549,125.                                                                                     | 42,407,768.    |                       |
|                             | 30 Total net assets or fund balances                                                      | 43,549,125.                                                                                     | 42,407,768.    |                       |
|                             | 31 Total liabilities and net assets/fund balances                                         | 43,549,125.                                                                                     | 42,407,768.    |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 43,549,125.  |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <1,141,357.> |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.           |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 42,407,768.  |
| 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 | 42,407,768.  |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b See Attached Statement                                                                                                           |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 | 1,217,055.                                   |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | 1,217,055.                                                                                      |

|                                                                                                                                                                                 |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                          | 2 | 1,217,055. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2008                                                              | 3,068,219.                            | 50,270,080.                               | .061035                                                  |
| 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                                                  |

|                                                                                                                                                                                |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 .287743     |
| 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 .057549     |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                                 | 4 54,138,030. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 3,115,589.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 15,120.     |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 3,130,709.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 2,376,690.  |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |    | 1       | 30,239. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                                                                                              |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 2       | 0.      |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 3       | 30,239. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |    | 4       | 0.      |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |    | 5       | 30,239. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |         |         |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                    | 6a | 35,500. |         |
| 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  | 35,500. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  |         |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 | 5,261.  |         |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 5,261. Refunded <input type="checkbox"/>                                                                                                 | 11 | 0.      |         |

**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)?<br>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  |
| 1c 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:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                   |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                     |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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) <input type="checkbox"/> CO                                                                                                                                                                                                          |     |    |
| 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 2009 or the taxable year beginning in 2009 (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?<br>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><br>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<br>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?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                       | 1b                                                                  | 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 2009?                                                                                                                                                                                                                                                                                                         | 1c                                                                  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                  |                                                                     |    |
| a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?<br>If "Yes," list the years ► _____, _____, _____                                                                                                                                                                                                                                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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                                                                 | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____, _____, _____                                                                                                                                                                                                                                                                                                                                                       |                                                                     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2009 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 2009.) | 3b                                                                  | X  |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                | 4a                                                                  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?                                                                                                                                                                                                                                                               | 4b                                                                  | 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 "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

**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     |                                                           | 200,241.                                  | 31,921.                                                               | 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| Sandra Zick                                                   | Admin assistant                                           |                  |                                                                       |                                       |
|                                                               | 40.00                                                     | 51,226.          | 3,226.                                                                | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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**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<br>One N. Wacker Drive, Chicago, IL 60606 | Investment manager  | 56,500.          |
|                                                                       |                     |                  |
|                                                                       |                     |                  |
|                                                                       |                     |                  |
|                                                                       |                     |                  |
|                                                                       |                     |                  |
|                                                                       |                     |                  |
|                                                                       |                     |                  |

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 |          |
|                | 131,398. |
| 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                                                          |        |
|                                                            |        |
|                                                            |        |
| 3 All other program-related investments. See instructions. |        |
|                                                            |        |
|                                                            |        |
| <b>Total.</b> 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 | 52,904,971. |
| b | Average of monthly cash balances                                                                            | 1b | 2,057,496.  |
| c | Fair market value of all other assets                                                                       | 1c |             |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 54,962,467. |
| 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  | 54,962,467. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 824,437.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 54,138,030. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 2,706,902.  |

**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  | 2,706,902. |
| 2a | Tax on investment income for 2009 from Part VI, line 5                                             | 2a | 30,239.    |
| b  | Income tax for 2009. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 30,239.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 2,676,663. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 2,676,663. |
| 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  | 2,676,663. |

**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 | 2,376,690. |
| 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  | 2,376,690. |
| 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  | 0.         |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 2,376,690. |

**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)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | 2,676,663.  |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2004                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2005                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2006                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2007                                                                                                                                                                | 666,298.      |                            |             |             |
| <b>e</b> From 2008                                                                                                                                                                | 615,781.      |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 1,282,079.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,376,690.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | 2,376,690.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 299,973.      |                            |             | 299,973.    |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 982,106.      |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | 982,106.      |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2005                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2006                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2007                                                                                                                                                         | 366,325.      |                            |             |             |
| <b>d</b> Excess from 2008                                                                                                                                                         | 615,781.      |                            |             |             |
| <b>e</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |



**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount     |
|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Name and address (home or business)                      |                                                                                                           |                                |                                  |            |
| <b>a</b> Paid during the year<br>See statement 13        |                                                                                                           |                                |                                  | 1,947,592. |
| <b>Total</b>                                             |                                                                                                           |                                | ▶ <b>3a</b>                      | 1,947,592. |
| <b>b</b> Approved for future payment<br>See statement 14 |                                                                                                           |                                |                                  | 2,967,303. |
| <b>Total</b>                                             |                                                                                                           |                                | ▶ <b>3b</b>                      | 2,967,303. |

**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)<br>Related or exempt<br>function income |
|----------------------------------------------------------------------|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|---------------------------------------------|
|                                                                      | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |    |                                             |
| <b>1</b> Program service revenue:                                    |                         |                           |                               |                                      |    |                                             |
| a _____                                                              |                         |                           |                               |                                      |    |                                             |
| b _____                                                              |                         |                           |                               |                                      |    |                                             |
| c _____                                                              |                         |                           |                               |                                      |    |                                             |
| d _____                                                              |                         |                           |                               |                                      |    |                                             |
| e _____                                                              |                         |                           |                               |                                      |    |                                             |
| f _____                                                              |                         |                           |                               |                                      |    |                                             |
| g Fees and contracts from government agencies                        |                         |                           |                               |                                      |    |                                             |
| <b>2</b> Membership dues and assessments                             |                         |                           |                               |                                      |    |                                             |
| <b>3</b> Interest on savings and temporary cash<br>investments       |                         |                           | 14                            | 860.                                 |    |                                             |
| <b>4</b> Dividends and interest from securities                      |                         |                           | 14                            | 726,941.                             |    |                                             |
| <b>5</b> Net rental income or (loss) from real estate:               |                         |                           |                               |                                      |    |                                             |
| a Debt-financed property                                             |                         |                           |                               |                                      |    |                                             |
| b Not debt-financed property                                         |                         |                           |                               |                                      |    |                                             |
| <b>6</b> Net rental income or (loss) from personal<br>property       |                         |                           |                               |                                      |    |                                             |
| <b>7</b> Other investment income                                     | 531390                  | <239,708.>                | 14                            | <297,153.>                           |    |                                             |
| <b>8</b> Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 14                            | 1,217,055.                           |    |                                             |
| <b>9</b> Net income or (loss) from special events                    |                         |                           |                               |                                      |    |                                             |
| <b>10</b> Gross profit or (loss) from sales of inventory             |                         |                           |                               |                                      |    |                                             |
| <b>11</b> Other revenue:                                             |                         |                           |                               |                                      |    |                                             |
| a <b>Select Equity Class</b>                                         |                         |                           |                               |                                      |    |                                             |
| b <b>Action Proceeds</b>                                             |                         |                           | 14                            | 161.                                 |    |                                             |
| c _____                                                              |                         |                           |                               |                                      |    |                                             |
| d _____                                                              |                         |                           |                               |                                      |    |                                             |
| e _____                                                              |                         |                           |                               |                                      |    |                                             |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                    |                         | <239,708.>                |                               | 1,647,864.                           |    | 0.                                          |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      | 13 | 1,408,156.                                  |

(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**

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

[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 or fiduciary) is based on all information of which preparer has any knowledge.

|                          |                                                                                                                                                              |  |                                                |                                                 |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------|-------------------------------------------------|
| Sign Here                | Signature of officer or trustee <i>Letty Bass</i>                                                                                                            |  | Date <i>4/12/11</i>                            | Title <b>Executive Director</b>                 |
|                          | Preparer's signature <i>Laurie Anderson</i>                                                                                                                  |  | Date <b>3-30-11</b>                            | Check if self-employed <input type="checkbox"/> |
| Paid Preparer's Use Only | Firm's name (or yours if self-employed), address, and ZIP code <b>Kundinger, Corder &amp; Engle, P.C.<br/>475 Lincoln St., Ste. 200<br/>Denver, CO 80203</b> |  | Preparer's identifying number <b>P01416697</b> |                                                 |
|                          | EIN <b>13-0000000</b>                                                                                                                                        |  | Phone no. <b>303-534-5953</b>                  |                                                 |

## CHAMBERS FAMILY FUND

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a Publicly traded securities                                                                                                        | P                                                | Various                              | Various                          |
| b Cerberus International                                                                                                             | P                                                | Various                              | Various                          |
| c Highbridge Capital Corporation                                                                                                     | P                                                | Various                              | Various                          |
| d Raptor Global Fund                                                                                                                 | P                                                | Various                              | Various                          |
| e Sowood Alpha Fund Ltd.                                                                                                             | P                                                | Various                              | Various                          |
| f Brinson Partners                                                                                                                   | P                                                | Various                              | Various                          |
| g Davidson Kempner Institutional Funds                                                                                               | P                                                | Various                              | Various                          |
| h MHR Institutional Funds LP                                                                                                         | P                                                | Various                              | Various                          |
| i Olympus Real Estate Fund III                                                                                                       | P                                                | Various                              | Various                          |
| j Palo Alto UBTI Free LP                                                                                                             | P                                                | Various                              | Various                          |
| k Newport Asia Institutional Fund LP                                                                                                 | P                                                | Various                              | Various                          |
| l DLJ Hicks Muse                                                                                                                     | P                                                | Various                              | Various                          |
| m Royal Alliance Associates                                                                                                          | P                                                | Various                              | Various                          |
| n Convexity Capital Offshore LP                                                                                                      | P                                                | Various                              | Various                          |
| o Capital Guardian                                                                                                                   | P                                                | Various                              | Various                          |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 | 458,119.                                     |
| b                     |                                            |                                                 | 191,029.                                     |
| c                     |                                            |                                                 | 30,025.                                      |
| d                     |                                            |                                                 | 5,596.                                       |
| e                     |                                            |                                                 | <72,686.>                                    |
| f                     |                                            |                                                 | 43,362.                                      |
| g                     |                                            |                                                 | 153,645.                                     |
| h                     |                                            |                                                 | 1,135.                                       |
| i                     |                                            |                                                 | 3,141.                                       |
| j                     |                                            |                                                 | <159,934.>                                   |
| k                     |                                            |                                                 | <20,506.>                                    |
| l                     |                                            |                                                 | <17,201.>                                    |
| m                     |                                            |                                                 | 23.                                          |
| n                     |                                            |                                                 | 601,131.                                     |
| o                     |                                            |                                                 | 176.                                         |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 458,119.                                                                                                |
| b                         |                                      |                                                 | 191,029.                                                                                                |
| c                         |                                      |                                                 | 30,025.                                                                                                 |
| d                         |                                      |                                                 | 5,596.                                                                                                  |
| e                         |                                      |                                                 | <72,686.>                                                                                               |
| f                         |                                      |                                                 | 43,362.                                                                                                 |
| g                         |                                      |                                                 | 153,645.                                                                                                |
| h                         |                                      |                                                 | 1,135.                                                                                                  |
| i                         |                                      |                                                 | 3,141.                                                                                                  |
| j                         |                                      |                                                 | <159,934.>                                                                                              |
| k                         |                                      |                                                 | <20,506.>                                                                                               |
| l                         |                                      |                                                 | <17,201.>                                                                                               |
| m                         |                                      |                                                 | 23.                                                                                                     |
| n                         |                                      |                                                 | 601,131.                                                                                                |
| o                         |                                      |                                                 | 176.                                                                                                    |

|                                                                                                                                                                                     |   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 1,217,055. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A        |

Form 990-PF

Other Income

Statement 1

| Description                           | (a)<br>Revenue<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| Brinson Partnership Fund              | <15,983.>                   | 0.                                |                               |
| Brinson Partnership Fund              | <104,495.>                  | <104,495.>                        |                               |
| Olympus Real Estate Fund              | <223,725.>                  | 0.                                |                               |
| Olympus Real Estate Fund              | <7,041.>                    | <7,041.>                          |                               |
| MHR Institutional Fund                | <8,697.>                    | <8,697.>                          |                               |
| Palo Alto UBTI Free LP                | <37,473.>                   | <37,473.>                         |                               |
| DLJ Hicks Muse                        | <572.>                      | <572.>                            |                               |
| Newport Asia                          | <30,102.>                   | <30,102.>                         |                               |
| Davidson Kempner Institutional        | <108,773.>                  | <108,773.>                        |                               |
| Select Equity Class Action Proceeds   | 161.                        | 161.                              |                               |
| Total to Form 990-PF, Part I, line 11 | <536,700.>                  | <296,992.>                        |                               |



Form 990-PF

Legal Fees

Statement 2

| Description                | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| Tuthill & Hughes LLP       | 3,933.                       | 2,174.                            |                               | 1,759.                        |
| To Fm 990-PF, Pg 1, ln 16a | 3,933.                       | 2,174.                            |                               | 1,759.                        |

| Form 990-PF                        | Accounting Fees              |                                   |                               | Statement                     | 3 |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description                        | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |   |
| Kundinger, Corder & Engle,<br>P.C. | 18,500.                      | 1,850.                            |                               | 16,650.                       |   |
| To Form 990-PF, Pg 1, ln 16b       | 18,500.                      | 1,850.                            |                               | 16,650.                       |   |

| Form 990-PF                          | Other Professional Fees      |                                   |                               | Statement                     | 4 |
|--------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description                          | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |   |
| Mellon Capital Management            | 1,054.                       | 1,054.                            |                               | 0.                            |   |
| Select Equity                        | 6,394.                       | 6,394.                            |                               | 0.                            |   |
| Monticello Associates                | 50,000.                      | 50,000.                           |                               | 0.                            |   |
| UBS Global Asset<br>Management       | 56,500.                      | 56,500.                           |                               | 0.                            |   |
| Donald J. Hopkins                    | 7,665.                       | 0.                                |                               | 7,665.                        |   |
| Masten Fine Art, Inc.                | 570.                         | 0.                                |                               | 570.                          |   |
| Ruby Slipper Designs                 | 2,362.                       | 0.                                |                               | 2,362.                        |   |
| Debra Boyan                          | 11,900.                      | 0.                                |                               | 11,900.                       |   |
| Peri Marketing & Public<br>Relations | 1,625.                       | 0.                                |                               | 1,625.                        |   |
| Biography Media Ltd                  | 2,420.                       | 0.                                |                               | 2,420.                        |   |
| To Form 990-PF, Pg 1, ln 16c         | 140,490.                     | 113,948.                          |                               | 26,542.                       |   |

| Form 990-PF                                 | Taxes                        |                                   |                               | Statement                     | 5 |
|---------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description                                 | (a)<br>Expenses<br>Per Books | (b)<br>Net Invest-<br>ment Income | (c)<br>Adjusted<br>Net Income | (d)<br>Charitable<br>Purposes |   |
| Estimated 2010 excise<br>taxes paid in 2009 | 35,500.                      | 0.                                |                               | 0.                            |   |
| 2009 excise taxes paid in<br>2010           | 3,533.                       | 0.                                |                               | 0.                            |   |
| Foreign taxes                               | 3,077.                       | 3,077.                            |                               | 0.                            |   |
| To Form 990-PF, Pg 1, ln 18                 | 42,110.                      | 3,077.                            |                               | 0.                            |   |

## CHAMBERS FAMILY FUND

84-0929410

## Form 990-PF

## Other Expenses

## Statement 6

| Description                         | (a) Expenses<br>Per Books | (b) Net<br>Investment<br>Income | (d) Disbursements<br>for Charitable<br>Purposes | Direct<br>Charitable<br>Programs<br>(Statement 1-A) | Grant<br>Administration | General<br>and<br>Administrative |
|-------------------------------------|---------------------------|---------------------------------|-------------------------------------------------|-----------------------------------------------------|-------------------------|----------------------------------|
|                                     |                           |                                 |                                                 |                                                     |                         |                                  |
| Payroll service fees                | \$ 8,336                  | 308                             | 8,028                                           | 2,768                                               | 2,576                   | 2,684                            |
| Insurance                           | 2,639                     | -                               | 2,639                                           | -                                                   | -                       | 2,639                            |
| Licenses and fees                   | 183                       | -                               | 183                                             | -                                                   | -                       | 183                              |
| Computer and other office equipment | 5,378                     | 538                             | 4,840                                           | -                                                   | -                       | 4,840                            |
| Furniture & fixtures                | 1,866                     | 69                              | 1,797                                           | 620                                                 | 577                     | 600                              |
| Other                               | 2,532                     | -                               | 2,532                                           | -                                                   | -                       | 2,532                            |
|                                     | \$ 20,934                 | 915                             | 20,019                                          | 3,388                                               | 3,153                   | 13,478                           |

Form 990-PF

Corporate Stock

Statement 7

| Description                             | Book Value | Fair Market Value |
|-----------------------------------------|------------|-------------------|
| Vanguard Growth Index Fund              | 2,524,045. | 2,548,402.        |
| Dodge & Cox International               | 2,189,429. | 2,398,369.        |
| Jensen Quality Growth Fund              | 2,516,836. | 2,537,268.        |
| Total to Form 990-PF, Part II, line 10b | 7,230,310. | 7,484,039.        |

Form 990-PF

Corporate Bonds

Statement 8

| Description                             | Book Value | Fair Market Value |
|-----------------------------------------|------------|-------------------|
| PIMCO Low Duration Institutional Fund   | 1,973,479. | 2,124,941.        |
| PIMCO Short Term Institutional Fund     | 5,079,775. | 5,157,015.        |
| Total to Form 990-PF, Part II, line 10c | 7,053,254. | 7,281,956.        |

| Form 990-PF                            | Other Investments | Statement   | 9                 |
|----------------------------------------|-------------------|-------------|-------------------|
| Description                            | Valuation Method  | Book Value  | Fair Market Value |
| Highbridge Capital Fund                | COST              | 1,135,033.  | 4,362,008.        |
| Cerberus International Ltd.            | COST              | 1,419,274.  | 3,639,960.        |
| Newport Asia Institutional Fund        | COST              | 1,974,229.  | 3,572,027.        |
| Convexity Capital Offshore LP          | COST              | 2,434,465.  | 4,634,430.        |
| Palo Alto UBTI Free LP                 | COST              | 3,054,311.  | 3,218,733.        |
| Maverick                               | COST              | 1,705,256.  | 4,555,917.        |
| Raptor Global Fund LP                  | COST              | 395,851.    | 416,400.          |
| Sowood Alpha Fund Ltd.                 | COST              | 104,716.    | 33,696.           |
| Brinson Partnership Fund               | COST              | 4,035,597.  | 5,271,143.        |
| Olympus III                            | COST              | 757,996.    | 247,430.          |
| MHR Institutional Partners             | COST              | 543,016.    | 850,720.          |
| DLJ Hicks Muse                         | COST              | <94,918.>   | 49,465.           |
| Davidson Kempner Institutional Funds   | COST              | 3,236,626.  | 3,536,412.        |
| Capital Guardian Emerging Markets      | COST              | 997,305.    | 1,088,889.        |
| Eminence Fund, Ltd.                    | COST              | 3,000,000.  | 2,817,672.        |
| Lansdowne European Equity Fund         | COST              | 2,000,000.  | 2,042,927.        |
| Total to Form 990-PF, Part II, line 13 |                   | 26,698,757. | 40,337,829.       |



Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 10

| Name and Address                                                  | Title and<br>Avrg Hrs/Wk          | Compen-<br>sation | Employee<br>Ben Plan Expense<br>Contrib Account |    |
|-------------------------------------------------------------------|-----------------------------------|-------------------|-------------------------------------------------|----|
| Merle C. Chambers<br>44 Cook Street, Ste. 240<br>Denver, CO 80206 | President<br>12.00                | 0.                | 0.                                              | 0. |
| Letty Bass<br>44 Cook Street, Ste. 240<br>Denver, CO 80206        | Secretary/Executive Dir.<br>40.00 | 184,210.          | 28,517.                                         | 0. |
| Sally Leibbrandt<br>44 Cook Street, Ste. 240<br>Denver, CO 80206  | Assistant Secretary<br>2.00       | 0.                | 0.                                              | 0. |
| Joy Hall<br>44 Cook Street, Ste. 240<br>Denver, CO 80206          | Treasurer<br>5.00                 | 16,031.           | 3,404.                                          | 0. |
| Hugh A. Grant<br>44 Cook Street, Ste. 240<br>Denver, CO 80206     | Director<br>0.25                  | 0.                | 0.                                              | 0. |
| Donald Hopkins<br>44 Cook Street, Ste. 240<br>Denver, CO 80206    | Director<br>0.25                  | 0.                | 0.                                              | 0. |
| Marla Williams<br>44 Cook Street, Ste. 240<br>Denver, CO 80206    | Director<br>0.25                  | 0.                | 0.                                              | 0. |
| Totals included on 990-PF, Page 6, Part VIII                      |                                   | 200,241.          | 31,921.                                         | 0. |

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|             |                                      |              |
|-------------|--------------------------------------|--------------|
| Form 990-PF | Expenditure Responsibility Statement | Statement 11 |
|             | Part VII-B, Line 5c                  |              |

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Grantee's Name

Kirkland Museum of Fine &amp; 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> |
|---------------------|----------------------|------------------------|--------------------------|
| 261,000.            | 01/19/10             | 261,000.               | 12/31/10                 |

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 &amp; 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> |
|---------------------|----------------------|------------------------|--------------------------|
| 261,000.            | 05/05/10             | 261,000.               | 12/31/10                 |

Purpose of Grant

general operating funds

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 &amp; 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> |
|---------------------|----------------------|------------------------|--------------------------|
| 261,000.            | 09/15/10             | 261,000.               | 12/31/10                 |

Purpose of Grant

general operating funds

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, 2010**

**Schedule 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 foundation increases access to opportunities that improve the chances for success and quality of life for those who are most impacted by economic, social and political injustice. Chambers Family Fund helps women become economically self-sufficient, promotes early care and education, strengthens justice, equality and opportunity, and supports the enduring contributions of Kirkland Museum of Fine & Decorative Art.

The foundation makes a significant investment in direct charitable activities by investing time and expertise in special nonprofit initiatives. Through these activities and programs, Chambers Family 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, Chambers Family 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 foundation 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 foundation staff participate in collaborative efforts and community planning to create a statewide system of quality childcare in Colorado. In addition, Chambers Family Fund is a partner in a national initiative that links quality childcare to future educational success.

Planning and Community Service – The foundation staff serve on task forces and planning committees that strategize and recommend solutions to issues in line with Chambers Family Fund's program areas: women's economic self-sufficiency, early care and education of children, justice, equality and opportunity and Kirkland Museum of Fine & Decorative Art.

| <b>Name and Address</b> | <b>Status</b> | <b>Amount</b> |
|-------------------------|---------------|---------------|
|-------------------------|---------------|---------------|

**Program Area Grants Over \$5,000****Early Care and Education**

|                                                                                                                                          |                |           |
|------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------|
| <b>Clayton Early Learning</b><br>3801 Martin Luther King Boulevard<br>Denver, CO 80205<br><i>Clayton Educare Center Capital Campaign</i> | Public Charity | \$200,000 |
| <b>Colorado Nonprofit Development Center</b><br>4130 Tejon Street, Suite A<br>Denver, CO 80211<br><i>Early Learning Partnership</i>      | Public Charity | \$10,000  |
| <b>Qualistar Colorado</b><br>3607 Martin Luther King Boulevard<br>Denver, CO 80205<br><i>General Support</i>                             | Public Charity | \$10,000  |

**Women's Economic Self-Sufficiency**

|                                                                                                                                                                                                                              |                |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------|
| <b>The Women's Foundation of Colorado</b><br>The Chambers Center<br>1901 E. Asbury Avenue<br>Denver, CO 80208<br><i>White House Women of Excellence Leadership and<br/>Mentoring Initiative and WFN Conference Reception</i> | Public Charity | \$19,000 |
| <b>Colorado Center on Law and Policy</b><br>789 Sherman Street, Suite 300<br>Denver, CO 80203<br><i>Self-Sufficiency Project</i>                                                                                             | Public Charity | \$15,000 |
| <b>Global Fund for Women</b><br>222 Sutter Street, Suite 500<br>San Francisco, CA 94108<br><i>International Women's Funding</i>                                                                                              | Public Charity | \$10,000 |

**Women's Funds Initiative**

|                                                                                                                                                                                           |                |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------|
| <b>Fargo-Moorhead Area Foundation</b><br>502 First Avenue North, Suite 202<br>Fargo, ND 58102-4804<br><i>Women's Fund of Fargo-Moorhead Operating Support<br/>and Endowment Challenge</i> | Public Charity | \$75,000 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------|

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                                                                                                                | <b>Status</b>  | <b>Amount</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>North Dakota Women's Network</b><br>418 E. Rosser, Suite 100<br>Bismarck, ND 58501<br><i>Statewide Policy Change and Advocacy</i>                                                                                                   | Public Charity | \$40,000      |
| <b>Community Foundation of Grand Forks, East Grand Forks &amp; Region</b><br>620 DeMers Avenue<br>Grand Forks, ND 58201<br><i>Women's Fund of Grand Forks, East Grand Forks &amp; Region Operating Support and Endowment Challenge</i> | Public Charity | \$38,121      |
| <b>Communities Foundation of Oklahoma</b><br>2932 N.W. 122nd Street, Suite D<br>Oklahoma City, OK 73120-1955<br><i>Women's Foundation of Oklahoma Operating Support</i>                                                                | Public Charity | \$25,000      |
| <b>Montana Community Foundation</b><br>1 N. Last Chance Gulch, Suite 1<br>P.O. Box 1145<br>Helena, MT 59601<br><i>Women's Foundation of Montana Operating Support</i>                                                                  | Public Charity | \$25,000      |
| <b>Wyoming Community Foundation</b><br>313 S. Second Street<br>Laramie, WY 82070<br><i>Wyoming Women's Foundation Operating Support</i>                                                                                                | Public Charity | \$25,000      |

**Justice, Equality and Opportunity**

|                                                                                                                                        |                |           |
|----------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------|
| <b>The Bell Policy Center</b><br>1905 Sherman Street, Suite 900<br>Denver, CO 80203<br><i>Policy, Research and Advocacy</i>            | Public Charity | \$155,000 |
| <b>Colorado Nonprofit Association</b><br>455 Sherman Street, Suite 207<br>Denver, CO 80203-4494<br><i>The Fiscal Education Project</i> | Public Charity | \$25,000  |
| <b>NARAL Pro-Choice Colorado Foundation</b><br>1905 Sherman Street, Suite 800<br>Denver, CO 80203<br><i>Public Education</i>           | Public Charity | \$10,000  |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b><u>Name and Address</u></b>                                                                                                                        | <b><u>Status</u></b> | <b><u>Amount</u></b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
| <b>Planned Parenthood of the Rocky Mountains</b><br>7155 E. 38th Avenue<br>Denver, CO 80207<br><i>General Support</i>                                 | Public Charity       | \$10,000             |
| <b>Political Research Associates</b><br>1310 Broadway, Suite 201<br>Somerville, MA 02144<br><i>Research and Analysis for a More Inclusive Society</i> | Public Charity       | \$5,000              |

**Kirkland Museum of Fine & Decorative Art**

|                                                                                                                        |                              |           |
|------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------|
| <b>Kirkland Museum of Fine &amp; Decorative Art</b><br>1311 Pearl Street<br>Denver, CO 80203<br><i>General Support</i> | Private Operating Foundation | \$783,000 |
|------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------|

**Honored Commitments Over \$5,000**

|                                                                                                                                                            |                |           |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-----------|
| <b>City and County of Denver</b><br>1437 Bannock Street<br>Denver, CO 80202<br><i>Ellie Caulkins Opera House at Newton Auditorium<br/>Capital Campaign</i> | Government     | \$200,000 |
| <b>Clyfford Still Museum</b><br>201 W. Colfax Avenue, Department 1007<br>Denver, CO 80202<br><i>Capital Campaign</i>                                       | Public Charity | \$50,000  |
| <b>Saint John's Cathedral</b><br>1350 Washington Street<br>Denver, CO 80203<br><i>General Support</i>                                                      | Public Charity | \$50,000  |
| <b>Episcopal Relief and Development</b><br>815 Second Avenue<br>New York, NY 10017<br><i>The Haiti Fund</i>                                                | Public Charity | \$25,000  |
| <b>Opera Colorado</b><br>695 S. Colorado Boulevard, Suite 20<br>Denver, CO 80246<br><i>General Support and Event Support</i>                               | Public Charity | \$25,000  |



**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                                                     | <b>Status</b>  | <b>Amount</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>Colorado Ballet</b><br>1278 Lincoln Street<br>Denver, CO 80203<br><i>General Support</i>                                                                                 | Public Charity | \$15,000      |
| <b>Colorado Symphony Association</b><br>Boettcher Concert Hall<br>Denver Performing Arts Complex<br>1000 14th Street, Unit 15<br>Denver, CO 80202<br><i>General Support</i> | Public Charity | \$15,000      |
| <b>Aspen Music Festival and School</b><br>2 Music School Road<br>Aspen, CO 81611<br><i>General Support</i>                                                                  | Public Charity | \$11,000      |
| <b>Denver Art Museum</b><br>100 W. 14th Avenue Parkway<br>Denver, CO 80204<br><i>General Support and Collectors' Choice Event Support</i>                                   | Public Charity | \$10,000      |

**Other Grants Over \$5,000**

|                                                                                                                             |                |          |
|-----------------------------------------------------------------------------------------------------------------------------|----------------|----------|
| <b>Junior Achievement Rocky Mountain, Inc.</b><br>1445 Market Street, Suite 200<br>Denver, CO 80202<br><i>Event Support</i> | Public Charity | \$10,000 |
| <b>Boston Landmarks Orchestra</b><br>168 Brattle Street<br>Cambridge, MA 02138-3309<br><i>General Support</i>               | Public Charity | \$5,000  |

**Grants Under \$5,000**

|                                                                                                                                                              |                |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------|
| <b>The Women's Foundation of Colorado</b><br>The Chambers Center<br>1901 E. Asbury Avenue<br>Denver, CO 80208<br><i>Event Support and Matching Gifts</i>     | Public Charity | \$3,925 |
| <b>University of Denver</b><br>2199 S. University Boulevard<br>Denver, CO 80208<br><i>Josef Korbel School of International Studies and<br/>Event Support</i> | Public Charity | \$3,300 |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                                              | <b>Status</b>  | <b>Amount</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>The Aspen Institute</b><br>One Dupont Circle N.W., Suite 700<br>Washington, DC 20036<br><i>General Support</i>                                                    | Public Charity | \$2,500       |
| <b>Colorado Artists Guild</b><br>P.O. Box 100292<br>Denver, CO 80250-0292<br><i>Memories of the Denver Artists Guild</i>                                             | Public Charity | \$2,500       |
| <b>The Denver Center for the Performing Arts</b><br>1101 13th Street<br>Denver, CO 80204<br><i>General Support</i>                                                   | Public Charity | \$2,500       |
| <b>Inspired Legacies</b><br>P.O. Box 1693<br>40 Redwood Drive<br>Ross, CA 94957<br><i>Strategic Philanthropic Resources</i>                                          | Public Charity | \$2,500       |
| <b>KBDI Public TV - 12</b><br>2900 Welton, 1st Floor<br>Denver, CO 80205<br><i>General Support</i>                                                                   | Public Charity | \$2,500       |
| <b>Women's Funding Network</b><br>505 Sansome Street, Second Floor<br>San Francisco, CA 94111<br><i>Foundation Membership</i>                                        | Public Charity | \$2,500       |
| <b>Christ Episcopal Church of Aspen</b><br>536 W. North Street<br>Aspen, CO 81611<br><i>General Support</i>                                                          | Public Charity | \$2,000       |
| <b>Colorado Association of Funders</b><br>c/o Rose Community Foundation<br>600 S. Cherry Street, Suite 1200<br>Denver, CO 80246-1712<br><i>Foundation Membership</i> | Public Charity | \$1,785       |
| <b>Denver Art Museum</b><br>100 W. 14th Avenue Parkway<br>Denver, CO 80204<br><i>General Support</i>                                                                 | Public Charity | \$1,500       |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                                                                  | <b>Status</b>  | <b>Amount</b> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>Colorado Public Radio</b><br>Bridges Broadcast Center<br>7409 S. Alton Court<br>Centennial, CO 80112<br><i>General Support and Matching Gifts</i>                                     | Public Charity | \$1,320       |
| <b>Colorado Women's Hall of Fame</b><br>P.O. Box 18849<br>Denver, CO 80218<br><i>Event Support</i>                                                                                       | Public Charity | \$1,250       |
| <b>Colorado Children's Campaign</b><br>1580 Lincoln Street, Suite 420<br>Denver, CO 80203<br><i>Event Support and Matching Gifts</i>                                                     | Public Charity | \$1,150       |
| <b>Denver Public Library Friends Foundation</b><br>10 W. 14th Avenue Parkway<br>Denver, CO 80204-9822<br><i>General Support and Matching Gift</i>                                        | Public Charity | \$1,100       |
| <b>Hastings 1066 Foundation</b><br>University of California<br>Hastings College of The Law<br>200 McAllister Street, Suite 209<br>San Francisco, CA 94102-9870<br><i>General Support</i> | Public Charity | \$1,066       |
| <b>Alpha Phi Foundation</b><br>1930 Sherman Avenue<br>Evanston, IL 60201<br><i>General Support</i>                                                                                       | Public Charity | \$1,000       |
| <b>Astraea Lesbian Foundation for Justice</b><br>116 East 16th Street, 7th Floor<br>New York, NY 10003<br><i>Philanthropic Advocacy for Human Rights</i>                                 | Public Charity | \$1,000       |
| <b>Central City Opera House Association</b><br>400 S. Colorado Boulevard, Suite 530<br>Denver, CO 80246<br><i>General Support</i>                                                        | Public Charity | \$1,000       |
| <b>Colorado Historical Society</b><br>1300 Broadway<br>Denver, CO 80203<br><i>General Support</i>                                                                                        | Public Charity | \$1,000       |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                            | <b>Status</b>  | <b>Amount</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>Historic Denver</b><br>1628 16th Street, Suite 200<br>Denver, CO 80202<br><i>General Support</i>                                                | Public Charity | \$1,000       |
| <b>Mile High Montessori Early Learning Centers</b><br>1780 Marion Street<br>Denver, CO 80218<br><i>Quality Child Care for At Risk Children</i>     | Public Charity | \$1,000       |
| <b>North Shore Country Day School</b><br>310 Green Bay Road<br>Winnetka, IL 60093-4094<br><i>General Support</i>                                   | Public Charity | \$1,000       |
| <b>Rocky Mountain PBS</b><br>1089 Bannock Street<br>Denver, CO 80204-4000<br><i>General Support</i>                                                | Public Charity | \$1,000       |
| <b>UC Berkeley Foundation</b><br>2080 Addison Street, Suite 4200<br>Berkeley, CA 94720-4200<br><i>General Support</i>                              | Public Charity | \$1,000       |
| <b>University of Denver, Sturm College of Law</b><br>2255 E. Evans Avenue, Suite 390<br>Denver, CO 80208<br><i>Graduate Tax Program</i>            | Public Charity | \$1,000       |
| <b>Funders Network on Population, Reproductive Health &amp; Rights</b><br>P.O. Box 750<br>Rockville, MD 20848-0750<br><i>Foundation Membership</i> | Public Charity | \$845         |
| <b>Parkinson Association of the Rockies</b><br>1325 S. Colorado Boulevard, 204-B<br>Denver, CO 80222<br><i>Matching Gifts</i>                      | Public Charity | \$710         |
| <b>Choate Rosemary Hall Foundation</b><br>333 Christian Street<br>Wallingford, CT 06492-3800<br><i>General Support</i>                             | Public Charity | \$500         |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                                                 | <b>Status</b>  | <b>Amount</b> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>Colorado State University Foundation</b><br>521 University Services Center<br>601 S. Howes Street<br>Fort Collins, CO 80523-7115<br><i>Arts Enrichment Endowment</i> | Public Charity | \$500         |
| <b>Denver Museum of Nature and Science</b><br>2001 Colorado Boulevard<br>Denver, CO 80205-5798<br><i>General Support</i>                                                | Public Charity | \$500         |
| <b>DU Art!</b><br>School of Art and Art History<br>Shwayder Art Building<br>2121 E. Asbury Avenue<br>Denver, CO 80208<br><i>Matching Gift</i>                           | Public Charity | \$500         |
| <b>Museo de las Americas</b><br>861 Santa Fe Drive<br>Denver, CO 80204<br><i>General Support</i>                                                                        | Public Charity | \$500         |
| <b>Clayton Early Learning</b><br>3801 Martin Luther King Boulevard<br>Denver, CO 80205<br><i>Matching Gifts</i>                                                         | Public Charity | \$450         |
| <b>Denver Botanic Gardens</b><br>909 York Street<br>Denver, CO 80206<br><i>General Support</i>                                                                          | Public Charity | \$350         |
| <b>Institute for Women's Policy Research</b><br>1200 18th Street, N.W., Suite 301<br>Washington, DC 20036<br><i>Foundation Membership</i>                               | Public Charity | \$350         |
| <b>Smithsonian Institution</b><br>P.O. Box 37012<br>MRC 712<br>Washington, DC 20013-7012<br><i>General Support</i>                                                      | Public Charity | \$350         |
| <b>International Waldenstrom's Macroglobulinemia Foundation</b><br>3932D Swift Road<br>Sarasota, FL 34231-6541<br><i>Matching Gift</i>                                  | Public Charity | \$300         |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                       | <b>Status</b>  | <b>Amount</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>Colorado Ballet</b><br>1278 Lincoln Street<br>Denver, CO 80203<br><i>General Support</i>                                                   | Public Charity | \$250         |
| <b>Executive Women International</b><br>3033 E. First Avenue, Suite 600<br>Denver, CO 80206<br><i>Matching Gift</i>                           | Public Charity | \$250         |
| <b>Foothills Art Center</b><br>809 15th Street<br>Golden, CO 80401<br><i>General Support</i>                                                  | Public Charity | \$250         |
| <b>Metro Volunteers</b><br>444 Sherman Street, Suite 100<br>Denver, CO 80203<br><i>General Support</i>                                        | Public Charity | \$200         |
| <b>Food Bank of the Rockies</b><br>10700 E. 45th Street<br>Denver, CO 80239<br><i>Matching Gifts</i>                                          | Public Charity | \$150         |
| <b>St. Jude Children's Research Hospital</b><br>262 Danny Thomas Boulevard<br>Mail Stop 512<br>Memphis, TN 38105-0000<br><i>Matching Gift</i> | Public Charity | \$125         |
| <b>Art Students League of Denver</b><br>200 Grant Street<br>Denver, CO 80203<br><i>Matching Gift</i>                                          | Public Charity | \$100         |
| <b>Boy Scouts of America</b><br>Denver Area Council<br>2901 W. 19th Avenue<br>Denver, CO 80204-1786<br><i>Matching Gift</i>                   | Public Charity | \$100         |
| <b>Porter Hospice Foundation</b><br>7995 E. Prentice Avenue, Suite 204<br>Greenwood Village, CO 80111<br><i>Matching Gift</i>                 | Public Charity | \$100         |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                                                                          | <b>Status</b>  | <b>Amount</b> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------|
| <b>Smile Train</b><br>41 Madison Ave Fl 28<br>New York, NY 10010-2351<br><i>Matching Gift</i>                                                                    | Public Charity | \$100         |
| <b>Partners in Health</b><br>P.O. Box 845578<br>888 Common Wealth Avenue, 3rd Floor<br>Boston, MA 02215-1205<br><i>Matching Gift</i>                             | Public Charity | \$80          |
| <b>The ALS Association-Rocky Mountain Chapter</b><br>7403 Church Ranch Boulevard, Suite 250<br>Westminster, CO 80021<br><i>Matching Gift</i>                     | Public Charity | \$50          |
| <b>Alternative Gifts International</b><br>P.O. Box 3810<br>Wichita, KS 67201-3810<br><i>Matching Gift</i>                                                        | Public Charity | \$50          |
| <b>CaringBridge</b><br>1715 Yankee Doodle Road, Suite 301<br>Eagan, MN 55121-1697<br><i>Matching Gift</i>                                                        | Public Charity | \$50          |
| <b>Clean the World Foundation</b><br>P.O. Box 880908<br>8026 Sunport Drive, Suite 306, Orlando, FL 32809<br>Port St Lucie, FL 34988-0908<br><i>Matching Gift</i> | Public Charity | \$50          |
| <b>FCNL Education Fund</b><br>245 2nd Street, N.E.<br>Washington, DC 20002-5761<br><i>Matching Gift</i>                                                          | Public Charity | \$50          |
| <b>Juvenile Diabetes Research Foundation International</b><br>26 Broadway, 14th Floor<br>New York, NY 10004-1838<br><i>Matching Gift</i>                         | Public Charity | \$50          |
| <b>Planned Parenthood Federation of America</b><br>434 W. 33rd Street<br>New York, NY 10001<br><i>Matching Gift</i>                                              | Public Charity | \$50          |

**CHAMBERS FAMILY FUND****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 13**

| <b>Name and Address</b>                                                                                               | <b>Status</b>  | <b>Amount</b>             |
|-----------------------------------------------------------------------------------------------------------------------|----------------|---------------------------|
| <b>Presbyterian Church USA</b><br>100 Witherspoon Street<br>Louisville, KY 40202-1396<br><i>Matching Gift</i>         | Public Charity | \$50                      |
| <b>Wyoming Community Foundation</b><br>313 S. Second Street<br>Laramie, WY 82070<br><i>Event Support</i>              | Public Charity | \$50                      |
| <b>Central Visitation Program</b><br>1660 Sherman Street<br>Denver, CO 80203<br><i>Matching Gift</i>                  | Public Charity | \$40                      |
| <b>William J. Clinton Foundation</b><br>610 President Clinton Avenue<br>Little Rock, AR 72201<br><i>Matching Gift</i> | Public Charity | \$25                      |
|                                                                                                                       | <b>Total</b>   | <b><u>\$1,947,592</u></b> |



**Chambers Family Fund****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 14**

| <b>Name and Address</b>                                                                                                                                              | <b>Status</b>  | <b>Award<br/>Amount</b> | <b>Paid<br/>Amount</b> | <b>Outstanding<br/>Payable</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------------|------------------------|--------------------------------|
| <b>Christ Episcopal Church of Aspen</b><br>536 W. North Street<br>Aspen, CO 81611<br><i>Confirming Our Faith Capital Campaign</i>                                    | Public Charity | \$100,000               | \$0                    | \$100,000                      |
| <b>City and County of Denver</b><br>1437 Bannock Street<br>Denver, CO 80202<br><i>Ellie Caulkins Opera House at Newton Auditorium</i>                                | Government     | \$2,000,000             | \$1,000,000            | \$1,000,000                    |
| <b>Clayton Early Learning</b><br>3801 Martin Luther King Boulevard<br>Denver, CO 80205<br><i>Clayton Educare Center</i>                                              | Public Charity | \$2,000,000             | \$1,400,000            | \$600,000                      |
| <b>Clyfford Still Museum</b><br>201 W. Colfax Avenue, Department 1007<br>Denver, CO 80202<br><i>Capital Campaign</i>                                                 | Public Charity | \$250,000               | \$125,000              | \$125,000                      |
| <b>Colorado Children's Campaign</b><br>1580 Lincoln Street, Suite 420<br>Denver, CO 80203<br><i>General Support</i>                                                  | Public Charity | \$50,000                | \$0                    | \$50,000                       |
| <b>Community Foundation of Grand Forks,<br/>East Grand Forks &amp; Region</b><br>620 DeMers Avenue<br>Grand Forks, ND 58201<br><i>Women's Fund Endowment</i>         | Public Charity | \$200,000               | \$25,697               | \$174,303                      |
| <b>Community Foundation of Grand Forks,<br/>East Grand Forks &amp; Region</b><br>620 DeMers Avenue<br>Grand Forks, ND 58201<br><i>Women's Fund Operating Support</i> | Public Charity | \$100,000               | \$75,000               | \$25,000                       |

**Chambers Family Fund****84-0929410****Form 990-PF****Schedule to Part XV, 3a****Statement 14**

| <b>Name and Address</b>                                                                                                                     | <b>Status</b>                      | <b>Award<br/>Amount</b> | <b>Paid<br/>Amount</b> | <b>Outstanding<br/>Payable</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-------------------------|------------------------|--------------------------------|
| <b>Fargo-Moorhead Area Foundation</b><br>502 First Avenue North, Suite 202<br>Fargo, ND 58102-4804<br><i>Women's Fund Endowment</i>         | Public Charity                     | \$200,000               | \$150,000              | \$50,000                       |
| <b>Fargo-Moorhead Area Foundation</b><br>502 First Avenue North, Suite 202<br>Fargo, ND 58102-4804<br><i>Women's Fund Operating Support</i> | Public Charity                     | \$100,000               | \$75,000               | \$25,000                       |
| <b>Kirkland Museum of Fine &amp; Decorative Art</b><br>1311 Pearl Street<br>Denver, CO 80203<br><i>General Support</i>                      | Private<br>Operating<br>Foundation | \$738,000               | \$0                    | \$738,000                      |
| <b>North Dakota Women's Network</b><br>418 E. Rosser, Suite 100<br>Bismarck, ND 58501<br><i>General Support</i>                             | Public Charity                     | \$200,000               | \$120,000              | \$80,000                       |
| <b>Totals</b>                                                                                                                               |                                    | <b>\$5,938,000</b>      | <b>\$2,970,697</b>     | <b>\$2,967,303</b>             |

## CHAMBERS FAMILY FUND

84-0929410

| Form 990-PF |                                                                 | Analysis of Revenue & Expenses |                                 |                                                 |                                                    |                         | Attachment to page 1             |  |
|-------------|-----------------------------------------------------------------|--------------------------------|---------------------------------|-------------------------------------------------|----------------------------------------------------|-------------------------|----------------------------------|--|
| Line        | Description                                                     | (a) Expenses<br>Per Books      | (b) Net<br>Investment<br>Income | (d) Disbursements<br>for Charitable<br>Purposes | Direct<br>Charitable<br>Programs<br>(Statement 12) | Grant<br>Administration | General<br>and<br>Administrative |  |
| 13          | Compensation of officers, directors,<br>trustees (Statement 10) | \$ 200,241                     | 9,619                           | 190,622                                         | 88,421                                             | 40,526                  | 61,675                           |  |
| 14          | Other employee salaries and wages                               | 68,021                         | -                               | 68,021                                          | 1,025                                              | 30,736                  | 36,260                           |  |
| 15          | Pension plans, employee benefits,<br>payroll tax                | 60,306                         | 2,606                           | 57,700                                          | 20,158                                             | 13,823                  | 23,719                           |  |
| 16a         | Legal fees (Statement 2)                                        | 3,933                          | 2,174                           | 1,759                                           | -                                                  | -                       | 1,759                            |  |
| 16 b        | Accounting fees (Statement 3)                                   | 18,500                         | 1,850                           | 16,650                                          | -                                                  | -                       | 16,650                           |  |
| 16 c        | Other professional fees (Statement 4)                           | 140,490                        | 113,948                         | 26,542                                          | -                                                  | -                       | 26,542                           |  |
| 18          | Taxes (Statement 5)                                             | 42,110                         | 3,077                           | -                                               | -                                                  | -                       | -                                |  |
| 20          | Occupancy                                                       | 46,219                         | 1,710                           | 44,509                                          | 15,345                                             | 14,282                  | 14,882                           |  |
| 21          | Travel, conferences, and meetings                               | 3,061                          | -                               | 3,061                                           | 3,061                                              | -                       | -                                |  |
| 22          | Printing and publications                                       | 215                            | -                               | 215                                             | -                                                  | -                       | 215                              |  |
| 23          | Other expenses (Statement 6)                                    | 20,934                         | 915                             | 20,019                                          | 3,388                                              | 3,153                   | 13,478                           |  |
| 24          | <b>Total operating and<br/>administrative expenses</b>          | <u>604,030</u>                 | <u>135,899</u>                  | <u>429,098</u>                                  | <u>131,398</u>                                     | <u>102,520</u>          | <u>195,180</u>                   |  |
| 25          | <b>Contributions, gifts, grants paid</b>                        | <u>1,947,592</u>               | <u>-</u>                        | <u>1,947,592</u>                                |                                                    |                         |                                  |  |
|             | <b>Total expenses &amp; disbursements</b>                       | <u>\$ 2,551,622</u>            | <u>135,899</u>                  | <u>2,376,690</u>                                |                                                    |                         |                                  |  |