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

OMB No 1545-0052

2010Department 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 2010, or tax year beginning 7/01, 2010, and ending 6/30, 2011

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

THE CHANDLER FOUNDATION, INC.
750 PARK AVENUE 24N
ATLANTA, GA 30326

A Employer identification number

58-1672017

B Telephone number (see the instructions)**C** If exemption application is pending, check here ☐**D** 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 5,618,493.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books**(b)** Net investment income**(c)** Adjusted net income**(d)** Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

13,020.

2 ☒ If the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

53,186.

53,186.

4 Dividends and interest from securities

30,942.

30,942.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

241,425.

b Gross sales price for all assets on line 6a 544,797.

7 Capital gain net income (from Part IV, line 2)

234,441.

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/(loss) (att sch)

11 Other income (attach schedule)

15,518.

12 Total. Add lines 1 through 11

354,091.

318,569.

0.

ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr)

SEE STM 2

2,300.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 3

20,559.

20,559.

24 Total operating and administrative expenses. Add lines 13 through 23

22,859.

20,559.

25 Contributions, gifts, grants paid PART XV

139,960.

139,960.

26 Total expenses and disbursements. Add lines 24 and 25

162,819.

20,559.

0.

139,960.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

191,272.

b Net investment income (if negative, enter -0-)

298,010.

c Adjusted net income (if negative, enter -0-)

0.

5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions.)			Beginning of year	End of year	
					(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing					
	2	Savings and temporary cash investments			171,775.	321,212.	321,212.
	3	Accounts receivable	41,703.				
		Less allowance for doubtful accounts			41,703.	41,703.	20,703.
	4	Pledges receivable					
		Less allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)					
	7	Other notes and loans receivable (attach sch)					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments — U.S. and state government obligations (attach schedule)					
	b	Investments — corporate stock (attach schedule)			2,222,326.	2,271,699.	2,678,453.
	c	Investments — corporate bonds (attach schedule)					
	LIABILITIES	11	Investments — land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)					
12		Investments — mortgage loans					
13		Investments — other (attach schedule)			1,640,635.	1,633,097.	1,991,081.
14		Land, buildings, and equipment basis	607,044.				
		Less accumulated depreciation (attach schedule) SEE STMT 4			607,044.	607,044.	607,044.
15		Other assets (describe)					
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)			4,683,483.	4,874,755.	5,618,493.
17		Accounts payable and accrued expenses					
18		Grants payable					
FUND ASSETS	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
FUND ASSETS	Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31.			X			
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			4,683,483.	4,874,755.	
	30	Total net assets or fund balances (see the instructions)			4,683,483.	4,874,755.	
	31	Total liabilities and net assets/fund balances (see the instructions)			4,683,483.	4,874,755.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,683,483.
2	Enter amount from Part I, line 27a	2	191,272.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,874,755.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,874,755.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 5				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	234,441.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	0.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	182,128.	4,943,005.	0.036846
2008	172,370.	5,370,852.	0.032094
2007	411,536.	6,196,279.	0.066417
2006	265,539.	4,694,874.	0.056559
2005	211,885.	4,326,731.	0.048971

2 Total of line 1, column (d)	2	0.240887
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	0.048177
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	5,343,898.
5 Multiply line 4 by line 3	5	257,453.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,980.
7 Add lines 5 and 6	7	260,433.
8 Enter qualifying distributions from Part XII, line 4	8	139,960.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)		
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	5,960.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,960.
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	5,960.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	5,556.
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	5,556.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	3.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	407.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> <u>GA</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>A. RUSSELL CHANDLER, III</u> Telephone no <u></u> Located at <u>750 PARK AVENUE ATLANTA GA</u> ZIP + 4 <u>30326</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<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 the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
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 2010?	4b	X

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Form 990-PF (2010)

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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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Form 990-PF (2010)

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	4,023,336.
b	Average of monthly cash balances	1b	197,662.
c	Fair market value of all other assets (see instructions)	1c	1,204,279.
d	Total (add lines 1a, b, and c)	1d	5,425,277.
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	5,425,277.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	81,379.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,343,898.
6	Minimum investment return. Enter 5% of line 5	6	267,195.

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	267,195.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,960.
b	Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,960.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,235.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	261,235.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	261,235.

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	139,960.
b	Program-related investments — total from Part IX-B	1b	
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	139,960.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	139,960.

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.

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Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				261,235.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007	23,502.			
d From 2008				
e From 2009				
f Total of lines 3a through e	23,502.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 139,960.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				139,960.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	23,502.			23,502.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				97,773.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

N/A

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

- b** 85% of line 2a

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

- a 'Assets' alternative test – enter

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter

- (1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income.**

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

A. RUSSELL CHANDLER, III

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include

- c** Any submission deadlines

- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 7				
Total			▶ 3a	139,960.
b Approved for future payment				
Total			▶ 3b	

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) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	53,186.	
4 Dividends and interest from securities			14	30,942.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	15,518.	
8 Gain or (loss) from sales of assets other than inventory			18	241,425.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				341,071.	
13 Total. Add line 12, columns (b), (d), and (e)				341,071.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545 0172

2010Attachment
Sequence No **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

THE CHANDLER FOUNDATION, INC.

Identifying number

58-1672017

Business or activity to which this form relates

FORM 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

THE CHANDLER FOUNDATION, INC.

58-1672017

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 15,518.	\$ 15,518.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAXES				
TOTAL	\$ 2,300.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 4.	\$ 4.		
LEGAL & PROFESSIONAL FEES	3,850.	3,850.		
MANAGEMENT FEES	16,705.	16,705.		
TOTAL	\$ 20,559.	\$ 20,559.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	\$ 607,044.		\$ 607,044.	\$ 607,044.
TOTAL	\$ 607,044.	\$ 0.	\$ 607,044.	\$ 607,044.

THE CHANDLER FOUNDATION, INC.

58-1672017

STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	5 JOHNSON & JOHNSON COM USD1	PURCHASED	9/10/2009	7/22/2010
2	180 JOHNSON CTL INC COM	PURCHASED	9/10/2009	7/22/2010
3	38 CUMMINS INC	PURCHASED	9/10/2009	9/10/2010
4	250 SYSCO CORP COM	PURCHASED	6/11/2010	11/22/2010
5	570 BANK OF AMERICA CORP	PURCHASED	3/05/2010	12/07/2010
6	70 COLGATE-PALMOLIVE CO COM	PURCHASED	2/04/2010	2/02/2011
7	1 FRONTIER COMMUNICATIONS CORP COM	PURCHASED	5/28/2009	7/02/2010
8	30 APPLE INC COM STK	PURCHASED	5/28/2009	7/15/2010
9	240 VERIZON COMMUNICATIONS	PURCHASED	5/28/2009	7/15/2010
10	120 KELLOGG CO COM	PURCHASED	9/10/2009	8/20/2010
11	57 FRONTIER COMMUNICATIONS CORP COM	PURCHASED	5/28/2009	7/22/2010
12	100 JOHNSON & JOHNSON COM USD1	PURCHASED	5/28/2009	7/22/2010
13	55 KELLOGG CO COM	PURCHASED	5/28/2009	8/20/2010
14	42 CUMMINS INC	PURCHASED	9/10/2009	9/13/2010
15	240 PG&E CORP COM	PURCHASED	5/28/2009	9/13/2010
16	220 ADOBE SYS INC COM	PURCHASED	5/28/2009	10/05/2010
17	200 HEWLETT PACKARD CO	PURCHASED	5/28/2009	10/05/2010
18	10,000 CONAGRA FOODS INC	PURCHASED	10/01/1986	10/21/2010
19	320 CHARLES SCHWAB CORP COM NEW	PURCHASED	5/28/2009	11/02/2010
20	25 AMAZON COM INC	PURCHASED	5/28/2009	11/22/2010
21	355 CISCO SYSTEMS INC	PURCHASED	9/10/2009	11/22/2010
22	260 TJX COS INC COM NEW	PURCHASED	5/28/2009	12/17/2010
23	140 ADR TEVA PHARMACEUTICAL INDS	PURCHASED	5/28/2009	2/28/2011
24	90 ALTERA CORP COM	PURCHASED	9/10/2009	3/14/2011
25	20 PEPSICO INC COM	PURCHASED	5/28/2009	3/14/2011
26	110 PEPSICO INC COM	PURCHASED	9/10/2009	3/14/2011
27	50,000 PITNEY BOWES INC GLOBAL MED TERM	PURCHASED	9/10/2009	3/14/2011
28	120 FEDEX CORP COM	PURCHASED	12/08/2009	3/25/2011
29	465 CISCO SYSTEMS INC	PURCHASED	5/28/2009	4/12/2011
30	85 NIKE INC CL B	PURCHASED	9/10/2009	4/12/2011
31	395 MICROSOFT CORP	PURCHASED	5/28/2009	5/23/2011
32	210 LOWES COS INC COM	PURCHASED	4/26/2010	6/24/2011
33	160 MEDCO HEALTH SOLUTIONS	PURCHASED	5/28/2009	6/24/2011
34	9,195 MFO PIMCO FDS PAC INVT MGMT SER COMMODIT	PURCHASED	10/20/2009	6/28/2011
35	45 CUMMINS INC	PURCHASED	9/10/2009	12/17/2010
36	ADJUSTMENT TO BASIS - ROUNDING	PURCHASED	9/10/2009	12/17/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	286.		304.	-18.				\$ -18.
2	5,353.		5,009.	344.				344.
3	3,114.		1,781.	1,333.				1,333.
4	7,238.		7,692.	-454.				-454.
5	6,677.		9,911.	-3,234.				-3,234.
6	5,274.		5,610.	-336.				-336.
7	4.		5.	-1.				-1.
8	7,466.		4,006.	3,460.				3,460.
9	6,411.		6,568.	-157.				-157.
10	5,958.		5,763.	195.				195.
11	416.		438.	-22.				-22.
12	5,726.		5,406.	320.				320.
13	2,731.		2,379.	352.				352.
14	3,538.		1,969.	1,569.				1,569.

THE CHANDLER FOUNDATION, INC.

58-1672017

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
15	10,498.		9,104.	1,394.			\$	1,394.
16	5,683.		6,884.	-1,201.				-1,201.
17	8,151.		7,341.	810.				810.
18	228,043.		13,020.	215,023.				215,023.
19	4,915.		5,480.	-565.				-565.
20	4,212.		1,920.	2,292.				2,292.
21	6,910.		7,941.	-1,031.				-1,031.
22	11,329.		8,453.	2,876.				2,876.
23	6,999.		6,566.	433.				433.
24	3,631.		1,857.	1,774.				1,774.
25	1,275.		1,012.	263.				263.
26	7,013.		6,350.	663.				663.
27	52,215.		51,469.	746.				746.
28	10,975.		10,593.	382.				382.
29	8,084.		8,720.	-636.				-636.
30	6,806.		5,776.	1,030.				1,030.
31	9,527.		9,274.	253.				253.
32	4,871.		5,973.	-1,102.				-1,102.
33	8,590.		7,437.	1,153.				1,153.
34	80,000.		76,230.	3,770.				3,770.
35	4,878.		2,110.	2,768.				2,768.
36	0.		5.	-5.				-5.
TOTAL								\$ 234,441.

STATEMENT 6
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
A. RUSSELL CHANDLER, III 750 PARK AVENUE, 24N ATLANTA, GA 30326	MEMBER/DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
MARIA PLANES CHANDLER 750 PARK REGENCY, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
ASHLEY E. CHANDLER 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
MORGAN A. CHANDLER 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.

THE CHANDLER FOUNDATION, INC.

58-1672017

STATEMENT 6 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
WHITNEY R. CHANDLER 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
PATRICIA WALKER C/O 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
GEARL SPICER C/O 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
GRACE FOR ALL P.O. BOX 1006 WILMINGTON, DE 19899	N/A	PUBLIC	GENERAL FUND	\$ 10,000.
GEORGIA TECH FOUNDATION, INC. 760 SPRING ST., NW, STE. 400 ATLANTA, GA 30308	N/A	PUBLIC	GENERAL FUND	2,000.
GEORGIA TECH FUND 760 SPRING ST., NW ATLANTA, GA 30308	N/A	PUBLIC	GENERAL FUND	29,635.
HIGHLANDS - CASHIERS HOSPITAL FOUNDATION P.O. BOX 742 HIGHLANDS, NC 28741	N/A	PUBLIC	GENERAL FUND	1,500.
ONE HEART CHURCH 134 E. ATLANTA RD. STOCKBRIDGE, GA 30281	N/A	PUBLIC	GENERAL FUND	50,000.
TROUT UNLIMITED 1300 N. 17TH ST., STE. 500 ARLINGTON, VA 22209	N/A	PUBLIC	GENERAL FUND	200.

THE CHANDLER FOUNDATION, INC.

58-1672017

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ZEAL, USA P.O. BOX 702066 DALLAS, TX 75370	N/A	PUBLIC	GENERAL FUND	\$ 10,000.
REFLECTIONS MINISTRIES ONE PIEDMONT CENTER, STE. 130 ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	10,000.
CHILDSRING INTERNATIONAL 1328 PEACHTREE ST., NE ATLANTA, GA 30309	N/A	PUBLIC	GENERAL FUND	20,000.
M.D. ANDERSON CANCER CENTER 1515 HOLCOMB BLVD. HOUSTON, TX 77030	N/A	PUBLIC	GENERAL FUND	1,000.
MONTANA LAND RELIANCE P.O. BOX 355 HELENA, MT 59624	N/A	PUBLIC	GENERAL FUND	1,000.
SALVATION ARMY 400 LUCKIE ST, NW ATLANTA, GA 30326	N/A	PUBLIC	GENERAL FUND	325.
THE BASCOM CENTER FOR THE VISUAL ARTS 323 FRANKLIN RD. HIGHLANDS, NC 28741	N/A	PUBLIC	GENERAL FUND	1,500.
SAVANNAH COLLEGE OF ART & DESIGN 1600 PEACHTREE ST. ATLANTA, GA 30309	N/A	PUBLIC	GENERAL FUND	250.
ATLANTA HISTORY CENTER 130 W. PACES FERRY RD. ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	250.
THE 300 CLUB OF ATLANTA 3050 PEACHTREE ROAD, NW, STE. 620 ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	300.
CHILDREN'S HEALTHCARE OF ATLANTA FDN 1687 TULLIE CIRCLE NE ATLANTA, GA 30329		PUBLIC	GENERAL FUND	2,000.

TOTAL \$ 139,960.



Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Consumer Discretionary									
AMAZON COM INC COM (AMZN)	\$204.490	45.00	\$9,202.05	\$3,456.45	\$5,745.60				0.6%
JOHNSON CONTROLS INC. COMMON STOCK \$2.50 PAR (JCI)	41.660	260.00	10,831.60	6,922.19	3,909.41	41.60	166.40	1.5%	0.7%
NIKE INC CL B CL B (NKE)	89.980	75.00	6,748.50	4,786.48	1,962.02	23.25	93.00	1.4%	0.5%
OMNICOM GROUP INC., COMMON STOCK \$.50 PAR (OMC)	48.160	225.00	10,836.00	10,345.48	490.52	56.25	225.00	2.1%	0.7%
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK (HOT)	56.040	105.00	5,884.20	6,294.01	(409.81)		31.50	0.5%	0.4%
V. F. CORP., COMMON STOCK, NO PAR (VFC)	108.560	120.00	13,027.20	12,674.32	352.88		302.40	2.3%	0.9%
WALT DISNEY CO (DIS)	39.040	380.00	14,835.20	10,655.87	4,179.33		152.00	1.0%	1.0%
Total Consumer Discretionary			\$71,364.75	\$55,134.80	\$16,229.95	\$121.10	\$970.30	1.4%	4.9%
Equity Securities - Consumer Staples									
COSTCO WHOLESALE CORP NEW COM (COST)	\$81.240	155.00	\$12,592.20	\$8,612.80	\$3,979.40		\$148.80	1.2%	0.9%
H J HEINZ (HNZ)	53.280	200.00	10,656.00	9,390.26	1,265.74	96.00	384.00	3.6%	0.7%
PEPSICO INC COM (PEP)	70.430	100.00	7,043.00	5,062.00	1,981.00		206.00	2.9%	0.5%
PROCTER & GAMBLE COM NPV (PG)	63.570	210.00	13,349.70	11,534.69	1,815.01		441.00	3.3%	0.9%
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR (WMT)	53.140	120.00	6,376.80	5,954.40	422.40		175.20	2.7%	0.4%

Continued on next page.

Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
WHOLE FOODS MKT INC COM (WFM)	63.450	200.00	12,690.00	8,646.15	4,043.85	20.00	20.00	0.2%	0.9%
Total Consumer Staples			\$62,707.70	\$49,200.30	\$13,507.40	\$116.00	\$1,375.00	2.2%	4.3%
Equity Securities - Energy									
SUNCOR ENERGY INC NEW COM STK (SU)	\$39.100	250.00	\$9,775.00	\$8,430.60	\$1,344.40		\$111.50	1.1%	0.7%
Total Canada - USD			\$9,775.00	\$8,430.60	\$1,344.40		\$111.50	1.1%	0.7%
CHEVRON CORP COM (CVX)	102.840	180.00	18,511.20	12,265.20	6,246.00		561.60	3.0%	1.3%
CONOCOPHILLIPS COM (COP)	75.190	120.00	9,022.80	7,348.03	1,674.77		316.80	3.5%	0.6%
EXXON MOBIL CORP COM (XOM)	81.380	290.00	23,600.20	20,248.60	3,351.60		545.20	2.3%	1.6%
NATIONAL OILWELL VARCO COM STK (NOV)	78.210	180.00	14,077.80	6,831.00	7,246.80		79.20	0.6%	1.0%
NOBLE ENERGY INC COM (NBL)	89.630	80.00	7,170.40	4,932.40	2,238.00		57.60	0.8%	0.5%
SCHLUMBERGER LTD COM COM (SLB)	86.400	120.00	10,368.00	10,812.04	(444.04)	30.00	120.00	1.2%	0.7%
SPECTRA ENERGY CORP COM STK (SE)	27.410	590.00	16,171.90	10,142.02	6,029.88		613.60	3.8%	1.1%
Total Energy			\$108,697.30	\$81,009.89	\$27,687.41	\$30.00	\$2,405.50	2.2%	7.4%
Equity Securities - Financials									
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR (AXP)	\$51.700	200.00	\$10,340.00	\$9,253.71	\$1,086.29	\$36.00	\$144.00	1.4%	0.7%
BERKSHIRE HATHAWAY INC-CL B (BRK/B)	77.390	85.00	6,578.15	6,713.04	(134.89)				0.5%
FRANKLIN RES INC. COMMON STOCK, (BEN)	131.290	80.00	10,503.20	8,837.82	1,665.38	20.00	80.00	0.8%	0.7%

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Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
JPMORGAN CHASE & CO COM (JPM)	40.940	385.00	15,761.90	14,318.17	1,443.73		385.00	2.4%	1.1%
PRINCIPAL FINL GROUP INC COM STK (PFG)	30.420	370.00	11,255.40	11,248.92	6.48		203.50	1.8%	0.8%
SIMON PROPERTY GROUP INC COM (SPG)	116.230	120.00	13,947.60	10,990.54	2,957.06		384.00	2.8%	1.0%
TRAVELERS COS INC COM STK (TRV)	58.380	200.00	11,676.00	10,700.36	975.64		328.00	2.8%	0.8%
US BANCORP (USB)	25.510	410.00	10,459.10	9,007.30	1,451.80	51.25	205.00	2.0%	0.7%
WELLS FARGO & CO NEW COM STK (WFC)	28.060	475.00	13,328.50	11,996.43	1,332.07		228.00	1.7%	0.9%
Total Financials			\$103,849.85	\$93,066.29	\$10,783.56	\$107.25	\$1,957.50	1.9%	7.1%
Equity Securities - Health Care									
NOVARTIS AG (NVS)	\$61.110	230.00	\$14,055.30	\$12,472.05	\$1,583.25		\$461.15	3.3%	1.0%
Total Switzerland - USD			\$14,055.30	\$12,472.05	\$1,583.25		\$461.15	3.3%	1.0%
ABBOTT LABORATORIES, COMMON STOCK, NO PAR (ABT)	52.620	130.00	6,840.60	6,007.30	833.30		249.60	3.6%	0.5%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	28.960	295.00	8,543.20	8,596.98	(53.78)	97.35	389.40	4.6%	0.6%
COVIDIEN PLC USD0.20(P0ST CONSOLIDATION) (COV)	53.230	240.00	12,775.20	10,384.95	2,390.25		192.00	1.5%	0.9%
JOHNSON & JOHNSON COM USD1 (JNJ)	66.520	95.00	6,319.40	5,782.59	536.81		216.60	3.4%	0.4%
MCKESSON CORP (MCK)	83.650	160.00	13,384.00	9,782.62	3,601.38	32.00	128.00	1.0%	0.9%
UNITEDHEALTH GROUP INC COM (UNH)	51.580	370.00	19,084.60	11,944.20	7,140.40		240.50	1.3%	1.3%
Total Health Care			\$81,002.30	\$64,970.69	\$16,031.61	\$129.35	\$1,877.25	2.3%	5.5%

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Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Shares	Market Value	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Industrials								
CUMMINS INC (CMI)	\$103.490	95.00	\$9,831.55	\$5,377.00		\$99.75	1.0%	0.7%
DANAHER CORP. COMMON STOCK \$.01 PAR (DHR)	52.990	400.00	21,196.00	8,536.00	8.00	32.00	0.2%	1.5%
EATON CORP. COMMON STOCK \$.50 PAR (ETN)	51.450	200.00	10,290.00	(608.54)		272.00	2.6%	0.7%
EMERSON ELECTRIC CO COM (EMR)	56.250	280.00	15,750.00	5,793.76		386.40	2.5%	1.1%
GENERAL ELECTRIC CO (GE)	18.860	870.00	16,408.20	2,540.98	130.50	522.00	3.2%	1.1%
GRAINGER, W. W., INC., COMMON STOCK, \$1 PAR (GWW)	153.650	55.00	8,450.75	2,167.29		145.20	1.7%	0.6%
UNITED TECHNOLOGIES CORP COM (UTX)	88.510	110.00	9,736.10	3,586.90		211.20	2.2%	0.7%
Total Industrials			\$91,662.60	\$27,393.39	\$138.50	\$1,668.55	1.8%	6.3%

Equity Securities - Information Technology

ALTERA CORP COM (ALTR)	\$46.350	170.00	\$7,879.50	\$4,918.34		\$40.80	0.5%	0.5%
APPLE INC COM STK (AAPL)	335.670	70.00	23,496.90	12,204.80				1.6%
AUTODESK INC., COMMON STOCK (ADSK)	38.600	170.00	6,562.00	(540.56)				0.4%
CITRIX SYS INC COMMON STOCK (CTXS)	80.000	160.00	12,800.00	4,400.09				0.9%
EMC CORP COM (EMC)	27.550	575.00	15,841.25	4,523.88				1.1%
GOOGLE INC CL A (GOOG)	506.380	30.00	15,191.40	1,806.50				1.0%

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Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	171.550	110.00	18,870.50	11,911.90	6,958.60		330.00	1.7%	1.3%
JUNIPER NETWORKS INC COM (UNPR)	31.500	315.00	9,922.50	11,722.34	(1,799.84)				0.7%
ORACLE CORPORATION COM (ORCL)	32.910	520.00	17,113.20	14,149.20	2,964.00		104.00	0.6%	1.2%
PAYCHEX INC.. COMMON STOCK (PAYX)	30.720	200.00	6,144.00	6,591.12	(447.12)		248.00	4.0%	0.4%
SALESFORCE COM INC COM STK (CRM)	148.980	90.00	13,408.20	8,555.62	4,852.58				0.9%
Total Information Technology			\$147,229.45	\$107,388.18	\$39,841.27		\$722.80	0.5%	10.1%
Equity Securities - Materials									
BHP BILLITON LTD SPONSORED ADR (BHP)	\$94.630	120.00	\$11,355.60	\$8,288.17	\$3,067.43		\$196.80	1.7%	0.8%
Total Australia - USD			\$11,355.60	\$8,288.17	\$3,067.43		\$196.80	1.7%	0.8%
DU PONT E I DE NEMOURS & CO COM STK (DD)	54.050	280.00	15,134.00	10,814.48	4,319.52		459.20	3.0%	1.0%
Total Materials			\$26,489.60	\$19,102.65	\$7,386.95		\$656.00	2.5%	1.8%
Equity Securities - Utilities									
DOMINION RES INC VA NEW COM (D)	\$48.270	235.00	\$11,343.45	\$10,332.89	\$1,010.56		\$462.95	4.1%	0.8%
Total Utilities			\$11,343.45	\$10,332.89	\$1,010.56		\$462.95	4.1%	0.8%
Equity Securities - Unclassified									
MEB NORTHERN FUNDS EMERGING MKTS EQUITY INDEX FUND (NOEMX)	\$12.930	17,956.66	\$232,179.61	\$182,100.00	\$50,079.61		\$3,609.29	1.6%	15.9%

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June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Emerging Markets Region - USD									
MFB NORTHERN MULTI-MANAGER INTL EQUITY FUND (NMMEX)	10.130	37,893.45	\$232,179.61	\$182,100.00	\$50,079.61		\$3,609.29	1.6%	15.9%
Total International Region - USD									
MFB NORTHERN MULTI-MANAGER MID CAP FUND (NMMCX)	12.610	5,631.58	\$71,014.22	42,800.00	28,214.22		61.95	0.1%	4.9%
MFB NORTHERN MULTI-MANAGER SMALL CAP FUND (NMMSX)	10.940	6,226.27	\$68,115.39	47,100.00	21,015.39				4.7%
Total Unclassified									
			\$755,169.86	\$589,700.00	\$165,469.86		\$6,437.46	0.9%	51.7%
Total Equity Securities									
			\$1,459,516.86	\$1,134,174.90	\$325,341.96	\$642.20	\$18,533.31	1.3%	100.0%
Fixed Income Securities - Corporate/ Government									
2015									
SHELL INTL FIN B V 3.25% DUE 09-22-2015/09-22-2009 REG	\$105.159	50,000.00 AA	\$52,579.45	\$50,535.50	\$2,043.95	\$446.87	\$1,625.00	3.1% 2.0%	4.7%
Total Netherlands - USD									
			\$52,579.45	\$50,535.50	\$2,043.95	\$446.87	\$1,625.00	3.1%	4.7%
2014									
STATOILHYDRO ASA FORMERLY STATOIL ASA 10/01/2007 3.875% DUE 04-15-2014 REG	107.136	50,000.00 AA-	\$53,568.05	50,180.00	3,388.05	409.02	1,937.50	3.6% 1.3%	4.8%
Total Norway - USD									
			\$53,568.05	\$50,180.00	\$3,388.05	\$409.02	\$1,937.50	3.6%	4.8%

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Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2013									
GENERAL ELEC CO 5.0% DUE 02-01-2013 BEC	106.140	50,000.00 AA+	53,069.95	52,582.00	487.95	1,041.66	2,500.00	4.7% 1.1%	4.8%
2014									
HONEYWELL INTL INC SR NT 3.875% DUE 02-15-2014 BEC	107.437	50,000.00 A	53,718.30	51,420.00	2,298.30	731.94	1,937.50	3.6% 1.0%	4.8%
ORACLE CORP NT 3.75% DUE 07-08-2014 REG	107.207	50,000.00 A	53,603.40	51,250.00	2,353.40	901.04	1,875.00	3.5% 1.3%	4.8%
PEPSICO INC 3.75% DUE 03-01-2014/03-02-2009 REG	106.712	50,000.00 A-	53,355.85	51,542.50	1,813.35	625.00	1,875.00	3.5% 1.2%	4.8%
WAL-MART STORES INC 3.0% DUE 02-03-2014 REG	105.238	50,000.00 AA	52,619.15	50,441.50	2,177.65	625.00	1,500.00	2.9% 1.0%	4.7%
2015									
COCA COLA ENTERPRISES INC 4.25% DUE 03-01-2015 REG	108.857	50,000.00 A+	54,428.50	50,670.00	3,758.50	708.33	2,125.00	3.9% 1.7%	4.9%
DU PONT E I DE NEMOURS & CO 3.25% DUE 01-15-2015 BEC	104.786	50,000.00 A	52,392.85	50,685.00	1,707.85	749.30	1,625.00	3.1% 1.8%	4.7%
MEDTRONIC INC 3.0% DUE 03-15-2015/03-16-2010 REG	104.456	50,000.00 AA-	52,228.05	51,263.50	964.55	441.66	1,500.00	2.9% 1.8%	4.7%
MERCK & CO INC NT 4.0% DUE 06-30-2015/06-25-2009 (MTN1)	108.231	50,000.00 AA	54,115.40	51,785.00	2,330.40	5.55	2,000.00	3.7% 1.9%	4.8%
PRAXAIR INC 3.25% DUE 09-15-2015 REG	105.442	50,000.00 A	52,720.75	50,565.00	2,155.75	478.47	1,625.00	3.1% 1.9%	4.7%
PROCTER & GAMBLE CO NT 3.5% DUE 02-15-2015 BEC	106.723	50,000.00 AA-	53,361.25	51,057.00	2,304.25	661.11	1,750.00	3.3% 1.6%	4.8%

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June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2016									
NATIONAL RURAL UTILS COOP FIN CORP 3.05% DUE 03-01-2016 REG	103.124	50,000.00 A+	51,562.00	51,215.00	347.00	546.45	1,525.00	3.0% 2.3%	4.6%
2017									
CAMPBELL SOUP CO 3.05% DUE 07-15-2017/07-06-2010 REG	102.591	50,000.00 A	51,295.40	51,820.00	(524.60)	703.19	1,525.00	3.0% 2.6%	4.6%
Funds									
MF8 NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	7.370	43,726.50	322,264.30	300,000.00	22,264.30		24,049.58	7.5%	28.9%
Total Corporate/ Government			\$1,116,882.65	\$1,067,012.00	\$49,870.65	\$9,074.59	\$50,974.58	4.6%	100.0%
Total Fixed Income Securities			\$1,116,882.65	\$1,067,012.00	\$49,870.65	\$9,074.59	\$50,974.58	4.6%	100.0%
Real Estate - Real Estate Funds									
MF8 NORTHERN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD (NMMGX)	\$18.740	5,470.13	\$102,510.23	\$84,275.77	\$18,234.46		\$1,241.72	1.2%	100.0%
Total Global Region - USD			\$102,510.23	\$84,275.77	\$18,234.46		\$1,241.72	1.2%	100.0%
Total Real Estate Funds			\$102,510.23	\$84,275.77	\$18,234.46		\$1,241.72	1.2%	100.0%
Total Real Estate			\$102,510.23	\$84,275.77	\$18,234.46		\$1,241.72	1.2%	100.0%

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Account Statement

June 1, 2011 - June 30, 2011

CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

		Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities										
MFC SPDR GOLD TR GOLD SHS (GLD)		\$145.980	650.00	\$94,887.00	\$95,209.27	(\$322.27)				64.9%
Total Global Region - USD				\$94,887.00	\$95,209.27	(\$322.27)		\$0.00	0.0%	64.9%
Funds										
MFO PIMCO FDS PAC INVT MGMT SER		8.740	5,866.02	51,269.01	46,644.32	4,624.69		6,792.85	13.2%	35.1%
COMMODITY REALRETURN STRATEGY FD INSTL (PCRIX)										
Total Commodities				\$146,156.01	\$141,853.59	\$4,302.42		\$6,792.85	4.6%	100.0%
Total Commodities				\$146,156.01	\$141,853.59	\$4,302.42		\$6,792.85	4.6%	100.0%
Cash and Short Term Investments - Cash										
Available cash balances are invested daily in MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND										
CASH		\$1.000	244,561.56	\$244,561.56	\$244,561.56	\$0.00	\$3.88	\$73.37	0.0%	
Total Cash				\$244,561.56	\$244,561.56	\$0.00	\$3.88	\$73.37	0.0%	
Total Cash and Short Term Investments				\$244,561.56	\$244,561.56	\$0.00	\$3.88	\$73.37	0.0%	
Net Unsettled Trades (see Activity Details)				(\$156,329.44)	(\$156,329.44)					

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June 1, 2011 - June 30, 2011

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CHANDLER FOUNDATION, INC.

Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Portfolio		\$2,913,297.87	\$2,515,548.38	\$397,749.49	\$9,720.67	\$77,615.82	2.7%	
Total Accrual		\$9,720.67						
Total Value		\$2,923,018.54						

THE CHANDLER FOUNDATION, INC.

58-1672017

ATTACHMENT TO FORM 990-PF, PART II, LINE 13

OTHER INVESTMENTS:

	BOOK	FMV
K-2 INVESTORS, LTD.	\$1,000,000	\$1,234,595
FORESTER DIVERSIFIED	500,000	500,000
MERIT ENERGY	134,321	128,709
TOTAL	\$1,634,321	\$1,863,304