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

2011

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

For calendar year 2011 or tax year beginning

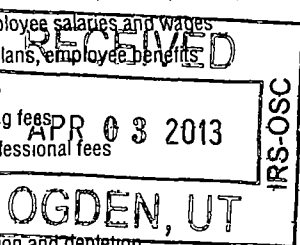
DEC 1, 2011

, and ending

NOV 30, 2012

Name of foundation CHAMBERS FAMILY FUND		A Employer identification number 84-0929410
Number and street (or P O box number if mail is not delivered to street address) 44 Cook Street		B Telephone number 303-839-4620
City or town, state, and ZIP code Denver, CO 80206		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 57,288,850.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,094.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	279.	279.		
	4 Dividends and interest from securities	281,942.	281,942.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,607,228.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,941,751.		
	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	149,439.	147,779.		Statement 1	
12 Total. Add lines 1 through 11	2,040,982.	2,371,751.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees	SEE DETAIL OF EXPENSES ON FOLLOWING PAGE			
	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	2,420,280.	130,582.		2,250,495.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<379,298.				
b Net investment income (if negative, enter -0-)		2,241,169.			
c Adjusted net income (if negative, enter -0-)			N/A		



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	2,017,513.	2,480,059.	2,480,059.	
	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	11,394,863.	12,130,565.	14,275,358.	
	c Investments - corporate bonds Stmt 8	4,176,926.	4,260,230.	4,320,456.	
	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 9	26,763,837.	25,102,987.	36,209,380.	
	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)	44,356,736.	43,977,438.	57,288,850.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	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.				
	27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	44,356,736.	43,977,438.			
30 Total net assets or fund balances	44,356,736.	43,977,438.			
31 Total liabilities and net assets/fund balances	44,356,736.	43,977,438.			

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	44,356,736.
2 Enter amount from Part I, line 27a	2	<379,298.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,977,438.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,977,438.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e			1,941,751.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,941,751.	
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2		1,941,751.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,180,547.	56,403,730.	.056389
2009	2,376,690.	54,138,030.	.043901
2008	3,068,219.	50,270,080.	.061035
2007	4,174,828.	63,703,511.	.065535
2006	3,464,206.	69,058,307.	.050163
2 Total of line 1, column (d)			2 .277023
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 .055405
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 55,002,827.
5 Multiply line 4 by line 3			5 3,047,432.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 22,412.
7 Add lines 5 and 6			7 3,069,844.
8 Enter qualifying distributions from Part XII, line 4			8 2,250,495.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling 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 ☐ and enter 1% of Part I, line 27b		1	44,823.
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	44,823.
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	44,823.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	38,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	38,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	63.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,886.	
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 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► chambersfund.org	13	X	
14	The books are in care of ► Joy Hall, Treasurer Located at ► 44 Cook Street, Ste. 240, Denver, CO	Telephone no. ► 303-839-4620 ZIP+4 ► 80206		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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 ►	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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ► , , ,		
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. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b	
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 2011?	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)?

5b

X

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?

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.

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

☐ Yes ☒ No

7b

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.

(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		203,778.	23,208.	0.

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

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

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

0

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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 - One North Wacker Drive #2200, Chicago, IL 60606-2807	Investment manager	50,710.
Monticello & Associates 1800 Larimer St. #2100, Denver, CO 80202	Investment advisor	50,000.
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	
	134,100.
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.

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	53,371,829.
b	Average of monthly cash balances	1b	2,468,605.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	55,840,434.
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	55,840,434.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	837,607.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	55,002,827.
6	Minimum investment return. Enter 5% of line 5	6	2,750,141.

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	2,750,141.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	44,823.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	44,823.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,705,318.
4	Recoveries of amounts treated as qualifying distributions	4	50.
5	Add lines 3 and 4	5	2,705,368.
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	2,705,368.

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	2,250,495.
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	2,250,495.
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	2,250,495.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				2,705,368.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	366,325.			
c From 2008	615,781.			
d From 2009				
e From 2010	465,388.			
f Total of lines 3a through e	1,447,494.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 2,250,495.				
a Applied to 2010, 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 2011 distributable amount				2,250,495.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	454,873.			454,873.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	992,621.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	992,621.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	527,233.			
c Excess from 2009				
d Excess from 2010	465,388.			
e Excess from 2011				

N/A

- | | | | |
|--|---------------|--|------------|
| | 4942(1)(3) or | | 4942(1)(5) |
|--|---------------|--|------------|

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- Merle C. Chambers

- None

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 13				1,837,621.
Total			▶ 3a	1,837,621.
b Approved for future payment				
See statement 14				2,899,014.
Total			▶ 3b	2,899,014.

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
		(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	279.	
4 Dividends and interest from securities				14	281,942.	
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		531390	1,660.	14	147,779.	
8 Gain or (loss) from sales of assets other than inventory				18	1,607,228.	
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)			1,660.	.	2,037,228.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,038,888.

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Brinson Partners	P	Various	Various
b	Capital Guardian	P	Various	Various
c	Davidson Kempner Institutional Fund	P	Various	Various
d	MHR Institutional Fund	P	Various	Various
e	Olympus Real Estate Fund III	P	Various	Various
f	Palo Alto UBTI Free LP	P	Various	Various
g	Newport Asia Institutional Fund LP	P	Various	Various
h	DLJ Hicks Muse	P	Various	Various
i	Cerberus International Fund	P	Various	Various
j	Highbridge Capital Corporation	P	Various	Various
k	Convexity Capital Offshore LP	P	Various	Various
l	Raptor Global Fund	P	Various	Various
m	Publicly traded securities	P	Various	Various
n				
o				

(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			637,068.
b			<21,418.>
c			121,398.
d			11,166.
e			<1,549.>
f			<37,948.>
g			24,709.
h			30,804.
i			367,015.
j			38,554.
k			721,023.
l			13,708.
m			37,221.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			637,068.
b			<21,418.>
c			121,398.
d			11,166.
e			<1,549.>
f			<37,948.>
g			24,709.
h			30,804.
i			367,015.
j			38,554.
k			721,023.
l			13,708.
m			37,221.
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,941,751.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF

Other Income

Statement 1

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Brinson Partnership Fund	33,828.	0.	
Brinson Partnership Fund	54,791.	54,791.	
Olympus Real Estate Fund	<32,168.>	0.	
Olympus Real Estate Fund	<1,835.>	<1,835.>	
MHR Institutional Fund	<2,277.>	<2,277.>	
Palo Alto UBTI Free LP	<31,842.>	<31,842.>	
DLJ Hicks Muse	<412.>	<412.>	
Davidson Kempner Institutional	26,989.	26,989.	
Newport Asia Institutional Fund LP	47,848.	47,848.	
Capital Guardian	54,517.	54,517.	
Total to Form 990-PF, Part I, line 11	149,439.	147,779.	

Form 990-PF

Legal Fees

Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes LLP	754.	0.		754.
Ford & Harrison LLP	348.	0.		348.
To Fm 990-PF, Pg 1, ln 16a	1,102.	0.		1,102.

Form 990-PF

Accounting Fees

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	19,000.	1,900.		17,100.
To Form 990-PF, Pg 1, ln 16b	19,000.	1,900.		17,100.

Form 990-PF

Other Professional Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Capital Management	1,607.	1,607.		0.
Capital Guardian Trust	3,730.	3,730.		0.
Monticello Associates	50,000.	50,000.		0.
UBS Global Asset Management	50,710.	50,710.		0.
Donald J. Hopkins	3,705.	0.		3,705.
Debra Boyan	8,894.	0.		8,894.
GTBD, Inc.	1,188.	0.		1,188.
Masten Fine Art, Inc.	1,930.	0.		1,930.
Ruby Slipper Designs	2,194.	0.		2,194.
Other	1,844.	158.		1,686.
To Form 990-PF, Pg 1, ln 16c	125,802.	106,205.		19,597.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated tax payments made in FYE 2012	38,000.	0.		0.
2011 excise tax paid in 2012	1,253.	0.		0.
Foreign taxes	16,045.	16,045.		0.
To Form 990-PF, Pg 1, ln 18	55,298.	16,045.		0.

Form 990-PF

Other Expenses

Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 12)	Grant Administration	General and Administrative
Payroll service fees	\$ 1,333	114	1,219	349	309	561
Insurance	2,605	-	2,605	-	-	2,605
Licenses and fees	105	-	105	-	-	105
Computer and other office equipment	14,370	1,324	13,046	2,074	1,836	9,136
Supplies	1,389	-	1,389	-	-	1,389
Internet related costs	223	-	223	-	-	223
Employee recruitment costs	16,420	1,407	15,013	4,299	3,806	6,908
Other	1,837	-	1,837	-	-	1,837
	\$ 38,282	2,845	35,437	6,722	5,951	22,764

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Vanguard Growth Index Fund	4,713,159.	5,736,427.
Dodge & Cox International	2,779,861.	3,192,407.
Jensen Quality Growth Fund	4,637,545.	5,346,524.
Total to Form 990-PF, Part II, line 10b	12,130,565.	14,275,358.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
PIMCO Short Term Institutional Fund	4,260,230.	4,320,456.
Total to Form 990-PF, Part II, line 10c	4,260,230.	4,320,456.

Form 990-PF

Other Investments

Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Highbridge Capital Fund	COST	31,391.	212,456.
Cerberus International Ltd.	COST	909,500.	2,870,400.
Newport Asia Institutional Fund	COST	2,081,243.	3,522,771.
Convexity Capital Offshore LP	COST	1,851,583.	4,200,091.
Maverick	COST	1,705,256.	4,805,530.
Raptor Global Fund LP	COST	214,944.	243,336.
Sowood Alpha Fund Ltd.	COST	101,656.	29,311.
Brinson Partnership Fund	COST	3,214,178.	3,830,001.
Olympus III	COST	687,138.	240,271.
MHR Institutional Partners	COST	327,422.	749,440.
DLJ Hicks Muse	COST	<118,930.>	17,543.
Davidson Kempner Institutional Funds	COST	3,547,729.	3,879,772.
Capital Guardian Emerging Markets	COST	2,549,877.	2,790,102.
Eminence Fund, Ltd.	COST	3,000,000.	3,615,297.
Lansdowne European Equity Fund	COST	2,000,000.	1,933,259.
Canyon Value Realization Fd Ltd	COST	3,000,000.	3,269,800.
Total to Form 990-PF, Part II, line 13		25,102,987.	36,209,380.

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

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Merle C. Chambers 44 Cook Street, Ste. 240 Denver, CO 80206	President 12.00	0.	0. 0.
Letty Bass 44 Cook Street, Ste. 240 Denver, CO 80206	Secretary/Executive Dir. 40.00	202,389.	22,527. 0.
Sally Leibbrandt 44 Cook Street, Ste. 240 Denver, CO 80206	Assistant Secretary 2.00	0.	0. 0.
Joy Hall 44 Cook Street, Ste. 240 Denver, CO 80206	Treasurer 5.00	1,389.	681. 0.
Hugh A. Grant 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0. 0.
Donald Hopkins 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0. 0.
Marla Williams 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		203,778.	23,208. 0.

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

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
724,000.	01/01/12	724,000.	12/31/12

Purpose of Grant

General operating support

Dates of Reports by Grantee

Quarterly financial reports and annual operating report

Any Diversion by Grantee

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

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
50,000.	04/18/12	50,000.	12/31/12

Purpose of Grant

Art Acquisition

Dates of Reports by Grantee

Quarterly financial reports and annual operating report

Any Diversion by Grantee

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

CHAMBERS FAMILY FUND**Statement 12****Part IX-A Summary of Direct Charitable Activities
For the Year Ended November 30, 2012****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 and social 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, convening, supporting systems change, developing and expanding philanthropy 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 for women's funds to increase funding for women and girls and women's philanthropy in Colorado and throughout the country.

Women's Economic Self-Sufficiency – Ascend, a new initiative of the Aspen Institute, focuses on two-generation strategies that will lift single parents and children out of poverty. The Foundation partners in this national effort through service on the advisory board and by linking Colorado strategies and reforms to national efforts.

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. Chambers Family Fund is a partner in a national initiative that links quality childcare to future educational success and serves in an advisory capacity to Tools of the Mind, a preschool and kindergarten curriculum that helps children reach their highest potential.

Planning and Community Service – The Foundation staff and board 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.

Name and Address**Status****Amount****Program Area Grants Over \$5,000****Early Care and Education****Clayton Early Learning**

3801 Martin Luther King Boulevard

Denver, CO 80205

*Clayton Educare Center Capital Campaign and
Early Childhood Policy Initiative Funding*

Public Charity

\$212,500

Third Sector New England Inc

89 South Street, Suite 700

Boston, MA 02111-2679

Tools of the Mind

Public Charity

\$40,000

Colorado Children's Campaign

1580 Lincoln Street, Suite 420

Denver, CO 80203

Early Learning Challenge Fund and General Support

Public Charity

\$30,000

Qualistar Colorado

3607 Martin Luther King Boulevard

Denver, CO 80205

General Support to Improve Quality of Child Care

Public Charity

\$15,000

Women's Economic Self-Sufficiency**9to5 Colorado, National Association of Working Women**

655 Broadway, Suite 800

Denver, CO 80203

General Support

Public Charity

\$25,000

Global Fund for Women

222 Sutter Street, Suite 500

San Francisco, CA 94108

General Support to Increase International Women's Funding

Public Charity

\$10,000

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

Name and Address	Status	Amount
State of Colorado 136 State Capitol Denver, CO 80203 <i>Ascend Fellowship</i>	Government	\$10,000
Center for Work Education and Employment (CWEE) 1175 Osage Street, Suite 300 Denver, CO 80204 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
The Delores Project P.O. Box 1406 Denver, CO 80201-1406 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
Florence Crittenton Services 55 S. Zuni Street Denver, CO 80223-1208 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
The Gathering Place 1535 High Street Denver, CO 80218 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
Mi Casa Resource Center For Women 360 Acoma Street Denver, CO 80223 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000

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

Name and Address	Status	Amount
SafeHouse Denver 1649 Downing Street Denver, CO 80218 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
Warren Village 1323 Gilpin Street Denver, CO 80218-2552 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 <i>Event Support</i>	Public Charity	\$5,000
Work Options for Women 1200 Federal Blvd Denver, CO 80204 <i>Denver Women's Collaborative</i>	Public Charity	\$5,000

Women's Funds Initiative

North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503 <i>Statewide Policy Change and Advocacy</i>	Public Charity	\$40,000
Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 <i>Women's Foundation of Oklahoma Operating Support</i>	Public Charity	\$25,000
Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 <i>Women's Foundation of Montana Operating Support</i>	Public Charity	\$25,000

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

Justice, Equality and Opportunity

The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>General Support for Policy, Research and Advocacy and Public Television Series Underwriting</i>	Public Charity	\$155,000
The Denver Foundation 55 Madison Street, 8th Floor Denver, CO 80206 <i>TBD Colorado</i>	Public Charity	\$25,000
Smithsonian Institution P.O. Box 37012 MRC 712 Washington, DC 20013-7012 <i>National Museum of African American History and Culture Capital Campaign</i>	Public Charity	\$25,000
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203 <i>Poverty Reduction Initiatives</i>	Public Charity	\$15,000
NARAL Pro-Choice Colorado Foundation 1905 Sherman Street, Suite 800 Denver, CO 80203 <i>General Support</i>	Public Charity	\$10,000

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

Name and Address	Status	Amount
Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, CO 80207 <i>General Support</i>	Public Charity	\$10,000
Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144 <i>Research and Analysis for a More Inclusive Society</i>	Public Charity	\$5,000
Women's Health 2855 Valmont Road Boulder, CO 80301 <i>General Support</i>	Public Charity	\$5,000

Kirkland Museum of Fine & Decorative Art

Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 <i>General Support and Art Acquisition</i>	Private Operating Foundation	\$774,000
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Honored Commitments Over \$5,000

Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 <i>Capital Campaign</i>	Public Charity	\$100,000
Saint John's Cathedral 1350 Washington Street Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000

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

Name and Address	Status	Amount
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Colorado Symphony Association

Public Charity

\$42,000

Boettcher Concert Hall

Denver Performing Arts Complex

1000 14th Street, Unit 15

Denver, CO 80202

*General Support and Event Support***Opera Colorado**

Public Charity

\$24,570

695 S. Colorado Boulevard, Suite 20

Denver, CO 80246

*Challenge Grant, General Support and Event Support***Colorado Ballet**

Public Charity

\$15,000

1278 Lincoln Street

Denver, CO 80203

*General Support***Aspen Music Festival and School**

Public Charity

\$14,000

2 Music School Road

Aspen, CO 81611

*General Support and Event Support***Denver Art Museum**

Public Charity

\$5,000

100 W. 14th Avenue Parkway

Denver, CO 80204

*General Support***Other Grants Over \$5,000****Brady Center to Prevent Gun Violence**

Public Charity

\$5,000

1225 Eye Street, NW Suite 1100

Washington, DC 20005

*General Support***Project Angel Heart**

Public Charity

\$5,000

4190 Garfield Street, Suite 5

Denver, CO 80216

Capital Campaign

Name and Address	Status	Amount
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Grants Under \$5,000

The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>General Support</i>	Public Charity	\$2,500
Colorado Public Television 12 2900 Welton, 1st Floor Denver, CO 80205 <i>General Support</i>	Public Charity	\$2,500
The Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204 <i>General Support</i>	Public Charity	\$2,500
Girl Scouts of Colorado 400 S. Broadway P.O. Box 9407 Denver, CO 80209-0407 <i>Event Support</i>	Public Charity	\$2,500
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 <i>Tools of the Mind Consultant</i>	Public Charity	\$2,500
Women's Funding Network 505 Sansome Street, Second Floor San Francisco, CA 94111 <i>Foundation Membership</i>	Public Charity	\$2,500
Colorado Association of Funders c/o Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 <i>Foundation Membership</i>	Public Charity	\$2,085

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

Name and Address	Status	Amount
Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 <i>General Support</i>	Public Charity	\$2,000
Curious Theatre Company 1080 Acoma St Denver, CO 80204-4035 <i>Event Support</i>	Public Charity	\$2,000
Fractured Atlas 226 W. 108th Street, Suite 2A New York, NY 10025 <i>Convergences Theater Collective</i>	Public Charity	\$2,000
Sisters of Loretto Loretto Center Loretto Development Office 4000 S. Wadsworth Littleton, CO 80123 <i>Event Support</i>	Public Charity	\$2,000
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>General Support</i>	Public Charity	\$1,500
History Colorado 1200 Broadway Denver, CO 80203 <i>General Support and Event Support</i>	Public Charity	\$1,300
Colorado Public Radio Bridges Broadcast Center 7409 S. Alton Court Centennial, CO 80112 <i>General Support and Matching Gift</i>	Public Charity	\$1,250

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

Name and Address	Status	Amount
Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204-4000 <i>General Support</i>	Public Charity	\$1,200
Hastings 1066 Foundation University of California Hastings College of The Law Alumni Center 200 McAllister Street San Francisco, CA 94102-9870 <i>General Support</i>	Public Charity	\$1,066
Alpha Phi Foundation 1930 Sherman Avenue Evanston, IL 60201 <i>General Support</i>	Public Charity	\$1,000
Astraea Lesbian Foundation for Justice 116 East 16th Street, 7th Floor New York, NY 10003 <i>Philanthropic Advocacy for Human Rights</i>	Public Charity	\$1,000
Central City Opera House Association 400 S. Colorado Boulevard, Suite 530 Denver, CO 80246 <i>General Support</i>	Public Charity	\$1,000
Denver Public Library Friends Foundation 10 W. 14th Avenue Parkway Denver, CO 80204-9822 <i>General Support</i>	Public Charity	\$1,000
Historic Denver 1628 16th Street, Suite 200 Denver, CO 80202 <i>General Support</i>	Public Charity	\$1,000

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

Name and Address	Status	Amount
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 <i>General Support</i>	Public Charity	\$1,000
UC Berkeley Foundation University Relations 2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200 <i>General Support</i>	Public Charity	\$1,000
University of Denver, Sturm College of Law 2255 E. Evans Avenue, Suite 390 Denver, CO 80208 <i>Graduate Tax Program</i>	Public Charity	\$1,000
Funders Network on Population, Reproductive Health & Rights P.O. Box 750 Rockville, MD 20848-0750 <i>Foundation Membership</i>	Public Charity	\$845
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Birth to Five Policy Alliance and Matching Gift</i>	Public Charity	\$580
Nonprofit Centers Network P.O. Box 29195 San Francisco, CA 94129 <i>Foundation Membership</i>	Public Charity	\$550
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>Event Support and Matching Gifts</i>	Public Charity	\$525

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

Name and Address	Status	Amount
Choate Rosemary Hall Foundation 333 Christian Street Wallingford, CT 06492-3800 <i>General Support</i>	Public Charity	\$500
Colorado State University Foundation 601 S. Howes Street, Suite 410 Fort Collins, CO 80523-9100 <i>Arts Enrichment Endowment</i>	Public Charity	\$500
Smithsonian Institution P.O. Box 37012 MRC 712 Washington, DC 20013-7012 <i>General Support</i>	Public Charity	\$500
Denver Botanic Gardens 909 York Street Denver, CO 80206 <i>General Support</i>	Public Charity	\$350
Institute for Women's Policy Research 1200 18th Street, N.W., Suite 301 Washington, DC 20036 <i>Foundation Membership</i>	Public Charity	\$350
Denver Museum of Nature and Science 2001 Colorado Boulevard Denver, CO 80205-5798 <i>General Support</i>	Public Charity	\$300
The Challenge Foundation 4545 S. University Blvd. Englewood, CO 80113 <i>Matching Gift</i>	Public Charity	\$250

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

Name and Address	Status	Amount
International Waldenstrom's Macroglobulinemia Foundation 6144 Clark Center Avenue Sarasota, FL 34238 <i>Matching Gift</i>	Public Charity	\$250
Smile Train PO Box 96231 Washington, DC 20090-6231 <i>Matching Gift</i>	Public Charity	\$200
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>Matching Gift</i>	Public Charity	\$100
Food Bank of the Rockies 10700 E. 45th Street Denver, CO 80239 <i>Matching Gift</i>	Public Charity	\$100
The Gathering Place 1535 High Street Denver, CO 80218 <i>Matching Gift</i>	Public Charity	\$100
Global Dental Relief 4105 E. Florida Avenue, Suite 200 Denver, CO 80222 <i>Matching Gift</i>	Public Charity	\$100
Center for Women's Health Research Mail Stop A065 13001 E. 17th Place Aurora, CO 80045 <i>Matching Gift</i>	Public Charity	\$50
Total		\$1,837,621

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 14**

Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>Ascend</i>	Public Charity	\$1,000,000	\$200,000	\$800,000
City and County of Denver 1437 Bannock Street Denver, CO 80202 <i>Ellie Caulkins Opera House at Newton Auditorium Capital Campaign</i>	Government	\$2,000,000	\$1,400,000	\$600,000
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Clayton Educare Center Capital Campaign</i>	Public Charity	\$2,000,000	\$1,800,000	\$200,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 <i>Clyfford Still Museum Capital Campaign</i>	Public Charity	\$250,000	\$225,000	\$25,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 <i>Clyfford Still Museum Capital Campaign</i>	Public Charity	\$250,000	\$50,000	\$200,000
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000	\$30,000	\$20,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000	\$0	\$50,000
Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201	Public Charity	\$200,000	\$81,986	\$118,014

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 14**

Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
<i>Women's Fund Endowment</i>				
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>Women Painters of Abstract Expressionism Exhibit</i>	Public Charity	\$250,000	\$100,000	\$150,000
Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 <i>General Support</i>	Private Operating Foundation	\$736,000	\$0	\$736,000
Grand Totals		\$6,786,000	\$3,886,986	\$2,899,014

CHAMBERS FAMILY FUND

84-0929410

Form 990-PF

Analysis of Revenue & Expenses

Attachment to page 1

Line	Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 12)	Grant Administration	General and Administrative
13	Compensation of officers, directors, trustees (Statement 10)	\$ 203,778	833	202,945	75,366	53,091	74,488
14	Other employee salaries and wages	64,624	-	64,624	27,195	10,073	27,356
15	Pension plans, employee benefits, payroll tax	43,012	472	42,540	15,033	11,261	16,246
16a	Legal fees (Statement 2)	1,102	-	1,102	-	-	1,102
16 b	Accounting fees (Statement 3)	19,000	1,900	17,100	-	-	17,100
16 c	Other professional fees (Statement 4)	125,802	106,205	19,597	-	15,892	3,705
18	Taxes (Statement 5)	55,298	16,045	-	-	-	-
20	Occupancy	26,618	2,282	24,336	6,968	6,170	11,198
21	Travel, conferences, and meetings	3,298	-	3,298	3,298	-	-
22	Printing and publications	1,895	-	1,895	-	-	1,895
23	Other expenses (Statement 6)	38,282	2,845	35,437	6,722	5,951	22,764
24	Total operating and administrative expenses	582,709	130,582	412,874	134,582	102,438	175,854
25	Contributions, gifts, grants paid	1,837,571	-	1,837,621			
	Total expenses & disbursements	\$ 2,420,280	130,582	2,250,495			