Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
CHAMBERS FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address)
317 EATONS LANDING DRIVE

Room/suite

City or town, state, and ZIP code
ANNAPOLIS, MD 21401

A Employer identification number
20-8779196

B Telephone number (see instructions)
(410) 974-6161

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 ▶ ☐

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

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, col (c), line 16)* ▶ $ 475,625.

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 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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	18,402.	18,402.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,925.			
	b Gross sales price for all assets on line 6a 63,071.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	22,327.	18,402.		
Operating and Administrative 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 schedule) ATCH 2	3,870.	3,870.		
	c Other professional fees (attach schedule) *	3,831.	3,831.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,701.	7,701.		
	25 Contributions, gifts, grants paid	35,000.			35,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	42,701.	7,701.	0	35,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-20,374.			
	b **Net investment income** (if negative, enter -0-)		10,701.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED
MAY 20 2013
OGDEN, UT
E2625
IRS-OSC

SCANNED MAY 21 2013

9
23

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 3 Form **990-PF** (2012)
2E1410 1 000

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	19,274.	19,984.	19,984.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4	412,926.	391,842.	455,641.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	432,200.	411,826.	475,625.
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 (attach schedule)			
	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	432,200.	411,826.	
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	432,200.	411,826.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	432,200.	411,826.	

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	432,200.
2	Enter amount from Part I, line 27a	2	-20,374.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	411,826.
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	411,826.

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			
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

	(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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

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) (see instructions) If (loss), enter -0- in Part I, line 8 . . . 3

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 (col (b) divided by col (c))
2011		432,200.	
2010	30,000.	424,335.	0.070699
2009			
2008			
2007			

2	Total of line 1, column (d) . . .	2	0.070699
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	0.017675
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	456,275.
5	Multiply line 4 by line 3 . . .	5	8,065.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	107.
7	Add lines 5 and 6 . . .	7	8,172.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	35,000.

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	107.
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	
3	Add lines 1 and 2			3	107.
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	107.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,455.		
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	3,455.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,348.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax ▶** 3,348. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD,			
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*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Form **990-PF** (2012)

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ EUNICE A. CHAMBERS, PRESIDENT Telephone no ▶ 410-974-6161

Located at ▶ 317 EATONS LANDING DRIVE ANNAPOLIS, MD ZIP+4 ▶ 21401

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

		Yes	No
16 At any time during calendar year 2012, 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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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)	2b		X
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 2012 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 2012)*	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 2012?	4b		X

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)? . . . . **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? . . . . ☐ 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? . . . . **6b** | | X

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? . . . . **7b** | |

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 5		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 . . . . ▶

Form **990-PF** (2012)

Part VIII **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 . . . . ▶		

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	443,594.
b	Average of monthly cash balances	1b	19,629.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	463,223.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	463,223.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,948.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	456,275.
6	**Minimum investment return.** Enter 5% of line 5	6	22,814.

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	22,814.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	107.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	107.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	22,707.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	22,707.
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	22,707.

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	35,000.
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	35,000.
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	107.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	34,893.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					22,707.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20 10 ,20 09 ,20 08					
3	Excess distributions carryover, if any, to 2012					
a	From 2007					
b	From 2008					
c	From 2009	1,786.				
d	From 2010	7,645.				
e	From 2011					
f	Total of lines 3a through e		9,431.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 35,000.					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					22,707.
e	Remaining amount distributed out of corpus		12,293.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		21,724.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
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					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		21,724.			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009	1,786.				
c	Excess from 2010	7,645.				
d	Excess from 2011					
e	Excess from 2012	12,293.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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))

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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 or e-mail of the person to whom applications should be addressed

ATCH 6

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

SEE ATTACHED "GRANT PROCEDURES"

c Any submission deadlines

N/A

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

N/A

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*				
ATCH 7				
Total . . . . ▶ 3a				35,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a ATCH 8				22,327.	
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					
4 Dividends and interest from securities					
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					
8 Gain or (loss) from sales of assets other than inventory					
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)				22,327.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 22,327.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date 5/15/13

Title President

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name: E. Patrick Keating

Preparer's signature

Date 5/13/13

Check ☐ if self-employed

PTIN P00242195

Firm's name ▶ DAVIS, JOSEY, & KEATING, LLC

Firm's EIN ▶ 51-0609908

Firm's address ▶ 2661 RIVA ROAD, SUITE 1040
ANNAPOLIS, MD 21401

Phone no 410 974-6161

Form **990-PF** (2012)

JSA
2E1493 1 000

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB ACCT #: 70552 DIVIDENDS	880.	880.
MSSB ACCT #: 110948 DIVIDENDS	880.	880.
MSSB ACCT #: 70518 ORDINARY DIVIDENDS	3,667.	3,667.
MSSB ACCT #: 110923 DIVIDENDS	8,755.	8,755.
MSSB ACCT #: 70518 12-B1 REBATE	388.	388.
MSSB ACCT #: 110923 12-B1 REBATE	195.	195.
MSSB ACCT #: 110923 LONG TERM GAINS	3,637.	3,637.
TOTAL	18,402.	18,402.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,870.	3,870.		
TOTALS	3,870.	3,870.		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CONSULTING FEES	3,460.	3,460.
OTHER PROFESSIONAL FEES	371.	371.
TOTALS	3,831.	3,831.

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
5000 SHARES PFIZER	35,318.	50,159.
MUTUAL FUNDS	324,637.	373,505.
VARIOUS STOCKS	31,887.	31,977.
TOTALS	391,842.	455,641.

CHAMBERS FAMILY FOUNDATION, INC. 20-8779196

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
EUNICE A. CHAMBERS 317 EATONS LANDING DRIVE ANNAPOLIS, MD 21401	PRESIDENT	0	0	0
JAMES D. CHAMBERS 317 EATONS LANDING DRIVE ANNAPOLIS, MD 21401	TREASURER	0	0	0
PATRICIA D. CHAMBERS 317 EATONS LANDING DRIVE ANNAPOLIS, MD 21401	SECRETARY	0	0	0
	GRAND TOTALS			

ATTACHMENT 6

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

BOD FOR CHAMBERS FAMILY FOUNDATION
317 EATONS LANDING DRIVE
ANNAPOLIS, MD 21401

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 7

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LIGHT HOUSE SHELTER 10 HUDSON STREET ANNAPOLIS, MD 21401	NONE 501(C)(3)	TO HELP REBUILD LIVES WITH COMPASSION BY PROVIDING SEVICES TO PREVENT HOMELESSNESS AND EMPOWER PEOPLE AS THEY TRANSITION TOWARD SELF-SUFFICIENCY.	25,000.
CLEAN WATER FUND 1010 VERMONT AVENUE, NW SUITE 400 WASHINGTON, DC 20005	NONE 501(C)(3)	TO IMPORVE ENVIRONMENTAL CONDITIONS, PREVENT OR CLEAN UP HEALTH-THREATENING POLLUTION IN COMMUNITIES AND TO STRENGTHEN POLICIES LOCALLY AND NATIONALLY.	10,000.
		TOTAL CONTRIBUTIONS PAID	35,000.

CHAMBERS FAMILY FOUNDATION, INC. 20-8779196

FORM 990-PF, PART XVI-A - ANALYSIS OF PROGRAM SERVICE REVENUE

ATTACHMENT 8

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
DIVIDENDS FROM SECURITIES			14	18,402.	
GAIN LOSS FROM SECURITIES			18	3,925.	
TOTALS				22,327.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
CHAMBERS FAMILY FOUNDATION, INC.	20-8779196

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	3,925.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	3,925.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

JSA
2F1210 2 000

Part III **Summary of Parts I and II** **Caution:** *Read the instructions* **before** *completing this part.*		**(1)** Beneficiaries' (see instr)	**(2)** Estate's or trust's	**(3)** Total
13 **Net short-term gain or (loss)**	13			
14 **Net long-term gain or (loss):**				
a Total for year	14a			3,925.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			3,925.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20	Add lines 18 and 19	20				
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22	Subtract line 21 from line 20 If zero or less, enter -0-			22		
23	Subtract line 22 from line 17 If zero or less, enter -0-			23		
24	Enter the **smaller** of the amount on line 17 or $2,400			24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25		
26	Subtract line 25 from line 24			26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29	Subtract line 28 from line 27			29		
30	Multiply line 29 by 15% (15)				30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32	Add lines 30 and 31				32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
CHAMBERS FAMILY FOUNDATION, INC.

Employer identification number
20-8779196

Part II ·Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	MORGAN STANLEY A/C# 374-70518-15 SEE ATTACHED	VARIOUS	VARIOUS	27,019.	25,485.	1,534.
	AMERICAN EUROPACIFIC GRW F2 64.977 SHARES	10/10/2009	12/19/2012	2,723.	2,515.	208.
	AMERICAN GW FD OF AMERICA F2 50.999 SHARES	12/10/2009	12/19/2012	1,757.	1,380.	377.
	AMERICAN EUROPACIFIC GRW F1 10.870 SHARES	12/10/2009	08/24/2012	417.	418.	-1.
	AMERICAN FUNDAMENTAL INV F1 3.040 SHARES	12/10/2009	08/24/2012	120.	98.	22.
	AMERICAN GR FD OF AMERICA F1 51.397 SHARES	12/10/2009	08/24/2012	1,682.	1,381.	301.
	BARON SMALL CAP RETAIN .157 SHARES	12/10/2009	08/24/2012	4.	3.	1.
	GOLDMAN SACHS GRW OPPORT 18.131 SHARES	12/10/2009	08/24/2012	463.	358.	105.
	LAZARD EMERGING MARKETS 9.360 SHARES	12/10/2009	08/24/2012	176.	170.	6.
	PIMCO TOTAL RETURN 2,201.484 SHARES	12/10/2009	08/24/2012	25,185.	23,952.	1,233.
	TEMPLETON GLOBAL BD FD ADV 268.060 SHARES	12/10/2009	08/24/2012	3,525.	3,386.	139.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 3,925.

Schedule D-1 (Form 1041) 2012

CHAMBERS FAMILY FOUNDATION INC
Account Number 374-70518-15 033

Details of Additional Summary Information 2012 - continued

12-B1 Rebate Payments - (continued)

Reference number	Description	Amount	Federal Income tax withheld	NRA tax withheld
246000400	FUNDAMENTAL INVESTORS FUND CLASS F1 A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	$ 118.98		
246000500	GROWTH FUND OF AMERICA CLASS F1	120.30		
Totals		$ 387.86		

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	58.785	AMERICAN HIGH INCOME TRUST CLASS F1 CONFIRM #500020040745443 MorganStanley SmithBarney LLC	12/10/09	01/04/12	$ 630.18	$ 617.83		$ 12.35
125000020	63.45	AMERICAN HIGH INCOME TRUST CLASS F1 CONFIRM #500020170438405 MorganStanley SmithBarney LLC	12/10/09	01/17/12	683.36	666.86		16.50
125000030	39.547	ARTISAN MID CAP VALUE FUND CONFIRM #500020040499199 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/04/12	784.22	698.00		86.22
125000040	17.456	ARTISAN MID CAP VALUE FUND CONFIRM #500020170438397 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/17/12	351.74	308.10		43.64
125000050	14.891	BARON SMALL CAP FD CONFIRM #500020040405824 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/04/12	342.49	274.59		67.90

2012 Year End Summary

CHAMBERS FAMILY FOUNDATION INC
Account Number 374-70518-15 033

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	15.016	BARON SMALL CAP FD CONFIRM #500020170438389 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/17/12	$ 356.03	$ 276.89		$ 79.14
125000070	14.429	EUROPACIFIC GROWTH FUND CLASS F1 CONFIRM #500020040426119 MorganStanley SmithBarney LLC	12/10/09	01/04/12	514.11	555.08	(40.97)	
125000080	15.325	EUROPACIFIC GROWTH FUND CLASS F1 CONFIRM #500020170438421 MorganStanley SmithBarney LLC	12/10/09	01/17/12	550.63	589.55	(38.92)	
125000090	110.54	FUNDAMENTAL INVESTORS FUND CLASS F1 CONFIRM #500020040425954 MorganStanley SmithBarney LLC	12/10/09	01/04/12	3,981.65	3,572.65		409 00
125000100	54.298	FUNDAMENTAL INVESTORS FUND CLASS F1 CONFIRM #500020170438413 MorganStanley SmithBarney LLC	12/10/09	01/17/12	1,987.85	1,754.91		232.94
125000110	7.385	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CONFIRM #500020040426218 MorganStanley SmithBarney LLC	12/10/09	01/04/12	164.83	145.63		19.20
125000120	21.29	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CONFIRM #500020170438363 MorganStanley SmithBarney LLC	12/10/09	01/17/12	485.84	419.84		66.00
125000130	91.623	GROWTH FUND OF AMERICA CLASS F1 CONFIRM #500020040426069 MorganStanley SmithBarney LLC	12/10/09	01/04/12	2,668.98	2,461.91		207.07
125000140	77.3	GROWTH FUND OF AMERICA CLASS F1 CONFIRM #500020170438371 MorganStanley SmithBarney LLC	12/10/09	01/17/12	2,296.58	2,077.05		219.53

CHAMBERS FAMILY FOUNDATION INC
Account Number 374-70518-15 033

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000150	77.358	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS CONFIRM #500020170438355 MorganStanley SmithBarney LLC	12/10/09	01/17/12	$ 1,378.52	$ 1,401.73	($ 23.21)	
125000160	39.965	LAZARD EMERGING MKTS EQUITY PORT INST'L SHS CONFIRM #500020170347101 MorganStanley SmithBarney LLC	12/10/09	01/17/12	712.18	724.17	(11.99)	
125000170	45.964	PIMCO EMERGING LOCAL BOND FUND CL P CONFIRM #500020040498910 MorganStanley SmithBarney LLC	06/04/10	01/04/12	464.24	453.21		11.03
125000180	43.756	PIMCO EMERGING LOCAL BOND FUND CL P CONFIRM #500020170438348 MorganStanley SmithBarney LLC	06/04/10	01/17/12	448.50	431.43		17.07
125000190	251.473	PIMCO TOTAL RETURN FUND CL P CONFIRM #500020040425665 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/04/12	2,731.00	2,736.03	(5.03)	
125000200	287.352	PIMCO TOTAL RETURN FUND CL P CONFIRM #500020170438322 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/17/12	3,160.87	3,126.39		34.48
125000210	25	ROYCE PREMIER FUND INV CLASS CONFIRM #500020170438330 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/17/12	483.25	395.75		87.50
125000220	13.981	ROYCE PREMIER FUND INV CLASS CONFIRM #500020170348216 MorganStanley SmithBarney LLC acted as your agent	12/10/09	01/17/12	270.25	221.32		48.93
125000230	83.837	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CONFIRM #500020170438306 MorganStanley SmithBarney LLC	12/10/09	01/17/12	1,056.35	1,058.86	(2.51)	

Duplicate Copy as of 04/24/13
Ref: 00000001 00000008

2012 Year End Summary

CHAMBERS FAMILY FOUNDATION INC
Account Number 374-70518-15 033

Details of Long Term Gain (Loss) 2012 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000240	40.923	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CONFIRM #500020170360922 MorganStanley SmithBarney LLC	12/10/09	01/17/12	$ 515.63	$ 516.86	($ 1.23)	
Total					**$ 27,019.28**	**$ 25,484.64**	**($ 123 86)**	**$ 1,658.50**

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/31/12	CONSULTING & ADVISORY SERVICES FROM 01/23/12 TO 03/31/12	$ 35.06
Total			**$ 35.06**

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	07/06/12	MORGAN STANLEY LIQUID ASSET FUND INC TRANSFER TO MSSB		$ 6,964.36
220000300	01/09/12	FROM 374-70518-01 TO 374-70552-01		8,859.70
220000500	01/23/12	FROM 374-70518-01 TO 374-70552-01		7,000.00
220000700	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		864.44
220000900	07/31/12	TRANSFER TO MSSB		120.70
220000200	01/04/12	FROM 374-70518-01 TO 374-70552-01		$ 12,320.97
220000400	01/20/12	CONSULTING & ADVISORY SERVICES FROM 01/01/12 TO 03/31/12		870.61
220000600	01/31/12	FROM 374-70518-01 TO 374-70552-01		3,000.00
220000800	07/23/12	TRANSFER TO MSSB		4.89
220001000	10/22/12	TRANSFER TO MSSB		6.95
Total				**$ 40,012.62**

As you requested, copies of this document have also been sent to: E PATRICK KEATING, CPA

CHAMBERS FAMILY FOUNDATION, INC.

Grant Procedures

Pursuant to Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended, and the Treasury Regulations thereunder (the "Code"), the Board of Directors of the Chambers Family Foundation, Inc. (the "Foundation") has adopted the following procedures in the awarding of grants to organizations.

1. *The Selection Process - Candidates for Grants*

Grantees shall be individuals or organizations, selected on the basis of criteria and in the manner determined from time to time by the Board in its discretion and the then-existing demands on Foundation funds, in furtherance of the Foundation's charitable objectives and in accordance with the Code. Grants may be one-time grants or continuing grants as the Board shall determine in its discretion. Recipients shall be those individuals or organizations which the Board shall from time to time designate. On the basis of criteria relating to the particular grant program involved, a grantee may be selected from a group of qualified individuals or organizations or without reference to a group of organizations as the Board shall determine. The person or persons who select recipients shall not derive a private benefit, directly or indirectly, if certain potential grantees are selected over others. Neither employees of the Foundation nor "disqualified persons" (as defined in Code Section 4946) shall be eligible for grants.

2. *Terms and Conditions Under Which the Foundation Makes Grants*

The Foundation may make restricted or unrestricted grants. In the case of restricted grants, the terms and conditions (if any) of each grant to an individual or organization shall be contained in a letter sent to each recipient of such a grant. The recipient may be required to communicate its acceptance thereof by a letter in writing to the Foundation. Terms and conditions may include: specific purpose of the grant, its duration, the total amount of the grant and requirements for narrative reports, including due dates for such reports, if any, and such other information as the Board may from time to time request. In each case, it shall be stipulated that a renewal of the grant for any succeeding period, if the terms of such grant provide for any such renewal, is contingent upon evidence of adequate performance at the time of review.

3. *Procedures for Review of Grantee Reports, for Investigation Where Diversion of Grant Funds from Their Specified Purposes Is Indicated, and for Recovery of Diverted Grant Funds*

(a) *Review of grantee reports*

In the case of restricted grants, the Foundation or its designee shall have the responsibility to follow the progress of the grant, that is, to review each report submitted by the funded individuals or organizations, to make a determination as to whether the grant purposes are being or have been fulfilled and to address any questions requiring further scrutiny or investigation.

(b) *Investigation where diversion of grant funds from their specified purposes is indicated*

In the case of restricted grants, where reports to the Foundation or other information (including failure to submit reports after a reasonable time has elapsed after the due date) indicates that all or any part of grant funds are not being used for the purposes of such grant, the Foundation shall initiate an investigation. While conducting the investigation, the Foundation may withhold any applicable further payments to the extent possible until it has determined that no part of the grant has been used for improper purposes, and until any delinquent reports have been submitted.

If the Foundation determines that any part of a restricted grant has been used for improper purposes, the Foundation may at its option elect to either (i) terminate the grant and take all reasonable and appropriate steps recover the diverted grant funds or (ii) take all reasonable and appropriate steps to insure the restoration of diverted funds to their proper purpose and receive assurances acceptable to the Board in its discretion from the grantee that all additional grant funds held by the grantee shall be dedicated solely to the purposes being financed by the grant.

In the case of restricted grants, the Foundation may take legal action to recover any diverted grant funds, unless such action would in all probability not result in the satisfaction of execution of a judgment. Without limiting the right of the Foundation to terminate the grant pursuant to the immediately preceding paragraph, if the Foundation determines that any part of a restricted grant has been used for improper purposes, the Foundation may withhold any applicable further payments on the particular grant until it has received the grantee's assurances that future diversions will not occur, any delinquent reports have been submitted, and it has received evidence satisfactory to the Board in its discretion that the grantee shall take extraordinary precaution to prevent future diversions from occurring.

4. *General Provisions*

These procedures shall be periodically reviewed by the Board of Directors to determine their effectiveness. The adoption of these procedures shall not prevent the Foundation, in its sole discretion, from limiting or discontinuing all or any part of its grant programs.

Adopted: ____________________, 2007