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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE CHATHAM FOUNDATION</b>		A Employer identification number <b>58-6033047</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>POST OFFICE BOX 1313</b>	Room/suite	B Telephone number <b>912-651-5153</b>
City or town, state, and ZIP code <b>SAVANNAH, GA 31402-1313</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>5,513,979.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	124,387.	124,387.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	75,259.			
	b Gross sales price for all assets on line 6a	1,635,491.			
	7 Capital gain net income (from Part IV, line 2)		75,259.		
	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	<6,579.>	<6,579.>		STATEMENT 2	
12 Total. Add lines 1 through 11	193,067.	193,067.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 3 3,200.	1,920.		1,280.
	c Other professional fees	STMT 4 48,940.	29,364.		19,576.
	17 Interest				
	18 Taxes	STMT 5 786.	886.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6 20,668.	12,345.		8,230.
	24 Total operating and administrative expenses. Add lines 13 through 23	73,594.	44,515.		29,086.
	25 Contributions, gifts, grants paid	261,000.			261,000.
26 Total expenses and disbursements. Add lines 24 and 25	334,594.	44,515.		290,086.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<141,527.>				
b Net investment income (if negative, enter -0-)		148,552.			
c Adjusted net income (if negative, enter -0-)			N/A		

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			520,207.	181,861.	181,861.
	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		3,746,408.	3,913,331.	4,218,869.
	c Investments - corporate bonds	STMT 8		894,919.	855,891.	905,610.
	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other	STMT 9		143,094.	212,018.	207,639.
	14 Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	15 Other assets (describe ▶ )					
16 Total assets (to be completed by all filers)				5,304,628.	5,163,101.	5,513,979.
<b>Liabilities</b>	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.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			5,304,628.	5,163,101.	
	30 Total net assets or fund balances			5,304,628.	5,163,101.	
	31 Total liabilities and net assets/fund balances			5,304,628.	5,163,101.	

**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	5,304,628.
2 Enter amount from Part I, line 27a	2	<141,527.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,163,101.
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	5,163,101.

**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 1,635,491.		1,560,232.	75,259.

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			75,259.

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	75,259.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	307,245.	5,190,748.	.059191
2010	322,801.	5,122,905.	.063011
2009	339,054.	5,527,592.	.061338
2008	663,290.	6,980,047.	.095027
2007	417,300.	8,280,588.	.050395

2 Total of line 1, column (d)	2	.328962
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	.065792
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,215,245.
5 Multiply line 4 by line 3	5	343,121.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,486.
7 Add lines 5 and 6	7	344,607.
8 Enter qualifying distributions from Part XII, line 4	8	290,086.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 2,971.
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 2,971.
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 2,971.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,731.	
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 6,731.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 3,760.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 3,760. Refunded <input type="checkbox"/>	11 0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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) <input type="checkbox"/> GA		
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 2012 or the taxable year beginning in 2012 (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

N/A

**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 ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Located at ► P. O. BOX 1313, SAVANNAH, GA	Telephone no. ► 912-651-5153 ZIP+4 ► 31402		
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 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? 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870.

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

N/A

5b

6b

7b

X

**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		0.	0.	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 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	5,294,665.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,294,665.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,294,665.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	79,420.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,215,245.
6	Minimum investment return. Enter 5% of line 5	6	260,762.

**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	260,762.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,971.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,971.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	257,791.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	257,791.
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	257,791.

**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	290,086.
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	290,086.
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	290,086.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				257,791.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	21,664.			
<b>b</b> From 2008	317,830.			
<b>c</b> From 2009	64,436.			
<b>d</b> From 2010	71,895.			
<b>e</b> From 2011	50,460.			
<b>f</b> Total of lines 3a through e	526,285.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$	290,086.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				257,791.
<b>e</b> Remaining amount distributed out of corpus	32,295.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	558,580.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	21,664.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	536,916.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	317,830.			
<b>b</b> Excess from 2009	64,436.			
<b>c</b> Excess from 2010	71,895.			
<b>d</b> Excess from 2011	50,460.			
<b>e</b> Excess from 2012	32,295.			

<b>Part XIV</b>	<b>Private Operating Foundations</b> (see instructions and Part VII-A, question 9)
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**N/A**

- 1 a** 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)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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.

- 3 Subtract line 2d from line 2c.  
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(i)(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).)

NONE

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

NONE

**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:

- 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
<b>a Paid during the year</b>				
SEE ATTACHED LIST. ORGANIZATIONS ARE GENERALLY LOCATED IN SAVANNAH, GA P. O. BOX 1313 SAVANNAH, GA 31402	NONE	NONE	GENERAL SUPPORT OF CHARITABLE ORGANIZATION	261,000.
<b>Total</b>			<b>3a</b>	261,000.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	0.





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	
INVESTMENT MANAGEMENT	48,940.	29,364.		19,576.	
TO FORM 990-PF, PG 1, LN 16C	48,940.	29,364.		19,576.	

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	886.	886.		0.
FEDERAL EXCISE TAXES - 2009	<1,100.>	0.		0.
FEDERAL EXCISE TAXES - 990PF EST	1,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	786.	886.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NONEMPLOYEE COMPENSATION	575.	345.		230.	
SHARED EXPENSES - SALARY & OCCUPANCY REIMBURSEMENT	20,000.	12,000.		8,000.	
MISCELLANEOUS EXPENSES	93.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	20,668.	12,345.		8,230.	

THE CHATHAM FOUNDATION

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	PUBLICLY TRADED SECURITIES - MSSB	P		
b	PUBLICLY TRADED SECURITIES - MSSB	P		
c	POWERSHARES DB K1	P		
d	POWERSHARES DB K1	P		
e	POWERSHARES DB K1			
f	MANAGED FUTURES PREM ABINGDON K1	P		
g	MANAGED FUTURES PREM ABINGDON K1	P		
h	WINTON FUTURES ACCESS K1	P		
i	WINTON FUTURES ACCESS K1	P		
j	PUBLICLY TRADED SECURITIES - ML	P		
k	PUBLICLY TRADED SECURITIES - OTHER	P		
l	CAPITAL GAINS DIVIDENDS			
m				
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 268,574.		252,835.	15,739.
b 273,913.		262,755.	11,158.
c 445.			445.
d 12.			12.
e			0.
f		5,227.	<5,227.>
g		7,007.	<7,007.>
h		2,452.	<2,452.>
i		3,679.	<3,679.>
j 1,092,354.		1,026,277.	66,077.
k 164.			164.
l 29.			29.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			15,739.
b			11,158.
c			445.
d			12.
e			0.
f			<5,227.>
g			<7,007.>
h			<2,452.>
i			<3,679.>
j			66,077.
k			164.
l			29.
m			
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	75,259.
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



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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - STOCKS & MONEY FUNDS	123,608.	29.	123,579.
INTEREST - SECURITIES	808.	0.	808.
TOTAL TO FM 990-PF, PART I, LN 4	124,416.	29.	124,387.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WINTON K-1 - PASSTHROUGH EXPENSES	<7,831.>	<7,831.>	
WINTON K-1 - PASSTHROUGH INCOME	1,711.	1,711.	
ABINGDON K-1 - PASSTHROUGH INCOME	2,413.	2,413.	
ABINGDON K-1 - PASSTHROUGH EXPENSE	<2,872.>	<2,872.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,579.>	<6,579.>	

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,200.	1,920.		1,280.
TO FORM 990-PF, PG 1, LN 16B	3,200.	1,920.		1,280.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	3,913,331.	4,218,869.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,913,331.	4,218,869.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & INTERNATIONAL BONDS	855,891.	905,610.
TOTAL TO FORM 990-PF, PART II, LINE 10C	855,891.	905,610.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	212,018.	207,639.
TOTAL TO FORM 990-PF, PART II, LINE 13		212,018.	207,639.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM W. SPRAGUE, III P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
ODILO BLANCO P. O. BOX 1313 SAVANNAH, GA 31402	SECRETARY 1.00	0.	0.	0.
COURTNEY FLEXON P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
MARION MCKENNA P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
BENJAMIN OXNARD, III P. O. BOX 1313 SAVANNAH, GA 31402	CHAIRMAN 1.00	0.	0.	0.
WILLIAM W. SPRAGUE, JR. P. O. BOX 1313 SAVANNAH, GA 31402	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

# THE CHATHAM FOUNDATION - Last year

1/1/2012 through 12/31/2012

5/9/2013

Page 1

Date	Num	Description	Clr	Amount
<b>EXPENSES</b>				<b>-261,000.00</b>
<b>Contribution</b>				<b>-261,000.00</b>
2/15/2012	1107	Savannah Book Festival	R	-5,000 00
2/15/2012	1108	Coastal Empire Council/Boy Scouts	R	-2,000 00
2/15/2012	1109	Catholic Schools Endowment Fund	R	-2,000 00
2/15/2012	1110	Children's Museum Of Savannah	R	-5,000 00
2/15/2012	1111	Girl Scout Council Of Savannah	R	-2,000 00
2/15/2012	1112	Goodwill Industries Of The Coastal Empir	R	-1,000 00
2/15/2012	1113	Greenbriar Children's Center	R	-1,000 00
2/15/2012	1114	Inner City Night Shelter	R	-1,000 00
2/15/2012	1115	Notre Dame Academy	R	-2,000 00
2/15/2012	1116	Prevent Blindness	R	-1,000 00
2/15/2012	1117	American Red Cross - Savannah Chap	R	-10,000 00
2/15/2012	1118	Royce Learning Center	R	-2,000 00
2/15/2012	1119	The Salvation Army	R	-1,000 00
2/15/2012	1120	Savannah Country Day School	R	-2,000 00
2/15/2012	1121	The Savannah Music Festival	R	-5,000 00
2/15/2012	1122	American Traditions Competition Inc	R	-5,000 00
2/15/2012	1123	St Vincent's Academy	R	-10,000 00
2/15/2012	1124	Social Apostolate	R	-1,000 00
2/15/2012	1125	Savannah Speech & Hearing Center	R	-5,000 00
2/15/2012	1126	Union Mission	R	-1,000 00
2/15/2012	1127	United Way Of The Coastal Empire	R	-30,000 00
2/15/2012	1128	Victor B Jenkins Boys Club	R	-1,000 00
2/15/2012	1129	Benedictine Military School	R	-20,000 00
2/15/2012	1130	Hospice Savannah Foundation Inc.	R	-10,000 00
2/15/2012	1131	Second Harvest Food Bank	R	-10,000 00
2/15/2012	1132	YMCA Of Coastal Georgia, Inc.	R	-15,000 00
2/15/2012	1133	Savannah Tree Foundation	R	-1,000 00
2/15/2012	1134	Hospice Savannah Foundation Inc	R	-1,000 00
2/15/2012	1135	Savannah Book Festival	R	-1,000 00
2/15/2012	1136	YMCA Of Coastal Georgia, Inc	R	-1,000 00
2/15/2012	1137	The Live Oak Public Libraries Fdn Inc	R	-1,000 00
2/15/2012	1138	Savannah Country Day School	R	-10,000 00
2/15/2012	1139	Chatham-Savannah Citizen Advocacy	R	-2,000 00
2/15/2012	1140	Memorial Health Foundation	R	-5,000 00
2/15/2012	1141	YMCA - West Broad Street	R	-1,000 00
2/15/2012	1142	St. Vincent's Academy	R	-500 00
2/15/2012	1143	YMCA Of Coastal Georgia, Inc	R	-750 00
2/15/2012	1144	The Savannah Music Festival	R	-2,500 00
2/15/2012	1145	St James School	R	-500 00
2/15/2012	1146	Blessed Sacrament	R	-500 00
2/29/2012	1147	The Savannah Music Festival	R	-2,500 00
3/8/2012	1149	Coastal Center For Developmental Ser	R	-250 00
3/8/2012	1150	C O P E For Change Inc	R	-500 00
3/14/2012	1151	Benedictine Military School	R	-3,000 00
3/20/2012	1152	Anderson Cancer Institute	R	-150 00
4/18/2012	1253	St Vincent's Academy	R	-2,000 00
4/18/2012	1254	Benedictine Military School	R	-2,000 00
4/18/2012	1255	St Michael's Church	R	-1,000 00
4/18/2012	1256	Savannah Speech & Hearing Center	R	-1,000 00

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# THE CHATHAM FOUNDATION - Last year

1/1/2012 through 12/31/2012

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Date	Num	Description	Clr	Amount
4/18/2012	1257	Catholic Diocese Of Savannah	R	-4,000 00
4/23/2012	1258	Coastal Georgia Komen Race For The ..	R	-100 00
4/25/2012	1259	Coastal Empire Council/Boy Scouts	R	-5,000 00
6/13/2012	1260	Southeastern Firefighters Burn Founda	R	-250 00
6/19/2012	1261	Georgia Historical Society	R	-2,500 00
6/19/2012	1262	Communities In Schools	R	-4,000.00
6/19/2012	1263	United Way Of The Coastal Empire	R	-5,600 00
6/27/2012	1264	Chatham-Savannah Citizen Advocacy	R	-1,500 00
7/27/2012	1266	Kicklighter Resource Center	R	-250 00
8/14/2012	1267	Benedictine Military School	R	-1,400 00
8/21/2012	1268	Georgia Rotary Student Program, Inc	R	-250 00
8/23/2012	1269	The Mediation Center	R	-1,000 00
8/23/2012	1270	Savannah Book Festival	R	-500 00
8/23/2012	1271	Southeastern Firefighters Burn Founda	R	-320 00
8/30/2012	1272	Social Apostolate	R	-250 00
9/4/2012	1273	SAFE Shelter Inc	R	-500 00
9/14/2012	1274	Ricky Mcallister Foundation, Inc.	R	-500 00
9/20/2012	1275	**VOID**Catholic Pastoral Center	R	0 00
9/20/2012	1276	Diocese Of Savannah{Catholic Pastora	R	-200 00
10/8/2012	1278	SCAD Equestrian Cener	R	-4,000 00
10/8/2012	1279	Christ Church Children's Church	R	-3,000 00
10/8/2012	1280	Savannah Book Festival	R	-5,000 00
10/8/2012	1281	Savannah Philharmonic	R	-1,000 00
10/30/2012	1282	Savannah Ambucs	R	-1,000 00
10/30/2012	1283	St Vincent's Academy	R	-1,000 00
10/30/2012	1284	St James School	R	-500 00
10/30/2012	1285	Memorial Health Foundation	R	-1,000 00
10/30/2012	1286	Blessed Sacrament	R	-500 00
10/31/2012	1287	Cathedral Heritage Endowment Fundl	R	-600 00
11/1/2012	1288	American Red Cross - Savannah Chap.	R	-1,600 00
11/1/2012	1289	American Red Cross - Savannah Chap	R	-200 00
11/1/2012	1290	Catholic Schools Endowment Fund	R	-500 00
11/1/2012	1291	Park Place Outreach, Inc	R	-1,000 00
11/13/2012	1292	St Gregory Elementary School	R	-1,000 00
11/13/2012	1293	Agape Family Life Center, Inc.	R	-1,000 00
12/10/2012	1295	The Empty Stocking Fund	R	-100 00
12/10/2012	1296	Alzheimer's Association, Georgia Chap	R	-650 00
12/20/2012	1298	Coastal Empire Council/Boy Scouts	R	-4,080 00
12/28/2012	1299	Notre Dame Club Scholarship Fund	R	-500 00
12/28/2012	1300	Georgia Historical Society	R	-2,000 00
12/28/2012	1301	Junior Achievement Of Savannah	R	-2,000 00
12/28/2012	1302	Ossabaw Island Education Alliance	R	-500 00
12/28/2012	1303	Christ Church	R	-3,000 00
12/28/2012	1304	Coastal Empire Council/Boy Scouts	R	-500 00
12/28/2012	1305	Caretta Research Project	R	-500 00
12/28/2012	1306	Coastal Empire Council/Boy Scouts	R	-1,000 00
12/28/2012	1307	Faith Equestrian Therapeutic Center	R	-1,000 00
12/28/2012	1308	Agape Family Life Center, Inc.	R	-2,500 00
12/28/2012	1309	Savannah Book Festival	R	-750 00
12/28/2012	1310	American Red Cross - Savannah Chap	R	-750 00

OVERALL TOTAL

-261,000.00