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 , **and ending**

Name of foundation: ANNE COX CHAMBERS FOUNDATION, INC.

A Employer identification number: 58-6033966

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 105720 — Room/suite:

B Telephone number: (678) 645-4659

City or town, state, and ZIP code: ATLANTA, GA 30348

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 45,840,611.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	18,705,115.		N/A	
	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	7,055,518.	7,055,518.		STATEMENT 1
	5a Gross rents				STATEMENT 8
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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				
	12 **Total.** Add lines 1 through 11	25,760,633.	7,055,518.		
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				
	c Other professional fees				
	17 Interest	4,399.	0.		0.
	18 Taxes STMT 2	10,863.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	303.	303.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,565.	303.		0.
	25 Contributions, gifts, grants paid	3,352,472.			3,352,472.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,368,037.	303.		3,352,472.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	22,392,596.			
	b **Net investment income** (if negative, enter -0-)		7,055,215.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	316,963.	22,709,559.	22,709,559.
2 Savings and temporary cash investments			
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			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 6)	0.	0.	23,131,052.
16 **Total assets** (to be completed by all filers)	316,963.	22,709,559.	45,840,611.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons	2,000,000.	2,000,000.	
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	2,000,000.	2,000,000.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] 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	<1,683,037.>	20,709,559.	STATEMENT 5
30 **Total net assets or fund balances**	<1,683,037.>	20,709,559.	
31 **Total liabilities and net assets/fund balances**	316,963.	22,709,559.	

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	<1,683,037.>
2	Enter amount from Part I, line 27a	2	22,392,596.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,709,559.
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	20,709,559.

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	NONE			
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).
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	3,094,810.	24,511,577.	.126259
2010	3,478,420.	23,069,358.	.150781
2009	1,407,903.	23,091,813.	.060970
2008	1,757,814.	22,908,235.	.076733
2007	1,442,232.	23,085,757.	.062473

2	**Total** of line 1, column (d)	2	.477216
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	.095443
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	31,452,754.
5	Multiply line 4 by line 3	5	3,001,945.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	70,552.
7	Add lines 5 and 6	7	3,072,497.
8	Enter qualifying distributions from Part XII, line 4	8	3,352,472.

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 ▶ [X] and enter 1% of Part I, line 27b		1	70,552.
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	70,552.
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	70,552.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 9,960.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 142,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	151,960.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	81,408.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 81,408. **Refunded** ▶		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	4b		
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) ▶ 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*	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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ COX ENTERPRISES, INC. Telephone no. ▶ (678) 645-0000

Located at ▶ 6205 PEACHTREE DUNWOODY ROAD, ATLANTA, GA ZIP+4 ▶ 30348

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

			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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	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)?	☐ 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	5b		
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?		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?	N/A	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.

(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 7		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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	0.
b	Average of monthly cash balances		1b	8,800,678.
c	Fair market value of all other assets		1c	23,131,052.
d	**Total** (add lines 1a, b, and c)		1d	31,931,730.
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	31,931,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	478,976.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	31,452,754.
6	**Minimum investment return.** Enter 5% of line 5		6	1,572,638.

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	1,572,638.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 70,552.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	70,552.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,502,086.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,502,086.
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	1,502,086.

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	3,352,472.
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	3,352,472.
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	70,552.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,281,920.

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

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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				1,502,086.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 294,950.				
b From 2008 619,782.				
c From 2009 261,262.				
d From 2010 2,343,032.				
e From 2011 1,879,174.				
f **Total** of lines 3a through e	5,398,200.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,352,472.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,502,086.
e Remaining amount distributed out of corpus	1,850,386.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,248,586.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	294,950.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	6,953,636.			
10 Analysis of line 9:				
a Excess from 2008 619,782.				
b Excess from 2009 261,262.				
c Excess from 2010 2,343,032.				
d Excess from 2011 1,879,174.				
e Excess from 2012 1,850,386.				

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12-05-12

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
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).)

ANNE COX CHAMBERS

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 ▶ [X] 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
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	N/A	SEE ATTACHED SCHEDULE	3,352,472.
Total			▶ 3a	3,352,472.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,055,518.	
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)		0.		7,055,518.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 7,055,518.

(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).
	NOT APPLICABLE

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

		Line	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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BROOK LESTER		11/11/13		P00650199
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 191 PEACHTREE ST., NE SUITE 2000 ATLANTA, GA 30303-1924			Phone no. (404) 220-1500	

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12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
ANNE COX CHAMBERS FOUNDATION, INC.	58-6033966

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
ANNE COX CHAMBERS FOUNDATION, INC.	58-6033966

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNE COX CHAMBERS (UTA OF JAMES M. COX DATED 4/22/41) 6205 PEACHTREE DUNWOODY ROAD ATLANTA, GA 30328	$ 18,705,115.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
ANNE COX CHAMBERS FOUNDATION, INC.	58-6033966

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
ANNE COX CHAMBERS FOUNDATION, INC.	58-6033966

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Anne Cox Chambers Foundation, Inc
2012
Qualifying Distributions

Date	Recipient	Amount	Purpose
1/3/2012	Atlanta Preservation Center	4,167	General Operating
1/18/2012	Noah's Ark	100	General Operating
1/20/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
2/1/2012	Atlanta Preservation Center	4,167	General Operating
2/3/2012	Camp Sunshine	2,500	General Operating
2/3/2012	Ovarian Cancer Institute	5,000	General Operating
2/3/2012	The Versailles Foundation	1,200	General Operating
2/8/2012	Camp Sunshine	5,000	General Operating
2/15/2012	Noah's Ark	100	General Operating
2/16/2012	Noah's Ark	10,000	General Operating
2/21/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
2/28/2012	Animal Medical Center	100,000	General Operating
2/28/2012	French Heritage Society, Inc	15,000	General Operating
2/28/2012	Henry Street Settlement House	100,000	General Operating
2/28/2012	The Breast Cancer Research Foundation	50,000	General Operating
3/1/2012	Atlanta Preservation Center	4,167	General Operating
3/9/2012	Save The Children	25	General Operating
3/15/2012	Noah's Ark	100	General Operating
3/20/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
3/27/2012	Michael C Carlos Museum	10,000	General Operating
4/2/2012	Atlanta Preservation Center	4,167	General Operating
4/17/2012	Noah's Ark	100	General Operating
4/20/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
4/26/2012	The International Council Of The Museum Of Modern Art	7,500	General Operating
5/1/2012	Atlanta Preservation Center	4,167	General Operating
5/15/2012	Noah's Ark	100	General Operating
5/17/2012	Plan International USA	1,080	General Operating
5/21/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
6/1/2012	Atlanta Preservation Center	4,167	General Operating
6/14/2012	Noah's Ark	50,000	General Operating
6/20/2012	Alliance Francaise D'Atlanta	5,000	General Operating
6/21/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
6/21/2012	Jewish Tower Sunshine Fund	1,000	General Operating
6/29/2012	Animal Rescue Fund Of The Hamptons, Inc	10,000	General Operating
7/2/2012	Atlanta Preservation Center	4,167	General Operating
7/16/2012	Noah's Ark	50,000	General Operating
7/18/2012	Animal Companion Rescue Foundation	37,500	General Operating
7/20/2012	Animal Rescue Fund Of The Hamptons, Inc	10,000	General Operating
7/20/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
8/1/2012	Atlanta Preservation Center	4,167	General Operating
8/7/2012	Council of American Ambassadors	1,000	General Operating
8/7/2012	Michael C Carlos Museum	250,000	General Operating
8/7/2012	New York Eye & Ear Infirmary	100,000	General Operating
8/15/2012	Noah's Ark	50,000	General Operating
8/20/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
8/29/2012	Edible Schoolyard NYC	25,000	General Operating
9/4/2012	Atlanta Preservation Center	4,167	General Operating
9/7/2012	Paint Georgia Pink	5,000	General Operating
9/13/2012	Doctors Without Borders	5,000	General Operating
9/13/2012	French American Foundation	5,000	General Operating
9/13/2012	Pasteur Foundation	5,000	General Operating
9/13/2012	Sheltering Arms	1,000	General Operating
9/13/2012	The Oakwood Schools Foundation	1,000	General Operating
9/17/2012	High Museum of Art	333,000	General Operating
9/17/2012	Noah's Ark	50,000	General Operating

9/18/2012	French American Foundation	62,500	General Operating
9/20/2012	F I N O. Doggie Etc Rescue Inc	2,500	General Operating
9/21/2012	ASPCA	20,000	General Operating
9/24/2012	In Defense Of Animals	2,000	General Operating
9/24/2012	Meals On Wheels Atlanta - AMTR	5,000	General Operating
9/24/2012	Save The Manatee Club	1,000	General Operating
9/25/2012	FOCUS	10,000	General Operating
10/1/2012	Atlanta Preservation Center	4,167	General Operating
10/2/2012	Atlanta Humane Society	1,250,000	General Operating
10/5/2012	Atlanta Pet Rescue & Adoption	10,000	General Operating
10/5/2012	The Trust For Public Land	1,000	General Operating
10/15/2012	Friends Of Dekalb Animals Inc	10,000	General Operating
10/15/2012	Noah's Ark	50,000	General Operating
10/22/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
10/22/2012	Susan G Komen For The Cure	5,000	General Operating
11/1/2012	Atlanta Preservation Center	4,167	General Operating
11/14/2012	Feeding America	2,500	General Operating
11/14/2012	Guide Dog Foundation For The Blind	6,000	General Operating
11/14/2012	Meals On Wheels Atlanta	2,500	General Operating
11/14/2012	Pet Partners	10,000	General Operating
11/14/2012	Susan G Komen For The Cure	2,500	General Operating
11/14/2012	The Woman's Auxiliary Of Piedmont Hospital	5,000	General Operating
11/15/2012	Noah's Ark	50,000	General Operating
11/21/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
12/5/2012	Atlanta Preservation Center	4,167	General Operating
12/5/2012	Bard College	200,000	General Operating
12/12/2012	Animal Legal Defense Fund	2,500	General Operating
12/12/2012	Good Mews	2,500	General Operating
12/12/2012	Puppies Behind Bars	10,000	General Operating
12/12/2012	The International Council Of The Museum Of Modern Arat	7,500	General Operating
12/13/2012	Alzheimer's Society Of Atlanta	500	General Operating
12/13/2012	Farm Sanctuary	10,000	General Operating
12/13/2012	Open Hand	2,500	General Operating
12/17/2012	Noah's Ark	50,000	General Operating
12/19/2012	Atlanta Preservation Center	4,167	General Operating
12/19/2012	YWCA Of Greater Atlanta	5,000	General Operating
12/20/2012	F I N O Doggie Etc Rescue Inc	2,500	General Operating
12/20/2012	Purebred Rescue of Cobb Cty	500	General Operating
12/26/2012	Ahimsa House	15,000	General Operating
12/26/2012	CAPS	100,000	General Operating
12/26/2012	Children's Healthcare Of Atlanta	25,000	General Operating
12/26/2012	Furkids, Inc	5,000	General Operating
12/26/2012	The Humane Society Of New York	5,000	General Operating
12/26/2012	UNICEF	10,000	General Operating
12/27/2012	Create Your Dreams	10,000	General Operating
		3,352,472	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	7,034,716.	0.	7,034,716.
INTEREST INCOME	20,802.	0.	20,802.
TOTAL TO FM 990-PF, PART I, LN 4	7,055,518.	0.	7,055,518.

FORM 990-PF	TAXES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX EXPENSE	10,863.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,863.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRATION FEES	143.	143.		0.
BANK FEES	160.	160.		0.
TO FORM 990-PF, PG 1, LN 23	303.	303.		0.

FOOTNOTES STATEMENT 4

NET VALUE OF NONCHARITABLE-USE ASSETS IN PART V HAVE BEEN RESTATED FOR PRIOR YEARS. THE FOUNDATION WAS NOT UNDER DISTRIBUTED IN ANY YEAR AS DETERMINED UNDER IRC SEC. 4942.

FORM 990-PF — OTHER FUNDS — STATEMENT 5

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
RETAINED EARNINGS	<1,683,037.>	20,709,559.
TOTAL TO FORM 990-PF, PART II, LINE 29	<1,683,037.>	20,709,559.

FORM 990-PF — OTHER ASSETS — STATEMENT 6

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
TRUST INCOME INTEREST	250,000.	250,000.	250,000.
ACCUMULATED AMORTIZATION	<250,000.>	<250,000.>	<250,000.>
VALUE OF LIFE ESTATE	0.	0.	23,131,052.
TO FORM 990-PF, PART II, LINE 15	0.	0.	23,131,052.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANNE COX CHAMBERS 426 WEST PACES FERRY ROAD ATLANTA, GA 30305	BOARD CHAIR / PRESIDENT 5.00	0.	0.	0.
JAMES COX CHAMBERS 426 WEST PACES FERRY ROAD ATLANTA, GA 30305	V PRES / TRUSTEE 0.00	0.	0.	0.
ALEXANDER C. TAYLOR 426 WEST PACES FERRY ROAD ATLANTA, GA 30305	V PRES / TRUSTEE 0.00	0.	0.	0.
NANCY K. RIGBY P.O. BOX 105720 ATLANTA, GA 30348	SEC'Y / TREASURER 0.00	0.	0.	0.
FRED H. BEERMAN P.O. BOX 530255 ATLANTA, GA 30353	ASST SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

IMPUTED INTEREST UNDER IRC SECTION 7872	$4,399

Attachment A

AMENDED AND RESTATED BYLAWS
OF
ANNCOX FOUNDATION, INC.

ARTICLE I

PURPOSES

Section 1. Purposes of the Foundation. The Foundation shall operate exclusively for religious, charitable, and/or educational purposes. The specific activities in which the Foundation shall engage and the objects that it shall support shall be determined by the Board of Trustees (the "Board").

ARTICLE II

TRUSTEES

Section 1. Power of the Board of Trustees. The Board shall exercise all powers of the Foundation, and shall be responsible for its governance and management.

Section 2. Number; Qualifications. The Board shall consist of not less than three (3) nor more than five (5) Trustees. The Board may modify the maximum number of members of the Board from time to time by resolution adopted by a majority of members of the Board. A majority of the Trustees of the Foundation shall be persons who are members of the ACC Group. The ACC Group shall consist of Mrs. Chambers and her lineal descendants by blood or adoption. Provided that the preceding requirement is satisfied, the Board of Trustees may elect as members of the Board one or more individuals who are not members of the ACC Group. Immediately upon Mrs. Chambers' ceasing to be a member of the Board for whatever reason, any of Mrs. Chambers' three children, James Cox Chambers, Margaretta Johnson Taylor, and Katharine

Johnson Rayner (each an "ACC Child" and, together, the "ACC Children") who is not already serving on the Board shall be added as a Trustee. In the event of the resignation, death or unwillingness to serve of any or all of the ACC Children, the remaining Board members shall fill each vacancy in a manner consistent with the requirements of this Article II, Section 2, with preference given to a descendant of the ACC Child who is not serving on the Board.

Section 3. Term of Office. Each individual elected as a Trustee shall hold office for a life term or until his or her earlier resignation or removal from office. Any Trustee may be removed from office by a majority vote of all of the other members of the Board of Trustees.

Section 4. Vacancies. Consistent with Article II, Section 2, the Board may at any time and from time to time by action of a majority of its members elect new Trustees either to fill vacancies or to create additional Trustees within the permissible limits stated.

ARTICLE III

MEETINGS OF TRUSTEES

Section 1. Regular Meeting. A regular meeting of the Trustees shall be held each year on the date the Board designates by resolution.

Section 2. Special Meetings. Special meetings of the Trustees may be called by the Chair, the President, a Vice President, or any two (2) Trustees by written notice to each Trustee.

Section 3. Notice of Meetings. Written notice of each regular and special meeting of the Trustees, stating the time when and the place where the meeting is to be held, shall be mailed or delivered by electronic mail by the Secretary, the Assistant Secretary, if any, or a person calling the meeting to each Trustee, at his or her postal address or electronic mail address, as the case may be, as it appears on the records of the Foundation, not less than two (2) days nor more than sixty (60) days before such meeting. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. Any and all requirements for call and notice of meetings, regular or special, may be waived by the Trustees.

Section 4. Quorum. At all meetings, the presence of a majority of the members of the Board then in office shall constitute a quorum.

Section 5. Action of the Board. Except as otherwise required by the Georgia Nonprofit Corporation Code, the Foundation's Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of voting Trustees present at any meeting at which a quorum is present shall constitute action of the Board of Trustees. At such time as Mrs. Chambers is no longer a member of the Board , each of the ACC Children, whether or not then a Board member, shall have the right annually to advise as to the expenditure of the proportion of distributable funds equal to the fraction created by dividing the number "1" by the number of ACC Children then living. Notwithstanding the foregoing, no application or contribution of funds of the Foundation for the purpose expressed in Article III of the Articles of Incorporation or Article I of these Bylaws shall be made except upon approval by vote, at a meeting of the Trustees, of a majority of the Trustees in office or by written consent of the Board of Trustees consistent with Article III, Section 7 of these Bylaws.

Section 6. Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting. In all other respects the provisions of this article of these Bylaws with respect to meetings of the Board shall apply.

Section 7. Action in Lieu of a Meeting. Any action required to be taken at a meeting of the Trustees may be taken without a meeting if the action is evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by no fewer than the required number of directors. Such an action without a meeting must be evidenced by consents in writing signed by no fewer than 60% of the Trustees. If one or more of the Trustees has a conflict of interest and is thus an "Interested Trustee," the consents in writing must be signed by all of the Trustees other than the Interested Trustee(s). Consents in writing shall be filed with the minutes of the proceedings of the Trustees. For this purpose, the term "electronic transmission" includes, but is not limited to, telegraphs, telegrams, cablegrams, teletypes, electronic mail, and facsimile transmissions.

ARTICLE IV

OFFICERS

Section 1. Officers. The Officers of the Foundation shall be a President (who shall be a Trustee), one or more Vice Presidents, a Secretary and a Treasurer, and may include a Board Chair (who shall also be a Trustee), one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall be chosen by the Trustees, and shall hold office until the next regular meeting of the Trustees following their election and until their successors are elected and qualified. Any two or more offices may be held by one person at the same time, except that the President shall not also be the Secretary.

Section 2. Board Chair. If a Board Chair is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Board Chair shall also be the chief executive officer and shall have the powers and duties prescribed by these Bylaws for the President of the Foundation.

Section 3. President. Subject to such supervisory powers as the Board may give to the Board Chair, if any, and subject to the control of the Board, the President shall be the chief executive officer of the Foundation and shall have general supervision of the affairs of the Foundation; shall make reports to the Trustees; shall perform generally all the duties usually performed by presidents of like Foundations, and shall have all such other duties and powers as may be prescribed by the Trustees. In the absence of the Board Chair, the President shall preside at Board meetings.

Section 4. Vice President(s). The Vice President(s) shall exercise all of the functions and perform all the duties of the President in case of the absence, death or disability of the latter, except as especially limited by the President in case of his absence or by the Trustees. The Vice Presidents shall perform such other duties as may be required of him or her by the President or by the Trustees.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Trustees, shall have custody of the corporate seal and minute book, and shall perform such other duties as may be required of him or her by the President or by the Trustees. In the absence of the Secretary at any meeting of the Trustees, the Trustees shall appoint a Secretary pro tempore to perform the duties of the Secretary at such meeting.

Section 6. Treasurer. The Treasurer shall receive and have custody of all monies and securities of the Foundation. Subject to the control of the President, the Treasurer shall be authorized to make disbursements for expenses of the Foundation of a routine nature which are ordinary and necessary in the carrying out of decisions and policies of the Trustees. Otherwise the Treasurer shall disburse or deal with monies and securities of the Foundation as shall be ordered by the Trustees, or by the President under authorization granted by the Trustees. The Treasurer shall keep an accurate account of the monies received and disbursed by him or her in regular books of account, and shall deposit all monies and other valuable property of the Foundation in the name and to the credit of the Foundation in such banks or depositories as the Board of Trustees may designate. The Treasurer shall perform such other duties as may be required of him or her by the President or by the Trustees. On the expiration of his or her term of office, the Treasurer shall turn over to his or her successor, or to the Trustees, all money and property of this Foundation in the custody of the Treasurer.

Section 7. Removal of Officers. Any officer of the Foundation may be removed from office with or without cause by the Trustees at any regular or special meeting.

Section 8. Vacancies. Any vacancy in any of the elective offices described above may be filled by election of a successor at any regular or special meeting of the Trustees.

Section 9. Compensation. Unless otherwise determined by the Board of Trustees, the officers of the Foundation shall not receive any salary, compensation or other remuneration for their services to the Foundation as officers but shall be reimbursed for any reasonable expenses that they may incur in connection with the performance of their duties and functions. Where appropriate, the Board of Trustees shall enter into employment contracts on behalf of the Foundation with such employees to perform the activities of the Foundation as it may consider desirable including, but not limited to, an Executive Director, who shall have all of the powers and responsibilities prescribed by the Board, but who shall not be a member of the Board.

ARTICLE V

AMENDMENTS

Section 1. Amendments. Pursuant to power granted to the Trustees by the corporate charter, these Bylaws may be amended, supplemented, or repealed, at any regular meeting of the Trustees or at any special meeting called for that purpose.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Dividends. No dividend shall be paid and no part of the income of the Foundation shall be distributed to the Trustees or the officers of the Foundation.

Section 2. Fiscal Year; Banking. The fiscal year of the Foundation shall end on December 31. The funds of the Foundation shall be deposited in such banks, trust companies, or other depositories as the Board shall select.

Section 3. Authority To Sign Checks. The signature of any two officers of the Foundation shall be required on any checks in the amount of $50,000 or more written on the Foundation's bank account. In addition, any check in the amount of $5,000 or more payable to an individual or to an entity other than a Section 501(c)(3) charitable organization shall require the signature of two officers of the Foundation.

Section 4. Loans; Extensions of Credit. No loan, extension of credit or advance shall be contracted for on behalf of the Foundation except and to the extent that the same has been authorized by the Board, which authorization may be general or limited to specific instances. No asset or property of the Foundation may be pledged or encumbered to collateralize any loan made to the Foundation unless the same is specifically authorized by the Board. The Foundation shall not make any loans to its officers or Trustees.

Section 5. Indemnification. The Foundation shall have the power to indemnify and advance or reimburse the litigation expenses of its officers, Trustees, employees and agents to the full extent permitted under the laws of the State of Georgia and the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code").

Section 6. Dissolution. In the event of any dissolution of the Foundation, the assets of the Foundation shall be applied and distributed as follows subject to any provisions set forth in the Articles of Incorporation.

(a) All liabilities and obligations of the Foundation shall be paid and discharged, or adequate provision shall be made therefore.

(b) Assets held by the Foundation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be conveyed, in accordance with such requirements.

(c) Assets received and held by the Foundation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be distributed as the Board of Trustees shall determine to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code or corresponding section of any future Federal tax code or, if the Board of Trustees shall so determine, be distributed to the Federal government, or to one or more state or local governments (or political subdivisions thereof), for a public purpose pursuant to a plan of dissolution adopted as provided by the Georgia Nonprofit Corporation Code § 14-3-1403. In no event shall any of such assets or property be distributed to any Trustee or officer, or to any other private individual.

****

**WRITTEN CONSENT
OF THE SOLE TRUSTEE OF
THE BOARD OF TRUSTEES OF
ANNCOX FOUNDATION, INC.**

THE UNDERSIGNED, being the sole current Trustee of the Anncox Foundation (the "Foundation"), a Georgia nonprofit corporation, by this consent in writing in accordance with Section 14-3-821 of the Georgia Nonprofit Corporation Code, does hereby waive all notice of the time, place and purposes of a meeting of the Foundation's Board of Trustees and does hereby consent to the adoption of the following preambles and resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board of Trustees of the Foundation:

WHEREAS, the sole Trustee of the Foundation deems it desirable and in the best interests of the Foundation to change the name of the Foundation from the "Anncox Foundation, Inc." to the "Anne Cox Chambers Foundation, Inc.";

WHEREAS, the sole Trustee of the Foundation deems it advisable and in the best interests of the Foundation to elect two additional Trustees to the Foundation's Board of Trustees;

WHEREAS, the sole Trustee of the Foundation deems it advisable and in the best interests of the Foundation to amend and restate the Bylaws of the Foundation (i) to ensure that the majority of the Trustees of the Foundation are Anne Cox Chambers or her lineal descendants; (ii) to authorize the Foundation to have more than one Vice President; and (iii) to permit Board action by conference telephone and electronic transmission and otherwise to update the Bylaws consistent with the Georgia Nonprofit Corporation Code; and

WHEREAS, the Board of Trustees wishes to elect officers for terms beginning on October 29, 2012;

NOW, THEREFORE, BE IT

RESOLVED, that the Articles of Incorporation of the Foundation shall be amended to change the name of the Foundation from the "Anncox Foundation, Inc." to the "Anne Cox Chambers Foundation, Inc.";

FURTHER RESOLVED, that the Amended and Restated Bylaws appended hereto as Attachment A shall replace in their entirety any and all Bylaws previously adopted by the Foundation, and that such Amended and Restated Bylaws are hereby approved, adopted, and ordered to be entered into the Minute Book of the Foundation;

FURTHER RESOLVED, that the Board of Trustees elects (or re-elects, as the case may be) the following individuals to be members of the Board of Trustees, each to serve for a term beginning October 29, 2012 until such date as each individual Trustee's successor is elected and qualified:

AnneCox Chambers

James Cox Chambers

Alexander C. Taylor

FURTHER RESOLVED, that the Board of Trustees elects (or re-elects, as the case may be) each of the following individuals to the Foundation officer position set forth next to his or her name, to serve for terms beginning October 29, 2012 and ending December 31, 2013, or until such later date as each individual officer's successor is elected and qualified:

Anne Cox Chambers	BOARD CHAIR AND PRESIDENT
James Cox Chambers	VICE PRESIDENT
Alexander C. Taylor	VICE PRESIDENT
Nancy K. Rigby	SECRETARY AND TREASURER
Fred H. Beerman	ASSISTANT SECRETARY

FURTHER RESOLVED, that the Officers of the Foundation be, and they hereby are, authorized, empowered and directed to do and perform all such further acts and things, to execute and deliver in the name of the Foundation all such further certificates, instruments, or other documents as in their judgment shall be necessary or advisable in order to effectuate the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated therein.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Trustee of the Board of Trustees of the Anncox Foundation as of the 29th day of October, 2012, intending to be bound hereby.

Anne Cox Chambers

Anne Cox Chambers
Trustee

UNANIMOUS WRITTEN CONSENT
OF THE
THE BOARD OF TRUSTEES OF
ANNCOX FOUNDATION, INC.

THE UNDERSIGNED, being all of the Trustees of the Anncox Foundation, Inc. (the "Foundation"), a Georgia nonprofit corporation (with the exception of Anne Cox Chambers ("Mrs. Chambers") who exclusively for purposes of this Unanimous Written Consent shall be deemed an "Interested Trustee" within the meaning of Article III, Section 7 of the Foundation's Bylaws), by this consent in writing in accordance with Section 14-3-821 of the Georgia Nonprofit Corporation, do hereby waive all notice of the time, place and purpose of a meeting of the Foundation's Board of Directors and do hereby consent to the adoption of the following resolutions with the same force and effect as if they had been adopted at a duly convened meeting of the Board of Trustees of the Foundation:

WHEREAS, Mrs. Chambers is the life income beneficiary of the Anne Cox Chambers Atlanta Trust I (the "Atlanta Trust"), established by Governor James M. Cox for the benefit of Mrs. Chambers and her lineal descendants by a trust agreement dated February 22, 1941;

WHEREAS, Mrs. Chambers has from time to time contributed undivided percentage interests of her life income interest in the Atlanta Trust to the Foundation and the Foundation has otherwise acquired undivided percentage interests of Mrs. Chambers' life income interest in the Atlanta Trust (all such life income interests currently owned by the Foundation, the "Foundation life income interests");

WHEREAS, the Trustees of the Foundation (other than the Interested Trustee, Mrs. Chambers) have determined that it is in the best interests of the Foundation to establish a Segregated Fund to hold certain property that has been contributed by Mrs. Chambers to the Foundation from time to time or, has otherwise previously been owned by Mrs Chambers; and

WHEREAS, the Trustees of the Foundation other than Mrs. Chambers have determined that it is in the best interests of the Foundation to transfer to the Segregated Fund all of the Foundation life income interests,

NOW, THEREFORE, BE IT

RESOLVED, that the Bylaws of the Foundation are hereby amended by adding a new Article VII, which in its entirety shall state the following:

<u>ARTICLE VII</u>

SEGREGATED FUND

Section 1. <u>Establishment of Segregated Fund.</u> There shall be established a segregated fund within the Foundation to which the Trustees of the Foundation other than Anne Cox Chambers ("Mrs. Chambers") may transfer certain property contributed by Mrs Chambers to the Foundation from time to time or that has otherwise previously been owned by Mrs. Chambers. This segregated fund shall be known as the "Segregated

Fund" and shall be managed by one or more individuals who shall be known as the "Fund Administrators." The Fund Administrators and their successors shall be named by the Trustees of the Foundation other than Mrs. Chambers, and shall have sole authority to direct the investments and the distributions of the principal and income of the Segregated Fund; however, each of Mrs. Chambers' children shall have the right annually to advise the Fund Administrators with respect to up to $250,000 in charitable distributions from the Segregated Fund and each of Mrs. Chambers' grandchildren who are 18 years of age or older shall have the right annually to advise the Fund Administrators with respect to up to $50,000 in charitable distributions from the Segregated Fund All investments and distributions of principal or income from the Segregated Fund directed by the Fund Administrators shall be consistent with the provisions of the Code governing private foundations, including but not limited to Code Sections 4941, 4942, 4943, 4944, and 4945. Upon the termination of the Atlanta Trust, the Segregated Fund will terminate and any remaining assets of the Segregated Fund on that date shall be transferred to the general fund of the Foundation.

FURTHER RESOLVED, that the initial Fund Administrators of the Segregated Fund shall be Mrs. Chambers' son, James Cox Chambers, and grandson, Alexander C. Taylor. In the event that either of the initial Fund Administrators is unwilling to serve or is deemed by the Trustees of the Anncox Foundation (other than Mrs. Chambers) to be unable to serve as a result of his absence, illness, death, or disability, then the successor Fund Administrators to that individual shall be both Margaretta Johnson Taylor and Katharine Johnson Rayner so that the Segregated Fund has three Fund Administrators. In the event that the second initial Fund Administrator or both of the successor Fund Administrators are unable to serve or are deemed by the Trustees of the Foundation to be unwilling to serve as a result of his, her, or their absence, illness, death, or disability, then the Trustees of the Anncox Foundation (other than Mrs Chambers) may, but need not, designate another successor Fund Administrator

FURTHER RESOLVED, that the Foundation shall transfer to the Segregated Fund all of the Foundation life income interests.

FURTHER RESOLVED, that the Officers of the Foundation (other than Mrs. Chambers) be, and they hereby are, authorized, empowered and directed to do and perform all such further acts and things, to execute and deliver in the name of the Foundation all such further certificates, instruments, or other documents as in their judgment shall be necessary or advisable in order to effectuate the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated therein; and

FURTHER RESOLVED, that this Unanimous Written Consent of the Trustees of the Foundation may be executed in counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the undersigned have executed this consent in counterparts as of the 13th day of DECEMBER, 2012, and have directed that this Written Consent be filed with the minutes of the proceedings of the Board of Trustees of the Foundation.

JAMES COX CHAMBERS, TRUSTEE

ALEXANDER C TAYLOR, TRUSTEE

FURTHER RESOLVED, that this Unanimous Written Consent of the Trustees of the Foundation may be executed in counterparts, which together shall constitute a single instrument.

IN WITNESS WHEREOF, the undersigned have executed this consent in counterparts as of the 13th day of DECEMBER, 2012, and have directed that this Written Consent be filed with the minutes of the proceedings of the Board of Trustees of the Foundation.

JAMES COX CHAMBERS, TRUSTEE

ALEXANDER C. TAYLOR, TRUSTEE

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ANNE COX CHAMBERS FOUNDATION, INC.	Employer identification number (EIN) or 58-6033966
	Number, street, and room or suite no If a P O box, see instructions P.O. BOX 105720	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30348	

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ COX ENTERPRISES, INC.
6205 PEACHTREE DUNWOODY ROAD - ATLANTA, GA 30348
Telephone No. ▶ (678) 645-0000 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 151,960.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 9,960.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 142,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ANNE COX CHAMBERS FOUNDATION, INC.	Employer identification number (EIN) or 58-6033966
	Number, street, and room or suite no If a P O box, see instructions. P.O. BOX 105720	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30348	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ COX ENTERPRISES, INC. 6205 PEACHTREE DUNWOODY ROAD - ATLANTA, GA 30348

Telephone No ▶ (678) 645-0000 FAX No ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 151,960.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 151,960.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Brent Porter Title ▶ DELOITTE TAX, LLP Date ▶ 8/9/2013

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