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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

A Employer identification number

THE CHADBOURNE FOUNDATION, INC.

59-2126313

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

Room/suite

192 HEWITT STREET

B Telephone number

850-434-2244

City or town, state, and ZIP code

PENSACOLA, FL 32503

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 changeD 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 foundationE 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

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

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

\$ 8,733,907. (Part I, column (d) must be on cash basis)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

988,092.

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

243,714.

243,714.

Statement 1

5a Gross rents

b Net rental income or (loss)

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

768,390.

b Gross sales price for all assets on line 6a 4,822,001.

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

768,390.

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

-22,618.

-22,618.

Statement 2

12 Total. Add lines 1 through 11

1,977,578.

989,486.

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

3,802.

0.

3,802.

c Other professional fees

Stmt 4

54,912.

54,912.

0.

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 5

5,180.

5,007.

173.

24 Total operating and administrative expenses Add lines 13 through 23

63,894.

59,919.

3,975.

25 Contributions, gifts, grants paid

372,121.

372,121.

26 Total expenses and disbursements. Add lines 24 and 25

436,015.

59,919.

376,096.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

1,541,563.

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

929,567.

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

N/A

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	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 Stmt 6	6,628,821.	8,157,525.	8,724,987.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <u>PREPAID EXCISE TAX</u>)	5,000.	8,920.	8,920.	
16 Total assets (to be completed by all filers)	6,633,821.	8,166,445.	8,733,907.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	6,633,821.	8,166,445.		
30 Total net assets or fund balances	6,633,821.	8,166,445.		
31 Total liabilities and net assets/fund balances	6,633,821.	8,166,445.		

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	6,633,821.
2 Enter amount from Part I, line 27a	2	1,541,563.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,175,384.
5 Decreases not included in line 2 (itemize) ▶ <u>PRIOR YEAR EXCISE TAX</u>	5	8,939.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,166,445.

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-SEE SCHEDULE	P	Various	Various
b ML SELECT FUTURES I, LP FROM SCHEDULE K-1	P	Various	Various
c HIGHBRIDGE COMMODITIES FUTURE ACCESS, LLC			
d FROM SCHEDULE K-1	P	Various	Various
e Capital Gains Dividends			

(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 4,809,239.		4,049,507.	759,732.
b		4,099.	-4,099.
c			
d		5.	-5.
e 12,762.			12,762.

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			759,732.
b			-4,099.
c			
d			-5.
e			12,762.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	768,390.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	366,480.	7,665,697.	.047808
2010	347,219.	7,460,427.	.046541
2009	396,939.	6,959,686.	.057034
2008	431,150.	8,231,160.	.052380
2007	347,059.	8,505,595.	.040804

2 Total of line 1, column (d)	2	.244567
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	.048913
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,986,192.
5 Multiply line 4 by line 3	5	390,629.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,296.
7 Add lines 5 and 6	7	399,925.
8 Enter qualifying distributions from Part XII, line 4	8	376,096.

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)		1	18,591.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	18,591.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	18,591.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,920.	
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	8,920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	70.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,741.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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"/> <u>FL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 NONE	13	X	
14	The books are in care of HOLLY LOVATO Telephone no. 850-434-2244 Located at 17 WEST CEDAR STREET SUITE #3, PENSACOLA, FL ZIP+4 32502			
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	1b
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? 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	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?	<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	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

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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.

6b

X

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 Non-operating private foundation of which substantially all of the disbursements it made were to charitable organizations (see Part XV).	0.
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 N/A	
2	
All other program-related investments. See instructions.	
3	

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	7,627,308.
b	Average of monthly cash balances	1b	480,501.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,107,809.
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	8,107,809.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	121,617.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,986,192.
6	Minimum investment return. Enter 5% of line 5	6	399,310.

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	399,310.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,591.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,591.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	380,719.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	380,719.
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	380,719.

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	376,096.
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	376,096.
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	376,096.

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				380,719.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			370,121.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 376,096.				
a Applied to 2011, but not more than line 2a			370,121.	
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				5,975.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				374,744.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

2012.04040	10	THE CHADBOURNE FOUNDATION,	4017	1
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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				
St. Joseph Catholic Church 140 W. Government Street Pensacola, FL 32501	none	501(c)(3)	Charitable donation	4,000.
Morning Star Program 1603 N. 12th Avenue Pensacola, FL 32503	none	501(c)(3)	Charitable donation	3,000.
Waterfront Rescue Mission 16 W. Main Street Pensacola, FL 32502	none	501(c)(3)	Charitable donation	4,000.
Creative Learning Academy Annual Fund 3151 Hyde Park Road Pensacola, FL 32503	none	501(c)(3)	Charitable donation	500.
ARC Gateway 3932 N 10th Ave Pensacola, FL 32503	none	501(c)(3)	Charitable donation	3,000.
Total	See continuation sheet(s)			3a 372,121.
b Approved for future payment				
None				
Total			3b	0.

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

THE CHADBOURNE FOUNDATION, INC.**59-2126313**

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE CHADBOURNE FOUNDATION, INC.**59-2126313****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
<u>1</u>	<u>EDWARD M. CHADBOURNE, JR</u> <u>17 WEST CEDAR ST. SUITE 3</u> <u>PENSACOLA, FL 32501</u>	\$ <u>988,092.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

59-2126313

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	MARKETABLE SECURITIES - SEE ATTACHED SCHEDULE		
		\$ 988,092.	10/10/12
(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

THE CHADBOURNE FOUNDATION, INC.**59-2126313****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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

• 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	Employer identification number (EIN) or
	THE CHADBOURNE FOUNDATION, INC.	59-2126313
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	192 HEWITT STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PENSACOLA, FL 32503	

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.

HOLLY LOVATO

• The books are in the care of **17 WEST CEDAR STREET SUITE #3 - PENSACOLA, FL 32502**

Telephone No **850-434-2244**

FAX No **850-434-0692**

• 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 _____

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	\$	0.
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	\$	0.
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  Title **CPA** Date **8/12/13**

Form **8868** (Rev 1-2013)

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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 120-C firms), partnerships, REMICs, and trusts must use Form 8868 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE CHADBOURNE FOUNDATION, INC.	59-2126313
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	192 HEWITT STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PENSACOLA, FL 32503	

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

04

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

HOLLY LOVATO

- The books are in the care of ► **17 WEST CEDAR STREET SUITE #3 - PENSACOLA, FL 32502**
Telephone No ► **850-434-2244** FAX No. ► **850-434-0692**

- 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:
► ☒ 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	\$	0.
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	\$	0.
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	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Cathedral of the Sacred Heart 1212 E Moreno Street Pensacola, FL 32503	none	501(c)(3)	Charitable donation	25,000.
Catholic Charities 1000 W Garden street Pensacola, FL 32501	none	501(c)(3)	Charitable donation	50,000.
Children's Home Society 1300 N Palafox Street Pensacola, FL 32501	None	501(c)(3)	Charitable donation	3,000.
Covenant Hospice 5041 North 12th Ave Pensacola, FL 32504	None	501(c)(3)	Charitable donation	10,000.
Fiesta of Five Flags P.O. Box 1943 Pensacola, FL 32591	none	501(c)(3)	Charitable donation	2,850.
Gulf Coast Kid's House 3401 North 12th Ave Pensacola, FL 32503	None	501(c)(3)	Charitable donation	5,000.
Hotel for Dogs and Cats 4110 Creighton Rd. Pensacola, FL 32504	none	501(c)(3)	Charitable donation	1,000.
Humane Society of Pensacola 5 North Q Street Pensacola, FL 32505	none	501(c)(3)	Charitable donation	5,000.
Loaves and Fishes Soup Kitchen 257 E Lee St Pensacola, FL 32503	none	501(c)(3)	Charitable donation	5,000.
Manna Food Bank 904 N 57th Ave Pensacola, FL 32506	none	501(c)(3)	Charitable donation	6,000.
Total from continuation sheets				357,621.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
Marion Military Institute 1101 Washington Street Marion, AL 36756	none	501(c)(3)	Charitable donation	15,750.
Pace Center for Girls, Inc. 1201 College Blvd Pensacola, FL 32504	none	501(c)(3)	Charitable donation	8,000.
Pensacola Catholic High School 3043 W Scott St Pensacola, FL 32505	none	501(c)(3)	Charitable donation	10,000.
Salvation Army Pensacola Corps P.O. Box 18569 Pensacola, FL 32523	none	501(c)(3)	Charitable donation	50,000.
St. Joseph Medical Clinic P.O. Box 626 Pensacola, FL 32591	none	501(c)(3)	Charitable donation	5,000.
St. Michael Catholic Church 19 N Palafox St Pensacola, FL 32502	none	501(c)(3)	Charitable donation	5,000.
St. Paul Catholic Church 3131 Hyde Park Rd Pensacola, FL 32503	none	501(c)(3)	Charitable donation	50,000.
University of West Florida Foundation 11000 University Pkwy, Bldg 12 Pensacola, FL 32514	none	501(c)(3)	Charitable donation	38,021.
The Alfred-Washburn Center 31 Murphy Lane Pensacola, FL 32505	none	501(c)(3)	Charitable donation	20,000.
Escambia Westgate School 10050 Ashton Brosnahan Road Pensacola, FL 32534	none	501(c)(3)	Charitable donation	15,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

The Chadbourne Foundation, Inc.
Form 990 PF
Year ended Dec. 31, 2012

Capital Gains and Losses (Form 990, Schedule IV):

Account	Account Number	Total Sales Prices	Total Basis	Gain or (Loss)
Merrill Lynch	XXX-XXB01	\$ 247,628	\$ 148,460	\$ 99,168
Merrill Lynch	XXX-XXB02	52,114	51,066	1,048
Merrill Lynch	XXX-XXB03	1,163,112	1,076,393	86,719
Merrill Lynch	XXX-XXB04	308,092	266,349	41,743
Merrill Lynch	XXX-XXB05	53,119	54,452	(1,333)
Merrill Lynch	XXX-XXB07	420,479	359,580	60,899
Merrill Lynch	XXX-XXB16	250,000	250,000	-
Merrill Lynch	XXX-XXB25	197,723	188,659	9,064
Merrill Lynch	XXX-XXB26	71,160	44,274	26,886
Merrill Lynch	XXX-XXB27	14,085	10,836	3,249
Merrill Lynch	XXX-XXB28	147,410	130,992	16,418
Merrill Lynch	XXX-XX261	66,693	65,776	917
Merrill Lynch	XXX-XX009	132,293	120,483	11,810
Merrill Lynch	XXX-XX554	106,478	118,392	(11,914)
Merrill Lynch	XXX-XX555	287,694	272,128	15,566
Merrill Lynch	XXX-XX555	205,542	200,670	4,872
Merrill Lynch	XXX-XX349	23,986	24,554	(568)
Merrill Lynch	XXX-XX388	42,691	41,100	1,591
Merrill Lynch	XXX-XX465	818,820	466,770	352,050
Merrill Lynch	XXX-XX467	10,871	9,209	1,662
Merrill Lynch	XXX-XX469	189,249	149,364	39,885
		<u>\$4,809,239</u>	<u>\$4,049,507</u>	<u>\$759,732</u>

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS & INTEREST FROM PASS THROUGH ENTITIES PER SCH K-1'S	6,631.	0.	6,631.
DIVIDENDS & INTEREST FROM SECURITIES THRU MERRILL LYNCH ACCOUNTS	249,845.	12,762.	237,083.
Total to Fm 990-PF, Part I, ln 4	256,476.	12,762.	243,714.

Form 990-PF	Other Income	Statement	2
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
SECURITIES LITIGATION SETTLEMENTS	77.	77.	
MISCELLANEOUS INCOME THROUGH MERRILL LYNCH ACCTS	6,603.	6,603.	
OTHER INCOME (LOSS) FROM PASS THROUGH ENTITIES PER SCH K-1'S	-29,298.	-29,298.	
Total to Form 990-PF, Part I, line 11	-22,618.	-22,618.	

Form 990-PF	Accounting Fees	Statement	3
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	3,802.	0.		3,802.
To Form 990-PF, Pg 1, ln 16b	3,802.	0.		3,802.

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 FEES - BROKERAGE AND ADVISORY	54,912.	54,912.			0.
To Form 990-PF, Pg 1, ln 16c	54,912.	54,912.			0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ANNUAL FEES	61.	0.			61.
FOREIGN TAX DEDUCTED FROM INVESTMENT INCOME	3,155.	3,155.			0.
INVESTMENT EXPENSES FROM PASS THROUGH ENTITIES PER SCH K-1'S	1,852.	1,852.			0.
OFFICE SUPPLIES	112.	0.			112.
To Form 990-PF, Pg 1, ln 23	5,180.	5,007.			173.

Form 990-PF	Other Investments		Statement	6
Description	Valuation Method	Book Value	Fair Market Value	
INVESTMENT PORTFOLIO HELD THRU MERRILL LYNCH INVESTMENTS	FMV	8,157,525.	8,724,987.	
Total to Form 990-PF, Part II, line 13		8,157,525.	8,724,987.	

Form 990-PF Part VIII - List of Officers, Directors Statement 7
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
EDWARD M. CHADBOURNE JR 17 WEST CEDAR STREET SUITE 3 PENSACOLA, FL 32502	PRESIDENT 1.00	0.	0.	0.
EDWARD M. CHADBOURNE III 17 WEST CEDAR STREET SUITE 3 PENSACOLA, FL 32502	VICE-PRESIDENT 1.00	0.	0.	0.
CAROLINE C. DEMARIA 17 WEST CEDAR STREET SUITE 3 PENSACOLA, FL 32502	SECRETARY 1.00	0.	0.	0.
RUTH J. CHADBOURNE 17 WEST CEDAR STREET SUITE 3 PENSACOLA, FL 32502	DIRECTOR 1.00	0.	0.	0.
BRIAN F. DEMARIA 17 WEST CEDAR STREET SUITE 3 PENSACOLA, FL 32502	DIRECTOR 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Chadbourne Family Foundation
Form 990 PF
Year ended Dec. 31, 2012

Contributions (Schedule B, Part 2):

Contribution of Marketable Securities

Issuer	Security Type	Date Contributed	Ticker Symbol	Shares	Average Cost Basis	High/Lower Average Price as of 10/10/12	Total Value of Contribution
Abbott Labs	Stock	10/10/2012	ABT	770	\$35,331.25	70 515	\$54,296 55
Akamai Technologies Inc	Stock	10/10/2012	AKAM	125	\$2,120 96	38 070	\$4,758 75
Agrium Inc	Stock	10/10/2012	AGU	34	\$1,771 47	104 340	\$3,547.56
Altria Group Inc	Stock	10/10/2012	MO	748	\$13,692 70	33 515	\$25,069 22
ANSYS Inc	Stock	10/10/2012	ANSS	81	\$2,827 07	69 265	\$5,610 47
Accenture PLC Shs	Stock	10/10/2012	ACN	770	\$34,962 18	69.615	\$53,603 55
American Tower REIT Inc	Stock	10/10/2012	AMT	88	\$2,753 52	72 101	\$6,344.84
Adidas AG Sponsored ADR	Stock	10/10/2012	ADDYY	144	\$3,728 70	42.324	\$6,094 66
American Express Company	Stock	10/10/2012	AXP	52	\$1,002.97	58 225	\$3,027 70
ASML HLDG	Stock	10/10/2012	ASML	76	\$2,613 33	53 635	\$4,076 26
Apple Inc	Stock	10/10/2012	AAPL	56	\$13,367 12	640 990	\$35,895 44
Automatic Data Proc	Stock	10/10/2012	ADP	109	\$4,391 69	58 393	\$6,364 78
Borg Warner Inc	Stock	10/10/2012	BWA	82	\$1,814 06	67 885	\$5,566.57
Bayer AG	Stock	10/10/2012	BAYRY	186	\$10,830 87	87 408	\$16,257.89
British American Tobacco	Stock	10/10/2012	BTI	53	\$3,209 78	102 625	\$5,439 13
Bunzl PLC	Stock	10/10/2012	BZLFY	66	\$3,507 00	88 113	\$5,815 46
CSX Corp	Stock	10/10/2012	CSX	268	\$3,107 05	21 135	\$5,664 18
Comcast CRP New	Stock	10/10/2012	CMCSK	1,100	\$24,854 05	34 260	\$37,686 00
Chevron Corp	Stock	10/10/2012	CVX	360	\$27,622 29	113 530	\$40,870.80
Companhia D Snmto	Stock	10/10/2012	SBS	124	\$4,868 44	86 170	\$10,685.08
ConocoPhillips	Stock	10/10/2012	COP	268	\$9,583 55	57 480	\$15,404.64
Cabelas Inc	Stock	10/10/2012	CAB	551	\$17,568 33	54 930	\$30,266.43
Coca Cola Com	Stock	10/10/2012	KO	704	\$18,210 77	38 390	\$27,026.56
Darden Restaurants Inc	Stock	10/10/2012	DRI	75	\$1,829 03	55 055	\$4,129 13
Dassault SYS SA SPN	Stock	10/10/2012	DASTY	48	\$3,065 72	104 825	\$5,031 60
Diageo PLC ADR	Stock	10/10/2012	DEO	349	\$20,941 94	112.995	\$39,435 26
D R Horton Inc	Stock	10/10/2012	DHI	252	\$2,632 12	20 790	\$5,239.08
Disney Co Com	Stock	10/10/2012	DIS	127	\$4,272 90	51 360	\$6,522.72
Eastman Chemical Co Com	Stock	10/10/2012	EMN	66	\$1,012 71	55.910	\$3,690.06
Express Scripts Hldg	Stock	10/10/2012	ESRX	107	\$3,311 05	62 620	\$6,700 34
Fomento Ecnmco Mex	Stock	10/10/2012	FMX	47	\$3,021 11	93.270	\$4,383 69
Fuji Heavy Inds Ltd	Stock	10/10/2012	FUJHY	366	\$4,260 88	17 671	\$6,467 59
HDFC Bank LTD	Stock	10/10/2012	HDB	113	\$2,698 21	37.610	\$4,249 93
Heineken NV ADR	Stock	10/10/2012	HINKY (Now HEINY)	289	\$4,665 81	31 589	\$9,129 22
Hutchins Whampoa ADR	Stock	10/10/2012	HUWHY	198	\$2,539 31	19 633	\$3,887.33
Intuitive Surgical Inc	Stock	10/10/2012	ISRG	11	\$2,483 50	494 040	\$5,434.44
Intl Business Machines Corp	Stock	10/10/2012	IBM	187	\$25,083 49	206 640	\$38,641.68
IntercontinentalExchange	Stock	10/10/2012	ICE	33	\$1,887 43	129 375	\$4,269 38
Intuit Inc Com	Stock	10/10/2012	INTU	112	\$2,590 56	59 665	\$6,682 48
Kinder Morgan Management LLC	Stock	10/10/2012	KMR	191	\$9,082 04	78 320	\$14,959 12
Keppel LTD Spons	Stock	10/10/2012	KPELY	873	\$8,221.38	18 190	\$15,879 87
Lauder Estee Cos	Stock	10/10/2012	EL	161	\$2,537 14	62.410	\$10,048 01
Merck and Co Inc Shs	Stock	10/10/2012	MRK	151	\$4,077 02	45 895	\$6,930.15
McDonalds Corp	Stock	10/10/2012	MCD	198	\$12,330 55	92 865	\$18,387 27
McGraw Hill Companies	Stock	10/10/2012	MHP (Now MHFI)	135	\$3,917 16	55.300	\$7,465 50
NewMarket Corp	Stock	10/10/2012	NEU	49	\$4,424 80	237 840	\$11,654 16
News Corp	Stock	10/10/2012	NWSA (Now. FOXA)	299	\$2,512 09	21 717	\$6,493.38
Nestle A Rep RG	Stock	10/10/2012	NSRGY	590	\$22,922 28	65 250	\$38,497 50
Northrop Grumman Corp	Stock	10/10/2012	NOC	252	\$11,023 42	68 535	\$17,270 82
Novo Nordisk A S ADR	Stock	10/10/2012	NVO	86	\$4,851 90	160.920	\$13,839 12
PPG Industries INC Shs	Stock	10/10/2012	PPG	260	\$16,845.27	115 190	\$29,949.40
Pulte Group	Stock	10/10/2012	PHM	331	\$2,609.80	15.973	\$5,286 90
Philip Morris Intl Inc	Stock	10/10/2012	PM	1,304	\$60,633 13	91 530	\$119,355 12
Phillips 66 Shs	Stock	10/10/2012	PSX	88	\$1,922 07	45 510	\$4,004 88
Praxair Inc	Stock	10/10/2012	PX	83	\$4,738 26	104.525	\$8,675 58
Qualcomm Inc	Stock	10/10/2012	QCOM	124	\$4,755 44	59 960	\$7,435 04
SBA Communications Crp A	Stock	10/10/2012	SBAC	117	\$1,999 83	65 465	\$7,659.41
Syngenta AG ADR	Stock	10/10/2012	SYT	87	\$4,305 90	74.115	\$6,448 01
Symrise AG ADR	Stock	10/10/2012	SYIEY	184	\$3,338 02	33.744	\$6,208 90
TJX Cos Inc New	Stock	10/10/2012	TJX	148	\$1,685.35	44 820	\$6,633.36
Taiwan S Manufctring ADR	Stock	10/10/2012	TSM	724	\$7,451 06	15 250	\$11,041.00

Issuer	Security Type	Date Contributed	Ticker Symbol	Shares	Average Cost Basis	High/Lower Average Price as of 10/10/12	Total Value of Contribution
Tata Motors LTD ADR	Stock	10/10/2012	TTM	133	\$2,299.56	25.390	\$3,376.87
Time Warner Cable Inc	Stock	10/10/2012	TWC	38	\$2,443.98	97.425	\$3,702.15
United Nat Foods Inc	Stock	10/10/2012	UNFI	162	\$3,677.39	58.349	\$9,452.54
Unilever PLC New	Stock	10/10/2012	UL	83	\$1,900.22	36.909	\$3,063.45
United Techs Corp	Stock	10/10/2012	UTX	159	\$8,067.94	76.620	\$12,182.58
Valspar Corp Com	Stock	10/10/2012	VAL	119	\$3,111.36	56.990	\$6,781.81
Yamana Gold Inc	Stock	10/10/2012	AUY	361	\$3,792.84	18.660	\$6,736.26
Whiting Petroleum Corp	Stock	10/10/2012	WLL	116	\$1,996.61	46.615	\$5,407.34
Totals:				16,801	\$553,508.73		\$988,091.90