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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

DEC 1, 2012

, and ending

NOV 30, 2013

Name of foundation

CHAMBERS FAMILY FUND

A Employer identification number

84-0929410

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

44 Cook Street

Room/suite

240

B Telephone number

303-839-4620

City or town, state, and ZIP code

Denver, CO 80206

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ 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 ☐

S 61,227,832 (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	989.		N/A	
2	Check ☒ If the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	6.	6.		
4	Dividends and interest from securities	406,915.	406,915.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,546,366.			Statement 1
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		2,251,484.		
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	153,194.	169,438.		Statement 2
12	Total. Add lines 1 through 11	3,107,470.	2,827,843.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23				
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	3,357,013.	104,931.		3,213,196.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<249,543.			
b	Net investment income (if negative, enter -0-)		2,722,912.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SEE DETAIL OF EXPENSES ON FOLLOWING PAGE

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,480,059.	2,239,560.	2,239,560.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	14,561,512.	15,649,161.	21,609,566.
	c Investments - corporate bonds Stmt 10	4,260,230.	4,318,597.	4,362,330.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 11	22,672,040.	21,447,016.	32,942,815.	
14 Land, buildings, and equipment: basis ▶ 19,964.				
Less: accumulated depreciation Stmt 8 ▶	0.	19,964.	19,964.	
15 Other assets (describe ▶ Deposits)	3,597.	53,597.	53,597.	
16 Total assets (to be completed by all filers)	43,977,438.	43,727,895.	61,227,832.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	43,977,438.	43,727,895.	
30 Total net assets or fund balances	43,977,438.	43,727,895.		
31 Total liabilities and net assets/fund balances	43,977,438.	43,727,895.		

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	43,977,438.
2 Enter amount from Part I, line 27a	2	<249,543.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,727,895.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,727,895.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e		116,992.	2,251,484.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			2,251,484.

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	2,251,484.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,250,495.	55,002,827.	.040916
2010	3,180,547.	56,403,730.	.056389
2009	2,376,690.	54,138,030.	.043901
2008	3,068,219.	50,270,080.	.061035
2007	4,174,828.	63,703,511.	.065535

2 Total of line 1, column (d)	2	.267776
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	.053555
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,723,549.
5 Multiply line 4 by line 3	5	3,091,385.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,229.
7 Add lines 5 and 6	7	3,118,614.
8 Enter qualifying distributions from Part XII, line 4	8	3,233,160.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	27,229.
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	27,229.
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	27,229.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	32,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	32,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,771.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 4,771. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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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 chambersfund.org	13	X	
14	The books are in care of Joy Hall, Treasurer Telephone no. 303-839-4620 Located at 44 Cook Street, Ste. 240, Denver, CO ZIP+4 80206			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 2a 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. 2c		
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

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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)?

Organizations relying on a current notice regarding disaster assistance check here

☒**5b**

X

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? See Statement 13☒ 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 12		233,044.	21,832.	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
Katharine Daniel - 44 Cook Street, Ste. 240, Denver, CO 80206	Program Assistant 40.00	52,908.	8,167.	0.
Virginia Maloney - 44 Cook Street, Ste. 240, Denver, CO 80206	Program Director 18.00	54,812.	542.	0.

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
Monticello & Associates 1800 Larimer St. #2100, Denver, CO 80202	Investment advisor	50,000.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 Statement 14	
	193,547.
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	55,682,794.
b	Average of monthly cash balances	1b	2,919,794.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	58,602,588.
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	58,602,588.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	879,039.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,723,549.
6	Minimum investment return. Enter 5% of line 5	6	2,886,177.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,886,177.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27,229.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,229.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,858,948.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,858,948.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,858,948.

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	3,213,196.
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	19,964.
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	3,233,160.
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	27,229.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,205,931.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,858,948.
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				
b From 2008	527,233.			
c From 2009				
d From 2010	465,388.			
e From 2011				
f Total of lines 3a through e	992,621.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 3,233,160.				
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				2,858,948.
e Remaining amount distributed out of corpus	374,212.			
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	1,366,833.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,366,833.			
10 Analysis of line 9:				
a Excess from 2008	527,233.			
b Excess from 2009				
c Excess from 2010	465,388.			
d Excess from 2011				
e Excess from 2012	374,212.			

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			495,808.
b			198,657.
c			125,580.
d			<60,702.>
e			83,566.
f		116,992.	<116,992.>
g			998,730.
h			119,080.
i			11,053.
j			319,419.
k			77,285.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			495,808.
b			198,657.
c			125,580.
d			<60,702.>
e			83,566.
f			<116,992.>
g			998,730.
h			119,080.
i			11,053.
j			319,419.
k			77,285.
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,251,484.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Brinson Partners		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	495,808.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Davidson Kempner Institutional Funds		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	198,657.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
MHR Institutional Fund		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	125,580.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Olympus Real Estate	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<60,702.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Newport Asia Institutional Fund	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	83,566.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
DLJ Hicks Muse	Donated		Various	Various
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	<177,890.>	0.	0.	177,890.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Cerberus International	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	998,730.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Highbridge Capital Corporation	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	119,080.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Raptor Global Fund	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	11,053.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Maverick	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	319,419.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Publicly traded securities	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	77,285.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	2,546,366.

Form 990-PF	Other Income	Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Brinson Partnership Fund	16,837.	0.	
Brinson Partnership Fund	30,351.	30,351.	
Olympus Real Estate Fund	<33,081.>	0.	
Olympus Real Estate Fund	333.	333.	
MHR Institutional Fund	70,169.	70,169.	
DLJ Hicks Muse	<2,275.>	<2,275.>	
Davidson Kempner Institutional	32,796.	32,796.	
Newport Asia Institutional Fund LP	38,064.	38,064.	
Total to Form 990-PF, Part I, line 11	153,194.	169,438.	

Form 990-PF

Legal Fees

Statement

3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes LLP	510.	510.		0.
Fox Rothschild LLP	87.	0.		87.
To Fm 990-PF, Pg 1, ln 16a	597.	510.		87.

Form 990-PF

Accounting Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	19,000.	5,700.		13,300.
To Form 990-PF, Pg 1, ln 16b	19,000.	5,700.		13,300.

Form 990-PF	Other Professional Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Capital Management	1,726.	1,726.		0.
Ariel Micro-Cap	4,436.	4,436.		0.
Monticello Associates	50,000.	50,000.		0.
UBS Global Asset Management	36,352.	36,352.		0.
Donald J. Hopkins	4,973.	0.		4,973.
Debra Boyan	7,662.	0.		7,662.
Ruby Slipper Designs	1,496.	0.		1,496.
Masten Fine Art	4,395.	0.		4,395.
GTBD, Inc.	2,350.	0.		2,350.
Rocky Mountain Reserve	102.	0.		102.
To Form 990-PF, Pg 1, ln 16c	113,492.	92,514.		20,978.

Form 990-PF	Taxes		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated tax payments made in FYE 2013	32,000.	0.		0.
2012 excise tax paid in 2013	6,886.	0.		0.
Foreign taxes	6,207.	6,207.		0.
To Form 990-PF, Pg 1, ln 18	45,093.	6,207.		0.

CHAMBERS FAMILY FUND

84-0929410

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct		General and Administrative
				Charitable Programs (Statement 14)	Grant Administration	
Payroll service fees	\$ 1,362	-	1,362	-	-	1,362
Insurance	2,631	-	2,631	-	-	2,631
Licenses and fees	86	-	86	10	-	76
Supplies	295	-	295	-	-	295
Internet related costs	270	-	270	-	-	270
Furniture and fixtures expensed	2,851	-	2,851	1,772	310	769
Computer software	6,928	-	6,928	-	6,928	-
Other	1,951	-	1,951	57	59	1,835
	\$ 16,374	-	16,374	1,839	7,297	7,238

Form 990-PF Depreciation of Assets Not Held for Investment Statement 8

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Construction in progress	19,964.	0.	19,964.	19,964.
To 990-PF, Part II, ln 14	19,964.	0.	19,964.	19,964.

Form 990-PF

Corporate Stock

Statement 9

Description	Book Value	Fair Market Value
Vanguard Growth Index Fund	4,418,117.	6,758,312.
Dodge & Cox International	2,847,246.	3,964,704.
Ariel Micro Cap	1,038,765.	1,185,377.
Jensen Quality Growth Fund	4,717,100.	6,935,127.
Capital Guardian Emerging Markets	2,627,933.	2,766,046.
Total to Form 990-PF, Part II, line 10b	15,649,161.	21,609,566.

Form 990-PF	Corporate Bonds	Statement 10
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Description	Book Value	Fair Market Value
PIMCO Short Term Institutional Fund	4,318,597.	4,362,330.
Total to Form 990-PF, Part II, line 10c	4,318,597.	4,362,330.

Form 990-PF

Other Investments

Statement 11

Description	Valuation Method	Book Value	Fair Market Value
Highbridge Capital Fund	COST	10,731.	118,414.
Cerberus International Ltd.	COST	464,581.	1,592,113.
Newport Asia Institutional Fund	COST	2,202,873.	3,899,054.
Convexity Capital Offshore LP	COST	1,851,583.	4,091,050.
Maverick	COST	1,524,675.	4,741,057.
Raptor Global Fund LP	COST	123,577.	138,858.
Sowood Alpha Fund Ltd.	COST	101,656.	12,152.
Brinson Partnership Fund	COST	2,640,851.	3,073,311.
Olympus III	COST	401,578.	46,274.
MHR Institutional Partners	COST	363,729.	928,010.
Davidson Kempner Institutional Funds	COST	3,761,182.	4,267,142.
Eminence Fund, Ltd.	COST	3,000,000.	4,041,584.
Lansdowne European Equity Fund	COST	2,000,000.	2,198,652.
Canyon Value Realization Fd Ltd	COST	3,000,000.	3,795,144.
Total to Form 990-PF, Part II, line 13		21,447,016.	32,942,815.

Form 990-PF Part VIII - List of Officers, Directors Statement 12
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Merle C. Chambers 44 Cook Street, Ste. 240 Denver, CO 80206	President 12.00	0.	0.	0.
Letty Bass 44 Cook Street, Ste. 240 Denver, CO 80206	Secretary/Executive Dir. 40.00	233,044.	34,181.	0.
Sally Leibbrandt 44 Cook Street, Ste. 240 Denver, CO 80206	Assistant Secretary 2.00	0.	0.	0.
Joy Hall 44 Cook Street, Ste. 240 Denver, CO 80206	Treasurer 5.00	0.	0.	0.
Hugh A. Grant 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0.	0.
Donald Hopkins 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0.	0.
Marla Williams 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		233,044.	34,181.	0.

Form 990-PF	Expenditure Responsibility Statement	Statement 13
	Part VII-B, Line 5c	

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
736,000.	01/03/13	736,000.	11/30/13

Purpose of Grant

General operating support

Dates of Reports by Grantee

Quarterly financial reports and annual operating report

Any Diversion by Grantee

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

CHAMBERS FAMILY FUND

84-0929410

Form 990-PF

Analysis of Revenue & Expenses

Attachment to page 1

Line	Description	Direct					General and Administrative
		(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Charitable Programs (Statement 14)	Grant Administration	
13	Compensation of officers, directors, trustees (Statement 12)	\$ 233,044	-	233,044	106,367	40,099	86,578
14	Other employee salaries and wages	111,318	-	111,318	46,501	14,105	50,712
15	Pension plans, employee benefits, payroll tax	50,650	-	50,650	21,081	7,666	21,903
16a	Legal fees (Statement 3)	597	510	87	-	-	87
16 b	Accounting fees (Statement 4)	19,000	5,700	13,300	-	-	13,300
16 c	Other professional fees (Statement 5)	113,492	92,514	20,978	500	6,394	14,084
18	Taxes (Statement 6)	45,093	6,207	-	-	-	-
20	Occupancy	27,846	-	27,846	12,816	4,378	10,652
21	Travel, conferences, and meetings	6,677	-	6,677	3,718	2,411	548
22	Printing and publications	881	-	881	725	-	156
23	Other expenses (Statement 7)	16,374	-	16,374	1,839	7,297	7,238
24	Total operating and administrative expenses	624,972	104,931	481,155	193,547	82,350	205,258
25	Contributions, gifts, grants paid	2,732,041	-	2,732,041			
	Total expenses & disbursements	\$ 3,357,013	104,931	3,213,196			

CHAMBERS FAMILY FUND**Statement 14****Part IX-A Summary of Direct Charitable Activities
For the Year Ended November 30, 2013****84-0929410**Form 990PF, Part IX-A, Summary of Direct Charitable Programs

Chambers Family Fund was established to provide resources to regional and national nonprofit organizations that create systems change, improve the quality and circumstances of life and reflect the founder's values and interests. The foundation increases access to opportunities that improve the chances for success and quality of life for those who are most impacted by economic and social injustice. Chambers Family Fund helps women become economically self-sufficient, promotes early care and education, strengthens justice, equality and opportunity, and supports the enduring contributions of Kirkland Museum of Fine & Decorative Art.

The foundation makes a significant investment in direct charitable activities by investing time and expertise in special nonprofit initiatives. Through these activities and programs, Chambers Family Fund is proactively engaged in helping create new nonprofit organizations, participating in community planning, convening, supporting systems change, developing and expanding philanthropy and providing technical assistance for nonprofit effectiveness. The result is a more fully engaged approach that utilizes a combination of financial assistance, staff support, technical assistance and leadership.

The primary activities and programs are:

Women's Funds Initiative – In partnership with statewide community foundations, Chambers Family Fund created women's funds in Wyoming, Montana and Oklahoma, and provides ongoing support to these and to women's funds in North Dakota. The foundation also provides technical assistance to women's funds to increase funding for women and girls and expand women's philanthropy in Colorado and throughout the country.

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

Early Care and Education Reform – The foundation staff participate in collaborative efforts and community planning to create a statewide system of quality childcare in Colorado. Chambers Family Fund is a partner in a national initiative that links quality childcare to future educational success and serves in an advisory capacity to Tools of the Mind, a preschool and kindergarten curriculum that helps children reach their highest potential.

Planning and Community Service – The foundation staff and board serve on task forces and planning committees that strategize and recommend solutions to issues in line with Chambers Family Fund's program areas: women's economic self-sufficiency, early care and education of children, justice, equality and opportunity and Kirkland Museum of Fine & Decorative Art.

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

Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Clayton Educare Center Capital Campaign and Event Support</i>	Public Charity	\$ 205,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>General Support and Event Support</i>	Public Charity	\$ 25,300
Qualistar Colorado 3607 Martin Luther King Boulevard Denver, CO 80205 <i>General Support to Improve Quality of Childcare</i>	Public Charity	\$ 15,000
Colorado Forum Fund, Inc. 511 16th Street, Suite 210 Denver, CO 80207 <i>Public Education</i>	Public Charity	\$ 10,000

Women's Economic Self-Sufficiency

The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>Ascend at The Aspen Institute</i>	Public Charity	\$ 500,000
9to5 Colorado, National Association of Working Women 655 Broadway, Suite 800 Denver, CO 80203 <i>General Support</i>	Public Charity	\$ 15,000
Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108 <i>General Support to Increase International Women's Funding</i>	Public Charity	\$ 10,000

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 15**

Name and Address	Status	Amount
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 <i>Event Support</i>	Public Charity	\$ 5,125

Women's Funds Initiative

Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 <i>Women's Foundation of Oklahoma Operating Support</i>	Public Charity	\$ 25,000
Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 <i>Women's Foundation of Montana Operating Support</i>	Public Charity	\$ 25,000
Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 <i>Wyoming Women's Foundation Operating Support</i>	Public Charity	\$ 25,000
Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 <i>Women's Fund Endowment</i>	Public Charity	\$ 20,865
North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503 <i>Statewide Policy Change and Advocacy</i>	Public Charity	\$ 20,000
Dallas Women's Foundation Campbell Centre II 8150 N. Central Expressway, Suite 110 Dallas, TX 75206 <i>Women's Funds Report</i>	Public Charity	\$ 7,000
New Mexico Community Foundation 502 W. Cordova Road, Suite 1 Santa Fe, NM 87505 <i>Status of Women Report</i>	Public Charity	\$ 7,000

Name and Address	Status	Amount
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Justice, Equality and Opportunity

The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>General Support for Policy, Research and Advocacy</i>	Public Charity	\$ 150,000
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Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, CO 80207 <i>2013 Safe Passage Campaign</i>	Public Charity	\$ 50,000
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NARAL Pro-Choice Colorado Foundation 1905 Sherman Street, Suite 800 Denver, CO 80203 <i>General Support</i>	Public Charity	\$ 30,000
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Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203 <i>Poverty Reduction Initiative</i>	Public Charity	\$ 20,000
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NARAL Pro-Choice America Foundation 1156 15th Street, NW, Suite 700 Washington, DC 20005 <i>General Support</i>	Public Charity	\$ 10,000
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Planned Parenthood Federation of America 434 W. 33rd Street New York, NY 10001 <i>General Support</i>	Public Charity	\$ 10,000
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Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, CO 80207 <i>General Support</i>	Public Charity	\$ 10,000
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Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144 <i>Research and Analysis for a More Inclusive Society</i>	Public Charity	\$ 5,000
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CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 15**

Name and Address	Status	Amount
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Women's Health

2855 Valmont Road

Boulder, CO 80301

General Support

Public Charity

\$ 2,500

Astraea Lesbian Foundation for Justice

116 East 16th Street, 7th Floor

New York, NY 10003

General Support

Public Charity

\$ 1,000

Kirkland Museum of Fine & Decorative Art**Kirkland Museum of Fine & Decorative Art**

1311 Pearl Street

Denver, CO 80203

*General Support*Private Operating
Foundation

\$ 736,000

Honored Commitments Over \$5,000**Opera Colorado**

695 S. Colorado Boulevard, Suite 20

Denver, CO 80246

*General Support, Funding of Loan Guaranty
and Event Support*

Public Charity

\$ 202,500

City and County of Denver

Denver Arts & Venues

144 West Colfax Avenue

Denver, CO 80202

*Ellie Caulkins Opera House at Quigg Newton
Auditorium Capital Campaign*

Government

\$ 200,000

Colorado Ballet

1278 Lincoln Street

Denver, CO 80203

Capital Campaign and General Support

Public Charity

\$ 115,000

Clyfford Still Museum

1250 Bannock Street

Denver, CO 80204

Clyfford Still Museum Capital Campaign

Public Charity

\$ 75,000

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 15**

Name and Address	Status	Amount
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>Women Painters of Abstract Expressionism Exhibit, General Support and Event Support</i>	Public Charity	\$ 60,000
Saint John's Cathedral 1350 Washington Street Denver, CO 80203 <i>General Support</i>	Public Charity	\$ 50,000
Colorado Symphony Association Boettcher Concert Hall Denver Performing Arts Complex 1000 14th Street, Unit 15 Denver, CO 80202 <i>General Support and Event Support</i>	Public Charity	\$ 20,000
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 <i>General Support</i>	Public Charity	\$ 11,000
Choate Rosemary Hall Foundation 333 Christian Street Wallingford, CT 06492-3800 <i>General Support</i>	Public Charity	\$ 10,000
Episcopal Relief and Development 815 Second Avenue New York, NY 10017 <i>Typhoon Haiyan Relief</i>	Public Charity	\$ 5,000

Other Grants Over \$5,000

Wars Voices 1407 Emerson Street Sheridan, WY 82801 <i>Research Transcription</i>	Public Charity	\$ 5,000
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CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 15**

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

The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>General Support</i>	Public Charity	\$ 2,500
Colorado Public Television 12 2900 Welton, 1st Floor Denver, CO 80205 <i>General Support</i>	Public Charity	\$ 2,500
The Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204 <i>General Support</i>	Public Charity	\$ 2,500
Girl Scouts of Colorado 400 S. Broadway P.O. Box 9407 Denver, CO 80209-0407 <i>Event Support</i>	Public Charity	\$ 2,500
Women's Funding Network 505 Sansome Street, Second Floor San Francisco, CA 94111 <i>Foundation Membership</i>	Public Charity	\$ 2,500
Colorado Association of Funders c/o Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 <i>Foundation Membership</i>	Public Charity	\$ 2,150
Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 <i>General Support</i>	Public Charity	\$ 2,000
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>General Support</i>	Public Charity	\$ 1,500

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 15**

Name and Address	Status	Amount
Colorado Public Radio Bridges Broadcast Center 7409 S. Alton Court Centennial, CO 80112 <i>General Support and Matching Gifts</i>	Public Charity	\$ 1,420
Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204-4000 <i>General Support and Matching Gift</i>	Public Charity	\$ 1,300
Central City Opera House Association 400 S. Colorado Boulevard, Suite 530 Denver, CO 80246 <i>General Support and Matching Gift</i>	Public Charity	\$ 1,100
Hastings 1066 Foundation Hastings College of The Law 200 McAllister Street San Francisco, CA 94102-9870 <i>General Support</i>	Public Charity	\$ 1,066
Alpha Phi Foundation 1930 Sherman Avenue Evanston, IL 60201 <i>General Support</i>	Public Charity	\$ 1,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 <i>General Support</i>	Public Charity	\$ 1,000
Denver Public Library Friends Foundation 10 W. 14th Avenue Parkway Denver, CO 80204-9822 <i>General Support</i>	Public Charity	\$ 1,000
Funders Network on Population, Reproductive Health & Rights P.O. Box 750 Rockville, MD 20848-0750 <i>Foundation Membership</i>	Public Charity	\$ 1,000

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 15**

Name and Address	Status	Amount
Harvard University 45 Francis Avenue Cambridge, MA 02138 <i>Women's Studies in Religion Endowment</i>	Public Charity	\$ 1,000
Historic Denver 1420 Ogden Street, Ste. 202 Denver, CO 80218 <i>General Support</i>	Public Charity	\$ 1,000
History Colorado 1200 Broadway Denver, CO 80203 <i>General Support</i>	Public Charity	\$ 1,000
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 <i>General Support</i>	Public Charity	\$ 1,000
UC Berkeley Foundation 2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200 <i>General Support</i>	Public Charity	\$ 1,000
University of Denver, Sturm College of Law 2255 E. Evans Avenue, Suite 390 Denver, CO 80208 <i>Graduate Tax Program</i>	Public Charity	\$ 1,000
Nonprofit Centers Network 89 South Street, Suite 700 Boston, MA 02111-2679 <i>Foundation Membership</i>	Public Charity	\$ 550
Colorado State University Foundation Mailing address: 410 University Services Center Fort Collins, CO 80523-9100 <i>General Support</i>	Public Charity	\$ 500
Island Academy International School PO Box W1884 Antigua, West Indies <i>General Support</i>	Public Charity	\$ 500

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Name and Address	Status	Amount
Smithsonian Institution P.O. Box 37012 MRC 712 Washington, DC 20013-7012 <i>General Support</i>	Public Charity	\$ 500
Denver Botanic Gardens 909 York Street Denver, CO 80206 <i>General Support</i>	Public Charity	\$ 350
Institute for Women's Policy Research 1200 18th Street, N.W., Suite 301 Washington, DC 20036 <i>Foundation Membership</i>	Public Charity	\$ 350
Denver Museum of Nature and Science 2001 Colorado Boulevard Denver, CO 80205-5798 <i>General Support</i>	Public Charity	\$ 300
Foothills Art Center 809 15th Street Golden, CO 80401 <i>General Support</i>	Public Charity	\$ 250
RedLine 2350 Arapahoe Street Denver, CO 80205 <i>General Support</i>	Public Charity	\$ 250
Anti-Defamation League Mountain States Region 1120 Lincoln Street, Suite 1301 Denver, CO 80203-2140 <i>General Support</i>	Public Charity	\$ 200
Smile Train PO Box 96231 Washington, DC 20090-6231 <i>Matching Gift</i>	Public Charity	\$ 200

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Name and Address	Status	Amount
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 <i>Matching Gifts</i>	Public Charity	\$ 190
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>Matching Gifts</i>	Public Charity	\$ 150
Food Bank of the Rockies 10700 E. 45th Street Denver, CO 80239 <i>Matching Gifts</i>	Public Charity	\$ 150
Loveland Flood Relief c/o General Conference of Seventh-Day Adventists 12501 Old Columbia Pike Silver Spring, MD 20904 <i>Matching Gift</i>	Public Charity	\$ 150
Art Students League of Denver 200 Grant Street Denver, CO 80203 <i>Matching Gift</i>	Public Charity	\$ 100
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 <i>Matching Gift</i>	Public Charity	\$ 100
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 <i>Matching Gift</i>	Public Charity	\$ 100
Colorado Symphony Association Boettcher Concert Hall Denver Performing Arts Complex 1000 14th Street, Unit 15 Denver, CO 80202 <i>Matching Gift</i>	Public Charity	\$ 100

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Name and Address	Status	Amount
Cystic Fibrosis Foundation 400 South Colorado Blvd., Suite 840 Denver, CO 80246 <i>Matching Gift</i>	Public Charity	\$ 100
Forgotten Felines Rescue 3124 S. Parker Road, Suite A2-607 Aurora, CO 80014-6215 <i>General Support</i>	Public Charity	\$ 100
The Gathering Place 1535 High Street Denver, CO 80218 <i>Matching Gift</i>	Public Charity	\$ 100
Metro CareRing P.O. Box 300459 1100 E. 18th Avenue Denver, CO 80203 <i>Matching Gift</i>	Public Charity	\$ 100
Iliff School of Theology 2323 E. Iliff Avenue Denver, CO 80210 <i>General Support</i>	Public Charity	\$ 100
Children's Hospital Colorado Foundation 13123 E. 16th Avenue, Box 045 Aurora, CO 80045 <i>Matching Gift</i>	Public Charity	\$ 50
Morgan Adams Foundation 5303 E. Evans Avenue #202 Denver, CO 80222 <i>Matching Gift</i>	Public Charity	\$ 50
Opera Colorado 695 S. Colorado Boulevard, Suite 20 Denver, CO 80246 <i>Matching Gift</i>	Public Charity	\$ 50

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Name and Address	Status	Amount	
Parkinson Association of the Rockies 1325 S. Colorado Boulevard, 204-B Denver, CO 80222 <i>Matching Gift</i>	Public Charity	\$	45
Denver Rescue Mission P.O. Box 5206 Denver, CO 80217 <i>Matching Gift</i>	Public Charity	\$	30
Total			2,732,041

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Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>Ascend at the Aspen Institute</i>	Public Charity	\$1,000,000	\$700,000	\$300,000
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 <i>Where Dreams Begin Capital Campaign</i>	Public Charity	\$150,000	\$0	\$150,000
City and County of Denver Denver Arts & Venues 144 West Colfax Avenue Denver, CO 80202 <i>Ellie Caulkins Opera House at Quigg Newton Auditorium Capital Campaign</i>	Government	\$2,000,000	\$1,600,000	\$400,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 <i>Capital Campaign</i>	Public Charity	\$250,000	\$100,000	\$150,000
Colorado Ballet 1278 Lincoln Street Denver, CO 80203 <i>Capital Campaign</i>	Public Charity	\$250,000	\$100,000	\$150,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000	\$25,000	\$25,000

Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 <i>Women's Fund Endowment</i>	Public Charity	\$200,000	\$102,851	\$97,149
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>Women Painters of Abstract Expressionism Exhibit</i>	Public Charity	\$250,000	\$150,000	\$100,000
Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 <i>General Support</i>	Private Operating Foundation	\$754,000	\$0	\$754,000
Grand Totals		\$4,904,000	\$2,777,851	\$2,126,149