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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation. Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

SCANNED APR 0 3 2014

F	or ca	lendar year 2012 or tax year beginning DEC	1, 2012	, and ending	NOV 30, 2013	
Ī	lame	of foundation	· · · ·		A Employer identification	n number
	СНА	MBERS FAMILY FUND			84-0929410	
١	lumbe	er and street (or P.O. box number if mail is not delivered to street	8 Telephone number			
	44	Cook Street		240	303-839-4620	
7	ity o	r town, state, and ZIP code			C If exemption application is	pending, check here
	Den	ver, CO 80206				
G	Che	ck all that apply: Initial return	Initial return of a f	former public charity	D 1. Foreign organization	is, check here
		Final return	Amended return			
		Address change	Name change		2 Foreign organizations m check here and attach of	eeting the 85% test, omputation
H	Che	ck type of organization: X Section 501(c)(3) e	xempt private foundation		E If private foundation st	atus was terminated
_[;	Section 4947(a)(1) nonexempt charitable trust	Other taxable private found	lation)(A), check here
I	Fair i	market value of all assets at end of year J Account	ing method. X Cash	Accrual	F If the foundation is in a	60-month termination
		n Part II, col. (c), line 16)	ther (specify)		under section 507(b)(1)(B), check here
	<u> </u>	61 , 227 , 832 . (Part I, colu	mn (d) must be on cash	basis)		
F	art	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)
-	Τ.	Contributions, gifts, grants, etc., received	989.		N/A	See and American
			1	The second secon	4 67.50	A TOTAL DE LA CONTRACTOR DE LA CONTRACTO
	;	interest on savings and temporary cash investments	6_	6.	Shire birth ander interfer in human district interfer in	Sandara or Strong your and a first f
			406,915.	406,915.		1 Caron Asia Camara Star 1
	- 1	a Gross rents				Service of the property of the service of the servi
	"	b Net rental Income or (loss)			<u> </u>	And the Land of Chairman and Ch
	1 6	Net gain or (loss) from sale of assets not on line 10	2,546,366.	And the sum and the spine defined and the same of the	Strategierum Sindratum Strategierum Strategi	Statement1
Beyenie	<u> </u>	b Gross sales price for all assets on line 8a	1 26 3 3 3		Company of the state of the sta	
ğ	7	Capital gain net income (from Part IV, I'ne 2)	ham to the safe the same of th	2,251,484.	A STATE OF THE PROPERTY OF THE PARTY OF THE	
ă	: ₈			grade a segment production	Contractive Property	
	9					F. F
	10	Gross sales less returns a and allowances	And the state of t	process of the second s	المحاد عيو المواد والمسيس المستعملات والدا المواد	
		b Less Cost of goods sold	Security day to a self-defend on a security of the	الموالي المستقل ميون المواليات والمار	with me assemble of the area	The state of the state of the state
		c Gross profit or (loss)		1		
	11	Other income	153,194.	169,438.		Statement2
	12	Total. Add lines 1 through 11	3,107,470.	2,827,843.		MELLE RALLE, DIEEL
	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	SEE DETAIL OF EXP	ENSES ON FOLLOWING	PAGE	
	15	Pension plans, employee benefits				
Expenses	16	a Legal fees				
e n		Accounting fees		DEOCUL		
, <u>n</u>		Other professional fees		RECEIVE		
<u>`</u>	17	Interest			100	
Administrative	18	Taxes	di	MAR 8 1 201	4 0	
nis	19	Depreciation and depletion		, , , , , , , , , , , , , , , , , , ,	, [N	Enim Maria - Managaria
Ē	20	Occupancy		AGISTA		
ĕ	21	Travel, conferences, and meetings	L.	OGDEN, U	<u> </u>	
and	22	Printing and publications	77			
, E	23	Other expenses				
Operating	24	Total operating and administrative				
) Pe		expenses. Add lines 13 through 23				
J		Contributions, gifts, grants paid		· , , , , , , , , , , , , , , , , , , ,		
	26	Total expenses and disbursements.			ŀ	
		Add lines 24 and 25	3,357,013.	104,931.	· · · · · · · · · · · · · · · · · · ·	3,213,196.
	27			•	, , , , , , , , ,	
		Excess of revenue over expenses and disbursements	<249,543.>			
	ł	Net investment income (if negative, enter -0-)		2,722,912.		
3 3नह		Adjusted net income (if negative, enter -0-)			N/A	5 000 PE (00/6)
12-05	- 12	LHA For Paperwork Reduction Act Notice, see In	structions.			Form 990-PF (2012)

Part II Balance Sheets Attached schedules and amounts in the description		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of year			
	arı	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	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	j				
	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					
Assets	_						
Ass	9	Prepaid expenses and deferred charges					
		Investments - U.S. and state government obligations		45 640 464			
		Investments - corporate stock Stmt 9	14,561,512.	15,649,161.	21,609,566.		
		Investments - corporate bonds Stmt 10	4,260,230.	4,318,597.	4,362,330.		
	11	Investments - land, buildings, and equipment basis	-		e see		
		Less accumulated depreciation .					
ĺ	12	Investments - mortgage loans					
	13	Investments - other Stmt 11	22,672,040.	21,447,016.	32,942,815.		
ł	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.		
- 1					<u> </u>		
	16	Total assets (to be completed by all filers)	43,977,438.	43,727,895.	61,227,832.		
丌	17	Accounts payable and accrued expenses		·			
İ	18	Grants payable			D.		
s l	19	Deferred revenue					
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			1		
ا قِ	21	Mortgages and other notes payable		······································	ı		
ﷺ		Other liabilities (describe)			·		
- 1			· · · · · · · · · · · · · · · · · · ·		,		
	23	Total liabilities (add lines 17 through 22)	0.	0.			
\dashv		Foundations that follow SFAS 117, check here			i		
		and complete lines 24 through 26 and lines 30 and 31.					
S	24	Unrestricted			,		
× ı		· •			*		
<u>a</u>		Temporarily restricted					
8	26	Permanently restricted			1		
.5 I		Foundations that do not follow SFAS 117, check here	ŀ		ţ		
<u> </u>		and complete lines 27 through 31.	_				
13		Capital stock, trust principal, or current funds	0.	0.	†		
ss		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.	i.		
2	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.			
Pa	ırt l	Analysis of Changes in Net Assets or Fund Ba	alances				
		net assets or fund balances at beginning of year - Part II, column (a), line 3	30				
		agree with end-of-year figure reported on prior year's return)		1	43,977,438.		
		amount from Part I, line 27a		2	<249,543.>		
3 0	ther	increases not included in line 2 (itemize)		3	0.		
4 A	dd I	nes 1, 2, and 3		_ 4	43,727,895.		
5 D	ecre	ases not included in line 2 (itemize) 🕨		5	0.		
6 T	otal	net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	lumn (b), line 30	6	43,727,895.		
					Form 990-PF (2012)		

(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.)				`P-Pu	acquired irchase ination	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a							
b See Attached State	ment			<u> </u>			
_ c				ļ			
_ d				ļ			ļ <u></u>
<u>e</u>		· T		┸			<u> </u>
(e) Gross sales price	(f) Depreciation (or allow		Cost or other basis s expense of sale			(h) Gain or (los (e) plus (f) minus	
<u>a</u> b	· · · · · · · · · · · · · · · · · · ·		·	-	-		
C							···
d							
е			116,9	992.			2,251,484
Complete only for assets showing	g gain in column (h) and owned by the foundat	ion on 12/31/69			Gains (Col. (h) gair	
(i) F.M.V. as of 12/31/69	(j) Adjuste as of 12/		Excess of col. (1) er col. (1), if any		CUI.	(k), but not less the Losses (from col.	(h))
a							
b							
С							
d							
е							2,251,484
2 Capital gain net income or (net ca	pital loss) {	f gain, also enter in Part I, III f (loss), enter -0- in Part I, II	ne 7 ne 7	} 2			2,251,484
3 Net short-term capital gain or (los	s) as defined in sec						
If gain, also enter in Part I, line 8, If (loss), enter -0- in Part I, line 8	column (c).) a		N/A	
	nder Section	4940(e) for Reduce	ed Tax on Net	Invest	tment Inc		
Was the foundation liable for the sect f "Yes," the foundation does not qual	ıfy under section 49	40(e). Do not complete this	part.				Yes X No
1 Enter the appropriate amount in (a)	acii column for eac	- 	Defore making any e			T	(d)
Base period years Calendar year (or tax year beginnir	ng in) Adjust	(b) ed qualifying distributions	Net value of no			(col. (b) d	ibutión ratio ivided by col. (c))
2011		2,250,49			55,002,827		.04091
2010		3,180,54			56,403,730		.05638
2009		2,376,690			54,138,030		.04390
2008		3,068,219			50,270,080		.06103
2007		4,174,828	3.	•	63,703,511		.06553
2 Total of line 1, column (d)					•	2	.26777
3 Average distribution ratio for the 5 the foundation has been in exister	•	•	5, or by the number	of years		3	.05355
4 Enter the net value of noncharitab	te-use assets for 20	12 from Part X line 5				4	57,723,549
	.0 000 00000 101 20	12 1101111 (21274, 11110 0			-		
5 Multiply line 4 by line 3				•		5	3,091,385
6 Enter 1% of net investment incom	e (1% of Part I, line	27b)				6	27,229
7 Add lines 5 and 6						7	3,118,614
3 Enter qualifying distributions from	Part XII, line 4					8	3,233,160
If line 8 is equal to or greater than See the Part VI instructions.	line 7, check the bo	x in Part VI, line 1b, and co	mplete that part usin	ig a 1% ta	x rate.		

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 6940(e), or 4948 - see instructions) Date of ruling or determination stiter:	· OIII 000 1 \C0 E)		29410	04)	Page 4
Date of ruling or determination letter: A Domestic Coundations that meet the section 4940(e) requirements in Part V, check here X and enter 1% of Part I, line 27b.		340	300 11	3114	Cuoi	15)
b Domestic Goundations that meet the section 4940(e) requirements in Part V, check here						
of Part I, Ine 27b And there are content foundations enter 2% of line 27b. Exempt forcegon organizations enter 4% of Part I, line 12, col. (b). Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) And disers 1 and 2 Subtliet A, (incomp) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) Tax absed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- Tax absed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- Tax absed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- Tax absed on investment income. Subtract line 4 from line 3. If zero or less, enter -0- Tax decay organizations - tax withheld at source Tax pad with application for extension of time to 102 12 Tax dec. If the 102 organizations - tax withheld at source Tax pad with application for extension of time to 106 (form 8688) Tax dec. If the total of lines 5 and 8 is more than line 7, enter amount over 220 is attached Tax dec. If the total of lines 5 and 8 is more than line 7, enter amount over 220 is attached Tax dec. If the total of lines 5 and 8 is more than line 7, enter amount over 240 is attached Tax dec. If the total of lines 5 and 8 is more than line 7, enter amount over 240 is a line 11 line 7 is more than line total or lines 5 and 8, enter the amount overpaid Tenter the amount of line 10 to be Credited to 2313 settinated tax. Part 1 line 7 is more than 100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is 'Yes' to 1 1 or 1 1 to 4 to 10 ines 5 and 8, enter the activities Did the spend more than 5100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is 'Yes' to 1 1 or 1 1 to 4 to 10 ines 5 and 8, enter 4 the activities Did the foundation flava is a continuation or substatial contraction of the activities and copies of any					27	220
a All other domestic foundations enter 2% of the 27b, Exempt foreign organizations selfer 4% of Part I, line 12, col. (b). 2						229.
2 1 ax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 3 27,229. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 1 ax based on investment income. Subtract line 4 from line 8. If zero or less, enter -0- 5 1 ax based on investment income. Subtract line 4 from line 8. If zero or less, enter -0- 5 Total credit or graphine is: 2 2012 estimated tax payments and 2011 overpayment credited to 2012 6						
3 27,229. 4 Subtitle A (mome) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment itemem. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: 5 277,229. 6 Credits/Payments: 6 2 2012 estimated tax payments and 2011 overpayment credited to 2012 6 B 32,000. 7 Total credits and payments and 2011 to werpayment credited to 2012 6 B 32,000. 8 B 32,000. 8 B 32,000. 8 B 32,000. 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment lift line 7 is more than line 10 to be: Credited to 2013 estimated tax ▶ 4, 771. Refunded ▶ 10 4, 771. 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 4, 771. Refunded ▶ 11 0. Part VIII-A Statements Regarding Activities 10 During the tax year, did the location attempt to influence any national, state, or local legislation or did it participate or mervene line any political campagn? 11 During the tax year, did the location attempt to influence any national, state, or local legislation or did it participate or mervene line any political campagn? 11 During the tax year, did the location attempt to influence any national, state, or local legislation or did it participate or mervene line any political campagn? 12 During the tax year, did the location attempt to influence any national, state, or local legislation or did it participate or mervene line any political campagn? 13 L X 14 the answer is "Yes" to 7 ₁₀ or 1 ₁₀ , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in Form 112-POII. Or this year? 15 L X 16 Enter the amount (if any) and by the foundation in connectio	· · · · · · · · · · · · · · · · · · ·	,				0
4 Subtitle A (necome) bx (domestic section 4947(p)(1) trusts and taxable foundations only. Others enter -0- 5 27,229. 6 Credits/Payments: a 2012 estimated tax payments and 2011 overpayment credited to 2012 6 1 32,000. 6 Exempt foreign organizations. Lax withheld at source 6 6 1 5 20,000. 6 6 6 6 7 7 7 1 7 7 7 7 7 7 7 7 7 7 7 7	The state of the s	_			27	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter-0-6 C Credis/Payments; 2 2012 estimated bax payments and 2011 overpayment credited to 2012 6 Exempt foreign organizations - Lax withheld at source 6					21,	
6 Credits/Payments: 2 012 saturated tax payments and 2011 overpayment credited to 2012 5 Exempt foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 C 7 Total credits and payments. Add lines 6a through 64 8 Enter any penalty for underpayment of estimated tax. Check here ☑ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 0 overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 0 overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 0 overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 12 Form of the state of the foundation of the credited of secretary to the foundation of the credited of secretary to the foundation of the activities 13 Duning the tax year, dot the foundation after great (either directly or indirectly) for political purposes (see instructions for definition)? 13	· · · · · · · · · · · · · · · · · · ·	_			27	
a 2012 estimated tax payments and 2011 overpayment credited to 2012 b Exempt foreign organizations - lax withheld at source c Tax paid with application for extension of time to the (Form 8868) d Backup withholding erroneously withheld for 7 Total credits and payments. Add times 6a through 66 c Total credits and payments. Add times 6a through 67 Tax due. If the total of lines 5 and 8 is more than time 7, enter amount owed To Overpayment. If line 7 is more than the total of lines 5 and 8, enter than line 7, enter amount owed To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line 7 is more than 100 ube: Credited to 2013 estimated tax >> 0. To Overpayment. If line 7 is more than 100 ube: Credited to 2013 estimated tax >> 0. To Overpayment. If line 7 is more than 100 ube 10 ube: Credited to 2013 estimated tax >> 0. To Did to the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? To Did it spend more than \$100 during the year (either directly or indirectly) for political expenditures and copies of any materials published or distributed by the foundation in connection with the activities. To Did the foundation Source 10	·	- 			21,	229.
b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of lime to file (Form 8868) d Backup withholding erroneously withheld To Total credits and payments. Add lines 6 as through 6d Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed To Overpayment. If line? Is more than line total of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than line total of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than line 10tal of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than line 10tal of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than line 10tal of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than line 10tal of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than the total of lines 5 and 8, enter the amount overpaid To Overpayment. If line? Is more than line 10tal overpayment. If line? Is more than line 10tal overpayment. If line? Is line 10tal overpayment. If line? Is line 10tal overpayment. If line? Is line 10tal overpayment. If line 10tal overpayment. If line? Is line 10tal overpayment. If line? Is line 10tal overpayment. If line? Is line 10tal overpayment. If line 10tal	1 1					
c Tax paid with application for extension of time to fite (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here [X] if Form 2200 is attached 8 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be. Credited to 2013 estimated tax. Part VII-A 12 Statements Regarding Activities 13 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? 12 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? 13 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? 14 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? 15 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? 16 During the tax year, did the foundation attempt to influence any national political purposes (see instructions for definition)? 16 Enter the amount (if any) of tax on political expenditures (seetin 4955) imposed during the year. 16 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. Society of the changes of the foundation managers. Society of the activates of the changes of the changes of the changes of the foundation managers. Society of the changes of th						
d Backup withholding erroneously withhold 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here IX if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter a mount owed 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter a mount overpaid 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 4, 771. Refunded ▶ 11 0 0. Part VII-A Statements Regarding Activities 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a 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? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1c C IX 1c C I						
7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ∑ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than the 10 of the total of lines 5 and 8, some than hine 7, enter amount over 9 10 Overpayment, If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Center the amount of line 10 to be: Credited to 2013 estimated tax ▶ 10 4, 771. Refunded ▶ 11 0. Part VII-A Statements Regarding Activities 1 0. Part VII-A Statements Regarding Activities 1 0. Part VII-B Statements Statemen						
8 Enter any penalty for underpayment of estimated tax. Check here [X] if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 8, inter the amount overpaid 11 0 4,771. 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 4,771. Refunded ▶ 11 0 4,771. 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 4,771. Refunded ▶ 11 0 9. Part VII-A Statements Regarding Activities 13 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a X b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b X is an answer is 'Yes' to 1g or 1gb, attach a detailed description of the activities and copies of any materials published or distributed by the foundation on connection with the activities. 1c Did the foundation file Form 1120-POL for this year? 1c Did the foundation file Form 1120-POL for this year? 1c Did the foundation have form political expenditures (section 4955) imposed during the year: 1c S at the foundation have included expenditures (section 4955) imposed during the year: 1c S at the foundation have an engaged in any activities that have not previously been reported to the IRS? 2 Line S at the foundation managers. S S O. 2 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 declared description of the activities 3 Has the foundation have unrelated business gross income of \$1,000 or more during the year? 4 to Yes, 'attach a detailed description of the activities 3 Has the foundation		_				
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount over a 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<u> </u>				32,	000.
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## Part II, col (c), and Part XV ## Ba Enter the states to which the foundation reports or with which it is registered (see instructions) CO			ŀ	7	х	
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 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X			F	<u> </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 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X			ł			
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 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X						
of each state as required by General Instruction G? If "No," attach explanation 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X		_				
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 X			- 1	8ь	x	
year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	·	ndar	<u> </u>			
			ļ	g		х
	10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		 	10		x

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

Form 4720, to determine if the foundation had excess business holdings in 2012)

had not been removed from jeopardy before the first day of the tax year beginning in 2012?

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.

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form **990-PF** (2012)

X

3b

4a

N/A

during the year?

Form 990-PF (2012) CHAMBERS FAMILY FUND			84-0929410		Page 6		
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	ued)				
5a During the year did the foundation pay or incur any amount to:							
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Y	es 🗓 No				
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indir	ectly,					
any voter registration drive?		, 🔲 Y	es X No	['	4		
(3) Provide a grant to an individual for travel, study, or other similar purpose	(3) Provide a grant to an individual for travel, study, or other similar purposes?						
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in section				1		
509(a)(1), (2), or (3), or section 4940(d)(2)?		XY	es 🔲 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?		Y	es 🗶 No	·			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un	der the exceptions described	ın Regulations			İ		
section 53.4945 or in a current notice regarding disaster assistance (see instr			ļ^	5b	х		
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	rom the tax because it mainta	iined					
· · · · · · · · · · · · · · · · · · ·	Statement 13	ΧY	es 🗌 No				
If "Yes," attach the statement required by Regulations section 53.494	5-5(d)						
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	• •		i				
a personal benefit contract?	, , , , , , , , , , , , , , , , , , ,		es X No	l			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?			6b	x		
If "Yes" to 6b, file Form 8870		-	-	-	+		
7a At any time during the tax year, was the foundation a party to a prohibited tax	shelter transaction?	[v	es X No		1		
b If "Yes," did the foundation receive any proceeds or have any net income attrib		· ·	N/A	7b	-		
		nagers Highl		70	ш.		
Part VIII Paid Employees, and Contractors	oco, i oundation me	inagero, riigiii	,				
1 List all officers, directors, trustees, foundation managers and their	compensation.						
	(b) Title, and average	(c) Compensation	(d) Contributions to	(e) Ex accoun	pense		
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred	accoun allowa	t, other		
	to position	0.11.07	compensation	4.011			
				ł			
See Statement 12	i	233,044.	21,832.	1	Ο.		
	<u> </u>		22,002.	 	<u>_</u> -		
				1			
	1						
	<u> </u>						
		1					
		 					
2 Compensation of five highest-paid employees (other than those inc	Luded on line 1) If none	enter "NONE "	<u> </u>	l			
Z Gompensation of the highest-paid employees totals that those the	(b) Title, and average	enter NONE.	(d) Contributions to	(e) Ex	nense		
(a) Name and address of each employee paid more than \$50,000	hours per week	(c) Compensation	employee benefit plans and deferred	accoun	t, other		
Wathaning Basis I 44 Cash Character	devoted to position		compensation	allowa	ances		
Katharine Daniel - 44 Cook Street,	Program Assistant		0.45=		_		
Ste. 240, Denver, CO 80206	40.00	52,908.	8,167.		0.		
Virginia Maloney - 44 Cook Street,	Program Director						
Ste. 240, Denver, CO 80206	18.00	54,812.	542.		0.		
				1			
		ļ		ļ			
				[
				<u> </u>			
Total number of other employees paid over \$50,000			>		0		

Page 7

Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Highly	
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	50,000.	
	_	
	4	
-		
	-	
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 statistic number of organizations and other beneficiaries served, conferences convened, research papers produced.	cal information such as the liced, etc.	Expenses
1 Statement 14		
· · · · · · · · · · · · · · · · · · ·	-	
		193,547.
2		
3		
4		
Part IV-R Common of Deamen Deleted Investments		 -
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on lit	nes 1 and 2	Amount
1 N/A	ios i una z.	- Tanouna
2		
All other program-related investments. See instructions.		-
3		
Total. Add lines 1 through 3	>	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes; 55,682,794. a Average monthly fair market value of securities 1a b Average of monthly cash balances 1b 2,919,794. 1c c Fair market value of all other assets 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 Acquisition indebtedness applicable to line 1 assets 2 3 58,602,588. Subtract line 2 from line 1d 879.039. 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 57,723,549. 5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 Minimum investment return. Enter 5% of line 5 2,886,177. 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.) Minimum investment return from Part X, line 6 2,886,177. 27,229 2a Tax on investment income for 2012 from Part VI, line 5 2a b Income tax for 2012. (This does not include the tax from Part VI.) 2b c Add lines 2a and 2b 20 27.229 3 2.858,948. Distributable amount before adjustments. Subtract line 2c from line 1 4 Recoveries of amounts treated as qualifying distributions Add lines 3 and 4 5 2,858,948. Deduction from distributable amount (see instructions) 6 0. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 2,858,948. Part XII Qualifying Distributions (see instructions) 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, 1b b Program-related investments - total from Part IX-B 2 19,964. Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3a 3b **b** Cash distribution test (attach the required schedule) 3,233,160. Qualifying distributions, Add lines 1a through 3b. Enter here and on Part V. line 8, and Part XIII, line 4 4 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 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.

Form **990-PF** (2012)

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 201	2:			•
a From 2007				
b From 2008 527, 23	33.			
c From 2009	_			t.
dFrom 2010 465,38	18.			
e From 2011				
f Total of lines 3a through e	992,621.			
4 Qualifying distributions for 2012 from			1	
Part XII, line 4: ►\$ 3,233,16	<u>.</u>			
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				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amour must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,366,833.			
b Prior years' undistributed income. Subtract			1	
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 mus	t			
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, 23	3.			
b Excess from 2009				
c Excess from 2010 465,38	8.			
dExcess from 2011				
e Excess from 2012 374, 21	2.	l	L	F 000 DE (0040)

Part XIV Private Operating F	oundations (see in	structions and Part VII	-A, question 9)	Ņ/A	
1 a If the foundation has received a ruling o	r determination letter that	t it is a private operating			
foundation, and the ruling is effective fo	r 2012, enter the date of	the ruling	▶		
b Check box to indicate whether the found	dation is a private operatir	ng foundation desc <u>ribed i</u>	n section	4942(j)(3) or 4	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		1
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed					
d Amounts included in line 2c not					
used directly for active conduct of		:			
exempt activities					
e Qualifying distributions made directly	_				
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the				-	_
alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets	İ				
	· · · · · · · · · · · · · · · · · · ·		. <u> </u>		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return					
shown in Part X, line 6 for each year					
listed					
* *					
(1) Total support other than gross investment income (interest,					1
dividends, rents, payments on					
securities loans (section		İ			1
512(a)(5)), or royalties)					ļ
(2) Support from general public and 5 or more exempt					
organizations as provided in					
section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization					
(4) Gross investment income					
Part XV Supplementary Info			if the foundation	had \$5,000 or m	ore in assets
at any time during t	ne year-see instr	ructions.)			
1 Information Regarding Foundation	_				
a List any managers of the foundation wh			ibutions received by the	foundation before the clo	se of any tax
year (but only if they have contributed n	iore man \$5,000). (See S	ection 507(a)(2).)			
Merle C. Chambers					
b List any managers of the foundation who			or an equally large portio	n of the ownership of a p	artnership or
other entity) of which the foundation has	3 a 10% or greater interes	SL.			
None			_		
2 Information Regarding Contributi					
Check here 🕨 🗴 if the foundation o					
the foundation makes gifts, grants, etc.	<u>` </u>			mplete items 2a, b, c, an	d d.
a The name, address, and telephone num	per or e-mail of the perso	n to whom applications s	hould be addressed:		
				· ···	
b The form in which applications should b	e submitted and informat	tion and materials they sh	ould include:		
c Any submission deadlines:					
		<u> </u>			
d Any restrictions or limitations on awards	i, such as by geographica	al areas, charitable fields,	kinds of institutions, or o	ther factors:	

Oupplementary information				
3 Grants and Contributions Paid During the	Year or Approved for Future	Payment		
Recipient	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
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
See statement 15				
				2,732,041.
		İ		
Total			<u>▶ 3a</u>	2,732,041.
b Approved for future payment				
See statement 16				
				2,126,149.
				
	-			
			1	
			<u></u>	
Total			▶ 3b	2,126,149.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated	business income		oy section 512, 513, or 514	(e)
-	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt
1 Program service revenue:	code	Amount	code	Afficult	function income
a	_				
b					
С					
d	_		\bot		
e	_				
					
g Fees and contracts from government agencies			\bot		<u> </u>
2 Membership dues and assessments			4		
3 Interest on savings and temporary cash					
investments			14	6.	
4 Dividends and interest from securities			14	406,915.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			\bot		
6 Net rental income or (loss) from personal			1 1		
property					
7 Other investment income	531390	<16,244	.> 14	169,438.	
8 Gain or (loss) from sales of assets other					
than inventory			18	2,546,366.	
9 Net income or (loss) from special events		<u>, </u>	+	<u> </u>	
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
<u> </u>	_				
b	_				· · · · · · · · · · · · · · · · · · ·
C	_		 		
a	_		 		
e	_	15.011	 	3 100 705	
12 Subtotal. Add columns (b), (d), and (e)		<16,244	<u>·</u> }	3,122,725.	0
13 Total. Add line 12, columns (b), (d), and (e)			•	13	3,106,481
See worksheet in line 13 instructions to verify calculations.				.	
Part XVI-B Relationship of Activities	s to the Accon	nplishment of E	xempt P	urposes	
Line No.		-1 (-) -(D/)0"	A		labara akar
Line No. Explain below how each activity for which in the foundation's exempt purposes (other the			A contributed	importantly to the accomp	lishment of

	the fourted atom 5 exempt purposes (other than by providing funds for such purposes).
Ī I	
$\overline{}$	

Part XVII

Part XVII	Information Re Exempt Organ		sfers To	and Transactions	and Relati	onships With Noncha	itable	
1 Did the or			of the following	ng with any other organizat	on described in	section 501(c) of	Ϋ́	s No
				27, relating to political orga		. ••••		+
	from the reporting founda							
	(1) Cash							
(2) Other				•			1a(1) 1a(2)	- x
b Other tran	•						1	\top
	of assets to a noncharital	ble exempt organiza	tion				1b(1)	x
	hases of assets from a noi	• •		•	•	•	1b(2)	x
	al of facilities, equipment,	•	3				1b(3)	x
	bursement arrangements						1b(4)	х
	s or loan guarantees	•	• •	•			1b(5)	х
	rmance of services or me	mbership or fundrai	sıng solıcıtatıd	ons	•		1b(6)	х
	f facilities, equipment, mai	•	-			•	1c	х
					lways show the	fair market value of the goods, o	ther assets,	
		-				action or sharing arrangement, sl		
	d) the value of the goods, (·	•		
(a)Line no	(b) Amount involved	(c) Name of	f noncharitable	e exempt organization	(d) Desc	ription of transfers, transactions, and s	haring arrang	ements
			N/A					
								
							_	· - ·
								_
2a Is the four	ndation directly or indirect	tly affiliated with, or i	elated to, one	or more tax-exempt organ	izations describ	ped		
in section	501(c) of the Code (other	than section 501(c)	(3)) or in sect	tion 527?	-] Yes [X No
b if "Yes," co	omplete the following sche	edule.						
	(a) Name of org	anızatıon		(b) Type of organization		(c) Description of relationsh	ıp	
	N/A							
_					1			
				ng accompanying schedules and			the IRS discu	iss this
Sign L	ener it is true, correct, and corn	ipiete Deparation of pri	eparer (outer tha	n taxpayer) is based on all inform	nation of which pr	- Tetu	n with the pre vn below (see	
Here	Othy	· / Jass		13/20/14	Execu	tive Director		□ No
Sign	ature of officer or trustee			Date	Title			
	Print/Type preparer's na	me	Preparer's s	ignature	Date	Check if PTIN		
			٨	. 1 4	, ,	self- employed		
Paid	Laurie Anderson		Kam	ii Anderson	3.18.1	F P014	16697	
Preparer	Firm's name Kundi	nger, Corder	& Engle,	P.C.		Firm's EIN		
Use Only								
	Fırm's address ▶ 475	Lincoln St.,	Ste. 200	-				
	1	ver, CO 80203				Phone no. 303-534	-5953	
		· · ·			-		m 990-P	F (2012)

84-0929410

1 of	
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1

Part IV Capital Gains and L	osses for Tax on Investment Income		 		
(a) List an	nd describe the kind(s) of property so prick warehouse; or common stock, 2	ld, e.g., real estate,	(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 Inst	titutional Funds		P	Various	Various
C MHR Institutional Fur	nd		P	Various	Various
d Olympus Real Estate			P	Various	Various
e Newport Asia Institut	tional Fund		P	Various	Various
f DLJ Hicks Muse			D	Various	Various
g Cerberus Internation	al		P	Various	Various
h Highbridge Capital Co	orporation		P	Various	Various
Raptor Global Fund			P	Various	Various
Maverick			P	Various	Various
k Publicly traded secur	rities		P	Various	Various
1					
m					
n					
0	,	,		<u> </u>	<u> </u>
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) plus (f) minus (g)	
a					495,808.
b					198,657.
<u>c</u>					125,580.
<u>d</u>	<u> </u>				<60,702.
е					83,566.
f		116,992.			<116,992.
9					998,730.
h					119,080.
<u> </u>					11,053.
<u></u>					319,419.
<u>k</u>					77,285.
<u> </u>					
<u> </u>		<u> </u>			
n					
Complete only for accets chown	ng gain in column (h) and owned by	the foundation on 12/31/69	(1) Loc	acca (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	Gains (excess	sses (from col. (h)) of col. (h) gain ove not less than "-0-")	r col. (k),
a				-	495,808.
b					198,657.
C					125,580.
d				-	<60,702.
e					83,566.
f					<116,992.
g					998,730.
h					119,080.
l					11,053.
I					319,419.
k			-		77,285.
m					
n					
0					
2 Capital gain net income or (net ca	apital loss) { If gain, also enter If (loss), enter "-C ss) as defined in sections 1222(5) and	5 1	2		2,251,484.
If gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8	column (c).	} }	3	N/A	

Form 990-PF	Gain or (Loss) f	from Sale	0	f A	ssets		Sta	teme	nt	1
(a) Description of Property	,					anner quired		te ired	Dat	e Sc	old
Brinson Partners	<u> </u>			•	Pur	chased	Vari	ous	Va	riou	ıs
(b) Gross	(c) Cost or		(d) Expense	0	f	(e)		_	(f)		
Sales Price	Other Basis		Sale			Depre	C.	Gair.	or :	Loss	<u>;</u>
0.		٥.			0.		0.			495,8	308.
(a) Description of Property						anner quired		te ired	Dat	e Sc	old
Davidson Kempner Instit	 utional Fund:	S		-	Pur	chased	Vari	ous	۷a	riou	ıs
(b) Gross	(c) Cost or		(d) Expense	0	£	(e)			(f)		
Sales Price	Other Basis		Sale			Depre	с.	Gain	or :	Loss	ļ
0.		0,			0.		0.			198,6	557.
(a) Description of Property						anner Juired	Da Acqu	te ired	Dat	e So	old
MHR Institutional Fund	_			-	Puro	chased	Vari	ous	Va	riou	ıs
(b) Gross	(c) Cost or		(d) Expense	0:	E	(e)			(f)		
Sales Price	Other Basis		Sale			Depre	c.	Gain	or	Loss	}
0.		0.			0.		0.			125,5	80.

Descript	(a) ion of Property				Manner cquired	Da: Acqu	te ired	Date Sold
Olympus	Real Estate	_		Pur	chased	Vari	ous	Various
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre		Gain	(f) or Loss
	0.	0.		0.		0.		<60,702.
Descript	(a) ion of Property				Manner Equired	Da Acqu	te ired	Date Sold
Newport	Asia Institutio	nal Fund		Pur	chased	Vari	ous	Various
	(b) Gross	(c) Cost or	(d) Expense	of	(e)		a- i	(f)
_	Sales Price	Other Basis	Sale		Depre		Gain	or Loss
	0.	0.		0.		0.		83,566.
Descript	(a) ion of Property	_			Manner Equired	Da Acqu	te ired	Date Sold
DLJ Hick	s Muse			Do	nated	Vari	ous	Various
	(b) Gross	(c) Value at	(d) Expense	of	(e)			(f)
	Sales Price	Time of Acq.	Sale	0_	Depre	c.	Gain	or Loss
	0.	<177,890.>		0.		0.		177,890.
Descript	(a) ion of Property			_	Manner equired	Da Acqu		Date Sold
Cerberus	International	_		Pur	chased	Vari	ous	Various
	(b) Gross	(c) Cost or	(d) Expense	of	(e)			(f)
<u></u>	Sales Price	Other Basis	Sale		Depre	c.	Gain	or Loss
	0.	0.		0.		0.		998,730.

Descrip	(a) tion of Property	,			lanner quired	Da Acqu		Date Sold
Highbri	dge Capital Corp	ooration		Pur	chased	Vari	ous	Various
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
	0.	0.		0.		0.		119,080.
Descrip	(a) tion of Property	,			Manner equired	Da Acqu		Date Sold
Raptor	Global Fund	_		Pur	chased	Vari	ous	Various
	(b) Gross	(c) Cost or	(d) Expense	of	(e)		a .	(f)
	Sales Price	Other Basis	Sale		Depre	c. 	Gain	or Loss
	0.	0.		0.		0.		11,053.
Descrip	(a) tion of Property	, 			Manner equired		te ired	Date Sold
Maveric	k			Pur	chased	Vari	ous	Various
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
	0.	0.		0.		0.		319,419.
Descrip	(a) tion of Property				Manner equired	Da Acqu	te ired	Date Sold
Publicl	y traded securit	 ies		Pur	chased	Vari	ous	Various
	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense Sale	of	(e) Depre	c.	Gain	(f) or Loss
	0.	0.		0.		0.		77,285.
								
Capital	Gains Dividends	from Part IV						0.
Total t	o Form 990-PF, P	art I, line 6a						2,546,366.

Form 990-PF O	ther	Income		Statement 2
Description		(a) Revenue Per Books	(b) Net Invest- ment Income	_
Brinson Partnership Fund	_	16,837.	0.	
Brinson Partnership Fund		30,351.	30,351	ı
Olympus Real Estate Fund		<33,081.>	0.	•
Olympus Real Estate Fund		333.	333.	1
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	S	tatement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes LLP Fox Rothschild LLP	510. 87.	-		0. 87.
To Fm 990-PF, Pg 1, ln 16a	597.	510.		87.

Form 990-PF	Accounti	ng Fees	S	tatement 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 Profes	sional Fees	S	tatement 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 160	113,492.	92,514.		20,978.

Form 990-PF	Tax	es	S	tatement 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 2012 excise tax paid in	32,000.	0.		0.
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.

Form 990-PF			Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 14)	General Grant and Administration Administrative	General and Administrative
Payroll service fees	\$ 1,362	ı	1,362	,	•	1,362
Insurance	2,631	į	2,631	ı	,	2,631
Licenses and fees	98	ı	98	10	•	92
Supplies	295	ı	295	ı	•	295
Internet related costs	270	ı	270	1	•	270
Furniture and fixtures expensed	2,851	1	2,851	1,772	310	692
Computer software	6,928	ı	6,928	ı	6,928	ı
Other	1,951	1	1,951	57	59	1,835
	\$ 16,374		16,374	1,839	7,297	7,238

Form 990-PF Depreciation	of Assets No	t Held for Inv	restment	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 C	orporate Stock		Statement	9
Description		Book Value	Fair Market Value	t
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, li	ne 10b	15,649,161.	21,609,	566.

Form 990-PF Corpora	te Bonds	Statement	10
Description	Book Value	Fair Marke Value	ŧt
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	i 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	COST		
Funds		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	l COST	3,000,000.	3,795,144.
Total to Form 990-PF, Part II,	line 13	21,447,016.	32,942,815.

	st of Officers, D d Foundation Mana		State	ement 12
Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	
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/Exec	utive Dir. 233,044.	34,181.	0.
Sally Leibbrandt 44 Cook Street, Ste. 240 Denver, CO 80206	Assistant Secr	etary 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	Q.	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	5, Part VIII	233,044.	34,181.	0.

Form 990-PF

Expenditure Responsibility Statement Part VII-B, Line 5c

Statement

13

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address

1311 Pearl Street Denver, CO 80203

Grant Amount

Date of Grant Amount Expended

Verification Date

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.

rorm	Form 990-PF		Analysis of	Analysis of Revenue & Expenses	ıses	Attac	Attachment to page 1
Line	Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursementsfor CharitablePurposes	Direct Charitable Programs (Statement 14)	Grant	General and Administrative
13	Compensation of officers, directors, trustees (Statement 12)	\$ 233,044	1	233,044	106,367	40,099	86,578
14	Other employee salaries and wages	111,318	ı	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	200	6,394	14,084
18	Taxes (Statement 6)	45,093	6,207	ı	•	•	,
20	Occupancy	27,846	ı	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	1	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			

Statement 14 84-0929410

CHAMBERS FAMILY FUND Part IX-A Summary of Direct Charitable Activities For the Year Ended November 30, 2013

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:

<u>Women's Funds Initiative</u> – 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.

<u>Women's Economic Self-Sufficiency</u> – 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.

<u>Early Care and Education Reform</u> – 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.

<u>Planning and Community Service</u> – 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.

CHAMBERS FAMILY FUND		<u>84-0</u>	929410
Form 990-PF Schedule to Part XV		Stat	ement 15
Name and Address	Status		Amount
Program Area Grants Over \$5,000			
Early Care and Education			
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 Clayton Educare Center Capital Campaign and Event Support	Public Charity	\$	205,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 General Support and Event Support	Public Charity	\$	25,300
Qualistar Colorado 3607 Martin Luther King Boulevard Denver, CO 80205 General Support to Improve Quality of Childcare	Public Charity	\$	15,000
Colorado Forum Fund, Inc. 511 16th Street, Suite 210 Denver, CO 80207 Public Education	Public Charity	\$	10,000
Women's Economic Self-Sufficiency			
The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 Ascend at The Aspen Institute	Public Charity	\$	500,000
9to5 Colorado, National Association of Working Women 655 Broadway, Suite 800 Denver, CO 80203 General Support	Public Charity	\$	15,000
Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108 General Support to Increase International Women's Fu	Public Charity	\$	10,000

The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 Event Support Women's Funds Initiative Communities Foundation of Oklahoma Public Charity \$ 25, 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment	CHAMBERS FAMILY FUN	84-09	<u>84-0929410</u>
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 Event Support Women's Funds Initiative Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Women's Foundation of Montana Operating Support Wyoming Community Foundation Public Charity \$ 25, 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Form 990-PF	State	Statement 15
The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 Event Support Women's Funds Initiative Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Name and Address	us	Amoui
The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 Event Support Women's Funds Initiative Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	The Women's Foundation	ic Charity \$	\$ 5,12
Denver, CO 80208 Event Support Women's Funds Initiative Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramic, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	The Chambers Center	·	
Women's Funds Initiative Communities Foundation of Oklahoma Public Charity \$ 25, 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation Public Charity \$ 25, 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Public Charity \$ 25, 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, Public Charity \$ 20, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	1901 E. Asbury Avenue		
Women's Funds Initiative Communities Foundation of Oklahoma Public Charity \$ 25, 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation Public Charity \$ 25, 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Public Charity \$ 25, 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, Public Charity \$ 20, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	Denver, CO 80208		
Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Event Support		
2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Women's Funds Initiativ		
Oklahoma City, OK 73120-1955 Women's Foundation of Oklahoma Operating Support Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Communities Foundatio	ic Charity \$	\$ 25,00
Montana Community Foundation No. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Public Charity \$ 25, 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Public Charity \$ 25, 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	2932 N.W. 122nd Street,		
Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Oklahoma City, OK 7312		
1 N. Last Chance Gulch, Suite 1 P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Women's Found		
P.O. Box 1145 Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Montana Community Fo	ic Charity \$	\$ 25,00
Helena, MT 59601 Women's Foundation of Montana Operating Support Wyoming Community Foundation Public Charity \$ 25, 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, Public Charity \$ 20, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	•		
Wyoming Community Foundation Public Charity \$ 25, 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, Public Charity \$ 20, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	P.O. Box 1145		
Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Helena, MT 59601		
1472 North 5th Street, Suite 201 Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Women's Found		
Laramie, WY 82072 Wyoming Women's Foundation Operating Support Community Foundation of Grand Forks, Public Charity \$ 20, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503		ic Charity \$	\$ 25,00
Community Foundation of Grand Forks, Public Charity \$ 20, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	•		
Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503			
East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Wyoming Wome		
620 DeMers Avenue Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	Community Foundation	ic Charity \$	\$ 20,86
Grand Forks, ND 58201 Women's Fund Endowment North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503	East Grand Forks & Reg		
North Dakota Women's Network 1120 College Drive, Suite 100 Bismarck, ND 58503 Public Charity \$ 20,	620 DeMers Avenue		
North Dakota Women's Network Public Charity \$ 20, 1120 College Drive, Suite 100 Bismarck, ND 58503	Grand Forks, ND 58201		
1120 College Drive, Suite 100 Bismarck, ND 58503	Women's Fund E		
Bismarck, ND 58503	North Dakota Women's	ic Charity \$	\$ 20,000
	1120 College Drive, Suite		
Statewide Policy Change and Advocacy	Bismarck, ND 58503		
	Statewide Policy		
•		ic Charity \$	\$ 7,000
Campbell Centre II	•		
8150 N. Central Expressway, Suite 110	-		
Dallas, TX 75206	•		
Women's Funds Report	Women's Funds		
•	-	c Charity \$	\$ 7,000
502 W. Cordova Road, Suite 1	-		
Santa Fe, NM 87505	·		
Status of Women Report	Status of Women		

CHAMBERS FAMIL)92941 <u>0</u>
Form 990-PF	Schedule to Part XV		Stat	tement 15
Name and Address		Status		Amount
Justice, Equality a	nd Opportunity			
oustice, Equancy a	na opportamity			
The Bell Policy C	Center	Public Charity	\$	150,000
1905 Sherman Str	eet, Suite 900			
Denver, CO 80203	3			
General	Support for Policy, Research and Advocacy			
Planned Parenth	ood of the Rocky Mountains	Public Charity	\$	50,000
7155 E. 38th Aver	nue			
Denver, CO 8020	7			
•	fe Passage Campaign			
NARAL Pro-Cho	oice Colorado Foundation	Public Charity	\$	30,000
1905 Sherman Str	eet, Suite 800			
Denver, CO 80203	3			
General				
Colorado Center	on Law and Policy	Public Charity	\$	20,000
789 Sherman Stree	et, Suite 300			
Denver, CO 80203	3			
Poverty I	Reduction Initiative			
NARAL Pro-Cho	oice America Foundation	Public Charity	\$	10,000
1156 15th Street, 1	NW, Suite 700			
Washington, DC 2	20005			
General	Support			
Planned Parentho	ood Federation of America	Public Charity	\$	10,000
434 W. 33rd Stree	t			
New York, NY 10	0001			
General	Support			
Planned Parentho	ood of the Rocky Mountains	Public Charity	\$	10,000
7155 E. 38th Aver	nue			
Denver, CO 80207	7			
General	Support			
Political Research	h Associates	Public Charity	\$	5,000
1310 Broadway, S	uite 201			
Somerville, MA 02				
•	and Analysis for a More Inclusive Society			

CHAMBERS FAMILY FUND		84-0	929410
Form 990-PF Schedule to Part XV		Stat	ement 15
Name and Address	Status		Amount
Women's Health	Public Charity	\$	2,500
2855 Valmont Road	Tubile Charty	•	_,,
Boulder, CO 80301			
General Support			
Astraea Lesbian Foundation for Justice	Public Charity	\$	1,000
116 East 16th Street, 7th Floor	Tublic Charty	Ψ	1,000
New York, NY 10003			
General Support			
Kirkland Museum of Fine & Decorative Ar	• 1		
Kirkiand Wuseum of Pine & Decorative Ar			
Kirkland Museum of Fine & Decorative Art	Private Operating	\$	736,000
1311 Pearl Street	Foundation		
Denver, CO 80203			
General Support			
Honored Commitments Over \$5,000			
Opera Colorado	Public Charity	\$	202,500
695 S. Colorado Boulevard, Suite 20			
Denver, CO 80246			
General Support, Funding of Loan Guard and Event Support	inty		
City and County of Denver	Government	\$	200,000
Denver Arts & Venues			,
144 West Colfax Avenue			
Denver, CO 80202			
Ellie Caulkins Opera House at Quigg Nev	wton		
Auditorium Capital Campaign			
Colorado Ballet	Public Charity	\$	115,000
1278 Lincoln Street	·		•
Denver, CO 80203			
Capital Campaign and General Support			
Clyfford Still Museum	Public Charity	\$	75,000
1250 Bannock Street	= 	-	,
Denver, CO 80204			
Clyfford Still Museum Capital Campaign			
Ciyjjora bili mascam Capaai Campaign			

CHAMBERS FAMILY F	<u>UND</u> .	. <u>.</u>	<u>84-0</u>	929410
Form 990-PF	Schedule to Part XV		Stat	ement 15
Name and Address		Status		Amount
D 4 . 14		D. I.I. Charita	æ	60,000
Denver Art Museum		Public Charity	\$	60,000
100 W. 14th Avenue P	arkway			
Denver, CO 80204				
	ters of Abstract Expressionism Exhibit, port and Event Support			
Saint John's Cathedra	al	Public Charity	\$	50,000
1350 Washington Stree	et			
Denver, CO 80203				
General Supp	port			
Colorado Symphony	Association	Public Charity	\$	20,000
Boettcher Concert Hall				
Denver Performing Ar	ts Complex			
1000 14th Street, Unit	15			
Denver, CO 80202				
General Supp	port and Event Support			
Aspen Music Festival	and School	Public Charity	\$	11,000
225 Music School Roa	d			
Aspen, CO 81611				
General Supp	port			
Choate Rosemary Ha	ll Foundation	Public Charity	\$	10,000
333 Christian Street				
Wallingford, CT 06492	2-3800			
General Supp	port			
Episcopal Relief and	Development	Public Charity	\$	5,000
815 Second Avenue				
New York, NY 10017				
Typhoon Hai	yan Relief			
Other Grants Over \$5	<u>,000</u>			
Wars Voices		Public Charity	\$	5,000
1407 Emerson Street				
Sheridan, WY 82801				
Research Tra	nscription			

CHAMBERS FAMILY FUND		<u>84-0</u>	<u>929410</u>
Form 990-PF Schedule to Part XV		Stat	ement 15
Name and Address	Status		Amount
Grants Under \$5,000			
The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 General Support	Public Charity	\$	2,500
Colorado Public Television 12 2900 Welton, 1st Floor Denver, CO 80205 General Support	Public Charity	\$	2,500
The Denver Center for the Performing Arts 1101 13th Street Denver, CO 80204 General Support	Public Charity	\$	2,500
Girl Scouts of Colorado 400 S. Broadway P.O. Box 9407 Denver, CO 80209-0407 Event Support	Public Charity	\$	2,500
Women's Funding Network 505 Sansome Street, Second Floor San Francisco, CA 94111 Foundation Membership	Public Charity	\$	2,500
Colorado Association of Funders c/o Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 Foundation Membership	Public Charity	\$	2,150
Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 General Support	Public Charity	\$	2,000
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 General Support	Public Charity	\$	1,500

CHAMBERS FAMILY FUND	·····		<u>929410</u>
Form 990-PF Schedule to Part XV		Stat	ement 15
Name and Address	Status		Amount
Colorado Public Radio	Public Charity	\$	1,420
Bridges Broadcast Center	Ž		,
7409 S. Alton Court			
Centennial, CO 80112			
General Support and Matching Gifts			
Rocky Mountain PBS	Public Charity	\$	1,300
1089 Bannock Street	-		
Denver, CO 80204-4000			
General Support and Matching Gift			
Central City Opera House Association	Public Charity	\$	1,100
400 S. Colorado Boulevard, Suite 530			
Denver, CO 80246			
General Support and Matching Gift			
Hastings 1066 Foundation	Public Charity	\$	1,066
Hastings College of The Law			
200 McAllister Street			
San Francisco, CA 94102-9870			
General Support			
Alpha Phi Foundation	Public Charity	\$	1,000
1930 Sherman Avenue			
Evanston, IL 60201			
General Support			
Clyfford Still Museum	Public Charity	\$	1,000
1250 Bannock Street			
Denver, CO 80204			
General Support			
Denver Public Library Friends Foundation	Public Charity	\$	1,000
10 W. 14th Avenue Parkway			
Denver, CO 80204-9822			
General Support			
Funders Network on Population, Reproductive Health & Rights	Public Charity	\$	1,000
P.O. Box 750			
Rockville, MD 20848-0750			
Foundation Membership			

CHAMBERS FAMILY FUN	<u>ND</u>		84-0	<u>929410</u>
Form 990-PF	Schedule to Part XV		State	ement 15
Name and Address		Status		Amount
Harvard University		Public Charity	\$	1,000
45 Francis Avenue		Tuone charry	_	-,000
Cambridge, MA 02138				
_	s in Religion Endowment			
Historic Denver		Public Charity	\$	1,000
1420 Ogden Street, Ste. 20	02			
Denver, CO 80218				
General Support	t			
History Colorado		Public Charity	\$	1,000
1200 Broadway				
Denver, CO 80203				
General Support	t			
North Shore Country Da	ny School	Public Charity	\$	1,000
310 Green Bay Road				
Winnetka, IL 60093-4094				
General Support	!			
UC Berkeley Foundation		Public Charity	\$	1,000
2080 Addison Street, Suite				
Berkeley, CA 94720-4200				
General Support	,			
University of Denver, Stu		Public Charity	\$	1,000
2255 E. Evans Avenue, Su	iite 390			
Denver, CO 80208				
Graduate Tax Pr	rogram			
Nonprofit Centers Netwo		Public Charity	\$	550
89 South Street, Suite 700				
Boston, MA 02111-2679				
Foundation Men	nbership			
Colorado State Universit	•	Public Charity	\$	500
Mailing address: 410 Univ	-			
Fort Collins, CO 80523-91				
General Support				
Island Academy Internat	tional School	Public Charity	\$	500
PO Box W1884				
Antigua, West Indies				
General Support				

Form 990-PF Schedule to Part XV		Stat	ement 15
Name and Address	Status		Amount
Smithsonian Institution	Public Charity	\$	500
P.O. Box 37012			
MRC 712			
Washington, DC 20013-7012			
General Support			
Denver Botanic Gardens	Public Charity	\$	350
909 York Street			
Denver, CO 80206			
General Support			
Institute for Women's Policy Research	Public Charity	\$	350
1200 18th Street, N.W., Suite 301			
Washington, DC 20036			
Foundation Membership			
Denver Museum of Nature and Science	Public Charity	\$	300
2001 Colorado Boulevard			
Denver, CO 80205-5798			
General Support			
Foothills Art Center	Public Charity	\$	250
809 15th Street			
Golden, CO 80401			
General Support			
RedLine	Public Charity	\$	250
2350 Arapahoe Street			
Denver, CO 80205			
General Support			
Anti-Defamation League	Public Charity	\$	200
Mountain States Region			
1120 Lincoln Street, Suite 1301			
Denver, CO 80203-2140			
General Support			
Smile Train	Public Charity	\$	200
PO Box 96231			
Washington, DC 20090-6231			
Matching Gift			

			
CHAMBERS FAMILY FUND		84-(<u> </u>
Form 990-PF Schedule to Part XV		Stat	tement 15
Name and Address	Status		Amount
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue	Public Charity	\$	190
Denver, CO 80208 Matching Gifts			
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 Matching Gifts	Public Charity	\$	150
Food Bank of the Rockies 10700 E. 45th Street Denver, CO 80239 Matching Gifts	Public Charity	\$	150
Loveland Flood Relief c/o General Conference of Seventh-Day Adventists 12501 Old Columbia Pike Silver Spring, MD 20904 Matching Gift	Public Charity	\$	150
Art Students League of Denver 200 Grant Street Denver, CO 80203 Matching Gift	Public Charity	\$	100
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 Matching Gift	Public Charity	\$	100
Clayton Early Learning	Public Charity	\$	100

3801 Martin Luther King Boulevard		
Denver, CO 80205		
Matching Gift		
Colorado Symphony Association	Public Charity	\$ 100
Boettcher Concert Hall		
Denver Performing Arts Complex		
1000 14th Street, Unit 15		
Denver, CO 80202		
Matching Gift		

Form 990-PF Schedule to Part XV		Stat	ement 15
Name and Address	Status		Amount
Cystic Fibrosis Foundation	Public Charity	\$	100
400 South Colorado Blvd., Suite 840			
Denver, CO 80246			
Matching Gift			
Forgotten Felines Rescue	Public Charity	\$	100
3124 S. Parker Road, Suite A2-607			
Aurora, CO 80014-6215			
General Support			
The Gathering Place	Public Charity	\$	100
1535 High Street			
Denver, CO 80218			
Matching Gift			
Metro CareRing	Public Charity	\$	100
P.O. Box 300459			
1100 E. 18th Avenue			
Denver, CO 80203			
Matching Gift			
Iliff School of Theology	Public Charity	\$	100
2323 E. Iliff Avenue			
Denver, CO 80210			
General Support			
Children's Hospital Colorado Foundation	Public Charity	\$	50
13123 E. 16th Avenue, Box 045			
Aurora, CO 80045			
Matching Gift			
Morgan Adams Foundation	Public Charity	\$	50
5303 E. Evans Avenue #202			
Denver, CO 80222			
Matching Gift			
Opera Colorado	Public Charity	\$	50
695 S. Colorado Boulevard, Suite 20			
Denver, CO 80246			
Matching Gift			

CHAMBERS FAMIL	Y FUND		84-0	<u> 0929410</u>
Form 990-PF	Schedule to Part XV		Stat	tement 15
Name and Address		Status		Amount
Parkinson Associ	ation of the Rockies	Public Charity	\$	45
1325 S. Colorado	Boulevard, 204-B			
Denver, CO 80222	2			
Matching	g Gift			
Denver Rescue M	lission	Public Charity	\$	30
P.O. Box 5206				
Denver, CO 80217	7			
Matching	g Gift			
		Tot	al	2,732,041

Schedule to Part XV			Statement 16	
Status	Award Amount	Paid Amount	Outstanding Payable	
Status	· · · · · · · · · · · · · · · · · · ·		ı uğubic	
Public Charity	\$1,000,000	\$700,000	\$300,000	
Public Charity	\$150,000	\$0	\$150,000	
Government	\$2,000,000	\$1,600,000	\$400,000	
Public Charity	\$250,000	\$100,000	\$150,000	
Public Charity	\$250,000	\$100,000	\$150,000	
Public Charity	\$50,000	\$25,000	\$25,000	
	Status Public Charity Government Public Charity Public Charity	StatusAward AmountPublic Charity\$1,000,000Public Charity\$150,000Government\$2,000,000Public Charity\$250,000Public Charity\$250,000	Status Award Amount Paid Amount Public Charity \$1,000,000 \$700,000 Public Charity \$150,000 \$0 Government \$2,000,000 \$1,600,000 Public Charity \$250,000 \$100,000 Public Charity \$250,000 \$100,000	

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

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