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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE CHATHAM FOUNDATION		A Employer identification number 58-6033047
Number and street (or P.O. box number if mail is not delivered to street address) POST OFFICE BOX 1313	Room/suite	B Telephone number 912-651-5153
City or town, state or province, country, and ZIP or foreign postal code SAVANNAH, GA 31402-1313		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,167,392.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	99.	99.		STATEMENT 1
4 Dividends and interest from securities	127,950.	127,950.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	407,649.			
b Gross sales price for all assets on line 6a	4,090,918.			
7 Capital gain net income (from Part IV, line 2)		407,649.		
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	<4,651.>	<4,651.>		STATEMENT 3
12 Total. Add lines 1 through 11	531,047.	531,047.		
13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	3,200.	1,920.		1,280.
c Other professional fees STMT 5	52,364.	31,418.		20,946.
17 Interest				
18 Taxes STMT 6	618.	670.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	20,605.	12,363.		8,242.
24 Total operating and administrative expenses. Add lines 13 through 23	76,787.	46,371.		30,468.
25 Contributions, gifts, grants paid	275,000.			275,000.
26 Total expenses and disbursements. Add lines 24 and 25	351,787.	46,371.		305,468.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	179,260.			
b Net investment income (if negative, enter -0-)		484,676.		
c Adjusted net income (if negative, enter -0-)			N/A	

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17

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	181,861.	239,247.	239,247.
	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 8	3,913,331.	4,924,407.	5,752,569.
	c	Investments - corporate bonds STMT 9	855,891.	5,632.	5,502.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	212,018.	173,075.	170,074.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,163,101.	5,342,361.	6,167,392.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	5,163,101.	5,342,361.	
	30	Total net assets or fund balances	5,163,101.	5,342,361.	
	31	Total liabilities and net assets/fund balances	5,163,101.	5,342,361.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,163,101.
2	Enter amount from Part I, line 27a	2	179,260.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,342,361.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,342,361.

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 4,090,918.		3,683,269.	407,649.	
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			407,649.	
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 }		2 407,649.
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))
2012	290,086.	5,215,245.	.055623
2011	307,245.	5,190,748.	.059191
2010	322,801.	5,122,905.	.063011
2009	339,054.	5,527,592.	.061338
2008	663,290.	6,980,047.	.095027
2 Total of line 1, column (d)			2 .334190
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 .066838
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,787,849.
5 Multiply line 4 by line 3			5 386,848.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,847.
7 Add lines 5 and 6			7 391,695.
8 Enter qualifying distributions from Part XII, line 4 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.			8 305,468.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,694.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	9,694.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,694.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	3,760.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	9,500.
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	13,260.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	3,566.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
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			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 3,566. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Located at ► P. O. BOX 1313, SAVANNAH, GA	Telephone no. ► 912-651-5153 ZIP+4 ► 31402		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? N/A	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.) 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 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

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."

[illegible]

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities	
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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.

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

Form **990-PF** (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,875,989.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,875,989.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,875,989.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,787,849.
6	Minimum investment return. Enter 5% of line 5	6	289,392.

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	289,392.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,694.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,694.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	279,698.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	279,698.
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	279,698.

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	305,468.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	305,468.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	305,468.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				279,698.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 317,830.				
b From 2009 64,436.				
c From 2010 71,895.				
d From 2011 50,460.				
e From 2012 32,295.				
f Total of lines 3a through e	536,916.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 305,468.				
a Applied to 2012, 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 2013 distributable amount				279,698.
e Remaining amount distributed out of corpus	25,770.			
5 Excess distributions carryover applied to 2013 (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:	562,686.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	317,830.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	244,856.			
10 Analysis of line 9:				
a Excess from 2009 64,436.				
b Excess from 2010 71,895.				
c Excess from 2011 50,460.				
d Excess from 2012 32,295.				
e Excess from 2013 25,770.				

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED LIST. ORGANIZATIONS ARE GENERALLY LOCATED IN SAVANNAH, GA P. O. BOX 1313 SAVANNAH, GA 31402	NONE	NONE	GENERAL SUPPORT OF CHARITABLE ORGANIZATION	275,000.
Total			3a	275,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

SECRETARY

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="checked" type="checkbox"/> if self-employed	PTIN
	S. STEWART BROMLEY	S. STEWART BROMLEY	11/12/14		P00336389
	Firm's name ► HOLLAND, HENRY & BROMLEY, LLP				Firm's EIN ► 58-1941470
	Firm's address ► POST OFFICE BOX 8878 SAVANNAH, GA 31412			Phone no. (912) 235-3410	

Form **990-PF** (2013)

THE CHATHAM FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MANAGED FUTURES PREMIER ABINGDON K1			
b	MANAGED FUTURES PREMIER ABINGDON K1			
c	MANAGED FUTURES PREMIER ABINGDON K1	P		
d	PUBLICLY TRADED SECURITIES - MERRILL LYNCH	P		
e	OZOFII ACCESS LTD CLASS C (ML 2141)	P		
f	ML WINTON FUTURES ACCESS LLC (SALE)	P		
g	ML WINTON FUTURES ACCESS K1	P		
h	PUBLICLY TRADED SECURITIES - MORGAN STANLEY (ACCT	P		
i	PUBLICLY TRADED SECURITIES - MORGAN STANLEY (ACCT	P		
j	ABINGDON FUTURES FUND LP (SALE)	P		
k	POWERSHARES DB COMMODITY INDEX TRACKING FUND K1	P		
l	CLASS ACTION PROCEEDS	P		
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		534.	<534.>
b		427.	<427.>
c	3,869.		3,869.
d	1,568,696.	1,374,343.	194,353.
e	94,458.	85,625.	8,833.
f	54,207.	55,232.	<1,025.>
g	3,120.		3,120.
h	1,104,445.	1,030,405.	74,040.
i	1,134,116.	1,002,424.	131,692.
j	127,985.	128,420.	<435.>
k		5,859.	<5,859.>
l	22.		22.
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			<534.>
b			<427.>
c			3,869.
d			194,353.
e			8,833.
f			<1,025.>
g			3,120.
h			74,040.
i			131,692.
j			<435.>
k			<5,859.>
l			22.
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	407,649.
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

THE CHATHAM FOUNDATION - Last year

1/1/2013 through 12/31/2013

11/11/2014

Page 1

Date	Account	Num	Description	Clr	Amount
EXPENSES					-275,000.00
Contribution					-275,000.00
2/4/2013	Savannah Ba .	1312	Savannah Book Festival	R	-5,000 00
2/4/2013	Savannah Ba..	1313	Coastal Empire Council/Boy Scouts	R	-3,000.00
2/4/2013	Savannah Ba...	1314	Georgia Historical Society	R	-10,000 00
2/4/2013	Savannah Ba .	1315	Girl Scout Council Of Savannah	R	-2,000 00
2/4/2013	Savannah Ba	1316	Goodwill Industries Of The Coastal Empir	R	-1,000.00
2/4/2013	Savannah Ba..	1317	Greenbriar Children's Center	R	-1,000.00
2/4/2013	Savannah Ba..	1318	Inner City Night Shelter	R	-1,000 00
2/4/2013	Savannah Ba. .	1319	Notre Dame Academy	R	-1,000 00
2/4/2013	Savannah Ba...	1320	Ossabaw Island Foundation	R	-10,000 00
2/4/2013	Savannah Ba.	1321	Prevent Blindness	R	-1,000 00
2/4/2013	Savannah Ba.	1322	American Red Cross - Savannah Chap. .	R	-10,000 00
2/4/2013	Savannah Ba	1323	Royce Learning Center	R	-2,000 00
2/4/2013	Savannah Ba..	1324	The Salvation Army	R	-1,000 00
2/4/2013	Savannah Ba.	1325	The Savannah Music Festival	R	-5,000 00
2/4/2013	Savannah Ba .	1326	American Traditions Competition Inc.	R	-5,000 00
2/4/2013	Savannah Ba...	1327	Social Apostolate	R	-1,000 00
2/4/2013	Savannah Ba	1328	Savannah Speech & Hearing Center	R	-5,000.00
2/4/2013	Savannah Ba .	1329	United Way Of The Coastal Empire	R	-25,000 00
2/4/2013	Savannah Ba. .	1330	Victor B Jenkins Boys Club	R	-1,000 00
2/4/2013	Savannah Ba .	1331	Benedictine Military School	R	-20,000 00
2/4/2013	Savannah Ba...	1332	Hospice Of Savannah	R	-10,000 00
2/4/2013	Savannah Ba ..	1333	Memorial Health Foundation	R	-5,000 00
2/4/2013	Savannah Ba .	1334	Second Harvest Food Bank	R	-10,000 00
2/4/2013	Savannah Ba	1335	YMCA Of Coastal Georgia, Inc.	R	-15,000 00
2/4/2013	Savannah Ba ..	1336	St. Vincent's Academy	R	-20,000 00
2/4/2013	Savannah Ba...	1337	Christ Church Children's Church	R	-1,000 00
2/4/2013	Savannah Ba	1338	Georgia Historical Society	R	-3,000 00
2/4/2013	Savannah Ba ..	1339	Junior Achievement Of Savannah	R	-3,000 00
2/25/2013	Savannah Ba..	1340	Savannah Tree Foundation	R	-1,000 00
2/25/2013	Savannah Ba .	1341	Hospice Of Savannah	R	-1,000 00
2/25/2013	Savannah Ba. .	1342	YMCA Of Coastal Georgia, Inc.	R	-1,000 00
2/25/2013	Savannah Ba .	1343	Live Oak Foundation	R	-1,000 00
2/25/2013	Savannah Ba	1344	Savannah Book Festival	R	-1,000 00
2/25/2013	Savannah Ba.	1345	Savannah Country Day School	R	-10,000 00
3/6/2013	Savannah Ba	1346	St. Vincent's Academy	R	-500.00
3/6/2013	Savannah Ba. .	1347	YMCA Of Coastal Georgia, Inc.	R	-750 00
3/6/2013	Savannah Ba...	1348	Coastal Conservation Association Geor..	R	-500 00
3/8/2013	Savannah Ba...	1349	United Way Of The Coastal Empire	R	-10,000 00
3/14/2013	Savannah Ba.	1350	Savannah Speech & Hearing Center	R	-1,000.00
3/14/2013	Savannah Ba. .	1351	Diocese Of Savannah	R	-1,000 00
3/14/2013	Savannah Ba..	1352	St Vincent's Academy	R	-5,000 00
3/14/2013	Savannah Ba. .	1353	St. Michael's Church	R	-1,500 00
3/20/2013	Savannah Ba. .	1354	The Savannah Music Festival	R	-2,500 00
3/20/2013	Savannah Ba .	1355	The Savannah Music Festival	R	-2,500 00
3/20/2013	Savannah Ba .	1356	Coastal Center For Developmental Ser	R	-500 00
3/21/2013	Savannah Ba.	1357	Park Place Outreach, Inc	R	-500 00
4/9/2013	Savannah Ba.	1358	Benedictine Military School	R	-2,000 00
4/12/2013	Savannah Ba..	1360	Savannah Philharmonic	R	-2,000 00
4/23/2013	Savannah Ba .	1361	Faith Equestrian Therapeutic Center	R	-1,000 00

THE CHATHAM FOUNDATION - Last year

1/1/2013 through 12/31/2013

11/11/2014

Page 2

Date	Account	Num	Description	Clr	Amount
5/6/2013	Savannah Ba .	1362	Memorial Health Foundation	R	-500 00
5/20/2013	Savannah Ba .	1363	Communities In Schools	R	-4,000 00
5/21/2013	Savannah Ba .	1364	Benedictine Military School	R	-2,000 00
5/21/2013	Savannah Ba	1365	Benedictine Military School	R	-1,500 00
5/28/2013	Savannah Ba .	1366	Benedictine Military School	R	-1,000.00
6/11/2013	Savannah Ba .	1367	Agape Family Life Center, Inc.	R	-2,000 00
6/11/2013	Savannah Ba...	1368	Benedictine Military School	R	-3,000 00
6/20/2013	Savannah Ba ..	1369	Chatham-Savannah Citizen Advocacy	R	-1,500.00
7/24/2013	Savannah Ba ..	1371	Kiwanis Club Of Skidaway	R	-200 00
8/27/2013	Savannah Ba ..	1372	Southeastern Firefighters Burn Founda ..	R	-250 00
9/10/2013	Savannah Ba .	1373	Second Harvest Food Bank	R	-500 00
9/20/2013	Savannah Ba.	1374	Georgia Rotary Student Program, Inc	R	-250 00
10/8/2013	Savannah Ba	1376	Kiwanis Club Of Skidaway	R	-200 00
10/8/2013	Savannah Ba .	1377	**VOID**Savannah Voice Festival	R	0.00
10/10/2013	Savannah Ba .	1378	Coastal Empire Council/Boy Scouts	R	-1,000.00
10/10/2013	Savannah Ba.	1379	Coastal Empire Council/Boy Scouts	R	-5,000.00
10/18/2013	Savannah Ba .	1380	Savannah Book Festival	R	-600 00
10/21/2013	Savannah Ba .	1381	Park Place Outreach, Inc.	R	-150.00
10/21/2013	Savannah Ba .	1382	The Empty Stocking Fund	R	-100 00
10/21/2013	Savannah Ba .	1383	St Michael's Church	R	-500 00
10/28/2013	Savannah Ba .	1384	**VOID**The Children's School Of Sav	R	0 00
11/8/2013	Savannah Ba .	1385	Savannah Book Festival	R	-5,000 00
11/18/2013	Savannah Ba	1386	Savannah Ambucs	R	-1,500 00
11/19/2013	Savannah Ba .	1387	St. James School	R	-1,000 00
11/19/2013	Savannah Ba .	1388	American Traditions Competition Inc	R	-1,500 00
11/19/2013	Savannah Ba .	1389	Lighted Pathway Ministry	R	-150 00
11/19/2013	Savannah Ba	1390	The Savannah Music Festival	R	-500.00
11/19/2013	Savannah Ba...	1391	Coastal Empire Council/Boy Scouts	R	-300 00
11/19/2013	Savannah Ba .	1392	Blessed Sacrament Catholic Church	R	-200 00
11/19/2013	Savannah Ba..	1393	Blessed Sacrament Catholic School	R	-1,000 00
11/19/2013	Savannah Ba ..	1394	The V O I C Experience Foundation	R	-250.00
11/19/2013	Savannah Ba ..	1395	Faith Equestrian Therapeutic Center	R	-1,000.00
11/20/2013	Savannah Ba ..	1396	Agape Family Life Center, Inc	R	-1,000.00
12/2/2013	Savannah Ba ..	1397	Georgia Historical Society	R	-2,000 00
12/2/2013	Savannah Ba .	1398	Savannah Mission Bible Training Center	R	-3,000 00
12/4/2013	Savannah Ba.	1399	St John's Church	R	-1,000 00
12/4/2013	Savannah Ba...	1400	**VOID**American Red Cross - Savann	R	0 00
12/4/2013	Savannah Ba .	1401	SCAD Equestrian Cener	R	-2,000 00
12/4/2013	Savannah Ba..	1402	Savannah Book Festival	R	-1,500 00
12/4/2013	Savannah Ba ..	1403	Agape Family Life Center, Inc.	R	-1,250.00
12/4/2013	Savannah Ba...	1404	American Red Cross - Savannah Chap	R	-2,000 00
12/4/2013	Savannah Ba..	1406	Chatham-Savannah Citizen Advocacy	R	-1,350 00

OVERALL TOTAL -275,000.00

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH	30.	30.	
MORGAN STANLEY	69.	69.	
TOTAL TO PART I, LINE 3	99.	99.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - STOCKS & MONEY FUNDS	127,494.	0.	127,494.	127,494.	
INTEREST - SECURITIES	456.	0.	456.	456.	
TO PART I, LINE 4	127,950.	0.	127,950.	127,950.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WINTON K-1 - PASSTHROUGH INCOME	1,358.	1,358.	
ABINGDON K-1 - PASSTHROUGH INCOME	1,668.	1,668.	
ABINGDON K-1 - PASSTHROUGH EXPENSE	<6,649.>	<6,649.>	
POWERSHARES K-1 - PASSTHROUGH EXPENSES	<1,028.>	<1,028.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<4,651.>	<4,651.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	3,200.	1,920.		1,280.	
TO FORM 990-PF, PG 1, LN 16B	3,200.	1,920.		1,280.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	52,364.	31,418.		20,946.	
TO FORM 990-PF, PG 1, LN 16C	52,364.	31,418.		20,946.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD	670.	670.		0.	
GEORGIA EXCISE TAXES - REFUND	<52.>	0.		0.	
TO FORM 990-PF, PG 1, LN 18	618.	670.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NONEMPLOYEE COMPENSATION	575.	345.		230.	
SHARED EXPENSES - SALARY & OCCUPANCY REIMBURSEMENT	20,000.	12,000.		8,000.	
BANK SERVICE CHARGES	30.	18.		12.	
TO FORM 990-PF, PG 1, LN 23	20,605.	12,363.		8,242.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	4,924,407.	5,752,569.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,924,407.	5,752,569.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & INTERNATIONAL BONDS	5,632.	5,502.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,632.	5,502.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	173,075.	170,074.
TOTAL TO FORM 990-PF, PART II, LINE 13		173,075.	170,074.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

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