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

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OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning 7/01, 2013, and ending 6/30, 2014

THE CHANDLER FOUNDATION, INC.  
750 PARK AVENUE 24N  
ATLANTA, GA 30326A Employer identification number  
58-1672017

B Telephone number (see the instructions)

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year (from Part II, column (c), line 16)  
 ▶ \$ 5,742,425.

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

## Part I Analysis of Revenue and Expenses

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

(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 (att sch)

603,000.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

42,630.

42,630.

4 Dividends and interest from securities

31,242.

31,242.

5a Gross rents

b Net rental income or (loss)

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

216,078.

b Gross sales price for all assets on line 6a 853,495.

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

216,078.

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

1,415.

12 Total. Add lines 1 through 11

894,365.

289,950.

0.

13 Compensation of officers, directors, trustees, etc.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs)

SEE STM 2

5,303.

5,303.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 3

29,617.

29,617.

24 Total operating and administrative expenses. Add lines 13 through 23

34,920.

34,920.

25 Contributions, gifts, grants paid PART XV

496,519.

26 Total expenses and disbursements. Add lines 24 and 25

531,439.

34,920.

0.

496,519.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

362,926.

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

255,030.

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

0.

P

12

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,110,900.	921,410.	921,410.
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule) <b>STATEMENT 4</b>	2,558,748.	2,540,120.	3,087,212.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ▶			
<b>LIABILITIES</b>	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) <b>STATEMENT 5</b>	557,199.	1,144,004.	1,126,759.
	14 Land, buildings, and equipment basis ▶ <b>607,044.</b>			
	Less: accumulated depreciation (attach schedule) <b>SEE STMT 6</b> ▶	607,044.	607,044.	607,044.
	15 Other assets (describe ▶)			
	16 <b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I.)	4,833,891.	5,212,578.	5,742,425.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>FUND ASSETS</b>	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
<b>FUND BALANCES</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,833,891.	5,212,578.	
	30 <b>Total net assets or fund balances</b> (see instructions)	4,833,891.	5,212,578.	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	4,833,891.	5,212,578.	

**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	4,833,891.
2 Enter amount from Part I, line 27a	2	362,926.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b>	3	15,878.
4 Add lines 1, 2, and 3	4	5,212,695.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	5	117.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,212,578.

**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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	— [ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]	2	216,078.
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) (see instructions) If (loss), enter -0- in Part I, line 8 ]	3	0.

**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 (column (b) divided by column (c))
2012	333,653.	5,260,706.	0.063424
2011	189,945.	5,283,497.	0.035951
2010	139,960.	5,343,898.	0.026191
2009	182,128.	4,943,005.	0.036846
2008	172,370.	5,370,852.	0.032094

2 Total of line 1, column (d)	2	0.194506
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	0.038901
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,532,133.
5 Multiply line 4 by line 3	5	215,206.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,550.
7 Add lines 5 and 6	7	217,756.
8 Enter qualifying distributions from Part XII, line 4	8	496,519.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,550.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,550.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	2,550.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	4,500.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	4,500.	
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,950.	
11 Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 1,950. <b>Refunded</b>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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 <b>Form 990-T</b> for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) GA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>A. RUSSELL CHANDLER, III</u> Telephone no. <u></u> Located at <u>750 PARK AVENUE ATLANTA GA</u> ZIP + 4 <u>30326</u>			
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 <u>N/A</u>	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 <u></u>	16		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
1 a 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 <u></u>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? (see instructions)☐ 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

**6 a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

**7 a** 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

7 b

**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 (see instructions).

(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 10		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1 – see instructions). 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 (see instructions). If none, enter 'NONE.'

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

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	135,330.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	3,747,246.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	1,733,803.
<b>d</b> Total (add lines 1a, b, and c)	<b>1 d</b>	5,616,379.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	5,616,379.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	84,246.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,532,133.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	276,607.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	276,607.
<b>2 a</b> Tax on investment income for 2013 from Part VI, line 5	<b>2 a</b>	2,550.
<b>b</b> Income tax for 2013 (This does not include the tax from Part VI)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	2,550.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	274,057.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	274,057.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	274,057.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	496,519.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	496,519.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	2,550.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	493,969.

**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				274,057.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			91,939.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 496,519.				
a Applied to 2012, but not more than line 2a			91,939.	
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				274,057.
e Remaining amount distributed out of corpus	130,523.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	130,523.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	130,523.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	130,523.			

BAA

Form 990-PF (2013)

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**b 85% of line 2a**

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities  
Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon

- a 'Assets' alternative test – enter**

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

- (2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

<b>Part XV</b>	<b>Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)</b>
----------------	--

### 1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

A. RUSSELL CHANDLER, III

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

- b** The form in which applications should be submitted and information and materials they should include

- c Any submission deadlines

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	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)				
<b>a</b> Paid during the year SEE STATEMENT 11				
<b>Total</b>			<b>3 a</b>	496,519.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3 b</b>	





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

THE CHANDLER FOUNDATION, INC.

Employer identification number

58-1672017

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

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

**General Rule**

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

**Special Rules**

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

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

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

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

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization

THE CHANDLER FOUNDATION, INC.

Employer identification number

58-1672017

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	A. RUSSELL CHANDLER, III 750 PARK AVENUE, 24N ATLANTA, GA 30326	\$ 603,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

THE CHANDLER FOUNDATION, INC.

Employer identification number

58-1672017

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

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Employer identification number

58-1672017

**organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.**

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2013**Attachment  
Sequence No **179**

Name(s) shown on return

**THE CHANDLER FOUNDATION, INC.**

Identifying number

**58-1672017**

Business or activity to which this form relates

**FORM 990/990-PF****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the <b>smaller</b> of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.)** (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here. <input type="checkbox"/>		

**Section B – Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

**Section C – Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

**BAA For Paperwork Reduction Act Notice, see separate instructions.**

FDIZ0812L 06/10/13

Form **4562** (2013)

2013

## FEDERAL STATEMENTS

PAGE 1

THE CHANDLER FOUNDATION, INC.

58-1672017

**STATEMENT 1**  
**FORM 990-PF, PART I, LINE 11**  
**OTHER INCOME**

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ 1,415.		
TOTAL	\$ 1,415.	\$ 0.	\$ 0.

**STATEMENT 2**  
**FORM 990-PF, PART I, LINE 18**  
**TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TOTAL	\$ 5,303.	\$ 5,303.	\$ 0.	\$ 0.

**STATEMENT 3**  
**FORM 990-PF, PART I, LINE 23**  
**OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	\$ 20.	\$ 20.		
LEGAL & PROFESSIONAL FEES	3,250.	3,250.		
MANAGEMENT FEES	26,347.	26,347.		
TOTAL	\$ 29,617.	\$ 29,617.	\$ 0.	\$ 0.

**STATEMENT 4**  
**FORM 990-PF, PART II, LINE 10B**  
**INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	\$ 2,540,120.	\$ 3,087,212.
	TOTAL	\$ 2,540,120.	\$ 3,087,212.

THE CHANDLER FOUNDATION, INC.

58-1672017

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FORESTER DIVERSIFIED	COST	\$ 500,000.	\$ 500,000.
MERIT ENERGY	COST	41,004.	23,759.
PRECYSE BRIDGE LENDER III, LLC	COST	603,000.	603,000.
	TOTAL	<u>\$ 1,144,004.</u>	<u>\$ 1,126,759.</u>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 14**  
**LAND, BUILDINGS, AND EQUIPMENT**

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LAND	\$ 607,044.		\$ 607,044.	\$ 607,044.
TOTAL	<u>\$ 607,044.</u>	<u>\$ 0.</u>	<u>\$ 607,044.</u>	<u>\$ 607,044.</u>

**STATEMENT 7**  
**FORM 990-PF, PART III, LINE 3**  
**OTHER INCREASES**

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 9,857.
PRIOR PERIOD ADJUSTMENTS	6,021.
TOTAL	<u>\$ 15,878.</u>

**STATEMENT 8**  
**FORM 990-PF, PART III, LINE 5**  
**OTHER DECREASES**

NONDEDUCTIBLE EXPENSES	\$ 110.
NONDEDUCTIBLE PENALTIES	7.
TOTAL	<u>\$ 117.</u>

**STATEMENT 9**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

<u>ITEM</u>	<u>(A) DESCRIPTION</u>	<u>(B) HOW ACQUIRED</u>	<u>(C) DATE ACQUIRED</u>	<u>(D) DATE SOLD</u>
1	K-2 OVERSEAS INVESTOR I, LTD.	PURCHASED	VARIOUS	8/16/2013
2	50,000 ONTARIO PROV CDA BD 7/14/2011	PURCHASED	3/12/2013	8/07/2013
3	4,000 MFC FLEXSHARES TR MORNINGSTAR GLOBAL	PURCHASED	2/04/2013	12/23/2013
4	152 PETSMART INC. COM	PURCHASED	11/15/2013	6/17/2014

## THE CHANDLER FOUNDATION, INC.

58-1672017

STATEMENT 9 (CONTINUED)  
 FORM 990-PF, PART IV, LINE 1  
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
5	10,624 MFB NORTHERN HIGH YIELD FIXED INC FD	PURCHASED	VARIOUS	8/07/2013
6	2,069 MFB NORTHERN MULTI-MANAGER SM CAP FD	PURCHASED	VARIOUS	8/07/2013
7	50,000 PEPSICO INC 3.75% DUE 3/1/2014	PURCHASED	8/05/2009	8/26/2013
8	69 COSTCO WHOLESALE CORP NEW	PURCHASED	VARIOUS	9/19/2013
9	62 NORFOLK SOUTHERN CORP	PURCHASED	9/21/2011	9/19/2013
10	92 UNITEDHEALTH GROUP, INC.	PURCHASED	12/16/2009	9/19/2013
11	121 FRANKLIN RES INC COM	PURCHASED	VARIOUS	9/23/2013
12	23 SIMON PROPERTY GROUP INC	PURCHASED	VARIOUS	9/23/2013
13	60 ADR BHP BILLITON LTD SPNSD ADR	PURCHASED	2/22/2010	10/23/2013
14	26 SIMON PROPERTY GROUP INC	PURCHASED	7/22/2010	10/23/2013
15	37 ADR BHP BILLITON LTD SPNSD ADR	PURCHASED	9/10/2009	10/24/2013
16	20 SIMON PROPERTY GROUP INC	PURCHASED	7/22/2010	10/24/2013
17	23 ADR BHP BILLITON LTD SPNSD ADR	PURCHASED	VARIOUS	10/25/2013
18	6 SIMON PROPERTY GROUP INC	PURCHASED	7/22/2010	10/25/2013
19	225 OMNICOM GROUP INC COM	PURCHASED	VARIOUS	11/15/2013
20	90 ST JUDE MED INC COM	PURCHASED	9/19/2012	12/12/2013
21	123 UNITEDHEALTH GROUP	PURCHASED	VARIOUS	12/12/2013
22	107 ST JUDE MED INC COM	PURCHASED	VARIOUS	1/14/2014
23	25 V F CORP COM	PURCHASED	4/27/2011	1/14/2014
24	23 ST JUDE MED INC COM	PURCHASED	VARIOUS	1/15/2014
25	60 V F CORP COM	PURCHASED	6/27/2011	1/15/2014
26	50,000 WAL-MART STORES 3% DUE 2/3/14	PURCHASED	7/28/2009	2/03/2014
27	50,000 HONEYWELL INTL INC SR NT 3.875 DUE 2/15	PURCHASED	7/28/2009	2/18/2014
28	4,717 MFB NORTHERN FUNDS EMERG MKTS EQUITY IDX	PURCHASED	VARIOUS	3/19/2014
29	81 CHEVRON CORP COM	PURCHASED	11/14/2012	3/19/2014
30	50,000 STATOILHYDRO ASA 3.875 DUE 4/15/2014	PURCHASED	6/01/2009	4/15/2014
31	24 APPLE INC COM STK	PURCHASED	9/10/2009	6/06/2014
32	95 CITRIX SYS INC COM	PURCHASED	7/22/2010	6/06/2014
33	46 NOW INC COM	PURCHASED	VARIOUS	6/17/2014
34	EXXON MOBIL CORP COM	PURCHASED	4/02/2014	4/02/2014
35	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	134,531.		0.	134,531.				\$ 134,531.
2	52,744.		54,177.	-1,433.				-1,433.
3	136,818.		145,878.	-9,060.				-9,060.
4	8,968.		11,304.	-2,336.				-2,336.
5	80,000.		78,088.	1,912.				1,912.
6	25,000.		18,655.	6,345.				6,345.
7	50,866.		51,543.	-677.				-677.
8	8,209.		4,304.	3,905.				3,905.
9	4,841.		3,961.	880.				880.
10	6,594.		2,948.	3,646.				3,646.
11	6,174.		5,078.	1,096.				1,096.
12	3,481.		2,044.	1,437.				1,437.
13	4,280.		4,518.	-238.				-238.
14	4,123.		2,230.	1,893.				1,893.
15	2,662.		2,392.	270.				270.
16	3,179.		1,712.	1,467.				1,467.

THE CHANDLER FOUNDATION, INC.

58-1672017

**STATEMENT 9 (CONTINUED)**  
**FORM 990-PF, PART IV, LINE 1**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
17	1,651.		1,378.	273.				\$ 273.
18	954.		514.	440.				440.
19	15,768.		10,346.	5,422.				5,422.
20	5,217.		3,872.	1,345.				1,345.
21	8,780.		5,254.	3,526.				3,526.
22	7,088.		4,588.	2,500.				2,500.
23	1,516.		664.	852.				852.
24	1,519.		982.	537.				537.
25	3,600.		1,583.	2,017.				2,017.
26	50,000.		50,442.	-442.				-442.
27	50,000.		51,420.	-1,420.				-1,420.
28	50,000.		52,388.	-2,388.				-2,388.
29	9,632.		5,746.	3,886.				3,886.
30	50,000.		50,180.	-180.				-180.
31	15,585.		4,138.	11,447.				11,447.
32	5,874.		4,420.	1,454.				1,454.
33	1,478.		670.	808.				808.
34	54.		0.	54.				54.
35								42,309.
TOTAL								\$ 216,078.

**STATEMENT 10**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
A. RUSSELL CHANDLER, III 750 PARK AVENUE, 24N ATLANTA, GA 30326	MEMBER/DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
MARIA PLANES CHANDLER 750 PARK REGENCY, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
ASHLEY E. CHANDLER 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
MORGAN A. CHANDLER 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
WHITNEY R. CHANDLER 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.

THE CHANDLER FOUNDATION, INC.

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**STATEMENT 10 (CONTINUED)**  
**FORM 990-PF, PART VIII, LINE 1**  
**LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATRICIA WALKER C/O 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	\$ 0.	\$ 0.	\$ 0.
GEARL SPICER C/O 750 PARK AVENUE, 24N ATLANTA, GA 30326	DIRECTOR 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

**STATEMENT 11**  
**FORM 990-PF, PART XV, LINE 3A**  
**RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GRACE FOR ALL P.O. BOX 1006 WILMINGTON, DE 19899	N/A	PUBLIC	GENERAL FUND	\$ 15,500.
GEORGIA TECH FOUNDATION, INC. 760 SPRING ST., NW, STE. 400 ATLANTA, GA 30308	N/A	PUBLIC	GENERAL FUND	1,500.
GEORGIA TECH FUND 760 SPRING ST., NW ATLANTA, GA 30308	N/A	PUBLIC	GENERAL FUND	4,640.
HIGHLANDS - CASHIERS HOSPITAL FOUNDATION P.O. BOX 742 HIGHLANDS, NC 28741	N/A	PUBLIC	GENERAL FUND	1,000.
ONE HEART CHURCH 134 E. ATLANTA RD. STOCKBRIDGE, GA 30281	N/A	PUBLIC	GENERAL FUND	383,750.
GEORGIA TECH FUND-ALEXANDER THARPE FUND 760 SPRING ST., NW ATLANTA, GA 30308	N/A	PUBLIC	GENERAL FUND	27,189.
ATLANTA HISTORY CENTER 130 W. PACES FERRY RD. ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	250.



THE CHANDLER FOUNDATION, INC.

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STATEMENT 11 (CONTINUED)  
FORM 990-PF, PART XV, LINE 3A  
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALZHEIMER'S ASSOCIATION 41 PERIMETER CENTER EAST ATLANTA, GA 30345	N/A	PUBLIC	GENERAL FUND	\$ 500.
FELLOWSHIP OF CHRISTIAN ATHLETES 2100 RIVEREDGE PKWY NW ATLANTA, GA 30328	N/A	PUBLIC	GENERAL FUND	35,000.
REFLECTIONS MINISTRIES 3 PIEDMONT CENTER, NE ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	10,000.
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE RD., NW ATLANTA, GA 30309	N/A	PUBLIC	GENERAL FUND	2,500.
THE 300 CLUB OF ATLANTA 3050 PEACHTREE RD ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	490.
ALL ABOUT DEVELOPMENTAL DISABILITIES 125 CLAIRMONT AVE., STE. 300 DECATUR, GA 30030	N/A	PUBLIC	GENERAL FUND	1,000.
M.D. ANDERSON CANCER CENTER 1515 HOLCOMBE BLVD. HOUSTON, TX 77030		PUBLIC	GENERAL FUND	10,000.
GEORGIA TECH CAMPUS MINISTRY NORTH AVENUE ATLANTA, GA 30332		PUBLIC	GENERAL FUND	1,000.
THE BASCOM 323 FRANKLIN RD. HIGHLANDS, NC 28741	N/A	PUBLIC	GENERAL FUND	250.
CAMP TWIN LAKES 1391 KEENCHEEFOONEE RD. RUTLEDGE, GA 30663	N/A	PUBLIC	GENERAL FUND	1,100.
GEORGIA BOY CHOIR 3180 PEACHTREE ROAD ATLANTA, GA 30305	N/A	PUBLIC	GENERAL FUND	500.
HIGHLANDS CASHIERS LAND TRUST 348 S 5TH ST., #211 HIGHLANDS, NC 28741	N/A	PUBLIC	GENERAL FUND	350.

TOTAL \$ 496,519.

THE CHANDLER FOUNDATION, INC.

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ATTACHMENT TO FORM 990-PF, PART II, LINE 13

## OTHER INVESTMENTS:

	BOOK	FMV
FORESTER DIVERSIFIED	\$500,000	\$500,000
MERIT ENERGY PARTNERS CANADA II	41,004	23,759
PRECYSE BRIDGE LENDER III	630,000	630,000
TOTAL	\$1,171,004	\$1,153,759

# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
<b>Equity Securities - Consumer Discretionary</b>									
DICKS SPORTING GOODS INC OC-COM (DKS)	\$46.560	149.00	\$6,937.44	\$6,668.14	\$269.30		\$74.50	1.1%	0.4%
HOME DEPOT INC., COMMON STOCK, \$.05 PAR (HD)	80.960	239.00	19,349.44	10,671.00	8,678.44		449.32	2.3%	1.0%
MC DONALDS CORP. COMMON STOCK, NO PAR (MCD)	100.740	160.00	16,118.40	14,142.59	1,975.81		518.40	3.2%	0.8%
NIKE INC CL B CL B (NKE)	77.550	150.00	11,632.50	4,786.48	6,846.02	36.00	144.00	1.2%	0.6%
STARBUCKS CORP COM (SBUX)	77.380	224.00	17,333.12	10,445.03	6,888.09		232.96	1.3%	0.9%
TWENTY-FIRST CENTY FOX INC CL A CL A (FOXA)	35.150	293.00	10,298.95	9,443.58	855.37		49.81	0.5%	0.5%
V. F. CORP., COMMON STOCK, NO PAR (VFC)	63.000	247.00	15,561.00	6,461.88	9,099.12		259.35	1.7%	0.8%
WALT DISNEY CO (DIS)	85.740	215.00	18,434.10	5,378.76	13,055.34		184.90	1.0%	1.0%
<b>Total Consumer Discretionary</b>			<b>\$115,664.95</b>	<b>\$67,997.46</b>	<b>\$47,667.49</b>	<b>\$36.00</b>	<b>\$1,913.24</b>	<b>1.7%</b>	<b>6.0%</b>
<b>Equity Securities - Consumer Staples</b>									
COCA COLA CO COM (KO)	\$42.360	420.00	\$17,791.20	\$14,576.79	\$3,214.41	\$128.10	\$512.40	2.9%	0.9%
COSTCO WHOLESALE CORP NEW COM (COST)	115.160	86.00	9,903.76	4,308.76	5,595.00		122.12	1.2%	0.5%
CVS CAREMARK CORP COM STK (CVS)	75.370	285.00	21,480.45	12,804.31	8,676.14		313.50	1.5%	1.1%
MONDELEZ INTL INC COM (MDLZ)	37.610	328.00	12,336.08	10,823.41	1,512.67	45.92	183.68	1.5%	0.6%
PROCTER & GAMBLE COM NPV (PG)	78.590	105.00	8,251.95	5,466.09	2,785.86		270.31	3.3%	0.4%

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# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
<b>Total Consumer Staples</b>			\$69,763.44	\$47,979.36	\$21,784.08	\$174.02	\$1,402.01	2.0%	3.6%
<b>Equity Securities - Energy</b>									
APACHE CORP., COMMON STOCK, \$1.25 PAR (APA)	\$100.620	107.00	\$10,766.34	\$9,010.11	\$1,756.23		\$107.00	1.0%	0.6%
CHEVRON CORP COM (CVX)	130.550	99.00	12,924.45	6,519.06	6,405.39		423.72	3.3%	0.7%
EXXON MOBIL CORP COM (XOM)	100.680	151.00	15,202.68	10,543.25	4,659.43		416.76	2.7%	0.8%
NATIONAL OILWELL VARCO COM STK (NOV)	82.350	180.00	14,823.00	6,161.05	8,661.95		331.20	2.2%	0.8%
NOBLE CORP PLC COMMON STOCK (NE)	33.560	280.00	9,396.80	10,286.69	(889.89)		350.00	3.7%	0.5%
SCHLUMBERGER LTD COM COM (SLB)	117.950	135.00	15,923.25	11,853.42	4,069.83	54.00	216.00	1.4%	0.8%
<b>Total Energy</b>			\$79,036.52	\$54,373.58	\$24,662.94	\$54.00	\$1,844.68	2.3%	4.1%
<b>Equity Securities - Financials</b>									
AMERICAN EXPRESS CO., COMMON STOCK, \$.40 PAR (AXP)	\$94.870	260.00	\$24,666.20	\$12,407.09	\$12,259.11		\$270.40	1.1%	1.3%
AMERICAN TOWER CORP (AMT)	89.980	141.00	12,687.18	10,398.14	2,289.04	47.94	191.76	1.5%	0.7%
CITIGROUP INC COM NEW COM NEW (C)	47.100	296.00	13,941.60	14,843.45	(901.85)		11.84	0.1%	0.7%
FRANKLIN RES INC., COMMON STOCK, (BEN)	57.840	194.00	11,220.96	7,143.90	4,077.06	23.28	93.12	0.8%	0.6%
INTERCONTINENTAL EXCHANGE INC COM (ICE)	188.900	70.00	13,223.00	8,977.28	4,245.72		182.00	1.4%	0.7%
JPMORGAN CHASE & CO COM (JPM)	57.620	440.00	25,352.80	16,560.31	8,792.49		704.00	2.8%	1.3%
METLIFE INC COM STK USD0.01 (MET)	55.560	301.00	16,723.56	11,362.05	5,361.51		421.40	2.5%	0.9%

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# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
US BANCORP (USB)	43.320	410.00	17,761.20	9,007.30	8,753.90	100.45	401.80	2.3%	0.9%
WELLS FARGO & CO NEW COM STK (WFC)	52.560	550.00	28,908.00	14,362.76	14,545.24		770.00	2.7%	1.5%
<b>Total Financials</b>			<b>\$164,484.50</b>	<b>\$105,062.28</b>	<b>\$59,422.22</b>	<b>\$171.67</b>	<b>\$3,046.32</b>	<b>1.9%</b>	<b>8.6%</b>
<b>Equity Securities - Health Care</b>									
AMGEN INC COMMON STOCK (AMGN)	\$118.370	130.00	\$15,388.10	\$8,743.37	\$6,644.73		\$317.20	2.1%	0.8%
BAXTER INTL INC COMMON STOCK (BAX)	72.300	167.00	12,074.10	11,144.81	929.29	86.84	347.36	2.9%	0.6%
C R BARD (BCR)	143.010	72.00	10,296.72	8,399.13	1,897.59		63.36	0.6%	0.5%
EXPRESS SCRIPTS HLDG CO COM (ESRX)	69.330	251.00	17,401.83	13,298.56	4,103.27				0.9%
GILEAD SCIENCES INC (GILD)	82.910	116.00	9,617.56	6,159.02	3,458.54				0.5%
MERCK & CO INC NEW COM (MRK)	57.850	340.00	19,669.00	14,738.76	4,930.24	149.60	598.40	3.0%	1.0%
Pfizer Inc Com (PFE)	29.680	800.00	23,744.00	19,614.43	4,129.57		768.00	3.2%	1.2%
<b>Total Health Care</b>			<b>\$108,191.31</b>	<b>\$82,098.08</b>	<b>\$26,093.23</b>	<b>\$236.44</b>	<b>\$2,094.32</b>	<b>1.9%</b>	<b>5.6%</b>
<b>Equity Securities - Industrials</b>									
DANAHER CORP. COMMON STOCK \$.01 PAR (DHR)	\$78.730	400.00	\$31,492.00	\$12,660.00	\$18,832.00	\$40.00	\$160.00	0.5%	1.6%
EATON CORP PLC COM USD0.50 (ETN)	77.180	200.00	15,436.00	10,205.74	5,230.26		392.00	2.5%	0.8%
EMERSON ELECTRIC CO COM (EMR)	66.360	195.00	12,940.20	10,133.65	2,806.55		335.40	2.6%	0.7%
GENERAL ELECTRIC CO (GE)	26.280	685.00	18,001.80	10,920.57	7,081.23	150.70	602.80	3.3%	0.9%

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# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
NORFOLK SOUTHN CORP COM (NSC)	103.030	108.00	11,127.24	6,900.04	4,227.20		233.28	2.1%	0.6%
PRECISION CASTPARTS CORP COM (PCP)	252.400	50.00	12,620.00	8,337.35	4,282.65		6.00	0.0%	0.7%
UNITED TECHNOLOGIES CORP COM (UTX)	115.450	110.00	12,699.50	6,149.20	6,550.30		259.60	2.0%	0.7%
<b>Total Industrials</b>			<b>\$114,316.74</b>	<b>\$45,306.55</b>	<b>\$49,010.19</b>	<b>\$190.70</b>	<b>\$1,989.08</b>	<b>1.7%</b>	<b>6.0%</b>
<b>Equity Securities - Information Technology</b>									
ALTERA CORP COM (ALTR)	\$34.760	475.00	\$16,511.00	\$16,132.38	\$378.62		\$285.00	1.7%	0.9%
APPLE INC COM STK (AAPL)	92.930	322.00	29,923.46	7,153.78	22,769.68		605.36	2.0%	1.6%
CISCO SYSTEMS INC COMMON STOCK (CSCO)	24.850	717.00	17,817.45	15,469.41	2,348.04		544.92	3.1%	0.9%
EMC CORP COM (EMC)	26.340	660.00	17,384.40	13,444.67	3,939.73	75.90	303.60	1.7%	0.9%
GOOGLE INC CL A CL A (GOOGL)	584.670	20.00	11,693.40	4,374.04	7,319.36				0.6%
GOOGLE INC CL C COM USD0.001 CL'C (GOOG)	575.280	20.00	11,505.60	4,360.06	7,145.54				0.6%
INTEL CORP COM (INTC)	30.900	365.00	11,278.50	9,961.84	1,316.66		328.50	2.9%	0.6%
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	181.270	55.00	9,969.85	5,674.35	4,295.50		242.00	2.4%	0.5%
ORACLE CORPORATION COM (ORCL)	40.530	345.00	13,982.85	9,387.45	4,595.40		165.60	1.2%	0.7%
QUALCOMM INC COM (QCOM)	79.200	315.00	24,948.00	16,816.89	8,131.11		529.20	2.1%	1.3%
<b>Total Information Technology</b>			<b>\$165,014.51</b>	<b>\$102,774.87</b>	<b>\$62,239.64</b>	<b>\$75.90</b>	<b>\$3,004.18</b>	<b>1.8%</b>	<b>8.6%</b>

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# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
<b>Equity Securities - Materials</b>									
MONSANTO CO NEW COM (MON)	\$124.740	101.00	\$12,598.74	\$10,392.71	\$2,206.03		\$173.72	1.4%	0.7%
NUCOR CORP. COMMON STOCK, \$.40 PAR (NUE)	49.250	145.00	7,141.25	6,545.36	595.89	53.65	214.60	3.0%	0.4%
<b>Total Materials</b>			<b>\$19,739.99</b>	<b>\$16,938.07</b>	<b>\$2,801.92</b>	<b>\$53.65</b>	<b>\$388.32</b>	<b>2.0%</b>	<b>1.0%</b>
<b>Equity Securities - Telecom Services</b>									
VERIZON COMMUNICATIONS COM (VZ)	\$48.930	175.00	\$8,562.75	\$6,489.87	\$2,072.88		\$371.00	4.3%	0.4%
<b>Total Telecom Services</b>			<b>\$8,562.75</b>	<b>\$6,489.87</b>	<b>\$2,072.88</b>		<b>\$371.00</b>	<b>4.3%</b>	<b>0.4%</b>
<b>Equity Securities - Utilities</b>									
AMERICAN WTR WKS CO INC NEW COM (AWK)	\$49.450	175.00	\$8,653.75	\$5,921.63	\$2,732.12		\$217.00	2.5%	0.5%
EXELON CORP COM (EXC)	36.480	298.00	10,871.04	11,142.10	(271.06)		369.52	3.4%	0.6%
<b>Total Utilities</b>			<b>\$19,524.79</b>	<b>\$17,063.73</b>	<b>\$2,461.06</b>		<b>\$586.52</b>	<b>3.0%</b>	<b>1.0%</b>
<b>Equity Securities - Unclassified</b>									
MFB NORTHERN FUNDS EMERGING MKTS EQUITY INDEX FUND (NOEMX)	\$11.890	20,562.33	\$244,486.10	\$209,711.67	\$34,774.43		\$4,647.09	1.9%	12.7%
<b>Total Emerging Markets Region - USD</b>			<b>\$244,486.10</b>	<b>\$209,711.67</b>	<b>\$34,774.43</b>		<b>\$4,647.09</b>	<b>1.9%</b>	<b>12.7%</b>
MFC FLEXSHARES TR STOXX GLOBAL BROAD INFRASTRUCTURE INDEX FD (NFRA)	45.780	1,400.00	64,092.00	59,696.00	4,396.00		1,731.80	2.7%	3.3%
<b>Total Europe Region - USD</b>			<b>\$64,092.00</b>	<b>\$59,696.00</b>	<b>\$4,396.00</b>		<b>\$1,731.80</b>	<b>2.7%</b>	<b>3.3%</b>

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# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
MFO HARDING LOEVNER FDS INC INTL EQUITY PORTFOLIO (HLMX)	18.730	29,840.32	558,909.19	490,000.00	68,909.19		4,177.64	0.7%	29.1%
<b>Total International Region - USD</b>			<b>\$558,909.19</b>	<b>\$490,000.00</b>	<b>\$68,909.19</b>		<b>\$4,177.64</b>	<b>0.7%</b>	<b>29.1%</b>
MEB NORTHERN MULTI-MANAGER MID CAP FUND (NMMCX)	14.320	8,293.27	118,759.62	78,700.52	40,059.10		804.45	0.7%	6.2%
MEB NORTHERN MULTI-MANAGER SMALL CAP FUND (NMMSX)	11.740	5,922.83	69,534.02	45,924.49	23,609.53		485.67	0.7%	3.6%
<b>Total Unclassified</b>			<b>\$1,055,780.93</b>	<b>\$884,032.68</b>	<b>\$171,748.25</b>		<b>\$11,846.65</b>	<b>1.1%</b>	<b>55.0%</b>
<b>Total Equity Securities</b>			<b>\$1,920,080.43</b>	<b>\$1,450,116.53</b>	<b>\$469,963.90</b>	<b>\$992.38</b>	<b>\$28,486.32</b>	<b>1.5%</b>	<b>100.0%</b>

## Fixed Income Securities - Corporate/ Government

2014	ORACLE CORP NT 3.75% DUE 07-08-2014 REG	\$100.051	50,000.00 A+	\$50,025.45	\$51,250.00	(\$1,224.55)	\$901.04	\$1,875.00	3.7% 1.4%	6.0%
2015	DU PONT E I DE NEMOURS & CO 3.25% DUE 01-15-2015 BEO	101.613	50,000.00 A	50,806.60	50,685.00	121.60	749.30	1,625.00	3.2% 0.3%	6.1%
	MEDTRONIC INC 3.0% DUE 03-15-2015/03-16-2010 REG	101.905	50,000.00 AA-	50,952.30	51,263.50	(311.20)	441.66	1,500.00	2.9% 0.3%	6.1%
	MERCK & CO INC NT 4.0% DUE 06-30-2015/06-25-2009 (MTN1)	103.641	50,000.00 AA	51,820.50	51,785.00	35.50	5.55	2,000.00	3.9% 0.3%	6.2%

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# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
PRAXAIR INC 3.25% DUE 09-15-2015 REG	103.478	50,000.00 A	51,739.05	50,565.00	1,174.05	478.47	1,625.00	3.1% 0.4%	6.2%
PROCTER & GAMBLE CO NT 3.5% DUE 02-15-2015 BEO	101.967	50,000.00 AA-	50,983.45	51,057.00	( 73.55)	661.11	1,750.00	3.4% 0.4%	6.1%
2016 NATIONAL RURAL UTILS COOP FIN CORP 3.05% DUE 03-01-2016 REG	104.093	50,000.00 A+	52,046.60	51,215.00	831.60	508.33	1,525.00	2.9% 0.6%	6.3%
2017 CAMPBELL SOUP CO 3.05% DUE 07-15-2017/07-06-2010 REG	104.994	50,000.00 BBB+	52,497.10	51,820.00	677.10	703.19	1,525.00	2.9% 1.4%	6.3%
CISCO SYS INC 3.15% DUE 03-14-2017 REG	105.565	50,000.00 AA-	52,782.50	54,140.50	( 1,358.00)	468.12	1,575.00	3.0% 1.1%	6.4%
2020 PEPSICO INC SR NT 3.125% DUE 11-01-2020 REG	104.175	50,000.00 A-	52,087.35	51,684.50	402.85	260.41	1,562.50	3.0% 2.4%	6.3%
Funds AMF NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	7.700	40,871.71	314,712.16	278,360.29	36,351.87		19,005.35	6.0%	37.9%
<b>Total Corporate/ Government</b>			<b>\$830,453.06</b>	<b>\$793,825.79</b>	<b>\$36,627.27</b>	<b>\$5,177.18</b>	<b>\$35,567.85</b>	<b>4.3%</b>	<b>100.0%</b>
<b>Total Fixed Income Securities</b>			<b>\$830,453.06</b>	<b>\$793,825.79</b>	<b>\$36,627.27</b>	<b>\$5,177.18</b>	<b>\$35,567.85</b>	<b>4.3%</b>	<b>100.0%</b>

Continued on next page.



# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

Real Estate - Real Estate Funds							% of Assets	
Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	
<b>Real Estate - Real Estate Funds</b>								
MFB NORTHERN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD (NMMGX)	10,111.09	\$180,988.51	\$163,202.93	\$17,785.58		\$4,125.32	2.3%	100.0%
<b>Total Global Region - USD</b>		<b>\$180,988.51</b>	<b>\$163,202.93</b>	<b>\$17,785.58</b>		<b>\$4,125.32</b>	<b>2.3%</b>	<b>100.0%</b>
<b>Total Real Estate Funds</b>		<b>\$180,988.51</b>	<b>\$163,202.93</b>	<b>\$17,785.58</b>		<b>\$4,125.32</b>	<b>2.3%</b>	<b>100.0%</b>
<b>Total Real Estate</b>		<b>\$180,988.51</b>	<b>\$163,202.93</b>	<b>\$17,785.58</b>		<b>\$4,125.32</b>	<b>2.3%</b>	<b>100.0%</b>
<b>Commodities - Commodities</b>								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	4,000.00	\$149,520.00	\$132,973.60	\$16,546.40		\$2,780.00	1.9%	100.0%
<b>Total Global Region - USD</b>		<b>\$149,520.00</b>	<b>\$132,973.60</b>	<b>\$16,546.40</b>		<b>\$2,780.00</b>	<b>1.9%</b>	<b>100.0%</b>
<b>Total Commodities</b>		<b>\$149,520.00</b>	<b>\$132,973.60</b>	<b>\$16,546.40</b>		<b>\$2,780.00</b>	<b>1.9%</b>	<b>100.0%</b>
<b>Total Commodities</b>		<b>\$149,520.00</b>	<b>\$132,973.60</b>	<b>\$16,546.40</b>		<b>\$2,780.00</b>	<b>1.9%</b>	<b>100.0%</b>

Continued on next page.



# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
<b>Cash and Short Term Investments - Cash</b>								
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND.								
CASH	\$1.000	147,127.96	\$147,127.96	\$0.00	\$1.20	\$14.71	0.0%	
<b>Total Cash</b>		<b>\$147,127.96</b>	<b>\$147,127.96</b>	<b>\$0.00</b>	<b>\$1.20</b>	<b>\$14.71</b>	<b>0.0%</b>	
<b>Total Cash and Short Term Investments</b>		<b>\$147,127.96</b>	<b>\$147,127.96</b>	<b>\$0.00</b>	<b>\$1.20</b>	<b>\$14.71</b>	<b>0.0%</b>	
<b>Total Portfolio</b>		<b>\$3,228,169.96</b>	<b>\$2,687,246.81</b>	<b>\$540,923.15</b>	<b>\$6,170.76</b>	<b>\$70,974.20</b>	<b>2.2%</b>	

Total Accrual

Total Value

\$6,170.76

\$3,234,340.72

cash  
3,234,340.72  
(147,127.16)  
-----  
3,087,213.56

2,687,246.81  
(147,127.16)  
-----  
2,540,119.65

FMV

cost



Northern Trust

# Account Statement

June 1, 2014 - June 30, 2014

CHANDLER FOUNDATION, INC.

## Activity Details

### Settled Activity

Date	Type	Description	Market Value	Tax Cost/ Adjustment Amt	Amount
U.S. DOLLARS - USD					
		Opening Balance			\$ 135,413.79
06/02/14	Capital Structure Changes	NATIONAL OILWELL VARCO COM STK (NOV) TO REFLECT ALLOCATION OF COST AS A RESULT OF STOCK DISTRIBUTION RECORD DATE 2014/05/22 EX DATE 2014/06/02 INTERIM APPLIES: 05-23-14 - 06-04-14		( 669.95)	
	Capital Structure Changes	NOW INC COM (DNOW) RECEIVED 45.00 SHARES AS A DISTRIBUTION OF 637071101 AT A RATE OF .25 SHARE PER 1.00 SHARE HELD STOCK DISTRIBUTION RECORD DATE 2014/05/22 EX DATE 2014/06/02 INTERIM APPLIES: 05-23-14 - 06-04-14		669.95	
	Dividends	AMERICAN WTR WKS CO INC NEW COM (AWK) \$0.31 A SHARE ON 175 SHARES			54.25
	Dividends	INTEL CORP COM (INTC) \$0.225 A SHARE ON 365 SHARES			82.13
	Dividends	WELLS FARGO & CO NEW COM STK (WFC) \$0.35 A SHARE ON 550 SHARES			192.50
	Interest Receipts	MF8 NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND (NORXX) INCOME RECEIVED			1.24
06/03/14	Dividends	PFIZER INC COM (PFE) \$0.26 A SHARE ON 800 SHARES			208.00

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