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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

DEC 1, 2013

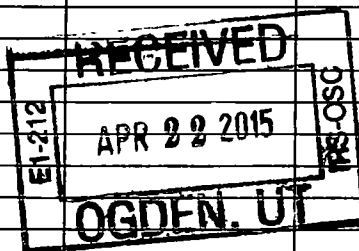
, and ending

NOV 30, 2014

Name of foundation CHAMBERS FAMILY FUND		A Employer identification number 84-0929410
Number and street (or P O box number if mail is not delivered to street address) 44 Cook Street	Room/suite 240	B Telephone number 303-839-4620
City or town, state or province, country, and ZIP or foreign postal code Denver, CO 80206		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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 ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 68,895,742. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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		6,293,554.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		544,811.	544,811.		
5a Gross rents		52,995.	52,995.		
b Net rental income or (loss)	52,995.				
6a Net gain or (loss) from sale of assets not on line 10		4,132,581.			Statement 1
b Gross sales price for all assets on line 6a	6,320,706.				
7 Capital gain net income (from Part IV, line 2)			8,686,863.		
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		<42,696.>	108,355.		Statement 2
12 Total Add lines 1 through 11		10,981,245.	9,393,024.		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3					
b Accounting fees Stmt 4					
c Other professional fees Stmt 5					
17 Interest					
18 Taxes Stmt 6					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7					
24 Total operating and administrative expenses. Add lines 13 through 23					
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25		2,572,212.	105,365.		2,389,847.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,409,033.			
b Net investment income (if negative, enter -0-)			9,287,659.		
c Adjusted net income (if negative, enter -0-)				N/A	

SEE DETAIL OF EXPENSES ON FOLLOWING PAGE



98

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,239,560.	6,203,640.	6,203,640.
	3 Accounts receivable ☐ Less: allowance for doubtful accounts ☐			
	4 Pledges receivable ☐ Less: allowance for doubtful accounts ☐			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ☐ Less: allowance for doubtful accounts ☐			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	15,649,161.	7,809,006.	12,714,854.
	c Investments - corporate bonds Stmt 10	4,318,597.	10,926,253.	10,969,898.
	11 Investments - land, buildings, and equipment basis ☐ Less accumulated depreciation ☐			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	21,447,016.	18,400,514.	30,206,168.
	14 Land, buildings, and equipment: basis ☐ 8,794,476. Less accumulated depreciation Stmt 8 ☐	19,964.	8,794,476.	8,794,476.
15 Other assets (describe ☐ Deposits)	53,597.	6,706.	6,706.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	43,727,895.	52,140,595.	68,895,742.	
Liabilities	17 Accounts payable and accrued expenses		3,667.	
	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.	3,667.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	43,727,895.	52,136,928.		
30 Total net assets or fund balances	43,727,895.	52,136,928.		
31 Total liabilities and net assets/fund balances	43,727,895.	52,140,595.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	43,727,895.
2 Enter amount from Part I, line 27a	2	8,409,033.
3 Other increases not included in line 2 (itemize) ☐	3	0.
4 Add lines 1, 2, and 3	4	52,136,928.
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	52,136,928.

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 6,320,706.		1,738,745.	8,686,863.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			8,686,863.

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	8,686,863.
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	3,205,931.	57,723,549.	.055539
2011	2,250,495.	55,002,827.	.040916
2010	3,180,547.	56,403,730.	.056389
2009	2,376,690.	54,138,030.	.043901
2008	3,068,219.	50,270,080.	.061035

2 Total of line 1, column (d)	2	.257780
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	.051556
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	59,164,520.
5 Multiply line 4 by line 3	5	3,050,286.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	92,877.
7 Add lines 5 and 6	7	3,143,163.
8 Enter qualifying distributions from Part XII, line 4	8	11,164,359.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	92,877.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	92,877.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	92,877.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	81,771.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	81,771.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	11,106.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► chambersfund.org	13	X	
14	The books are in care of ► Joy Hall, Treasurer Located at ► 44 Cook Street, Ste. 240, Denver, CO	Telephone no. ► 303-839-4620 ZIP+4 ► 80206		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? If "Yes," list the years ► , , ,	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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

Form 990-PF (2013)

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)?

5b

x

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?

See Statement 13

☒ Yes ☐ No

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

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

☐ Yes ☒ No

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 12		248,634.	29,918.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Katharine Arnold - 44 Cook Street, Ste. 240, Denver, CO 80206	Program Assistant	57,506.	8,314.	0.

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

0

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Olson Kundig Architects - 159 S. Jackson St., Ste. 600, Seattle, WA 98104	Architectural design	653,879.
Monticello & Associates 1800 Larimer St. #2100, Denver, CO 80202	Investment advisor	50,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 Statement 14	
	9,002,620.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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	55,692,741.
b	Average of monthly cash balances	1b	4,372,762.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	60,065,503.
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	60,065,503.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	900,983.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,164,520.
6	Minimum investment return Enter 5% of line 5	6	2,958,226.

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

1	Minimum investment return from Part X, line 6	1	2,958,226.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	92,877.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	92,877.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,865,349.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,865,349.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,865,349.

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	2,389,847.
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	8,774,512.
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	11,164,359.
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	92,877.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,071,482.

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				2,865,349.
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	527,233.			
b From 2009				
c From 2010	465,388.			
d From 2011				
e From 2012	374,212.			
f Total of lines 3a through e	1,366,833.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 11,164,359.				
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				2,865,349.
e Remaining amount distributed out of corpus	8,299,010.			
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	9,665,843.			
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	527,233.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,138,610.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	465,388.			
c Excess from 2011				
d Excess from 2012	374,212.			
e Excess from 2013	8,299,010.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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 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 statement 15				1,915,834.
Total			▶ 3a	1,915,834.
b Approved for future payment				
See statement 16				1,087,697.
Total			▶ 3b	1,087,697.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

[illegible]

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, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

CHAMBERS FAMILY FUND

Employer identification number

84-0929410

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization CHAMBERS FAMILY FUND	Employer identification number 84-0929410
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Merle C. Chambers 240 Cook Street, Ste. 240 Denver, CO 80206	\$ 6,293,027.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

84-0929410

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

[illegible]

Name of organization

Employer identification number

CHAMBERS FAMILY FUND

84-0929410

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Publicly traded securities		Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	2,006,942.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Publicly traded securities		Various	Various

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,320,706.	6,293,027.	0.	0.	27,679.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Brinson Partners	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	439,476.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Davidson Kempner Institutional Funds	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	141,487.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
MHR Institutional Fund	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<242.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Olympus Real Estate Fund	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<71,972.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Newport Asia Institutional Fund	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	39,708.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Cerberus Interational	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	451,864.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Maverick	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	982,344.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Raptor Global Fund	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	2,602.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Highbridge Capital Corporation	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	112,693.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	4,132,581.

Form 990-PF

Other Income

Statement 2

Description	(a)	(b)	(c)
	Revenue Per Books	Net Invest- ment Income	Adjusted Net Income
Brinson Partnership Fund	<5,019.>	0.	
Brinson Partnership Fund	49,000.	49,000.	
Olympus Real Estate Fund	<146,032.>	0.	
Olympus Real Estate Fund	<216.>	<216.>	
MHR Institutional Fund	<240.>	<240.>	
Davidson Kempner Institutional	19,881.	19,881.	
Newport Asia Institutional Fund LP	39,930.	39,930.	
Total to Form 990-PF, Part I, line 11	<42,696.>	108,355.	

Form 990-PF	Legal Fees	Statement	3
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes LLP	12,434.	0.		12,434.
To Fm 990-PF, Pg 1, ln 16a	12,434.	0.		12,434.

Form 990-PF	Accounting Fees		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	19,500.	5,850.		13,650.
To Form 990-PF, Pg 1, ln 16b	19,500.	5,850.		13,650.

Form 990-PF

Other Professional Fees

Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Capital Management	3,111.	3,111.		0.
Ariel Micro-Cap	13,760.	13,760.		0.
Monticello Associates	50,000.	50,000.		0.
UBS Global Asset Management	23,626.	23,626.		0.
Don Hopkins	8,190.	0.		8,190.
To Form 990-PF, Pg 1, ln 16c	98,687.	90,497.		8,190.

Form 990-PF	Taxes		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated tax payments made in 2014	77,000.	0.		0.
Foreign taxes reported by pass-through entities	6,380.	6,380.		0.
To Form 990-PF, Pg 1, ln 18	83,380.	6,380.		0.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 14)	Grant Administration	General and Administrative
Payroll service fees	\$ 1,318	-	1,318	-	-	1,318
Insurance	15,458	2,608	12,850	7,194	-	5,656
Licenses and fees	744	30	714	603	-	111
Supplies	356	-	356	67	-	289
Internet related costs	414	-	414	85	-	329
Consulting	1,044	-	1,044	438	344	262
Computer software	7,463	-	7,463	-	7,290	173
Other	1,265	-	1,265	132	63	1,070
	\$ 28,062	2,638	25,424	8,519	7,697	9,208

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

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
Construction in progress	749,263.	0.	749,263.	749,263.
Land	8,045,213.	0.	8,045,213.	8,045,213.
To 990-PF, Part II, ln 14	8,794,476.	0.	8,794,476.	8,794,476.

Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Vanguard Growth Index Fund	2,862,456.	4,911,437.
Dodge & Cox International	1,798,818.	2,686,695.
Jensen Quality Growth Fund	3,147,732.	5,116,722.
Total to Form 990-PF, Part II, line 10b	7,809,006.	12,714,854.

Form 990-PF	Corporate Bonds	Statement 10
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Description	Book Value	Fair Market Value
PIMCO Short Term Institutional Fund	10,926,253.	10,969,898.
Total to Form 990-PF, Part II, line 10c	10,926,253.	10,969,898.

Form 990-PF

Other Investments

Statement 11

Description	Valuation Method	Book Value	Fair Market Value
Highbridge Capital Fund	COST	850.	17,892.
Cerberus International Ltd.	COST	314,859.	1,396,463.
Newport Asia Institutional Fund	COST	777,654.	2,587,194.
Convexity Capital Offshore LP	COST	1,851,583.	3,952,133.
Maverick	COST	1,107,019.	3,878,823.
Raptor Global Fund LP	COST	102,532.	116,961.
Sowood Alpha Fund Ltd.	COST	101,656.	11,947.
Brinson Partnership Fund	COST	1,827,856.	1,987,736.
Olympus III	COST	183,300.	107,836.
MHR Institutional Partners	COST	210,849.	806,020.
Davidson Kempner Institutional Funds	COST	3,922,356.	4,468,300.
Eminence Fund, Ltd.	COST	3,000,000.	4,675,435.
Lansdowne European Equity Fund	COST	2,000,000.	2,205,141.
Canyon Value Realization Fd Ltd	COST	3,000,000.	3,994,287.
Total to Form 990-PF, Part II, line 13		18,400,514.	30,206,168.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
Merle C. Chambers 44 Cook Street, Ste. 240 Denver, CO 80206	President 12.00	0.	0. 0.
Letty Bass 44 Cook Street, Ste. 240 Denver, CO 80206	Secretary/Executive Dir. 40.00	248,634.	29,918. 0.
Sally Leibbrandt 44 Cook Street, Ste. 240 Denver, CO 80206	Assistant Secretary 2.00	0.	0. 0.
Joy Hall 44 Cook Street, Ste. 240 Denver, CO 80206	Treasurer 6.00	0.	0. 0.
Hugh A. Grant 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0. 0.
Donald Hopkins 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0. 0.
Marla Williams 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.25	0.	0. 0.
Totals included on 990-PF, Page 6, Part VIII		248,634.	29,918. 0.

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

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address1311 Pearl Street
Denver, CO 80203

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
754,000.	12/05/13	754,000.	11/30/14

Purpose of Grant

General operating support

Dates of Reports by Grantee

Quarterly financial reports and annual operating report

Any Diversion by Grantee

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

Grantee's Name

Glasgow School of Art Development Trust

Grantee's Address167 Renfrew Street
Glasgow , UNITED KINGDOM

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>	<u>Verification Date</u>
10,000.	09/03/14	0.	01/23/15

Purpose of Grant

Funding for the Charles Rennie Mackintosh Library.

Dates of Reports by Grantee

1/23/15

Any Diversion by Grantee

Chambers Family Fund is not aware of a diversion of funds by the grantee.

CHAMBERS FAMILY FUND

Part IX-A Summary of Direct Charitable Activities For the Year Ended November 30, 2014

Statement 14

84-0929410

Form 990PF, Part IX-A, Summary of Direct Charitable Programs

Chambers Family Fund (the Foundation) was established to provide resources to regional and national nonprofit organizations that create systems change, improve the quality and circumstances of life and reflect the founder's values and interests. Chambers Family Fund helps women become economically self-sufficient, promotes early care and education, strengthens justice, equality and opportunity, and supports the enduring contributions of Kirkland Museum of Fine & Decorative Art.

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

Ascend, an initiative of the Aspen Institute, focuses on two-generation strategies that will lift single parents and children out of poverty. In addition to its grant to the Aspen Institute, the Foundation partners with Ascend by serving on the advisory board and linking Colorado two-generation strategies and reforms to national efforts.

The Foundation's Women's Funds Initiative created and provides ongoing support to women's funds in Wyoming, Montana and Oklahoma. The Foundation also disseminates a report and provides technical assistance to create other women's funds and expand women's philanthropy throughout the country.

The Foundation staff participate in collaborative efforts and community planning to create a statewide system that ensures all children are valued, healthy and thriving in Colorado. The Foundation partnered with other foundations to create a new organization, Early Milestones Colorado, which serves as an intermediary for early childhood efforts. The Foundation provides pro bono office space for the organization.

The Foundation is constructing a new building that will house the Kirkland Museum of Fine & Decorative Art. The museum building will be held as a charitable asset of Chambers Family Fund. It is an investment in the future of Kirkland Museum as a Colorado art institution and will contribute to the further development of the Golden Triangle Museum District and the City of Denver's nationally important art scene. In 2014, Kirkland Museum had a total of 12,263 visitors from all over the world. The planning, design and construction activities are ongoing and the new Kirkland Museum of Fine & Decorative Art building is projected to open in 2017.

In 2014 total direct charitable program expenditures, including \$8,774,512 of capitalized expenditures on the new Kirkland Museum building, were \$9,002,620.

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

600 S. Cherry Street, Suite 1200

Denver, CO 80246-1712

Public Charity

51,250

*Startup Support for Early Childhood Organization***Colorado Children's Campaign**

1580 Lincoln Street, Suite 420

Denver, CO 80203

Public Charity

25,050

*General Support and Matching Gift***Clinton Foundation**

1271 Avenue of the Americas, 42nd Floor

New York, NY 10020

Public Charity

25,000

*Early Childhood at Clinton Global Initiative***Clayton Early Learning**

3801 Martin Luther King Boulevard

Denver, CO 80205

Public Charity

7,500

*Colorado Early Learning Policy Initiative***Women's Economic Self-Sufficiency****9to5 Colorado, National Association of Working Women**

1634 Downing Street, Unit A

Denver, CO 80218

Public Charity

10,000

*General Support***Global Fund for Women**

222 Sutter Street, Suite 500

San Francisco, CA 94108

Public Charity

10,000

*General Support to Increase International Women's
Funding*

Women's Funds Initiative

**Community Foundation of Grand Forks,
East Grand Forks & Region**
620 DeMers Avenue
Grand Forks, ND 58201

Public Charity 29,452

Women's Fund Endowment

Communities Foundation of Oklahoma
2932 N.W. 122nd Street, Suite D
Oklahoma City, OK 73120-1955

Public Charity 25,000

Women's Foundation of Oklahoma Operating Support

Montana Community Foundation
1 N. Last Chance Gulch, Suite 1
Helena, MT 59601

Public Charity 25,000

Women's Foundation of Montana Operating Support

Wyoming Community Foundation
1472 North 5th Street, Suite 201
Laramie, WY 82072

Public Charity 25,000

Wyoming Women's Foundation Operating Support

Justice, Equality and Opportunity

The Bell Policy Center
1905 Sherman Street, Suite 900
Denver, CO 80203

Public Charity 230,000

General Support for Policy, Research and Advocacy

NARAL Pro-Choice Colorado Foundation
1905 Sherman Street, Suite 800
Denver, CO 80203

Public Charity 35,000

General Support

Colorado Center on Law and Policy
789 Sherman Street, Suite 300
Denver, CO 80203

Public Charity 25,000

General Support

State of Colorado
136 State Capitol
Denver, CO 80203

Government 25,000

CDPHE for Family Planning Initiative

Planned Parenthood of the Rocky Mountains

7155 E. 38th Avenue

Denver, CO 80207

General Support

Public Charity

10,000

Political Research Associates

1310 Broadway, Suite 201

Somerville, MA 02144

Research and Analysis for a More Inclusive Society

Public Charity

5,000

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

1311 Pearl Street

Denver, CO 80203

*General Support*Private Operating
Foundation

754,000

Honored Commitments Over \$5,000**City and County of Denver**

Denver Arts & Venues

144 West Colfax Avenue

Denver, CO 80202

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

Government

200,000

Colorado Symphony Association

Boettcher Concert Hall

Denver Performing Arts Complex

1000 14th Street, Unit 15

Denver, CO 80202

General Support and Matching Gift

Public Charity

70,050

Denver Art Museum

100 W. 14th Avenue Parkway

Denver, CO 80204

*Women Painters of Abstract Expressionism Exhibit
and General Support*

Public Charity

55,000

Clyfford Still Museum

1250 Bannock Street

Denver, CO 80204

Capital Campaign and General Support

Public Charity

51,000

Saint John's Cathedral 1350 Washington Street Denver, CO 80203 <i>General Support</i>	Public Charity	50,000
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 <i>Chambers-Grant Fellowships Fund and General Support</i>	Public Charity	41,000
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 <i>Scholarship Fund and General Support</i>	Public Charity	26,000
Opera Colorado 695 S. Colorado Boulevard, Suite 20 Denver, CO 80246 <i>General Support</i>	Public Charity	20,000
Colorado Ballet 1075 Santa Fe Drive Denver, CO 80204 <i>General Support</i>	Public Charity	15,000
Episcopal Relief and Development 815 Second Avenue New York, NY 10017 <i>Ebola Response Fund for Sierra Leone and Liberia</i>	Public Charity	5,000

Other Grants Over \$5,000

UC Berkeley Foundation University Relations 2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200 <i>Lecture Fund in honor of the 50th Anniversary of the Free Speech Movement and General Support</i>	Public Charity	21,000
Glasgow School of Art Development Trust The GSA Development Trust 167 Renfrew Street Glasgow, Scotland G3 6RQ <i>Charles Rennie Mackintosh Library at Glasgow School of Art</i>	Foreign Entity	10,000

Grants Under \$5,000

State of Colorado 136 State Capitol Denver, CO 80203 <i>Colorado Department of Education for Grantwriting of Preschool Development Grant</i>	Government	4,000
Women's Health 2855 Valmont Road Boulder, CO 80301 <i>General Support</i>	Public Charity	2,500
Women's Funding Network 505 Sansome Street, Second Floor San Francisco, CA 94111 <i>Foundation Membership</i>	Public Charity	2,500
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 <i>Event Support and Matching Gift</i>	Public Charity	2,550
Colorado Association of Funders 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 <i>Foundation Membership</i>	Public Charity	2,215
Christ Episcopal Church of Aspen 536 W. North Street Aspen, CO 81611 <i>General Support</i>	Public Charity	2,000
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>General Support</i>	Public Charity	1,500
Colorado Public Radio Bridges Broadcast Center 7409 S. Alton Court Centennial, CO 80112 <i>General Support and Matching Gift</i>	Public Charity	1,320

Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204-4000 <i>General Support</i>	Public Charity	1,200
UC Hastings Foundation University of California Hastings College of The Law 200 McAllister Street San Francisco, CA 94102-9870 <i>General Support</i>	Public Charity	1,066
Alpha Phi Foundation 1930 Sherman Avenue Evanston, IL 60201 <i>General Support</i>	Public Charity	1,000
Central City Opera House Association 400 S. Colorado Boulevard, Suite 530 Denver, CO 80246 <i>General Support</i>	Public Charity	1,000
Historic Denver 1420 Ogden Street, Ste. 202 Denver, CO 80218 <i>General Support</i>	Public Charity	1,000
History Colorado 1200 Broadway Denver, CO 80203 <i>General Support</i>	Public Charity	1,000
Colorado Women's Hall of Fame P.O. Box 18849 Denver, CO 80218 <i>Event Support</i>	Public Charity	750
Third Sector New England 89 South Street, Suite 700 Boston, MA 02111-2679 <i>Nonprofit Centers Network</i>	Public Charity	550
Choate Rosemary Hall Foundation 333 Christian Street Wallingford, CT 06492-3800 <i>General Support</i>	Public Charity	500

Colorado State University Foundation 410 University Services Center Fort-Collins, CO 80523-9100 <i>Arts Enrichment Endowment</i>	Public Charity	500
St. Francis Center 2323 Curtis Street Denver, CO 80205 <i>Curtis Park Neighbors Home Tour</i>	Public Charity	500
Girls Incorporated of Metro Denver 1499 Julian Street Denver, CO 80204 <i>Blossom Project Event Support</i>	Public Charity	500
University of Denver, Sturm College of Law 2255 E. Evans Avenue, Suite 390 Denver, CO 80208 <i>Graduate Tax Program</i>	Public Charity	500
Denver Botanic Gardens 909 York Street Denver, CO 80206 <i>General Support</i>	Public Charity	350
Institute for Women's Policy Research 1200 18th Street, N.W., Suite 301 Washington, DC 20036 <i>Foundation Membership</i>	Public Charity	350
Denver Museum of Nature and Science 2001 Colorado Boulevard Denver, CO 80205-5798 <i>General Support</i>	Public Charity	300
IWMF 6144 Clark Center Avenue Sarasota, FL 34238 <i>Matching Gift</i>	Public Charity	250
UCSF Foundation Office of Development and Alumni Relations 220 Montgomery St, 5th Floor San Francisco, CA 94145-0339 <i>Matching Gift</i>	Public Charity	200

Aid to Distressed Families of Appalachian Counties Inc PO Box 5953 Oak Ridge, TN 37831-5953 <i>Matching Gift</i>	Public Charity	100
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221-4488 <i>Matching Gift</i>	Public Charity	100
Cystic Fibrosis Foundation 400 South Colorado Blvd., Suite 840 Denver, CO 80246 <i>Matching Gift</i>	Public Charity	100
Forgotten Felines Rescue 3124 S. Parker Road, Suite A2-607 Aurora, CO 80014-6215 <i>General Support</i>	Public Charity	100
Metro CareRing 1100 E. 18th Avenue Denver, CO 80203 <i>Matching Gift</i>	Public Charity	100
International Folk Art Alliance 404 Kiva Court, Suite G Santa Fe, NM 87505 <i>Matching Gift</i>	Public Charity	100
Trust for the National Mall 1300 Pennsylvania Avenue, NW, Ste 370 Washington, DC 20001 <i>Matching Gift</i>	Public Charity	100
University of Colorado Foundation 4740 Walnut Street Boulder, CO 80301 <i>Matching Gift</i>	Public Charity	100
Denver Dumb Friends League 2080 S. Quebec Street Denver, CO 80231 <i>Matching Gifts</i>	Public Charity	50

Shirley Heinze Land Trust 109 West 700 North Valparaiso, IN 46385 <i>Matching Gift</i>	Public Charity	50
Women's Bean Project 3201 Curtis Street Denver, CO 80205 <i>Matching Gift</i>	Public Charity	50
DonorsChoose 134 W. 37th Street, 11th Floor New York, NY 10018 <i>Matching Gift</i>	Public Charity	40
Juvenile Diabetes Research Foundation 2727 Bryant St., Suite 380 Denver, CO 80211 <i>Matching Gift</i>	Public Charity	30
The ALS Association 1275 K Street NW, Suite 250 Washington, DC 20005 <i>Matching Gift</i>	Public Charity	25
The Crohn's & Colitis Foundation of America Rocky Mountain Chapter 1805 S. Bellaire St., Suite 285 Denver, CO 80222 <i>Matching Gift</i>	Public Charity	25
Metro Volunteers 789 Sherman Street, Suite 220 Denver, CO 80203 <i>Matching Gift</i>	Public Charity	25
Early Milestones Colorado <i>(a project of Rose Community Foundation through September 24, 2014)</i> 44 Cook Street, Ste. 240 Denver, CO 80206 <i>In-kind Gift</i>	Public Charity	3,336
	Total	1,915,834

CHAMBERS FAMILY FUND**84-0929410****Form 990-PF****Schedule to Part XV****Statement 16**

Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 <i>Ascend at the Aspen Institute</i>	Public Charity	\$1,000,000	\$700,000	\$300,000
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 <i>Where Dreams Begin Capital Campaign</i>	Public Charity	\$150,000	\$30,000	\$120,000
City and County of Denver Denver Arts & Venues 144 West Colfax Avenue Denver, CO 80202 <i>Ellie Caulkins Opera House at Quigg Newton Auditorium Capital Campaign</i>	Government	\$2,000,000	\$1,800,000	\$200,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 <i>Capital Campaign</i>	Public Charity	\$250,000	\$150,000	\$100,000
Colorado Ballet 1278 Lincoln Street Denver, CO 80203 <i>Capital Campaign</i>	Public Charity	\$250,000	\$100,000	\$150,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000	\$0	\$50,000

Community Foundation of Grand Forks, East Grand Forks & Region 620 DeMers Avenue Grand Forks, ND 58201 <i>Women's Fund Endowment</i>	Public Charity	\$200,000	\$132,303	\$67,697
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 <i>Women Painters of Abstract Expressionism Exhibit</i>	Public Charity	\$250,000	\$200,000	\$50,000
Saint John's Cathedral 1350 Washington Street Denver, CO 80203 <i>General Support</i>	Public Charity	\$50,000	\$0	\$50,000
Grand Totals		<u>\$4,200,000</u>	<u>\$3,112,303</u>	<u>\$1,087,697</u>

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			2,006,942.
b 6,320,706.		1,738,745.	4,581,961.
c			439,476.
d			141,487.
e			<242.>
f			<71,972.>
g			39,708.
h			451,864.
i			982,344.
j			2,602.
k			112,693.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,006,942.
b			4,581,961.
c			439,476.
d			141,487.
e			<242.>
f			<71,972.>
g			39,708.
h			451,864.
i			982,344.
j			2,602.
k			112,693.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	8,686,863.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF

Analysis of Revenue & Expenses

Attachment to page 1

Line	Description	Direct					General and Administrative
		(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Charitable Programs (Statement 14)	Grant Administration	
13	Compensation of officers, directors, trustees (Statement 12)	\$ 248,634	-	248,634	143,048	42,379	63,207
14	Other employee salaries and wages	79,039	-	79,039	31,186	11,351	36,502
15	Pension plans, employee benefits, payroll tax	55,512	-	55,512	27,308	9,492	18,712
16a	Legal fees (Statement 3)	12,434	-	12,434	1,145	-	11,289
16 b	Accounting fees (Statement 4)	19,500	5,850	13,650	-	-	13,650
16 c	Other professional fees (Statement 5)	98,687	90,497	8,190	-	-	8,190
18	Taxes (Statement 6)	83,380	6,380	-	-	-	-
20	Occupancy	26,418	-	26,418	15,857	4,750	5,811
21	Travel, conferences, and meetings	4,661	-	4,661	3,160	1,055	446
22	Printing and publications	51	-	51	-	-	51
23	Other expenses (Statement 7)	28,062	2,638	25,424	8,519	7,697	9,208
24	Total operating and administrative expenses	<u>656,378</u>	<u>105,365</u>	<u>474,013</u>	<u>230,223</u>	<u>76,724</u>	<u>167,066</u>
25	Contributions, gifts, grants paid	<u>1,915,834</u>	<u>-</u>	<u>1,915,834</u>			
	Total expenses & disbursements	<u>\$ 2,572,212</u>	<u>105,365</u>	<u>2,389,847</u>			