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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning DEC 1, 2015 , and ending NOV 30, 2016

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: [X] 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)* ▶$ 65,613,764. **J** Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*	**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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	470,844.	470,844.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,528,222.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		4,522,198.		
	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	1,049,748.	1,102,913.		See Statement 1
	12 **Total.** Add lines 1 through 11	6,048,814.	6,095,955.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	SEE DETAIL OF EXPENSES ON FOLLOWING PAGE			
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23				
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,798,228.	48,123.		2,706,105.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	3,250,586.			
	b **Net investment income** (if negative, enter -0-)		6,047,832.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,797,719.	3,813,951.	3,813,951.
	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 7	8,367,947.	8,764,849.	13,015,283.
	c Investments - corporate bonds Stmt 8	12,539,541.	10,007,340.	9,922,870.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	17,836,923.	10,639,251.	17,181,889.
	14 Land, buildings, and equipment: basis ▶ 21,679,771.			
	Less accumulated depreciation Stmt 10 ▶	11,108,774.	21,679,771.	21,679,771.
	15 Other assets (describe ▶ Deposits)	5,300.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	51,656,204.	54,905,162.	65,613,764.
Liabilities	17 Accounts payable and accrued expenses	1,628.		
	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)	1,628.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	51,654,576.	54,905,162.	
	30 **Total net assets or fund balances**	51,654,576.	54,905,162.	
	31 **Total liabilities and net assets/fund balances**	51,656,204.	54,905,162.	

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	51,654,576.
2	Enter amount from Part I, line 27a	2	3,250,586.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	54,905,162.
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	54,905,162.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				4,522,198.

	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				4,522,198.

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	4,522,198.
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))
2014	4,719,889.	57,388,578.	.082244
2013	11,071,482.	59,164,520.	.187130
2012	3,205,931.	57,723,549.	.055539
2011	2,250,495.	55,002,827.	.040916
2010	3,180,547.	56,403,730.	.056389

2 **Total** of line 1, column (d)	2	.422218
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	.084444
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	49,823,244.
5 Multiply line 4 by line 3	5	4,207,274.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,478.
7 Add lines 5 and 6	7	4,267,752.
8 Enter qualifying distributions from Part XII, line 4	8	13,277,102.

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 ▶ [x] and enter 1% of Part I, line 27b			1	60,478.
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	60,478.
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	60,478.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	46,692.		
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	46,692.
8	Enter any **penalty** for underpayment of estimated tax. Check here [x] 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	13,786.
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 2016 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	

Website address ▶ chambersfund.org

14 The books are in care of ▶ Joy Hall, Treasurer Telephone no ▶ 303-839-4620

Located at ▶ 44 Cook Street, Ste. 240, Denver, CO ZIP+4 ▶ 80206

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2015, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)*	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 2015?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? — **5b** Yes: 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 12 ☒ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		215,526.	29,027.	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 Associate 40.00	59,689.	19,975.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(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	796,366.
Mascarenaz and Associates 1070 Zinnia St., Golden, CO 80401	Project management	146,300.
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 13	10,739,682.
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.

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	47,590,104.
b	Average of monthly cash balances	1b	2,991,870.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	50,581,974.
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	50,581,974.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	758,730.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,823,244.
6	**Minimum investment return** Enter 5% of line 5	6	2,491,162.

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	2,491,162.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 60,478.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	60,478.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,430,684.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,430,684.
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	2,430,684.

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	2,706,105.
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	10,570,997.
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	13,277,102.
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	60,478.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,216,624.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,430,684.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 — 465,388.				
b From 2011 —				
c From 2012 — 374,212.				
d From 2013 — 8,299,010.				
e From 2014 — 1,890,076.				
f **Total** of lines 3a through e	11,028,686.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ $ 13,277,102.				
a Applied to 2014, 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 2015 distributable amount				2,430,684.
e Remaining amount distributed out of corpus	10,846,418.			
5 Excess distributions carryover applied to 2015 (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	21,875,104.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	465,388.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	21,409,716.			
10 Analysis of line 9:				
a Excess from 2011 —				
b Excess from 2012 — 374,212.				
c Excess from 2013 — 8,299,010.				
d Excess from 2014 — 1,890,076.				
e Excess from 2015 — 10,846,418.				

Part XIV Private Operating Foundations (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 2015, 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 ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a 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					

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

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).)

Merle C. Chambers

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 address 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 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 14				2,329,736.
Total			▶ 3a	2,329,736.
b *Approved for future payment*				
See statement 15				950,000.
Total			▶ 3b	950,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	470,844.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<53,165.>	14	1,102,913.	
8 Gain or (loss) from sales of assets other than inventory	523000	6,024.	18	4,522,198.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<47,141.>		6,095,955.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 6,048,814.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Kathy Bass — 4/4/17 — Executive Director

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Laurie Anderson	Laurie Anderson	4-4-17		P01416697

Firm's name ▶ Kundinger, Corder & Engle, P.C. — Firm's EIN ▶

Firm's address ▶ 475 Lincoln St., Ste. 200 Denver, CO 80203 — Phone no. 303-534-5953

523622 11-24-15

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Brinson Partnership Funds			
b	Brinson Partnership Funds - UBTI			
c	Brinson Partnership Funds - UBTI			
d	Davidson Kempner Institutional Fund			
e	MHR Institutional IIA LP			
f	Olympus Real Estate Fund III			
g	Newport Asia Institutional Fund LP			
h	Highbridge Capital Multi-Strategy Fund			
i	Maverick Fund LTD			
j	Eminence Fund, LTD			
k	Cerberus International Ltd.			
l	Lansdowne European Equity Fund Ltd			
m	Canyon Value Realization Fund (Cayman), Ltd			
n	Convexity Capital Offshore LP			
o	Publicly traded securities			

	(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				81,929.
b				6,024.
c				<6,024.>
d				109,608.
e				79,039.
f				<1,018,790.>
g				98,212.
h				6,436.
i				1,491,408.
j				727,450.
k				250,875.
l				146,210.
m				224,747.
n				1,701,289.
o				623,785.

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				81,929.
b				6,024.
c				<6,024.>
d				109,608.
e				79,039.
f				<1,018,790.>
g				98,212.
h				6,436.
i				1,491,408.
j				727,450.
k				250,875.
l				146,210.
m				224,747.
n				1,701,289.
o				623,785.

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	4,522,198.
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	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 13)	Grant Administration	General and Administrative
13	Compensation of officers, directors, trustees (Statement 11)	$ 215,526	-	215,526	113,921	36,306	65,299
14	Other employee salaries and wages	59,689	-	59,689	14,277	15,126	30,286
15	Pension plans, employee benefits, payroll tax	49,002	-	49,002	22,695	9,993	16,314
16a	Legal fees (Statement 2)	9,318	-	9,318	9,318	-	-
16 b	Accounting fees (Statement 3)	22,127	6,210	15,917	-	-	15,917
16 c	Other professional fees (Statement 4)	60,531	54,502	6,029	-	-	6,029
18	Taxes (Statement 5)	47,604	3,604	-	-	-	-
20	Occupancy	(207)	-	(207)	(94)	(43)	(70)
21	Travel, conferences, and meetings	3,239	-	3,239	2,779	173	287
23	Other expenses (Statement 6)	1,663	(16,193)	17,856	5,789	8,414	3,653
24	**Total operating and administrative expenses**	468,492	48,123	376,369	168,685	69,969	137,715
25	**Contributions, gifts, grants paid**	2,329,736	-	2,329,736			
	Total expenses & disbursements	$ 2,798,228	48,123	2,706,105			

Form 990-PF Other Income Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Brinson Partnership Fund	3,271.	0.	
Brinson Partnership Fund	16,857.	16,857.	
Olympus Real Estate Fund	<56,436.>	0.	
Olympus Real Estate Fund	1,016,529.	1,016,529.	
MHR Institutional Fund	7,466.	7,466.	
Davidson Kempner Institutional	46,944.	46,944.	
Newport Asia Institutional Fund LP	15,117.	15,117.	
Total to Form 990-PF, Part I, line 11	1,049,748.	1,102,913.	

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes LLP	9,318.	0.		9,318.
To Fm 990-PF, Pg 1, ln 16a	9,318.	0.		9,318.

Form 990-PF	Accounting Fees			Statement 3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	20,700.	6,210.		14,490.
Paylocity	1,325.	0.		1,325.
Rocky Mountain Reserve	102.	0.		102.
To Form 990-PF, Pg 1, ln 16b	22,127.	6,210.		15,917.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Capital Management	1,290.	1,290.		0.
Monticello Associates	50,000.	50,000.		0.
UBS Global Asset Management	3,212.	3,212.		0.
Donald J. Hopkins	3,315.	0.		3,315.
GTBD, Inc.	750.	0.		750.
Ruby Slipper Designs	1,964.	0.		1,964.
To Form 990-PF, Pg 1, ln 16c	60,531.	54,502.		6,029.

Form 990-PF	Taxes	Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated tax payments made in 2016	44,000.	0.		0.
Foreign taxes reported by pass-through entities	3,604.	3,604.		0.
To Form 990-PF, Pg 1, ln 18	47,604.	3,604.		0.

Form 990-PF **Other Expenses** **Statement 6**

Description	(a) Expenses Per Books	(b) Net Investment Income	(d) Disbursements for Charitable Purposes	Direct Charitable Programs (Statement 14)	Grant Administration	General and Administrative
Insurance	$ 2,111		2,111	-	-	2,111
Licenses and fees	431		431	345	-	86
Supplies	280	-	280	-	-	280
Internet related costs	456	-	456	267	-	189
Computer software	8,309	-	8,309	-	8,309	-
Collections moving expenses	5,166	-	5,166	5,166	-	-
Refund of real estate taxes	(16,193)	(16,193)	-	-	-	-
Other	1,103	-	1,103	11	105	987
	$ 1,663	(16,193)	17,856	5,789	8,414	3,653

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
Vanguard Growth Index Fund	3,308,046.	5,343,371.
Dodge & Cox International	1,475,451.	1,873,555.
Jensen Quality Growth Fund	3,981,352.	5,798,357.
Total to Form 990-PF, Part II, line 10b	8,764,849.	13,015,283.

Form 990-PF Corporate Bonds Statement 8

Description	Book Value	Fair Market Value
PIMCO Short Term Institutional Fund	10,007,340.	9,922,870.
Total to Form 990-PF, Part II, line 10c	10,007,340.	9,922,870.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Cerberus International Ltd.	COST	156,615.	719,661.
Newport Asia Institutional Fund	COST	709,428.	1,956,191.
Convexity Capital Offshore LP	COST	186,130.	382,983.
Maverick	COST	598,428.	2,231,121.
Raptor Global Fund LP	COST	90,433.	107,274.
Sowood Alpha Fund Ltd.	COST	101,656.	10,960.
Brinson Partnership Fund	COST	1,245,143.	1,103,649.
MHR Institutional Partners	COST	281,650.	415,937.
Davidson Kempner Institutional Funds	COST	1,988,799.	2,458,488.
Eminence Fund, Ltd.	COST	1,727,450.	2,939,740.
Lansdowne European Equity Fund	COST	1,228,772.	1,596,859.
Canyon Value Realization Fd Ltd	COST	2,324,747.	3,259,026.
Total to Form 990-PF, Part II, line 13		10,639,251.	17,181,889.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 10

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Construction in progress	13,616,436.	0.	13,616,436.
Land	8,063,335.	0.	8,063,335.
Total To Fm 990-PF, Part II, ln 14	21,679,771.	0.	21,679,771.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense 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	215,526.	29,027.	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 0.50	0.	0.	0.
Donald Hopkins 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.50	0.	0.	0.
Marla Williams 44 Cook Street, Ste. 240 Denver, CO 80206	Director 0.50	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		215,526.	29,027.	0.

Form 990-PF | Expenditure Responsibility Statement Part VII-B, Line 5c | Statement 12

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address

1311 Pearl Street
Denver, CO 80203

Grant Amount	Date of Grant	Amount Expended
250,000.	04/13/16	186,275.

Purpose of Grant

Art relocation and storage.

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

Kirkland Museum of Fine & Decorative Art

Grantee's Address

1311 Pearl Street
Denver, CO 80203

Grant Amount	Date of Grant	Amount Expended
500,000.	11/03/16	288,042.

Purpose of Grant

Furniture, fixtures and equipment.

Dates of Reports by Grantee

Quarterly financial reports and annual operating report

Any Diversion by Grantee

The Foundation is not aware of a diversion of funds by the grantee.

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

Chambers Family Fund (the Foundation) was established to provide resources to nonprofit organizations that support systems change and increase access to opportunities that improve the quality and circumstances of life for those who are most impacted by economic and social injustice. The Foundation supports organizations that reflect the founder's values and interests. Chambers Family Fund strengthens justice, equality and opportunity, helps women become economically self-sufficient and promotes early care and education.

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 and providing technical assistance for nonprofit effectiveness. The result is a fully engaged approach that utilizes a combination of financial assistance, staff support, technical assistance and leadership.

The Foundation supports policy and advocacy efforts within its program areas, collaborates with other foundations and participates in public/private partnerships. It works to ensure access to reproductive health and reduce unintended pregnancy. The Foundation was one of the founders of The Bell Policy Center and provided start-up funding for Ascend, a two-generation program of the Aspen Institute. The Foundation serves on the Ascend advisory board and links Colorado two-generation strategies and reforms to national efforts that lift single parents and children out of poverty.

Chambers Family Fund created new women's funds in partnership with statewide community foundations and continues to provide operating support to women's funds in Wyoming, Montana and Oklahoma. Through the Foundation's report, *Creating A Women's Fund within A Community Foundation*, it provides technical assistance to new women's funds and expands women's philanthropy.

The Foundation participates in collaborative efforts and community planning for statewide systems that ensure all children are valued, healthy and thriving in Colorado. Staff serves on the Early Childhood Leadership Commission (ECLC) and co-chaired the steering committee of the ECLC to update the *Early Childhood Colorado Framework*. The Foundation partnered with other foundations to start Early Milestones Colorado, a new nonprofit that connects community and state partners to innovation, best practices and systems improvements. The Foundation also partnered with other foundations to bring Vroom, a Bezos Family Foundation program, to Colorado.

The Foundation is constructing a new building that will house Kirkland Museum of Fine & Decorative Art. 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. The new Kirkland Museum of Fine & Decorative Art is projected to open in 2017.

In 2016, total direct charitable program expenditures, including $10,570,997 of capitalized expenditures for the new Kirkland Museum building, were $10,739,682.

Name and Address	Status	Amount
Program Area Grants Over $5,000		
Early Care and Education		
Early Milestones Colorado 165 Madison Street Denver, CO 80206 *General Support and Matching Gift*	Public Charity	$50,100
Parent Possible 800 Grant Street, Suite 200 Denver, CO 80203-2944 *Vroom in Colorado*	Public Charity	$45,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 *General Support, Event Support and Matching Gift*	Public Charity	$25,600
Third Sector New England 89 South Street, Suite 700 Boston, MA 02111-2679 *Tools of the Mind*	Public Charity	$25,000
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 *Colorado Early Learning Policy Initiative*	Public Charity	$8,000
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 *Early Childhood Colorado Framework*	Foundation	$5,000
Justice, Equality and Opportunity		
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 *General Support and Event Support*	Public Charity	$162,500

Name and Address	Status	Amount
NARAL Pro-Choice Colorado Foundation 1905 Sherman Street, Suite 800 Denver, CO 80203 *General Support*	Public Charity	$30,000
Colorado Center on Law and Policy 789 Sherman Street, Suite 300 Denver, CO 80203 *General Support*	Public Charity	$25,000
Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, CO 80207 *General Support*	Public Charity	$25,000
Colorado Nonprofit Development Center 789 Sherman Street, Suite 250 Denver, CO 80203 *Colorado Collaborative*	Public Charity	$10,000
ProgressNow Colorado Education 1714 Humboldt Street Denver, CO 80218 *General Support*	Public Charity	$10,000
Colorado Nonprofit Association 789 Sherman Street, Suite 240 Denver, CO 80203 *2016 C(3) Fourm*	Public Charity	$5,000
Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144 *General Support*	Public Charity	$5,000

Name and Address	Status	Amount
Women's Economic Self-Sufficiency		
The Aspen Institute One Dupont Circle N.W., Suite 700 Washington, DC 20036 *Ascend at the Aspen Institute*	Public Charity	$25,000
9to5 Colorado, National Association of Working Women 1634 Downing Street, Unit A Denver, CO 80218 *General Support*	Public Charity	$10,000
Global Fund for Women 800 Market Street, Seventh Floor San Francisco, CA 94102 *General Support*	Public Charity	$10,000
The Gathering Place 1535 High Street Denver, CO 80218 *Denver Women's Collaborative*	Public Charity	$5,260
Women's Funds Initiative		
Communities Foundation of Oklahoma 2932 N.W. 122nd Street, Suite D Oklahoma City, OK 73120-1955 *Women's Foundation of Oklahoma Operating Support*	Public Charity	25,000
Montana Community Foundation 1 N. Last Chance Gulch, Suite 1 Helena, MT 59601 *Women's Foundation of Montana Operating Support*	Public Charity	25,000
Wyoming Community Foundation 1472 North 5th Street, Suite 201 Laramie, WY 82072 *Wyoming Women's Foundation Operating Support*	Public Charity	25,000

Name and Address	Status	Amount
Honored Commitments Over $5,000		
The Symphony Fund Denver Performing Arts Complex 1000 14th Street, #15 Denver, CO 80202-2333 *Endowment for the Colorado Symphony*	Public Charity	$500,000
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 *Capital Campaign*	Public Charity	$200,000
Saint John's Cathedral 1350 Washington Street Denver, CO 80203 *General Support and Capital Support*	Public Charity	$72,250
Colorado Ballet 1075 Santa Fe Drive Denver, CO 80204 *Capital Campaign and General Support*	Public Charity	$65,000
Clyfford Still Museum 1250 Bannock Street Denver, CO 80204 *Capital Campaign*	Public Charity	$50,000
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 *Fellowships Fund for Minority Students*	Public Charity	$30,000
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 *Scholarship Fund and General Support*	Public Charity	$26,000

Name and Address	Status	Amount
Opera Colorado 695 S. Colorado Boulevard, Suite 20 Denver, CO 80246 *General Support*	Public Charity	$20,000
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	$15,025
Historic Denver 1420 Ogden Street, Suite 202 Denver, CO 80218 *Capital Campaign*	Public Charity	$10,000
Episcopal Relief and Development 815 Second Avenue New York, NY 10017 *Disaster relief work in Sri Lanka*	Public Charity	$5,000
<u>Other Grants Over $5,000</u>		
Kirkland Museum of Fine & Decorative Art 1311 Pearl Street Denver, CO 80203 *Moving, Storage and Equipment*	Private Operating Foundation	$750,000
Colorado Women's Hall of Fame P.O. Box 18849 Denver, CO 80218 *Event Support*	Public Charity	$5,300
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80208 *Event Support and Matching Gifts*	Public Charity	$5,100

Name and Address	Status	Amount
University of Denver 2199 S. University Boulevard Denver, CO 80208 *Event Support*	Public Charity	$5,000
Women's Funding Network 156 2nd Street, #509 San Francisco, CA 94115 *Foundation Membership*	Public Charity	$5,000
<u>Grants Under $5,000</u>		
Colorado Association of Funders PO Box 48149 Denver, CO 80204 *Foundation Membership*	Public Charity	$2,345
UC Hastings Foundation 200 McAllister Street San Francisco, CA 94102-9870 *General Support*	Public Charity	$1,066
Central City Opera House Association 400 S. Colorado Boulevard, Suite 530 Denver, CO 80246 *General Support*	Public Charity	$1,000
UC Berkeley Foundation University Relations 2080 Addison Street, Suite 4200 Berkeley, CA 94720-4200 *General Support*	Public Charity	$1,000
Third Sector New England 89 South Street, Suite 700 Boston, MA 02111-2679 *The Nonprofit Centers Network*	Public Charity	$550

Name and Address	Status	Amount
Choate Rosemary Hall Foundation 333 Christian Street Wallingford, CT 06492-3800 *General Support*	Public Charity	$500
Colorado State University Foundation 410 University Services Center Fort Collins, CO 80523-9100 *General Support*	Public Charity	$500
University of Denver, Sturm College of Law 2255 E. Evans Avenue, Suite 390 Denver, CO 80208 *Graduate Tax Program*	Public Charity	$500
Institute for Women's Policy Research 1200 18th Street, N.W., Suite 301 Washington, DC 20036 *Foundation Membership*	Public Charity	$350
Colorado Public Radio Bridges Broadcast Center 7409 S. Alton Court Centennial, CO 80112 *Matching Gifts*	Public Charity	$300
LDS Charities 50 E. North Temple Street Salt Lake city, UT 84150 *Matching Gift*	Public Charity	$300
International Waldenstrom's Macroglobulinemia Foundation 6144 Clark Center Avenue Sarasota, FL 34238 *Matching Gift*	Public Charity	$250

Name and Address	Status	Amount
Rocky Mountain PBS 1089 Bannock Street Denver, CO 80204-4000 *Matching Gift*	Public Charity	$250
Anti-Defamation League Mountain States Region 1120 Lincoln Street, Suite 1301 Denver, CO 80203-2140 *Honorary Gift*	Public Charity	$200
Mile High Early Learning 1780 Marion Street Denver, CO 80218 *Matching Gift*	Public Charity	$150
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221-4488 *Matching Gift*	Public Charity	$100
American Cancer Society-Great West Division 1800 E. 3rd Avenue #101 Durango, CO 81301 *Matching Gift*	Public Charity	$50
Children's Hospital Colorado Foundation 13123 E. 16th Avenue, Box 045 Aurora, CO 80045 *Matching Gift*	Public Charity	$50
Metro Caring P.O. Box 300459 Denver, CO 80203 *Matching Gift*	Public Charity	$50

Name and Address	Status	Amount
Ten Thousand Villages-Denver 2626 E, 3rd Ave Denver, CO 80206-4706 *Matching Gift*	Public Charity	$35
CCFA-Rocky Mountain Chapter Crohn's Colitis Foundation of America 1805 S. Bellaire Street, Suite 285 Denver, CO 80222 *Matching Gift*	Public Charity	$30
Grand Foundation PO Box 1342 Winter Park, CO 80482-1342 *Matching Gift*	Public Charity	$25
	Total	**2,329,736**

Name and Address	Status	Award Amount	Paid Amount	Outstanding Payable
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 *Capital Campaign*	Public Charity	$150,000	$90,000	$60,000
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 *Capital Campaign*	Public Charity	$1,000,000	$200,000	$ 800,000
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 *Scholarship Fund*	Public Charity	$100,000	$75,000	$25,000
Saint John's Cathedral 1350 Washington Street Denver, CO 80203 *General Support*	Public Charity	$65,000	$0	$65,000
Grand Totals		$1,315,000	$ 365,000	$ 950,000