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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

THE CHAMBERS CHARITABLE FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

1001 RICE MINE ROAD N

City or town, state or province, country, and ZIP or foreign postal code

TUSCALOOSA, AL 35406

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number**80-0016359****B** Telephone number (see instructions)**205-345-9063****C** If exemption application is pending, check here ► ☐**D** 1. Foreign organizations, check here ► ☐2. Foreign organizations meeting the 85% test, check here and attach computation ► ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	200,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7,423	7,423	7,423	
	4 Dividends and interest from securities	82,416	82,416	82,416	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,527			
	b Gross sales price for all assets on line 6a 158,567				
	7 Capital gain net income (from Part IV, line 2)		8,527		
	8 Net short-term capital gain			7,475	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1				
12 Total. Add lines 1 through 11	298,367	98,366	97,314		
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 (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	10,125	10,125	10,125	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	700	700	700	
	19 Depreciation (attach schedule) and depletion	2,271			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	13,096			
	25 Contributions, gifts, grants paid	135,000			135,000
	26 Total expenses and disbursements. Add lines 24 and 25	148,096	10,825	10,825	135,000
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	150,271				
b Net investment income (if negative, enter -0-)		87,541			
c Adjusted net income (if negative, enter -0-)			86,489		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2017)

919

18

SCANNED JUL 17 2018

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	76,061	19,941	19,941
	2	Savings and temporary cash investments	392,532	336,204	336,204
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	982,354	1,005,882	988,897
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	607,689	849,151	1,035,289	
14	Land, buildings, and equipment: basis ▶ 6,814				
	Less: accumulated depreciation (attach schedule) ▶ 3,407	5,678	3,407	3,407	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,064,314	2,214,585	2,383,738	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted	2,064,314	2,214,585	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,064,314	2,214,585	
31	Total liabilities and net assets/fund balances (see instructions)	2,064,314	2,214,585		

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	2,064,314
2	Enter amount from Part I, line 27a	2	150,271
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,214,585
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,214,585

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 SEE STATEMENT 4	P		
b			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV 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			
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 8,527
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8		3 7,475

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 doesn't qualify under section 4940(e). Do not complete this part

(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))
2016	126,046	2,056,171	.0613013
2015	121,911	2,116,397	.0576031
2014	114,218	1,820,827	.0627286
2013	92,000	1,650,481	.0557414
2012	75,000	1,490,603	.0503152
2 Total of line 1, column (d)			2 .2876896
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 .0575379
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 2,235,026
5 Multiply line 4 by line 3			5 128,599
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 875
7 Add lines 5 and 6			7 129,474
8 Enter qualifying distributions from Part XII, line 4			8 134,125

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.

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		875
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		
3	Add lines 1 and 2	3		875
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		875
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a		832
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		
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		43
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 2018 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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.		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
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.		✓
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		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		✓
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?	✓	
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	✓	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ ALABAMA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		✓

2

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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	<input checked="" type="checkbox"/>	
14 The books are in care of ► DAVID M. CHAMBERS Telephone no. ► 205-345-9063 Located at ► 1001 RICE MINE ROAD N. TUSCALOOSA, AL ZIP+4 ► 35406-2318		
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		<input type="checkbox"/>
16 At any time during calendar year 2017, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ► _____		<input checked="" type="checkbox"/>

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		
Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
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 2017?		<input checked="" type="checkbox"/>
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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 2017?		<input checked="" type="checkbox"/>

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

		Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance, check here		<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	<input checked="" type="checkbox"/>
	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8				

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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	1,078,458
b	Average of monthly cash balances	1b	151,908
c	Fair market value of all other assets (see instructions)	1c	1,038,696
d	Total (add lines 1a, b, and c)	1d	2,269,062
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,269,062
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	34,036
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,235,026
6	Minimum investment return. Enter 5% of line 5	6	111,751

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	111,751
2a	Tax on investment income for 2017 from Part VI, line 5	2a	875
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	875
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	110,876
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	110,876
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	110,876

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	135,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	135,000
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. See instructions	5	875
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	134,125

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				110,876
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	4,850			
b From 2013	10,337			
c From 2014	24,741			
d From 2015	17,277			
e From 2016	24,559			
f Total of lines 3a through e	81,764			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 135,000				
a Applied to 2016, 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 2017 distributable amount				110,876
e Remaining amount distributed out of corpus	24,124			
5 Excess distributions carryover applied to 2017 (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	105,888			
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 2016. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	105,888			
10 Analysis of line 9.				
a Excess from 2013	10,337			
b Excess from 2014	24,741			
c Excess from 2015	17,277			
d Excess from 2016	24,559			
e Excess from 2017	24,124			

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ 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).)

DAVID M AND DEANNA 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.

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

- a** The name, address, and telephone number or email 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				
EAST TUSCALOOSA COMMUNITY SOUP BOWL, INC. 1812 HARGROVE ROAD E. TUSCALOOSA, AL 35406		PC	COMMUNITY OUTREACH	12,500
TUSCALOOSA COMMUNITY SOUP BOWL 1711 23RD AVE TUSCALOOSA, AL 35401		PC	COMMUNITY OUTREACH	10,000
BETHEL COMMUNITY OUTREACH, INC. 3303 25TH STREET TUSCALOOSA, AL 35401		PC	COMMUNITY OUTREACH	17,000
LOVE, INC. PO BOX 367 NORTHPORT, AL 35476		PC	RELIGIOUS	15,000
BIG OAK RANCH PO BOX 507 SPRINGVILLE, AL 35146		PC	COMMUNITY OUTREACH	15,000
WEST ALABAMA FOOD BANK PO BOX 805 NORTHPORT, AL 35476		PC	COMMUNITY OUTREACH	15,000
WEST ALABAMA LEADERSHIP PRAYER BREAKFAST PO BOX 2117 TUSCALOOSA, AL 35403		PC	RELIGIOUS	5,000
CARING DAYS PO BOX 3049 TUSCALOOSA, AL 35403		PC	COMMUNITY OUTREACH	15,500
THE LITTLE LIGHTHOUSE 5120 EAST 36TH STREET TULSA, OK 74135		PC	COMMUNITY OUTREACH	5,000
HABITAT FOR HUMANITY OF TUSCALOOSA 1120 35TH STREET, ST B TUSCALOOSA, AL 35401		PC	COMMUNITY OUTREACH	15,000
YOUTH FOR CHRIST PO BOX 1156 TUSCALOOSA, AL 35403		PC	RELIGIOUS	10,000
Total			3a	135,000
b Approved for future payment				
Total			3b	

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

Robert A. [Signature] 5/11/2018
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☒ No

May the IRS discuss this return with the preparer shown below? See instructions. ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017**Name of the organization**

THE CHAMBERS CHARITABLE FOUNDATION, INC

Employer identification number

80-0016359

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE CHAMBERS CHARITABLE FOUNDATION, INC	Employer identification number 80-0016359
--	---

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	DAVID M AND DEANNA C CHAMBERS 1001 RICE MINE ROAD N TUSCALOOSA, AL 35406	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THE CHAMBERS CHARITABLE FOUNDATION, INC

Employer identification number

80-0016359

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

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

Name of organization

Employer identification number

THE CHAMBERS CHARITABLE FOUNDATION, INC.

80-0016359

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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. See instructions.) ► \$ _____

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
	----- ----- -----		----- ----- -----

DESCRIPTION	STATEMENT 1 FORM 990-PF, PART I, LINE 1	
	TOTAL	ANNUAL FUNDING
DAVID M & DEANNA C CHAMBERS	200,000	200,000
TOTAL	200,000	200,000

Accounts	STATEMENT 2 FORM 990-PF, PART I, LINE 3, 4			
	Interest	Dividend	Qualified	Non-Dividend Dist.
Regions Bank				
JEFF 9923	6 467	44 285	15 951	8 723
JEFF 2092	32	10 134	419	1 511
LDR PREFERRED INCOME FUND, LLC	924	11 072	10 991	
BREVET DIRECT LENDING SHORT DURATION FUND LTD		16 926		
XPI Holding I LTD				
	7 423	82 416	27 361	10 234

Account	STATEMENT 3 FORM 990-PF, PART I, LINE 16c	
	Professional Fees	
JEFF 2092	4,260	
JEFF 9923	30	
LDR PREFERRED INCOME FUND, LLC	5,788	
XPI Holding I LTD	47	
	10,125	

Description	STATEMENT 4 FORM 990-PF, PART IV, LINE 1e		Gross Proceeds	Cost or Other Basis	Realized Gain(Loss)
	Date of Acquisition	Date of Sale			
17 SHS OF AGREE RLTY CORP COM	6/27/2016	6/12/2017	808	789	19
34 SHS OF BRIMMOOR PPTY GROUP INC COM	6/24/2016	6/12/2017	659	886	(228)
202 326 SHS OF COLONY NORTHSTAR INC CL A COM	6/27/2016	1/17/2017	2 885	1,874	1 012
7 SHS OF INVESTORS REAL ESTATE TR SH BEN INT	10/19/2016	6/12/2017	44	42	2
30 SHS OF NATIONAL REALTY PPTY S INC COM	1/17/2017	6/12/2017	1 142	1 381	(238)
9 SHS OF PENNSYLVANIA REAL ESTATE INVT TR	10/7/2016	6/12/2017	106	188	(82)
7 SHS OF WASHINGTON PRIME GROUP NEW COM	10/19/2016	6/12/2017	59	82	(23)
278 SHS OF WASHINGTON PRIME GROUP NEW COM	10/19/2016	6/21/2017	2 147	3 257	(1,110)
SHORT TERM SHARE TRANSACTIONS			7,850	8,498	(648)
LDR PREFERRED INCOME FUND, LLC (K 1 Flowthrough)					8 123
XPI Holding I Ltd (K 1 Flowthrough)					
TOTAL SHORT TERM TRANSACTIONS					7,475

Description	STATEMENT 4 FORM 990-PF, PART IV, LINE 1e		Gross Proceeds	Cost or Other Basis	Realized Gain(Loss)
	Date of Acquisition	Date of Sale			
3 SHS OF AMERICAN CAMPUS CMNTYS INC COM	12/1/2015	6/12/2017	142 65	118 26	24
1 SH OF AMERICNA TOWER REIT	12/1/2015	6/12/2017	129 13	100 98	28
7 SHS OF APARTMENT INVT & MGMT CO CL A	12/1/2015	6/12/2017	308 28	269 85	38
2 SHS OF AVALONBAY CMNTYS INC COM	12/1/2015	6/12/2017	386 51	367 62	19
3 SHS OF BOSTON PPTYS INC COM	12/1/2015	6/12/2017	381 6	378 27	3
159 SHS OF BRIMMOOR PPTY GROUP INC COM	12/1/2015	6/12/2017	3080 08	4033 87	(954)
565 SHS OF COLONY NORTHSTAR INC CL A COM	12/1/2015	1/12/2017	8 18	8 59	(41)
167 673 SHS OF COLONY NORTHSTAR INC CL A COM	12/1/2015	1/17/2017	2391 16	2547 39	(156)
11 SHS OF EPR PPTYS COM SH BEN INT	12/1/2015	6/12/2017	803 6	613 4	190
2 SHS OF FEDERAL RLTY INVT TR SH BEN INT NEW	12/1/2015	6/12/2017	253 31	294 4	(41)
9 SHS OF FIRST INDL RLTY TR INC COM	12/1/2015	6/12/2017	269 99	207 36	63
124 SHS OF HOSPITALITY PPTYS TR COM SH BEN INT	12/1/2015	8/28/2017	3312 08	3478 6	(167)
19 SHS OF HOST HOTELS & RESORTS INC	12/1/2015	6/12/2017	353 05	319 89	33
118 SHS OF INVITATION HOMES INC COM	10/19/2016	11/16/2017	2 72	2 04	1
10 SHS OF IRON MTN INC NEW COM	12/1/2015	6/12/2017	341 41	273 25	68
65 SHS OF IRON MTN INC NEW COM	12/1/2015	8/28/2017	2532 34	1776 14	756
4 5 SHS OF JBG SMITH PPTYS COM	12/1/2015	8/28/2017	150 82	171 37	(21)
27 5 SHS OF JBG SMITH PPTYS COM	6/27/2015	8/28/2017	921 69	1019 11	(97)
2 SHS OF KITE RLTY GROUP TR COM NEW	12/1/2015	6/12/2017	38 43	53 51	(15)
2 SHS OF NATIONAL REALTY PPTY S INC COM	12/1/2015	6/12/2017	76 6	77 16	(11)
33 SHS OF NATIONAL REALTY PPTY S INC COM	12/1/2015	6/21/2017	1256 61	1273 13	(17)
1 SH OF OUTFRONT MEDIA INC COM	12/1/2015	6/12/2017	22 69	73 08	(51)
3 SHS OF SIMON PPTY GROUP INC	12/1/2015	6/12/2017	478 39	563 19	(85)
14 SHS OF SIMON PPTY GROUP INC	12/1/2015	6/21/2017	2217 27	2628 22	(411)
23 SHS OF TERRENO RLTY CORP COM	12/1/2015	6/12/2017	759 48	519 24	240
10 SHS OF VORNADO RLTY TR COM	12/1/2015	6/12/2017	953 55	983 9	(30)
3 SHS OF WEINGARTEN REALTY INVESTORS SHARES OF BEN INT	12/1/2015	6/12/2017	95 04	106 41	(11)
4 000 SHS OF JMP GROUP INC CPN 7 25% FREQ QRTLY MTY 1/15/2021 CALL @ 25 AN	1/22/2014	12/28/2017	100 000	100 004	(4)
1,162 SHS OF HERCULES CAPITAL INC 6/25% SR NTS DUE 7/30/2024	7/9/2014	11/24/2017	29,050	29 051	(1)
LONG-TERM SHARE TRANSACTIONS			150,717	151,263	(546)
LDR PREFERRED INCOME FUND LLC (K 1 Flowthrough)					(669)
Capital Gains Distribution				JEFF 2092	2 267
TOTAL LONG-TERM TRANSACTIONS					1,052
TOTAL SHORT TERM & LONG-TERM TRANSACTIONS			158,567	159,761	8,527

DESCRIPTION	STATEMENT 5 FORM 990-PF, PART I, LINE 18			
	TOTAL	NET INVESTMENT	ADJUSTED NET	CHARITABLE PURPOSE
TAXES DUE AND ESTIMATES	700	700	700	
TOTAL	700	700	700	

DESCRIPTION	STATEMENT 6 FORM 990-PF, PART II, LINE 10B	
	END OF YEAR COST	FAIR MARKET VALUE
JEFF 9923		
Preferred Stocks	408,458	415 676
Mutual Funds	270 263	233 330
JEFF 2092		
Common Stocks	11 890	13 340
Real Estate Investment Trusts	315 571	326 551
TOTAL	1,006,183	988,897

DESCRIPTION	STATEMENT 7 FORM 990-PF, PART III, LINE 13	
	END OF YEAR COST	FAIR MARKET VALUE
BREVET DIRECT LENDING SHORT DURATION FUND LTD	250 000	249 337
LDR PREFERRED INCOME FUND, LLC	306 123	325 401
CAIS THIRD POINT PARTNERS LTD	139 864	223,121
CAIS MILLENNIUM INTL LTD CLASS D	150 000	234,932
PERELLA WEINBERG PARTNERS	3,164	2,497
TOTAL	849,151	1,035,289

STATEMENT 8 FORM 990-PF, PART VIII, LINE 1
List all officers, directors, trustees, foundation managers and their compensation (see instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid enter 0.)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
ABBEY C ATKINS - 16214 EAST 47TH PLACE TULSA, OK 74134	CHAIRWOMAN, 1 0			
DAVID M CHAMBERS 1001 RICE MINE ROAD N TUSCALOOSA, AL 35406	TRUSTEE, 1 0			
DEANNA C CHAMBERS 1001 RICE MINE ROAD N TUSCALOOSA, AL 35406	TRUSTEE, 1 0			
BRANDON ATKINS 16214 EAST 47TH PLACE TULSA, OK 74134	TRUSTEE, 1 0			
MICHAEL A CHAMBERS 1510 DEMONBREUN STREET #508 NASHVILLE TN 37203	TRUSTEE, 1 0			
RANDY ALLEN 1017 INDIAN HILLS TUSCALOOSA, AL 35406	TRUSTEE, 1 0			