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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

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OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning DEC 1, 2017 , and ending NOV 30, 2018

Name of foundation Merle Chambers Fund	A Employer identification number 84-0929410
Number and street (or P O box number if mail is not delivered to street address) 3200 E Cherry Creek South Drive — Room/suite 540	B Telephone number 303-839-4620
City or town, state or province, country, and ZIP or foreign postal code Denver, CO 80209	C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

04

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) ▶$ 77,064,275.

J Accounting method: ☒ 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 ▶ ☐

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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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	351,859.	351,859.		
	5a Gross rents	1.	1.		
	b Net rental income or (loss) 1.				
	6a Net gain or (loss) from sale of assets not on line 10	810,932.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		809,607.		
	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	<19,532.>	<17,995.>		See Statement 1
	12 **Total.** Add lines 1 through 11	1,143,260.	1,143,472.		
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 Attachment to	Page 1	
	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	1098756			
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,098,021.	62,595.		1,514,168.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<954,761.>			
	b **Net investment income** (if negative, enter -0-)		1,080,877.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,026,165.	1,858,082.	1,858,082.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	8,394,500.		
	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	5,945,514.	9,896,005.	14,922,195.
	c Investments - corporate bonds Stmt 8	3,644,697.	5,679,323.	5,672,653.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	12,833,677.	16,187,871.	20,696,453.
	14 Land, buildings, and equipment: basis ▶ 33,914,892.			
	Less accumulated depreciation Stmt 10 ▶ 430,859.	33,215,522.	33,484,033.	33,914,892.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	68,060,075.	67,105,314.	77,064,275.
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			
	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** ▶ ☐ **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 ▶ [X] **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	68,060,075.	67,105,314.	
	30 **Total net assets or fund balances**	68,060,075.	67,105,314.	
	31 **Total liabilities and net assets/fund balances**	68,060,075.	67,105,314.	

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	68,060,075.
2	Enter amount from Part I, line 27a	2	<954,761.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	67,105,314.
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	67,105,314.

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				
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				809,607.

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

	(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				809,607.

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** 809,607.

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 doesn't 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))
2016	13,277,635.	49,452,086.	.268495
2015	13,216,624.	49,823,244.	.265270
2014	4,719,889.	57,388,578.	.082244
2013	11,071,482.	59,164,520.	.187130
2012	3,205,931.	57,723,549.	.055539

2	**Total** of line 1, column (d)	2	.858678
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	.171736
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	42,133,329.
5	Multiply line 4 by line 3	5	7,235,809.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,809.
7	Add lines 5 and 6	7	7,246,618.
8	Enter qualifying distributions from Part XII, line 4	8	2,213,538.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	21,618.
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	21,618.
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	21,618.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 23,000.		
b Exempt foreign organizations - tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d Backup withholding erroneously withheld	6d 0.		
7 Total credits and payments. Add lines 6a through 6d		7	23,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	0.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,382.
11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 1,382. **Refunded** ▶		11	0.

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 the 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 2017 or the tax year beginning in 2017? See the 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 See Statement 11 See Statement 12 Stmt 13	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 ▶ Joel Ours, Controller Telephone no. ▶ 303-839-4608

Located at ▶ 3200 E Cherry Creek South Drive, Suite 540, Denver, CO ZIP+4 ▶ 80209

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 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?	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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 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.)	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 2017?		4b		X

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))?	☐ 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	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 15	☒ 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		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, and 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 14		276,599.	16,090.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Monticello & Associates - 1800 Larimer St., Suite 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 16	843,962.
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.

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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	38,823,248.
b	Average of monthly cash balances	1b	3,951,705.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	42,774,953.
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	42,774,953.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	641,624.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,133,329.
6	**Minimum investment return** Enter 5% of line 5	6	2,106,666.

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	2,106,666.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	21,618.		
b	Income tax for 2017. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	21,618.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,085,048.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,085,048.
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	2,085,048.

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	1,514,168.
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	699,370.
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	2,213,538.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,213,538.

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				2,085,048.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 — 374,212.				
b From 2013 — 8,299,010.				
c From 2014 — 1,890,076.				
d From 2015 — 10,846,418.				
e From 2016 — 11,067,829.				
f Total of lines 3a through e	32,477,545.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,213,538.				
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				2,085,048.
e Remaining amount distributed out of corpus	128,490.			
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	32,606,035.			
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 instr.			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	374,212.			
9 **Excess distributions carryover to 2018** Subtract lines 7 and 8 from line 6a	32,231,823.			
10 Analysis of line 9:				
a Excess from 2013 — 8,299,010.				
b Excess from 2014 — 1,890,076.				
c Excess from 2015 — 10,846,418.				
d Excess from 2016 — 11,067,829.				
e Excess from 2017 — 128,490.				

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 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			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(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 ▶ [x] 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.

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*				
See statement 17				1,098,756.
Total			▶ **3a**	1,098,756.
b *Approved for future payment*				
See statement 18				780,000.
Total			▶ **3b**	780,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	351,859.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	1.	
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	<1,537.>	14	<17,995.>	
8 Gain or (loss) from sales of assets other than inventory	523000	1,325.	18	809,607.	
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)		<212.>		1,143,472.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 1,143,260.

(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) (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) (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

Letty Bass — Signature of officer or trustee | 3/18/19 — Date | Executive Director — 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	3.6.19		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

Form 990-PF | Transfers to Controlled Entities
Part VII-A, Line 11 | Statement 11

Name of Controlled Entity | Employer ID No

Bannock 1201, LLC

Address

3500 E Cherry Creek South Drive, Suite 540
Denver, CO 80209

Description of Transfer

Transfers of funds for construction costs associated with the Kirkland Museum project.

	Amount of Transfer
	573,000.
Total Amount of Transfers to Controlled Entities	573,000.

Form 990-PF Transfers From Controlled Entities Statement 12
Part VII-A, Line 11

Name of Controlled Entity	Employer ID No
Bannock 1201, LLC	

Address

3500 E Cherry Creek South Drive, Suite 540
Denver, CO 80209

Description of Transfer

Return of excess funds provided for construction costs associated with the Kirkland Museum project.

	Amount of Transfer
	20,000.
Total Amount of Transfers from Controlled Entities	20,000.

Form 990-PF Schedule of Controlled Entities Statement 13
Part VII-A, Line 11

Name of Controlled Entity	Employer ID No
Bannock 1201, LLC	

Address Excess Business Holding [ ] Yes [x] No

3500 E Cherry Creek South Drive, Suite 540
Denver, CO 80209

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 14

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Merle C. Chambers 3200 E Cherry Creek South Drive, Suite 540 Denver, CO 80209	Chair/President 12.00	0.	0.	0.
Letty Bass 3200 E Cherry Creek South Drive, Suite 540 Denver, CO 80209	Secretary/Executive Dir. 40.00	276,599.	16,090.	0.
Sally Leibbrandt 3200 E Cherry Creek South Drive, Suite 540 Denver, CO 80209	Treasurer 3.00	0.	0.	0.
Donald Hopkins 3200 E Cherry Creek South Drive, Suite 540 Denver, CO 80209	Director 0.50	0.	0.	0.
Marla Williams 3200 E Cherry Creek South Drive, Suite 540 Denver, CO 80209	Director 0.50	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		276,599.	16,090.	0.

Form 990-PF Expenditure Responsibility Statement Statement 15
Part VII-B, Line 5c

Grantee's Name

Kirkland Museum of Fine & Decorative Art

Grantee's Address

1201 Bannock Street
Denver, CO 80204

Grant Amount	Date of Grant	Amount Expended
10,000.	02/14/18	10,000.

Purpose of Grant

Kirkland Museum Golden Gala and opening events celebrating the new museum building.

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.

Form 990-PF Other Income Statement 1

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Brinson Partnership Fund	585.	0.	
Brinson Partnership Fund	10,514.	10,514.	
Renaissance Institutional Diversified Alpha Fund	<24,096.>	<24,096.>	
MHR Institutional Fund	<319.>	<319.>	
Davidson Kempner Institutional	<17,173.>	<17,173.>	
Davidson Kempner Institutional	<2,122.>	0.	
Newport Asia Institutional Fund LP	8,840.	8,840.	
GQG Emerging Markets Equity Fund	4,239.	4,239.	
Total to Form 990-PF, Part I, line 11	<19,532.>	<17,995.>	

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tuthill & Hughes LLP	926.	0.		926.
Bryan Cave LLP	5,954.	0.		5,954.
Fairfield and Woods, P.C.	129.	0.		129.
To Fm 990-PF, Pg 1, ln 16a	7,009.	0.		7,009.

Form 990-PF | Accounting Fees | Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kundinger, Corder & Engle, P.C.	21,600.	6,480.		15,120.
Paylocity	1,494.	0.		1,494.
Rocky Mountain Reserve	51.	0.		51.
To Form 990-PF, Pg 1, ln 16b	23,145.	6,480.		16,665.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mellon Capital Management	1,965.	1,965.		0.
Monticello Associates	50,000.	50,000.		0.
Donald J. Hopkins	4,193.	0.		4,193.
GTBD, Inc.	1,472.	0.		1,472.
Ruby Slipper Designs	1,571.	0.		1,571.
Peri Marketing and Public Relations	488.	0.		488.
To Form 990-PF, Pg 1, ln 16c	59,689.	51,965.		7,724.

Form 990-PF | Taxes | Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes reported by pass-through entities	4,150.	4,150.		0.
2017 Excise tax payment	67,399.	0.		0.
2018 Estimated tax payments	23,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	94,549.	4,150.		0.

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 16)	Grant Administration	General and Administrative
13	Compensation of officers, directors, trustees (Statement 14)	$ 276,599	-	276,599	116,254	58,682	101,663
14	Other employee salaries and wages	32,242	-	32,242	4,575	7,049	20,618
15	Pension plans, employee benefits, payroll tax	33,675	-	33,675	13,164	7,156	13,355
16a	Legal fees (Statement 2)	7,009	-	7,009	680	-	6,329
16 b	Accounting fees (Statement 3)	23,145	6,480	16,665	-	-	16,665
16 c	Other professional fees (Statement 4)	59,689	51,965	7,724	-	-	7,724
18	Taxes (Statement 5)	94,549	4,150	-	-	-	-
19	Depreciation and depletion	430,859	-	-	-	-	-
21	Travel, conferences, and meetings	3,399	-	3,399	716	1,580	1,103
23	Other expenses (Statement 6)	38,099	-	38,099	9,203	4,606	24,290
24	**Total operating and administrative expenses**	999,265	62,595	415,412	144,592	79,073	191,747
25	**Contributions, gifts, grants paid**	1,098,756	-	1,098,756			
	Total expenses & disbursements	$ 2,098,021	62,595	1,514,168			

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 16)	Grant Administration	General and Administrative
Insurance	$ 3,009	-	3,009	-	-	3,009
Licenses and fees	882	-	882	116	-	766
Supplies	3,411	-	3,411	952	289	2,170
Internet related costs	715	-	715	198	-	517
Computer software	8,250	-	8,250	-	-	8,250
Furniture and fixtures expensed	20,189	-	20,189	7,898	4,296	7,995
Other	1,643	-	1,643	39	21	1,583
	$ 38,099	-	38,099	9,203	4,606	24,290

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
Vanguard Growth Index Fund	3,303,001.	5,552,788.
Dodge & Cox International	3,088,187.	3,380,314.
Jensen Quality Growth Fund	3,504,817.	5,989,093.
Total to Form 990-PF, Part II, line 10b	9,896,005.	14,922,195.

Form 990-PF | Corporate Bonds | Statement 8

Description	Book Value	Fair Market Value
PIMCO Short Term Institutional Fund	5,679,323.	5,672,653.
Total to Form 990-PF, Part II, line 10c	5,679,323.	5,672,653.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Cerberus International Ltd.	COST	39,146.	201,031.
Newport Asia Institutional Fund	COST	479,174.	1,818,369.
Raptor Global Fund LP	COST	84,276.	85,376.
Brinson Partnership Fund	COST	896,894.	658,846.
MHR Institutional Partners	COST	217,484.	410,902.
Davidson Kempner Institutional Funds	COST	3,410,727.	3,722,267.
Eminence Fund, Ltd.	COST	1,148,242.	2,063,445.
Lansdowne European Equity Fund	COST	1,228,772.	2,182,605.
Canyon Value Realization Fd Ltd	COST	1,643,001.	2,653,459.
GQG Partners Emerging Markets	COST	2,008,041.	1,811,353.
Renaissance Institutional	COST	1,482,114.	1,612,019.
Nitorum Offshore Fund	COST	2,000,000.	2,060,792.
Reinventure Capital	COST	50,000.	50,000.
Coatue Offshore	COST	1,500,000.	1,365,989.
Total to Form 990-PF, Part II, line 13		16,187,871.	20,696,453.

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

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Building	25,851,558.	430,859.	25,420,699.
Land	8,063,334.	0.	8,063,334.
Total To Fm 990-PF, Part II, ln 14	33,914,892.	430,859.	33,484,033.

MERLE CHAMBERS FUND **Statement 16**

Part IX-A Summary of Direct Charitable Activities **84-0929410**

For the Year Ended November 30, 2018

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

Merle Chambers 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. The Foundation promotes social justice and equity; supports women's economic security; and advocates for the early care and education of children.

The Foundation makes a significant investment in direct charitable activities by providing time and expertise to nonprofit initiatives. Through these activities and programs, the Foundation 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 healthcare 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.

The Foundation 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. With 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 create Early Milestones Colorado, a nonprofit that connects community and state partners to innovation, best practices and systems improvements in early childhood

The Foundation constructed a new museum building that houses Kirkland Museum of Fine & Decorative Art. It is an investment in the future of Kirkland Museum as a Colorado art institution and contributes to the further development of the Golden Triangle Creative District and the City of Denver's nationally important art scene. The new Kirkland Museum of Fine & Decorative Art opened to the public in March 2018.

In 2018, total direct charitable program expenditures, including $699,370 of capitalized expenditures for the new Kirkland Museum building, were $843,962.

Name and Address	Status	Amount
Program Area Grants $5,000 and Over		
Justice, Equality and Opportunity		
The Bell Policy Center 1905 Sherman Street, Suite 900 Denver, CO 80203 *General Support and Matching Gifts*	Public Charity	$150,150
UC Berkeley Foundation University Development and Alumni Relations 1995 University Avenue, Suite 401 Berkeley, CA 94720-4200 *Center on Civility and Democratic Engagement*	Public Charity	$50,000
Colorado Center on Law & Policy 789 Sherman Street, Suite 300 Denver, CO 80203 *General Support*	Public Charity	$25,000
Colorado Fiscal Institute 1905 Sherman Street, Suite 225 Denver, CO 80203 *General Support*	Public Charity	$25,000
NARAL Pro-Choice Colorado Foundation PO Box 22485 Denver, CO 80222 *General Support*	Public Charity	$25,000
Colorado Civic Engagement Roundtable 1120 Lincoln, Suite 900 Denver, CO 80203 *Vision 2020*	Other-Non Charity	$20,000
Community Resource Center 789 Sherman Street, Suite 210 Denver, CO 80203 *The Participation Project*	Public Charity	$20,000

Name and Address	Status	Amount
Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue Denver, CO 80207 *General Support*	Public Charity	$10,000
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 *Together We Count*	Public Charity	$10,000
Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144 *General Support*	Public Charity	$5,000
<u>Women's Economic Self-Sufficiency</u>		
The Aspen Institute 2300 N Street, NW, Suite 700 Washington, DC 20037-1122 *Ascend at the Aspen Institute*	Public Charity	$200,000
The Gathering Place 1535 High Street Denver, CO 80218 *Denver Women's Collaborative*	Public Charity	$10,500
Colorado Center on Law & Policy 789 Sherman Street, Suite 300 Denver, CO 80203 *2018 Colorado Self-Sufficiency Standard*	Public Charity	$10,000
Global Fund for Women 800 Market Street, Seventh Floor San Francisco, CA 94102 *General Support*	Public Charity	$10,000

Name and Address	Status	Amount
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 33 South Last Chance Gulch, Suite 2A 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
Early Care and Education		
Third Sector New England 89 South Street, Suite 700 Boston, MA 02111-2679 *Tools of the Mind-Colorado Model*	Public Charity	$50,000
Colorado Children's Campaign 1580 Lincoln Street, Suite 420 Denver, CO 80203 *General Support, Event Support and Matching Gifts*	Public Charity	$25,650
Early Milestones Colorado 1600 Downing Street, Suite 750 Denver, CO 80218 *General Support and Matching Gift*	Public Charity	$25,100
Rose Community Foundation 600 S. Cherry Street, Suite 1200 Denver, CO 80246-1712 *Early Childhood Leadership Commission and EC Funders Fund*	Public Charity	$20,600

Name and Address	Status	Amount
Parent Possible 800 Grant Street, Suite 200 Denver, CO 80203-2944 *Vroom in Colorado*	Public Charity	$20,000
Clayton Early Learning 3801 Martin Luther King Boulevard Denver, CO 80205 *Colorado Early Learning Policy Initiative*	Public Charity	$10,000
<u>Honored Commitments Over $5,000</u>		
Denver Art Museum 100 W. 14th Avenue Parkway Denver, CO 80204 *Vision 2021 Capital Campaign*	Public Charity	$200,000
Aspen Music Festival and School 225 Music School Road Aspen, CO 81611 *Merle Chambers Fund for Minority Students*	Public Charity	$30,000
Colorado Symphony Association Boettcher Concert Hall Denver Performing Arts Complex 1000 14th Street, Unit 15 Denver, CO 80202 *General Support*	Public Charity	$15,000
Colorado Ballet 1075 Santa Fe Drive Denver, CO 80204 *General Support*	Public Charity	$10,000
Colorado Public Television 12 2900 Welton Street, 1st Floor Denver, CO 80205 *Women of Abstract Expressionism Documentary*	Public Charity	$10,000

Name and Address	Status	Amount
Opera Colorado 4121 South Navajo Street, Suite 100 Englewood, CO 80110 *General Support*	Public Charity	$10,000
Kirkland Museum of Fine & Decorative Art 1201 Bannock Street Denver, CO 80204 *Event Support*	Private Operating Foundation	$10,000
The Women's Foundation of Colorado The Chambers Center 1901 E. Asbury Avenue Denver, CO 80210 *Event Support and Matching Gifts*	Public Charity	$5,200

Grants Under $5,000

Name and Address	Status	Amount
The Colorado Independent PO Box 40866 Denver, CO 80204 *General Support*	Public Charity	$2,500
Colorado Association of Funders PO Box 48149 Denver, CO 80204 *Foundation Membership*	Public Charity	$2,490
Association of Fundraising Professionals Colorado Chapter PO Box 24745 Denver, CO 80222 *Event Support*	Public Charity	$1,500
UC Hastings Foundation 200 McAllister Street San Francisco, CA 94102-9870 *General Support*	Public Charity	$1,066

Name and Address	Status	Amount
Central City Opera House Association 400 S. Colorado Boulevard, Suite 530 Denver, CO 80246 *General Support*	Public Charity	$1,000
North Shore Country Day School 310 Green Bay Road Winnetka, IL 60093-4094 *General Support*	Public Charity	$1,000
UC Berkeley Foundation University Development and Alumni Relations 1995 University Avenue, Suite 401 Berkeley, CA 94720-4200 *General Support*	Public Charity	$1,000
University of Denver-Sturm College of Law Ricketson Law Building 2255 E. Evans Avenue Denver, CO 80208 *General Support*	Public Charity	$500
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	$100
Alzheimer's Association 50 E 91st Street, Suite 100 Indianapolis, IN 46240 *Matching Gift*	Public Charity	$50

Name and Address	Status	Amount
Juvenile Diabetes Research Foundation Rocky Mountain Chapter 2727 Bryant Street, Suite 380 Denver, CO 80211 *Matching Gift*	Public Charity	$50
Metro Caring PO Box 300459 Denver, CO 80203 *Matching Gift*	Public Charity	$50
All Hands & Hearts 6 County Road, Suite 6 Mattapoisett, MA 02739 *Matching Gift*	Public Charity	$25
Denver Rescue Mission PO Box 5206 Denver, CO 80217 *Matching Gift*	Public Charity	$25
	Total	**$1,098,756**