Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Final return ☒ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG | 200

City or town, state, and ZIP code
KAPOLEI, HI 96707

A Employer identification number 99-0203078

B Telephone number 808-674-3167

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 ▶☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ 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)* ▶$ 14,259,107.

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	**(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	891,081.		N/A	
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	184,549.	184,549.		STATEMENT 2
4	Dividends and interest from securities	268,573.	268,573.		STATEMENT 3
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<3,918,531.>			STATEMENT 1
b	Gross sales price for all assets on line 6a 23,775,400.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	1,586.	1,586.		STATEMENT 4
12	**Total.** Add lines 1 through 11	<2,572,742.>	454,708.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 5	13,238.	0.		0.
c	Other professional fees STMT 6	221,896.	221,896.		0.
17	Interest	6.	0.		0.
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	86,214.	0.		86,214.
24	**Total operating and administrative expenses.** Add lines 13 through 23	321,354.	221,896.		86,214.
25	Contributions, gifts, grants paid	651,750.			651,750.
26	**Total expenses and disbursements** Add lines 24 and 25	973,104.	221,896.		737,964.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<3,545,846.>			
b	**Net investment income** (if negative, enter -0-)		232,812.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	5,205,208.	5,693,847.	5,693,847.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 9	11,362,020.	4,591,538.	4,591,538.
	c	Investments - corporate bonds STMT 10	0.	2,479,903.	2,479,903.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	2,228,714.	1,486,604.	1,486,604.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	2,215.	7,215.	7,215.
	16	**Total assets** (to be completed by all filers)	18,798,157.	14,259,107.	14,259,107.
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 ▶ ☒ 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	18,798,157.	14,259,107.	
	30	**Total net assets or fund balances**	18,798,157.	14,259,107.	
	31	**Total liabilities and net assets/fund balances**	18,798,157.	14,259,107.	

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	18,798,157.
2	Enter amount from Part I, line 27a	2	<3,545,846.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	15,252,311.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	993,204.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,259,107.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	23,775,400.		27,693,931.	<3,918,531.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<3,918,531.>

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	<3,918,531.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2007	704,028.	14,560,618.	.048352
2006	777,307.	15,901,447.	.048883
2005	944,498.	14,150,995.	.066744
2004	834,288.	13,407,103.	.062227
2003	684,245.	11,580,871.	.059084

2	**Total** of line 1, column (d)	2	.285290
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.057058
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	16,258,353.
5	Multiply line 4 by line 3	5	927,669.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,328.
7	Add lines 5 and 6	7	929,997.
8	Enter qualifying distributions from Part XII, line 4	8	737,964.

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.

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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 letter: ________ **(attach copy of ruling 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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			1	4,656.
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	4,656.
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	4,656.
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	15,957.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	6,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	21,957.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	17,301.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 17,301. **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 instructions for 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*	1b		X
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? N/A	4b		
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) ▶ HI			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://WWW.CAMPBELLFAMILYFOUNDATION.ORG/

14 The books are in care of ▶ KEOLA LLOYD Telephone no. ▶808-674-6674

Located at ▶1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 ZIP+4 ▶96707

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

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 page 20 of the 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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ 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 2008 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 2008.)* 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 2008?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If you answered "Yes" to 6b, also file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		0.	0.	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

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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
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET, BOSTON, MA 02110-2112	CONSULTING	79,957.

Total number of others receiving over $50,000 for professional services ▶ 1

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

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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01-02-09

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	16,350,262.
b	Average of monthly cash balances			1b	155,680.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	16,505,942.
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	16,505,942.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	247,589.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	16,258,353.
6	**Minimum investment return.** Enter 5% of line 5			6	812,918.

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	812,918.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	4,656.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,656.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	808,262.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	808,262.
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	808,262.

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	737,964.
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	
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	737,964.
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	737,964.

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.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					808,262.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2008:					
a From 2003	120,406.				
b From 2004	180,838.				
c From 2005	250,113.				
d From 2006	269,811.				
e From 2007	79,059.				
f **Total** of lines 3a through e		900,227.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 737,964.					
a Applied to 2007, 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 2008 distributable amount					737,964.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)		70,298.			70,298.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		829,929.			
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7		50,108.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		779,821.			
10 Analysis of line 9:					
a Excess from 2004	180,838.				
b Excess from 2005	250,113.				
c Excess from 2006	269,811.				
d Excess from 2007	79,059.				
e Excess from 2008					

823581
01-02-09

AMENDED RETURN

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 2008, 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) 2008	**(b)** 2007	**(c)** 2006	**(d)** 2005	**(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 the 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).)

SEE STATEMENT 14

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 15

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 16				
Total			▶ 3a	651,750.
b *Approved for future payment*				
GOODWILL INDUSTRIES, 2610 KILIHAU STREET, HONOLULU, HI 96819	NONE	OTHER PUBLIC CHARITY	BUILDING GOODWILL WORKS CAMPAIGN	50,000.
THE SALVATION ARMY, 2950 MANOA ROAD, HONOLULU, HI 96822	NONE	OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN KAPOLEI KROC COMMUNITY CENTER	100,000.
MALAMA LEARNING CENTER, P.O. BOX 75467, KAPOLEI, HI 96707	NONE	OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	150,000.
Total			▶ 3b	300,000.

AMENDED RETURN

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			14	184,549.	
4 Dividends and interest from securities			14	268,573.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,586.	
8 Gain or (loss) from sales of assets other than inventory			18	<3,918,531.>	
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)		0.		<3,463,823.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <3,463,823.>

(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).

AMENDED RETURN

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ X | 11/12/10 | ▶ ASST SECRETARY

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ STANFORD C.T. LUM	Date 11/04/10	Check if self-employed ▶ ☒	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ KOBAYASHI KANETOKU DOI LUM & YASUDA CPAS 745 FORT ST STE 1915 HONOLULU, HI 96813		EIN ▶ Phone no. 808-521-3962	

AMENDED RETURN

Schedule B **(Form 990, 990-EZ, or 990-PF)** Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ **Attach to Form 990, 990-EZ, and 990-PF.**	OMB No 1545-0047 **2008**

Name of the organization JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION	**Employer identification number** 99-0203078

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 foundation

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

General Rule

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

Special Rules

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

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

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.**

AMENDED RETURN

Name of organization	Employer identification number
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION	99-0203078

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GEORGINA J. ALLRED TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 123,702.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	SUZANNE M. AVINA REVOCABLE LIVING TRUST DTD 3-2-2000 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 78,450.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	JAMES KIMO CAMPBELL REVOCABLE TRUST DTD 1-8-2007 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 98,546.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	WENDY B. CRABB REVOCABLE LIVING TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 40,987.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	FLANDERS-STAUB 2007 IRREVOCABLE TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 38,901.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	CYNTHIA C. FOSTER REVOCABLE LIVING TRUST AGREEMENT C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 37,360.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

AMENDED RETURN

Name of organization	Employer identification number
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION	99-0203078

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	JAMES W. GROWNEY TRUST DTD 12-14-90 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	QUENTIN K. KAWANANAKOA TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 7,863.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	REGINA KAWANANAKOA C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 9,548.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	KING 2008 IRREVOCABLE TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 14,829.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	MURIEL C. TANNER LIGHTER TRUST DTD 9-26-95 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 41,727.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
12	KAPIOLANI K. MARIGNOLI TRUST AGREEMENT DTD 9-28-89 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 101,095.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

AMENDED RETURN

Name of organization	Employer identification number
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION	99-0203078

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	RUBY L MONTGOMERY C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 19,054.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
14	ALICE KUAIHELANI ROBINSON C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	JAMES C. SHINGLE REVOCBALE LIVING TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 79,079.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
16	CYNTHIA K. SORENSON REVOCBALE LIVING TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 22,465.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
17	LOUISE S STEVENSON C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 49,424.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
18	JONATHAN R. SUTHERLAND AND MARY C. SUTHERLAND REV. LIV. TRUST DTD. 8-6-07 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 21,342.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
JAMES & ABIGAIL CAMPBELL FAMILY
FOUNDATION

Employer identification number
99-0203078

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	RONALD L HOOLULU OLSON C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
20	BEATRICE C MCKINNEY C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
21	DORNA M DEL ZOTTO C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
99-0203078 PAGE 1 OF 1

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SMITH BARNEY 512-08828-15	P	VARIOUS	VARIOUS
b	SMITH BARNEY 512-08828-15	P	VARIOUS	VARIOUS
c	SMITH BARNEY 512-40367-15	P	VARIOUS	VARIOUS
d	SMITH BARNEY 512-40367-15	P	VARIOUS	VARIOUS
e	SMITH BARNEY 512-40368-14	P	VARIOUS	VARIOUS
f	SMITH BARNEY 512-40368-14	P	VARIOUS	VARIOUS
g	SMITH BARNEY 512-71785-14	P	VARIOUS	VARIOUS
h	SMITH BARNEY 512-71785-14	P	VARIOUS	VARIOUS
i	SMITH BARNEY 512-71786-13	P	VARIOUS	VARIOUS
j	SMITH BARNEY 512-71786-13	P	VARIOUS	VARIOUS
k	FMA HIGH YIELD CAPP APP	P	VARIOUS	VARIOUS
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	8,245,163.		9,494,330.	<1,249,167.>
b	433,248.		473,386.	<40,138.>
c	675,408.		676,286.	<878.>
d	275,000.		275,000.	0.
e	5,555,675.		6,650,289.	<1,094,614.>
f	1,006,703.		1,152,969.	<146,266.>
g	2,883,352.		3,489,138.	<605,786.>
h	917,691.		910,117.	7,574.
i	613,387.		809,523.	<196,136.>
j	1,264,431.		1,923,076.	<658,645.>
k	1,905,342.		1,839,817.	65,525.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<1,249,167.>
b				<40,138.>
c				<878.>
d				0.
e				<1,094,614.>
f				<146,266.>
g				<605,786.>
h				7,574.
i				<196,136.>
j				<658,645.>
k				65,525.
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<3,918,531.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-08828-15	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,245,163.	9,494,330.	0.	0.	<1,249,167.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-08828-15	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
433,248.	473,386.	0.	0.	<40,138.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-40367-15	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
675,408.	676,286.	0.	0.	<878.>

AMENDED RETURN

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-40367-15	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
275,000.	275,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-40368-14	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,555,675.	6,650,289.	0.	0.	<1,094,614.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-40368-14	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,006,703.	1,152,969.	0.	0.	<146,266.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-71785-14	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,883,352.	3,489,138.	0.	0.	<605,786.>

AMENDED RETURN

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-71785-14	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
917,691.	910,117.	0.	0.	7,574.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-71786-13	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
613,387.	809,523.	0.	0.	<196,136.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMITH BARNEY 512-71786-13	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,264,431.	1,923,076.	0.	0.	<658,645.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FMA HIGH YIELD CAPP APP	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,905,342.	1,839,817.	0.	0.	65,525.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<3,918,531.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FMA HIGH YIELD CAP	21,847.
HIPPOCRATES PARTNERS, L.P.	7.
OTHER SOURCES	45.
SMITH BARNEY 512-040368-14	1,999.
SMITH BARNEY 512-08828-15	2,926.
SMITH BARNEY 512-40367-15	106,879.
SMITH BARNEY 512-40369-13	3.
SMITH BARNEY 512-40390-16	42,903.
SMITH BARNEY 512-71785-14	6,848.
SMITH BARNEY 512-71786-13	1,092.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	184,549.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABERDEEN EMERGING MARKET FUND	5,919.	0.	5,919.
DODGE & COX FUNDS	3,005.	0.	3,005.
HARBOR INTERNATIONAL FUND	30,722.	0.	30,722.
HIPPOCRATES PARTNERS, L.P.	790.	0.	790.
OTHER SOURCES - ADJUSTMENT	<214.>	0.	<214.>
PIMCO COMMODITY REAL RETURN	6,075.	0.	6,075.
PIMCO TOTAL RETURN FUND	11,323.	0.	11,323.
SMITH BARNEY 512-08828-15	45,783.	0.	45,783.
SMITH BARNEY 512-40367-15	22,711.	0.	22,711.
SMITH BARNEY 512-40368-14	50,483.	0.	50,483.
SMITH BARNEY 512-71785-14	25,432.	0.	25,432.
SMITH BARNEY 512-71786-13	40,877.	0.	40,877.
VANGUARD ENERGY FUNDS 0551	19,669.	0.	19,669.
VANGUARD GROWTH INDEX FUND 1347	4,110.	0.	4,110.
VANGUARD INT TERM TREASURY 535	1,888.	0.	1,888.
TOTAL TO FM 990-PF, PART I, LN 4	268,573.	0.	268,573.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,586.	1,586.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,586.	1,586.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX FEES	13,238.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	13,238.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	221,896.	221,896.		0.
TO FORM 990-PF, PG 1, LN 16C	221,896.	221,896.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT AND GENERAL	86,214.	0.		86,214.
TO FORM 990-PF, PG 1, LN 23	86,214.	0.		86,214.

AMENDED RETURN

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED LOSSES ON INVESTMENTS	983,195.
UNREALIZED LOSSES ON MARKETABLE SECURIITES	10,009.
TOTAL TO FORM 990-PF, PART III, LINE 5	993,204.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE EQUITY SECURITIES	4,591,538.	4,591,538.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,591,538.	4,591,538.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME BONDS	2,479,903.	2,479,903.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,479,903.	2,479,903.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	1,105,206.	1,105,206.
INVESTMENTS IN LIMITED PARTNERSHIPS	FMV	381,398.	381,398.
FMA YIELD CAPITAL APPRECIATION LIMITED	FMV	0.	0.
AUCTION RATE NOTES	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,486,604.	1,486,604.

AMENDED RETURN

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CONTRIBUTIONS	0.	5,000.	5,000.
OTHER	2,215.	2,215.	2,215.
TO FORM 990-PF, PART II, LINE 15	2,215.	7,215.	7,215.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JAMES C. SHINGLE C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
KAPI'OLANI K. MARIGNOLI C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JAMES WALTER GROWNEY C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	SECRETARY/DIRECTOR 1.00	0.	0.	0.
WENDY BECKLEY CRABB C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	TREASURER/DIRECTOR 1.00	0.	0.	0.
DORNA M.K. DEL ZOTTO C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	DIRECTOR 1.00	0.	0.	0.
STEPHEN H. MACMILLAN C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	DIRECTOR 1.00	0.	0.	0.

AMENDED RETURN

JONATHAN STAUB C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	DIRECTOR 1.00	0.	0.	0.
LANDON CHUN C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	ASSISTANT TREASURER 1.00	0.	0.	0.
KEOLA LLYOD C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	ASSISTANT SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 14

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JAMES C. SHINGLE
KAPI'OLANI K. MARIGNOLI
JAMES WALTER GROWNEY
WENDY BECKLEY CRABB

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KEOLA LLOYD
1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200
KAPOLEI, HI 96707

TELEPHONE NUMBER

808-674-3167

FORM AND CONTENT OF APPLICATIONS

GUIDLINES ARE POSTED ONLINE AT WWW.CAMPBELLFAMILYFOUNDATION.ORG. SEE ATTACHMENT.

ANY SUBMISSION DEADLINES

GRANT APPLICATION MUST BE POSTMARKED BY: FEB. 1 FOR THE APR/MAY MTG.; AUG. 1 FOR THE OCT/NOV MTG.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GUIDLINES ARE POSTED ONLINE AT WWW.CAMPBELLFOUNDATION.ORG. SEE ATTACHMENT.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHILD AND FAMILY SERVICES, 300 DELAWARE AVE, BUFFALO, NY 14202	NONE EMERGENCY SHELTER	OTHER PUBLIC CHARITY	25,000.
MALAMA LEARNING CENTER, P.O. BOX 75467, KAPOLEI, HI 96707	NONE CAPITAL CAMPAIGN	OTHER PUBLIC CHARITY	50,000.
JAMES CAMPBELL HIGH SCHOOL, 91-180 NORTH ROAD, EWA BEACH, HI 96706	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	20,000.
KAPOLEI HIGH SCHOOL, 91-5007 KAPOLEI PKWY, KAPOLEI, HI 96707	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	20,000.
KAHUKU HIGH SCHOOL, 56-490 KAMEHAMEHA HWY, KAHUKU, HI 96731	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	20,000.
NANAKULI HIGH SCHOOL, 89-980 NANAKULI AVE, WAIANAE, HI 96792	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	10,000.
WAIANAE HIGH SCHOOL, 85-251 FARRINGTON HWY, WAIANAE, HI 96792	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	10,000.
BALLET HAWAII, 650 IWILEI RD BOX 221, STE. 295 , HONOLULU, HI 96817	NONE ANGEL FUND PROGRAM SUPPORT	OTHER PUBLIC CHARITY	5,000.

BOYS AND GIRLS CLUB OF HAWAII, 1704 WAIOLA ST, HONOLULU, HI 96826	NONE WEED AND SEED PROGRAM	OTHER PUBLIC CHARITY	25,000.
KAALA FARMS, INC., P.O. BOX 630, WAIANAE, HI 96792	NONE YOUTH ORIENTED, CULTURALLY BASED PROGRAMS	OTHER PUBLIC CHARITY	20,000.
KAMP HAWAII, PO BOX 13041 , AIEA, HI 96701	NONE PRIDGE AND VICTORY OUTREACH PROGRAM	OTHER PUBLIC CHARITY	5,000.
ST. JUDE CATHOLIC CHURCH, 92-455 MAKIKILO DRIVE, KAPOLEI, HI 96707	NONE OUTREACH PROGRAM	OTHER PUBLIC CHARITY	10,000.
VALLEY OF THE RAINBOWS, P.O. BOX 1009, WAIANAE, HI 96792	NONE YOUTH LEADERSHIP CONFERENCE	OTHER PUBLIC CHARITY	10,000.
WAIANAE COAST CULTURE AND ARTS, 89-188 FARRINGTON HWY, WAIANAE, HI 96792	NONE PROGRAM SUPPORT	OTHER PUBLIC CHARITY	10,000.
WAIANAE COMMUNITY RE-DEVELOPMENT, P.O. BOX 441, WAIANAE, HI 96792	NONE KE ALA HO'OULU AI EDUCATIONAL PROGRAMS	OTHER PUBLIC CHARITY	25,000.
JAMES CAMPBELL HIGH SCHOOL, 91-180 NORTH ROAD, EWA BEACH, HI 96706	NONE MEDIA PAVILLIAN AND GARDEN STUDENT CENTERES	OTHER PUBLIC CHARITY	20,000.

PROJECT FOCUS HAWAII, INC, P.O. BOX 283074, HONOLULU, HI 96828	NONE	KA HALE HO ALA HOU NO NA WAHINE	OTHER PUBLIC CHARITY	5,000.
KAHIKOLU OHANA HALE O WAIANAE, 85-296 ALA HEMA ST , WAIANAE, HI 96792	NONE	OPERATIONAL START UP PROGRAM	OTHER PUBLIC CHARITY	50,000.
FRIENDS OF HONOULIULI,.P.O. BOX 75593, KAPOLEI, HI 96707	NONE	SIX PERSON OUTRIGGER CANOE	OTHER PUBLIC CHARITY	5,000.
TRUST FOR PUBLIC LAND, 212 MERCHANT ST, STE 320, HONOLULU, HI 96813	NONE	HAWAIIAN ISLANDS PROGRAM	OTHER PUBLIC CHARITY	25,000.
THE SALVATION ARMY, 2950 MANOA ROAD, HONOLULU, HI 96822	NONE	CAPITAL CAMPAIGN KAPOLEI KROC COMMUNITY CENTER	OTHER PUBLIC CHARITY	50,000.
BOYS AND GIRLS CLUB OF HAWAII, 1704 WAIOLA ST, HONOLULU, HI 96826	NONE	NFL YET YOUTH EDUCATIONAL TOWN CENTER	OTHER PUBLIC CHARITY	32,500.
EASTER SEAL SOCIETY, 850 IWILEI RD, HONOLULU, HI 96817	NONE	CAPITAL CAMPAIGN	OTHER PUBLIC CHARITY	50,000.
GOODWILL INDUSTRIES, 2610 KILIHAU STREET, HONOLULU, HI 96819	NONE	BUILDING GOODWILL WORKS CAMPAIGN	OTHER PUBLIC CHARITY	50,000.

HAWAII FOSTER PARENT ASSOCIATION, 111 HEKILI ST #A-261, KAILUA, HI 96734	NONE	E PULAMA NA KEIKI NEWSLETTER	OTHER PUBLIC CHARITY	10,000.
HO'OKAKO'O CORPORATION, P.O. BOX 11685 , HONOLULU, HI 96828	NONE	LEADERSHIP TRAINING, KAMAILE ACADEMY	OTHER PUBLIC CHARITY	20,000.
INTERNATIONAL DYSLEXIA ASSOCIATION 40 YORK RD., 4TH FLOOR, BALTIMORE, MD 21204	NONE	HIDA WORKSHOP	OTHER PUBLIC CHARITY	10,000.
SEAGULL SCHOOLS, 531 FARRINGTON HWY, KAPOLEI, HI 96707	NONE	FINANCIAL ASSISTANCE PROGRAM	OTHER PUBLIC CHARITY	15,000.
WAIANAE HIGH SCHOOL, 85-251 FARRINGTON HWY, WAIANAE, HI 96792	NONE	CHALLENGE DAY PROGRAM	OTHER PUBLIC CHARITY	20,000.
NANAKULI INTERMEDIATE SCHOOL, 89-980 NANKULI AVE, WAIANAE, HI 96792	NONE	PROJECT HALEMALULANI	OTHER PUBLIC CHARITY	9,250.
CATHOLIC CHARITIES HAWAII, 200 N VINEYARD BLVD, 2ND FL, HONOLULU, HI 96817	NONE	MAILILAND HOMELESS PRESCRIPTION DRUG SUBSIDY	OTHER PUBLIC CHARITY	5,000.
HAWAII MEALS ON WHEELS, P.O. BOX 61194, HONOLULU, HI 96839	NONE	DELIVERY OF MEALS EWA COMMUNITY	OTHER PUBLIC CHARITY	5,000.

HONOLULU COMMUNITY ACTION PROGRAM, 33 SOUTH KING ST, STE 300, HONOLULU, HI 9	NONE SUPPORT FOOD BASKET PROGRAM, WAIANAE HEAD START	OTHER PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			651,750.

JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION
2008 AMENDED FORM 990-PF
EXPLANATION OF CHANGES **99-0203078**

THE 2008 FORM 990-PF HAS BEEN AMENDED FOR THE FOLLOWING CHANGES. THE CHANGES WERE MADE DUE TO THE FACT THAT CERTAIN INFORMATION ON THE ORIGINALLY FILED FORM 990-PF WERE INCORRECTLY CLASSIFIED. IN ADDITION, THE 2007 FORM 990-PF HAS ALSO BEEN AMENDED WHICH AFFECTED THE EXCESS DISTRIBUTION CARRYOVER .

	AS AMENDED	AS ORGINALLY FILED	DIFFERENCE
Form 990-PF Page 1 Part I:			
Line 16b Accounting fees, column (a)	13,238	0	13,238
Line 17 Interest, column (a)	6	0	6
Line 23 Other expenses, column (a)	86,214	99,458	(13,244)
Line 23 Other expenses, column (d)	86,214	0	86,214
Line 26 Total expenses, column (d)	737,964	651,750	86,214
Form 990-PF Page 2 Part II:			
Line 10b Investments - corporate stock, column (b)	4,591,538	4,972,936	(381,398)
Line 10b Investments - corporate stock, column (c)	4,591,538	4,972,936	(381,398)
Line 13 Investments - other, column (b)	1,486,604	1,105,206	381,398
Line 13 Investments - other, column (b)	1,486,604	1,105,206	381,398
Form 990-PF Page 3 Part V:			
Line 8 Qualifying distributions from Part XII, line 4	737,964	651,750	86,214

Form 990-PF Page 7 Part III

Line 3 - added information for independent contractors that were paid more than $50,000 on amended return.

Form 990-PF Page 8 Part XII

	AS AMENDED	AS ORGINALLY FILED	DIFFERENCE
Line 1 Amounts paid to accomplish charitable purpose	737,964	651,750	86,214
Line 4 Qualifying distributions	737,964	651,750	86,214
Line 6 Adjusted qualifying distributions	737,964	651,750	86,214

JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION
2008 AMENDED FORM 990-PF
EXPLANATION OF CHANGES (PAGE 2) **99-0203078**

	AS AMENDED	AS ORGINALLY FILED	DIFFERENCE
Form 990-PF Page 9 Part XIII			
Line 3f Excess carryover, to 2008	900,227	647,253	252,974
Line 4 Qualifying distributions	737,964	651,750	86,214
Line 4d Applied to 2008 distributable amount column (d)	737,964	651,750	86,214
Line 5 Excess distribution carryover columns (a) and (d)	70,298	156,512	(86,214)
Line 6a Corpus	829,929	490,741	339,188
Line 8 Excess distributions carryover from 2003 not applied on line 5 or 7	50,108	0	50,108
Line 9 Excess distributions carryover to 2009	779,821	490,741	289,080

Form 990-PF Page 10 Part XV

Line 1 Information regarding foundation managers who have contributed more than 2% of the total contributions received by the foundation have been added on the amended return.

Information for lines 2a, 2b, 2c and 2d have been added on the amended return.

Form 990-PF Schedule B

Information on the schedule of contributors have been added on the amended return.

ALL OF THE CHANGES MADE ON THE AMENDED 990-PF HAD NO IMPACT ON THE EXCISE TAX OR THE OVERPAYMENT APPLIED TO 2009 AS REPORTED ON THE ORIGINALLY FILED FORM 990-PF.