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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

OMB No 1545-0052

2009

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

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

| | | | |
|---|---|--|--|
| Use the IRS label. Otherwise, print or type See Specific Instructions. | Name of foundation CAMPBELL FOUNDATION CARMEN D CAMPBELL, TRUSTEE - C/O LOWRY HILL 10406200 | | A Employer identification number 41-1988560 |
| | Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see page 10 of the instructions) (612) 343-6561 |
| | 90 S. 7TH STREET, SUITE 5300 | | C If exemption application is pending, check here <input type="checkbox"/> |
| | City or town, state, and ZIP code MINNEAPOLIS, MN 55402 | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 10,175,677. | | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> |

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 516,505. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B. | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 216,573. | 216,573. | | STMT 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | -562,078. | | | |
| b Gross sales price for all assets on line 6a | 2,700,358. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 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) (attach schedule) | | | | |
| 11 Other income (attach schedule) | -24,000. | -24,201. | | STMT 2 |
| 12 Total. Add lines 1 through 11 | 147,000. | 192,372. | | |
| 13 Compensation of officers, directors, trustees, etc. | | | | |
| 14 Other employee salaries and wages | | NONE | NONE | |
| 15 Pension plans, employee benefits | | NONE | NONE | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) | | | | |
| c Other professional fees (attach schedule) | 39,147. | 27,403. | | 11,744. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) | 41,473. | 10,354. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | NONE | NONE | |
| 22 Printing and publications | | NONE | NONE | |
| 23 Other expenses (attach schedule) | 244. | 219. | | 25. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 80,864. | 37,976. | NONE | 11,769. |
| 25 Contributions, gifts, grants paid | 360,703. | | | 360,703. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 441,567. | 37,976. | NONE | 372,472. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | -294,567. | | | |
| b Net investment income (if negative, enter -0-) | | 154,396. | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of 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 (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|--|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | 1,293,725. | 927,398. | 927,398. | |
| | 3 | Accounts receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) STMT 6 | 427,893. | 665,358. | 662,377. | |
| | b | Investments - corporate stock (attach schedule) STMT 7 | 7,039,887. | 6,713,028. | 8,110,794. | |
| | c | Investments - corporate bonds (attach schedule) STMT 11 | 401,354. | 301,354. | 324,865. | |
| | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) | | | | |
| | 14 | Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe ▶ STMT 12) | 613,564. | 615,448. | 150,243. | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 9,776,423. | 9,222,586. | 10,175,677. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | 9,776,423. | 9,222,586. | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 | Total net assets or fund balances (see page 17 of the instructions) | 9,776,423. | 9,222,586. | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 9,776,423. | 9,222,586. | | | |

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 | 9,776,423. |
| 2 | Enter amount from Part I, line 27a | 2 | -294,567. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13 | 3 | 5,287. |
| 4 | Add lines 1, 2, and 3 | 4 | 9,487,143. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14 | 5 | 264,557. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 9,222,586. |

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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 SEE PART IV DETAIL | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | 2 | -562,078. | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | | 3 | | |
| If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. | | | | | |

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.

| (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)) |
|---|--|--|---|
| 2008 | 406,026. | 10,641,339. | 0.03815553663 |
| 2007 | 462,692. | 10,484,393. | 0.04413150098 |
| 2006 | 335,354. | 9,496,649. | 0.03531287721 |
| 2005 | 599,783. | 9,052,300. | 0.06625752571 |
| 2004 | 178,354. | 7,337,066. | 0.02430862691 |
| 2 Total of line 1, column (d) | | | 2 0.20816606744 |
| 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 0.04163321349 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | | | 4 8,542,202. |
| 5 Multiply line 4 by line 3 | | | 5 355,639. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 1,544. |
| 7 Add lines 5 and 6 | | | 7 357,183. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 372,472. |

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

| | | | |
|---|-----------------|----|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) | | 1 | 1,544. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | | |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 1,544. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 1,544. |
| 6 Credits/Payments: | | | |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a 20,616. | | |
| b Exempt foreign organizations-tax withheld at source | 6b NONE | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c NONE | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 20,616. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | | 8 | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 9 | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | 10 | 19,072. |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax | 1,544. Refunded | 11 | 17,528. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) STMT 15 | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 16 | 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 page 20 of the 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 N/A | | | | |
| 14 | The books are in care of WELLS FARGO DBA LOWRY HILL Telephone no (612) 316-3900 | | | |
| | Located at 90 S. 7TH STREET, STE 5300, MPLS, MN ZIP + 4 55402 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 | | | |

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

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

| | Yes | No |
|--|-----|----|
| 1a During the year did the foundation (either directly or indirectly) | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 1b | | |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years STMT 17 | | |
| 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 page 20 of the instructions) <input type="checkbox"/> 2b | | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here STMT 17 | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b If "Yes," did it have excess business holdings in 2009 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 2009) <input type="checkbox"/> 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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 2009? <input type="checkbox"/> 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)? (see page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 18 | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| SEE STATEMENT 20 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Total number of other employees paid over \$50,000 ☐ NONE

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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** (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| SEE STATEMENT 21 | | NONE |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments See page 24 of the instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 7,379,610. |
| b | Average of monthly cash balances | 1b | 1,292,676. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | NONE |
| d | Total (add lines 1a, b, and c) | 1d | 8,672,286. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 8,672,286. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 130,084. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 8,542,202. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 427,110. |

Part XI Distributable Amount (see page 25 of the 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 | 427,110. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 1,544. |
| b | Income tax for 2009. (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 1,544. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 425,566. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 425,566. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 425,566. |

Part XII Qualifying Distributions (see page 25 of the 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 | 372,472. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 372,472. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | 5 | 1,544. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 370,928. |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 425,566. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 346,878. | |
| b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u> | | NONE | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004 | NONE | | | |
| b From 2005 | NONE | | | |
| c From 2006 | NONE | | | |
| d From 2007 | NONE | | | |
| e From 2008 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>372,472.</u> | | | | |
| a Applied to 2008, but not more than line 2a | | | 346,878. | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | NONE | | | |
| d Applied to 2009 distributable amount | | | | 25,594. |
| e Remaining amount distributed out of corpus | NONE | | | |
| 5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a)) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | NONE | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | NONE | | |
| e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | 399,972. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | NONE | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | NONE | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | NONE | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | NONE | | | |
| b Excess from 2006 | NONE | | | |
| c Excess from 2007 | NONE | | | |
| d Excess from 2008 | NONE | | | |
| e Excess from 2009 | NONE | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years | | | | (e) Total |
|--|---------------|----------|----------|----------|-----------|
| | (a) 2009 | (b) 2008 | (c) 2007 | (d) 2006 | |
| 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 page 28 of 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).)

JAMES R CAMPBELL

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

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 37 | | | | |
| Total | | | ▶ 3a | 360,703. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Form **990-PF** (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | Excluded by section 512, 513, or 514 | (e) Related or exempt function income (See page 28 of the instructions) |
|---|----------------------|---------------------------|--------------------------------------|---|
| | (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 | 216,573. |
| 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 | | | 1 | -24,201. |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | -562,078. |
| 9 Net income or (loss) from special events | | | | |
| 10 Gross profit or (loss) from sales of inventory . . | | | | |
| 11 Other revenue a _____ | | | | |
| b NONDIVIDEND DISTRI _____ | | | 1 | 201. |
| c _____ | | | | |
| d _____ | | | | |
| e _____ | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | -369,505. |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | -369,505. |

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

[illegible]

| | | | |
|----------|--|--------------|-----------|
| 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? | Yes | No |
| 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. | | |

[illegible]

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

Alvaro Rivas
Signature of officer or trustee

11/2/10
Date

Secretary/Treasurer
Title

Sign Here

| | |
|---|---|
| Paid Preparer's Use Only | (b) (4) - Information not to be disclosed under the provisions of the Freedom of Information Act. |
|---|---|

Preparer's
signature

Febby E Kuhlman

Date _____

10/25/2010

Check if self-employed ☐

Preparer's identifying
number (See Signature on
page 30 of the instructions)
P00353001

Firm's name (or yours if self-employed), address, and ZIP code

KPMG LLP

2020 N CENTRAL AVE, STE 700
PHOENIX, AZ

EIN ► 13-5565207

Phone no 602-776-4746

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, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

CAMPBELL FOUNDATION CARMEN D CAMPBELL,

41-1988560

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not 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 An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

JSA

9E1251 1 000

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10406200

31 -

Name of organization

CAMPBELL FOUNDATION CARMEN D CAMPBELL,

Employer identification number

41-1988560

Part I Contributors (see instructions)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|---|
| 1 | JAMES & CARMEN CAMPBELL 90 SOUTH 7TH STREET, STE 5300 MINNEAPOLIS, MN 55402 | \$ 157,755. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| 2 | JAMES & CARMEN CAMPBELL 90 SOUTH 7TH STREET, STE 5300 MINNEAPOLIS, MN 55402 | \$ 358,750. | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization

CAMPBELL FOUNDATION CARMEN D CAMPBELL,

Employer identification number

41-1988560

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|---|--|----------------------|
| <u>1</u> | 2060 SHS BHP BILLITON _____ _____ _____ | \$ <u>157,755.</u> | <u>12/17/2009</u> |
| <u>2</u> | 8750 SHS VANGUARD EMERG MKTS _____ _____ _____ | \$ <u>358,750.</u> | <u>12/17/2009</u> |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ _____ | \$ _____ | _____ |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 3,737. | |
| 10,470.00 | | 1567. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES 31,698.00 | | | | P | 12/20/2007 | 01/21/2009 |
| | | | | | | | -21,228.00 | |
| 4,296.00 | | 681. AMERICAN REPROGRAPHICS CO PROPERTY TYPE: SECURITIES 11,516.00 | | | | P | 12/18/2007 | 01/22/2009 |
| | | | | | | | -7,220.00 | |
| 19,247.00 | | 900. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES 29,994.00 | | | | P | 09/25/2007 | 04/17/2009 |
| | | | | | | | -10,747.00 | |
| 68,882.00 | | 2800. ANALOG DEVICES INC PROPERTY TYPE: SECURITIES 79,532.00 | | | | P | 04/08/2008 | 06/17/2009 |
| | | | | | | | -10,650.00 | |
| 10,136.00 | | 280. ANSYS INC PROPERTY TYPE: SECURITIES 8,207.00 | | | | P | 03/31/2008 | 08/06/2009 |
| | | | | | | | 1,929.00 | |
| 2,352.00 | | 65. ANSYS INC PROPERTY TYPE: SECURITIES 1,678.00 | | | | P | 07/27/2007 | 08/07/2009 |
| | | | | | | | 674.00 | |
| 12,713.00 | | 305. ANSYS INC PROPERTY TYPE: SECURITIES 7,854.00 | | | | P | 07/27/2007 | 10/12/2009 |
| | | | | | | | 4,859.00 | |
| 25,192.00 | | 300. APACHE CORP PROPERTY TYPE: SECURITIES 20,160.00 | | | | P | 07/14/2005 | 06/09/2009 |
| | | | | | | | 5,032.00 | |
| 7,229.00 | | 100. APACHE CORP PROPERTY TYPE: SECURITIES 5,754.00 | | | | P | 07/14/2005 | 06/26/2009 |
| | | | | | | | 1,475.00 | |
| 18,190.00 | | 921. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES 25,352.00 | | | | P | 06/13/2008 | 09/28/2009 |
| | | | | | | | -7,162.00 | |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 17,787.00 | | 899. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES 24,641.00 | | | | P | 06/12/2008 -6,854.00 | 09/28/2009 |
| 5,388.00 | | 100. C H ROBINSON WORLDWIDE INC PROPERTY TYPE: SECURITIES 5,452.00 | | | | P | 07/14/2008 -64.00 | 06/09/2009 |
| 20,099.00 | | 1000. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 28,241.00 | | | | P | 12/19/2007 -8,142.00 | 06/09/2009 |
| 1,007.00 | | 65. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES 1,124.00 | | | | P | 03/10/2008 -117.00 | 04/30/2009 |
| 3,343.00 | | 219. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES 3,787.00 | | | | P | 03/10/2008 -444.00 | 04/30/2009 |
| 3,271.00 | | 219. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES 3,787.00 | | | | P | 03/10/2008 -516.00 | 05/01/2009 |
| 2,045.00 | | 137. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES 2,363.00 | | | | P | 03/10/2008 -318.00 | 05/01/2009 |
| 3,335.00 | | 156. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES 2,647.00 | | | | P | 03/07/2008 688.00 | 08/21/2009 |
| 4,032.00 | | 189. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES 3,204.00 | | | | P | 03/07/2008 828.00 | 08/21/2009 |
| 76,577.00 | | 4000. DB CONT CAPITAL TRUST V PROPERTY TYPE: SECURITIES 100,000.00 | | | | P | 05/02/2008 -23,423.00 | 05/08/2009 |
| 88,011.00 | | 3100. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 75,590.00 | | | | P | 01/14/2009 12,421.00 | 04/17/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 27,508.00 | | 2300. E M C CORP MASS PROPERTY TYPE: SECURITIES 34,040.00 | | | | P | 04/08/2008 -6,532.00 | 01/08/2009 |
| 54,238.00 | | 4535. E M C CORP MASS PROPERTY TYPE: SECURITIES 57,129.00 | | | | P | 09/11/2007 -2,891.00 | 01/08/2009 |
| 7,328.00 | | 100. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 7,955.00 | | | | P | 02/09/2009 -627.00 | 06/09/2009 |
| 16,584.00 | | 400. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 19,388.00 | | | | P | 09/11/2007 -2,804.00 | 06/09/2009 |
| 11,358.00 | | 300. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES 13,233.00 | | | | P | 07/26/2007 -1,875.00 | 06/26/2009 |
| 200,000.00 | | 200000. FED HOME LN BK PROPERTY TYPE: SECURITIES 200,000.00 | | 5.780% | 8/0 | P | 07/25/2007 | 08/07/2009 |
| 42,323.00 | | 3000. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 106,752.00 | | | | P | 04/08/2008 -64,429.00 | 01/14/2009 |
| 31,037.00 | | 2200. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES 67,427.00 | | | | P | 09/22/2006 -36,390.00 | 01/14/2009 |
| 2,437.00 | | 194. GENTEX CORP PROPERTY TYPE: SECURITIES 3,915.00 | | | | P | 03/23/2004 -1,478.00 | 04/22/2009 |
| 5,161.00 | | 411. GENTEX CORP PROPERTY TYPE: SECURITIES 8,135.00 | | | | P | 06/03/2004 -2,974.00 | 04/22/2009 |
| 9,984.00 | | 699. GENTEX CORP PROPERTY TYPE: SECURITIES 13,181.00 | | | | P | 02/03/2005 -3,197.00 | 07/22/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 20,406.00 | | 1464. GENTEX CORP PROPERTY TYPE: SECURITIES 20,835.00 | | | | P | 06/28/2006 -429.00 | 08/27/2009 |
| 8.00 | | .9167 HSBC HOLDINGS PLC PROPERTY TYPE: SECURITIES | | 3/31/ | | P | 01/15/2008 8.00 | 04/09/2009 |
| 2,366.00 | | 307. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 8,180.00 | | | | P | 04/28/2006 -5,814.00 | 01/21/2009 |
| 3,348.00 | | 455. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 11,511.00 | | | | P | 07/12/2007 -8,163.00 | 01/22/2009 |
| 2,678.00 | | 363. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES 9,148.00 | | | | P | 06/29/2006 -6,470.00 | 01/23/2009 |
| 40,885.00 | | 1500. HOME DEPOT INC PROPERTY TYPE: SECURITIES 55,256.00 | | | | P | 09/11/2007 -14,371.00 | 10/12/2009 |
| 7,858.00 | | 300. ILLINOIS TOOL WORKS INC PROPERTY TYPE: SECURITIES 14,979.00 | | | | P | 04/08/2008 -7,121.00 | 03/09/2009 |
| 10,477.00 | | 400. ILLINOIS TOOL WORKS INC PROPERTY TYPE: SECURITIES 22,608.00 | | | | P | 09/11/2007 -12,131.00 | 03/09/2009 |
| 3,726.00 | | 100. ILLINOIS TOOL WORKS INC PROPERTY TYPE: SECURITIES 4,993.00 | | | | P | 04/08/2008 -1,267.00 | 06/09/2009 |
| 7,277.00 | | 766. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES 10,073.00 | | | | P | 05/09/2008 -2,796.00 | 06/12/2009 |
| 9,707.00 | | 1021. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES 13,427.00 | | | | P | 05/09/2008 -3,720.00 | 06/12/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 9,549.00 | | 1021. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES 13,427.00 | | | | P | 05/09/2008 -3,878.00 | 06/15/2009 |
| 4,783.00 | | 511. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES 6,720.00 | | | | P | 05/09/2008 -1,937.00 | 06/15/2009 |
| 24,167.00 | | 2606. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES 33,345.00 | | | | P | 05/09/2008 -9,178.00 | 06/16/2009 |
| 30,210.00 | | 800. ISHARES DOW JONES SELECT DIVIDEND F PROPERTY TYPE: SECURITIES 36,680.00 | | | | P | 11/06/2008 -6,470.00 | 01/14/2009 |
| 25,026.00 | | 635. ISHARES DOW JONES SELECT DIVIDEND F PROPERTY TYPE: SECURITIES 22,651.00 | | | | P | 06/17/2009 2,375.00 | 08/12/2009 |
| 53,397.00 | | 1265. ISHARES DOW JONES SELECT DIVIDEND PROPERTY TYPE: SECURITIES 45,124.00 | | | | P | 06/17/2009 8,273.00 | 09/18/2009 |
| 8,826.00 | | 105. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES 8,875.00 | | | | P | 12/08/2008 -49.00 | 02/27/2009 |
| 6,726.00 | | 80. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES 6,762.00 | | | | P | 12/08/2008 -36.00 | 03/02/2009 |
| 14,684.00 | | 175. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES 14,784.00 | | | | P | 02/17/2009 -100.00 | 04/22/2009 |
| 7,969.00 | | 95. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES 7,995.00 | | | | P | 04/02/2009 -26.00 | 05/22/2009 |
| 10,714.00 | | 128. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES 10,764.00 | | | | P | 04/02/2009 -50.00 | 08/18/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 4,942.00 | | 59. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES 4,959.00 | | | | P | 04/02/2009 -17.00 | 08/19/2009 |
| 7,371.00 | | 88. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES 7,391.00 | | | | P | 02/06/2009 -20.00 | 08/20/2009 |
| 3,357.00 | | 40. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES 3,360.00 | | | | P | 02/06/2009 -3.00 | 09/28/2009 |
| 8,824.00 | | 105. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES 8,816.00 | | | | P | 04/30/2009 8.00 | 10/30/2009 |
| 12,458.00 | | 149. ISHARES BARCLAYS 1-3 YEAR TREAS BON PROPERTY TYPE: SECURITIES 12,502.00 | | | | P | 04/03/2009 -44.00 | 12/10/2009 |
| 8,371.00 | | 225. ISHARES MSCI EAFE PROPERTY TYPE: SECURITIES 16,988.00 | | | | P | 01/15/2008 -8,617.00 | 03/31/2009 |
| 17,324.00 | | 300. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 20,358.00 | | | | P | 01/15/2008 -3,034.00 | 01/14/2009 |
| 14,357.00 | | 300. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 19,917.00 | | | | P | 04/08/2008 -5,560.00 | 03/11/2009 |
| 4,826.00 | | 1346. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES 22,921.00 | | | | P | 09/28/2007 -18,095.00 | 01/21/2009 |
| 2,635.00 | | 784. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES 13,033.00 | | | | P | 09/21/2007 -10,398.00 | 01/22/2009 |
| 4,135.00 | | 307. MARINER ENERGY INC PROPERTY TYPE: SECURITIES 5,663.00 | | | | P | 06/28/2006 -1,528.00 | 12/10/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-------------------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 364.00 | | 27. MARINER ENERGY INC PROPERTY TYPE: SECURITIES 498.00 | | | | P | 06/28/2006 | 12/10/2009 -134.00 |
| 3,777.00 | | 289. MARINER ENERGY INC PROPERTY TYPE: SECURITIES 5,331.00 | | | | P | 06/28/2006 | 12/11/2009 -1,554.00 |
| 5,543.00 | | 417. MARINER ENERGY INC PROPERTY TYPE: SECURITIES 7,692.00 | | | | P | 06/28/2006 | 12/14/2009 -2,149.00 |
| 9,731.00 | | 752. MARINER ENERGY INC PROPERTY TYPE: SECURITIES 11,036.00 | | | | P | 11/05/2008 | 12/15/2009 -1,305.00 |
| 8,126.00 | | 300. MEDTRONIC INC PROPERTY TYPE: SECURITIES 15,108.00 | | | | P | 04/08/2008 | 03/12/2009 -6,982.00 |
| 5,418.00 | | 200. MEDTRONIC INC PROPERTY TYPE: SECURITIES 10,836.00 | | | | P | 09/11/2007 | 03/12/2009 -5,418.00 |
| 17,950.00 | | 515. MEDTRONIC INC PROPERTY TYPE: SECURITIES 24,469.00 | | | | P | 04/08/2008 | 07/24/2009 -6,519.00 |
| 8,631.00 | | 200. MEDTRONIC INC PROPERTY TYPE: SECURITIES 6,830.00 | | | | P | 06/09/2009 | 12/07/2009 1,801.00 |
| 25,246.00 | | 585. MEDTRONIC INC PROPERTY TYPE: SECURITIES 26,992.00 | | | | P | 03/17/2003 | 12/07/2009 -1,746.00 |
| 8,834.00 | | 675. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES 17,150.00 | | | | P | 01/07/2008 | 03/12/2009 -8,316.00 |
| 7,697.00 | | 310. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES 7,805.00 | | | | P | 01/07/2008 | 08/27/2009 -108.00 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 17,735.00 | | 180. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES 13,103.00 | | | | P | 10/24/2008 4,632.00 | 10/30/2009 |
| 85,992.00 | | 4500. MICROSOFT CORP PROPERTY TYPE: SECURITIES 111,180.00 | | | | P | 04/08/2008 -25,188.00 | 04/14/2009 |
| 67,430.00 | | 3600. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES 119,225.00 | | | | P | 01/15/2008 -51,795.00 | 02/24/2009 |
| 2,275.00 | | 63. MIDDLEBY CORP PROPERTY TYPE: SECURITIES 3,981.00 | | | | P | 07/17/2007 -1,706.00 | 04/02/2009 |
| 3,097.00 | | 86. MIDDLEBY CORP PROPERTY TYPE: SECURITIES 5,403.00 | | | | P | 07/18/2007 -2,306.00 | 04/02/2009 |
| 1,700.00 | | 48. MIDDLEBY CORP PROPERTY TYPE: SECURITIES 3,011.00 | | | | P | 07/18/2007 -1,311.00 | 04/03/2009 |
| 8,244.00 | | 237. MIDDLEBY CORP PROPERTY TYPE: SECURITIES 14,579.00 | | | | P | 11/08/2007 -6,335.00 | 04/03/2009 |
| 5,400.00 | | 100. MOSAIC CO PROPERTY TYPE: SECURITIES 4,302.00 | | | | P | 03/12/2009 1,098.00 | 06/09/2009 |
| 17,511.00 | | 808. NEUSTAR INC PROPERTY TYPE: SECURITIES 17,965.00 | | | | P | 09/05/2008 -454.00 | 07/15/2009 |
| 43,351.00 | | 1100. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES 51,051.00 | | | | P | 01/15/2008 -7,700.00 | 01/14/2009 |
| 11,823.00 | | 300. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES 15,434.00 | | | | P | 09/25/2007 -3,611.00 | 01/14/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 13,789.00 | | 300. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES 6,966.00 | | | | P | 11/26/2008 6,823.00 | 04/30/2009 |
| 18,867.00 | | 495. OMNICOM GROUP PROPERTY TYPE: SECURITIES 24,279.00 | | | | P | 05/12/2008 -5,412.00 | 09/18/2009 |
| 63,596.00 | | 1256. PNC FINANCIAL SERVICES GROUP PROPERTY TYPE: SECURITIES 53,239.00 | | | | P | 05/20/2009 10,357.00 | 10/26/2009 |
| 25,140.00 | | 500. PEPSICO INC PROPERTY TYPE: SECURITIES 35,620.00 | | | | P | 04/08/2008 -10,480.00 | 02/02/2009 |
| 25,140.00 | | 500. PEPSICO INC PROPERTY TYPE: SECURITIES 34,529.00 | | | | P | 09/11/2007 -9,389.00 | 02/02/2009 |
| 41,869.00 | | 3120. PFIZER INC PROPERTY TYPE: SECURITIES 7,946.00 | | | | P | 03/10/2000 33,923.00 | 04/13/2009 |
| 27,701.00 | | 600. QUALCOMM INC PROPERTY TYPE: SECURITIES 24,986.00 | | | | P | 04/08/2008 2,715.00 | 06/09/2009 |
| 6,794.00 | | 674. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES 13,201.00 | | | | P | 07/12/2007 -6,407.00 | 02/06/2009 |
| 39,246.00 | | 3897. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES 25,862.00 | | | | P | 06/29/2006 13,384.00 | 02/06/2009 |
| 8,241.00 | | 100. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES 13,154.00 | | | | P | 05/06/2008 -4,913.00 | 06/09/2009 |
| 13,426.00 | | 200. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES 11,539.00 | | | | P | 02/10/2009 1,887.00 | 10/07/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 26,853.00 | | 400. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES 52,618.00 | | | | P | 05/06/2008 -25,765.00 | 10/07/2009 |
| 7,564.00 | | 100. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES 8,655.00 | | | | P | 11/17/2008 -1,091.00 | 03/12/2009 |
| 28,461.00 | | 300. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES 25,965.00 | | | | P | 11/17/2008 2,496.00 | 06/09/2009 |
| 19,628.00 | | 185. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES 16,552.00 | | | | P | 06/26/2009 3,076.00 | 09/30/2009 |
| 43,426.00 | | 396. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES 42,257.00 | | | | P | 10/22/2009 1,169.00 | 11/19/2009 |
| 25,627.00 | | 234. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES 22,083.00 | | | | P | 10/07/2009 3,544.00 | 11/20/2009 |
| 12,595.00 | | 115. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES 9,953.00 | | | | P | 11/17/2008 2,642.00 | 11/20/2009 |
| 3,556.00 | | 155. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES 5,749.00 | | | | P | 01/26/2006 -2,193.00 | 06/11/2009 |
| 6,880.00 | | 308. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES 10,777.00 | | | | P | 07/12/2007 -3,897.00 | 06/11/2009 |
| 14,279.00 | | 748. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 16,897.00 | | | | P | 01/15/2008 -2,618.00 | 10/08/2009 |
| 4,015.00 | | 225. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES 5,083.00 | | | | P | 01/15/2008 -1,068.00 | 10/22/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|--|--------------------|---------------------------|------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| 22,221.00 | | 2205. TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES 21,668.00 | | | | 08/05/2008 553.00 | 04/03/2009 |
| 23,199.00 | | 2302. TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES 21,535.00 | | | | 10/17/2007 1,664.00 | 04/03/2009 |
| 1.00 | | .1442 TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES 1.00 | | | | 06/22/2005 | 08/17/2009 |
| 9,678.00 | | 300. TARGET CORP PROPERTY TYPE: SECURITIES 15,888.00 | | | | 04/08/2008 -6,210.00 | 02/10/2009 |
| 9,678.00 | | 300. TARGET CORP PROPERTY TYPE: SECURITIES 18,336.00 | | | | 09/11/2007 -8,658.00 | 02/10/2009 |
| 28,783.00 | | 700. TARGET CORP PROPERTY TYPE: SECURITIES 33,988.00 | | | | 04/08/2008 -5,205.00 | 06/09/2009 |
| 19,642.00 | | 3100. TEXTRON INC PROPERTY TYPE: SECURITIES 123,152.00 | | | | 09/19/2008 -103510.00 | 02/04/2009 |
| 43,270.00 | | 700. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES 69,249.00 | | | | 04/08/2008 -25,979.00 | 01/14/2009 |
| 30,907.00 | | 500. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES 57,268.00 | | | | 12/07/2007 -26,361.00 | 01/14/2009 |
| 100,000.00 | | 100000. TOYOTA MOTOR CREDIT 5.300% 12/1 PROPERTY TYPE: SECURITIES 100,000.00 | | | | 06/18/2008 | 12/12/2009 |
| 30,627.00 | | 490. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES 20,115.00 | | | | 01/14/2009 10,512.00 | 09/18/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|-------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 9,898.00 | | 323. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES 14,202.00 | | | | P | 01/07/2008 -4,304.00 | 02/13/2009 |
| 5,852.00 | | 190. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES 7,920.00 | | | | P | 09/27/2004 -2,068.00 | 02/13/2009 |
| 7,646.00 | | 264. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES 10,240.00 | | | | P | 07/28/2004 -2,594.00 | 02/17/2009 |
| 5,550.00 | | 100. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 7,420.00 | | | | P | 09/11/2007 -1,870.00 | 06/09/2009 |
| 56,741.00 | | 2800. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES 55,078.00 | | | | P | 03/11/2009 1,663.00 | 09/18/2009 |
| 1,610.00 | | 87. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 2,948.00 | | | | P | 07/12/2007 -1,338.00 | 03/31/2009 |
| 458.00 | | 25. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 847.00 | | | | P | 06/11/2007 -389.00 | 03/31/2009 |
| 4,558.00 | | 248. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 8,367.00 | | | | P | 06/11/2007 -3,809.00 | 04/01/2009 |
| 2,571.00 | | 140. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 4,553.00 | | | | P | 06/11/2007 -1,982.00 | 04/01/2009 |
| 9,764.00 | | 512. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 15,106.00 | | | | P | 02/27/2007 -5,342.00 | 04/02/2009 |
| 1,076.00 | | 42. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 998.00 | | | | P | 07/22/2008 78.00 | 07/15/2009 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 10,065.00 | | 393. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 11,474.00 | | | | P | 02/27/2007 | 07/15/2009 |
| | | | | | | | -1,409.00 | |
| 9,269.00 | | 304. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES 7,220.00 | | | | P | 07/22/2008 | 08/27/2009 |
| | | | | | | | 2,049.00 | |
| 15,554.00 | | 500. XTO ENERGY INC PROPERTY TYPE: SECURITIES 30,808.00 | | | | P | 07/14/2008 | 03/12/2009 |
| | | | | | | | -15,254.00 | |
| 18,237.00 | | 600. ACCENTURE LTD PROPERTY TYPE: SECURITIES 22,588.00 | | | | P | 01/15/2008 | 06/09/2009 |
| | | | | | | | -4,351.00 | |
| 19,253.00 | | 462. ACCENTURE PLC PROPERTY TYPE: SECURITIES 15,514.00 | | | | P | 01/15/2008 | 12/15/2009 |
| | | | | | | | 3,739.00 | |
| 15,906.00 | | 383. ACCENTURE PLC PROPERTY TYPE: SECURITIES 12,861.00 | | | | P | 01/15/2008 | 12/15/2009 |
| | | | | | | | 3,045.00 | |
| 10,879.00 | | 300. NOBLE CORPORATION PROPERTY TYPE: SECURITIES 4,685.00 | | | | P | 09/16/2002 | 06/09/2009 |
| | | | | | | | 6,194.00 | |
| 9,429.00 | | 300. NOBLE CORPORATION PROPERTY TYPE: SECURITIES 4,685.00 | | | | P | 09/16/2002 | 06/26/2009 |
| | | | | | | | 4,744.00 | |
| 116,784.00 | | 32185. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES 65,050.00 | | | | P | 01/16/2008 | 09/14/2009 |
| | | | | | | | 51,734.00 | |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---------------------------|--------------------------|--------------------------------|------------------------------------|--------------|-----------------------------|-----------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| TOTAL GAIN(LOSS) | | | | | | | ----- -562,078. ===== | |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|-----------------------------|
| US GOVERNMENT INT REPORTED AS NONQUALIFI | 863. | 863. |
| FOREIGN DIVIDENDS | 67,635. | 67,635. |
| DOMESTIC DIVIDENDS | 82,585. | 82,585. |
| CORPORATE INTEREST | 22,225. | 22,225. |
| U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE | 23,060. | 23,060. |
| NONQUALIFIED FOREIGN DIVIDENDS | 6,171. | 6,171. |
| NONQUALIFIED DOMESTIC DIVIDENDS | 14,034. | 14,034. |
| TOTAL | 216,573. | 216,573. |

FORM 990PF, PART I - OTHER INCOME
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| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|---------------------------|--|--------------------------------------|
| NONDIVIDEND DISTRIBUTIONS | 201. | |
| OTHER INCOME | -24,201. | -24,201. |
| | ----- | ----- |
| TOTALS | -24,000. | -24,201. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | CHARITABLE PURPOSES ----- |
|---------------------------------|--|--------------------------------------|---------------------------------|
| CUSTODIAN & MANAGEMENT FEES (A) | 39,147. | 27,403. | 11,744. |
| TOTALS | 39,147. | 27,403. | 11,744. |
| | ===== | ===== | ===== |

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| FOREIGN TAX PAID | 10,354. | 10,354. |
| FED TAX PRIOR YR | 10,503. | |
| FED TAX CURR YR | 20,616. | |
| | ----- | ----- |
| TOTALS | 41,473. | 10,354. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER EXPENSES

=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | CHARITABLE PURPOSES ----- |
|----------------------|--|--------------------------------------|---------------------------------|
| MINN ST FILING FEE | 25. | | 25. |
| MISC INVEST FEES | 219. | 219. | |
| | ----- | ----- | ----- |
| TOTALS | 244. | 219. | 25. |
| | ===== | ===== | ===== |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
 FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
 =====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-------------------------------|-------------------------------|----------------------|
| FED HOME LN BK 09/20/07 | 200,000. | 205,376. |
| FED HOME LN BK 10/30/09 | 200,000. | 190,938. |
| FED NATL MTG ASSN 09/16/09 | 200,000. | 201,188. |
| ISHARES BARCLAYS 1-3 YR TREAS | 65,358. | 64,875. |
| | ----- | ----- |
| TOTALS | 665,358. | 662,377. |
| | ===== | ===== |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
FORM 990PF, PART II - CORPORATE STOCK
=====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------|-------------------------------|----------------------|
| BARRICK GOLD CORP | 41,788. | 36,938. |
| BHP BILLITON LTD-APR | 102,809. | 304,023. |
| MOSAIC CO | 38,717. | 53,757. |
| ABB LTD-ADR | 61,752. | 87,287. |
| ALEXANDER & BALDWIN INC | 54,745. | 49,634. |
| C H ROBINSON WORLDWIDE | 70,871. | 76,349. |
| GRACO INC | 40,322. | 28,627. |
| ILLINOIS TOOS WORKS | 69,222. | 81,583. |
| MIDDLEBY CORP | 36,121. | 42,010. |
| ORBITAL SCIENCES CORP | 36,879. | 39,066. |
| REPUBLIC SERVICES INC | 134,289. | 121,733. |
| STERICYCLE INC | 13,141. | 39,171. |
| UNION PACIFIC CORP | 61,986. | 96,489. |
| UNITED TECHNOLOGIES CORP | 93,227. | 138,820. |
| 3M CO | 97,100. | 107,471. |
| AT & T INC | 130,571. | 95,302. |
| NEUTRAL TANDEM INC | 37,335. | 39,813. |
| TELEFONICA SA-ADR | 109,751. | 157,185. |
| ARBITRON INC | 53,693. | 53,772. |
| ATC TECHNOLOGY CORP | 17,588. | 29,932. |
| GAMESTOP CORP NEW | 44,566. | 40,304. |
| HARTE-HANKS COMM | 43,884. | 32,868. |
| LOWES COS INC | 55,418. | 63,153. |
| MCDONALDS CORP | 81,528. | 87,728. |
| MENS WEARHOUSE INC | 30,424. | 29,063. |
| MORNINGSTAR INC | 19,307. | 31,421. |
| NIKE INC CL B | 74,198. | 109,016. |
| OMNICOM GROUP | 94,379. | 90,241. |
| SCHOOL SPECIALTY INC | 30,511. | 26,653. |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
 FORM 990PF, PART II - CORPORATE STOCK
 =====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-------------------------------|-------------------------------|----------------------|
| SCIENTIFIC GAMES CORP-A | 48,546. | 41,031. |
| TARGET CORP | 46,416. | 76,183. |
| WILEY JOHN & SONS INC | 35,964. | 46,696. |
| COCA COLA CO | 110,353. | 119,700. |
| COLGATE PALMOLIVE CO | 71,170. | 90,365. |
| DEAN FOODS CO | 74,081. | 77,879. |
| DIAGEO PLC-ADR | 148,230. | 150,967. |
| KELLOGG CO | 61,627. | 74,480. |
| NESTLE S.A. REGISTERED SHARES | 141,846. | 233,869. |
| PEPSICO INC | 66,832. | 66,880. |
| APACHE CORP | 30,378. | 61,386. |
| BP PLC-ADR | 83,883. | 110,143. |
| CHEVRON CORP | 95,595. | 92,388. |
| CORE LABORATORIES | 41,361. | 50,555. |
| EXXON MOBIL CORP | 68,205. | 61,371. |
| FMC TECHNOLOGIES | 48,521. | 63,624. |
| NOBLE CORP | 21,862. | 56,980. |
| OCEANEERING INTL | 14,757. | 38,857. |
| TOTAL S.A.-ADR | 138,830. | 144,090. |
| TRANSOCEAN LTD | 66,785. | 83,214. |
| XTO ENERGY INC | 79,721. | 65,142. |
| AFLAC INC | 129,110. | 133,663. |
| ALLSTATE CORP | 84,529. | 92,824. |
| BANK NEW YORK MELLON | 87,792. | 75,519. |
| BERKSHIRE HATHAWAY | 49,722. | 55,862. |
| HSBC-ADR | 84,919. | 82,038. |
| MARKEL HOLDINGS | 44,253. | 56,100. |
| SCHWAB CHARLES CORP NEW | 71,970. | 81,434. |
| TCF FINANCIAL | 38,309. | 38,735. |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
 FORM 990PF, PART II - CORPORATE STOCK
 =====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-----------------------------|-------------------------------|----------------------|
| WRIGHT EXPRESS CORP | 19,675. | 36,129. |
| ABBOTT LABS | 67,923. | 79,635. |
| JOHNSON & JOHNSON | 88,528. | 96,615. |
| MCKESSON CORP | 82,112. | 80,250. |
| MEDCO HEALTH SOLUTIONS | 87,099. | 121,429. |
| MEDNAX INC | 37,600. | 53,197. |
| PHARMACEUTICAL PROD DEV INC | 24,249. | 30,589. |
| QUEST DIAGNOSTICS | 83,529. | 86,826. |
| SANOFI-AVENTIS-ADR | 82,527. | 84,784. |
| THERMO FISHER SCIENTIFIC | 107,165. | 97,765. |
| VCA ANTECH INC | 53,398. | 47,223. |
| ACCENTURE PLC | 64,034. | 106,033. |
| ANSYS INC | 24,412. | 42,156. |
| CISCO SYSTEMS INC | 100,368. | 93,366. |
| DEALERTRACK HLDGS INC | 26,838. | 30,515. |
| GOOGLE INC | 58,953. | 92,997. |
| IBM CORP | 67,804. | 72,650. |
| METTLER-TOLEDO INTL | 28,891. | 44,726. |
| NEUSTAR INC | 34,588. | 39,491. |
| NINTENDO CO LTD-ADR | 115,736. | 103,326. |
| NOKIA CORP-ADR | 97,863. | 59,920. |
| QUALCOMM INC | 74,762. | 87,894. |
| ROFIN SINAR TECH INC | 29,129. | 23,445. |
| SAP AG-ADR | 71,762. | 88,003. |
| TAIWAN SEMICONDUCTOR | 86,998. | 124,524. |
| ZEBRA TECHNOLOGIES | 53,702. | 51,937. |
| EDISON INTL | 99,011. | 114,774. |
| UGI CORP NEW COM | 41,173. | 43,856. |
| XCEL ENERGY INC | 72,444. | 84,880. |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
 FORM 990PF, PART II - CORPORATE STOCK
 =====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-------------------------------|-------------------------------|----------------------|
| KOMATSU JPY 50.0 | 103,681. | 121,531. |
| RECKITT BENCKISER PLC GBP | 77,220. | 161,499. |
| TESCO PLC 5P | 101,267. | 124,995. |
| ISHARES MSCI BRAZIL | 77,038. | 82,071. |
| ISHARES MSCI EAFE | 79,538. | 64,346. |
| ISHARES MSCI JAPAN | 142,858. | 134,295. |
| SPDR TRUST SERIES 1 FD | 85,239. | 95,393. |
| VANGUARD EMERGING MARKETS ETF | 302,225. | 596,345. |
| | ----- | ----- |
| TOTALS | 6,713,028. | 8,110,794. |
| | ===== | ===== |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
 FORM 990PF, PART II - CORPORATE BONDS
 =====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|----------------------|-------------------------------|----------------------|
| BELLSOUTH CORP | 99,468. | 107,099. |
| NUCOR CORP | 100,000. | 107,759. |
| TARGET CORP | 101,886. | 110,007. |
| | ----- | ----- |
| TOTALS | 301,354. | 324,865. |
| | ===== | ===== |

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
 FORM 990PF, PART II - OTHER ASSETS
 =====

41-1988560

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-----------------------|-------------------------------|----------------------|
| MACC LLP | 499,950. | 100. |
| VCFA PRIV EQ PTNRS IV | 115,498. | 150,143. |
| | ----- | ----- |
| TOTALS | 615,448. | 150,243. |
| | ===== | ===== |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

| DESCRIPTION ----- | AMOUNT ----- |
|------------------------------|-----------------|
| INCOME RECEIPT - TIMING DIFF | 5,287. |
| | ----- |
| TOTAL | 5,287. |
| | ===== |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

| DESCRIPTION ----- | AMOUNT ----- |
|--------------------------|-----------------|
| COST VS FMV - STOCK GIFT | 264,557. |
| | ----- |
| TOTAL | 264,557. |
| | ===== |

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

MN

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
=====

NAME AND ADDRESS

JAMES & CARMEN CAMPBELL
90 SOUTH 7TH STREET, STE 5300
MINNEAPOLIS, MN 55402

JAMES & CARMEN CAMPBELL
90 SOUTH 7TH STREET, STE 5300
MINNEAPOLIS, MN 55402

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

This question does not apply. The foundation does not have any undistributed income from prior years.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

CARMEN D. CAMPBELL

ADDRESS:

90 SOUTH 7TH STREET, SUITE 5300

MINNEAPOLIS, MN 55402

TITLE:

PRESIDENT/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JAMES R. CAMPBELL

ADDRESS:

90 SOUTH 7TH STREET, SUITE 5300

MINNEAPOLIS, MN 55402

TITLE:

VICE PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

PETER I. CAMPBELL

ADDRESS:

90 SOUTH 7TH STREET, SUITE 5300

MINNEAPOLIS, MN 55402

TITLE:

VICE PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

KATHRYN A. CAMPBELL

ADDRESS:

90 SOUTH 7TH STREET, SUITE 5300

MINNEAPOLIS, MN 55402

TITLE:

VICE PRES/DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

LAURIE RIVARD

ADDRESS:

90 SOUTH 7TH STREET, SUITE 5300
MINNEAPOLIS, MN 55402

TITLE:

SECRETARY/TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

CAMPBELL FOUNDATION CARMEN D CAMPBELL,

41-1988560

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

STATEMENT 20

CAMPBELL FOUNDATION CARMEN D CAMPBELL,

41-1988560

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:
NONE

STATEMENT 21

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56 -

RECIPIENT NAME:
STUDENTS TODAY LEADERS
FOREVER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
MINNEAPOLIS INSTITUTE OF ARTS
ARTS
ADDRESS:
2400 THIRD AVE SOUTH
MINNEAPOLIS, MN 55404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
MENTORING PARTNERSHIP
OF MINNESOTA
ADDRESS:
81 SOUTH 9TH ST #200
MINNEAPOLIS, MN 55402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ADOPTION OPTION COMMITTEE
ADDRESS:
P.O. BOX 24132
MINNEAPOLIS, MN 55424
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
TRUST FOR PUBLIC LAND
IN MINNESOTA
ADDRESS:
2610 UNIVERSITY AVE #300
ST PAUL, MN 55114
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CHILDREN'S HOME SOCIETY
OF MINNESOTA
ADDRESS:
2230 COMO AVE
ST PAUL, MN 55108-1798
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 27,500.

RECIPIENT NAME:
MINNEAPOLIS HEART INST
ADDRESS:
920 E 28TH ST
MINNEAPOLIS, MN 55407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ANNUAL CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MINNESOTA LANDSCAPE
ARBORETUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MINNESOTA ZOO FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PLANNED PARENTHOOD OF
MINNESOTA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CLAREMONT MCKENNA COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

GIVENS FOUNDATION FOR
AFRICAN AMERICAN LITERATURE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

1% CLUB

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WOMEN'S ADVOCATES ORG
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,153.

RECIPIENT NAME:
DEEP PORTAGE FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
TREE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,200.

RECIPIENT NAME:
WESTMINSTER PRESBYTERIAN
CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,150.

RECIPIENT NAME:
BARNARD CENTER FOR
TODDLER DEVELOPMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
OPEN ARMS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
MINNESOTA PUBLIC RADIO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
OPPORTUNITY PARTNERS
ANNUAL FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 13,500.

RECIPIENT NAME:
NORTHLAND AREA FAMILY
SERVICE CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BCCA SCHOLARSHIP FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
TWIN CITIES PUBLIC TV
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
MAYO CLINIC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:

MINNESOTA ORCHESTRAL
ASSOCIATION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 9,500.

RECIPIENT NAME:

WESTMINSTER TOWN HALL
FORUM

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

PHILHARMONIC CENTER FOR
THE ARTS

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

WILDLIFE REHABILITATION
CENTER OF MN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
UNIVERSITY OF MINNESOTA
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ALZHEIMERS ASSN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 61,000.

RECIPIENT NAME:
SEASONS HOSPICE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CROHN'S & COLITIS
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NORTHWEST MN FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
MINNESOTA HISTORICAL
SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
NEIGHBORHOOD DEVELOPMENT
CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
CAMP OLSON YMCA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
CORNERSTONE ADVOCACY
SERVICES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 11,000.

RECIPIENT NAME:
ACHIEVE! MINNEAPOLIS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
THE IMOKALEE FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 43,200.

RECIPIENT NAME:
PLYMOUTH CHURCH
NEIGHBORHOOD FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
EAST ST. OLAF LUTHERAN CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE ITASCA PROJECT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
YOUTH FRONTIERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
COMMUNITY INVOLVEMENT
PROGRAMS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
RONALD MCDONALD CARE
MOBILE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NCH HEALTHCARE FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
DEE & GORDON SPRENGER
EDUCATION FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
AMERICAN RED CROSS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JEREMIAH PROGRAM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
BYRON UNITED METHODIST
CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
HENNEPIN THEATRE TRUST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 750.

RECIPIENT NAME:
VANDERBILT PRESBYTERIAN
CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
WESTMINSTER COUNSELING
CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MINNESOTA SHUBERT CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 12,500.

RECIPIENT NAME:
CHILDREN'S HOSPITALS &
CLINICS OF MINN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 36,000.

CAMPBELL FOUNDATION CARMEN D CAMPBELL, 41-1988560
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

WALKER ART CENTER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

360,703.

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STATEMENT 37

CAMPBELL FOUNDATION CARMEN D CAMPBELL,
Schedule D Detail of Short-term Capital Gains and Losses

41-1988560

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Short-term Gain/Loss |
|--|------------------|--------------|----------------------|------------------------|-------------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT | | | | | |
| PURPOSES | | | | | |
| 100. C H ROBINSON | 07/14/2008 | 06/09/2009 | 5,388.00 | 5,452.00 | -64.00 |
| 3100. DU PONT E I DE | 01/14/2009 | 04/17/2009 | 88,011.00 | 75,590.00 | 12,421.00 |
| 2300. E M C CORP MASS | 04/08/2008 | 01/08/2009 | 27,508.00 | 34,040.00 | -6,532.00 |
| 100. EXXON MOBIL | 02/09/2009 | 06/09/2009 | 7,328.00 | 7,955.00 | -627.00 |
| 3000. GENERAL ELECTRIC CO | 04/08/2008 | 01/14/2009 | 42,323.00 | 106,752.00 | -64,429.00 |
| 300. ILLINOIS TOOL WORKS | 04/08/2008 | 03/09/2009 | 7,858.00 | 14,979.00 | -7,121.00 |
| 800. ISHARES DOW JONES | 11/06/2008 | 01/14/2009 | 30,210.00 | 36,680.00 | -6,470.00 |
| 635. ISHARES DOW JONES | 06/17/2009 | 08/12/2009 | 25,026.00 | 22,651.00 | 2,375.00 |
| 1265. ISHARES DOW JONES | | | | | |
| SELECT DIVIDEND FD | 06/17/2009 | 09/18/2009 | 53,397.00 | 45,124.00 | 8,273.00 |
| 105. ISHARES BARCLAYS 1-3 | 12/08/2008 | 02/27/2009 | 8,826.00 | 8,875.00 | -49.00 |
| 80. ISHARES BARCLAYS 1-3 | 12/08/2008 | 03/02/2009 | 6,726.00 | 6,762.00 | -36.00 |
| 175. ISHARES BARCLAYS 1-3 | 02/17/2009 | 04/22/2009 | 14,684.00 | 14,784.00 | -100.00 |
| 95. ISHARES BARCLAYS 1-3 | 04/02/2009 | 05/22/2009 | 7,969.00 | 7,995.00 | -26.00 |
| 128. ISHARES BARCLAYS 1-3 | 04/02/2009 | 08/18/2009 | 10,714.00 | 10,764.00 | -50.00 |
| 59. ISHARES BARCLAYS 1-3 | 04/02/2009 | 08/19/2009 | 4,942.00 | 4,959.00 | -17.00 |
| 88. ISHARES BARCLAYS 1-3 | 02/06/2009 | 08/20/2009 | 7,371.00 | 7,391.00 | -20.00 |
| 40. ISHARES BARCLAYS 1-3 | 02/06/2009 | 09/28/2009 | 3,357.00 | 3,360.00 | -3.00 |
| 105. ISHARES BARCLAYS 1-3 | 04/30/2009 | 10/30/2009 | 8,824.00 | 8,816.00 | 8.00 |
| 149. ISHARES BARCLAYS 1-3 | 04/03/2009 | 12/10/2009 | 12,458.00 | 12,502.00 | -44.00 |
| 300. JOHNSON & JOHNSON | 01/15/2008 | 01/14/2009 | 17,324.00 | 20,358.00 | -3,034.00 |
| 300. JOHNSON & JOHNSON | 04/08/2008 | 03/11/2009 | 14,357.00 | 19,917.00 | -5,560.00 |
| 300. MEDTRONIC INC | 04/08/2008 | 03/12/2009 | 8,126.00 | 15,108.00 | -6,982.00 |
| 200. MEDTRONIC INC | 06/09/2009 | 12/07/2009 | 8,631.00 | 6,830.00 | 1,801.00 |
| 100. MOSAIC CO | 03/12/2009 | 06/09/2009 | 5,400.00 | 4,302.00 | 1,098.00 |
| 808. NEUSTAR INC | 09/05/2008 | 07/15/2009 | 17,511.00 | 17,965.00 | -454.00 |
| 1100. NORFOLK SOUTHERN | 01/15/2008 | 01/14/2009 | 43,351.00 | 51,051.00 | -7,700.00 |
| 300. OCEANEERING INTL INC | 11/26/2008 | 04/30/2009 | 13,789.00 | 6,966.00 | 6,823.00 |
| 1256. PNC FINANCIAL | 05/20/2009 | 10/26/2009 | 63,596.00 | 53,239.00 | 10,357.00 |
| 500. PEPSICO INC | 04/08/2008 | 02/02/2009 | 25,140.00 | 35,620.00 | -10,480.00 |
| 200. RESEARCH IN MOTION | 02/10/2009 | 10/07/2009 | 13,426.00 | 11,539.00 | 1,887.00 |
| 100. SPDR S & P 500 ETF | 11/17/2008 | 03/12/2009 | 7,564.00 | 8,655.00 | -1,091.00 |
| Totals | | | | | |

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41-1988560

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CAMPBELL FOUNDATION CARMEN D CAMPBELL,
Schedule D Detail of Long-term Capital Gains and Losses

41-1988560

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|---|------------------|--------------|----------------------|------------------------|------------------------|
| CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES | | | | | |
| 1567. AMERICAN REPROGRAPHI | 12/20/2007 | 01/21/2009 | 10,470.00 | 31,698.00 | -21,228.00 |
| 681. AMERICAN REPROGRAPHIC | 12/18/2007 | 01/22/2009 | 4,296.00 | 11,516.00 | -7,220.00 |
| 900. ANALOG DEVICES INC | 09/25/2007 | 04/17/2009 | 19,247.00 | 29,994.00 | -10,747.00 |
| 2800. ANALOG DEVICES INC | 04/08/2008 | 06/17/2009 | 68,882.00 | 79,532.00 | -10,650.00 |
| 280. ANSYS INC | 03/31/2008 | 08/06/2009 | 10,136.00 | 8,207.00 | 1,929.00 |
| 65. ANSYS INC | 07/27/2007 | 08/07/2009 | 2,352.00 | 1,678.00 | 674.00 |
| 305. ANSYS INC | 07/27/2007 | 10/12/2009 | 12,713.00 | 7,854.00 | 4,859.00 |
| 300. APACHE CORP | 07/14/2005 | 06/09/2009 | 25,192.00 | 20,160.00 | 5,032.00 |
| 100. APACHE CORP | 07/14/2005 | 06/26/2009 | 7,229.00 | 5,754.00 | 1,475.00 |
| 921. BE AEROSPACE INC COM | 06/13/2008 | 09/28/2009 | 18,190.00 | 25,352.00 | -7,162.00 |
| 899. BE AEROSPACE INC COM | 06/12/2008 | 09/28/2009 | 17,787.00 | 24,641.00 | -6,854.00 |
| 1000. CISCO SYSTEMS INC | 12/19/2007 | 06/09/2009 | 20,099.00 | 28,241.00 | -8,142.00 |
| 65. DEALERTRACK HLDGS INC | 03/10/2008 | 04/30/2009 | 1,007.00 | 1,124.00 | -117.00 |
| 219. DEALERTRACK HLDGS INC | 03/10/2008 | 04/30/2009 | 3,343.00 | 3,787.00 | -444.00 |
| 219. DEALERTRACK HLDGS INC | 03/10/2008 | 05/01/2009 | 3,271.00 | 3,787.00 | -516.00 |
| 137. DEALERTRACK HLDGS INC | 03/10/2008 | 05/01/2009 | 2,045.00 | 2,363.00 | -318.00 |
| 156. DEALERTRACK HLDGS INC | 03/07/2008 | 08/21/2009 | 3,335.00 | 2,647.00 | 688.00 |
| 189. DEALERTRACK HLDGS INC | 03/07/2008 | 08/21/2009 | 4,032.00 | 3,204.00 | 828.00 |
| 4000. DB CONT CAPITAL | 05/02/2008 | 05/08/2009 | 76,577.00 | 100,000.00 | -23,423.00 |
| 4535. E M C CORP MASS | 09/11/2007 | 01/08/2009 | 54,238.00 | 57,129.00 | -2,891.00 |
| 400. FMC TECHNOLOGIES INC | 09/11/2007 | 06/09/2009 | 16,584.00 | 19,388.00 | -2,804.00 |
| 300. FMC TECHNOLOGIES INC | 07/26/2007 | 06/26/2009 | 11,358.00 | 13,233.00 | -1,875.00 |
| 200000. FED HOME LN BK | | | | | |
| 5.780% 8/07/14 | 07/25/2007 | 08/07/2009 | 200,000.00 | 200,000.00 | |
| 2200. GENERAL ELECTRIC CO | 09/22/2006 | 01/14/2009 | 31,037.00 | 67,427.00 | -36,390.00 |
| 194. GENTEX CORP | 03/23/2004 | 04/22/2009 | 2,437.00 | 3,915.00 | -1,478.00 |
| 411. GENTEX CORP | 06/03/2004 | 04/22/2009 | 5,161.00 | 8,135.00 | -2,974.00 |
| 699. GENTEX CORP | 02/03/2005 | 07/22/2009 | 9,984.00 | 13,181.00 | -3,197.00 |
| 1464. GENTEX CORP | 06/28/2006 | 08/27/2009 | 20,406.00 | 20,835.00 | -429.00 |
| .9167 HSBC HOLDINGS PLC | | | | | |
| 3/31/09 | 01/15/2008 | 04/09/2009 | 8.00 | | 8.00 |
| 307. HARTE-HANKS | 04/28/2006 | 01/21/2009 | 2,366.00 | 8,180.00 | -5,814.00 |
| Totals | | | | | |

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CAMPBELL FOUNDATION CARMEN D CAMPBELL,
Schedule D Detail of Long-term Capital Gains and Losses

41-1988560

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|----------------------------|------------------|--------------|----------------------|------------------------|------------------------|
| 455. HARTE-HANKS | 07/12/2007 | 01/22/2009 | 3,348.00 | 11,511.00 | -8,163.00 |
| 363. HARTE-HANKS | 06/29/2006 | 01/23/2009 | 2,678.00 | 9,148.00 | -6,470.00 |
| 1500. HOME DEPOT INC | 09/11/2007 | 10/12/2009 | 40,885.00 | 55,256.00 | -14,371.00 |
| 400. ILLINOIS TOOL WORKS | 09/11/2007 | 03/09/2009 | 10,477.00 | 22,608.00 | -12,131.00 |
| 100. ILLINOIS TOOL WORKS | 04/08/2008 | 06/09/2009 | 3,726.00 | 4,993.00 | -1,267.00 |
| 766. ISHARES MSCI JAPAN | 05/09/2008 | 06/12/2009 | 7,277.00 | 10,073.00 | -2,796.00 |
| 1021. ISHARES MSCI JAPAN | 05/09/2008 | 06/12/2009 | 9,707.00 | 13,427.00 | -3,720.00 |
| 1021. ISHARES MSCI JAPAN | 05/09/2008 | 06/15/2009 | 9,549.00 | 13,427.00 | -3,878.00 |
| 511. ISHARES MSCI JAPAN | 05/09/2008 | 06/15/2009 | 4,783.00 | 6,720.00 | -1,937.00 |
| 2606. ISHARES MSCI JAPAN | 05/09/2008 | 06/16/2009 | 24,167.00 | 33,345.00 | -9,178.00 |
| 225. ISHARES MSCI EAFE | 01/15/2008 | 03/31/2009 | 8,371.00 | 16,988.00 | -8,617.00 |
| 1346. KEY ENERGY SERVICES | 09/28/2007 | 01/21/2009 | 4,826.00 | 22,921.00 | -18,095.00 |
| 784. KEY ENERGY SERVICES | 09/21/2007 | 01/22/2009 | 2,635.00 | 13,033.00 | -10,398.00 |
| 307. MARINER ENERGY INC | 06/28/2006 | 12/10/2009 | 4,135.00 | 5,663.00 | -1,528.00 |
| 27. MARINER ENERGY INC | 06/28/2006 | 12/10/2009 | 364.00 | 498.00 | -134.00 |
| 289. MARINER ENERGY INC | 06/28/2006 | 12/11/2009 | 3,777.00 | 5,331.00 | -1,554.00 |
| 417. MARINER ENERGY INC | 06/28/2006 | 12/14/2009 | 5,543.00 | 7,692.00 | -2,149.00 |
| 752. MARINER ENERGY INC | 11/05/2008 | 12/15/2009 | 9,731.00 | 11,036.00 | -1,305.00 |
| 200. MEDTRONIC INC | 09/11/2007 | 03/12/2009 | 5,418.00 | 10,836.00 | -5,418.00 |
| 515. MEDTRONIC INC | 04/08/2008 | 07/24/2009 | 17,950.00 | 24,469.00 | -6,519.00 |
| 585. MEDTRONIC INC | 03/17/2003 | 12/07/2009 | 25,246.00 | 26,992.00 | -1,746.00 |
| 675. MENS WEARHOUSE INC | 01/07/2008 | 03/12/2009 | 8,834.00 | 17,150.00 | -8,316.00 |
| 310. MENS WEARHOUSE INC | 01/07/2008 | 08/27/2009 | 7,697.00 | 7,805.00 | -108.00 |
| 180. METTLER-TOLEDO INTL | 10/24/2008 | 10/30/2009 | 17,735.00 | 13,103.00 | 4,632.00 |
| 4500. MICROSOFT CORP | 04/08/2008 | 04/14/2009 | 85,992.00 | 111,180.00 | -25,188.00 |
| 3600. MICROCHIP TECHNOLOGY | 01/15/2008 | 02/24/2009 | 67,430.00 | 119,225.00 | -51,795.00 |
| 63. MIDDLEBY CORP | 07/17/2007 | 04/02/2009 | 2,275.00 | 3,981.00 | -1,706.00 |
| 86. MIDDLEBY CORP | 07/18/2007 | 04/02/2009 | 3,097.00 | 5,403.00 | -2,306.00 |
| 48. MIDDLEBY CORP | 07/18/2007 | 04/03/2009 | 1,700.00 | 3,011.00 | -1,311.00 |
| 237. MIDDLEBY CORP | 11/08/2007 | 04/03/2009 | 8,244.00 | 14,579.00 | -6,335.00 |
| 300. NORFOLK SOUTHERN CORP | 09/25/2007 | 01/14/2009 | 11,823.00 | 15,434.00 | -3,611.00 |
| 495. OMNICOM GROUP | 05/12/2008 | 09/18/2009 | 18,867.00 | 24,279.00 | -5,412.00 |
| 500. PEPSICO INC | 09/11/2007 | 02/02/2009 | 25,140.00 | 34,529.00 | -9,389.00 |
| 3120. PFIZER INC | 03/10/2000 | 04/13/2009 | 41,869.00 | 7,946.00 | 33,923.00 |
| 600. QUALCOMM INC | 04/08/2008 | 06/09/2009 | 27,701.00 | 24,986.00 | 2,715.00 |
| Totals | | | | | |

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CAMPBELL FOUNDATION CARMEN D CAMPBELL,
Schedule D Detail of Long-term Capital Gains and Losses

41-1988560

| Description | Date Acquired | Date Sold | Gross Sales Price | Cost or Other Basis | Long-term Gain/Loss |
|----------------------------|------------------|--------------|----------------------|------------------------|------------------------|
| 674. REGAL ENTERTAINMENT | 07/12/2007 | 02/06/2009 | 6,794.00 | 13,201.00 | -6,407.00 |
| 3897. REGAL ENTERTAINMENT | 06/29/2006 | 02/06/2009 | 39,246.00 | 25,862.00 | 13,384.00 |
| 100. RESEARCH IN MOTION | 05/06/2008 | 06/09/2009 | 8,241.00 | 13,154.00 | -4,913.00 |
| 400. RESEARCH IN MOTION | 05/06/2008 | 10/07/2009 | 26,853.00 | 52,618.00 | -25,765.00 |
| 115. SPDR S & P 500 ETF | 11/17/2008 | 11/20/2009 | 12,595.00 | 9,953.00 | 2,642.00 |
| 155. SCHOOL SPECIALTY INC | 01/26/2006 | 06/11/2009 | 3,556.00 | 5,749.00 | -2,193.00 |
| 308. SCHOOL SPECIALTY INC | 07/12/2007 | 06/11/2009 | 6,880.00 | 10,777.00 | -3,897.00 |
| 748. SCHWAB CHARLES CORP | 01/15/2008 | 10/08/2009 | 14,279.00 | 16,897.00 | -2,618.00 |
| 225. SCHWAB CHARLES CORP | 01/15/2008 | 10/22/2009 | 4,015.00 | 5,083.00 | -1,068.00 |
| 2302. TAIWAN SEMICONDUCTOR | | | | | |
| MANUFACTU - ADR | 10/17/2007 | 04/03/2009 | 23,199.00 | 21,535.00 | 1,664.00 |
| .1442 TAIWAN SEMICONDUCTOR | | | | | |
| MANUFACTU - ADR | 06/22/2005 | 08/17/2009 | 1.00 | 1.00 | |
| 300. TARGET CORP | 09/11/2007 | 02/10/2009 | 9,678.00 | 18,336.00 | -8,658.00 |
| 700. TARGET CORP | 04/08/2008 | 06/09/2009 | 28,783.00 | 33,988.00 | -5,205.00 |
| 500. TOYOTA MOTOR | 12/07/2007 | 01/14/2009 | 30,907.00 | 57,268.00 | -26,361.00 |
| 100000. TOYOTA MOTOR | | | | | |
| CREDIT 5.300% 12/12/16 | 06/18/2008 | 12/12/2009 | 100,000.00 | 100,000.00 | |
| 323. UNITED STATIONERS INC | 01/07/2008 | 02/13/2009 | 9,898.00 | 14,202.00 | -4,304.00 |
| 190. UNITED STATIONERS INC | 09/27/2004 | 02/13/2009 | 5,852.00 | 7,920.00 | -2,068.00 |
| 264. UNITED STATIONERS INC | 07/28/2004 | 02/17/2009 | 7,646.00 | 10,240.00 | -2,594.00 |
| 100. UNITED TECHNOLOGIES | 09/11/2007 | 06/09/2009 | 5,550.00 | 7,420.00 | -1,870.00 |
| 87. WRIGHT EXPRESS CORP | 07/12/2007 | 03/31/2009 | 1,610.00 | 2,948.00 | -1,338.00 |
| 25. WRIGHT EXPRESS CORP | 06/11/2007 | 03/31/2009 | 458.00 | 847.00 | -389.00 |
| 248. WRIGHT EXPRESS CORP | 06/11/2007 | 04/01/2009 | 4,558.00 | 8,367.00 | -3,809.00 |
| 140. WRIGHT EXPRESS CORP | 06/11/2007 | 04/01/2009 | 2,571.00 | 4,553.00 | -1,982.00 |
| 512. WRIGHT EXPRESS CORP | 02/27/2007 | 04/02/2009 | 9,764.00 | 15,106.00 | -5,342.00 |
| 393. WRIGHT EXPRESS CORP | 02/27/2007 | 07/15/2009 | 10,065.00 | 11,474.00 | -1,409.00 |
| 304. WRIGHT EXPRESS CORP | 07/22/2008 | 08/27/2009 | 9,269.00 | 7,220.00 | 2,049.00 |
| 600. ACCENTURE LTD | 01/15/2008 | 06/09/2009 | 18,237.00 | 22,588.00 | -4,351.00 |
| 462. ACCENTURE PLC | 01/15/2008 | 12/15/2009 | 19,253.00 | 15,514.00 | 3,739.00 |
| 383. ACCENTURE PLC | 01/15/2008 | 12/15/2009 | 15,906.00 | 12,861.00 | 3,045.00 |
| 300. NOBLE CORPORATION | 09/16/2002 | 06/09/2009 | 10,879.00 | 4,685.00 | 6,194.00 |
| 300. NOBLE CORPORATION | 09/16/2002 | 06/26/2009 | 9,429.00 | 4,685.00 | 4,744.00 |
| 32185. WAL MART DE MEXICO | 01/16/2008 | 09/14/2009 | 116,784.00 | 65,050.00 | 51,734.00 |
| Totals | | | | | |

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FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

3,737.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

3,737.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

3,737.00

=====

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

| | | |
|--|---|--------------------------------|
| Type or print File by the due date for filing your return. See instructions. | Name of Exempt Organization CAMPBELL FOUNDATION CARMEN D | Employer identification number |
| | CAMPBELL, TRUSTEE - C/O LOWRY HILL 1 | 41-1988560 |
| | Number, street, and room or suite no. If a P.O. box, see instructions | |
| | 90 S. 7TH STREET, SUITE 5300 | |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions | | |
| MINNEAPOLIS, MN 55402 | | |

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ **WELLS FARGO DBA LOWRY HILL**

Telephone No. ▶ **(612) 316-3900**

FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/16, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 - ▶ ☒ calendar year **2009** or
 - ▶ ☐ tax year beginning _____, _____, and ending _____, _____.

- If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

| | | |
|---|-----------|-------------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | \$ 3,248. |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ 20,616. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ _____ |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

| | | | | |
|--|---|------------------------------|--------------------------------|------------|
| Type or print File by the extended due date for filing the return. See instructions | Name of Exempt Organization | CAMPBELL FOUNDATION CARMEN D | Employer identification number | 41-1988560 |
| | CAMPBELL, TRUSTEE - C/O LOWRY HILL 1 | | For IRS use only | |
| | Number, street, and room or suite no. If a P.O. box, see instructions | 90 S. 7TH STREET, SUITE 5300 | | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | MINNEAPOLIS, MN 55402 | | |

Check type of return to be filed (File a separate application for each return):

| | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

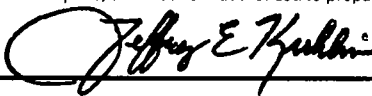
- The books are in the care of **WELLS FARGO DBA LOWRY HILL**
Telephone No. **(612) 316-3900** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **11/15/2010**
- For calendar year **2009**, or other tax year beginning , and ending
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS REQUIRED TO GATHER ALL NEEDED INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN**

| | | | |
|---|-----------|----|---------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 8a | \$ | 3,244. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 | 8b | \$ | 20,616. |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions | 8c | \$ | |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title Date **07/28/2010**

Form **8868** (Rev. 4-2009)

KPMG LLP

2020 N CENTRAL AVE, STE 700

PHOENIX, AZ 85004

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