Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

A Employer identification number
99-0203078

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

B Telephone number
808-674-3167

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

C If exemption application is pending, check here ▶☐
D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,490,988.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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).)

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	803,215.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8,139.	8,139.		STATEMENT 1
	4	Dividends and interest from securities	329,731.	329,731.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	511,877.			
	b	Gross sales price for all assets on line 6a 1,541,759.				
	7	Capital gain net income (from Part IV, line 2)		511,877.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	17,497.	17,497.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,670,459.	867,244.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	14,974.	0.		0.
	c	Other professional fees STMT 5	133,268.	133,268.		0.
	17	Interest	37,461.	37,461.		0.
	18	Taxes STMT 6	6,000.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	99,755.	0.		99,755.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	291,458.	170,729.		99,755.
	25	Contributions, gifts, grants paid	588,000.			588,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	879,458.	170,729.		687,755.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	791,001.			
	b	**Net investment income** (if negative, enter -0-)		696,515.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,693,847.	831,102.	831,102.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	4,591,538.	5,173,628.	5,173,628.
	c Investments - corporate bonds STMT 10	2,479,903.	4,193,129.	4,193,129.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,486,604.	7,203,847.	7,203,847.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	7,215.	89,282.	89,282.
	16 **Total assets** (to be completed by all filers)	14,259,107.	17,490,988.	17,490,988.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	14,259,107.	17,490,988.	
	30 **Total net assets or fund balances**	14,259,107.	17,490,988.	
	31 **Total liabilities and net assets/fund balances**	14,259,107.	17,490,988.	

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	14,259,107.
2	Enter amount from Part I, line 27a	2	791,001.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,440,880.
4	Add lines 1, 2, and 3	4	17,490,988.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,490,988.

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	VANGUARD `INTER-TERM TREASURY	P	11/25/08	06/10/09
b	ABERDEEN EMERGING MARKET FUND	P	12/09/08	06/15/09
c	HARBOR INTERNATIONAL FUND	P	11/06/08	06/10/09
d	HARBOR INTERNATIONAL FUND	P	VARIOUS	12/28/09
e	CAPITAL GAINS DIVIDENDS			

	(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	100,000.		105,521.	<5,521.>
b	250,000.		172,973.	77,027.
c	150,000.		129,250.	20,750.
d	900,000.		622,138.	277,862.
e	141,759.			141,759.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<5,521.>
b				77,027.
c				20,750.
d				277,862.
e				141,759.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	511,877.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	737,964.	16,258,353.	.045390
2007	704,028.	14,560,618.	.048352
2006	777,307.	15,901,447.	.048883
2005	944,498.	14,150,995.	.066744
2004	834,288.	13,407,103.	.062227

2	**Total** of line 1, column (d)	2	.271596
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	.054319
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,005,798.
5	Multiply line 4 by line 3	5	815,100.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,965.
7	Add lines 5 and 6	7	822,065.
8	Enter qualifying distributions from Part XII, line 4	8	687,755.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	13,930.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	13,930.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	13,930.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	17,301.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	17,301.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,371.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	3,371.	**Refunded** ▶	11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

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

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

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

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

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET, BOSTON, MA 02110-2112	CONSULTING	89,635.

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,951,212.
b	Average of monthly cash balances	1b	283,101.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,234,313.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,234,313.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	228,515.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,005,798.
6	**Minimum investment return.** Enter 5% of line 5	6	750,290.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	750,290.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 13,930.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	13,930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	736,360.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	736,360.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	736,360.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	687,755.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	687,755.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	687,755.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				736,360.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 180,838.				
b From 2005 250,113.				
c From 2006 269,811.				
d From 2007 79,059.				
e From 2008				
f **Total** of lines 3a through e	779,821.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 687,755.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				687,755.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	48,605.			48,605.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	731,216.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	132,233.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	598,983.			
10 Analysis of line 9:				
a Excess from 2005 250,113.				
b Excess from 2006 269,811.				
c Excess from 2007 79,059.				
d Excess from 2008				
e Excess from 2009				

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 14

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

NONE

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

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

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

SEE STATEMENT 15

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 16				
Total			▶ 3a	588,000.
b Approved for future payment				
SALVATION ARMY 2950 MANOA ROAD HONOLULU, HI 96822	NONE	OTHER PUBLIC CHARITY	KROC COMMUNITY CENTER	50,000.
MALAMA LEARNING CENTER P.O. BOX 75467 KAPOLEI, HI 96707	NONE	OTHER PUBLIC CHARITY	CAPITAL CAMPAIGN	100,000.
Total			▶ 3b	150,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,139.	
4 Dividends and interest from securities			14	329,731.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	17,497.	
8 Gain or (loss) from sales of assets other than inventory			18	511,877.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		867,244.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 867,244.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/12/10 Title: Asst Secretary

Paid Preparer's Use Only

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

Form 990-PF (2009)

923622 02-02-10

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
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

Employer identification number
99-0203078

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For 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)

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

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

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BEATRICE C MCKINNEY C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	CYNTHIA C. FOSTER REVOCABLE LIVING TRUST AGREEMENT C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 18,072.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	CYNTHIA K. SORENSON REVOCBALE LIVING TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 19,998.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	EDWARD K. KAWANANAKOA JR. REV. LIV. TRUST DTD 2-26-01 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 7,494.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	GEORGINA J. ALLRED TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 121,990.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	ALICE L. GUILD 1998 DECLARATION OF TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 16,697.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization
JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

Employer identification number
99-0203078

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	JAMES W. GROWNEY TRUST DTD 12-14-90 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 33,330.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	JAMES KIMO CAMPBELL REVOCABLE TRUST DTD 1-8-2007 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 58,370.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9	JAMES C. SHINGLE REVOCABLE LIVING TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 70,384.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
10	JONATHAN R. SUTHERLAND AND MARY C. SUTHERLAND REV. LIV. TRUST DTD. 8-6-07 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 18,992.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
11	FLANDERS-STAUB 2007 IRREVOCABLE TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 34,624.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
12	KAPIOLANI K. MARIGNOLI TRUST AGREEMENT DTD 9-28-89 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 86,802.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	LOUISE S STEVENSON C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 43,992.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
14	MURIEL C. TANNER LIGHTER TRUST DTD 9-26-95 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 33,939.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
15	PAMALA DEANE KELLER C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
16	QUENTIN K. KAWANANAKOA TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 7,002.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
17	REGINA KAWANANAKOA C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 8,600.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
18	RONALD L HOOLULU OLSON C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

Employer identification number: 99-0203078

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	RUBY L MONTGOMERY C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 17,996.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
20	SUZANNE M. AVINA REVOCABLE LIVING TRUST DTD 3-2-2000 C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 69,828.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
21	KING 2008 IRREVOCABLE TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 23,992.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
22	WENDY B. CRABB REVOCABLE LIVING TRUST C/O JAMES CAMPBELL COMPANY LLC 1001 KAMOKILA BLVD STE. 200 KAPOLEI, HI 96707	$ 36,484.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

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

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
		$	

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

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

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

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

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

Name of organization: JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION

Employer identification number: 99-0203078

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF HAWAII	82.
SMITH BARNEY 512-040367-15	4,942.
SMITH BARNEY 512-040368-14	1.
SMITH BARNEY 512-040390-16	3,114.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,139.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABERDEEN EMERGING MARKET FUND	18,588.	0.	18,588.
DODGE & COX FUNDS	11,341.	0.	11,341.
FORESTER PARTNERS II, L.P.	37,822.	25,755.	12,067.
HARBOR INTERNATIONAL FUND	35,270.	0.	35,270.
HIPPOCRATES PARTNERS, L.P.	50,881.	39,621.	11,260.
PIMCO COMMODITY REAL RETURN	38,811.	6,523.	32,288.
PIMCO TOTAL RETURN FUND	165,900.	33,324.	132,576.
SMITH BARNEY 512-08828-15	259.	0.	259.
SMITH BARNEY 512-40368-14	1,240.	0.	1,240.
SMITH BARNEY 512-71785-14	913.	0.	913.
SMITH BARNEY 512-71786-13	521.	0.	521.
VANGUARD ENERGY FUNDS 0551	15,715.	0.	15,715.
VANGUARD GROWTH INDEX FUND 1347	15,591.	0.	15,591.
VANGUARD INFLATION-PROTECTED	11,606.	0.	11,606.
VANGUARD INT TERM TREASURY 535	67,032.	36,536.	30,496.
TOTAL TO FM 990-PF, PART I, LN 4	471,490.	141,759.	329,731.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	17,497.	17,497.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,497.	17,497.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT & TAX FEE	14,974.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	14,974.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	133,268.	133,268.		0.
TO FORM 990-PF, PG 1, LN 16C	133,268.	133,268.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	6,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,000.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT AND GENERAL	99,755.	0.		99,755.
TO FORM 990-PF, PG 1, LN 23	99,755.	0.		99,755.

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

DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS	2,426,090.
UNREALIZED GAINS ON MARKETABLE SECURIITES	14,790.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,440,880.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE EQUITY SECURITIES	5,173,628.	5,173,628.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,173,628.	5,173,628.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME BONDS	4,193,129.	4,193,129.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,193,129.	4,193,129.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	3,184,114.	3,184,114.
INVESTMENTS IN LIMITED PARTNERSHIPS	FMV	4,019,733.	4,019,733.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,203,847.	7,203,847.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CONTRIBUTIONS RECEIVABLES	5,000.	88,657.	88,657.
OTHER RECEIVBALES	625.	625.	625.
OTHER ASSETS	1,590.	0.	0.
TO FORM 990-PF, PART II, LINE 15	7,215.	89,282.	89,282.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KAPI'OLANI K. MARIGNOLI C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
WENDY B. CRABB C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JONATHAN E. STAUB C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	SECRETARY/DIRECTOR 1.00	0.	0.	0.
ALICE F. GUILD C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	TREASURER/DIRECTOR 1.00	0.	0.	0.
JAMES K. CAMPBELL C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	DIRECTOR 1.00	0.	0.	0.
ALICE K. SHINGLE C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	DIRECTOR 1.00	0.	0.	0.

STEPHEN H. MACMILLAN C/O 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 KAPOLEI, HI 96707	DIRECTOR 1.00		0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 14
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

KAPI'OLANI K. MARIGNOLI
WENDY B. CRABB
ALICE F. GUILD
JAMES K. CAMPBELL

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

808-674-3167

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

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

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALOHA HARVEST 3599 WAIALAE AVE. #23 HONOLULU, HI 96816	NONE OPERATION COSTS	OTHER PUBLIC CHARITY	25,000.
HAWAII HIGH SCHOOL ATHLETICS P.O. BOX 62029 HONOLULU, HI 96839	NONE SAVE OUR SPORTS CAMPAIGN	OTHER PUBLIC CHARITY	100,000.
LANIKUHONUA CULTURAL INSTITUTE 1001 KAMOKILA BLVD. STE. 200 KAPOLEI, HI 96707	NONE FIRST ANNUAL LANIKUHONUA CANUE FESTIVAL	OTHER PUBLIC CHARITY	15,000.
CATHOLIC CHARITIES HAWAII 200 N VINEYARD BLVD, 2ND FL HONOLULU, HI 96817	NONE MAILILAND TRANSITIONAL HOUSING	OTHER PUBLIC CHARITY	25,000.
LANIKUHONUA CULTURAL INSTITUTE 1001 KAMOKILA BLVD. STE. 200 KAPOLEI, HI 96707	NONE LEI O'LANIKUHONUA HULA FESTIVAL	OTHER PUBLIC CHARITY	19,500.
WEST OAHU COMPOSITE SQUADRON P.O. BOX 75607 KAPOLEI, HI 96707	NONE CIVIL AIR PATROL CADET PROGRAM	OTHER PUBLIC CHARITY	10,000.
BOYS & GIRLS CLUB OF HONOLULU 1704 WAIOLA ST HONOLULU, HI 96826	NONE WEED & SEED SITE III - EWA BEACH	OTHER PUBLIC CHARITY	25,000.
GOODWILL INDUSTRIES 2610 KILIHAU STREET HONOLULU, HI 96819	NONE BUILDING GOODWILL WORKS CAMPAIGN	OTHER PUBLIC CHARITY	50,000.

SALVATION ARMY 2950 MANOA ROAD HONOLULU, HI 96822	NONE KROC COMMUNITY CENTER	OTHER PUBLIC CHARITY	50,000.
HAWAII MEALS ON WHEELS P.O. BOX 61194 HONOLULU, HI 96839	NONE RURAL HOME DELIVERY PROGRAM	OTHER PUBLIC CHARITY	5,000.
LANIKUHONUA CULTURAL INSTITUTE 1001 KAMOKILA BLVD. STE. 200 KAPOLEI, HI 96707	NONE PROGRAM SUPPORT	OTHER PUBLIC CHARITY	20,000.
COLLEGE CONNECTIONS HAWAII 320 WARD AVE. STE. 210 HONOLULU, HI 96814	NONE SAT PREP AT WEST OAHU SCHOOLS	OTHER PUBLIC CHARITY	15,000.
INTERNATIONAL DYSLEXIA ASSOCIATION 40 YORK RD., 4TH FLOOR BALTIMORE, MD 21204	NONE 2010 HIDA TEACHERS TRAINING/SCHOLORSHIP PROGRAM	OTHER PUBLIC CHARITY	5,000.
JAMES CAMPBELL HIGH SCHOOL 91-180 NORTH ROAD EWA BEACH, HI 96706	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	20,000.
FAMILY PROMISE OF HAWAII 69 N. KAINALU DR. KAILU, HI 96734	NONE HOMELESS FAMILIES WITH CHILDREN	OTHER PUBLIC CHARITY	25,000.
UH FOUNDATION P.O. BOX 11270 HONOLULU, HI 96828	NONE JACFF SCHOLARSHIP IN TEACHERS EDUCATION	OTHER PUBLIC CHARITY	30,000.
LANIKUHONUA CULTURAL INSTITUTE 1001 KAMOKILA BLVD. STE. 200 KAPOLEI, HI 96707	NONE LEI O'LANIKUHONUA HULA FESTIVAL	OTHER PUBLIC CHARITY	15,000.
KAHUKU HIGH SCHOOL 56-490 KAMEHAMEHA HWY KAHUKU, HI 96731	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	20,000.

ALTERNATIVE STRUCTURES INT'L 86-660 LUALUALEI HOMESTEAD RD WAIANAE, HI 96792	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	2,500.
KAPOLEI HIGH SCHOOL 91-5007 KAPOLEI PKWY KAPOLEI, HI 96707	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	20,000.
MALAMA LEARNING CENTER P.O. BOX 75467 KAPOLEI, HI 96707	NONE CAPITAL CAMPAIGN	OTHER PUBLIC CHARITY	50,000.
NANAKULI HIGH SCHOOL 89-980 NANAKULI AVE WAIANAE, HI 96792	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	10,000.
HAWAII ALLIANCE OF NONPROFIT P.O. BOX 240382 HONOLULU, HI 96824	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	1,000.
WAIANAE COMMUNITY RE-DEVELOPMENT P.O. BOX 441 WAIANAE, HI 96792	NONE KAUHALE CENTER FOR ORGANIC AGRICULTURE	OTHER PUBLIC CHARITY	20,000.
WAIANAE HIGH SCHOOL 85-251 FARRINGTON HWY WAIANAE, HI 96792	NONE SCHOLARSHIPS	OTHER PUBLIC CHARITY	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			588,000.

AMENDED AND RESTATED BYLAWS

of

JAMES AND ABIGAIL CAMPBELL FAMILY FOUNDATION

ARTICLE I

SECTION 1. Principal Office. The principal office of the corporation shall be maintained at such place in the State of Hawaii as the Board of Directors from time to time shall determine.

SECTION 2. Place of Meetings. All meetings of the members and of the Board of Directors shall be held at the principal office of the corporation or at such other place as is stated in the call for the meeting.

SECTION 3. Seal. The corporation may, but need not, adopt a corporate seal. The seal of the corporation shall be in such form and shall bear the name of the corporation and such other words, devices and inscriptions as the Board of Directors from time to time shall prescribe.

SECTION 4. Fiscal Year. The fiscal year of the corporation shall be such as may from time to time be established by the Board of Directors.

ARTICLE II

MEMBERS

SECTION 1. Membership. All Sustaining Family Members and Contributing Family Members shall be "Qualified Persons", meaning that they shall be either (y) natural persons related to James and Abigail Campbell or (z) revocable or irrevocable trusts whose principal beneficiary or beneficiaries are natural persons related to James and Abigail Campbell. There shall be three classes of voting members:

(a) Sustaining Family Member. Qualified Persons who have contributed to the corporation the minimum annual contribution amount determined by the Board of Directors from time to time for Sustaining Family Membership. Membership shall be determined as of December 31st of each year, based upon the contributions made that calendar year. A list of the Sustaining Family Members in good standing will be kept in the principal office of the corporation.

(b) Contributing Family Member. Qualified Persons who have contributed to the corporation the minimum annual contribution amount determined by the Board of Directors from time to time for Contributing Family Membership. Membership shall be determined as of December 31st of each year, based upon the contributions made that calendar year. A list of the Contributing Family Members in good standing will be kept in the principal office of the corporation.

(c) General Members. Persons who are not related to James and Abigail Campbell, who have contributed to the corporation the minimum annual contribution amount determined by the Board of Directors from time to time for General Membership. Membership shall be determined as of December 31st of each year, based upon the contributions made that calendar year. A list of the General Members in good standing will be kept in the principal office of the corporation.

SECTION 2. Annual Meeting. The annual meeting of the members of the corporation shall be held on such day in the first four months following the close of each fiscal year as the Board of Directors shall designate, or, if the Board of Directors shall not have designated such day by the end of the third month following the close of the fiscal year, then on such day as the President shall designate. At the annual meeting the members shall elect Directors in accordance with the provisions of these Bylaws, transact any general business which may be brought before the meeting, and may take any corporate action.

SECTION 3. Special Meetings. Special meetings of the members may be held at any time upon the call of the President, or upon the written request of two-thirds (2/3) of the Directors, thirty percent (30%) of the Sustaining Family Members or thirty percent (30%) of the total membership.

SECTION 4. Notice of Meetings. A written notice of every meeting of the members, stating whether it is an annual or a special meeting, the authority for the call of the meeting, the place, day and hour thereof and the purpose therefore shall be given by the Secretary or by the person or persons calling the meeting, at least ten (10) days before the day set for such meeting. Such notice shall be given to each member in any of the following ways: (a) by leaving the same with the member personally, or (b) by leaving the same at the member's residence or usual place of business, or (c) by mailing it, postage prepaid, addressed to the member at the member's address as it appears on the books of the corporation, or (d) by publishing such notice in any newspaper or newspapers of general circulation in the county in which the principal office of the corporation is located, such notice to be published not less than two (2) times, on successive days, in the same newspaper or newspapers, the first publication thereof to be not less than ten (10) days prior to the day assigned for the meeting. If notice is given pursuant to the provisions of this section, the failure of any member to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat.

SECTION 5. Notice Unnecessary. The presence of all the members, in person, at any meeting shall render the same a valid meeting, unless any member shall at the opening of said meeting object to the holding of the same for noncompliance with the provisions of Section 4, immediately above. Any meeting so held without objection shall, notwithstanding the fact that no notice of meeting was given or that the notice given was improper, be valid for all purposes and at such meeting any general business may be transacted and any corporate action may be taken.

SECTION 6. Quorum. At any meeting of the members of which proper notice has been given, the presence of a majority of the members, in person, or by proxy, shall constitute a quorum, and the concurring vote of a majority of the members constituting a quorum shall be valid and binding upon the corporation, except as otherwise provided by law or by these Bylaws or by the Charter of Incorporation of the corporation. At any meeting of which proper notice has not been given the presence of all of the members, in person, shall be required to constitute a quorum.

SECTION 7. Voting. At every meeting of the members, each member shall, subject to the provisions of Article III, Section 1 herein, be entitled to one vote. Any action which the members may take at any meeting properly called and held, including the election of Directors, may also be taken by secret unsigned ballots mailed to the members by the Board of Directors.

SECTION 8. Adjournment. Any meeting of the members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority vote of the members present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted by a quorum at the original meeting as originally called.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. Numbers and Election Term. The minimum number of Directors of the corporation shall be as fixed by the Charter of Incorporation. All Directors shall be either persons related to James and Abigail Campbell or principal beneficiaries related to James and Abigail Campbell of a revocable or irrevocable trust that is a Sustaining Family Member or Contributing Family Member in good standing. Directors shall be elected as follows:

(a) Sustaining Family Directors. At the Annual Meeting, Sustaining Family Members shall be entitled to elect five (5) Directors, which Directors must be Sustaining Family Members in good standing or principal beneficiaries related to James and Abigail Campbell of revocable or irrevocable trusts that are Sustaining Family Members in good standing (the "Sustaining Family Directors").

Initially, two Sustaining Family Directors shall serve for a term of one (1) year and three for a term of two (2) years. The determination of which elected Sustaining Family Director shall serve which length of time shall be by lot drawing. Upon expiration of the initial terms, successor Sustaining Family Directors shall serve for a term of two (2) years. There shall be no limit to the number of successive terms a Sustaining Family Member may serve.

(b) Contributing Family Directors. At the Annual Meeting, Contributing Family Members in good standing shall be entitled to elect two (2) Directors, which Directors must be Contributing Family Members in good standing or principal beneficiaries related to James and Abigail Campbell of revocable or irrevocable trusts that are Contributing Family Members in good standing (the "Contributing Family Directors"). Candidates for the office of Contributing Family Director shall be elected from a slate presented by a Nominating Committee. The Nominating Committee shall be composed of four (4) members chosen by the Board of

Directors, two of whom shall also be Directors. Additional nominations may also be made by Contributing Family Members in good standing at the Annual Meeting.

Of the initial Contributing Family Directors, one shall serve for a term of one (1) year and the other for a term of two (2) years. The determination of which elected Contributing Family Director shall serve which length of time shall be by lot drawing. Upon expiration of the initial terms, successor Contributing Family Directors shall serve for a term of two (2) years. There shall be no limit to the number of successive terms a Contributing Family Director may serve.

(c) CEO Director. There shall be one (1) Director who shall be whomever is the then current Chief Executive Officer of the James Campbell Company LLC. The CEO Director must be a General Member in good standing of the corporation.

(d) Vacancies. Each Director shall serve until his successor Director shall be duly elected or appointed and qualified. Directors to replace Directors who have ceased to serve due to death, disability, resignation or removal, shall be appointed as provided in the Charter of Incorporation; provided, however, that such successor Director shall be of the same class of member as that of the Director being replaced.

SECTION 2. Annual Meeting. A meeting of the Board of Directors shall be held at the place of each annual meeting of the members and immediately following such meeting. At such annual meeting the Board of Directors shall appoint the officers of the corporation for the ensuing year.

SECTION 3. Regular Meetings. The Board of Directors may establish regular meetings to be held in such places and at such places as it may from time to time by vote determine, and when any such meeting or meetings shall be so determined no further notice thereof shall be required.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by one-third of the Directors or by the Chairman of the Board, if any.

SECTION 5. Notice of Meetings. Except as otherwise provided, a written notice of each meeting of the Directors of the corporation, stating the authority for the call of the meeting and the place, day and hour thereof, shall be given to each Director by the Secretary or by the person or persons calling the meeting at least one (1) day before the date set for such meeting. Such notice shall be given to each Director in any of the four ways specified in Section 4 of Article II hereof relating to notice of meetings and members. The failure of any Director to receive actual notice of meeting shall in no way invalidate the meeting or any proceedings thereat, if notice shall have been given as required by this Section 5. The presence of any Director at any meeting shall be the equivalent of a waiver of the requirement of giving notice of the meeting to such Director

SECTION 6. Quorum. A majority of the total number of Directors to which the board is entitled shall constitute a quorum to transact business, except that the remaining members of the board (although less than a quorum) may elect substitute Directors as provided in Section 11 of this Article to be valid, any act or business must receive the approval of a majority of such quorum. A vacancy or vacancies in the membership of the board shall not affect the validity of any action of the board, provided there is present at the meeting a quorum of all members to which the board is entitled.

SECTION 7. Adjournment. In the absence of a quorum at the date, time and place of meeting duly called, and at any meeting duly called and held, the presiding officer or a majority of the Directors present may adjourn the meeting from time to time without further notice and may convene or reconvene the meeting when a quorum shall be present.

SECTION 8. Notice Unnecessary. If at any meeting of the Board of Directors, however called and wherever held, all of the Directors shall be present or shall waive notice of such meeting by a writing filed with the records of the Board of Directors, or after any such meeting shall express consent to the holding of the meeting and all actions taken thereat by a writing on or filed with the records of the Board of Directors, then all actions taken at such meeting shall be legal and validly taken.

SECTION 9. Actions Authorized Without Meeting. Any action which the Board of Directors may lawfully take at any meeting properly called and held may also be taken by action of two-thirds (2/3) of the individual Directors by their written assent thereto. Any action so taken shall be valid and effective from and after the filing with the Secretary or with an Assistant Secretary of a written minute or other instrument, signed by two-thirds (2/3) of the Directors, evidencing the action.

SECTION 10. Powers. Subject to the instructions by the members and to any limitations which may be set forth in the Charter of Incorporation or in these Bylaws, the Board of Directors shall have full power to control and direct the business and affairs of the corporation and to do and provide for any and every lawful act, whether in the ordinary course of the business of the corporation or otherwise. The members entitled to vote on corporate matters generally shall have the power to take any action and to consider and decide any matter which by law, the Charter of Incorporation, or these Bylaws, is determinable by the Board of Directors.

SECTION 11. Substitute Directors. In case of any temporary vacancies in the Board of Directors caused by the illness or absence of Directors from the State of Hawaii, the remaining Directors (although less than a majority of the board) may fill the same by the affirmative vote of a majority of such remaining Directors, subject, however, to the provisions of Section 12 of this Article III. In case of any temporary vacancy aforesaid, such temporary vacancy shall be filled only for the period of the incapacity of the Director whose place is being filled and until the termination of his illness or his return to the State of Hawaii. Any temporary Director so chosen shall be a natural person and of the same class as the absent Director being temporarily replaced.

SECTION 12. Removal. The members of the corporation may depose or remove from office the CEO Director appointed under Section 1(c) of this Article III or any other Director, and any temporary Director appointed under Section 11 of this Article III, by the vote of a majority of the members present at any annual or special meeting duly called and held for such purpose.

ARTICLE IV

OFFICERS

SECTION 1. Appointment and Term. The officers of the corporation shall be a President, one or more Vice-Presidents, a Treasurer, and a Secretary, and in addition thereto, at the discretion of the Board of Directors, a Chairman of the Board. Each of the officers shall be appointed from among the Directors of the corporation at the annual meeting of the Board of Directors immediately following the annual meeting of the members of the corporation and shall hold office until the next annual meeting unless earlier replaced by vote of a majority of the Board of Directors duly elected and qualified. An officer shall cease to hold office if he ceases to be a Director. The officers shall be residents of the State of Hawaii. Two or more offices may be held by the same person.

SECTION 2. Subordinate Officers and Agents. The Board of Directors may appoint or employ subordinate officers, who need not be members of the corporation, which may, but need not, include an executive director who may be the chief operating officer of the corporation, Assistant Treasurers and Assistant Secretaries, agents and employees as may be deemed proper, who shall hold their positions at the pleasure of the Board of Directors and who shall have such powers and duties as may be assigned to them by the Board of Directors. The authority to employ agents and employees and fix their powers and duties may be delegated by the Board of Directors. Any officer of the corporation may also be a subordinate officer, agent or employee.

SECTION 3. Salaries. The salaries and compensation, if any, of all officers, subordinate officers, agents and employees shall be determined by the Board of Directors. The authority to fix the salary and compensation of agents and employees may not be delegated.

SECTION 4. Bonds. Any officer may be required by the Board of Directors to give a surety company bond for the faithful discharge of his duties in such sum as the Board of Directors may require and such bond shall be deposited as the board may direct.

ARTICLE V

CHAIRMAN OF THE BOARD

SECTION 1. Powers and Duties. The Chairman of the Board, if any, shall when present preside at all meetings of the Board of Directors. He shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors.

ARTICLE VI

PRESIDENT

SECTION 1. Powers and Duties. The President when present shall preside at all meetings of the members and, in the absence of the Chairman of the Board, if any, of the Board of Directors. He shall also have such other powers and duties as are given to him elsewhere by law or in these Bylaws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE VII

VICE-PRESIDENTS

SECTION 1. Powers and Duties. The Vice-President (or Vice-Presidents, in order of priority of appointment) shall assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice-President shall have such other powers and duties as may be given to him by law or in these Bylaws and as may be assigned to him from time to time by the Board of Directors.

ARTICLE VIII

TREASURER

SECTION 1. Powers and Duties. The Treasurer shall have the powers and perform the duties customarily incidental to the office and such other powers and duties as may be given elsewhere in these Bylaws or as may be assigned from time to time by the Board of Directors.

ARTICLE IX

SECRETARY

SECTION 1. Powers and Duties. The Secretary shall attend and keep the minutes of all meetings of the members of the corporation, and, when requested, shall attend and keep the minutes of meetings of the Board of Directors and of any committee, in books provided by these Bylaws and shall have such other powers and duties as may be incidental to the office of Secretary or elsewhere given to him by law or in these Bylaws and as may be assigned to him from time by the Board of Directors.

SECTION 2. Secretary Pro Tem. If the Secretary shall not be present at any meeting, the presiding officer shall appoint a Secretary pro tempore. He shall keep the minutes of such meeting and record them in the books provided for that purpose.

ARTICLE X

AUDITOR

SECTION 1. Election. The members may at any annual meeting, or at any special meeting called for that purpose, appoint some person, firm or corporation engaged in the business of auditing to act as the Auditor of the corporation.

SECTION 2. Disqualification. No Director or officer shall be eligible to serve as Auditor of the corporation, unless, at the time of election the members shall expressly waive the disqualification herein stated.

SECTION 3. Duties. The Auditor shall, at least once in each fiscal year and more often if required by the members, examine the books and papers of the corporation and compare the statements of the Treasurer with the books and vouchers of the corporation, and otherwise make a complete audit of the books of the corporation, and thereafter make appropriate reports to the members.

ARTICLE XI

REMOVALS, VACANCIES AND ABSENCES

SECTION 1. Removals. The members of the corporation may at any time depose or remove from office, for or without cause, any officer, subordinate officer, agent or employee, except so far as such removal would be contrary to law.

The Board of Directors may at any time remove from office or discharge from employment any officer, subordinate officer, agent or employee appointed by it or by any person under authority delegated by it, except so far as such removal would be contrary to law.

SECTION 2. Vacancies. If the office of any officer shall become vacant by reason of death, resignation, removal, disqualification or otherwise, the Board of Directors may appoint a successor who shall hold office for the unexpired term.

SECTION 3. Absence of Treasurer or Secretary. In the absence of the Treasurer or in his inability to act, or if that office is vacant, the duties thereof shall be performed by such Assistant Treasurer as may have been designated by the Board of Directors, otherwise by the Secretary. In the absence of the Secretary or in his inability to act, or if that office is vacant, the duties thereof shall be performed by such Assistant Secretary as may have been designated by the Board of Directors, otherwise by the Treasurer.

ARTICLE XII

EXECUTION OF INSTRUMENTS

SECTION 1. Authorized Signatures. All checks, drafts, notes, bonds, acceptances, deeds, proprietary leases, contracts and all other instruments shall be signed by any two of the following persons: the President, Vice-President, Treasurer, Secretary, assistant treasurer, assistant secretary and grant manager.

ARTICLE XIII

LIABILITY OF OFFICERS AND DIRECTORS

SECTION 1. Exculpation. Each Director or officer shall be free from all personal liability for any acts done on behalf of the corporation or for any losses incurred or sustained by the corporation unless the same have occurred through gross negligence or willful misconduct.

SECTION 2. Indemnification. Every Director or officer shall be indemnified by the corporation against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred by or imposed upon him in connection with or resulting from all claim, action, suit, proceeding, investigation or inquiry of whatever nature in which he may be involved as a party or otherwise by reason of his being or having been a Director or officer of the corporation, whether or not he continues to be such Director or officer of the corporation at the time of the incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which he shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or gross negligence toward the corporation in the performance of his duties as such Director or officer. As to whether or not a Director or officer was liable by reason of willful misconduct or gross negligence toward the corporation in the performance of his duties as such Director or officer, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each Director and officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right to indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law, and shall inure to the benefit of the legal representatives of such person.

ARTICLE XIV

PARTIES, PARAGRAPH HEADINGS

SECTION 1. Parties. The use of any pronoun herein shall include any and all pronouns and the singular shall include the plural and vice versa, as the context may require.

SECTION 2. Paragraph Headings. Paragraph headings are inserted only for convenience in reference.

ARTICLE XV

AMENDMENTS TO BYLAWS

SECTION 1. Procedure. These Bylaws may be altered, amended, added to or repealed by an affirmative vote of not less than a majority of each class of voting members present at any meeting duly called and held, at which a quorum is present, if notice of the proposed amendments shall have been given in the call for such meeting.

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Grant Application Procedures

Policies

The Foundation will only consider requests from organizations which qualify as non-profit, tax-exempt "public charities" under Section 501(c)(3) and 170(b) of the Internal Revenue Code.

Grant Guidelines

The Foundation supports projects in the following areas:

Youth Programs that address the challenges of young people.
Education Support for public schools, early childhood education and environmental stewardship.
Hawaiian Support for programs that promote values and the health and welfare of Hawaiians.

Priority is given to programs located in or serving communities in the following areas of West Oahu: Ewa/Ewa Beach, Kapolei, Makakilo and the Wai'anae Coast.

The following types of requests are eligible for consideration:

- Support for special projects that are not part of an organization's ongoing operations.
- Program support when unforeseen circumstances have affected the financial base of an organization.
- Financial assistance to purchase items such as office equipment and to fund minor repairs and renovations.

The Foundation will not consider funding for: individuals, endowments, sectarian or religious programs, loans, political activities or highly technical research projects.

Requests from previous grantees will be evaluated competitively with other requests. Only one request per organization will ordinarily be considered in a calendar year. Funds are usually not committed for more than one year at a time.

Applying for a Grant

Previous grantees must submit final reports before applying for new funding
To apply for a grant, summarize the following information in a two- to three-page proposal letter:

- The nature and purpose of your organization.
- The objectives of your program. Please include the grant amount requested and the proposed use of funds.
- A brief outline on how you plan to accomplish your objectives
- A statement of a community problem, need or opportunity that this project will address.
- The duration for which Foundation funds are needed.
- Other sources of funding currently being sought and future funding sources.
- Methods used to measure the program's effectiveness

In addition to the proposal letter, submit a copy of the following:

- Internal Revenue Service notification of tax-exempt status.
- Most recent annual financial statement.
- List of the current Board of Directors

- The project's proposed budget.

We require only one (1) copy of your complete grant proposal package

Written Report

If your grant is approved, the Foundation will require:

- A formal acknowledgment of receipt of the contribution.
- A written report summarizing the outcome of the project.

Application Deadlines

Your grant application must be postmarked by:
February 1 for the April/May meeting;
August 1 for the October/November meeting.

Where to Send Your Grant Proposal

The Board of Directors
The James and Abigail Campbell Family Foundation
James Campbell Building, Suite 200
1001 Kamokila Boulevard
Kapolei, Hawai'i 96707

For More Information

These guidelines are also available online at this link: campbellfamilyfoundation.org

Or contact:

D. Keola Lloyd
E-mail· keolal@jamescampbell.com
Fax: (808) 674-3349
Phone. (808) 674-3167

James & Abigail Campbell Family Foundation

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Grant Procedures

Application

2008 Grant Recipients

Applying for a Grant

To apply for a grant, summarize the following information in a two-to-three-page proposal letter:

- The nature and purpose of your organization
- The objectives of your program. Please include the grant amount requested and the proposed use of funds.
- A brief outline on how you plan to accomplish your objectives.
- A statement of community problem, need or opportunity that this project will address.
- The duration for which Foundation funds are needed.
- Other sources of funding currently being sought and future funding sources.
- Methods used to measure the program's effectiveness

In addition to the proposal letter, submit a copy of the following:

- Internal Revenue Service notification of tax-exempt status
- Most recent annual financial statement.
- List of the current Board of Directors.
- The project's proposed budget

We require only one(1) copy of your complete grant proposal package.

Written Report
If your grant is approved, the Campbell Family Foundation will require:

- A formal acknowledgement of receipt of the contribution.
- A written report summarizing the outcome of the project. This report must be submitted within six months from the date of the contribution.

Application Deadlines
Your grant application
must be postmarked by:
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August 1 for the October meeting.

For More Information Contact
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Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No. 1545-1709

- 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	Name of Exempt Organization JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION	**Employer identification number** 99-0203078
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG., NO. 200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KAPOLEI, HI 96707	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ KEOLA LLOYD - 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG. STE. 200 - KAPOLEI, HI 96707

Telephone No. ▶ 808-674-6674 FAX No. ▶ 808-674-3167

- 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

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______________ , and ending ______________ .

2 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	$ 0.
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	$ 17,301.
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	$ 0.

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

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● 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		
Type or print	Name of Exempt Organization JAMES & ABIGAIL CAMPBELL FAMILY FOUNDATION	**Employer identification number** 99-0203078
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1001 KAMOKILA BLVD. JAMES CAMPBELL BLDG., NO.	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. KAPOLEI, HI 96707	

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

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870

[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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

Telephone No. ▶ 808-674-6674 FAX No. ▶ 808-674-3167

● 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______________ , and ending ______________ .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION ON INVESTMENTS IN ORDER TO FILE A COMPLETE AND ACCURATE 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**	$	17,301.
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**	$	17,301.
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**	$	0.

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 ▶ CPA Date ▶ 6/15/10

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

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