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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation
VERA R. CAMPBELL FOUNDATION

A Employer identification number
42-1719658

Number and street (or P O box number if mail is not delivered to street address) Room/suite
337 SOUTH ANDERSON STREET

B Telephone number (see page 10 of the instructions)
(323) 526-3526

City or town, state, and ZIP code
LOS ANGELES, CA 90033

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)* ▶ $ 15,602,412.

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

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

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		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	5,000,000.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	33,724.	33,724.		ATCH 1
	4	Dividends and interest from securities	370,627.	370,627.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-87,672.			
	b	Gross sales price for all assets on line 6a 4,575,725.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,864.	3,864.		ATCH 3
	12	**Total.** Add lines 1 through 11	5,320,543.	408,215.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 4	10,280.	0.	0.	10,280.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) **	711.	711.		
	19	Depreciation (attach schedule) and depletion	133.			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	99,810.	99,810.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	110,934.	100,521.	0.	10,280.
	25	Contributions, gifts, grants paid	230,978.			230,978.
	26	**Total expenses and disbursements** Add lines 24 and 25	341,912.	100,521.	0.	241,258.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,978,631.			
	b	**Net investment income** (if negative, enter -0-)		307,694.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions. JSA ** ATCH 5 Form **990-PF** (2010)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	5,271,449.	5,168,572.	5,168,572.
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	4,516,784.	9,512,776.	10,432,383.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ 2,000. Less accumulated depreciation (attach schedule) ▶ 543.	1,590.	1,457.	1,457.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,789,823.	14,682,805.	15,602,412.
Liabilities	17	Accounts payable and accrued expenses		25,199.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	2,000.	2,000.	
	23	**Total liabilities** (add lines 17 through 22)	2,000.	27,199.	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	*Retained earnings, accumulated income, endowment, or other funds*	9,787,823.	14,655,606.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	9,787,823.	14,655,606.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,789,823.	14,682,805.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,787,823.
2	Enter amount from Part I, line 27a	2	4,978,631.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7	3	85,644.
4	Add lines 1, 2, and 3	4	14,852,098.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 8	5	196,492.
6	*Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30*	6	14,655,606.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

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 -87,672.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 3

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	132,273.	4,635,953.	0.028532
2008	115,100.	4,491,892.	0.025624
2007	49,808.	1,315,351.	0.037867
2006	0.	985,000.	0.000000
2005			

2	Total of line 1, column (d)	2	0.092023
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.023006
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	10,406,164.
5	Multiply line 4 by line 3	5	239,404.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,077.
7	Add lines 5 and 6	7	242,481.
8	Enter qualifying distributions from Part XII, line 4	8	241,258.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ **(attach copy of ruling letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			**1**	6,154.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			**2**	
3	Add lines 1 and 2			**3**	6,154.
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**	6,154.
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	**6a**	1,446.		
b	Exempt foreign organizations-tax withheld at source	**6b**	0.		
c	Tax paid with application for extension of time to file (Form 8868)	**6c**	0.		
d	Backup withholding erroneously withheld	**6d**			
7	Total credits and payments Add lines 6a through 6d			**7**	1,446.
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** . ATTACHMENT 9 . . ▶			**9**	4,849.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			**10**	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0. **Refunded** ▶			**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	**2**		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	**5**		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* . .	**7**	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA,			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ VERA R. CAMPBELL Telephone no ▶ 323-526-3526

Located at ▶ 337 SOUTH ANDERSON STREET LOS ANGELES, CA ZIP + 4 ▶ 90033

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 of the instructions)?	1b		
	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 2010?	1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 page 22 of the instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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 2010 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 2010)*	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 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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? **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		-0-	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

Total. Add lines 1 through 3 . . . . ▶

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	9,496,044.
b	Average of monthly cash balances	1b	1,068,590.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	10,564,634.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,564,634.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	158,470.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,406,164.
6	**Minimum investment return.** Enter 5% of line 5	6	520,308.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	520,308.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,154.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,154.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	514,154.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	514,154.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	514,154.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	241,258.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	241,258.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	241,258.

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

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					514,154.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				225,060.	
b	Total for prior years 20 08 ,20 07 ,20 06			0.		
3	Excess distributions carryover, if any, to 2010					
a	From 2005					
b	From 2006	0.				
c	From 2007	0.				
d	From 2008	0.				
e	From 2009	0.				
f	**Total** of lines 3a through e		0.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 241,258.					
a	Applied to 2009, but not more than line 2a				225,060.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2010 distributable amount					16,198.
e	Remaining amount distributed out of corpus		0.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
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					
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			0.		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					497,956.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		0.			
10	Analysis of line 9					
a	Excess from 2006					
b	Excess from 2007	0.				
c	Excess from 2008	0.				
d	Excess from 2009	0.				
e	Excess from 2010	0.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

VERA R. CAMPBELL

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 11				
Total . . . . . . ▶ 3a				230,978.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	33,724.	
4 Dividends and interest from securities			14	370,627.	
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	3,864.	
8 Gain or (loss) from sales of assets other than inventory			18	-87,672.	
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)				320,543.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 320,543.

(See worksheet in line 13 instructions on page 29 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) (See page 29 of the instructions.)

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		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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the b s y 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 h y knowledge

Vera R Campbell | 11-15-2011 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Susan R Tomlinson		11/10/11		P00931680

Firm's name ▶ CROWE HORWATH LLP

Firm's EIN ▶ 35-0921680

Firm's address ▶ 15233 VENTURA BOULEVARD, 9TH FLOOR
SHERMAN OAKS, CA 91403-2250

Phone no 818-501-5200

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

2010

Name of the organization
VERA R. CAMPBELL FOUNDATION

Employer identification number
42-1719658

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Name of organization VERA R. CAMPBELL FOUNDATION

Employer identification number 42-1719658

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	VERA R. CAMPBELL 337 SOUTH ANDERSON STREET LOS ANGELES, CA 90033	$ 5,000,000.	Person ☒ 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.)
		$	Person ☐ 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)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		LONG-TERM GAIN/LOSS - SEE ATTACHED					VAR	VAR
1,493,088.		1,762,615.					-269,527.	
		SHORT-TERM GAIN/LOSS - SEE ATTACHED					VAR	VAR
3,082,637.		3,077,989.					4,648.	
		CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES					VAR	VAR
							23,051.	
		LONG-TERM CAP GAINS PARTNERSHIPS PROPERTY TYPE: SECURITIES				P	VAR	VAR
							91,293.	
		SHORT-TERM CAP GAIN- PARTNERSHIP PROPERTY TYPE: SECURITIES				P	VAR	VAR
							62,863.	
TOTAL GAIN(LOSS)							-87,672.	

Vera R. Campbell Foundation
All Accounts Combined

REALIZED GAINS AND LOSSES **From January 1, 2010 Through December 31, 2010**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-12-10	01-25-10	150	MICROSOFT CORP	4,555.17		4,408 84	-146 33	
01-12-10	01-25-10	400	MICROSOFT CORP	12,147 13		11,756.89	-390.24	
02-13-08	01-25-10	75	MICROSOFT CORP	2,150.99		2,204 42		53.43
08-04-09	01-28-10	100,000	GENERAL ELEC CAP CORP MEDIUM TERM NTS 6.000 % Due 08-07-19	99,913.00	3.13	103,270 00	3,353.87	
06-04-09	02-11-10	150,000	FEDERAL FARM CREDIT BANK 3.800 % Due 05-18-16	148,180 00	158.98	150,000.00	1,661.02	
07-23-09	02-11-10	100,000	FEDERAL HOME LOAN BANK 4 050 % Due 08-11-16	99,875.00	8.61	100,000 00	116 39	
01-21-10	03-17-10	24,390	FEDERAL HOME LOAN BANK 3.000 % Due 12-02-14	24,380.85	3.66	24,390.24	5 73	
02-01-10	03-17-10	12,195	FEDERAL HOME LOAN BANK 3 000 % Due 12-02-14	12,130.98	22.24	12,195.12	41 90	
06-16-08	03-30-10	250	CONOCOPHILLIPS	23,843 18		12,757 43		-11,085.75
10-10-08	03-30-10	100	CONOCOPHILLIPS	5,068.00		5,102 97		34 97
01-12-10	03-30-10	200	CONOCOPHILLIPS	10,548 00		10,205.95	-342 05	
01-12-10	04-27-10	350	QUALCOMM INC	17,034 60		13,389.40	-3,645.20	
01-07-10	04-27-10	150	QUALCOMM INC	7,231 65		5,738 32	-1,493 33	
02-13-08	05-07-10	400	ABBOTT LABORATORIES	22,465.36		19,476 40		-2,988.96
02-13-08	05-07-10	200	THERMO FISHER SCIENTIFIC INC	11,339.79		10,454 41		-885.38
03-26-08	05-12-10	250,000	FORD MOTOR CREDIT CO 7 875 % Due 06-15-10	222,462.50	26,211 70	250,600 00		1,925.80
07-31-09	05-12-10	250	SYBASE INC	8,971 83		14,495.29	5,523 46	
08-03-09	05-12-10	175	SYBASE INC	6,250.00		10,146 71	3,896.71	
01-12-10	05-12-10	125	SYBASE INC	5,458.50		7,247 64	1,789 14	
05-06-10	05-12-10	100	SYBASE INC	4,097 64		5,798 12	1,700 48	
05-06-10	05-13-10	25	SYBASE INC	1,024 41		1,609.59	585.18	
05-07-10	05-13-10	625	SYBASE INC	24,989 44		40,239 86	15,250 42	
02-02-10	05-14-10	200,000	FEDERAL HOME LOAN BANK 4 000 % Due 02-12-18	199,962 50	1.10	200,000.00	36.40	
01-21-10	05-28-10	102,439	FEDERAL HOME LOAN BANK 3 000 % Due 12-02-14	102,400.92	35 60	102,439.02	2 51	

Vera R. Campbell Foundation
All Accounts Combined

REALIZED GAINS AND LOSSES **From January 1, 2010 Through December 31, 2010**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Long Term
02-01-10	05-28-10	51,220	FEDERAL HOME LOAN BANK 3 000 % Due 12-02-14	50,950 76	247 41	51,219 51	21 34	
02-16-10	06-07-10	200,000	FEDERAL FARM CREDIT BANK 3 625 % Due 11-18-16	199,925 00	75 00	200,000.00	0.00	
01-21-10	06-07-10	73,171	FEDERAL HOME LOAN BANK 3 000 % Due 12-02-14	73,143.23	27.44	73,170.73	0 06	
02-01-10	06-07-10	36,585	FEDERAL HOME LOAN BANK 3 000 % Due 12-02-14	36,393 26	192 07	36,585.37	0.04	
05-06-10	06-16-10	475	ILLUMINA INC	19,548.29		21,303 65	1,755 36	
06-17-09	06-23-10	150,000	FEDERAL FARM CREDIT BANK 3 500 % Due 06-23-14	149,987.50	2 36	150,000.00		10.14
02-13-08	06-24-10	63,938 000	ADVISORS EDGEWOOD GROWTH FD INSTL CL	750,007.74		590,135 84		-159,871 90
01-13-10	06-24-10	7,315.610	ADVISORS EDGEWOOD GROWTH FD INSTL CL	75,000 00		67,521.72	-7,478.28	
02-05-10	06-24-10	9,346.688	ADVISORS EDGEWOOD GROWTH FD INSTL CL	87,500 00		86,268.19	-1,231.81	
02-13-08	07-27-10	300	MEDTRONIC INC	14,608 80		11,084.52		-3,524 28
07-09-09	07-27-10	75	MEDTRONIC INC	2,455.50		2,771 13		315 63
01-12-10	07-27-10	100	MEDTRONIC INC	4,562 00		3,694.84	-867 16	
05-06-10	07-27-10	125	MEDTRONIC INC	5,298 89		4,618.54	-680.35	
02-13-08	07-28-10	475	NUVASIVE INC COMMON STOCK	18,378 30		15,742.94		-2,635 36
03-05-08	07-28-10	225	NUVASIVE INC COMMON STOCK	7,647 22		7,457 19		-190.03
07-09-09	07-28-10	100	NUVASIVE INC COMMON STOCK	3,930 10		3,314 30		-615.80
01-12-10	07-28-10	225	NUVASIVE INC COMMON STOCK	7,232 25		7,457 19	224 94	
05-06-10	07-28-10	225	NUVASIVE INC COMMON STOCK	9,399 50		7,457.18	-1,942 32	
01-13-10	08-19-10	20,659 091	HARBOR LARGE CAP VALUE FD INSTITUTIONAL	150,000 00		137,582.38	-12,417.62	
02-05-10	08-19-10	22,252.967	HARBOR LARGE CAP VALUE FD INSTITUTIONAL	150,000.00		148,197.03	-1,802 97	
06-30-10	08-19-10	304 855	HARBOR LARGE CAP VALUE FD INSTITUTIONAL	1,960 22		2,030.23	70 01	
05-21-10	08-25-10	150,000	FEDERAL FARM CREDIT BANK 3 430 % Due 11-25-16	150,025.00	-0.90	150,000 00	-24.10	
01-12-10	09-09-10	275	ADOBE SYSTEMS INC	9,886.15		8,656 64	-1,229 51	
02-13-08	09-09-10	525	ADOBE SYSTEMS INC	18,444 68		16,526 30		-1,918.38
05-06-10	09-21-10	25	ILLUMINA INC	1,028 86		1,234.93	206 07	
02-13-08	09-21-10	600	ILLUMINA INC	21,343.56		29,638.36		8,294.80
02-13-08	09-22-10	350	ADOBE SYSTEMS INC	12,296 45		9,037.71		-3,258 74

Vera R. Campbell Foundation
All Accounts Combined
REALIZED GAINS AND LOSSES **From January 1, 2010 Through December 31, 2010**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-09-09	09-22-10	100	ADOBE SYSTEMS INC	2,754 70		2,582 20		-172.50
05-06-10	09-22-10	275	ADOBE SYSTEMS INC	8,887 05		7,101 06	-1,785.99	
06-29-10	09-22-10	150,000	FEDERAL HOME LOAN BANK 3.700 % Due 03-22-17	150,925 00	-28 42	150,000 00	-896 58	
02-13-08	09-23-10	5,000	BARCLAYS BK PLC IPATH DOW JONES-UBS COMMOD	299,508.00		207,884 48		-91,623 52
07-07-10	09-30-10	150,000	FEDERAL HOME LOAN BANK 2 950 % Due 12-30-15	150,550.00	-550 00	150,000 00	0.00	
05-06-10	10-18-10	75	APPLE INC	18,515.29		23,846 06	5,330.77	
01-12-10	10-21-10	75	APPLE INC	15,684 75		23,287 85	7,603.10	
02-13-08	10-21-10	350	ABBOTT LABORATORIES	19,657.19		18,516 68		-1,140 51
07-09-09	10-21-10	300	AECOM TECHNOLOGY CORPORATION	9,270.00		7,678.71		-1,591.29
01-12-10	10-21-10	225	AECOM TECHNOLOGY CORPORATION	6,607.18		5,759 03	-848 15	
09-11-08	10-21-10	50	AECOM TECHNOLOGY CORPORATION	1,227 57		1,279 79		52.22
10-05-10	10-21-10	75	APACHE CORP	7,393.69		7,709 11	315 42	
08-30-10	10-21-10	125	COOPER INDUSTRIES PLC NEW IRELAND	5,309 38		6,419.14	1,109 77	
01-12-10	10-21-10	150	CANADIAN NATURAL RESOURCES LTD	5,337 00		5,351.90	14 90	
05-06-10	10-21-10	675	CISCO SYSTEMS INC	17,224.10		15,623 62	-1,600.48	
01-12-10	10-21-10	125	CISCO SYSTEMS INC	3,051 81		2,893 26	-158 55	
05-26-10	10-21-10	100	DIAMOND OFFSHORE DRILLING INC	6,924.56		6,847 88	-76.68	
09-21-10	10-21-10	75	HMS HOLDINGS CORP	4,283.35		4,526.92	243.57	
02-13-08	10-21-10	350	ILLUMINA INC	12,450.41		17,536 70		5,086 29
08-10-10	10-21-10	600	KRAFT FOODS INC CL A	18,218 19		19,115.67	897.48	
01-12-10	10-21-10	150	3M COMPANY	12,581 00		13,484 02	903 02	
05-06-10	10-21-10	50	3M COMPANY	4,191.87		4,494.67	302.80	
05-06-10	10-21-10	75	MICROSOFT CORP	2,204.12		1,898.70	-305.42	
05-06-10	10-21-10	350	MICROSOFT CORP	10,285 88		8,860.59	-1,425.29	
02-13-08	10-21-10	75	MICROSOFT CORP	2,150.99		1,898 70		-252.29
09-17-08	10-21-10	100	MICROSOFT CORP	2,526 55		2,531 59		5.04
09-17-08	10-21-10	150	MICROSOFT CORP	3,789.82		3,797.39		7 57
01-07-10	10-21-10	50	QUALCOMM INC	2,410 55		2,174.61	-235.94	
07-09-09	10-21-10	50	QUALCOMM INC	2,194.00		2,174.61		-19.39
10-07-09	10-21-10	300	QUALCOMM INC	12,689.70		13,047.68		357.98
05-06-10	10-21-10	250	CHARLES SCHWAB CORP NEW	4,534.63		3,724.22	-810 41	

Vera R. Campbell Foundation
All Accounts Combined
REALIZED GAINS AND LOSSES **From January 1, 2010 Through December 31, 2010**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-06-10	10-21-10	275	CHARLES SCHWAB CORP NEW	5,117.75		4,096.64	-1,021.11	
02-13-08	10-21-10	275	SCHLUMBERGER LTD	23,163 80		17,609 70		-5,554 10
01-12-10	10-21-10	375	SOUTHWESTERN ENERGY CO	18,432 00		12,919.78	-5,512.22	
05-06-10	10-21-10	75	SOUTHWESTERN ENERGY CO	2,832.21		2,583.95	-248.26	
05-06-10	10-21-10	200	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	11,818.44		10,587 39	-1,231.05	
01-12-10	10-21-10	25	TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	1,466 36		1,323.42	-142.94	
02-13-08	10-21-10	150	THERMO FISHER SCIENTIFIC INC	8,504 84		7,447.37		-1,057 47
07-27-10	10-21-10	150	UNITED PARCEL SVC INC CL B	9,753.39		10,393.32	639 93	
01-12-10	10-21-10	250	WAL-MART STORES INC	13,652 00		13,504 77	-147.23	
05-06-10	10-21-10	50	WAL-MART STORES INC	2,676 94		2,700 95	24.01	
08-05-10	10-21-10	200,000	ALAMEDA CALIF PUB FING AUTH RE REV BDS 2010B 2.875 % Due 07-01-13	200,025 00	-1 75	200,895 00	871.75	
01-12-10	10-22-10	275	ABBOTT LABORATORIES	15,258.18		14,398.31	-859.87	
01-26-10	11-01-10	50,000	FEDERAL FARM CREDIT BANK 3 250 % Due 12-07-15	50,019.79	-2.37	49,943 75	-73 67	
05-06-10	11-08-10	50	ABBOTT LABORATORIES	2,447.85		2,515 33	67.48	
01-12-10	11-08-10	75	ABBOTT LABORATORIES	4,161.32		3,773 00	-388 32	
01-12-10	11-11-10	250	AECOM TECHNOLOGY CORPORATION	7,341.32		6,829 51	-511.81	
05-06-10	11-11-10	250	AECOM TECHNOLOGY CORPORATION	7,039.08		6,829 51	-209 57	
02-13-08	11-17-10	1,125	CISCO SYSTEMS INC	26,808 38		21,943.32		-4,865 06
10-06-08	11-17-10	125	CISCO SYSTEMS INC	2,482 82		2,438 15		-44.67
01-12-10	11-22-10	100	ILLUMINA INC	3,380 00		6,059.32	2,679.32	
02-13-08	11-22-10	300	ILLUMINA INC	10,671 78		18,177 95		7,506 17
02-09-10	11-23-10	100,000	FEDERAL FARM CR BKS CONS CONS BD 4.15%19 4.150 % Due 01-07-19	100,750 50	-55 95	107,325 00	6,630.45	
01-26-10	12-07-10	250,000	FEDERAL FARM CREDIT BANK 3.250 % Due 12-07-15	250,098 96	-13 41	250,000 00	-85.54	
06-03-10	12-09-10	16	DEUTSCHE BANK AG US LISTED	945 76		826 70	-119.06	
10-08-10	12-09-10	8	DEUTSCHE BANK AG US LISTED	0 00		413 35	413.35	
05-26-10	12-09-10	350	DIAMOND OFFSHORE DRILLING INC	24,235 95		22,662 65	-1,573.30	
06-03-10	12-09-10	76	SUN HUNG KAI PROPERTIES LTD SPONSORED ADR	1,012.55		1,251 86	239 31	
10-06-08	12-10-10	325	CISCO SYSTEMS INC	6,455.34		6,338 59		-116.75
07-09-09	12-10-10	200	CISCO SYSTEMS INC	3,665.40		3,900.67		235.27

Vera R. Campbell Foundation
All Accounts Combined
REALIZED GAINS AND LOSSES
From January 1, 2010 Through December 31, 2010

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
01-12-10	12-10-10	525	CISCO SYSTEMS INC	12,817 59		10,239.26	-2,578.33	
01-25-10	12-10-10	525	CISCO SYSTEMS INC	12,131.68		10,239 26	-1,892.42	
TOTAL GAINS							64,527.43	23,885.31
TOTAL LOSSES							-58,429.46	-293,412.13
				4,769,940.00	**26,336.50**	**4,532,847.66**	6,097.97	-269,526.81
TOTAL REALIZED GAIN/LOSS							**-263,428.84**	

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)

REALIZED GAINS AND LOSSES
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	01-15-10	15	FEDL HOME LOAN MTG CORP#G03820 6.500 % Due 01-01-38	15 55	0 00	15.39	-0.16*	
	01-15-10	137	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	142.03	0.00	136.57	-5 46*	
	01-25-10	427	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	440 54	0 00	426.76	-13.78*	
	01-25-10	240	FNMA GTD PASS THRU POOL#745336 5.000 % Due 03-01-36	246.48	0.00	240.40	-6 08*	
	01-25-10	51	FNMA GTD PASS THRU POOL#826966 5.500 % Due 06-01-35	53.08	0.00	50 78	-2 30*	
	01-25-10	564	FNMA GTD PASS THRU POOL#889691 6 000 % Due 07-01-38	590 55	0.00	563.56	-26 99*	
	01-25-10	72	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	69.88	0 00	72.34	2.46*	
	01-25-10	186	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	194.90	0.00	186 00	-8 90*	
	01-25-10	384	FNMA GTD PASS THRU POOL#995473 5 000 % Due 01-01-24	395 25	0.00	384 02	-11 23*	
	01-25-10	555	FNMA GTD PASS THRU POOL#995024 5.500 % Due 08-01-37	573 36	0.00	554.50	-18 86*	
	01-25-10	174	FNMA GTD PASS THRU POOL#995084 5.500 % Due 08-01-37	179 31	0 00	174 27	-5.04*	
	01-25-10	236	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	242 94	0 00	236.08	-6.86*	
	01-25-10	35	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	36 03	0 00	35 22	-0.81*	
	02-16-10	18	FEDL HOME LOAN MTG CORP#G03820 6 500 % Due 01-01-38	18.66	0.00	17.95	-0 71*	
	02-16-10	176	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	182.46	0.00	176 41	-6.05*	
	02-25-10	399	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	411.65	0 00	399 05	-12.60*	
	02-25-10	184	FNMA GTD PASS THRU POOL#745336 5.000 % Due 03-01-36	188 97	0.00	183.70	-5 27*	

REALIZED GAINS AND LOSSES

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
	02-25-10	112	FNMA GTD PASS THRU POOL#826966 5.500 % Due 06-01-35	116 57	0 00	111 79	-4 78*	
	02-25-10	463	FNMA GTD PASS THRU POOL#889691 6.000 % Due 07-01-38	484 79	0 00	463 21	-21 58*	
	02-25-10	49	FNMA GTD PASS THRU POOL#984689 5.500 % Due 07-01-38	47.55	0 00	48.57	1 02*	
	02-25-10	293	FNMA GTD PASS THRU POOL#984280 6.000 % Due 06-01-38	307 02	0 00	292.52	-14 50*	
	02-25-10	304	FNMA GTD PASS THRU POOL#995473 5.000 % Due 01-01-24	312 91	0.00	303.74	-9 17*	
	02-25-10	447	FNMA GTD PASS THRU POOL#995024 5.500 % Due 08-01-37	461.79	0.00	446.51	-15 28*	
	02-25-10	176	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	181 37	0 00	176.44	-4 93*	
	02-25-10	196	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	201.76	0 00	196 20	-5 56*	
	02-25-10	29	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	29.85	0.00	29.01	-0.84*	
	03-15-10	109	FEDL HOME LOAN MTG CORP#G03820 6 500 % Due 01-01-38	113.02	0 00	109.04	-3.98*	
	03-15-10	2,291	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	2,375 08	0 00	2,291.24	-83.84*	
	03-25-10	324	FNMA GTD PASS THRU POOL#735676 5.000 % Due 07-01-35	334 27	0.00	324 29	-9.98*	
	03-25-10	183	FNMA GTD PASS THRU POOL#745336 5 000 % Due 03-01-36	187.94	0.00	182 95	-4 99*	
	03-25-10	79	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	82.22	0 00	78 65	-3.57*	
	03-25-10	526	FNMA GTD PASS THRU POOL#889691 6.000 % Due 07-01-38	550.76	0 00	526 26	-24 50*	
	03-25-10	67	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	65 02	0 00	66 87	1.85*	
	03-25-10	120	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	125.74	0.00	119 68	-6 06*	

Vera R. Campbell Foundation
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REALIZED GAINS AND LOSSES
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	03-25-10	221	FNMA GTD PASS THRU POOL#995473 5.000 % Due 01-01-24	227.48	0.00	220 70	-6.78*	
	03-25-10	447	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	461 79	0 00	446 83	-14.96*	
	03-25-10	201	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	207 13	0.00	200 73	-6.40*	
	03-25-10	203	FNMA GTD PASS THRU POOL#995112 5.500 % Due 07-01-36	208 97	0 00	203 09	-5 88*	
	03-25-10	21	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	21 62	0.00	21.41	-0.21*	
	04-15-10	26	FEDL HOME LOAN MTG CORP#G03820 6 500 % Due 01-01-38	26 96	0 00	26 15	-0 81*	
	04-15-10	327	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	339.00	0.00	326 89	-12 11*	
	04-26-10	396	FNMA GTD PASS THRU POOL#735676 5.000 % Due 07-01-35	408.55	0.00	396 30	-12 25*	
	04-26-10	225	FNMA GTD PASS THRU POOL#745336 5.000 % Due 03-01-36	231 07	0.00	225.13	-5.94*	
	04-26-10	29	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	30 18	0 00	28.68	-1.50*	
	04-26-10	634	FNMA GTD PASS THRU POOL#889691 6.000 % Due 07-01-38	663 84	0 00	633.51	-30 33*	
	04-26-10	61	FNMA GTD PASS THRU POOL#984689 5.500 % Due 07-01-38	59.20	0.00	61.49	2.29*	
	04-26-10	142	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	148.79	0.00	141 56	-7 23*	
	04-26-10	322	FNMA GTD PASS THRU POOL#995473 5.000 % Due 01-01-24	331.43	0 00	322.28	-9.15*	
	04-26-10	608	FNMA GTD PASS THRU POOL#995024 5.500 % Due 08-01-37	628.11	0 00	607 54	-20 57*	
	04-26-10	165	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	170.03	0 00	165.23	-4.80*	
	04-26-10	265	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	272.79	0 00	265 13	-7.66*	

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)
REALIZED GAINS AND LOSSES **From January 1, 2010 Through December 31, 2010**

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	04-26-10	21	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	21.62	0.00	21.44	-0 18*	
	05-17-10	19	FEDL HOME LOAN MTG CORP#G03820 6 500 % Due 01-01-38	19 70	0 00	19.28	-0 42*	
	05-17-10	403	FEDL HOME LOAN MTG CORP#G04251 6.500 % Due 04-01-38	417 79	0 00	403.04	-14.75*	
	05-25-10	399	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	411 65	0 00	399 30	-12.35*	
	05-25-10	206	FNMA GTD PASS THRU POOL#745336 5 000 % Due 03-01-36	211.56	0 00	205.73	-5.83*	
	05-25-10	132	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	137 39	0.00	132 04	-5 35*	
	05-25-10	2,091	FNMA GTD PASS THRU POOL#889691 6 000 % Due 07-01-38	2,189.42	0 00	2,090.96	-98 46*	
	05-25-10	43	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	41.73	0.00	43.00	1.27*	
	05-25-10	395	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	413 90	0.00	394.81	-19.09*	
	05-25-10	315	FNMA GTD PASS THRU POOL#995473 5 000 % Due 01-01-24	324 23	0 00	314.89	-9 34*	
	05-25-10	599	FNMA GTD PASS THRU POOL#995024 5.500 % Due 08-01-37	618 82	0 00	599 03	-19 79*	
	05-25-10	246	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	253.50	0.00	246.25	-7.25*	
	05-25-10	242	FNMA GTD PASS THRU POOL#995112 5.500 % Due 07-01-36	249 11	0 00	242 46	-6.65*	
	05-25-10	20	FNMA GTD PASS THRU POOL#AA4434 5.000 % Due 03-01-39	20.59	0.00	20 08	-0 51*	
	06-15-10	15	FEDL HOME LOAN MTG CORP#G03820 6.500 % Due 01-01-38	15.64	0 00	15.08	-0 56*	
	06-15-10	191	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	198.31	0 00	191.29	-7.02*	
	06-25-10	866	FNMA GTD PASS THRU POOL#735676 5.000 % Due 07-01-35	893.19	0 00	865.75	-27.44*	

REALIZED GAINS AND LOSSES

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	06-25-10	550	FNMA GTD PASS THRU POOL#745336 5.000 % Due 03-01-36	565.17	0.00	550.31	-14.86*	
	06-25-10	116	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	120 33	0 00	115 61	-4 72*	
	06-25-10	481	FNMA GTD PASS THRU POOL#889691 6.000 % Due 07-01-38	503.21	0.00	480.59	-22.62*	
	06-25-10	167	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	162.06	0.00	166 99	4 93*	
	06-25-10	184	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	192 93	0 00	184.12	-8.81*	
	06-25-10	329	FNMA GTD PASS THRU POOL#995473 5 000 % Due 01-01-24	338.63	0.00	328.99	-9 64*	
	06-25-10	1,882	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	1,944 13	0.00	1,881 87	-62.26*	
	06-25-10	714	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	735 56	0 00	713.79	-21 77*	
	06-25-10	767	FNMA GTD PASS THRU POOL#995112 5.500 % Due 07-01-36	789 94	0.00	767 38	-22 56*	
	06-25-10	22	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	22 82	0.00	22.17	-0 65*	
	08-16-10	16	FEDL HOME LOAN MTG CORP#G03820 6 500 % Due 01-01-38	16 54	0.00	15 95	-0 59*	
	08-16-10	158	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	163.35	0 00	157.57	-5.78*	
	08-25-10	448	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	462.10	0 00	447 90	-14 20*	
	08-25-10	233	FNMA GTD PASS THRU POOL#745336 5 000 % Due 03-01-36	239.14	0 00	232 85	-6.29*	
	08-25-10	71	FNMA GTD PASS THRU POOL#826966 5.500 % Due 06-01-35	73.78	0 00	70.89	-2.89*	
	08-25-10	368	FNMA GTD PASS THRU POOL#889691 6 000 % Due 07-01-38	385 68	0.00	368 34	-17 34*	
	08-25-10	81	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	78.74	0 00	81.13	2.39*	

REALIZED GAINS AND LOSSES

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
	08-25-10	162	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	170.07	0 00	162.30	-7.77*	
	08-25-10	386	FNMA GTD PASS THRU POOL#995473 5.000 % Due 01-01-24	396 82	0 00	385.52	-11 30*	
	08-25-10	500	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	517 02	0 00	500 46	-16.56*	
	08-25-10	237	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	244.36	0.00	237 13	-7 23*	
	08-25-10	227	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	233.53	0.00	226 86	-6 67*	
	08-25-10	84	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	86.53	0 00	84.06	-2 47*	
	09-15-10	9	FEDL HOME LOAN MTG CORP#G03820 6.500 % Due 01-01-38	9 08	0.00	8.76	-0 32*	
	09-15-10	129	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	133 42	0.00	128 70	-4 72*	
	09-27-10	589	FNMA GTD PASS THRU POOL#735676 5.000 % Due 07-01-35	607.26	0 00	588.60	-18.66*	
	09-27-10	307	FNMA GTD PASS THRU POOL#745336 5 000 % Due 03-01-36	315.67	0 00	307 37	-8.30*	
	09-27-10	32	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	33.74	0.00	32.42	-1.32*	
	09-27-10	373	FNMA GTD PASS THRU POOL#889691 6.000 % Due 07-01-38	390.57	0.00	373.01	-17.56*	
	09-27-10	84	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	81 57	0 00	84.05	2 48*	
	09-27-10	110	FNMA GTD PASS THRU POOL#984280 6.000 % Due 06-01-38	115 47	0 00	110.20	-5.27*	
	09-27-10	417	FNMA GTD PASS THRU POOL#995473 5 000 % Due 01-01-24	428.79	0 00	416 58	-12.21*	
	09-27-10	603	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	623 36	0 00	603 40	-19 96*	
	09-27-10	196	FNMA GTD PASS THRU POOL#995084 5.500 % Due 08-01-37	201 72	0.00	195.75	-5 97*	

REALIZED GAINS AND LOSSES

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	09-27-10	281	FNMA GTD PASS THRU POOL#995112 5.500 % Due 07-01-36	289 54	0.00	281 27	-8 27*	
	09-27-10	87	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	89.60	0 00	87 04	-2.56*	
	10-15-10	10	FEDL HOME LOAN MTG CORP#G03820 6.500 % Due 01-01-38	10.77	0 00	10.39	-0.38*	
	10-15-10	232	FEDL HOME LOAN MTG CORP#G04251 6 500 % Due 04-01-38	240 66	0 00	232.14	-8 52*	
	10-25-10	610	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	628.89	0 00	609 57	-19 32*	
	10-25-10	335	FNMA GTD PASS THRU POOL#745336 5.000 % Due 03-01-36	344.55	0.00	335.49	-9.06*	
	10-25-10	286	FNMA GTD PASS THRU POOL#826966 5.500 % Due 06-01-35	297.60	0.00	285.93	-11 67*	
	10-25-10	374	FNMA GTD PASS THRU POOL#889691 6 000 % Due 07-01-38	392 03	0 00	374 41	-17 62*	
	10-25-10	89	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	86.57	0.00	89.20	2.63*	
	10-25-10	192	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	201.15	0.00	191 96	-9.19*	
	10-25-10	506	FNMA GTD PASS THRU POOL#995473 5 000 % Due 01-01-24	520 36	0 00	505.55	-14.81*	
	10-25-10	655	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	676 41	0 00	654 75	-21 66*	
	10-25-10	222	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	228.89	0 00	222 12	-6 77*	
	10-25-10	261	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	268 23	0.00	260 57	-7.66*	
	10-25-10	106	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	108 90	0 00	105.79	-3 11*	
	11-15-10	10	FEDL HOME LOAN MTG CORP#G03820 6.500 % Due 01-01-38	10 11	0 00	9 75	-0 36*	
	11-15-10	210	FEDL HOME LOAN MTG CORP#G04251 6.500 % Due 04-01-38	217.43	0.00	209 73	-7.70*	

REALIZED GAINS AND LOSSES

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)
From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
	11-26-10	666	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	686 63	0.00	665 53	-21 10*	
	11-26-10	343	FNMA GTD PASS THRU POOL#745336 5 000 % Due 03-01-36	352.50	0 00	343.23	-9 27*	
	11-26-10	107	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	110.93	0.00	106 58	-4.35*	
	11-26-10	344	FNMA GTD PASS THRU POOL#889691 6 000 % Due 07-01-38	360.66	0 00	344 45	-16 21*	
	11-26-10	93	FNMA GTD PASS THRU POOL#984689 5.500 % Due 07-01-38	90 16	0.00	92.90	2 74*	
	11-26-10	231	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	241.71	0 00	230.67	-11 04*	
	11-26-10	481	FNMA GTD PASS THRU POOL#995473 5.000 % Due 01-01-24	494.95	0.00	480.86	-14.09*	
	11-26-10	655	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	677.09	0 00	655.41	-21 68*	
	11-26-10	334	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	344 02	0 00	333 84	-10.18*	
	11-26-10	297	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	305.57	0 00	296 84	-8 73*	
	11-26-10	68	FNMA GTD PASS THRU POOL#AA4434 5.000 % Due 03-01-39	69.48	0 00	67 50	-1.98*	
	12-15-10	7	FEDL HOME LOAN MTG CORP#G03820 6.500 % Due 01-01-38	7 27	0 00	7 01	-0 26*	
	12-15-10	176	FEDL HOME LOAN MTG CORP#G04251 6.500 % Due 04-01-38	182 35	0.00	175.89	-6 46*	
	12-27-10	687	FNMA GTD PASS THRU POOL#735676 5 000 % Due 07-01-35	708 69	0 00	686 92	-21 77*	
	12-27-10	344	FNMA GTD PASS THRU POOL#745336 5 000 % Due 03-01-36	352.84	0 00	343 56	-9.28*	
	12-27-10	64	FNMA GTD PASS THRU POOL#826966 5 500 % Due 06-01-35	66.38	0 00	63.78	-2.60*	
	12-27-10	360	FNMA GTD PASS THRU POOL#889691 6.000 % Due 07-01-38	376 59	0 00	359.66	-16.93*	

Vera R. Campbell Foundation
908-32059-15 (Unsupervised)

REALIZED GAINS AND LOSSES

From January 1, 2010 Through December 31, 2010

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
	12-27-10	74	FNMA GTD PASS THRU POOL#984689 5 500 % Due 07-01-38	72 08	0.00	74.27	2 19*	
	12-27-10	221	FNMA GTD PASS THRU POOL#984280 6 000 % Due 06-01-38	231 77	0 00	221.19	-10.58*	
	12-27-10	452	FNMA GTD PASS THRU POOL#995473 5.000 % Due 01-01-24	464.82	0 00	451 59	-13 23*	
	12-27-10	684	FNMA GTD PASS THRU POOL#995024 5 500 % Due 08-01-37	706.83	0 00	684 19	-22 64*	
	12-27-10	228	FNMA GTD PASS THRU POOL#995084 5 500 % Due 08-01-37	235 29	0.00	228.33	-6.96*	
	12-27-10	299	FNMA GTD PASS THRU POOL#995112 5 500 % Due 07-01-36	307.52	0 00	298 74	-8.78*	
	12-27-10	50	FNMA GTD PASS THRU POOL#AA4434 5 000 % Due 03-01-39	51 71	0.00	50.23	-1.48*	
TOTAL GAINS							26.25	0.00
TOTAL LOSSES							-1,475.78	0.00
				44,327.03	**0.00**	**42,877.50**	**-1,449.53**	**0.00**

TOTAL REALIZED GAIN/LOSS **-1,449.53**

An '*' denotes an average cost transaction.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BEL AIR INVESTMENTS	2.	2.
BEL AIR INVESTMENTS ACCRUED INTEREST	33,722.	33,722.
TOTAL	33,724.	33,724.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BEL AIR INVESTMENTS	351,572.	351,572.
INTEREST INCOME PARTNERSHIPS	13,518.	13,518.
DIVIDEND INCOME PARTNERSHIPS	4,129.	4,129.
TAX EXEMPT INTEREST PARTNERSHIPS	1,408.	1,408.
TOTAL	370,627.	370,627.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PORTFOLIO INCOME-PARTNERSHIPS		3,864.	3,864.
	TOTALS	3,864.	3,864.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES		10,280.			10,280.
	TOTALS	10,280.	0.	0.	10,280.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	89.	89.
FOREIGN TAXES PAID- PSHIPS	622.	622.
TOTALS	711.	711.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	66,267.	66,267.
BANK CHARGES	190.	190.
PORTFOLIO DEDUCTIONS- PSHIPS	33,353.	33,353.
TOTALS	99,810.	99,810.

ATTACHMENT 6

ATTACHMENT 7

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

DESCRIPTION	AMOUNT
PRIOR PD ADJ-CHANGE IN FMV-NO TAX EFFECT	85,644.
TOTAL	85,644.

ATTACHMENT 8

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

DESCRIPTION	AMOUNT
BOOK/TAX DIFF- PARTNERSHIPS	19,318.
PRIOR PD ADJ- PSHIP INC. (SEE FOOTNOTE)	177,174.
TOTAL	196,492.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
VERA R. CAMPBELL 337 SOUTH ANDERSON STREET LOS ANGELES, CA 90033	PRESIDENT & CEO
ERIKA BSUMEK-HANNON 337 SOUTH ANDERSON STREET LOS ANGELES, CA 90033	SECRETARY & TREASURER
	GRAND TOTALS

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	501(C)(3)	ENDOWMENT AND GENERAL OPERATING SUPPORT	103,200.
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BOULEVARD LOS ANGELES, CA 90043	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
SCHOOL FOR ADVANCED RESEARCH P.O. BOX 2188 SANTA FE, NM 87504-2188	501(C)(3)	GENERAL OPERATING SUPPORT	105,878.
LOS ANGELES MISSION 303 EAST 5TH STREET LOS ANGELES, CA 90013-1505	501(C)(3)	GENERAL OPERATING SUPPORT	6,900
		TOTAL CONTRIBUTIONS PAID	230,978.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust: VERA R. CAMPBELL FOUNDATION

Employer identification number: 42-1719658

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	27,699.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	27,699.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	**(b)** Date acquired (mo , day, yr)	**(c)** Date sold (mo , day, yr)	**(d)** Sales price	**(e)** Cost or other basis (see instructions)	**(f) Gain or (loss) for the entire year** Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-115,371.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-115,371.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010

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Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			27,699.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-115,371.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-87,672.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,300 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?

☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box

☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?

☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: VERA R. CAMPBELL FOUNDATION

Employer identification number: 42-1719658

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	SHORT-TERM GAIN/LOSS - SEE ATTACHED	VAR	VAR	3,082,637.	3,077,989.	4,648.
	CAPITAL GAIN DISTRIBUTIONS					23,051.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 27,699.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a LONG-TERM GAIN/LOSS - SEE ATTACHED	VAR	VAR	1,493,088.	1,762,615.	-269,527.
LONG-TERM CAP GAINS PARTNERSHIPS					91,293.
SHORT-TERM CAP GAIN-PARTNERSHIP					62,863.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-115,371.

FEDERAL FOOTNOTES

PRIOR PERIOD ADJUSTMENT ON FORM 990PF, PAGE 2, PART III, LINE 5 INCLUDES $177,174 IN PREVIOUSLY UNREPORTED INCOME FROM THE 2008 AND 2009 PARTNERSHIP SCHEDULE K-1'S FOR TCW AMERICA'S DEVELOPMENT ASSOC. LP. THE K-1 INCOME WAS NOT PREVIOUSLY RECEIVED BY THE BROKER. THEREFORE IT WAS NOT REPORTED CORRECTLY ON THE 2008 & 2009 990-PF'S OF THE FOUNDATION. THE FOUNDATION WILL FILE AMENDED 2008 & 2009 TAX EXEMPT ORGANIZATION TAX RETURNS TO REPORT THIS INCOME.