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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

H.H. CAMP FOUNDATION
5415 N HOLLYWOOD AVE
WHITEFISH BAY, WI 53217

A Employer identification number
39-6045479

B Telephone number (see the instructions)
414-526-6757-W

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

▶ \$ 224,856.

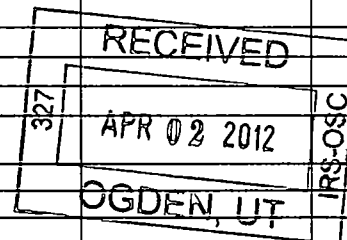
Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)			
2 Ck ☒ if the foundn is not req to att Sch B			
3 Interest on savings and temporary cash investments	3.	3.	3.
4 Dividends and interest from securities	4,202.	4,202.	4,202.
5a Gross rents			
b Net rental income or (loss)			
6a Net gain/(loss) from sale of assets not on line 10	-16,880.		
b Gross sales price for all assets on line 6a	211,275.		
7 Capital gain net income (from Part IV, line 2)	0.		
8 Net short-term capital gain		0.	
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit/(loss) (att sch)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	-12,675.	4,205.	4,205.
13 Compensation of officers, directors, trustees, etc	0.		
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach sch) See St 1	1,500.		
c Other prof fees (attach sch)			
17 Interest			
18 Taxes (attach schedule)(see instrs). See Stm 2	28.		
19 Depreciation (attach sch) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) See Statement 3	125.		
24 Total operating and administrative expenses. Add lines 13 through 23.	1,653.		
25 Contributions, gifts, grants paid			
26 Total expenses and disbursements. Add lines 24 and 25	1,653.	0.	0.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-14,328.		
b Net investment income (if negative, enter -0-)		4,205.	
c Adjusted net income (if negative, enter -0-)		4,205.	

REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	4,863.	8,278.	8,278.
	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 instructions).			
	7 Other notes and loans receivable (attach sch)			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 4	234,043.	216,300.	216,578.	
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)	238,906.	224,578.	224,856.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
FUND ASSETS	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	238,906.	224,578.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	238,906.	224,578.	
31 Total liabilities and net assets/fund balances (see instructions)	238,906.	224,578.		

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	238,906.
2 Enter amount from Part I, line 27a	2	-14,328.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	224,578.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	224,578.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	VARIOUS - SEE ATTACHED	P	Various	Various
b	VARIOUS - SEE ATTACHED	P	Various	Various
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 24,762.		35,710.	-10,948.
b 186,513.		192,445.	-5,932.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-10,948.
b			-5,932.
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	-16,880.
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 instructions) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	-10,948.

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 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 (column (b) divided by column (c))
2010	18,507.	230,297.	0.080361
2009	16,875.	201,771.	0.083634
2008	18,290.	271,348.	0.067404
2007	24,286.	344,463.	0.070504
2006	17,236.	331,288.	0.052027

2 Total of line 1, column (d)	2	0.353930
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	0.070786
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	239,530.
5 Multiply line 4 by line 3	5	16,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42.
7 Add lines 5 and 6	7	16,997.
8 Enter qualifying distributions from Part XII, line 4.	8	

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	84.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	84.
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	84.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
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		0.
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		84.
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 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) WI		
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? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>KOSLER & COMPANY, SC</u> Telephone no <u>262-522-3200</u> Located at <u>N16 W23233 STONE RIDGE DR, WAUKESHA, WI</u> ZIP + 4 <u>53188</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				X

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
1 a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u></u>	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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 2011? <u></u>	1 c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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) <u></u>	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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 2011 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 2011.) <u></u>	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u></u>	4 a	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 2011? <u></u>	4 b	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 instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 5		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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

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 (see 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.

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	238,608.
b	Average of monthly cash balances	1b	4,570.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	243,178.
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	243,178.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,648.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	239,530.
6	Minimum investment return. Enter 5% of line 5	6	11,977.

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	11,977.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	84.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	84.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,893.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,893.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,893.

Part XIII 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	
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	0.
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				11,893.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	1,185.			
b From 2007	7,801.			
c From 2008	4,943.			
d From 2009	6,856.			
e From 2010	7,048.			
f Total of lines 3a through e	27,833.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				
a Applied to 2010, 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 2011 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	11,893.			11,893.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,940.			
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 2010. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	15,940.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	2,036.			
c Excess from 2009	6,856.			
d Excess from 2010	7,048.			
e Excess from 2011				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
Total				3a
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	3.	
4	Dividends and interest from securities			14	4,202.	
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					
8	Gain or (loss) from sales of assets other than inventory					-16,880.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a	OTHER INCOME					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				4,205.	-16,880.
13	Total. Add line 12, columns (b), (d), and (e)				13	-12,675.

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

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

[illegible]

H.H. CAMP FOUNDATION

39-6045479

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Total	\$ 1,500. \$ 1,500.	\$ 0.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL INCOME TAX	\$ 28.			
Total	\$ 28.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	\$ 125.			
Total	\$ 125.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Securities			
SECURITIES	Cost	\$ 216,300.	\$ 216,578.
Total		\$ 216,300.	\$ 216,578.

H.H. CAMP FOUNDATION

39-6045479

Statement 5
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
JOHN C VAN DYKE III 5415 N HOLLYWOOD AVE MILWAUKEE, WI 53217	President 0	\$ 0.	\$ 0.	\$ 0.
JOHN M BORGES 306 E NORTHPOINT ROAD MEQUON, WI 53092	Vice President 0	0.	0.	0.
TIMOTHY R AIK 103 E MEQUON ROAD MEQUON, WI 53092	Secretary 0	0.	0.	0.
J. CAMP VAN DYKE 7805 N RIVER ROAD MILWAUKEE, WI 53217	Trustee 0	0.	0.	0.
JOHN S BORGES 9800 N RANGE LINE ROAD MEQUON, WI 53092	Trustee 0	0.	0.	0.
NICHOLAS C WILSON 930 W SHAKER CIRCLE MEQUON, WI 53092	Treasurer 0	0.	0.	0.
NINA K FRANTZEN 800 W LARAMIE LANE BAYSIDE, WI 53217	Trustee 0	0.	0.	0.
THOMAS B WILSON III 2118 E LAFAYETTE PLACE MEQUON, WI 53092	Trustee 0	0.	0.	0.
SUSAN MACKIE 1278 BOBOLINK GRAFTON, WI 53024	Trustee 0	0.	0.	0.
KATIE WARD 320 E WHITE FISH ROAD PORT WASHINGTON, WI 53074	Trustee 0	0.	0.	0.
SCOTT VAN DYKE 5003 N SHORELAND AVE MILWAUKEE, WI 53217	Trustee 0	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

H H CAMP FOUNDATION
C/O JOHN C VAN DYKE III

Statement Period JANUARY 1 - DECEMBER 31, 2011
Account Number 3950-1608 BE08

BAIRD

REALIZED GAINS/(-)LOSSES continued

Stock Funds continued

Acquired	Date	Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
01/04/07 n	12/28/11		1,029,004	19,7600	19,5100	20,357,91	20,075,86	-282,05 (LT)
03/12/08 n	12/28/11		0,453	18,5500	19,5100	8,41	8,83	0,42 (LT)
12/24/08 n	12/28/11		42,731	11,1200	19,5100	475,17	833,68	358,51 (LT)
03/23/09 n	12/28/11		1,868	10,3400	19,5100	19,31	36,44	17,13 (LT)
12/24/09 n	12/28/11		22,485	16,5200	19,5100	371,45	438,68	67,23 (LT)
03/23/10 n	12/28/11		0,245	17,7400	19,5100	4,34	4,77	0,43 (LT)
			1,122,452			21,740,93	21,899,04	158,11
Total Stock Funds							\$183,192,63	\$19,339,45

Taxable Bond Funds

ISHRS BRCLYS TIPS BD ETF	01/06/05 n	12/23/11	120,000	105,1700	116,8901	12,758,28	13,949,04	1,190,76 (LT)
ISHRS BRCLYS TIPS BD ETF	01/06/05 n	12/28/11	121,000	105,1700	116,8101	12,864,59	14,133,74	1,269,15 (LT)
Total Taxable Bond Funds							\$28,082,78	\$2,459,91

Total Realized Gains/(-)Losses

							\$228,154,95	\$21,275,41	\$16,879,54
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Total Net Short-Term (ST) Capital Gains/(-)Losses

							\$35,710,31	\$24,761,96	\$10,948,35
--	--	--	--	--	--	--	-------------	-------------	-------------

Total Net Long-Term (LT) Capital Gains/(-)Losses

							\$192,444,64	\$186,513,45	-\$5,931,19
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* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

n Noncovered Tax Lot - The cost basis and holding period on this tax lot will not be reported by Baird to the IRS. The sale proceeds will be reported to the IRS for taxable (reportable) accounts. Cost information is being supplied for informational purposes only.

INTERESTED PARTIES AND/OR SUPPORTING REPRESENTATIVE(S)

For the account of:

H H CAMP FOUNDATION
C/O JOHN C VAN DYKE III
5415 N HOLLYWOOD AVE
MILWAUKEE WI 53217-5326

Your Supporting Representative(s) is (are)

ROBERT W BAIRD & CO INC
ADVISORY SERVICES

H H CAMP FOUNDATION
C/O JOHN C VAN DYKE III

Statement Period JANUARY 1 - DECEMBER 31, 2011
Account Number 3950-1608 BE08

BAIRD

CASH MANAGEMENT ACTIVITY continued

Cash Management Checkwriting Activity continued

Check No.	Payee	Expense Category	Expense Code	Date Written	Date Paid	Amount
1171	REV CM CHECK #1171 ADJ	Undefined	N/A	01/21/11	01/21/11	-10.00
1171	SKYLIGHT OPERA	Undefined	N/A	01/21/11	01/21/11	1,000.00
1172	MILWAUKEE PUBLIC MUSEUM	Undefined	N/A	12/31/10	01/13/11	1,000.00
1173	BOYS & GIRLS CLUBS	Undefined	N/A	12/30/10	01/06/11	1,000.00
1174	KOSLER & COMPANY	Undefined	N/A	04/15/11	04/21/11	1,500.00
1176	PENFIELD CHILDRENS CENTER	Undefined	N/A	12/03/10	01/18/11	1,000.00

Total Cash Management Checkwriting Activity \$17,500.00

CASH MANAGEMENT CHECKWRITING EXPENSE SUMMARY

Expense Category	Expense Code	This Period	Year-to-Date	Pct. of Total
Undefined	N/A	0.00	17,500.00	100%

Cash Management Expense Summary

This Period	\$0.00	Year-to-Date	\$17,500.00	Pct. of Total	100%
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For calls placed internationally, please call collect (701) 461-0621.

REALIZED GAINS/(-)LOSSES

This section presents estimated realized gains or losses for your information only, and should not be used for tax purposes. To calculate gains or losses, the position with the highest purchase price has been liquidated first unless you have instructed us otherwise. We suggest you review this information for accuracy and contact your Baird Financial Advisor with any questions.

Stock Funds

Stock Fund	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
ARTIO INTL EQTY II CLA	01/07/08 n	12/23/11	722.000	16.7900	9.7000	12,149.93	7,003.40	-5,146.53 (LT)
ARTIO INTL EQTY II CLA	12/30/10 n	12/28/11	26.404	12.3100	9.3800	325.03	247.69	-77.34 (ST)
	01/07/08 n	12/28/11	588.304	16.7900	9.3800	9,900.07	5,518.29	-4,381.78 (LT)
	12/30/08 n	12/28/11	44.229	9.7400	9.3800	430.79	414.86	-15.93 (LT)
	12/30/09 n	12/28/11	63.713	11.7900	9.3800	751.18	597.62	-153.56 (LT)
			722.650			11,407.07	6,778.46	-4,628.61
DODGE & COX FDS INTL STK	01/06/05 n	12/23/11	595.000	29.8100	29.1900	17,766.51	17,368.05	-398.46 (LT)
DODGE & COX FDS INTL STK	12/21/11 n	12/28/11	30.376	28.9300	28.6500	878.77	870.30	-8.47 (ST)
	01/06/05 n	12/28/11	389.031	29.8100	28.6500	11,616.33	11,145.73	-470.60 (LT)
	12/23/08 n	12/28/11	64.766	20.9600	28.6500	1,357.49	1,855.54	498.05 (LT)

HH CAMP FOUNDATION
C/O JOHN C VAN DYKE III

Statement Period JANUARY 1 - DECEMBER 31, 2011
Account Number 3950-1608 BE08

BAIRD

REALIZED GAINS/(-)LOSSES continued

Stock Funds continued

	Date Acquired	Date Sold	Quantity	Purchase Price	Sale Price	Cost Basis	Sale Proceeds	Realized Gain/(-)Loss*
DODGE & COX STOCK FUND	12/23/08 n	12/28/11	104,865	20,9600	28,6500	2,197,97	3,004,38	806,41 (LT)
	12/23/08 n	12/28/11	4,134	20,9600	28,6500	86,65	118,43	31,78 (LT)
			593,172			16,137,21	16,994,38	857,17
DODGE & COX STOCK FUND	03/29/11 n	12/23/11	1,199	112,7900	102,3000	135,25	122,65	-12,60 (ST)
	06/28/11 n	12/23/11	1,547	109,7000	102,3000	169,67	158,27	-11,40 (ST)
	12/21/01 n	12/23/11	168,254	101,4600	102,3000	17,083,99	17,212,38	128,39 (LT)
			171,000			17,388,91	17,493,30	104,39
						136,35	143,18	6,83 (ST)
DODGE & COX STOCK FUND	12/21/11 n	12/28/11	1,553	100,0600	100,4100	155,41	156,02	0,61 (ST)
	12/21/01 n	12/28/11	120,482	101,4600	100,4100	12,233,36	12,097,59	-135,77 (LT)
	12/28/01 n	12/28/11	2,530	100,1800	100,4100	253,50	254,03	0,53 (LT)
	12/28/01 n	12/28/11	9,473	100,1800	100,4100	949,01	951,18	2,17 (LT)
	12/28/01 n	12/28/11	3,179	100,1800	100,4100	318,50	319,20	0,70 (LT)
	06/27/02 n	12/28/11	2,578	95,8400	100,4100	247,09	258,85	11,76 (LT)
	09/27/02 n	12/28/11	3,053	85,6300	100,4100	261,46	306,55	45,09 (LT)
	12/30/02 n	12/28/11	3,087	87,2500	100,4100	269,38	309,96	40,58 (LT)
	12/30/02 n	12/28/11	2,779	87,2500	100,4100	242,44	279,03	36,59 (LT)
	03/28/03 n	12/28/11	2,974	84,5300	100,4100	251,35	298,61	47,26 (LT)
	06/27/03 n	12/28/11	3,587	97,0200	100,4100	347,97	360,17	12,20 (LT)
	09/29/03 n	12/28/11	2,454	100,6100	100,4100	246,92	246,40	-0,52 (LT)
	12/23/08 n	12/28/11	2,466	100,6100	100,4100	176,58	247,61	71,03 (LT)
	03/27/09 n	12/28/11	3,678	66,3000	100,4100	243,88	369,30	125,42 (LT)
	06/26/09 n	12/28/11	2,172	77,0500	100,4100	167,39	218,09	50,70 (LT)
	09/28/09 n	12/28/11	1,348	91,4500	100,4100	123,23	135,35	12,12 (LT)
	12/22/09 n	12/28/11	1,367	96,5300	100,4100	131,95	137,26	5,31 (LT)
	06/28/10 n	12/28/11	1,474	92,1200	100,4100	135,83	148,00	12,17 (LT)
	09/28/10 n	12/28/11	1,200	96,8600	100,4100	116,28	120,49	4,21 (LT)
			172,860			17,007,88	17,356,87	348,99
FAIRHOLME FUNDS INC	12/30/10 n	12/23/11	465,000	35,6800	24,3300	16,619,72	11,313,45	-5,306,27 (ST)
	12/30/10 n	12/28/11	431,861	35,6800	23,0400	15,435,28	9,950,07	-5,485,21 (ST)
	01/03/11 n	12/28/11	1,898	35,5800	23,0400	67,52	43,72	-23,80 (ST)
	12/19/11 n	12/28/11	34,770	23,4800	23,0400	816,40	801,12	-15,28 (ST)
ROWE PRICE GROWTH STOCK			468,529			16,319,20	10,794,91	-5,524,29
	01/04/07 n	12/23/11	635,327	31,7700	32,0400	20,208,95	20,355,87	146,92 (LT)
	01/07/08 n	12/23/11	44,541	32,3500	32,0400	1,443,78	1,427,09	-16,69 (LT)
	12/15/10 n	12/23/11	1,132	32,0800	32,0400	36,32	36,28	-0,04 (LT)
ROWE PRICE GROWTH STOCK VANGRD MID CAP INDX INVS			681,000			21,689,05	21,819,24	130,19
	01/04/07 n	12/29/11	385,894	31,7700	31,9500	12,592,89	12,648,81	55,92 (LT)
	12/27/10 n	12/27/11	22,734	20,3300	19,8200	462,18	450,58	-11,60 (ST)
	03/23/11 n	12/27/11	0,207	21,2400	19,8200	4,39	4,13	-0,26 (ST)
	01/04/07 n	12/27/11	1,045,895	19,7600	19,8200	20,692,09	20,729,63	37,54 (LT)
VANGRD MID CAP INDX INVS	03/22/07 n	12/27/11	0,497	20,8600	19,8200	10,37	9,85	-0,52 (LT)
	12/20/07 n	12/27/11	26,667	20,3900	19,8200	543,75	528,75	-15,00 (LT)
			1,096,000			21,712,78	21,722,72	9,94
VANGRD MID CAP INDX INVS	12/23/11 n	12/28/11	25,666	19,6500	19,5100	504,34	500,78	-3,56 (ST)