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

2011

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 JUN 1, 2011, and ending MAY 31, 2012

Name of foundation BUSHROD H. CAMPBELL & ADAH F. HALL CHARITY FUND		A Employer identification number 04-6013598
Number and street (or P.O. box number if mail is not delivered to street address) HEMENWAY & BARNES LLP, 60 STATE STREET	Room/suite	B Telephone number 617-227-7940
City or town, state, and ZIP code BOSTON, MA 02109-1899		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,773,068.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		124,102.	124,102.		STATEMENT 1
4 Dividends and interest from securities		344,401.	344,401.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-131,840.			
b Gross sales price for all assets on line 6a		1,870,929.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		336,663.	468,503.		
13 Compensation of officers, directors, trustees, etc.		5,000.	0.		5,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		91,306.	0.		91,306.
b Accounting fees STMT 4		116,010.	113,412.		2,598.
c Other professional fees STMT 5		11,915.	320.		10,900.
17 Interest					
18 Taxes STMT 6		9,336.	9,603.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		250.	0.		250.
24 Total operating and administrative expenses. Add lines 13 through 23		233,817.	123,335.		110,054.
25 Contributions, gifts, grants paid		745,780.			745,780.
26 Total expenses and disbursements. Add lines 24 and 25		979,597.	123,335.		855,834.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-642,934.			
b Net investment income (if negative, enter -0-)			345,168.		
c Adjusted net income (if negative, enter -0-)				N/A	

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CHARITY FUND

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,503,525.	1,330,848.	1,330,848.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	1,509,214.	896,767.	939,149.
	b Investments - corporate stock STMT 9	8,346,203.	8,427,412.	13,390,457.
	c Investments - corporate bonds STMT 10	725,484.	1,136,550.	1,171,402.
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	1,264,284.	909,528.	941,212.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	13,348,710.	12,701,105.	17,773,068.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	15,456,879.	15,456,879.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-2,108,169.	-2,755,774.	
30 Total net assets or fund balances	13,348,710.	12,701,105.		
31 Total liabilities and net assets/fund balances	13,348,710.	12,701,105.		

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)	13,348,710.
2 Enter amount from Part I, line 27a	-642,934.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	12,705,776.
5 Decreases not included in line 2 (itemize) ▶ BOND ACCRETION	4,671.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	12,701,105.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 1,870,929.		2,002,769.	-131,840.

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			-131,840.

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	-131,840.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	974,538.	18,152,143.	.053687
2009	884,909.	17,977,569.	.049223
2008	1,102,627.	18,170,626.	.060682
2007	970,621.	22,481,783.	.043174
2006	1,033,791.	21,256,341.	.048634

2 Total of line 1, column (d)	2	.255400
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	.051080
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,975,103.
5 Multiply line 4 by line 3	5	918,168.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,452.
7 Add lines 5 and 6	7	921,620.
8 Enter qualifying distributions from Part XII, line 4	8	855,834.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,903.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,903.
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	6,903.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,894.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,394.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,491.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 7,491. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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>ARTHUR B. PAGE, ESQ.</u> Telephone no. ► <u>617-227-7940</u> Located at ► <u>HEMENWAY & BARNES LLP, 60 STATE ST, BOSTON, MA</u> ZIP+4 ► <u>02109-1899</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CURTIS PROUT, MD 319 LONGWOOD AVE. BOSTON, MA 02115	TRUSTEE 1.00	2,500.	0.	0.
NANCY B. GARDINER HEMENWAY & BARNES LLP, 60 STATE STREET BOSTON, MA 02109	TRUSTEE 1.00	0.	0.	0.
ARTHUR B. PAGE HEMENWAY & BARNES LLP, 60 STATE STREET BOSTON, MA 02109	TRUSTEE 4.00	0.	0.	0.
GEORGE P. BEAL 15 LEE ROAD CHESTNUT HILL, MA 02467	TRUSTEE 1.00	2,500.	0.	0.

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

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

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

0

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Part VIII

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

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

[illegible]

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
------------------	---

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		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3		0.

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CHARITY FUND**

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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	16,854,603.
b	Average of monthly cash balances	1b	1,394,233.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,248,836.
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	18,248,836.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	273,733.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,975,103.
6	Minimum investment return. Enter 5% of line 5	6	898,755.

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	898,755.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,903.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,903.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	891,852.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	891,852.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	891,852.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	855,834.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	855,834.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	855,834.

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				891,852.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			789,565.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 855,834.				
a Applied to 2010, but not more than line 2a			789,565.	
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				66,269.
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))	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		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 instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				825,583.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form **990-PF** (2011)

123581
12-02-11

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				
ABCD NORTH END/WEST END SENIOR SERVICES 178 TREMONT STREET BOSTON, MA 02111		PUBLIC CHARITY	GENERAL	7,500.
ALL DORCHESTER SPORTS LEAGUE 1565 DORCHESTER AVE. DORCHESTER, MA 02122		PUBLIC CHARITY	GENERAL	4,000.
ANGELA WESTOVER HOUSE 49 PARLEY AVENUE JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	GENERAL	5,000.
ALZHEIMERS ASSOCIATION FOR FAMILY CARE 225 NORTH MICHIGAN AVENUE CHICAGO, IL 60601		PUBLIC CHARITY	GENERAL	5,000.
AID TO INCARCERATED MOTHERS 434 MASSACHUSETTS AVENUE BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	5,000.
Total			SEE CONTINUATION SHEET(S)	745,780.
b Approved for future payment				
NONE				
Total				0.

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
	(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	124,102.	
4 Dividends and interest from securities			14	344,401.	
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			18	-131,840.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		336,663.	0.
13 Total. Add line 12, columns (b), (d), and (e)				336,663.	336,663.

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

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

[illegible]

Part XVII


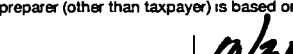
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | |

[illegible]

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

- | b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		Date 10/23/2012		Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name RONALD GAILEY		Preparer's signature 		Date 10/23/12	
	Check <input type="checkbox"/> if self-employed		PTIN P00294242			
	Firm's name ▶ HEMENWAY & BARNES LLP				Firm's EIN ▶ 04-1433295	
Firm's address ▶ 60 STATE STREET BOSTON, MA 02109-1899				Phone no. 617-227-7940		

Form **990-PF** (2011)

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ASIAN TASK FORCE AGAINST DOMESTIC VIOLENCE PO BOX 120108 BOSTON, MA 02112		PUBLIC CHARITY	GENERAL	6,000.
PROJECT MANNA 146 HAMPSHIRE ROAD CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL	7,000.
BOSTON LIVING CENTER 29 STANHOPE STREET BOSTON, MA 02110		PUBLIC CHARITY	GENERAL	7,000.
BOSTON MEDICAL CENTER ONE BOSTON MEDICAL CENTER PLACE BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	12,000.
BOSTON PARTNERS IN EDUCATION 44 FARNSWOTH STREET, #7 BOSTON, MA 02210		PUBLIC CHARITY	GENERAL	17,500.
BOYS & GIRLS CLUBS 50 CONGRESS STREET BOSTON, MA 02109		PUBLIC CHARITY	GENERAL	5,000.
BRIDGE FUND 2018 R STREET, NW FL3 WASHINGTON, DC 20009		PUBLIC CHARITY	GENERAL	17,000.
CARITAS COMMUNITIES 28 MOUNT PLEASANT AVE. ROXBURY, MA 02119		PUBLIC CHARITY	GENERAL	7,000.
CARROLL CENTER FOR THE BLIND 770 CENTRE STREET NEWTON, MA 02458		PUBLIC CHARITY	GENERAL	10,000.
CASA ESPERANZA PO BOX 191540 ROXBURY, MA 02119		PUBLIC CHARITY	GENERAL	5,000.
Total from continuation sheets				719,280.

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CASA MYRNA VAZQUEZ PO BOX 180019 BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	10,000.
CITY SCHOOL FOR COMMUNITY 65 METROPOLITAN AVENUE HYDE PARK, MA 02136		PUBLIC CHARITY	GENERAL	6,000.
CITY MISSION FOR HOMELESS 14 BEACON STREET BOSTON, MA 02108		PUBLIC CHARITY	GENERAL	7,000.
COMMUNITY FAMILY FOR GENERAL SUPPORT 155 WEBSTER STREET HANOVER, MA 02339		PUBLIC CHARITY	GENERAL	5,000.
COMMUNITY EDUCATION CENTER 119 LONDON STREET EAST BOSTON, MA 02128		PUBLIC CHARITY	GENERAL	10,000.
COMMUNITY SERVINGS 125 MAGAZINE STREET BOSTON, MA 02119		PUBLIC CHARITY	GENERAL	8,000.
COMMUNITY WORK SERVICES 174 PORTLAND STREET BOSTON, MA 02114		PUBLIC CHARITY	GENERAL	6,000.
COOPERATIVE ELDER SERVICES 9 MERIAM STREET, SUITE 28 LEXINGTON, MA 02420		PUBLIC CHARITY	GENERAL	6,000.
CRITTENTON WOMEN'S UNION ONE WASHINGTON MALL BOSTON, MA 02108		PUBLIC CHARITY	GENERAL	10,000.
D.E.A.F INC 215 BRIGHTON AVE. ALLSTON, MA 02134		PUBLIC CHARITY	GENERAL	10,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EDUCATIONAL DEVELOPMENT GROUP 434 MASSACHUSETTS AVE. BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	5,000.
DORCHESTER BAY ECONOMIC DEVEL. 89 SOUTH STREET BOSTON, MA 02111		PUBLIC CHARITY	GENERAL	5,000.
ELIZABETH STONE HOUSE 8 NOTRE DAME STREET ROXBURY, MA 02119		PUBLIC CHARITY	GENERAL	9,000.
ELLIS MEMORIAL AND ELDREDGE HOUSE ONE CHANDLER STREET BOSTON, MA 02116		PUBLIC CHARITY	GENERAL	6,000.
FIRST LITERACY 160 BOYLSTON STREET BOSTON, MA 02116		PUBLIC CHARITY	GENERAL	5,000.
FAMILY NURTURING CENTER 200 BOWDIN STREET DORCHESTER, SC 02122		PUBLIC CHARITY	GENERAL	5,000.
FAMILYS FIRST PARENTING BOSTON, MA		PUBLIC CHARITY	GENERAL	5,000.
FATHER BILL'S & MAINSPRING 140 SCHOOL STREET BROCKTON, MA 02302		PUBLIC CHARITY	GENERAL	6,000.
FENWAY COMMUNITY DEVELOPMENT 73 HEMENWAY STREET BOSTON, MA 02115		PUBLIC CHARITY	GENERAL	7,000.
FOOD FOR FREE 11 INMAN STREET CAMBRIDGE, MA 02138		PUBLIC CHARITY	GENERAL	7,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRANCISCAN HOSPITAL FOR CHILDREN 30 WARREN STREET BRIGHTON, MA 02135		PUBLIC CHARITY	GENERAL	10,000.
FRIENDSHIP WORKS 105 CHAUNCY STREET BOSTON, MA 02111		PUBLIC CHARITY	GENERAL	9,000.
GENERATION EXCEL 215 FOREST HILLS STREET JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	GENERAL	5,000.
GENERATIONS INC 25 KINGSTON STREET BOSTON, MA 02111		PUBLIC CHARITY	GENERAL	4,000.
GODDARD HOUSE 165 CHESTNUT STREET BROOKLINE, MA 02445		PUBLIC CHARITY	GENERAL	8,080.
GREATER BOSTON RAPE CRISIS 99 BISHOP ALLEN DRIVE CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL	7,000.
GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON, MA 02114		PUBLIC CHARITY	GENERAL	12,500.
GREATER BOSTON GUILD FOR THE BLIND 1980 CENTRE STREET WEST ROXBURY, MA 02132		PUBLIC CHARITY	GENERAL	9,000.
HALE BARNARD SERVICES 273 CLARENDON STREET BOSTON, MA 02116		PUBLIC CHARITY	GENERAL	5,000.
HEADING HOME 99 BISHOP ALLEN DRIVE CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL	8,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HEBREW SENIOR LIFE 1200 CENTRE STREET BOSTON, MA 02131		PUBLIC CHARITY	GENERAL	4,000.
HELPING HANDS 600 WASHINGTON STREET WRENTHAM, MA 02093		PUBLIC CHARITY	GENERAL	12,000.
HESPERIAN FOUNDATION 1919 ADDISON STREET, SUITE 304 BERKELEY, CA 94704		PUBLIC CHARITY	GENERAL	7,000.
HOME FOR ELDER CARE 6 BEACON STREET BOSTON, MA 02115		PUBLIC CHARITY	GENERAL	6,000.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVENUE BOSTON, MA 02115		PUBLIC CHARITY	GENERAL	6,000.
IPAS FOR INFORMATION 18 HIGHLAND AVENUE NEWBURYPORT, MA 01950		PUBLIC CHARITY	GENERAL	5,000.
HOPE FOUNDATION 1252 N LOESCH ROAD BLOOMINGTON, IN 47404		PUBLIC CHARITY	GENERAL	7,500.
INQUILLINOS BORICUAS EN ACCION 405 SHAWMUT AVENUE BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	5,000.
JEWISH COMMUNITY HOUSING 30 WALLINGFORD ROAD BRIGHTON, MA 02135		PUBLIC CHARITY	GENERAL	6,000.
KIT CLARKE SENIOR SERVICES 1500 DORCHESTER AVENUE DORCHESTER, MA 02122		PUBLIC CHARITY	GENERAL	11,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MASS ASSOCIATION FOR THE BLIND 799 WEST BOYLSTON STREET WORCESTER, MA 01606		PUBLIC CHARITY	GENERAL	5,000.
MT PLEASANT HOME 301 SOUTH HUNTINGTON AVENUE JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	GENERAL	5,000.
MAPS FOR ELDER SERVICES 1046 CAMBRIDGE STREET CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL	5,000.
MARGARET FULLER NEIGHBORHOOD HOUSE 71 CHERRY STREET CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL	10,000.
WOMEN OF MEANS CLINICAL SERVICES WELLESLEY, MA 02482		PUBLIC CHARITY	GENERAL	5,000.
METROPOLITAN BOSTON HOUSING & PARTNERSHIP 125 LINCOLN STREET, 5TH FL BOSTON, MA 02111		PUBLIC CHARITY	GENERAL	4,000.
MUJERES UNIDAS EN ACCION 54 CLAYTON STREET DORCHESTER, MA 02122		PUBLIC CHARITY	GENERAL	7,000.
MYSTIC VALLEY ELDER SERVICES 300 COMMERCIAL STREET MALDEN, MA 02148		PUBLIC CHARITY	GENERAL	5,000.
NATIONAL BRAILLE PRESS 88 ST STEPHEN STREET BOSTON, MA 02115		PUBLIC CHARITY	GENERAL	5,000.
NOAH FOR SENIOR HOME SERVIES EAST BOSTON, MA		PUBLIC CHARITY	GENERAL	10,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NUESTRA COMUNIDAD DEVELOPMENT 56 WARREN STREET, SUITE 200 ROXBURY, MA 02119		PUBLIC CHARITY	GENERAL	7,500.
PCI-MEDIA IMPACT FOR MY COMMUNITY 777 UNITED NATIONS PLAZA, 5TH FL NEW YORK, NY 10017		PUBLIC CHARITY	GENERAL	9,000.
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON STREET WATERTOWN, MA 02472		PUBLIC CHARITY	GENERAL	12,000.
PLANNED PARENTHOOD LEAGUE 1055 COMMONWEALTH AVE. BOSTON, MA 02115		PUBLIC CHARITY	GENERAL	9,000.
PLANNED PARENTHOOD OF NORTHERN NE 183 TALCOTT ROAD, SUITE 101 WILLISTON, VT 05495		PUBLIC CHARITY	GENERAL	7,000.
POPULATION MEDIA CENTER PO BOX 547 SHELBURNE, VT 05482		PUBLIC CHARITY	GENERAL	12,000.
PROJECT BREAD 145 BORDER STREET EAST BOSTON, MA 02128		PUBLIC CHARITY	GENERAL	6,000.
QUINCY COMMUNITY ACTION 1509 HANCOCK STREET QUICY, MA 02169		PUBLIC CHARITY	GENERAL	4,000.
PINE STREET INN 444 HARRISON AVENUE BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	7,000.
REACH EMERGENCY SHELTER JACKSON, NC		PUBLIC CHARITY	GENERAL	8,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RESOURCE FOUNDATION 237 WEST 35TH STREET, SUITE 1203 NEW YORK, NY 10001		PUBLIC CHARITY	GENERAL	8,000.
ROCA, INC 101 PARK STREET CHELSEA, MA 02150		PUBLIC CHARITY	GENERAL	12,500.
ROGERSON COMMUNITIES ONE FLORENCE STREET BOSTON, MA 02131		PUBLIC CHARITY	GENERAL	12,000.
SCM COMMUNITY TRANSPORTATION 167 HOLLAND STREET SOMERVILLE, MA 02144		PUBLIC CHARITY	GENERAL	6,000.
SECOND STEP PO BOX 600213 NEWTON, MA 02460		PUBLIC CHARITY	GENERAL	7,000.
SELF ESTEEM BOSTON PO BOX 301155 JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	GENERAL	5,000.
SOLUTIONS AT WORK PO BOX 391349 CAMBRIDGE, MA 02139		PUBLIC CHARITY	GENERAL	8,000.
SOUTHWEST BOSTON SENIOR SERVICES 555 ARMORY STREET JAMAICA PLAIN, MA 02130		PUBLIC CHARITY	GENERAL	7,500.
SOUTH BOSTON NEIGHBORHOOD HOUSE 1636 H STREET SOUTH BOSTON, MA 02127		PUBLIC CHARITY	GENERAL	4,000.
SPRINGWELL HOME 125 WALNUT STREET WATERTOWN, MA 02472		PUBLIC CHARITY	GENERAL	6,000.
Total from continuation sheets				

**BUSHROD H. CAMPBELL & ADAH F. HALL
CHARITY FUND**

04-6013598

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
STRAIGHT AHEAD MINISTRIES 100 GROVE STREET WORCESTER, MA 01605		PUBLIC CHARITY	GENERAL	6,000.
STEPPINGSTONE FOUNDATION 155 FEDERAL STREET BOSTON, MA 02110		PUBLIC CHARITY	GENERAL	8,000.
FUEL FOR EDUCATIONAL LEADERSHIP 561 BOYLSTON AVENUE BOSTON, MA 02116		PUBLIC CHARITY	GENERAL	5,000.
YMCA CHELSEA 207 SHURTLEFF STREET CHELSEA, MA 02150		PUBLIC CHARITY	GENERAL	5,200.
THE MEDICAL FOUNDATION 95 BERKLEY STREET BOSTON, MA 02116		PUBLIC CHARITY	GENERAL	55,000.
UNITED NEGRO COLLEGE FUND 8260 WILLOW OAKS CORPORATE DRIVE FAIRFAX, VA 22031		PUBLIC CHARITY	GENERAL	10,000.
UNITED SOUTH END SETTLEMENTS 566 COLUMBUS AVE. BOSTON, MA 02118		PUBLIC CHARITY	GENERAL	10,000.
VIETNAM VETERANS WORKSHOP 17 COURT STREET BOSTON, MA 02108		PUBLIC CHARITY	GENERAL	9,000.
WALKER HOME & SCHOOL 1968 CENTRAL AVE. NEEDHAM, MA 02494		PUBLIC CHARITY	GENERAL	5,000.
WOMEN'S LUNCH PLACE 67 NEWBURY STREET BOSTON, MA 02116		PUBLIC CHARITY	GENERAL	9,000.
Total from continuation sheets				

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	500 AIXTRON	P	05/19/11	11/21/11
b	800 CREE	P	12/01/10	11/21/11
c	1200 CREE	P	03/02/11	11/21/11
d	2000 ENCANA	P	12/01/10	11/21/11
e	150,000 US TREASURY	P	02/26/02	02/15/12
f	300,000 AUSTRALIAN BOND	P	08/12/09	04/19/12
g	100,000 AUSTRALIAN BOND	P	12/01/10	04/19/12
h	2000 DEERE AND CO	P	11/11/09	03/07/12
i	2000 ENCANA	P	11/20/08	11/21/11
j	10,000 US TREASURY	P	10/29/01	08/15/11
k	250,000 US TREASURY	P	11/16/01	08/15/11
l	200,000 US TREASURY	P	05/12/10	01/17/12
m	6000 BAKER HUGHES	P	03/30/07	11/21/11
n	2000 ENCANA	P	02/09/09	11/21/11
o	1000 ENCANA	P	05/12/09	11/21/11

(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 6,555.		19,825.	-13,270.
b 24,048.		53,540.	-29,492.
c 36,071.		62,052.	-25,981.
d 39,879.		56,440.	-16,561.
e 150,000.		149,467.	533.
f 309,600.		266,067.	43,533.
g 103,200.		88,690.	14,510.
h 164,113.		96,519.	67,594.
i 39,879.		38,725.	1,154.
j 10,000.		10,164.	-164.
k 250,000.		250,816.	-816.
l 200,000.		202,000.	-2,000.
m 347,213.		397,729.	-50,516.
n 39,879.		49,403.	-9,524.
o 19,940.		27,825.	-7,885.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-13,270.
b			-29,492.
c			-25,981.
d			-16,561.
e			533.
f			43,533.
g			14,510.
h			67,594.
i			1,154.
j			-164.
k			-816.
l			-2,000.
m			-50,516.
n			-9,524.
o			-7,885.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

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	1000 ENCANA	P	02/10/10	11/21/11
b	4000 ENCANA	P	05/12/10	11/21/11
c	2000 VESTAS WIND	P	11/21/08	11/10/11
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19,940.		30,355.	-10,415.
b 79,758.		129,632.	-49,874.
c 30,854.		73,520.	-42,666.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-10,415.
b			-49,874.
c			-42,666.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-131,840.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
HEMENWAY & BARNES #1014075 - OTHER	69,327.
HEMENWAY & BARNES #1014075 - USG	54,775.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	124,102.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HEMENWAY & BARNES #1014075 - DIV	344,401.	0.	344,401.
TOTAL TO FM 990-PF, PART I, LN 4	344,401.	0.	344,401.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION & LEGAL FEES	91,306.	0.		91,306.
TO FM 990-PF, PG 1, LN 16A	91,306.	0.		91,306.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES	110,912.	110,912.		0.
TAX PREPARATION & ACCTING FEES	5,098.	2,500.		2,598.
TO FORM 990-PF, PG 1, LN 16B	116,010.	113,412.		2,598.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIPS	695.	0.		0.	
BANK FEES	320.	320.		0.	
ORGANIZATION DUES	10,900.	0.		10,900.	
TO FORM 990-PF, PG 1, LN 16C	11,915.	320.		10,900.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	9,603.	9,603.		0.	
TAX REFUND	-267.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	9,336.	9,603.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COMMONWEALTH OF MASSACHUSETTS - FILING FEE	250.	0.		250.	
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREAS NT 4.375% - 200000	X		196,953.	201,750.
US TREAS NT 4.25% - 300000	X		300,439.	317,367.
US TREAS NOTES 2.625% - 400000	X		399,375.	420,032.
TOTAL U.S. GOVERNMENT OBLIGATIONS			896,767.	939,149.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			896,767.	939,149.

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
EMERSON ELECTRIC - 16200 SHS			306,741.	757,674.
EXXON MOBIL - 7000 SHS			41,372.	550,410.
GENERAL ELECTRIC - 9000 SHS			9,422.	171,810.
INTEL CORP - 23200 SHS			253,506.	599,488.
JOHNSON & JOHNSON - 10000 SHS			14,610.	624,300.
MICROSOFT CORP - 22400 SHS			182,220.	653,856.
3M - 6600 SHS			120,188.	557,106.
PROCTER & GAMBLE - 9500 SHS			336,475.	591,755.
WALMART STORES - 10000 SHS			466,447.	658,200.
PEPSICO - 7000 SHS			427,953.	474,950.
ABB LTD SPONS - 23000 SHS			311,429.	363,630.
CVS CAREMARK - 12000 SHS			365,930.	539,280.
CANADIAN NATIONAL RAILWAY - 7000 SHS			294,154.	573,580.
DEERE & CO - 6000 SHS			259,298.	443,220.
DEVON ENERGY CORP - 5000 SHS			335,490.	297,600.
EMC CORP - 10000 SHS			201,739.	238,500.
NOVARTIS AG ADR - 8000 SHS			359,199.	416,240.
SCHLUMBERGER LTD - 4000 SHS			255,887.	253,000.
SYSCO CORP - 15000 SHS			411,801.	418,650.
COVIDIEN LTD - 7000 SHS			270,504.	362,460.
APTARGROUP, INC - 6000 SHS			263,440.	304,020.
APPLE INC - 900 SHS			158,242.	519,957.
PORTLAND GENERAL ELEC - 10000 SHS			213,358.	251,500.
ROCHE HOLDING LTD - 8000 SHS			310,377.	312,016.
HOME DEPOT - 10000 SHS			288,460.	493,400.
AUTOMATIC DATA - 8000 SHS			406,461.	417,200.
NXP SEMI - 3000 SHS			91,038.	63,330.
UNITED TECHNOLOGIES - 3000 SHS			260,272.	222,330.
CHEVRON CORP - 2000 SHS			211,978.	196,620.

HELMERICH & PAYNE 5000 SHS	282,900.	226,500.
LAB CORP AMERICA 2000 SHS	171,412.	166,560.
NATIONAL GRID 3500 SHS	171,121.	176,015.
NSRGY 4000 SHS	226,431.	226,600.
NZYM 10,000 SHS	147,557.	268,700.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,427,412.	13,390,457.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FNMA 5.25% - 125000	124,244.	148,304.
SARA LEE - 600,000	601,240.	615,912.
HEWLETT PACKARD 2.625% 200,000	206,366.	204,102.
KRAFT FOODS 2.625% 200,000	204,700.	203,084.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,136,550.	1,171,402.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BERKSHIRE HATHAWAY 4.625% - 300000	COST	300,600.	315,642.
CLOROX CO 5% - 200000	COST	196,300.	206,250.
MICROSOFT CORP 2.95% - 400000	COST	412,628.	419,320.
TOTAL TO FORM 990-PF, PART II, LINE 13		909,528.	941,212.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ARTHUR B. PAGE, ESQ.
HEMENWAY & BARNES LLP, 60 STATE STREET
BOSTON, MA 02109

TELEPHONE NUMBER

617-227-7940

FORM AND CONTENT OF APPLICATIONS

FORMAL PROPOSAL INCLUDING GENERAL INFORMATION, AUDIT, BUDGET AND TAX
EXEMPTION FORM.

ANY SUBMISSION DEADLINES

FIRST DAY OF JANUARY, APRIL, AUGUST AND OCTOBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

GREATER BOSTON TEACHING HOSPITALS, ORGANIZATION PROVIDING SERVICES TO THE
ELDERLY AND POPULATION CONTROL. ALL RECIPIENTS ARE PUBLIC CHARITIES.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

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

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

Part I only

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions BUSHROD H. CAMPBELL & ADAH F. HALL CHARITY FUND	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-6013598
	Number, street, and room or suite no. If a P.O. box, see instructions. HEMENWAY & BARNES LLP, 60 STATE STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02109-1899	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ARTHUR B. PAGE, ESQ. - HEMENWAY & BARNES LLP, 60 STATE

- The books are in the care of ► **ST - BOSTON, MA 02109-1899**

Telephone No. ► **617-227-7940**

FAX No. ► **617-227-0781**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JANUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
- ☒ tax year beginning **JUN 1, 2011**, and ending **MAY 31, 2012**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 14,394.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 7,894.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 6,500.

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

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

Form **8868** (Rev. 1-2012)