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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation The Campbell Family Foundation		A Employer identification number 13-4149591
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd	123	
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 7,573,069	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	34	34		
	4 Dividends and interest from securities	97,596	97,596		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	105,753			
	b Gross sales price for all assets on line 6a 3,798,911				
	7 Capital gain net income (from Part IV, line 2)		105,753		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	203,383	203,383			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	19,774	19,774		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	800			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	457			457
	22 Printing and publications				
	23 Other expenses (attach schedule)	35,825			35,825
	24 Total operating and administrative expenses. Add lines 13 through 23	56,856	19,774	0	36,282
	25 Contributions, gifts, grants paid	658,690			658,690
26 Total expenses and disbursements Add lines 24 and 25	715,546	19,774	0	694,972	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-512,163				
b Net investment income (if negative, enter -0-)		183,609			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	234,719	180,653	180,653
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,603,417	3,536,641	3,906,078
	c	Investments—corporate bonds (attach schedule)	1,320,000	875,000	937,506
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,367,381	2,421,060	2,548,832
	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)	7,525,517	7,013,354	7,573,069
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,525,517	7,013,354	
	30	Total net assets or fund balances (see instructions)	7,525,517	7,013,354	
	31	Total liabilities and net assets/fund balances (see instructions)	7,525,517	7,013,354	

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	7,525,517
2	Enter amount from Part I, line 27a	2	-512,163
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,013,354
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	7,013,354

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 Publicly-traded Securities				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,798,911		3,693,158	105,753	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			105,753	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	105,753
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 }			3	0

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 (col. (b) divided by col. (c))
2011	413,793	8,077,383	0.051229
2010	457,582	7,722,746	0.059251
2009	340,926	7,177,365	0.047500
2008	279,164	8,565,684	0.032591
2007	434,225	9,400,470	0.046192
2 Total of line 1, column (d)			2 0.236763
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 0.047353
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,663,588
5 Multiply line 4 by line 3			5 362,894
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,836
7 Add lines 5 and 6			7 364,730
8 Enter qualifying distributions from Part XII, line 4 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.			8 694,972

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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,836	
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	1,836	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,836	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,784		
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	3,784		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,948		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 1,900 Refunded	11	48		

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 Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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? 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) DE		
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 2012 or the taxable year beginning in 2012 (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

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 ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
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			
16	At any time during calendar year 2012, 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
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)	2b	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 ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	N/A
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 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? Organizations relying on a current notice regarding disaster assistance check here		☐	5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		☐ Yes ☐ No		
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? If "Yes" to 6b, file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	N/A

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 ATTACHMENT				

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				
	00			
	00			
	00			
	00			
	00			

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



Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see 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		

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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,944,790
b	Average of monthly cash balances	1b	286,670
c	Fair market value of all other assets (see instructions)	1c	2,548,832
d	Total (add lines 1a, b, and c)	1d	7,780,292
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,780,292
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	116,704
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,663,588
6	Minimum investment return. Enter 5% of line 5	6	383,179

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	383,179
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,836
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,836
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	381,343
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	381,343
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	381,343

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	694,972
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	694,972
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	1,836
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	693,136

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				381,343
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010	75,897			
e From 2011	20,878			
f Total of lines 3a through e	96,775			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 694,972				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				381,343
e Remaining amount distributed out of corpus	313,629			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	410,404			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	410,404			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	75,897			
d Excess from 2011	20,878			
e Excess from 2012	313,629			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ACADEMY OF AMERICAN POETS INCORPORATED 75 MAIDEN LN RM 901 NEW YORK, NY 10038	N/A	509(a)(2)	General & Unrestricted	20,000
ACTORS FUND OF AMERICA 729 7TH AVE 10TH FLR NEW YORK, NY 10019	N/A	509(a)(1)	General & Unrestricted	1,500
BAY STREET THEATRE FESTIVAL INC PO BOX 810 SAG HARBOR, NY 11963	N/A	509(a)(1)	General & Unrestricted	26,000
BEST BUDDIES INTERNATIONAL INC 930 MADISON AVE ALBANY, NY 12208	N/A	509(a)(2)	General & Unrestricted	1,000
BIRCH WATHEN LENOX SCHOOL 210 E 77TH ST NEW YORK, NY 10075	N/A	509(a)(1)	General & Unrestricted	2,000
BIRCH WATHEN LENOX SCHOOL 210 E 77TH ST NEW YORK, NY 10075	N/A	509(a)(1)	2012 Annual Giving Fund	5,000
BRIDGEHAMPTON VOLUNTEER FIRE DPT PO BOX 1280 BRIDGEHAMPTON, NY 11932	N/A	509(a)(2)	General & Unrestricted	250
BROOKLYN ACADEMY OF MUSIC INC 30 LAFAYETTE AVE BROOKLYN, NY 11217	N/A	509(a)(1)	BAM Harvey Theatre and Annual Budget	100,000
BROOKLYN ACADEMY OF MUSIC INC 30 LAFAYETTE AVE BROOKLYN, NY 11217	N/A	509(a)(1)	Artist Circle Dinner	14,500
BYRD HOFFMAN WATERMILL FOUNDATION 115 W 29TH ST FL 10 NEW YORK, NY 10001	N/A	509(a)(1)	General & Unrestricted	15,000
BYRD HOFFMAN WATERMILL FOUNDATION 115 W 29TH ST FL 10 NEW YORK, NY 10001	N/A	509(a)(1)	Artist in Residence	10,000
Total See Attached Statement			▶ 3a	658,690
b <i>Approved for future payment</i>				
Total			▶ 3b	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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	34	
4 Dividends and interest from securities			14	97,596	
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	105,753	
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		203,383	0
13 Total. Add line 12, columns (b), (d), and (e)				13	203,383

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

**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 instructions)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print type preparer's name

Preparer's signature

Date _____

PTIN	
------	--

Jeffrey D Haskell

Jeffrey D. Haskell

10/14/2013

Check ☐ if self-employed

P01345770

Firm's name	► Foundation Source
-------------	---------------------

Firm's EIN ▶ 51-0398347

Firm's address ► One Hollow Lane, Suite 212, Lake Success, NY 11042

Phone no (800) 839-1754

Part I, Line 16c (990-PF) - Other Professional Fees

		19,774	19,774	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Investment Management Services	19,774	19,774		0

Part I, Line 18 (990-PF) - Taxes

		800	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Estimated Tax for 2012	800	0		0

Part I, Line 23 (990-PF) - Other Expenses

		35,825	0	0	35,825
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Administrative Fees	35,800	0		35,800
2	State or Local Filing Fees	25	0		25

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		3,603,417	3,536,641	0	3,906,078	
Description		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	ACE LTD	87		5,688		6,943
2	ADOBE SYSTEMS, INC	58		1,974		2,185
3	ALLERGAN INC	41		3,549		3,761
4	AMAZON COM	32		5,277		8,028
5	AMERICAN EXPRESS CO	38		2,127		2,184
6	ANADARKO PETROLEUM CORP	61		4,287		4,533
7	APPLE INC	48		12,836		25,544
8	ARTISAN INTERNATIONAL VALUE FUND IN	9,457		267,645		287,294
9	ASML HOLDING NV NY REG SHS	54		3,643		3,477
10	ASTON OPTIMUM MID CAP FUND CLASS I	2,527		86,000		85,520
11	AUTOZONE INC	10		2,965		3,544
12	BAIDU COM - ADR	24		2,337		2,407
13	BANK OF AMERICA CORP	634		7,655		7,361
14	BIOGEN IDEC INC	49		3,346		7,172
15	BROADCOM CORPORATION	106		3,598		3,520
16	CAMERON INTERNATIONAL CORP	59		3,204		3,331
17	CARDINAL HEALTH INC	100		3,410		4,118
18	CAREFUSION CORP	125		3,292		3,573
19	CBS CORP CL B	102		3,653		3,881
20	CELGENE CORP	63		3,566		4,944
21	CERNER CORPORATION	24		1,902		1,860
22	CHENIERE ENERGY INC COMMON	133		2,150		2,498
23	CISCO SYSTEMS INC	396		7,045		7,781
24	CITIGROUP INC	199		6,963		7,872
25	CITRIX SYSTEMS INC	41		2,461		2,690
26	CME GROUP, INC	99		5,531		5,016
27	COGNIZANT TECHNOLOGY SOLUTIONS CO	70		3,958		5,172
28	COMCAST CORP CL A	216		4,666		8,070
29	COSTCO WHOLESALE CORP NEW	22		2,004		2,172
30	COVIDIEN LTD	81		4,023		4,677
31	CSX CORP	157		3,363		3,098
32	DAVITA INC COMMON	29		3,207		3,205
33	DISH NETWORK CORP	41		1,503		1,492
34	DOUBLELINE TOTAL RETURN BOND	15,197		170,542		172,177
35	DOW CHEMICAL PV	88		2,683		2,845
36	EATON VANCE FLOATING RATE FUND INS	11,153		101,493		101,716
37	EDGEWOOD GROWTH FUND INSTI	10,566		123,609		146,231
38	EMERSON ELECTRIC CO	120		6,073		6,355
39	ENSCO PLC	71		3,444		4,209
40	EOG RESOURCES INC	39		4,092		4,711
41	EXXON MOBIL CORP	119		9,558		10,299
42	FLUOR CORP NEW	90		4,657		5,287
43	FREEPORT-MCMORAN COPPER & GOLD IN	74		3,155		2,531
44	GENERAL MILLS INC	139		4,814		5,618
45	GENERAL MOTORS	229		6,476		6,602
46	GOLDMAN SACHS GROUP	45		3,727		5,740
47	GOOGLE INC CL A	12		7,561		8,489
48	HOME DEPOT INC	99		3,954		6,123

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		3,603,417	3,536,641	0	3,906,078	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
49	HONEYWELL INTERNATIONAL INC	108		5,094		6,855
50	HUMANA INC	46		3,817		3,157
51	INVESCO PLC	181		3,606		4,722
52	ISHARES MSCI EMERGING MARKETS INDE	1,713		70,813		75,972
53	ISHARES TRUST MSCI EAFE INDEX FUND	2,643		141,633		150,281
54	ISHARES TRUST RUSSELL MIDCAP INDEX	3,256		297,876		368,254
55	JOHNSON & JOHNSON	69		4,981		4,837
56	JOHNSON CONTROLS INC	180		4,888		5,521
57	JP MORGAN STRATEGIC INCOME OPPORT	6,463		65,467		76,453
58	JPMORGAN HIGH YIELD BOND FUND SELE	21,460		166,268		174,683
59	JPMORGAN LARGE CAP GROWTH FUND S	8,781		187,793		210,296
60	JUNIPER NETWORKS	132		3,261		2,596
61	KINDER MORGAN INC	68		2,121		2,402
62	LENNAR CORP	105		1,587		4,060
63	LINKEDIN CORPORATION CLASS A	21		2,079		2,411
64	LOWES COMPANIES INC	194		3,849		6,891
65	MANNING & NAPIER FD, INC WORLD OPPC	27,740		163,688		214,981
66	MASCO CORP	239		3,566		3,982
67	MASTERCARD INC	11		2,902		5,404
68	MERCK & CO INC	227		8,048		9,293
69	METLIFE INC	193		6,489		6,357
70	MICROSOFT CORPORATION	565		13,279		15,091
71	MONDELEZ INTERNATIONAL INC	198		4,640		5,040
72	NETAPP, INC	93		3,392		3,120
73	OCCIDENTAL PETROLEUM CORP	108		9,318		8,274
74	ORACLE CORP	293		7,713		9,763
75	PACCAR INC	137		5,462		6,194
76	PENTAIR INC COM	25		797		1,229
77	PEPSICO INC	59		4,266		4,037
78	PFIZER INC	457		7,931		11,461
79	PHILIP MORRIS INTL	68		5,641		5,688
80	PHILLIPS 66	82		3,994		4,354
81	PIMCO COMMODITIESPLUS STRATEGY FU	15,951		170,197		173,707
82	PIONEER NAT RES CO	28		2,875		2,985
83	PROCTER GAMBLE CO	119		7,222		8,079
84	PRUDENTIAL FINCL INC	92		4,507		4,906
85	QUALCOMM INC	157		7,480		9,712
86	SCHLUMBERGER LTD	122		9,965		8,454
87	SPDR GOLD TR GOLD SHS	618		74,636		100,128
88	SPDR S&P 500 ETF TRUST	5,609		779,614		798,779
89	T. ROWE PRICE NEW ASIA FUND	12,892		194,002		216,714
90	TARGET CORPORATION	73		4,681		4,319
91	TD AMERITRADE HOLDING CORP	111		1,708		1,866
92	TIME WARNER CABLE INC	26		2,199		2,527
93	TIME WARNER INC	288		9,802		13,775
94	TYCO INTERNATIONAL LTD	106		2,228		3,101
95	UNITED TECHNOLOGIES CORP	140		10,124		11,481
96	UNITEDHEALTH GROUP INC	100		4,552		5,424

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		3,603,417	3,536,641	0	3,906,078	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
97	VANGUARD INTERMEDIATE-TERM CORPO	7,088		72,034		73,148
98	VERIZON COMMUNICATIONS	147		4,971		6,361
99	VERTEX PHARMCTLS INC	55		1,725		2,305
100	WALTER ENERGY INC	67		3,293		2,404
101	WELLS FARGO & CO	436		12,071		14,902
102	WILLIAMS COS	91		2,433		2,979
103	YUM BRANDS INC	98		3,397		6,507

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				1,320,000	875,000	0	937,506
	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	BARCLAYS BANK PLC SR CMDTY LKD 17 5				75,000		72,615
2	BNP PARIBAS NOTE - 0 000% - 05/30/2013				115,000		122,901
3	BNP PARIBAS NOTE 00 0% 06/14/2013				110,000		125,537
4	CS BREN ASIA BASKET 11/27/13				75,000		76,815
5	DEUTSCHE BK AG GLBL MTN BK EN 0% %				55,000		57,481
6	DEUTSCHE BK AG GLBL MTN BK EN 0 00%				75,000		76,305
7	GOLDMAN SACHS GROUP INC 0 000% - 8/2				110,000		114,728
8	HSBC USA INC NEW 0 0% 06/14/2013				110,000		124,091
9	JP MORGAN CHASE BANK NA 0 0% 06/12/2				75,000		86,003
10	JP MORGAN CHASE BANK NA 0 00% 03/06/				75,000		81,030

Part II, Line 13 (990-PF) - Investments - Other

		2,367,381		2,421,060	2,548,832
Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	HIGHBRIDGE MEZZANINE PARTNERS LP (			421,060	409,929
2	JPMORGAN GLOBAL ACCESS FUND STRA			2,000,000	2,138,903

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

											0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	William I Campbell		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir / Treas	1 00	0	0	0	
2	Christine Wachter-Campbell		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		VP / Dir / Sec	1 00	0	0	0	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CENTRAL PARK CONSERVANCY INC

Street

14 E 60TH ST

City

NEW YORK

State

NY

Zip Code

10022

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

Name

CHARITIES AID FOUNDATION AMERICA

Street

1800 DIAGONAL RD STE 150

City

ALEXANDRIA

State

VA

Zip Code

22314

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Charitable Event

Amount

25,000

Name

COMMUNITY OF UNITY INC

Street

423 E 82ND ST APT 4B

City

NEW YORK

State

NY

Zip Code

10028

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

END FUND INC

Street

115 BLOOMINGDALE AVE

City

WAYNE

State

PA

Zip Code

19087

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

DeWorm The World - Kenya Division

Amount

403,000

Name

HOPE FOR HEROISM

Street

270 S HANFORD ST STE 207

City

SEATTLE

State

WA

Zip Code

98134

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

720

Name

LARK THEATRE COMPANY INC

Street

311 W 43RD ST, STE 406

City

NEW YORK

State

NY

Zip Code

10036

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

The PONY Fellowship

Amount

1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MISSIONARIES OF CHARITY, INC

Street

335 E 145TH ST

City

BRONX

State

NY

Zip Code

10451

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

MONTEFIORE MEDICAL CENTER

Street

111 E 210TH ST

City

BRONX

State

NY

Zip Code

10467

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Children's Hospital at Montefiore - Pediatric Otolaryngology Program

Amount

1,000

Name

MULTIPLE SCLEROSIS RESEARCH CTR OF NY INC

Street

521 W 57TH ST FL 4

City

NEW YORK

State

NY

Zip Code

10019

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

NATURE CONSERVANCY

Street

4245 FAIRFAX DR STE 100

City

ARLINGTON

State

VA

Zip Code

22203

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Dough for H2O Project

Amount

1,000

Name

PLANNED PARENTHOOD HUDSON PECONIC INC

Street

4 SKYLINE DR

City

HAWTHORNE

State

NY

Zip Code

10532

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

PLANNED PARENTHOOD OF NYC INC

Street

26 BLEECKER ST

City

NEW YORK

State

NY

Zip Code

10012

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

7,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PREP FOR PREP

Street

328 W 71ST ST

City

NEW YORK

State

NY

Zip Code

10023

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

720

Name

SOUTH BRONX CLASSICAL CHARTER SCHOOL

Street

977 FOX ST

City

BRONX

State

NY

Zip Code

10459

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

SUSAN G KOMEN BREAST CANCER FDN

Street

P O BOX 660843

City

DALLAS

State

TX

Zip Code

75266

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

UNITED CEREBRAL PALSY ASSN OF GREATER SUFFOLK INC

Street

250 MARCUS BLVD

City

HAUPPAUGE

State

NY

Zip Code

11788

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

WOMENS LUNCH PLACE INC

Street

67 NEWBURY ST

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**