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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE WILLIAM V. CAMPBELL FAMILY FOUNDATION		A Employer identification number 27-0387300
Number and street (or P O box number if mail is not delivered to street address) 305 CHURCHILL AVENUE		B Telephone number (650) 327-6478
City or town, state, and ZIP code PALO ALTO, CA 94301		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 17,189,948. (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 ☐
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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)
Revenue	1 Contributions, gifts, grants, etc., received	202,431.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	197.	197.		STATEMENT 2
	4 Dividends and interest from securities	76,767.	76,767.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,303,161.			STATEMENT 1
	b Gross sales price for all assets on line 6a	7,083,310.			
	7 Capital gain net income (from Part IV, line 2)		4,872,565.		
	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	-21,319.	-21,319.		STATEMENT 4	
12 Total. Add lines 1 through 11	1,561,237.	4,928,210.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000.	30,000.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 5	16,590.	0.	8,295.
	c Other professional fees	STMT 6	97,383.	97,383.	0.
	17 Interest				
	18 Taxes	STMT 7	50,403.	720.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 8	9,092.	9,058.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23		203,468.	137,161.	8,295.
25 Contributions, gifts, grants paid		3,991,723.		3,991,723.	
26 Total expenses and disbursements. Add lines 24 and 25		4,195,191.	137,161.	4,000,018.	
27 Subtract line 26 from line 12		-2,633,954.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		4,791,049.			
c Adjusted net income (if negative, enter -0-)			N/A		

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**THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION**

27-0387300

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	358,668.	657,984.	657,984.
	2 Savings and temporary cash investments	184,366.	360,305.	360,305.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	9,688,500.	5,659,040.	5,659,040.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	8,889,166.	10,423,581.	10,423,581.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <u>PREPAID TAXES</u>)	22,948.	89,038.	89,038.	
16 Total assets (to be completed by all filers)	19,143,648.	17,189,948.	17,189,948.	
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 ▶ <u>STATEMENT 11</u>)	10,000.	30,000.	
23 Total liabilities (add lines 17 through 22)	10,000.	30,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ <u>X</u> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	19,133,648.	17,159,948.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐			
	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			
30 Total net assets or fund balances	19,133,648.	17,159,948.		
31 Total liabilities and net assets/fund balances	19,143,648.	17,189,948.		

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	19,133,648.
2 Enter amount from Part I, line 27a	2	-2,633,954.
3 Other increases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN/LOSS</u>	3	660,254.
4 Add lines 1, 2, and 3	4	17,159,948.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,159,948.

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 STATEMENT				
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 7,083,310.		2,210,745.	4,872,565.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			4,872,565.	
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		4,872,565.
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 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	4,116,353.	20,217,830.	.203600
2010	3,812,102.	22,600,314.	.168675
2009	2,797,415.	21,888,063.	.127806
2008	3,631,124.	26,311,500.	.138005
2007	8,093,971.	21,629,546.	.374209
2 Total of line 1, column (d)			1.012295
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			.202459
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			18,213,307.
5 Multiply line 4 by line 3			3,687,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)			47,910.
7 Add lines 5 and 6			3,735,358.
8 Enter qualifying distributions from Part XII, line 4			4,000,018.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	47,910.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	47,910.
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	47,910.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 106,948.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	136,948.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	89,038.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	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
1b 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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	

N/A

STMT 12

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>TOM BAENZIGER</u> Telephone no ► <u>(650) 917-2510</u> Located at ► <u>350 SECOND STREET, SUITE 7, LOS ALTOS, CA</u> ZIP+4 ► <u>94022</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 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 ☐ 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 2012? ☐ Yes ☒ 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 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 ►		
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) ☐ Yes ☒ 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 ►		
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) ☐ Yes ☒ 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 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)?

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM V. CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	DIRECTOR/PRESIDENT 10.00	0.	0.	0.
JAMES W. CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	DIRECTOR/SECRETARY/TREASUR 10.00	0.	0.	0.
MARGARET R. CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	DIRECTOR 10.00	0.	0.	0.
TOM BAENZIGER 350 SECOND STREET, SUITE 7 LOS ALTOS, CA 94022	DIRECTOR 10.00	30,000.	0.	0.

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

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

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

0

Part 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	17,688,718.
b	Average of monthly cash balances	1b	712,911.
c	Fair market value of all other assets	1c	89,038.
d	Total (add lines 1a, b, and c)	1d	18,490,667.
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	18,490,667.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	277,360.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,213,307.
6	Minimum investment return. Enter 5% of line 5	6	910,665.

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	910,665.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	47,910.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	47,910.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	862,755.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	862,755.
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	862,755.

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	4,000,018.
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	4,000,018.
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	47,910.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,952,108.

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.

**THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION**

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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				862,755.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	7,110,302.			
b From 2008	2,336,854.			
c From 2009	1,787,951.			
d From 2010	3,812,102.			
e From 2011	4,116,353.			
f Total of lines 3a through e	19,163,562.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	4,000,018.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	4,000,018.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	862,755.			862,755.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,300,825.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	6,247,547.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	16,053,278.			
10 Analysis of line 9				
a Excess from 2008	2,336,854.			
b Excess from 2009	1,787,951.			
c Excess from 2010	3,812,102.			
d Excess from 2011	4,116,353.			
e Excess from 2012	4,000,018.			

** SEE STATEMENT 13

Form **990-PF** (2012)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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

1 Information Regarding Foundation Managers:

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

WILLIAM V. CAMPBELL

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

NONE

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

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

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

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

c Any submission deadlines

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

THE WILLIAM V. CAMPBELL

FAMILY FOUNDATION

Form 990-PF (2012)

27-0387300 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	N/A	COLLEGE	EDUCATION	50,000.
COLUMBIA COLLEGE 1001 ROGERS ST. COLUMBIA, MO 65216	N/A	COLLEGE	EDUCATION	108,500.
COLUMBIA UNIVERSITY 622 WEST 113TH STREET NEW YORK, NY 10025	N/A	UNIVERSITY	EDUCATION	1,219,239.
COMMUNITY IMPACT COLUMBIA UNIVERSITY 105 EARL HALL, MC 2010 NEW YORK, NY 10027	N/A	501(C)(3)		25,000.
COMPUTER HISTORY MUSEUM 1401 N. SHORELINE BLVD MOUNTAIN VIEW, CA 94043	N/A	501(C)(3)	CHARITABLE DONATION	25,000.
Total	SEE CONTINUATION SHEET(S)			3a 3,991,723.
b Approved for future payment				
NONE				
Total				3b 0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

Employer identification number

27-0387300

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

Employer identification number

27-0387300

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 4,136.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 26,457.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 20,689.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 3,312.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 17,323.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 26,581.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

Employer identification number

27-0387300

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 26,063.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 5,301.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 11,828.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 26,278.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
11	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 31,308.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
12	WILLIAM CAMPBELL 305 CHURCHILL AVENUE PALO ALTO, CA 94301	\$ 3,155.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

Employer identification number

27-0387300

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	241 SHS RPX CORP _____ _____ _____	\$ <u>4,136.</u>	<u>03/05/12</u>
<u>2</u>	1,651 SHS SERVICESOURCE INTERNATIONAL LLC _____ _____ _____	\$ <u>26,457.</u>	<u>03/07/12</u>
<u>3</u>	675 SHS ZILLOW INC CLASS A _____ _____ _____	\$ <u>20,689.</u>	<u>03/08/12</u>
<u>4</u>	253 SHS RPX CORP _____ _____ _____	\$ <u>3,312.</u>	<u>05/24/12</u>
<u>5</u>	428 SHS ZILLOW INC CLASS A _____ _____ _____	\$ <u>17,323.</u>	<u>05/24/12</u>
<u>6</u>	5,274 SHS OREXIGEN THERAPEUTICS INC _____ _____ _____	\$ <u>26,581.</u>	<u>07/31/12</u>

Name of organization

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

Employer identification number

27-0387300

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	945 SHS FACEBOOK INC	\$ 26,063.	12/05/12
8	485 SHS AUTONAVI HLDGS LTD	\$ 5,301.	12/06/12
9	428 SHS FACEBOOK INC	\$ 11,828.	12/10/12
10	954 SHS FACEBOOK INC	\$ 26,278.	12/14/12
11	1,676 SHS YELP INC	\$ 31,308.	12/20/12
12	219 SHS JIVE SOFTWARE INC	\$ 3,155.	12/24/12

Name of organization

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

Employer identification number

27-0387300

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	4,831.2 SHS ICON HEALTHCARE FUND CLASS S		03/19/12	08/03/12
b	391.464 SHS ICON MATERIALS FUND CLASS S		12/15/11	06/04/12
c	7,000 SHS GOOGLE INC	D	VARIOUS	VARIOUS
d	3,140 SHS SERVICESOURCE INTERNATIONAL LLC	D	VARIOUS	03/26/12
e	241 SHS RPX CORP	D	VARIOUS	05/11/12
f	253 SHS RPX CORP	D	VARIOUS	06/22/12
g	WORDSEARCH CORP LLC - GAIN @ TERMINATION		VARIOUS	12/31/12
h	TRUST CO #4359 - SEE ATTACHMENT A		VARIOUS	VARIOUS
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 81,406.		76,719.	4,687.
b 4,008.		3,895.	113.
c 4,552,719.		7,000.	4,545,719.
d 46,665.		2,070.	44,595.
e 3,467.		349.	3,118.
f 3,651.		367.	3,284.
g 2,255.			2,255.
h 2,389,139.		2,120,345.	268,794.
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) FMV 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			4,687.
b			113.
c			4,545,719.
d			44,595.
e			3,118.
f			3,284.
g			2,255.
h			268,794.
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	4,872,565.
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

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

27-0387300

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
HARTWICK COLLEGE P.O. BOX 4020 ONEONTA, NY 13820	N/A	COLLEGE	CHARITABLE DONATION	333,334.
LIMELIGHT FOUNDATION 117B HENLEY BEACH ROAD MILE END, SOUTH AUSTRALIA, AUSTRALIA	N/A	501(C)(3)	CHARITABLE DONATION	1,000.
NATIONAL FOOTBALL FOUNDATION 433 E LAS COLINAS BLVD. #1130 IRVING, TX 75039	N/A	501(C)(3)	CHARITABLE DONATION	125,000.
OLD BLUE RUGBY FOUNDATION INC 166 MELROSE PLACE RIDGEWOOD, NJ 07450	N/A	501(C)(3)	CHARITABLE DONATION	154,850.
PENINSULA BRIDGE PROGRAM P.O. BOX 963 MENLO PARK, CA 94026	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
POSITIVE COACHING ALLIANCE 1001 N. RENGSTORFF AVENUE MOUNTAIN VIEW, CA 94043	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
RIEKES CENTER FOR HUMAN ENHANCEMENTS 3455 EDISON WAY MENLO PARK, CA 94025	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
RONALD MCDONALD HOUSE AT STANFORD 520 SAND HILL ROAD PALO ALTO, CA 94304	N/A	501(C)(3)	CHARITABLE DONATION	50,000.
SACRED HEART SCHOOLS 150 VALPARAISO AVENUE ATHERTON, CA 94027	N/A	SCHOOL	EDUCATION	1,135,000.
SAN FRANCISCO POLICE DEPARTMENT 800 BRYANT STREET, SECOND FLOOR SAN FRANCISCO, CA 94103	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
Total from continuation sheets				2,563,984.

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

27-0387300

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
ST. ELIZABETH SETON SCHOOL 1095 CHANNING AVENUE PALO ALTO, CA 94301	N/A	SCHOOL	EDUCATION	10,000.
ST. VINCENT DE PAUL SOCIETY 1425 BAY ROAD EAST PALO ALTO, CA 94303	N/A	501(C)(3)	CHARITABLE DONATION	40,000.
STANFORD HOSPITAL SPIRITUAL CARE 300 PASTEUR DRIVE STANFORD, CA 94305	N/A	HOSPITAL	CHARITABLE DONATION	40,000.
STEEL VALLEY FOUNDATION FOR EDUCATION 220 EAST OLIVER ROAD MUNHALL, PA 15120	N/A	SCHOOL	EDUCATION	45,000.
THE JED FOUNDATION 1140 BROADWAY, SUITE 803 NEW YORK, NY 10001	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
THE UC DAVIS FOUNDATION ONE SHIELDS AVENUE DAVIS, CA 95616	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
USNA FOUNDATION 291 WOOD ROAD ANNAPOLIS, MD 21402	N/A	501(C)(3)	CHARITABLE DONATION	50,000.
YMCA OF SILICON VALLEY 1922 THE ALAMEDA, 3RD FLOOR SAN JOSE, CA 95126	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
PLAY RUGBY USA CALIFORNIA 630 9TH AVENUE, SUITE 809 NEW YORK, NY 10036	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
33 TOUCHDOWN CLUB FELLOWSHIP FUNDS 46 BARNARD ROAD MARLBOROUGH, MA 01752	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
Total from continuation sheets				

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

27-0387300

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
ABRAHAM LINCOLN HIGH SCHOOL SPORTS FOUNDATION 2162 24TH AVENUE SAN FRANCISCO, CA 94116	N/A	SCHOOL	CHARITABLE DONATION	2,500.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	N/A	501(C)(3)	EDUCATION	40,000.
NAVAL SPECIAL WARFARE FAMILY FOUNDATION 4320 LA JOLLA VILLAGE DRIVE, SUITE 250 SAN DIEGO, CA 92122	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
HARLEM CHILDREN'S ZONE 35 EAST 125TH STREET NEW YORK, NY 10035	N/A	SCHOOL	EDUCATION	25,000.
BROOKLYN COMMUNITY SERVICES 285 SCHEMERHORN STREET BROOKLYN, NY 11217	N/A	501(C)(3)	CHARITABLE DONATION	50,000.
CAMINAR 2600 S. EL CAMINO REAL, SUITE 200 SAN MATEO, CA 94403	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
LIVE 58 555 MIDDLE CREEK PARKWAY, SUITE 1045 COLORADO SPRINGS, CO 80921	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
CARNEGIE LIBRARY OF HOMESTEAD 510 EAST 10TH AVENUE MUNHALL, PA 15120	N/A	501(C)(3)	CHARITABLE DONATION	111,300.
OMEGA BOYS CLUB OF SAN FRANCISCO 1060 TENNESSEE STREET SAN FRANCISCO, CA 94107	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
CATHOLIC CHARITIES 1011 FIRST AVENUE NEW YORK, NY 10022	N/A	CHURCH	CHARITABLE DONATION	5,000.
Total from continuation sheets				

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

27-0387300

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
WATERMARK INSTITUTE 4023 MAPLE AVE., SUITE 100 FAIRFAX, VA 22032	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
EIGHT AVENUE PLACE P.O. BOX 161 HOMESTEAD, PA 15120	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
LITTLE SISTERS OF THE POOR 1028 BENTON AVENUE PITTSBURGH, PA 15212	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
BOYS BASEBALL ASSOCIATION P.O. BOX 785 PALO ALTO, CA 94302	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
COLLEGE TRACK 117 BROADWAY AVENUE OAKLAND, CA 94607	N/A	501(C)(3)	CHARITABLE DONATION	25,000.
CHAMPION CHARITIES 555 BRYANT STREET, #230 PALO ALTO, CA 94301	N/A	501(C)(3)	CHARITABLE DONATION	20,000.
LELAND STANFORD JUNIOR UNIVERSITY 326 GALVEZ STREET STANFORD, CA 94305-6105	N/A	UNIVERSITY	EDUCATION	50,000.
YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901-0520	N/A	SCHOOL	EDUCATION	1,000.
SILICON VALLEY EDUCATION FOUNDATION 1400 PARKMOOR AVENUE, SUITE 200 SAN JOSE, CA 95126	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172-1776	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
Total from continuation sheets				

THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION

27-0387300

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
BEST OF BATCH FOUNDATIONS 2000 WEST STREET MUNHALL, PA 15120	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
BUCKINGHAM BROWNE AND NICHOLS SCHOOL 80 GERRY'S LANDING ROAD CAMBRIDGE, MA 02138-5512	N/A	SCHOOL	EDUCATION	9,000.
DETROIT SYMPHONY ORCHESTRA EDUCATION FUND 3711 WOODWARD AVENUE DETROIT, MI 48201	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
JOY FOOTBALL FOUNDATION	N/A	501(C)(3)	CHARITABLE DONATION	50,000.
MONTANA EAST-WEST SHRINE GAMES 314 WEST PARK STREET BUTTE, MT 59701	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
PALO ALTO KNIGHTS YOUTH FOOTBALL P.O. BOX 403 PALO ALTO, CA 94302	N/A	501(C)(3)	CHARITABLE DONATION	1,000.
PITTSBURGH MENTORING FOUNDATION 5 PPG PLACE, STE 250 PITTSBURGH, PA 15222	N/A	501(C)(3)	CHARITABLE DONATION	5,000.
STEEL VALLEY YOUTH BASEBALL AOSSICATION 220 EAST OLIVER ROAD MUNHALL, PA 15120	N/A	501(C)(3)	CHARITABLE DONATION	10,000.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,831.2 SHS ICON HEALTHCARE FUND CLASS S	81,406.	76,719.	0.	0.	4,687.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
391.464 SHS ICON MATERIALS FUND CLASS S	4,008.	3,895.	0.	0.	113.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,000 SHS GOOGLE INC	4,552,719.	3,522,890.	0.	0.	1,029,829.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
3,140 SHS SERVICESOURCE INTERNATIONAL LLC	DONATED	VARIOUS	03/26/12	
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,665.	48,852.	0.	0.	-2,187.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
241 SHS RPX CORP	DONATED	VARIOUS	05/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,467.	4,136.	0.	0.	-669.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
253 SHS RPX CORP	DONATED	VARIOUS	06/22/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,651.	3,312.	0.	0.	339.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
WORDSEARCH CORP LLC - GAIN @ TERMINATION	PURCHASED	VARIOUS	12/31/12	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,255.	0.	0.	0.	2,255.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
TRUST CO #4359 - SEE ATTACHMENT A	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,389,139.	2,120,345.	0.	0.	268,794.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				1,303,161.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
WELLS FARGO BANK #2991	197.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	197.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH #2042	33.	0.	33.
TRUST COMPANY OF AMERICA	69,509.	0.	69,509.
WELLS FARGO #4621	7,225.	0.	7,225.
TOTAL TO FM 990-PF, PART I, LN 4	76,767.	0.	76,767.

Account 374359
WILLIAM V CAMPBELL FAMILY FOUNDATION
WILLIAM V CAMPBELL TTEE
105 CHURCHILL AVE
PALO ALTO, CA 94301
Tax ID ***7300

Form 1099-B (Noncovered Long)
This information will not be reported to the IRS.
Form 8949 Part II Box B
Proceeds from Broker and Barter Exchange Transactions
Tax Year 2012
Copy B For Recipient
OMB No. 1545-0715

Tax Information Provided by
Trust Company of America
7103 S Revere Pkwy
Centennial, CO 80112
Tax ID: 84-6179736
303-705-6400

Supplemental Information -
Not Reported to the IRS

Description Date of Sale (Box 8) (Symbol) (Box 1d) (CUSIP)	Date of Acquisition (Box 1a) (Box 1b) (Box 1c)	Type of Gain or Loss (Box 1c)	Quantity Sold (Box 1e) (8949 Col a)	Stocks, Bonds, etc* (Box 2a) (8949 Col e)	Cost or Other Basis (Box 3) (8949 Col f)	Federal Income Tax Withheld (Box 4) (8949 Col g)	Wash Sale Loss Disallowed (Box 5) (8949 Col g)	Covered (C) Noncovered (N) (Box 6)	Corrected	Purchase Value	Gain/Loss
ICON ASIA-PACIFIC REGION FUND CLASS S (ICAR X) (44929K853)	03/19/2012 04/23/2007	Long	15354 8460	189,939.37				N		240,456.89	-50,517.52
	08/03/2012 04/23/2007	Long	15133 3530	177,362.86				N		236,988.31	-59,625.43
ICON FINANCIAL FUND CLASS S (ICFS X) (44929K606)	08/03/2012 09/08/2009	Long	2795.4250	15,933.92				N		15,878.01	55.91
ICON ICON FUND CLASS S (ICNZ X) (44929K663)	03/19/2012 02/11/2009	Long	12046.8008	138,538.21				N		82,313.25	56,224.96
	03/19/2012 04/20/2009	Long	8064.5552	92,742.39				N		54,626.30	38,116.09
	06/04/2012 04/20/2009	Long	23240.2833	233,564.82				N		157,421.04	76,143.78
	06/04/2012 09/08/2009	Long	11166.4517	112,222.82				N		96,556.05	15,666.77
	08/03/2012 09/08/2009	Long	17109.1430	188,713.87				N		147,942.35	40,771.52
	09/19/2012 09/08/2009	Long	7398.2328	86,263.40				N		63,972.34	22,291.06
	09/19/2012 12/01/2009	Long	10837.7582	126,368.27				N		100,552.66	25,815.61
	11/02/2012 12/01/2009	Long	21557.2940	242,304.01				N		200,008.50	42,295.51
	12/17/2012 12/01/2009	Long	17662.7830	198,882.97				N		163,875.25	35,007.72
ICON INFORMATION TECHNOLOGY FUND CLASS S (ICTE X) (44929K887)	08/03/2012 04/20/2009	Long	2094.5400	21,469.02				N		11,603.75	9,865.27
ICON INTERNATIONAL EQUITY FUND CLASS S (ICNE X) (44929K838)	08/03/2012 01/28/2008	Long	16244.0030	170,399.61				N		251,328.50	-80,928.89
ICON MATERIALS FUND CLASS S (ICBM X) (44929K101)	05/10/2012 04/20/2009	Long	18766.9160	202,870.36				N		121,046.58	81,823.78
	05/10/2012 12/16/2009	Long	427.2480	4,618.55				N		3,973.41	645.14
	05/10/2012 05/04/2010	Long	1703.7650	18,417.70				N		16,083.54	2,334.16
	06/04/2012 05/04/2010	Long	16265.4250	166,557.94				N		153,545.57	13,012.37
	06/04/2012 12/16/2010	Long	192.2630	1,968.77				N		2,172.57	-203.80
				2,389,138.88						2,120,344.87	268,794.01

* Sales price less commissions and option premiums.
This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return,
a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines it has not been reported.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BURLINGAME CAPITAL PARTNERS II, L.P.	48.	48.	
BURLINGAME CAPITAL PARTNERS II, L.P..	-21,206.	-21,206.	
WORDSEARCH CORP, LLC	-161.	-161.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-21,319.	-21,319.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	16,590.	0.		8,295.
TO FORM 990-PF, PG 1, LN 16B	16,590.	0.		8,295.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	97,383.	97,383.		0.
TO FORM 990-PF, PG 1, LN 16C	97,383.	97,383.		0.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX	49,683.	0.		0.	
FOREIGN TAX	720.	720.		0.	
TO FORM 990-PF, PG 1, LN 18	50,403.	720.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	621.	621.		0.	
DEDUCTIONS FROM PASSTHROUGH ACTIVITIES	8,437.	8,437.		0.	
MISCELLANEOUS	34.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	9,092.	9,058.		0.	

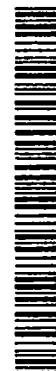
FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
8,000 GOOGLE INC	5,659,040.	5,659,040.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,659,040.	5,659,040.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
BURLINGAME CAPITAL PARTNERS II, LP	FMV	0.	0.	
WORDSEARCH CORP, LLC	FMV	0.	0.	
STOCKS AND MUTUAL FUNDS - SEE ATTACHMENT B	FMV	616,500.	616,500.	
MUTUAL FUNDS - SEE ATTACHMENT C	FMV	9,807,081.	9,807,081.	
TOTAL TO FORM 990-PF, PART II, LINE 13		10,423,581.	10,423,581.	

THE WILLIAM V CAMPBELL
FOUNDATION

Portfolio detail

Stocks and ETFs	DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
					ANNUAL INCOME	ANNUAL YIELD (%)
	AUTONAVI HLDGS LTD SPONSORED ADR AMAP	485	11.3400	5,499.90	N/A	N/A
	FACEBOOK INC CLASS A FB	2,327	26.6197	61,944.04	N/A	N/A
	GENOMIC HEALTH INC GHD	3,315	27.2400	90,300.60	N/A	N/A
	JIVE SOFTWARE INC JIVE	219	14.5300	3,182.07	N/A	N/A
	LEVEL 3 COMMUNICATIONS LVL	162	23.1100	3,743.82	N/A	N/A



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THE WILLIAM V CAMPBELL
FOUNDATION

ADVISORS

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
				ANNUAL INCOME	ANNUAL YIELD (%)
OREXIGEN THERAPEUTICS INC	5,274	5.2501	27,689.02	N/A	N/A
OREX					
YELP INC	1,676	18.8500	31,592.60	N/A	N/A
YELP					
ZILLOW INC CLASS A	1,103	27.7500	30,608.25	N/A	N/A
Z					
ZIPCAR INC	1,096	8.2400	9,031.04	N/A	N/A
ZIP					
Total Stocks and ETFs			\$283,591.34		
Total Stocks, options & ETFs			\$263,591.34		

Mutual Funds

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	QUANTITY	CURRENT PRICE	CURRENT MARKET VALUE	ESTIMATED	
				ANNUAL INCOME	ANNUAL YIELD (%)
TEMPLETON GROWTH FUND INC CL A	18,163.06000	19.4300	352,908.25	6,629.51	1.87
TEPLX					
Total Open End Mutual Funds			\$352,908.25	\$6,629.51	1.88
Total Mutual Funds			\$352,908.25	\$6,629.51	1.88
Total Stocks and Mutual Funds			616,499.59		



THE WILLIAM V. CAMPBELL FOUNDATION

Asset Summary 374359

Description	Symbol	Quantity	Price as of 12/31/12	Market Value
1 - GLOBAL GROWTH - GLOBAL GRO				
Mutual Funds				
FIDELITY US GOVT RESERVES FUND RETAIL CLASS	FGRXX	61 374 5903	1 0000	\$ 61 374 59
ICON CONSUMER DISCRETIONARY FUND CLASS S	ICCCX	65 377 2990	11 5800	\$ 757 069 12
ICON ENERGY FUND CLASS S	ICENX	36 284 9480	18 9400	\$ 687 236 92
ICON FINANCIAL FUND CLASS S	ICFSX	66 170 1680	6 1600	\$ 407 608 23
ICON ICON FUND CLASS S	ICNZX	61 225 9780	11 3000	\$ 691 853 55
ICON HEALTHCARE FUND CLASS S	ICHCX	27 647 5210	17 2800	\$ 477 749 16
ICON CONSUMER STAPLES FUND CLASS S	ICLEX	54 565 1030	10 0500	\$ 548 379 29
ICON EUROPE FUND CLASS S	ICSEX	101 571 0930	13 3100	\$ 1 351 911 25
ICON INTERNATIONAL EQUITY FUND CLASS S	ICNEX	186 638 2550	11 4400	\$ 2 135 111 64
ICON ASIA PACIFIC REGION FUND CLASS S	ICARX	95 216 8500	12 8100	\$ 1 219 727 85
ICON INDUSTRIALS FUND CLASS S	ICTRX	62 351 6050	8 5600	\$ 533 729 74
ICON INFORMATION TECHNOLOGY FUND CLASS S	ICTEX	91 966 5110	10 1700	\$ 935 293 42
Total Mutual Funds				\$ 9,807,080 76

Cash

\$ 0 02

Value by Model

TOTAL 1 - GLOBAL GROWTH - GLOBAL GRO

\$ 9,807,080 78

TOTAL ACCOUNT

\$ 9,807,080 78

12/31/12

Trust
Trust Company of America

Institutional Advisor Services
PO Box 6675
Englewood CO 80155 6675
NET FIDEL FUND

ACCOUNT NAME WILLIAM V CAMPBELL FOUNDATION
ACCOUNT TYPE WILLIAM V CAMPBELL FUND
Statement Period 12/1/12-12/31/12
Page 4 of 10

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL TAX PAYABLE (2012 EXTENSION PAID IN 2013)	10,000.	30,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	10,000.	30,000.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 12
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NAME OF CONTRIBUTOR	ADDRESS
WILLIAM CAMPBELL	305 CHURCHILL AVENUE PALO ALTO, CA 94301

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

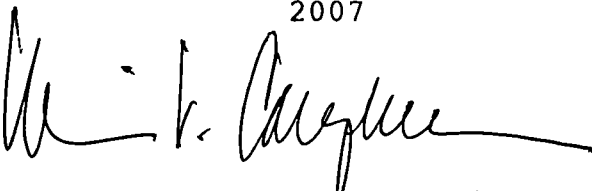
STATEMENT 13

PURSUANT TO REG. 53.4942(A)-3(C)(2)(IV), THE WILLIAM V. CAMPBELL
FAMILY FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT CORPUS
DISTRIBUTION, THE FOLLOWING UNUSED PRIOR TAX YEAR'S DISTRIBUTIONS THAT
WERE TREATED AS CORPUS DISTRIBUTIONS UNDER REG.
53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEAR:

TAX YEAR
2007

AMOUNT
\$862,755

SIGNED: X



WILLIAM CAMPBELL, DIRECTOR/PRESIDENT

DATE: X 11-12-13