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: CAMPBELL FOUNDATION, INC.

A Employer identification number: 52-0794348

Number and street (or P O box number if mail is not delivered to street address): 8 CANDLELIGHT COURT

Room/suite:

B Telephone number: 410-560-1170

City or town, state, and ZIP code: TIMONIUM, MD 21093

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)* ▶$ 3,154,571.

J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH *(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 ▶ ☐

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				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	50,522.	50,522.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	90,006.			
	b Gross sales price for all assets on line 6a 244,790.				
	7 Capital gain net income (from Part IV, line 2)		90,006.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	140,528.	140,528.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,800.	4,800.	0.	0.
	c Other professional fees STMT 3	17,936.	17,936.	0.	0.
	17 Interest				
	18 Taxes STMT 4	1,489.	314.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,600.	0.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,825.	23,050.	0.	0.
	25 Contributions, gifts, grants paid	157,000.			157,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	183,825.	23,050.	0.	157,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-43,297.			
	b **Net investment income** (if negative, enter -0-)		117,478.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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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	4,278.	3,126.	3,126.
	2	Savings and temporary cash investments	592,770.	472,931.	472,931.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	86,106.	82,685.	82,685.
	b	Investments - corporate stock STMT 7	2,361,848.	2,595,704.	2,595,704.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 8)	1,006.	125.	125.
	16	**Total assets** (to be completed by all filers)	3,046,008.	3,154,571.	3,154,571.
Liabilities	17	Accounts payable and accrued expenses	650.	650.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	650.	650.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,045,358.	3,153,921.	
	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			
	30	**Total net assets or fund balances**	3,045,358.	3,153,921.	
	31	**Total liabilities and net assets/fund balances**	3,046,008.	3,154,571.	

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	3,045,358.
2	Enter amount from Part I, line 27a	2	-43,297.
3	Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON SECURITIES	3	151,860.
4	Add lines 1, 2, and 3	4	3,153,921.
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	3,153,921.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P		
b	CAPITAL GAINS DIVIDENDS			
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	225,422.		154,784.	70,638.
b	19,368.			19,368.
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				70,638.
b				19,368.
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 90,006.

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	160,206.	3,239,052.	.049461
2010	140,500.	3,125,686.	.044950
2009	150,500.	2,794,551.	.053855
2008	161,000.	3,279,155.	.049098
2007	159,500.	3,608,112.	.044206

2	Total of line 1, column (d)	2	.241570
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	.048314
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,194,629.
5	Multiply line 4 by line 3	5	154,345.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,175.
7	Add lines 5 and 6	7	155,520.
8	Enter qualifying distributions from Part XII, line 4	8	157,000.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	1,175.
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	1,175.
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	1,175.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,300.		
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	1,300.
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	125.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 125. **Refunded** ▶		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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 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*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOYCE T O'DWYER Telephone no. ▶ 410-828-1961

Located at ▶ 705 YORK ROAD, BALTIMORE, MD ZIP+4 ▶ 21204

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ______, ______, ______, ______			
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.) N/A	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.)* N/A	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)*

		Yes	No
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
SEE STATEMENT 9		0.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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12-05-12

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	2,645,827.
b	Average of monthly cash balances			1b	597,451.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,243,278.
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	3,243,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	48,649.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,194,629.
6	**Minimum investment return**. Enter 5% of line 5			6	159,731.

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	159,731.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,175.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,175.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	158,556.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	158,556.
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	158,556.

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	157,000.
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	157,000.
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	1,175.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	155,825.

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					158,556.
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					
b From 2008					
c From 2009	11,078.				
d From 2010					
e From 2011	841.				
f **Total** of lines 3a through e		11,919.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 157,000.					
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)		0.			
d Applied to 2012 distributable amount					157,000.
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).)		1,556.			1,556.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		10,363.			
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		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		10,363.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	9,522.				
c Excess from 2010					
d Excess from 2011	841.				
e Excess from 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	**(e) Total**
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(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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.

SEE GRANT APPLICATION PROCEDURE

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

SEE GRANT APPLICATION PROCEDURE

c Any submission deadlines:

NONE

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

SEE GRANT APPLICATION PROCEDURE

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* SEE ATTACHED SCHEDULE				157,000.
Total			▶ 3a	157,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	50,522.	
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	90,006.	
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.		140,528.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 140,528.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Virginia T. Campbell 13/3/13 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOYCE T O'DWYER	Joyce T O'Dwyer CPA	2-25-13		P00152111

Firm's name ▶ STOY, MALONE & COMPANY, PC

Firm's EIN ▶ 52-1756896

Firm's address ▶ 705 YORK ROAD
BALTIMORE, MD 21204

Phone no. 410-828-1961

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC - DIV	566.	0.	566.
STATE STREET - DIV	64,428.	19,368.	45,060.
STATE STREET - INT	4,896.	0.	4,896.
TOTAL TO FM 990-PF, PART I, LN 4	69,890.	19,368.	50,522.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	4,800.	4,800.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,800.	4,800.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	24.	24.	0.	0.
INVESTMENT FEES	17,912.	17,912.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	17,936.	17,936.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	1,175.	0.	0.	0.
FOREIGN TAX W/H AT SOURCE	314.	314.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,489.	314.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RECORDKEEPING	2,600.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	2,600.	0.	0.	0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
25000 SHS FED NATL MTG 7% 2-1-24	X		308.	308.
65000 SHS USTN 7.5% 11-15-16	X		82,377.	82,377.
TOTAL U.S. GOVERNMENT OBLIGATIONS			82,685.	82,685.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			82,685.	82,685.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	2,595,704.	2,595,704.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,595,704.	2,595,704.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	1,006.	125.	125.
TO FORM 990-PF, PART II, LINE 15	1,006.	125.	125.

CAMPBELL FOUNDATION, INC.
52-0794348
12/31/2012

STATEMENT 7 - ATTACHMENT

SECURITIES	SHS	BOOK AND FAIR MARKET VALUE
ABERDEEN INTL EQ FD (CR SUISSE)	1,197	$ 17,423
ABBOTT LABORATORIES	600	39,300
APACHE CORP	600	47,100
APPLE INC	200	106,435
ARCH CAPITAL GROUP	1,350	59,427
AUTOMATIC DATA PROCESSING INC	1,000	56,930
BERKSHIRE HATHWAY INC	700	62,790
BIG LOTS	850	24,191
BRISTOL MYERS SQUIBB	1,600	52,144
CH ROBINSON WORLDWIDE	550	34,771
CAPITAL ONE FINANCIAL	1,100	63,723
CATERPILLAR INC	550	49,285
CIMAREX ENERGY CO	500	28,865
CISCO SYSTEMS	1,900	37,334
COCA COLA CO	1,600	58,000
CORPORATE OFFICE PROP TR	500	12,490
DARDEN RESTAURANTS INC	920	41,464
DISNEY WALT COMPANY	1,000	49,790
FED REALTY INV TRUST (FRT)*	118	12,274
FRT * not at State St	100	10,402
FTI CONSULTING	900	29,700
GENERAL ELECTRIC CO	3,050	64,020
GOLDMAN SACHS GROUP INC	350	44,646
GOOGLE INC-A	80	56,590
HALLIBURTON	600	20,814
HOSPIRA INCORPORATED	600	18,744
ICM SMALL CO. PORTFOLIO	10,995	311,826
INTEL CORP.	2,250	46,395
INT'L BUSINESS MACH CORP COM	300	57,465
JP MORGAN & CHASE	1,600	70,351
JOHNSON & JOHNSON	800	56,080
LEVEL 3 COMMUNICATIONS	760	17,564
LIFE TECHNOLOGY CORP	950	46,578
LOWES COS INC	1,000	35,520
MICROSOFT CORP	1,700	45,406
NATIONAL OILWELL VARCO INC	400	27,340
NUCOR CORP	900	38,844
OCEANEERING INTL INC	1,600	86,064
PENNEY JC	2,350	46,318
P&G	1,600	108,624
T ROWE PRICE INTL FDS INC	1,331	19,164
TJX COMPANIES	1,250	53,062

CAMPBELL FOUNDATION, INC.

52-0794348

12/31/2012

STATEMENT 7 - ATTACHMENT (CON'T)

SECURITIES	SHS	BOOK AND FAIR MARKET VALUE
WALMART STORES INC	1,000	68,230
WELLS FARGO CO	2,300	78,614
WELLPOINT INC	650	39,598
WHIRLPOOL CORP	550	55,962
WHITING PETROLEUM CORP	950	41,202
ZIMMER HOLDINGS	700	46,662
		$ 2,595,704

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VIRGINIA CAMPBELL TIMONIUM, MD	PRESIDENT 0.50	0.	0.	0.
BRUCE S CAMPBELL III MONKTON, MD	TREASURER 0.50	0.	0.	0.
TABER CAMPBELL HOOK BALTIMORE, MD	SECRETARY 0.50	0.	0.	0.
MARY JO CAMPBELL COCKEYSVILLE, MD	DIRECTOR 0.50	0.	0.	0.
J TYLER CAMPBELL CHESTERTOWN, MD	DIRECTOR 0.50	0.	0.	0.
MARCIE MCHALE SEATTLE, WA	DIRECTOR 0.50	0.	0.	0.
LYNN KELZ BALTIMORE, MD	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

CAMPBELL FOUNDATION, INC.
52-0794348
12/31/2012

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Assistance Center of Towson Churches 120 West Pennsylvania Avenue Towson, MD 21204	Unrestricted	$ 1,000
Audubon Maryland - DC 2901 E. Baltimore Street Baltimore, MD 21612	Unrestricted	1,000
B.A.R.K PO Box 1682 Glen Allen, VA 23060	Unrestricted	1,000
Baltimore Chamber Orchestra 11 W. Mount Vernon Place Baltimore, Md 21201	Unrestricted	1,000
Baltimore Child Abuse Center 2300 N. Charles Street, 4th floor Baltimore, MD 21218	Unrestricted	1,000
Baltimore County Public Schools Education Foundation 6901 Charles Street Towson, MD 21204	Unrestricted	1,000
Baltimore Educational Scholarship Trust 808 N Charles Street, Suite 200C Baltimore, MD 21201	Unrestricted	3,500
Baltimore Independent School Learning Camp 5407 Roland Avenue Baltimore, MD 21201	Unrestricted	1,000
The Baltimore Museum of Art 10 Art Museum Drive Baltimore, MD 21218	Unrestricted	3,000
Baltimore Museum of Industry 1415 Key Highway Baltimore, MD 21230	Unrestricted	1,500

CAMPBELL FOUNDATION, INC.
52-0794348
12/31/2012

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS * RECIPIENT	PURPOSE	2012 AMOUNT
Baltimore Reads 31 S. Calvert Street, Ste 400 Baltimore, MD 21202	Unrestricted	1,000
The Baltimore Symphony Orchestra 1212 Cathedral Street Baltimore, MD 21201	Unrestricted	3,000
Big Brothers Big Sisters 3600 Clipper Mill Road, Suite 250 Baltimore, MD 21211	Unrestricted	1,000
B&O Railroad Museum 901 West Pratt Street Baltimore, MD 21223	Unrestricted	1,000
Boys Latin School of Maryland 822 W Lake Avenue Baltimore, MD 21210	Student Financial Aid	500
Brookland Art Space 168 7th Street, 3rd floor Brooklyn, NY 11215	Unrestricted	1,000
Calvert School 105 Tuscany Road Baltimore, MD 21210	Student Financial Aid	500
CASA of Baltimore County 305 West Chesapeake Avenue, Suite 206 Towson, MD 21204	Unrestricted	1,000
Center Stage 100 North Calvert Street Baltimore, MD 21202	Unrestricted	1,500
CHADD of Greater Baltimore 856 Seneca Park Rd Middle River, Md 21200	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.
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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	Unrestricted	1,000
Chesapeake Center for Youth Development Chesapeake Center 301 E. Patapsco Avenue Baltimore, MD 21225	Unrestricted	2,000
College Bound Foundation 300 Water Street, Suite 300 Baltimore, MD 21202	Unrestricted	2,000
Collington Square Non-Profit Corporation 1211 North Chester Street Baltimore, MD 21213	Unrestricted	1,000
Community Assistance Network 7900 E. Baltimore Street Baltimore, MD 21224	Unrestricted	1,500
Deerwood Foundation 213 South Street Portsmouth, NH 03801	Unrestricted	1,000
Dyslexia Tutoring Program 711 W. 40th Street Baltimore, MD 21211-2109	Unrestricted	1,000
Echo Hill Outdoor School 13655 Bloomingneck Road Worton, MD 21678	Unrestricted Capital Grant	1,000 3,000
Enoch Pratt Free Library 400 Cathedral Street Baltimore, MD 21201-4484	Unrestricted	2,000
Enterprise Foundation 10227 Wincopin Circle, Suite 500 Columbia, MD 21044	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.
52-0794348
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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Episcopal Community Services of Maryland 1014 West 36th Street Baltimore, MD 21211	Unrestricted	1,000
Everyman Theatre 1727 N Charles Street Baltimore, MD 21201	Unrestricted	1,500
Friends of Live Oak Charter School PO Box 2054 Petaluma, CA 94953	Unrestricted	1,500
Gallatin Valley Land Trust PO Box 7021 Bozeman, MT 59771	Unrestricted	3,000
Garrison Forest School 300 Garrison Forest Road Owings Mills, MD 21127	Student Financial Aid	1,000
Garden Harvest, Inc. 14045 Mantua Mill Road Glyndon, MD 21071	Unrestricted	1,000
Genesis Jobs Inc. 2211 Maryland Ave Baltimore, MD 21218	Unrestricted	1,000
Girls Rock! Chicago 1644 N. Honore Chicago, IL 60622	Unrestricted	1,000
Goodwill Industries of the Chesapeake, Inc. 222 East Redwood Street Baltimore, MD 21202	Unrestricted	1,000
Greater Homewood Community Corp., Inc 3503 N. Charles Street Baltimore, MD 21218	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.
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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Guide Dogs for the Blind PO Box 151200 San Rafael, CA 94915	Unrestricted	1,000
Health Care for Homeless 421 The Fallway Baltimore, MD 21202	Unrestricted	1,500
Horizons at Radcliffe Creek School 201 Talbot Blvd Chestertown, MD 21620	Unrestricted	1,000
The Humane Society of Baltimore County 1601 Nicodemus Road Reisterstown, MD 21136	Unrestricted	1,000
Independent College Fund of Maryland 3225 Ellerslie Ave, Suite C 160 Baltimore, MD 21218	Unrestricted	5,000
Irvine Natural Center 11201 Garrison Forest Road Owings Mills, MD 21117	Unrestricted	1,500
Johns Hopkins Children's Center 100 North Charles Street, Suite 200 Baltimore, MD 21201	Unrestricted	1,000
Johns Hopkins School of Nursing 525 North Wolfe Street, Room 501 Baltimore, MD 21205	Unrestricted	1,000
Jubilee Baltimore, Inc. 1228 N. Calvert Street Baltimore, MD 21201	Unrestricted	2,000
Kennedy Krieger Institute 707 North Broadway Baltimore, MD 21205	Unrestricted	1,000

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS * RECIPIENT	PURPOSE	2012 AMOUNT
Loyola Blakefield 500 Chestnut Ave Towson, MD 21204	Student Financial Aid	1,000
Lovelane Special Needs Horseback Riding 40 Baker Bridge Road Lincoln, MA 01773	Unrestricted	1,000
Ladew Topiary Gardens 3535 Jarrettsville Pike Monkton, MD 21111	Unrestricted	500
Living Classrooms Foundation 802 South Caroline Street Baltimore, MD 21231	Unrestricted	2,000
MANNA Food Bank 627 Swannaroa River Road Asheville, NC 28805	Unrestricted	1,000
Maryland Family Network 1001 Eastern Ave, 2nd Fl Baltimore, MD 21202-4325	Unrestricted	1,000
Maryland Historical Society 201 W. Monument Street Baltimore, MD 21201	Unrestricted	1,000
Maryland Mentoring Partnership 3600 Clipper Mill Road Baltimore, MD 21211	Unrestricted	1,000
The Maryland School for the Blind 3501 Taylor Avenue Baltimore, MD 21236	Unrestricted Capital Grant	2,000 5,000
Maryland Science Center 601 Light Street Baltimore, MD 21230	Unrestricted	3,000

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Maryland Society for Sight 1313 W. Cold Spring Lane Baltimore, MD 21209	Unrestricted	1,000
McDonogh School 8600 McDonogh Road Owings Mills, MD 21117	Student Financial Aid	1,000
McKim Center Summer Camp 1120 E. Baltimore Street Baltimore, MD 21202	Unrestricted	1,000
Meals on Wheels 515 South Haven Street Baltimore, MD 21224	Unrestricted	1,000
Mount Washington Pediatric Hospital, Inc. 1708 West Rogers Avenue Baltimore, MD 21209	Unrestricted	1,000
The National Aquarium in Baltimore Pier 3, 501 E. Pratt Street Baltimore, MD 21202	Unrestricted	2,500
Nehemiah House, Inc. 8720 Philadelphia Road Baltimore, MD 21237	Unrestricted	1,000
Notre Dame Preparatory School 815 Hampton Lane Towson, MD 21286	Student Financial Aid	1,000
Odyssey School 3257 Bridle Ridge Lane Stevenson, MD 21153	Unrestricted	1,000
Oregon Ridge Nature Center Council 13555 Beaver Dam Road Cockeysville, MD 21030	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.
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12/31/2012

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Parks & People Foundation 800 Wyman Park Drive, Ste 100 Baltimore, MD 21207	Unrestricted	1,500
Paul's Place 1118 Ward Street Baltimore, MD 21230	Unrestricted	1,500
	Capital Grant	5,000
The Peabody Institute 1 E. Mount Vernon Place Baltimore, MD 21202	Unrestricted	1,500
Planned Parenthood of Maryland 330 N. Howard Street Baltimore, MD 21201	Unrestricted	1,000
Presbyterian Home for Children 80 Lake Eden Road Black Mountain, NC 28711	Unrestricted	1,000
Prospect Hill Cemetery of Towson, Inc. 9720 York Road Cockeysville, MD 21030	Unrestricted	1,000
Radcliffe Creek School 201 Talbot Blvd. Suite A Chestertown, MD 21620	Unrestricted	1,000
Roland Park Country School 5204 Roland Avenue Baltimore, MD 21210	Student Financial Aid	1,000
Rose of Sharon Equestrian School, Inc. PO Box 156 Glen Arm, MD 21057	Unrestricted	3,000
Red Barn Montessori 3820 Bodega Avenue Petaluma, CA 94952	Unrestricted	1,500

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Salvation Army - Boys & Girls Club 215 N. Calhoun Street Baltimore, MD 21223	Unrestricted	1,000
St. Vincent de Paul of Baltimore 2305 N. Charles Street Baltimore, MD 21201	Unrestricted	1,000
Sheppard & Enoch Pratt Health System 6501 N. Charles Street Baltimore, MD 21204	Unrestricted	1,000
Special Olympics Maryland 3701 Commerce Dr., Ste 103 Halethorpe, MD 21227	Unrestricted	1,000
Swannanoa Valley Christian Minitries 101 W. Ridgeway Ave Black Mountain, NC 28711	Unrestricted	1,000
The Arc of Baltimore 7215 York Road Baltimore, MD 21212	Unrestricted Capital Grant	2,000 10,000
The Ark Daycare Johnston Square, 1101 Valley St. Baltimore, MD 21202	Unrestricted	1,000
The Children's Home 205 Bloomsvury Avenue Catonsville, MD 21228	Capital Grant	5,000
The Family Tree 2108 N. Charles Street Baltimore, MD 21218	Unrestricted	1,000
The Maryland Zoo in Baltimore 1876 Mansion House Dr. Baltimore, MD 21217	Unrestricted	3,000

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS

* RECIPIENT	PURPOSE	2012 AMOUNT
Towson YMCA YMCA of Greater Baltimore 600 W. Chesapeake Avenue Towson, MD21204	Unrestricted	1,000
The Weathervane Theater PO Box 127 Whitefield, NH 03598	Unrestricted	3,000
Walters Art Museum 600 N. Charles Street Baltimore, MD 21201	Unrestricted	3,000
Young Audiences of Maryland 2601 N. Howard St., Ste 320 Baltimore, MD 21218	Unrestricted	2,000
		$ 157,000

* The organization is a public charity as described in IRC Sec. 509(a)(1), (2), or (3).

THE CAMPBELL FOUNDATION, INC.
52-0794348
12-31-12

FORM 990PF, PART XV - GRANT APPLICATION PROCEDURE

The Foundation does not make grants to individuals. Its grants are primarily in support of education, civic, cultural and health programs for the greater Baltimore area.

All requests for funds must be made in writing, stated as briefly as possible, and addressed to:

The Campbell Foundation, Inc.
Attention: Virginia T. Campbell
705 York Road
Baltimore, Maryland 21204

Requests for funds should include such information as:

1. Description of project for which funds are requested.
2. What is hoped to be achieved by the project.
3. Amount of funding requested.
4. Evidence of tax-exempt status of applicant.
5. Names of Officers and Directors of tax-exempt organization making application.
6. Latest financial statement and current operating budget.
7. All exhibits and materials in support of project.
8. Details of support of project by members of applicant institution and of the community at large.

After review of the original application by the Board of Directors of the Foundation, should it prove to be within the scope of the Foundation's interests, applicant will be notified, and interviews, inspections and detailed study of the project will then follow. It is not possible for the Foundation to grant personal interviews to every prospective grantee, nor can it entertain telephone inquiries or solicitations for funding of grants.

CAMPBELL FOUNDATION, INC.
52-0794348
12/31/12

FORM 990PF, PART IV, LINE 1 - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

		SALES					
SHS	SECURITIES	ACQ'D	DATE ACQ'D	DATE SOLD	PROC	COST	GAIN/ (LOSS)
1,050	ACCENTURE	P	1/8/2008	1/5/2012	$ 55,139	$ 35,563	$ 19,576
550	BIG LOTS	P	VAR	6/7/2012	20,861	19,785	1,076
450	COSTCO WHOLESALE	P	VAR	2/15/2012	37,527	12,980	24,547
650	MCCORMICK	P	VAR	12/21/2012	42,400	21,351	21,049
2,400	NABORS INDUSTRIES	P	6/28/2002	9/18/2012	38,171	36,882	1,289
300	SIEMENS	P	5/24/2006	6/29/2012	25,112	25,361	(249)
150	TJX COMPANIES	P	VAR	5/25/2012	6,133	2,778	3,355
	FED NATL MTG 7% 2-1-24	P	2/1/1994	VAR	79	84	(5)
					$ 225,422	$ 154,784	$ 70,638