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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE KEITH CAMPBELL FOUNDATION FOR THE ENVIRONMENT, INC.		A Employer identification number 52-2136842
Number and street (or P.O. box number if mail is not delivered to street address) 2850 QUARRY LAKE DRIVE		B Telephone number 410-413-2801
City or town, state, and ZIP code BALTIMORE, MD 21209		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 143,527,562.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		9,077,769.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		459,382.	459,382.		STATEMENT 2
4 Dividends and interest from securities		734,738.	734,738.		STATEMENT 3
5a Gross rents		3,840.	3,840.		STATEMENT 4
b Net rental income or (loss)					STATEMENT 5
6a Net gain or (loss) from sale of assets not on line 10		7,538,951.			STATEMENT 1
b Gross sales price for all assets on line 6a 30,386,727.					
7 Capital gain net income (from Part IV, line 2)			10,448,374.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,738,871.	1,534,329.		STATEMENT 6
12 Total (Add lines 1 through 11)		21,553,551.	13,180,663.		
13 Compensation of officers, directors, trustees, etc.		591,566.	112,465.		479,101.
14 Other employee salaries and wages		373,435.	8,685.		364,750.
15 Pension plans, employee benefits		257,565.	0.		257,565.
16a Legal fees					
b Accounting fees STMT 7		128,627.	64,313.		90,039.
c Other professional fees					
17 Interest					
18 Taxes STMT 8		272,811.	0.		56,811.
19 Depreciation and depletion		13,780.	0.		
20 Occupancy		85,787.	3,840.		81,947.
21 Travel, conferences, and meetings		69,845.	0.		69,845.
22 Printing and publications		1,669.	0.		1,669.
23 Other expenses STMT 9		1,098,054.	234,190.		1,097,220.
24 Total operating and administrative expenses. Add lines 13 through 23		2,893,139.	423,493.		2,498,947.
25 Contributions, gifts, grants paid		9,930,242.			9,930,242.
26 Total expenses and disbursements. Add lines 24 and 25		12,823,381.	423,493.		12,429,189.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,730,170.			
b Net investment income (if negative, enter -0-)			12,757,170.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

SCANNED NOV 27 2013

Revenue

Operating and Administrative Expenses

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**THE KEITH CAMPBELL FOUNDATION
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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				
	2	Savings and temporary cash investments		5,876,998.	26,357,537.	26,357,537.
	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 ▶ 14,413,295.				
		Less: allowance for doubtful accounts ▶ 0.		7,700,476.	14,413,295.	14,413,295.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 10		16,999,892.	0.	0.
	b	Investments - corporate stock STMT 11		38,780,826.	37,869,130.	37,869,130.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		65,160,529.	59,508,941.	59,508,941.	
14	Land, buildings, and equipment, basis ▶ 99,959.					
	Less: accumulated depreciation ▶ 64,946.		41,095.	35,013.	35,013.	
15	Other assets (describe ▶ STATEMENT 13)		212,702.	5,343,646.	5,343,646.	
16	Total assets (to be completed by all filers)		134,772,518.	143,527,562.	143,527,562.	
Liabilities	17	Accounts payable and accrued expenses		121,658.	139,614.	
	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 ▶ STATEMENT 14)		141,092.	148,010.	
23	Total liabilities (add lines 17 through 22)		262,750.	287,624.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		134,509,768.	143,239,938.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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		134,509,768.	143,239,938.	
	31	Total liabilities and net assets/fund balances		134,772,518.	143,527,562.	

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	134,509,768.
2	Enter amount from Part I, line 27a	2	8,730,170.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	143,239,938.
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	143,239,938.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a THROUGH VARIOUS BROKERAGE ACCOUNTS	P	VARIOUS	VARIOUS
b THROUGH ALTERNATIVE INVESTMENTS	P	VARIOUS	VARIOUS
c DISPOSAL OF FIXED ASSETS	P	VARIOUS	VARIOUS
d GAINS RELATED TO SALE OF DONATED SECURITIES	D	VARIOUS	VARIOUS
e DISTRIBUTION IN EXCESS OF BASIS	P	VARIOUS	VARIOUS

(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 25,223,219.		19,938,353.	5,284,866.
b 2,212,521.			2,212,521.
c <41.>			<41.>
d 2,909,423.			2,909,423.
e 41,605.			41,605.

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			5,284,866.
b			2,212,521.
c			<41.>
d			2,909,423.
e			41,605.

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	10,448,374.
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	15,998,466.	136,668,716.	.117060
2010	11,328,579.	125,421,336.	.090324
2009	13,944,138.	110,976,615.	.125649
2008	11,787,133.	153,252,582.	.076913
2007	9,581,425.	157,848,321.	.060700

2 Total of line 1, column (d)	2	.470646
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	.094129
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	131,846,441.
5 Multiply line 4 by line 3	5	12,410,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	127,572.
7 Add lines 5 and 6	7	12,538,146.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	12,429,189.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	255,143.
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	255,143.
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	255,143.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	186,563.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	196,563.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	887.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	59,467.	SEE STATEMENT 15
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD, 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

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Part VII-A Statements Regarding Activities (continued)

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CAMPBELLFOUNDATION.ORG</u></p>	13	X	
<p>14 The books are in care of ► <u>CATHERINE GRAY</u> Telephone no. ► <u>410-413-2801</u> Located at ► <u>2850 QUARRY LAKE DRIVE, BALTIMORE, MD</u> ZIP+4 ► <u>21209</u></p>			
<p>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</p>	15	N/A	
<p>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 ►</p>	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
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>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</p>	1b		X
<p>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?</p>	1c		X
<p>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)):</p>			
<p>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? If "Yes," list the years ►</p>			
<p>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.)</p>	2b	N/A	
<p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►</p>			
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?</p>			
<p>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)</p>	3b	N/A	
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	4b		X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A ☐

5b

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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 18		591,566.	131,626.	1,168.

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
JULIE HESTER - 410 SEVERN AVE., SUITE 210, ANNAPOLIS, MD 21403	40.00	102,000.	36,443.	408.
PATRICIA STUNTZ - 410 SEVERN AVE., SUITE 210, ANNAPOLIS, MD 21403	40.00	102,000.	34,493.	287.
ANNA LINDGREN - 1450 SUTTER ST. # 510, SAN FRANCISCO, CA 94109	40.00	73,806.	32,049.	218.

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ARTHUR F. BELL, JR. & ASSOCIATES, L.L.C. 201 INTL CIR, STE 400, HUNT VALLEY, MD 21030	ACCOUNTING	117,807.
MLH STRATEGIES LLC 3027 N ST. NW, WASHINGTON, DC 20011	CONSULTING	90,000.
BURKE ENVIRONMENTAL ASSOCIATES LLC - 410 SEVERN AVENUE, STE 210, ANNAPOLIS, MD 21403	CONSULTING	85,000.
MAROON CONSULTING LLC 12900 WATCH HILL COURT, MIDLOTHIAN, VA 23114	CONSULTING	80,000.
MARK VAN PUTTEN 122 CRESCENT DRIVE, GRAND HAVEN, MI 49417	CONSULTING	57,000.

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 <u>SEE STATEMENT 19</u>	143,000.
2 <u>SEE STATEMENT 20</u>	120,650.
3 <u>EXAMINE "BEST MANAGEMENT PRACTICE" DATA COLLECTION AND VERIFICATION INFORMATION FOR AGRICULTURAL ACTIVITIES FOR FUTURE RELATED PROJECTS.</u>	95,000.
4 <u>ANALYSIS OF FUNDING OPPORTUNITIES TO FURTHER OCEAN CONSERVATION.</u>	90,000.

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 <u>N/A</u>	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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**THE KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.**

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	40,832,531.
b	Average of monthly cash balances	1b	4,777,734.
c	Fair market value of all other assets	1c	88,243,990.
d	Total (add lines 1a, b, and c)	1d	133,854,255.
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	133,854,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,007,814.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	131,846,441.
6	Minimum investment return. Enter 5% of line 5	6	6,592,322.

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	6,592,322.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	255,143.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	255,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,337,179.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,337,179.
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	6,337,179.

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	12,429,189.
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	12,429,189.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	12,429,189.

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				6,337,179.
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	2,049,154.			
b From 2008	4,154,450.			
c From 2009	4,400,037.			
d From 2010	5,245,548.			
e From 2011	9,268,960.			
f Total of lines 3a through e	25,118,149.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 12,429,189.				
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				6,337,179.
e Remaining amount distributed out of corpus	6,092,010.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	31,210,159.			
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	2,049,154.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	29,161,005.			
10 Analysis of line 9:				
a Excess from 2008	4,154,450.			
b Excess from 2009	4,400,037.			
c Excess from 2010	5,245,548.			
d Excess from 2011	9,268,960.			
e Excess from 2012	6,092,010.			

**THE KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.**

Form 990-PF (2012)

52-2136842 Page 10

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)

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

KEITH 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:

SEE STATEMENT 21

- 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:

Form 990-PF (2012)

Part XV	Supplementary Information (continued)
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Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEE SCHEDULE 1				4,848,350.
SEE SCHEDULE 2				2,511,000.
SEE SCHEDULE 3				2,570,892.
Total			► 3a	9,930,242.
b <i>Approved for future payment</i>				
NONE				
Total			► 3b	0.

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 KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.

Employer identification number

52-2136842

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 KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.

Employer identification number

52-2136842

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	KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	\$ 3,104,261.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	\$ 3,971,200.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**THE KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.**

52-2136842

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>2</u>	<u>PUBLICLY TRADED SECURITIES</u> _____ _____ _____	\$ <u>3,104,261.</u>	<u>VARIOUS</u>
<u>3</u>	<u>PUBLICLY TRADED SECURITIES</u> _____ _____ _____	\$ <u>3,971,200.</u>	<u>VARIOUS</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions	
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	THE KEITH CAMPBELL FOUNDATION FOR THE ENVIRONMENT, INC.	52-2136842	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	2850 QUARRY LAKE DRIVE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	BALTIMORE, MD 21209		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CATHERINE GRAY

- The books are in the care of ☒ 2850 QUARRY LAKE DRIVE - BALTIMORE, MD 21209

Telephone No ☒ 410-413-2801

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	156,563.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	156,563.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☒ CERTIFIED PUBLIC ACCOUNTANT Date ☐

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THROUGH VARIOUS BROKERAGE ACCOUNTS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
25,223,219.	19,938,353.	0.	0.	5,284,866.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THROUGH ALTERNATIVE INVESTMENTS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,212,521.	0.	0.	0.	2,212,521.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISPOSAL OF FIXED ASSETS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
<41.>	0.	0.	0.	<41.>	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
GAINS RELATED TO SALE OF DONATED SECURITIES	DONATED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,909,423.	2,909,423.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
DISTRIBUTION IN EXCESS OF BASIS	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,605.	0.	0.	0.	41,605.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 7,538,951.

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

SOURCE	AMOUNT
INTEREST INCOME	459,382.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	459,382.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	734,738.	0.	734,738.
TOTAL TO FM 990-PF, PART I, LN 4	734,738.	0.	734,738.

FORM 990-PF	RENTAL INCOME	STATEMENT	4
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
410 SEVERN AVENUE, ANNAPOLIS, MD	1	3,840.
TOTAL TO FORM 990-PF, PART I, LINE 5A		3,840.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	5
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
OCCUPANCY		3,840.	
- SUBTOTAL -	1		3,840.
TOTAL RENTAL EXPENSES			3,840.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			

FORM 990-PF	OTHER INCOME	STATEMENT	6
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED GAINS ON INVESTMENTS	1,398,611.	0.	
INCOME FROM ALTERNATIVE INVESTMENTS	1,529,257.	1,529,257.	
UNREALIZED GAINS FROM INVESTMENTS	805,931.	0.	
CLASS ACTION SETTLEMENTS INCOME	5,072.	5,072.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,738,871.	1,534,329.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	128,627.	64,313.		90,039.
TO FORM 990-PF, PG 1, LN 16B	128,627.	64,313.		90,039.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	216,000.	0.		0.
EMPLOYMENT TAXES	56,811.	0.		56,811.
TO FORM 990-PF, PG 1, LN 18	272,811.	0.		56,811.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	14,018.	0.		14,018.
INSURANCE	6,702.	0.		6,702.
OFFICE MAINTENANCE	2,387.	0.		2,387.
SUPPLIES	3,292.	0.		2,456.
UTILITIES	7,236.	0.		7,236.
TELEPHONE	10,617.	0.		10,617.
INVESTMENT RELATED EXPENSES	234,190.	234,190.		234,190.
CONFERENCES	14,883.	0.		14,883.
RECOGNITION	864.	0.		864.
TECHNOLOGY & WEB SERVICE	46,138.	0.		46,138.
MISCELLANEOUS EXPENSES	8,316.	0.		8,318.
CA STATE FILING FEE	175.	0.		175.
POSTAGE & DELIVERY	2,054.	0.		2,054.
SECURITY	390.	0.		390.
NETWORKING EVENT EXPENSE	5,037.	0.		5,037.
DIRECT CHARITABLE ACTIVITIES (INCLUDING THOSE LISTED ON 990-PF, PART IX-A)	741,650.	0.		741,650.
BANK FEES	105.	0.		105.
TO FORM 990-PF, PG 1, LN 23	1,098,054.	234,190.		1,097,220.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BILLS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROKERAGE ACCOUNTS	37,869,130.	37,869,130.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,869,130.	37,869,130.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	59,181,380.	59,181,380.
OTHER BROKERAGE ACCOUNT	FMV	327,561.	327,561.
TOTAL TO FORM 990-PF, PART II, LINE 13		59,508,941.	59,508,941.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FOR SECURITIES SOLD	39,302.	24,096.	24,096.
OTHER ASSETS	42,400.	42,550.	42,550.
FEDERAL EXCISE TAX RECEIVABLE	131,000.	27,000.	27,000.
PROGRAM RELATED INVESTMENT LOANS RECEIVABLE	0.	5,250,000.	5,250,000.
TO FORM 990-PF, PART II, LINE 15	212,702.	5,343,646.	5,343,646.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYABLE FOR SECURITIES PURCHASED ALTERNATIVE INVESTMENTS COMMITMENTS PAYABLE	27,467.	31,473.
DEFERRED FEDERAL EXCISE TAX PAYABLE	53,625.	14,537.
	60,000.	102,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	141,092.	148,010.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 15
TAX DUE FROM FORM 990-PF, PART VI		58,580.
UNDERPAYMENT PENALTY		887.
LATE PAYMENT INTEREST		893.
LATE PAYMENT PENALTY		1,757.
TOTAL AMOUNT DUE		62,117.

FORM 990-PF	LATE PAYMENT PENALTY			STATEMENT	16
DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/13	68,580.	68,580.		
EXTENSION PAYMENT	05/15/13	<10,000.>	58,580.	6	1,757.
DATE FILED	11/15/13		58,580.		
TOTAL LATE PAYMENT PENALTY					1,757.

FORM 990-PF		LATE PAYMENT INTEREST			STATEMENT 17	
DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/13	68,580.	68,580.	.0300		
EXTENSION PAYMENT	05/15/13	<10,000.>	58,580.	.0300	184	893.
DATE FILED	11/15/13		59,473.			
TOTAL LATE PAYMENT INTEREST						893.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	CHAIRMAN 5.00	0.	0.	0.
VERNA PELRINE 410 SEVERN AVE., SUITE 210 ANNAPOLIS, MD 21403	EXECUTIVE DIRECTOR 40.00	196,250.	33,094.	1,168.
SAMANTHA CAMPBELL 1450 SUTTER ST. # 510 SAN FRANCISCO, CA 94109	PRESIDENT 40.00	275,000.	65,912.	0.
CATHERINE GRAY 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	TREASURER 20.00	120,316.	32,620.	0.
PATRICIA CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		591,566.	131,626.	1,168.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 19

ACTIVITY ONE

PROVIDE EXPERTISE TO ASSIST KCF AND OTHER CHARITABLE ORGANIZATIONS IN THEIR WORK TO ENSURE STRONG PROVISIONS IN STATE WATERSHED IMPEMENTATION PLANS, INCLUDING TECHNICAL AND POLICY ANALYSIS OF EXISTING INITIATIVES.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

143,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 20

ACTIVITY TWO

INFORMING THE BAY REGION'S FUNDERS AND CONSERVATION
COMMUNITY ON THE SHORTCOMINGS IN CURRENT NUTRIENT TRADING
PROGRAMS, AND AREAS THAT NEED ADDRESSING AS TRADING PROGRAMS
ARE EXPANDED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

120,650.

FORM 990-PF

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

STATEMENT 21

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JULIE HESTER
410 SEVERN AVE., SUITE 210
ANNAPOLIS, MD 21403

TELEPHONE NUMBERNAME OF GRANT PROGRAM

410-990-0900

CHESAPEAKE

FORM AND CONTENT OF APPLICATIONS

REFER TO THE FOUNDATION'S WEBSITE, WWW.CAMPBELLFOUNDATION.ORG, FOR
GUIDANCE.

ANY SUBMISSION DEADLINES

ONGOING

RESTRICTIONS AND LIMITATIONS ON AWARDS

REFER TO THE FOUNDATION'S WEBSITE, WWW.CAMPBELLFOUNDATION.ORG, FOR
GUIDANCE.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ANNA LINDGREN
1450 SUTTER ST. # 510
SAN FRANCISCO, CA 94109

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
415-722-4739	PACIFIC

FORM AND CONTENT OF APPLICATIONS

REFER TO THE FOUNDATION'S WEBSITE, WWW.CAMPBELLFOUNDATION.ORG, FOR GUIDANCE.

ANY SUBMISSION DEADLINES

ONGOING

RESTRICTIONS AND LIMITATIONS ON AWARDS

REFER TO THE FOUNDATION'S WEBSITE, WWW.CAMPBELLFOUNDATION.ORG, FOR GUIDANCE.

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
1000 Friends of Maryland 1209 N. Calvert Street Baltimore, MD 21202	509(a)1	Sustainable Growth for Maryland	None	40,000
Alice Ferguson Foundation 2001 Bryan Point Road Accokeek, MD 20607	509(a)1	Trash Free Potomac Watershed Initiative	None	10,000
Alliance for Justice 11 Dupont Circle NW, 2 nd Fl Washington, DC 20036	509(a)1	General Operating Support	None	7,000
Alliance for the Chesapeake Bay 501 Sixth Street Annapolis, MD 21403	509(a)1	Campaign for the Bay	None	25,000
Alliance for the Chesapeake Bay 501 Sixth Street Annapolis, MD 21403	509(a)1	Chesapeake Covenant Community	None	50,000
American Rivers Inc. 1101 14 th Street NW, Ste 1400 Washington, DC 20005	509(a)1	Keeping It Green – Green Infrastructure O&M Needs	None	30,000
American Rivers 1101 14 th Street NW, Ste 1400 Washington, DC 20005	509(a)1	Mediation for Conowingo Dam Relicensing	None	10,000
Anacostia Riverkeeper Inc 515 M Street, SE Suite 218 Washington, DC 20003	509(a)1	Anacostia Riverkeeper	None	15,000
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	509(a)1	Stormwater Training and Advocacy (Gilmore)	None	38,000
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	509(a)1	Stormwater Advocacy	None	30,000
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	509(a)1	Watershed Stewards Academy	None	25,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Anne Arundel County Watershed Stewards Academy 975 Indian Landing Road Millersville, MD 21108	509(a)1	Watershed Stewards Academy	None	25,000
Assateague Coastal Trust P O. Box 731 Berlin, MD 21811	509(a)1	Assateague Coastal Trust	None	29,000
Audubon Naturalist Society – Central Atlantic States, Inc. 8940 Jones Mill Road Chevy Chase, MD 20815	509(a)2	ANS Conservation Program	None	78,000
Audubon Naturalist Society – Central Atlantic States, Inc. 8940 Jones Mill Road Chevy Chase, MD 20815	509(a)2	Campaign to Reduce the Application of Manure (CRAM)	None	102,500
Blue Water Baltimore 3545 Belair Road Baltimore, MD 21213	509(a)2	Baltimore Advocacy	None	30,000
Blue Water Baltimore 3545 Belair Road Baltimore, MD 21213	509(a)2	Baltimore harbor Waterkeeper	None	30,000
Center for Progressive Reform 455 Massachusetts Ave., NW #150-513 Washington, DC 20001	509(a)1	Bay Trading and Offset Oversight	None	20,000
Center for Watershed Protection 8390 Main Street, 2 nd Floor Ellicott City, MD 21043	509(a)1	Stormwater Compliance Credits in Nutrient Trading Programs	None	35,000
Chesapeake Bay Foundation 6 Herndon Ave. Annapolis, MD 21403	509(a)1	CBF Grant	None	500,000
Chesapeake Bay Foundation 6 Herndon Ave. Annapolis, MD 21403	509(a)1	CBF Grant	None	500,000
Chesapeake Bay Foundation 6 Herndon Ave. Annapolis, MD 21403	509(a)1	Ag Stewardship Management Initiative	None	28,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Chesapeake Bay Trust 60 West Street, Suite 405 Annapolis, MD 21401	509(a)1	Treasure the Chesapeake	None	2,500
Chesapeake Bay Trust 60 West Street, Suite 405 Annapolis, MD 21401	509(a)1	CBFN Capacity Building Initiative	None	50,000
Chesapeake Climate Action Network PO Box 11138 Takoma Park, MD 20912	509(a)1	MD Fracking and Farm Improvement Campaigns	None	65,000
Chesapeake Climate Action Network PO Box 11138 Takoma Park, MD 20912	509(a)1	Ag Work	None	12,500
Chesapeake Legal Alliance Inc. 69 Franklin Street Annapolis, MD 21401	509(a)1	Environmental Legal Support	None	25,000
Chesapeake Media Services Inc. 619 Oakwood Drive Seven Valleys, PA 17360	509(a)1	Bay Journal	None	75,000
Chesapeake Rivers Association 329 Riverview Trail Annapolis, MD 21401	509(a)1	Severn Riverkeeper	None	20,000
Chesapeake Stormwater Network Inc. 117 Ingleside Avenue Baltimore, MD 21228	509(a)1	Chesapeake Bay Stormwater Implementation	None	40,000
Chester River Association 100 N. Cross Street, Suite 1 Chestertown, MD 21620	509(a)1	Planning Assistance for Waterkeepers Chesapeake	None	3,750
Chester River Association 100 N. Cross Street, Suite 1 Chestertown, MD 21620	509(a)1	Chester Riverkeeper	None	31,000
Citizens for Pennsylvania's Future 610 N. Third Street Harrisburg, PA 17101	509(a)1	Clean Water Starts Here	None	50,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Clean Air Watch 1250 Connecticut Ave. NW Suite 200 Washington, DC 20036	509(a)1	General Operating Support	None	35,000
Clean Water Fund 1010 Vermont Avenue Suite 400 Washington, DC 20005	509(a)1	Baltimore Initiative	None	75,000
Clean Water Fund (PA) 100 Fifth Avenue #1108 Pittsburg, PA 15222	509(a)1	PA Water Quality Protection	None	50,000
Coastal Conservation Association – MD 3 Commerce Street PO Box 309 Annapolis, MD 21401	509(a)1	Fisheries Advocacy – MD Chapter	None	35,000
Commonwealth of Virginia Virginia Military Institute 224 Marshall Hall Lexington, VA 24450	509(a)1	Virginia Symposium	None	3,000
Community Foundation of Greater Johnstown 116 Market Street, Suite 4 Johnstown, PA 15901	509(a)1	Trading – PA Lead	None	10,000
Conservation Pennsylvania PO Box 2125 Philadelphia, PA 19103	509(a)1	PA Ag – Trading Support	None	50,000
Conservation Pennsylvania PO Box 2125 Philadelphia, PA 19103	509(a)1	Marcellus Shale	None	30,000
Conservation Pennsylvania PO Box 2125 Philadelphia, PA 19103	509(a)1	Online Outreach	None	15,000
Earthreports Inc. 18600 Queen Anne Road Upper Marlboro, MD 20774	509(a)1	Patuxent Riverkeeper	None	33,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Eastern Shore Land Conservancy PO Box 169 Queenstown, MD 21658	509(a)1	Center for Towns	None	45,000
Eastern Shore Land Conservancy PO Box 169 Queenstown, MD 21658	509(a)1	Land Use Planning	None	60,000
Environment Maryland Research & Policy Center 3121 St. Paul Street, #26 Baltimore, MD 21218	509(a)1	Chesapeake Bay Ag Policy Project	None	50,000
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115	509(a)1	2012 EGA Fall Retreat	None	15,000
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115	509(a)1	Federal Policy Briefing	None	5,000
Environmental Integrity Project One Thomas Circle, NW Suite 900 Washington, DC 20005	509(a)1	CAFO Enforcement	None	60,000
Environmental Integrity Project One Thomas Circle, NW Suite 900 Washington, DC 20005	509(a)1	MD Open Government/Health Communities	None	70,000
Farm Pilot Project Coordination Inc. 101 E. Kennedy Blvd. Tampa, FL 33612	509(a)1	Poop to Power Implementation	None	50,000
Friends of the Rappahanock Inc. 3219 Fall Hill Avenue Fredericksburg, VA 22401	509(a)1	Rappahannock Advocacy	None	30,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Funders' Network for Smart Growth and Livable Communities 1500 San Remo Avenue Suite 249 Coral Gables, FL, 33146	509(a)1	Stormwater Funders Group	None	10,000
Gunpowder Riverkeeper Inc. PO Box 156 Monkton, MD 21111	509(a)1	Gunpowder Riverkeeper	None	32,000
H. John Heinz III Ctr for Sci, Econ, & Env 900 17h Street NW, Ste 700 Washington, DC 20006	509(a)1	Chesapeake Commons	None	30,000
H. John Heinz III Ctr for Sci, Econ, & Env 900 17h Street NW, Ste 700 Washington, DC 20006	509(a)1	Science Based Manure Application	None	10,000
Izaak Walton League of America, Inc. 707 Conservation Lane Gaithersburg, MD 20878	509(a)2	Local Advocacy in Maryland	None	20,000
James River Association 9 South 12 th Street, 4 th Floor Richmond, VA 23219	509(a)1	Virginia Rivers Defense Fund	None	8,000
James River Association 9 South 12 th Street, 4 th Floor Richmond, VA 23219	509(a)1	Healthy Rivers Initiative	None	20,000
James River Association 9 South 12 th Street, 4 th Floor Richmond, VA 23219	509(a)1	Stormwater and River Advocacy	None	60,000
James River Association 9 South 12 th Street, 4 th Floor Richmond, VA 23219	509(a)1	Upper James Riverkeeper	None	29,000
Lancaster County Conservancy 117 South West End Avenue PO Box 716 Lancaster, PA 17608	509(a)2	Stormwater Utility Campaign	None	25,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Maryland Association of Nonprofit Organizations 1500 Union Avenue, Suite 2500 Baltimore, MD 21211	509(a)2	Water Stewardship – Capacity Building	None	9,000
Maryland LCV Education Fund 86 Maryland Avenue Annapolis, MD 21401	509(a)1	Environmental Connections	None	150,000
Midshore Riverkeeper Conservancy Inc. 23 N Harrison Street Easton, MD 21601	509(a)1	Choptank Riverkeeper	None	38,000
Midshore Riverkeeper Conservancy Inc. 23 N. Harrison Street Easton, MD 21601	509(a)1	Miles/Wye Riverkeeper	None	35,000
MPT Foundation Inc. 11767 Owings Mills Boulevard Owings Mills, MD 21117	509(a)1	Chesapeake Bay Week	None	25,000
Nanticoke Watershed Alliance Inc. PO Box 111 Vienna, MD, 21869	509(a)1	General Operating Support	None	10,000
National Coalition for Marine Conservation Inc. 4 Royal Street, SE Leesburg, VA 20715	509(a)1	Restoring the Ecological Role of Atlantic Menhaden	None	20,000
National Parks Conservation Association 777 Sixth Street, NW, Suite 700 Washington, DC 20001	509(a)1	Protecting National Park Values in the Chesapeake Region	None	75,000
National Wildlife Federation 706 Giddings Avenue, Ste 2B Annapolis, MD 21401	509(a)2	Mid-Atlantic Office	None	140,000
National Wildlife Federation 706 Giddings Avenue, Ste 2B Annapolis, MD 21401	509(a)2	Holding States Accountable for Milestones	None	20,000
National Wildlife Federation 706 Giddings Avenue, Ste 2B Annapolis, MD 21401	509(a)2	Susquehanna River Coalition	None	8,600

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Natural Resources Defense Council 40 W. 20 th Street New York, NY 10011	509(a)1	Controlling Runoff with Green Infrastructure	None	50,000
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20186	509(a)1	Chesapeake Bay – General Operating Support	None	30,000
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20186	509(a)1	Shenandoah Valley Network	None	20,000
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20186	509(a)1	Coalition for Smarter Growth, Stormwater/Smart Growth Campaign	None	20,000
Potomac Conservancy 8601 Georgia Avenue Suite 612 Silver Spring, MD 20910	509(a)1	Clean Water Policy Initiative	None	40,000
Potomac Riverkeeper 1100 15 th Street NW, 11 th Floor Washington, DC 20005	509(a)1	Potomac Riverkeeper	None	40,000
Potomac Riverkeeper 1100 15 th Street NW, 11 th Floor Washington, DC 20005	509(a)1	Shenandoah Riverkeeper	None	30,000
Queen Anne's Conservation Association Inc PO Box 157 Centreville, MD 21617	509(a)1	Defense of Terrapin Run Legislation Litigation Project	None	20,000
River Network 520 SW 6 th Street, Ste 1130 Portland, OR 97204-1511	509(a)1	River Rally 2012	None	3,000
River Network 520 SW 6 th Street, Ste 1130 Portland, OR 97204-1511	509(a)1	Chesapeake Bay Office	None	25,000
Sassafras River Association PO Box 333 Georgetown, MD 21930	509(a)1	Sassafras Riverkeeper	None	29,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	509(a)1	Greenhouse Gas Study	None	10,000
Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	509(a)1	General Operating Support	None	40,000
Society of Environmental Journalists PO Box 2492 Jenkintown, PA 19046	509(a)1	Strengthening Environmental Journalism	None	10,000
South River Federation 2830 Solomons Island Rd., Ste A Edgewater, MD 21037	509(a)1	South Riverkeeper	None	44,000
Southern Environmental Law Center 201 W. Main Street, Suite 14 Charlottesville, VA 22902	509(a)1	Law & Policy Leadership	None	30,000
Stewards of the Lower Susquehanna Inc. 2098 Long Level Road Wrightsville, PA 17368	509(a)1	Lower Susquehanna Riverkeeper	None	50,000
Stewards of the Lower Susquehanna Inc. 2098 Long Level Road Wrightsville, PA 17368	509(a)1	WK Strategic Planning	None	6,000
The Nature Conservancy 5410 Grosvenor Lane, Suite 100 Bethesda, MD 20814	509(a)1	Chesapeake Bay Initiative	None	80,000
Theodore Roosevelt Conservation Partnership Inc 1660 L Street NW, Suite 208 Washington, DC 20036	509(a)1	Sportsmen for Conservation	None	40,000
Trout Unlimited 1300 N. 17th Street, Suite 500 Arlington, VA 22209	509(a)1	Angler Advocates for Headwaters Protection	None	30,000
University of Maryland Foundation Inc 3300 Metzerott Road Adelphi, MD 20783	509(a)1	Environmental Conservation in Agriculture	None	40,000

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
University of Maryland Baltimore Foundation Inc. 620 W. Lexington Street Baltimore, MD 21201	509(a)1	Environmental Law Clinic Enforcement Project	None	105,000
University System of Maryland Foundation Inc. 3300 Metzert Road Adelphi, MD 20783	509(a)1	General Operating Support	None	25,000
Valley Conservation Council Inc. 17 Barristers Row Staunton, VA 24401	509(a)1	Conserve as you Grow – Phase II	None	20,000
Virginia Conservation Network 422 East Franklin Street, Suite 303 Richmond, VA 23219	509(a)1	Common Agenda and Constructive Watchdogging	None	45,000
Virginia Conservation Network 422 East Franklin Street, Suite 303 Richmond, VA 23219	509(a)1	State Environmental Leadership Program	None	10,000
Virginia Eastern Shorekeeper P O. Box 961 Eastville, VA 23347	509(a)1	Virginia Eastern Shorekeeper	None	30,000
Virginia Institute of Marine Science 1375 Greater Road Gloucester Point, VA 23062	509(a)1	Submerged Aquatic Vegetation	None	10,000
Virginia LCV Education Fund 530 East Main Street, Suite 410 Richmond, VA 23219	509(a)1	Education/Voter Participation	None	85,000
Virginia Organizing Inc. 703 Concord Avenue Charlottesville, VA 22903	509(a)1	Diversifying Civic Engagement	None	10,000
Virginia Organizing Inc. 703 Concord Avenue Charlottesville, VA 22903	509(a)1	Environmental Health Sciences	None	30,000
Virginia Poly Technic Institute and State University Treasurer of VA Tech VA Office of Sponsored Programs 1880 Pratt Dr., Suite 2006 Blacksburg, VA 24060	Government Agency	2012 Virginia Farm to Table Conference	None	2,500

Chesapeake Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Water Stewardship Inc. 222 Severn Avenue, Suite 11 Bldg7 Annapolis, MD 21403	509(a)1	Ag Assessment & Verification Project	None	75,000
Water Stewardship Inc. 222 Severn Avenue, Suite 11 Bldg 7 Annapolis, MD 21403	509(a)1	Agriculture Science to Policy Coordination	None	35,000
West/Rhode Riverkeeper, Inc. 4800 Atwell Road, Ste 6 Shadyside, MD 20764	509(a)1	West/Rhode Riverkeeper	None	45,000
West/Rhode Riverkeeper, Inc. 4800 Atwell Road, Ste 6 Shadyside, MD 20764	509(a)1	Waterskeepers Chesapeake	None	50,000
Wetlands Watch 1121 Graydon Avenue Norfolk, VA 23507	509(a)1	General Support	None	50,000
YWCA of Annapolis and AA County Inc. 1517 Ritchie Highway, Ste 201 Arnold, MD 21012	509(a)2	Disco Magic Gala	None	5,000
YWCA of Annapolis and AA County Inc. 1517 Ritchie Highway, Ste 201 Arnold, MD 21012	509(a)2	TWIN 2012 Nominee	None	1,000

TOTAL 4,848,350

Pacific Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
American Conservation Film Festival PO Box 889 Shepherdstown, WV 25443	509(a)1	General Support	None	35,000
Animal Fund 30 Sir Francis Drake Blvd. Ross, CA 94957	509(a)1	Conservation Communication – Africa	None	5,000
Appalachian Mountain Advocates Inc. PO Box 507 Lewisburg, WV 24901	509(a)1	Coal Mining Accountability	None	25,000
As You Sow 311 California S, Suite 650 San Francisco, CA 94104	509(a)1	Hydraulic Fracturing Impact on Chesapeake Bay Water Quality	None	20,000
Baykeeper 785 Market Street, Suite 850 San Francisco, CA 94103	509(a)1	General Support	None	60,000
Bayview Hunters Point Center for Arts and Technology 2415 Third Street, Suite 230 San Francisco, CA 94107	509(a)1	General Support	None	10,000
Blue Ridge Center for Environmental Stewardship 11661 Harpers Ferry Road Purcellville, VA 20132	509(a)1	Environmental Communications	None	5,000
Carpe Diem West 325 Pine Street Sausalito, CA 94965	509(a)2	General Support	None	40,000
Carpe Diem West 325 Pine Street Sausalito, CA 94965	509(a)2	General Support	None	40,000
Children's Creativity Museum 221 Fourth Street San Francisco, CA 94103	509(a)1	C.I.T.Y. Teen Program	None	15,000
CraftWorks at Cool Spring 1469 Lloyd Road Charles Town, WV 25443	509(a)1	Environmental Reporting	None	5,000

Pacific Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Earth Echo International 888 16 th Street NW, Ste 800 Washington, DC 20006	509(a)1	Water Planet Challenge	None	35,000
EarthJustice 426 17 th Street, 6 th Floor Oakland, CA 94612	509(a)2	Coal Ash	None	20,000
Ecological Rights Foundation 867 Redwood Drive, Suite B Garberville, CA 95542	509(a)1	Humboldt Bay Water Quality	None	25,000
Environmental Defense Fund 257 Park Avenue South New York, NY 10010	509(a)1	Protecting Coral Reefs by Transforming Marine Ornamental Trade	None	100,000
Environmental Film Festival in the Nation's Capital 1228 1/2 31 st Street NW Washington, DC 20007	509(a)1	2013 Environmental Film Festival	None	10,000
Friends of the Upper Delaware River 1645 Bump Road East Branch, NY 13756	509(a)1	General Support	None	15,000
Green Fire Productions PO Box 369 La Grande, OR 97850	509(a)2	Ocean Frontiers	None	50,000
Green Planet Films Inc. 434 Broderick Street San Francisco, CA 94117	509(a)1	Green Communications	None	10,000
Gulf Restoration Network 338 Baronne Street, Suite 200 New Orleans, LA 70112	509(a)1	The Gulf Future Campaign	None	25,000
Heal the Bay 1444 9 th Street Santa Monica, CA 90401	509(a)1	Water Quality Advocacy Program	None	20,000
Heyday Institute 1633 University Avenue Berkeley, CA 94705	509(a)1	General Support	None	10,000
Island Conservation 100 Shaffer Road Santa Cruz, CA 95060	509(a)1	South Farallon Islands Restoration Project	None	20,000

Pacific Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Kentucky Coalition Inc. PO Box 1450 London, KY 40743	509(a)1	Canary Project/New Energy and Transition	None	25,000
Kentucky Coalition Inc. PO Box 1450 London, KY 40743	509(a)1	General Support	None	25,000
Klamath-Siskiyou Wildlands Center PO Box 102 Ashland, OR 97520	509(a)1	Rogue Riverkeeper	None	25,000
Make a Difference Media 140 Island Way #259 Clearwater, FL 33767	509(a)1	BLUE Ocean Film Festival & Conservation Event	None	10,000
Marine Conservation Biology Institute 2122 112 th Ave., Ste B300 Bellevue, WA 98004	509(a)1	Protecting US Marine National Monuments	None	50,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	509(a)2	Center for the Future of the Oceans – Sustainable Fisheries	None	75,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	509(a)2	Fund for the Animals	None	50,000
Nature Conservancy of Hawaii 923 Nu'uanu Avenue Honolulu, HI 96817	509(a)1	Hawaii Invasive Species	None	75,000
NatureServe 1101 Wilson Blvd., 15 th Floor Arlington, VA 22209	509(a)1	Building Local Capacity for Climate Change Adaptation Planning	None	25,000
Ocean Alliance Inc. 32 Horton Street Gloucester, MA 01930	509(a)1	Gulf of Mexico Research Expedition	None	25,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Constituency Building for Oceans	None	100,000

Pacific Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment**52-2136842****Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Ocean Noise	None	1,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Ocean Leadership Fund	None	1,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Constituency Building for the Oceans	None	50,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Ocean Leadership Fund	None	100,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Advocacy and Communications for Ocean Protection	None	15,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	509(a)1	Ocean Noise	None	10,000
Oceana Inc. 175 S. Franklin Street Suite 418 Juneau, AK 99801	509(a)1	California Current Forage Species Protection	None	50,000
Organic Farming Research Foundation PO Box 440 Santa Cruz, CA 95061	509(a)1	General Support	None	5,000
Otter Project Inc. 475 Washington Street, Ste A Monterey, CA 93940	509(a)1	Improving Regulation of Agricultural Waste Water Discharges	None	25,000
Parks and People Foundation for Baltimore Recreations and Parks 800 Wyman Park Drive Suite 010 Baltimore, MD 21211	509(a)1	General Support	None	5,000
Pelican Media 1736 Stockton Street, Suite 2 San Francisco, CA 94133	509(a)1	Pelican Dreams	None	10,000

Pacific Grants and Contributions Paid During the Year 2012

The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
River Network 520 SW 6 th Avenue Suite 1130 Portland, OR 97204-1511	509(a)1	River Rescue Fund	None	30,000
Rural California Broadcasting Corp. KRCB-TV Channel 22 5850 Labath Avenue Rohnert Park, CA 94928	509(a)1	Natural Heroes	None	25,000
Russian Riverkeeper PO Box 1335 Healdsburg, CA 95448	509(a)1	Gravel Mining Advocacy and Litigation	None	20,000
Sailors for the Sea Inc. 449 Thames Street, 300 Ste 4 New Port, RI 02840	509(a)1	Youth Environmental Education	None	5,000
San Francisco Zoological Society 1 Zoo Road San Francisco, CA, 94132	509(a)2	Children's Play Zone	None	237,000
Santa Barbara Channelkeeper 714 Bond Avenue Santa Barbara, CA 93103	509(a)1	Clean Water Advocacy and Enforcement Program	None	12,000
Santa Monica Bay Foundation 1 LMU Drive North Hall, Pereira Annex MS 8160 Los Angeles, CA 90045	509(a)1	Aerial Monitoring of Ocean Vessels in Southern California	None	80,000
Santa Monica Baykeeper 120 Broadway, Suite 105 Santa Monica, CA 90401	509(a)1	Advocacy Program	None	25,000
Save the Bay 1330 Broadway, Suite 1800 Oakland, CA 94610	509(a)1	Clean Bay Project	None	40,000
SeaWeb 8401 Colesville Road, Ste 500 Silver Spring, MD 02091	509(a)1	Marine Photobank	None	15,000

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The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Sierra Club Foundation 85 Second Street Suite 750 San Francisco, CA 94105	509(a)1	Beyond Coal Campaign	None	25,000
Skytruth Po Box 3283 Shepherdstown, WV 25443	509(a)1	Marcellus Shale gas Drilling	None	25,000
Southern Alliance for Clean Energy PO Box 1842 Knoxville, TN 37901	509(a)1	Coal Plant Retirements in the Southeast	None	25,000
Sportsfishing Conservancy 200 Nieto Avenue, Suite 307 Long Beach, CA, 90803	509(a)1	General Support	None	10,000
Surfrider Foundation P.O. Box 6010 San Clemente, CA 92674	509(a)2	Community Ecosystem-Based Management	None	70,000
Sustainable Conservation 98 Battery Street, Suite 302 San Francisco, CA 94111	509(a)1	Partners in Restoration	None	30,000
Sustainable Fishery Advocates 500 Seabright Ave Suite 202 Santa Cruz, CA, 95062	509(a)2	General Support	None	100,000
The Pew Charitable Trusts One Commerce Square 2005 Market Street, Ste 1700 Philadelphia, PA 19103-7077	509(a)1	Our Ocean	None	40,000
The University Corp. San Francisco State San Francisco State University College of Business 1600 Holloway Avenue San Francisco, CA 94132	509(a)1	Business Ethics Week	None	5,000
Tides Center PO Box 29198 San Francisco, CA 94612	509(a)1	Ocean Science Communication	None	50,000

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Tides Center PO Box 29198 San Francisco, CA 94612	509(a)1	Ecosystem Based Management Organization Coordination	None	30,000
Trout Unlimited 1300 N. 17 th Street, Ste 500 Arlington, VA 22209	509(a)1	California Water Project	None	40,000
Tuolumne River Preservation Trust 111 New Montgomery St. #205 San Francisco, CA 94105	509(a)1	Bay Area Water Stewardship Program	None	80,000
Turtle Island Restoration Network PO Box 370 Forest Knolls, CA 94933	509(a)1	Sustainable Pacific Fisheries and Oceans Program	None	30,000
University of Southern California 444 South Flower Street 41 st Floor Los Angeles, CA 90071	509(a)1	Shifting Baselines Ocean Media Project	None	65,000
Wildaid Inc. 744 Montgomery Street Suite 300 San Francisco, CA 94111	509(a)1	Shark Program	None	40,000
TOTAL				2,511,000

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
ALS Association DC/MD Chapter 1275 K Street NW #1050 Washington, DC 20005	509(a)1	Company Matching Gift	None	25
American Heart Association 415 N. Charles Street Baltimore, MD 21201	509(a)1	Company Matching Gift	None	30
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	509(a)1	Trash Free MD – Reusable Bag Campaign	None	10,000
Animal Rescue Inc 2 Heritage Farm Drive New Freedom, PA 17349	509(a)1	Company Matching Gift	None	50
Associated Italian American Charities Inc. 8850 Stanford Blvd Columbia, MD 21045	509(a)2	Donation	None	500
Association of Baltimore Area Grantmakers 2 East Read Street, 2 nd Fl Baltimore, MD 21202	509(a)1	2012 Membership Dues Classified as Grant	None	6,200
Association of Baltimore Area Grantmakers 2 East Read Street, 2 nd Fl Baltimore, MD 21202	509(a)1	2013 Membership Dues Classified as Grant	None	6,700
Bread and Roses Benefit Agency 233 Tamalpais Drive, Ste 100 Corte Madera, CA 94925	509(a)1	Company Matching Gift	None	50
California Ocean Science Trust 1330 Broadway #1135 Oakland, CA 94612-2525	509(a)1	MLPA - Convening OceanSpaces	None	200,000
CaringBridge 1715 Yankee Doodle Rd Suite 301 Eagan, MN 55121	509(a)1	Donation	None	300
Center for Inspired Teaching 1436 U Street, Suite 400 Washington, DC 20009	509(a)1	Baltimore Math Program	None	5,000

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Charcote-Marie-Tooth Association PO Box 105 Glenolden, PA 19036	509(a)1	Company Matching Gift	None	125
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	509(a)1	CBF Events	None	2,500
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	509(a)1	Company Matching Gift	None	25
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	509(a)1	Holly Beach Farm	None	27,000
Chesapeake Bay Trust 60 West Street, Suite 405 Annapolis, MD 21401	509(a)1	Membership Dues Classified as Grant	None	20,000
Chesapeake Legal Alliance Inc. 69 Franklin Street Annapolis, MD 21401	509(a)1	Company Matching Gift	None	100
Community Foundation of Anne Arundel County 914 Bay Ridge Road, Suite 220 Annapolis, MD 21403	509(a)1	Company Matching Gift	None	120
Consultative Group on Biological Diversity Presido Bldg, 2 nd Floor PO Box 29361 San Francisco, CA 94129	509(a)1	2012 Membership Dues Classified as Grant	None	19,500
Consultative group on Biological Diversity Presido Bldg, 2 nd Floor PO Box 29361 San Francisco, CA 94129	509(a)1	2013 Membership Dues Classified as Grant	None	19,500
Ducks Unlimited Inc. 11300 Pulaski Hwy White Marsh, MD 21162	509(a)1	Donation	None	1,500

Business Office Grants and Contributions Paid During the Year 2012**The Keith Campbell Foundation for the Environment****52-2136842****Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Environmental Defense Fund Inc. 257 Park Avenue South New York, NY 10010	509(a)1	Sustainable Fisheries Mgmt. Systems	None	175,000
Friends School of Baltimore 5114 N. Charles Street Baltimore, MD 21210-2096	509(a)1	Company Matching Gift	None	500
Green Street Academy Foundation Inc. 500 E. Pratt Street, Ste 1200 Baltimore, MD 21202	509(a)2	Donation	None	25,000
Hospice of Queen Anne's Inc. 255 Comet Drive Centreville, MD 21617	509(a)1	Company Matching Gift	None	50
Hospice of the Chesapeake 445 Defense Hwy Annapolis, MD 21401	509(a)2	Company Matching Gift	None	85
Key School Inc. 534 Hillsmere Drive Annapolis, MD 21403	509(a)1	Company Matching Gift	None	250
Leukemia & Lymphoma Society 1311 Mamaroneck Avenue Suite 310 White Plains, NY 10605	509(a)1	Company Matching Gift	None	25
March of Dimes Foundation Central Maryland Division 175 West Ostend Street Suite C-2 Baltimore, MD 21230	509(a)1	Company Matching Gift	None	25
Marine Applied Research & Exploration 1230 Brickyard Cove Road #101 Richmond, CA 94801	509(a)1	MLPA - BATFish	None	50,000
Maryland Food Bank 2200 Halethorpe Farms Road Baltimore, MD 21227	509(a)1	Donation	None	200

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Maryland SPCA 3300 Falls Road Baltimore, MD 21211	509(a)1	Company Matching Gift	None	50
Maryland SPCA 3300 Falls Road Baltimore, MD 21211	509(a)1	Company Matching Gift	None	100
MD Saltwater Sportfishermen's Association Scholarship Foundation Inc. 8461C Ft. Smallwood Road Pasadena, MD 21122	509(a)1	MSSA Scholarship Fund	None	1,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	509(a)2	MLPA- Center for the Future of the Oceans – Marine Protected Areas	None	75,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	509(a)2	Donation	None	325
National Aquarium in Baltimore 501 E. Pratt Street Baltimore, MD 21202	509(a)2	General Support	None	10,000
National Audubon Society Inc. 2901 E Baltimore Street Baltimore, MD 21224	509(a)1	Membership Dues Classified as Grant	None	90
National Geographic Society 1145 17 th Street NW Washington, DC 20036	509(a)2	Mission Programs	None	50,000
National Marine Sanctuary Foundation 8601 Georgia Ave. Suite 501 Silver Spring, MD 20910	509(a)1	Capital Hill Ocean Week	None	2,652
National Multiple Sclerosis Society Maryland Chapter 2219 York Road, Suite 302 Timonium, MD 21093	509(a)1	Company Matching Gift	None	75

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
National Wildlife Federation 706 Giddings Avenue, Ste 2C Annapolis, MD 21401	509(a)2	Choose Clean water Coalition	None	225,000
Ocean City Volunteer Fire Department PO Box 27 Ocean City, MD 21843	509(a)1	Donation	None	100
Ocean Conservancy Inc. 1300 19 th Street NW Washington, DC 20036	509(a)1	MLPA - Advancing California Ecosystem Protections through Marine Protected Areas and Fisheries Management	None	100,000
Ocean River Institute Inc. 12 Eliot Street Cambridge, MA 02138	509(a)1	MLPA - Conservation Flight Missions on the California Coast	None	15,000
Pan-Mass Challenge Trust 77 4 th Avenue Needham, MA 02494	509(a)1	Company Matching Gift	None	25
Peace Ridge Farm 653 Back Ridge Road Penobscot, ME 04476	509(a)1	Company Matching Gift	None	150
Plan USA 155 Plan way Warwick, RI 02886	509(a)2	Donation	None	360
Planned Parenthood Federation of America Inc. 434 West 33 rd Street New York, NY 10001	509(a)1	Company Matching Gift	None	50
Potomac Riverkeeper Inc. 1100 15th Street NW, 11th FL Washington, DC 20005	509(a)1	Donation	None	250
Providence Center 930 Point Pleasant Road Glen Burnie, MD 21060	509(a)1	Company Matching Gift	None	500
Rachel's Network Inc. 1200 18th Street NW, Suite 310 Washington, DC 20036	509(a)1	2012 Membership Dues Classified as Grant	None	5,000

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The Keith Campbell Foundation for the Environment52-2136842**Grants Made**

Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
Rachel's Network Inc. 1200 18th Street NW, Suite 310 Washington, DC 20036	509(a)1	2013 Membership Dues Classified as Grant	None	5,000
Rackliffe House Trust Inc. PO Box 561 Berlin, MD 21811	509(a)2	Donation	None	1,400
Reef Check Foundation 17575 Pacific Coast Hwy Pacific Palisades, CA 90272	509(a)2	MLPA - Reef Check California	None	50,000
Resources Legacy Fund Foundation (RLFF) 555 Capitol Mall, Ste 675 Sacramento, CA 95814	509(a)3 Functionally Integrated	MLPA - Sustaining California's Oceans (SCO)	None	500,000
San Francisco Film Society 39 Mesa Street 107 San Francisco, CA 94129	509(a)1	Company Matching Gift	None	50
Smart Growth America 1707 L Street NW, Ste 1050 Washington, DC 20036	509(a)1	Smart Growth's Leadership Institute	None	10,000
Special Olympics Maryland Inc. 3701 Commerce Drive, Ste 103 Baltimore, MD 21227	509(a)1	Company Matching Gift	None	40
Stevenson University Inc. 1525 Greenspring Valley Road Stevenson, MD 21153	509(a)1	Reef Ball Project	None	4,900
Surfrider Foundation 26611 Nanticoke Road Salisbury, MD 21801	509(a)2	Donation	None	1,000
The ARC Northern Chesapeake Region 4513 Philadelphia Road Aberdeen, MD 21001-9903	509(a)1	Donation	None	1,000
The Boys' Latin School of Maryland 822 W. Lake Avenue Baltimore, MD 21210	509(a)1	Company Matching Gift	None	250

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
The Deerwood Foundation 213 South Street Portsmouth, NH 03801	509(a)1	Company Matching Gift	None	125
The Humane Society of Baltimore County 1601 Nicodemus Road Reisterstown, MD 21136	509(a)1	Company Matching Gift	None	165
The Humane Society of the United States 2100 L Street NW Washington, DC 20037	509(a)1	Company Matching Gift	None	50
The Nature Conservancy 5410 Grosvenor Lane, Ste 100 Bethesda, MD 20814	509(a)1	Forever Costa Rica Project	None	834,000
The San Francisco School 300 Gaven Street San Francisco, CA 94134	509(a)1	Company Matching Gift	None	300
Towson University Foundation Inc. 8000 York Road Towson, MD 21252	509(a)1	Company Matching Gift	None	25
Trout Unlimited – MD Chapter 10301 Wetherburn Road Ellicott City, MD 21042	509(a)1	Donation	None	1,000
Ultimate Peace Inc. 78 Crittenden Hill Road Shelburne Falls, MA 01370	509(a)1	Donation	None	200
Waterfront Partnership of Baltimore Inc. 650 South Exeter Street Suite 200 Baltimore, MD 21202	509(a)1	Healthy Harbor Initiative	None	10,000
WETA 3939 Campbell Avenue Arlington, VA 22206	509(a)2	Company Matching Gift	None	250
WildAid Inc. 744 Montgomery Street Suite 300 San Francisco, CA 94111	509(a)1	MLPA - Global MPA Enforcement Conf. & Publication	None	10,000

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Recipient Name/Address	Recipient	Purpose of Grant	Recipient Relationship	Amount
WYPR 2216 N. Charles Street Baltimore, MD 21218	509(a)1	Company Matching Gift	None	50
YMCA of Central MD Inc. 303 W. Chesapeake Avenue Baltimore, MD 21204	509(a)2	Campaign to Rebuild Towson Family Center Y	None	85,000
			TOTAL	2,570,892