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

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/01, 2012, and ending 09/30, 2013

Name of foundation
TR U/A THE CAMDEN FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P O BOX 630858

City or town, state, and ZIP code
CINCINNATI, OH 45263-0858

A Employer identification number
31-6024141

B Telephone number (see instructions)
513- 534-5310

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,365,440.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	62,264.	62,055.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	29,470.			
b	Gross sales price for all assets on line 6a 828,093.				
7	Capital gain net income (from Part IV, line 2)		29,470.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	91,734.	91,525.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	660.	330.	NONE	330.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	941.	464.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	29,050.	28,850.		200.
24	Total operating and administrative expenses. Add lines 13 through 23	30,651.	29,644.	NONE	530.
25	Contributions, gifts, grants paid	134,500.			134,500.
26	Total expenses and disbursements. Add lines 24 and 25	165,151.	29,644.	NONE	135,030.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-73,417.			
b	Net investment income (if negative, enter -0-)		61,881.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1.	1.
	2	Savings and temporary cash investments	31,525.	36,972.	36,972.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 5	1,669,929.	1,635,109.	1,944,957.
	c	Investments - corporate bonds (attach schedule) . STMT 6	428,243.	383,459.	383,510.
	11	Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,129,697.	2,055,541.	2,365,440.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
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			
	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	2,129,697.	2,055,541.	
	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 (see instructions)	2,129,697.	2,055,541.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,129,697.	2,055,541.	

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	2,129,697.
2	Enter amount from Part I, line 27a	2	-73,417.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,056,280.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT FOR RETURN OF CAPITAL	5	739.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,055,541.

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 828,093.		798,623.	29,470.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			29,470.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	29,470.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	134,367.	2,177,604.	0.061704
2010	136,628.	2,260,541.	0.060440
2009	126,726.	2,170,738.	0.058379
2008	142,906.	2,004,722.	0.071285
2007	152,842.	2,706,487.	0.056472
2 Total of line 1, column (d)			2 0.308280
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.061656
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,258,365.
5 Multiply line 4 by line 3			5 139,242.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 619.
7 Add lines 5 and 6			7 139,861.
8 Enter qualifying distributions from Part XII, line 4			8 135,030.

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	1,238.
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	
3 Add lines 1 and 2		3	1,238.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,238.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	664.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	664.	
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	574.	
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 ☐ NONE Refunded ☐	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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ FIFTH THIRD BANK Telephone no. ▶ (513) 579-5160			
Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP+4 ▶ 45202				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year. ▶				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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.)	2b	X
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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ 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? ☐ Yes ☒ No **6b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK P.O. BOX 630858, CINCINNATI, OH 45263	TRUSTEE 1	-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,246,362.
b	Average of monthly cash balances	1b	46,394.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,292,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,292,756.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,391.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,258,365.
6	Minimum investment return. Enter 5% of line 5	6	112,918.

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	112,918.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,238.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,238.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,680.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	111,680.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	111,680.

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	135,030.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,030.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,030.

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				111,680.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years: 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	18,784.			
b From 2008	43,808.			
c From 2009	19,687.			
d From 2010	25,295.			
e From 2011	26,813.			
f Total of lines 3a through e	134,387.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>135,030.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				111,680.
e Remaining amount distributed out of corpus	23,350.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	157,737.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	18,784.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	138,953.			
10 Analysis of line 9:				
a Excess from 2008	43,808.			
b Excess from 2009	19,687.			
c Excess from 2010	25,295.			
d Excess from 2011	26,813.			
e Excess from 2012	23,350.			

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

NOT APPLICABLE

1a 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)

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

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

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).)

N/A

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.

N/A

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 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 17				134,500.
Total			3a	134,500.
b Approved for future payment				
Total			3b	

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Signature of officer or trustee

12/05/2013
Date

Trustee
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	358.	358.
FOREIGN DIVIDENDS	4,460.	4,460.
NONDIVIDEND DISTRIBUTIONS	209.	
DOMESTIC DIVIDENDS	39,070.	39,070.
US GOVERNMENT INTEREST REPORTED AS QUALI	13.	13.
NONQUALIFIED FOREIGN DIVIDENDS	2,378.	2,378.
NONQUALIFIED DOMESTIC DIVIDENDS	15,776.	15,776.
	-----	-----
TOTAL	62,264.	62,055.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATE	477.	
FOREIGN TAXES ON QUALIFIED FOR	323.	323.
FOREIGN TAXES ON NONQUALIFIED	141.	141.
	-----	-----
TOTALS	941.	464.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
BANK SERVICE FEES	28,850.	28,850.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	29,050. =====	28,850. =====	200. =====

TR U/A THE CAMDEN FOUNDATION

31-6024141

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE SCHEDULE ATTACHED	1,635,109.	1,944,957.
	-----	-----
TOTALS	1,635,109.	1,944,957.
	=====	=====

TR U/A THE CAMDEN FOUNDATION

31-6024141

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE SCHEDULE ATTACHED

383,459.

383,510.

TOTALS

383,459.

383,510.

TR U/A THE CAMDEN FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

31-6024141

RECIPIENT NAME:

MICHAEL MILLER @ FIFTH THIRD BANK

ADDRESS:

P.O. BOX 630858 MD 1090 HB

CINCINNATI, OH 45263

RECIPIENT'S PHONE NUMBER: 513-534-5160

FORM, INFORMATION AND MATERIALS:

AVAILABLE UPON REQUEST

RECIPIENT NAME:
THE GUIDANCE CENTER
ADDRESS:
13101 ALLEN RD.
SOUTHGATE, MI 48195
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
CINCINNATI MUSEUM CENTER
ADDRESS:
1301 WESTERN AVE.
CINCINNATI, OH 45203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
LITTLE MIAMI, INC.
ADDRESS:
6040 PRICE RD.
MILFORD, OH 45150-1429
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MAINE COAST HERITAGE TR

ADDRESS:

1 MAIN ST. SUITE 201

TOPHSAM, ME 040486

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MERRYSRING FOUNDATION

ADDRESS:

CONWAY RD.

CAMDEN, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MINUTE MAN ARC FOR HUMAN
SERVICES

ADDRESS:

1269 MAIN ST.

CONCORD, MA 01742

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
QUEEN CITY FOUNDATION
ADDRESS:
1 WEST FOURTH ST.
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE SEVEN HILLS SCHOOLS
ADDRESS:
5400 REDBANK RD.
CINCINNATI, OH 45227-1198
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
UNITED WAY OF GREATER CINCINNATI
ADDRESS:
2400 READING RD.
CINCINNATI, OH 45202-1458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
YOUTHLINKS
ADDRESS:
420 BROADWAY
ROCKLAND, ME 04841
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY
OHIO CHAPTER
ADDRESS:
6375 RIVERSIDE DR. SUITE 50
DUBLIN, OH 43017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
CINCINNATI NATURE CENTER
ADDRESS:
4949 TEALTOWN RD.
MILFORD, OH 45150
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

MEGUNTICOCK WATERSHED ASC

ADDRESS:

P.O. 443

CAMDEN, ME 04843

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

THE NATURE CONSERVANCY

MAINE CHAPTER

ADDRESS:

14 MAINE ST., SUITE 401

BRUNSWICK, ME 04011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 13,000.

RECIPIENT NAME:

CAMDEN CONFERENCE

ADDRESS:

P.O. BOX 882

CAMDEN, ME 04843-0882

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BAY CHAMBER CONCERTS

ADDRESS:

58 BAY VIEW ST. , STE.1
CAMDEN, ME 04843

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MAINE FARMLAND SOCIETY

ADDRESS:

97 MAIN STREET
BELFAST, ME 04915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROJECT/PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

MERCANTILE LIBRARY

ADDRESS:

414 WALNUT STREET
CINCINNATI, OH 45202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PROJECT/PROGRAM SUPPORT

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
GREATER CINCINNATI WORLD
AFFAIRS COUNCIL
ADDRESS:
105 EAST FOURTH STREET, SUITE 540
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CET
ATTN: SUE ELLEN STUEBING
ADDRESS:
1223 CENTRAL PARKWAY
CINCINNATI, OH 45214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
LIFE ENRICHING COMMUNITIES FDTN
ATTN: MOLLY TALBOT
ADDRESS:
6279 TRI-RIDGE BLVD., SUITE 320
LOVELAND, OH 45140
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
RIVERSIDE COMMUNITY CARE
ATTN: KATIE WELCH
ADDRESS:
450 WASHINGTON STRET
MEDHAM, MA 02026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CAMBRIDGE COMMUNITY FDTN
ADDRESS:
99 BISHOP ALLEN DRIVE
CAMBRIDGE, MA 02139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
TUTORING PLUS
ADDRESS:
225 WINDSOR STREET
CAMBRIDGE, MA 02139
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
LLOYD LIBRARY
ADDRESS:
917 PLUM STREET
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
MAINE RESOURCES COUNCIL OF MAINE
ADDRESS:
3 WADE STREET
AUGUSTA, ME 04330
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONS SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CARNEGIE VISUAL & PERFORMING
ARTS CENTER
ADDRESS:
1028 SCOTT BLVD.
COVINGTON, KY 41011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

HAITI PROJECTS

ADDRESS:

136 RANTOUL STREET

BEVERLY, MA 01915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONS

FOUNDATION STATUS OF RECIPIENT:

CHARITABLE

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID: 134,500.
=====

09/01/2013 - 09/30/2013

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.4800		CASH	\$1.000	\$1.48	0.0%	\$1.48			
		Uninvested Cash - Total		\$1.48	0.0%	\$1.48			
33,207.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	\$1.000	\$33,207.00	1.4%	\$33,207.00		\$3.32	
3,765.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	\$1.000	\$3,765.00	0.2%	\$3,765.00		\$0.38	
		Taxable - Total		\$36,972.00	1.6%	\$36,972.00		\$3.70	
		Cash & Equivalents - Total		\$36,973.48	1.6%	\$36,973.48		\$3.70	0.0%
Fixed Income									
600.0000	AGG	ISHARES CORE TOTAL U.S. BOND MARKET ETF CUSIP - 464287226	\$107.200	\$64,320.00	2.7%	\$58,644.00	\$5,676.00	\$1,548.00	2.4%
		Domestic Fixed Income - Total		\$64,320.00	2.7%	\$58,644.00	\$5,676.00	\$1,548.00	2.4%
3,759.1210	OIBYX	OPPENHEIMER INTL BD FD CL Y CUSIP - 68380T509	\$6.090	\$22,893.05	1.0%	\$24,847.79	\$(1,954.74)	\$966.09	4.2%
2,622.6430	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	\$8.360	\$21,925.30	0.9%	\$24,759.61	\$(2,834.31)	\$1,363.77	6.2%
2,107.6340	FIBZX	TEMPLETON INCOME TR TEMPLETON INTL BD FD ADVISOR CUSIP - 880208806	\$11.580	\$24,406.40	1.0%	\$25,207.30	\$(800.90)	\$1,165.52	4.8%
		International Fixed Income - Total		\$69,224.75	2.9%	\$74,814.70	\$(5,589.95)	\$3,495.38	5.0%

09/01/2013 - 09/30/2013

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income									
9,809.2670	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	\$9.140	\$89,656.70	3.8%	\$90,000.00	\$(343.30)	\$3,727.52	4.2%
6,267.5950	HWHIX	HOTCHKIS & WILEY FUNDS HIGH YIELD CUSIP - 44134R735	\$12.900	\$80,851.98	3.4%	\$82,000.00	\$(1,148.02)	\$5,057.95	6.3%
8,818.7350	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	\$9.010	\$79,456.80	3.4%	\$78,000.00	\$1,456.80	\$4,762.12	6.0%
				High-Yield - Total	10.6%	\$250,000.00	\$(34.52)	\$13,547.59	5.4%
				Fixed Income - Total	16.2%	\$383,458.70	\$51.53	\$18,590.97	4.8%

Equities									
600.0000	ABT	ABBOTT LABS CUSIP - 002824100	\$33.190	\$19,914.00	0.8%	\$13,134.57	\$6,779.43	\$336.00	1.7%
600.0000	ABV	ABBVIE INC CUSIP - 00287Y109	\$44.730	\$26,838.00	1.1%	\$14,243.31	\$12,594.69	\$960.00	3.6%
350.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	\$106.570	\$37,299.50	1.6%	\$26,073.25	\$11,226.25	\$994.00	2.7%
450.0000	AMGN	AMGEN INC CUSIP - 031162100	\$111.925	\$50,366.25	2.1%	\$25,419.37	\$24,946.88	\$846.00	1.7%
50.0000	AAPL	APPLE INC CUSIP - 037833100	\$476.750	\$23,837.50	1.0%	\$21,399.50	\$2,438.00	\$610.00	2.6%
1,000.0000	CAG	CONAGRA FOODS INC CUSIP - 205887102	\$30.340	\$30,340.00	1.3%	\$22,040.00	\$8,300.00	\$1,000.00	3.3%
575.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	\$69.510	\$39,968.25	1.7%	\$16,058.96	\$23,909.29	\$1,587.00	4.0%
700.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	\$58.560	\$40,992.00	1.7%	\$27,734.00	\$13,258.00	\$1,260.00	3.1%

09/01/2013 - 09/30/2013

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									

550.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	\$66.780	\$36,729.00	1.6%	\$25,796.92	\$10,932.08	\$1,716.00	4.7%
400.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	\$86.040	\$34,416.00	1.5%	\$18,084.00	\$16,332.00	\$1,008.00	2.9%
1,400.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	\$23.890	\$33,446.00	1.4%	\$49,970.67	\$(16,524.67)	\$1,064.00	3.2%
1,400.0000	INTC	INTEL CORP CUSIP - 458140100	\$22.921	\$32,089.40	1.4%	\$35,714.06	\$(3,624.66)	\$1,260.00	3.9%
800.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	\$51.690	\$41,352.00	1.7%	\$29,144.00	\$12,208.00	\$1,216.00	2.9%
1,200.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	\$33.280	\$39,936.00	1.7%	\$32,297.82	\$7,638.18	\$1,344.00	3.4%
350.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	\$77.350	\$27,072.50	1.1%	\$21,764.62	\$5,307.88	\$728.00	2.7%
600.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	\$54.380	\$32,628.00	1.4%	\$35,020.92	\$(2,392.92)	\$744.00	2.3%
400.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	\$79.500	\$31,800.00	1.3%	\$25,364.00	\$6,436.00	\$908.00	2.9%
1,400.0000	PFE	PFIZER INC CUSIP - 717081103	\$28.725	\$40,215.00	1.7%	\$48,102.32	\$(7,887.32)	\$1,344.00	3.3%
400.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	\$75.590	\$30,236.00	1.3%	\$24,828.00	\$5,408.00	\$962.40	3.2%
450.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	\$88.360	\$39,762.00	1.7%	\$26,844.75	\$12,917.25	\$562.50	1.4%
225.0000	MMM	3M CO CUSIP - 88579Y101	\$119.410	\$26,867.25	1.1%	\$20,375.96	\$6,491.29	\$571.50	2.1%
1,000.0000	WFC	WELLS FARGO & COMPANY	\$41.320	\$41,320.00	1.7%	\$20,160.63	\$21,159.37	\$1,200.00	2.9%

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PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									

CUSIP - 949746101									
Large Cap Domestic - Total				\$757,424.65	32.0%	\$579,571.63	\$177,853.02	\$22,221.40	2.9%
1,846.2410	ACMVX	AMERICAN CENTURY MID CAP VALUE INV	\$15.560	\$28,727.51	1.2%	\$21,616.61	\$7,110.90	\$376.63	1.3%
CUSIP - 025076654									
988.0470	GGOIX	GOLDMAN SACHS GROWTH OPPOR-INS	\$30.380	\$30,016.87	1.3%	\$22,924.22	\$7,092.65		
CUSIP - 38142Y401									
600.0000	IJH	ISHARES CORE S&P MID-CAP ETF	\$124.140	\$74,484.00	3.1%	\$50,676.00	\$23,808.00	\$1,098.60	1.5%
CUSIP - 464287507									
600.0000	IWM	ISHARES RUSSELL 2000 INDEX FD	\$106.610	\$63,966.00	2.7%	\$47,604.00	\$16,362.00	\$1,022.40	1.6%
CUSIP - 464287655									
829.5430	PRNHX	T ROWE PRICE NEW HORIZONS FD	\$45.500	\$37,744.21	1.6%	\$26,200.55	\$11,543.66	\$11.61	
CUSIP - 779562107									
1,705.9000	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267	\$16.540	\$28,215.59	1.2%	\$21,244.15	\$6,971.44	\$341.18	1.2%
CUSIP - 780905881									
Small & Mid Cap Domestic - Total				\$263,154.18	11.1%	\$190,265.53	\$72,888.65	\$2,850.42	1.1%
CUSIP - 04314H204									
1,815.1580	ARTIX	ARTISAN INTERNATIONAL INV	\$28.660	\$52,022.43	2.2%	\$50,000.00	\$2,022.43	\$499.17	1.0%
CUSIP - 197199813									
857.8500	ACINX	COLUMBIA ACORN INTL FUND Z	\$46.580	\$39,958.65	1.7%	\$34,999.99	\$4,958.66	\$959.93	2.4%
CUSIP - 29875E100									
1,117.8410	AEPFX	EUROPACIFIC GROWTH FD CL F-2	\$46.020	\$51,443.04	2.2%	\$45,000.01	\$6,443.03	\$912.16	1.8%
CUSIP - 317609352									
13,799.0700	GPIIX	GRANDEUR PEAK INTL OPP INSTL	\$3.130	\$43,191.09	1.8%	\$40,000.00	\$3,191.09	\$220.79	0.5%
CUSIP - 411511306									
766.0760	HAINX	HARBOR INTERNATIONAL INST	\$69.280	\$53,073.75	2.2%	\$44,999.93	\$8,073.82	\$962.19	1.8%

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PORTFOLIO POSITIONS

(continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
Developed International - Total				\$239,688.96	10.1%	\$214,999.93	\$24,689.03	\$3,554.24	1.5%
2,910.4620	ODVYX	OPPENHEIMER DVLPIG MKTS-Y CUSIP - 683974505	\$36.560	\$106,406.49	4.5%	\$100,000.04	\$6,406.45	\$724.71	0.7%
3,602.3860	FFRZX	TEMPLETON FRONTIER MARKETS GLOBAL INVT TR CUSIP - 88019R641	\$17.450	\$62,861.64	2.7%	\$63,000.00	\$(138.36)	\$821.34	1.3%
20,398.8910	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	\$2.670	\$54,465.04	2.3%	\$63,000.00	\$(8,534.96)	\$265.19	0.5%
Emerging Markets - Total				\$223,733.17	9.5%	\$226,000.04	\$(2,266.87)	\$1,811.24	0.8%
Equities - Total				\$1,484,000.96	62.7%	\$1,210,837.13	\$273,163.83	\$30,437.30	2.1%

Alternative Strategies

2,761.7430	ASAIK	AQR MULTI STRATEGY ALT FUND I CUSIP - 00203H792	\$9.960	\$27,506.96	1.2%	\$26,999.99	\$506.97	\$35.90	0.1%
2,564.5370	AQRX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	\$11.210	\$28,748.46	1.2%	\$26,999.92	\$1,748.54	\$371.86	1.3%
1,477.3080	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	\$21.490	\$31,747.35	1.3%	\$29,219.54	\$2,527.81	\$441.72	1.4%
2,455.8770	ASFIX	ABSOLUTE STRATEGIES FUND-I CUSIP - 34984T600	\$11.070	\$27,186.56	1.1%	\$27,000.00	\$186.56	\$7.37	
2,323.5800	JSOSX	J P MORGAN TR INCOME OPP SEL CUSIP - 4812A4351	\$11.840	\$27,511.19	1.2%	\$27,000.00	\$511.19	\$810.93	2.9%
1,777.4850	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	\$18.020	\$32,030.28	1.4%	\$27,000.00	\$5,030.28		
1,663.8960	MERFX	THE MERGER FUND CUSIP - 589509108	\$16.180	\$26,921.84	1.1%	\$27,000.00	\$(78.16)	\$430.95	1.6%

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PORTFOLIO POSITIONS (continued)									
Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies									
2,824.1140	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	\$10.310	\$29,116.62	1.2%	\$29,999.99	\$(883.37)	\$1,686.00	5.8%
2,220.3950	PALPX	PIMCO ALL ASSET FUND CUSIP - 72201M867	\$12.240	\$27,177.63	1.1%	\$27,000.00	\$177.63	\$1,418.83	5.2%
Core Diversifier - Total				\$257,946.89	10.9%	\$248,219.44	\$9,727.45	\$5,203.56	2.0%
1,900.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	\$38.819	\$73,757.81	3.1%	\$66,609.44	\$7,148.37	\$3,414.30	4.6%
Opportunistic - Total				\$73,757.81	3.1%	\$66,609.44	\$7,148.37	\$3,414.30	4.6%
Alternative Strategies - Total				\$331,704.70	14.0%	\$314,828.88	\$16,875.82	\$8,617.86	2.6%
Real Estate Investments									
2,312.3170	IIRWX	ING INTL REAL ESTATE CL W CUSIP - 44980Q138	\$9.590	\$22,175.12	0.9%	\$20,000.00	\$2,175.12	\$1,500.69	6.8%
2,028.3060	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	\$21.210	\$43,020.37	1.8%	\$34,635.99	\$8,384.38	\$973.59	2.3%
500.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	\$42.130	\$21,065.00	0.9%	\$19,572.33	\$1,492.67	\$1,306.50	6.2%
650.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	\$66.140	\$42,991.00	1.8%	\$35,234.93	\$7,756.07	\$1,677.00	3.9%
Indirect - Total				\$129,251.49	5.5%	\$109,443.25	\$19,808.24	\$5,457.78	4.2%
Real Estate Investments - Total				\$129,251.49	5.5%	\$109,443.25	\$19,808.24	\$5,457.78	4.2%
Total Portfolio Positions				\$2,365,440.86	100.0%	\$2,055,541.44	\$309,899.42	\$63,107.61	2.7%