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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Campbell Family Foundation		A Employer identification number 13-4149591	
% FOUNDATION SOURCE		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		C If exemption application is pending, check here ☐	
Room/suite			
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 8,047,535		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities.	101,696	101,696		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	318,510			
	b Gross sales price for all assets on line 6a 2,929,586				
	7 Capital gain net income (from Part IV, line 2) . . .		318,510		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	37,846	37,846		
	12 Total. Add lines 1 through 11	458,076	458,076		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	22,072	22,072		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,600			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,411			1,411
	22 Printing and publications				
	23 Other expenses (attach schedule)	35,882			35,882
	24 Total operating and administrative expenses. Add lines 13 through 23	62,965	22,072		37,293
	25 Contributions, gifts, grants paid	612,270			612,270
	26 Total expenses and disbursements. Add lines 24 and 25	675,235	22,072		649,563
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-217,159			
	b Net investment income (if negative, enter -0-)		436,004		
	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			
	2	Savings and temporary cash investments	180,653	299,536	299,536
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,536,641	☒ 3,672,499	4,566,661
	c	Investments—corporate bonds (attach schedule).	875,000	☒ 410,000	443,857
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,421,060	☒ 2,414,160	2,737,481
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,013,354	6,796,195	8,047,535
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)		0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,013,354	6,796,195	
	30	Total net assets or fund balances (see page 17 of the instructions)	7,013,354	6,796,195	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,013,354	6,796,195	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	7,013,354
2	Enter amount from Part I, line 27a	2	-217,159
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,796,195
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,796,195

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)
1 a 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 2,929,586		2,611,076	318,510	
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			318,510	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	318,510
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	

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 page 18 of 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))
2012	693,136	7,663,588	0 090445
2011	413,793	8,077,383	0 051229
2010	457,582	7,722,746	0 059251
2009	340,926	7,177,365	0 0475
2008	279,164	8,565,684	0 032591

2 Total of line 1, column (d).	2	0 281016
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 056203
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,822,597
5 Multiply line 4 by line 3.	5	439,653
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,360
7 Add lines 5 and 6.	7	444,013
8 Enter qualifying distributions from Part XII, line 4.	8	649,563

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 page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	4,360
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			
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	4,360
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,360
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,500	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	5,500
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,140
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 1,140 Refunded		11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) DE _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of FOUNDATION SOURCE Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP+4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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?		6b	No
	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?		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
Sarah Campbell	Member / Sec	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
William I Campbell	Pres / Dir / Treas*	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
Christine Wachter-Campbell	VP / Dir / Sec*	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 0			
Nora Wood	Member / Treas	0		
Foundation Source 501 Silverside Rd Wilmington, DE 198091377	1 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
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,976,631
b	Average of monthly cash balances.	1b	227,611
c	Fair market value of all other assets (see instructions).	1c	2,737,481
d	Total (add lines 1a, b, and c).	1d	7,941,723
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	0
3	Subtract line 2 from line 1d.	3	7,941,723
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	119,126
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,822,597
6	Minimum investment return. Enter 5% of line 5.	6	391,130

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	391,130
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	4,360
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,360
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	386,770
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	386,770
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	386,770

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	649,563
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	649,563
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	4,360
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	645,203
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				386,770
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				75,897
d From 2011.				20,878
e From 2012.				313,629
f Total of lines 3a through e.	410,404			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 649,563				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				386,770
e Remaining amount distributed out of corpus	262,793			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	673,197			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	673,197			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				75,897
c Excess from 2011. . . .				20,878
d Excess from 2012. . . .				313,629
e Excess from 2013. . . .				262,793

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . .

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

■ 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))

See Additional Data Table

• 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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 Additional Data Table				
Total			3a	612,270
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part XV Line 1a - 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).

CHRISTINE WACHTER-CAMPBELL
WILLIAM I CAMPBELL

Form 990PF Part XV Line 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				
ACADEMY OF AMERICAN POETS INCORPORATED 75 MAIDEN LN RM 901 NEW YORK,NY 10038	N/A	PC	General & Unrestricted	10,000
ACADEMY OF AMERICAN POETS INCORPORATED 75 MAIDEN LN RM 901 NEW YORK,NY 10038	N/A	PC	donor cultivation project	12,500
ACADEMY OF AMERICAN POETS INCORPORATED 75 MAIDEN LN RM 901 NEW YORK,NY 10038	N/A	PC	fundraising expenses Fund	4,220
ACF LONG ISLAND CHEFS INC 235 N KINGS AVE MASSAPEQUA,NY 11758	N/A	PC	chef and child program	1,000
ACTORS FUND OF AMERICA 729 7TH AVE NEW YORK,NY 10019	N/A	PC	General & Unrestricted	1,500
BAY STREET THEATRE FESTIVAL INC PO BOX 810 SAG HARBOR,NY 11963	N/A	PC	General & Unrestricted	30,300
BAY STREET THEATRE FESTIVAL INC PO BOX 810 SAG HARBOR,NY 11963	N/A	PC	Matching Grant Challenge	25,000
BAY STREET THEATRE FESTIVAL INC PO BOX 810 SAG HARBOR,NY 11963	N/A	PC	2013 Annual Appeal	5,000
BAY STREET THEATRE FESTIVAL INC PO BOX 810 SAG HARBOR,NY 11963	N/A	PC	2012 Annual Appeal	5,000
BIRCH WATHEN LENOX SCHOOL 210 E 77TH ST NEW YORK,NY 10075	N/A	PC	Annual Fund	5,000
BRIDGEHAMPTON VOLUNTEER FIRE DEPARTMENT PO BOX 1280 BRIDGEHAMPTON,NY 11932	N/A	PC	General & Unrestricted	250
BROOKLYN ACADEMY OF MUSIC INC 30 LAFAYETTE AVE BROOKLYN,NY 11217	N/A	PC	capital improvements for the BAM Harvey Theater and annual operating support	100,000
BROOKLYN ACADEMY OF MUSIC INC 30 LAFAYETTE AVE BROOKLYN,NY 11217	N/A	PC	August 18th Hamptons Initiative	5,500
BYRD HOFFMAN WATERMILL FOUNDATION 115 W 29TH ST FL 10 NEW YORK,NY 10001	N/A	PC	General & Unrestricted	25,000
BYRD HOFFMAN WATERMILL FOUNDATION 115 W 29TH ST FL 10 NEW YORK,NY 10001	N/A	PC	Residency Program	5,000
Total  3a				612,270

Form 990PF Part XV Line 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				
BYRD HOFFMAN WATERMILL FOUNDATION 115 W 29TH ST FL 10 NEW YORK,NY 10001	N/A	PC	Summer Program	25,000
CATHOLIC CHAR COMMUNITY SVCS ARCHDIOCESE of NY 1011 1ST AVE FL 16 NEW YORK,NY 10022	N/A	PC	General & Unrestricted	5,000
CENTRAL PARK CONSERVANCY INC 14 E 60TH ST FL 8 NEW YORK,NY 10022	N/A	PC	General & Unrestricted	5,000
EDIBLE SCHOOLYARD NEW YORK 55 WASHINGTON ST STE 257 BROOKLYN,NY 11201	N/A	PC	Charitable Event	2,000
END FUND INC 115 BLOOMINGDALE AVE WAYNE,PA 19087	N/A	PC	General & Unrestricted	210,000
END FUND INC 115 BLOOMINGDALE AVE WAYNE,PA 19087	N/A	PC	kenya initiative Program	33,000
HAMPTONS INTERNATIONAL FILM FESTIVAL INC 3 NEWTOWN MEWS EAST HAMPTON,NY 11937	N/A	PC	Charitable Event	2,500
HOSPITAL FOR SPECIAL SURGERY FUND INC 535 E 70TH ST NEW YORK,NY 10021	N/A	PC	Charitable Event	10,000
JEWISH MUSEUM 1109 5TH AVE NEW YORK,NY 10128	N/A	PC	General & Unrestricted	1,000
MADISON SQUARE PARK CONSERVANCY INC ELEVEN MADISON AVE NEW YORK,NY 10010	N/A	PC	General & Unrestricted	2,500
MONTEFIORE MEDICAL CENTER 111 E 210TH ST BRONX,NY 10467	N/A	PC	Children's Hospital Division	3,000
OLANA PARTNERSHIP PO BOX 199 HUDSON,NY 12534	N/A	PC	General & Unrestricted	5,000
PLANNED PARENTHOOD OF NEW YORK CITY INC 26 BLEECKER ST NEW YORK,NY 10012	N/A	PC	General & Unrestricted	20,000
PRATHAM USA 9703 RICHMOND AVE STE 102 HOUSTON,TX 77042	N/A	PC	children's literacy programs	5,000
SEVENTH REGIMENT ARMORY CONSERVANCY INC 643 PARK AVE 2ND FL NEW YORK,NY 10065	N/A	PC	General & Unrestricted	1,000
Total  3a				612,270

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
SOUTH BRONX CLASSICAL CHARTER SCHOOL 977 FOX ST BRONX, NY 10459	N/A	PC	General & Unrestricted	2,000
SYNERGOS INSTITUTE INC 3 E 54TH ST FL 14 NEW YORK, NY 10022	N/A	PC	General & Unrestricted	25,000
THEATRE FOR A NEW AUDIENCE INC 154 CHRISTOPHER ST NEW YORK, NY 10014	N/A	PC	General & Unrestricted	10,000
UNIVERSITY OF WESTERN ONTARIO 1151 Richmond St London, Ontario N3A 5B1 CA	N/A	PC	IVEY BUSINESS SCHOOL	10,000
Total  3a				612,270

TY 2013 Compensation Explanation**Name:** The Campbell Family Foundation**EIN:** 13-4149591

Person Name	Explanation
William I Campbell	*Removed from position in 2013
Christine Wachter-Campbell	*Removed from position in 2013

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

**TY 2013 Investments Corporate
Bonds Schedule****Name:** The Campbell Family Foundation**EIN:** 13-4149591

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BARCLAYS BANK PLC MTN 00.00% 0	40,000	40,660
DEUTSCHE BK AG GLBL MTN BK EN	75,000	89,877
HSBC USA INC NEW SR IDX ZRO LK	75,000	81,008
JP MORGAN CHASE BANK 0.000% 11	80,000	81,511
SG STRUCTURED PRODS INC 0.000%	65,000	70,753
SG STRUCTURED PRODUCTS MTN ZER	75,000	80,048

TY 2013 Investments Corporate
Stock Schedule

Name: The Campbell Family Foundation
EIN: 13-4149591

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACE LTD	5,688	9,007
ADOBE SYSTEMS, INC.	2,857	4,671
ALEXION PHARMACEUTICALS, INC.	3,987	5,049
ALLERGAN INC.	3,261	3,888
ALLIANCE DATA SYSTEM CORP	2,297	3,418
AMAZON COM	2,526	5,184
ANADARKO PETROLEUM CORP	4,287	4,839
APACHE CORPORATION	3,832	4,125
APPLE INC.	9,525	19,636
ARCHER DANIELS MDLND	2,041	2,647
ARTISAN INTERNATIONAL VALUE FD	267,645	347,721
ASTON OPTIMUM MID CAP FUND	57,098	74,951
AUTOZONE INC	2,965	4,779
AVAGO TECHNOLOGIES LIMITED	7,296	10,946
BANK OF AMERICA CORP	10,136	13,048
BIOGEN IDEC INC	2,199	7,269
BRISTOL-MYERS SQUIBB CO	9,526	12,384
CAPITAL ONE FINANCIAL CORP	4,048	5,746
CBS CORP CL B	4,167	5,035
CELGENE CORP	2,488	7,435
CERNER CORPORATION	2,824	3,567
CHENIERE ENERGY INC	1,256	2,760
CISCO SYSTEMS INC	8,691	9,084
CITIGROUP INC	8,372	11,881
COCA-COLA CO	5,136	5,329
COLUMBIA FDS SER TR II	137,946	139,793
COMCAST CORP CL A	5,747	12,681
COSTCO WHOLESALE CORP	3,161	3,095
CSX CORP	4,217	5,581
CVS CAREMARK CORP.	2,875	3,579

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DISH NETWORK CORP	3,404	5,271
DOUBLELINE TOTAL RETURN BOND	77,780	74,456
DOW CHEMICAL PV	4,683	6,216
EATON CORP PLC	3,350	3,425
EBAY INC.	7,625	7,682
EMERSON ELECTRIC CO.	4,001	5,264
EOG RESOURCES INC	1,314	2,014
EXXON MOBIL CORP	9,289	11,132
FLUOR CORP	7,945	11,241
FREEPORT-MCMORAN COPPER & GOLD	6,978	7,850
GENERAL MILLS INC	3,253	4,292
GENERAL MOTORS	6,961	9,891
GOOGLE INC CL A	12,225	17,931
HARTFORD FINANCIALSERVICES GR	3,410	4,094
HOME DEPOT INC.	5,601	9,881
HONEYWELL INTERNATIONAL INC.	8,949	14,162
HUMANA INC	3,817	4,748
INTERCONTINETALEXCHANGE INC	4,661	6,523
INVESCO PLC	1,208	1,966
ISHARES TRUST MSCI EAFE INDEX	141,633	177,345
ISHARES TRUST RUSSELL MIDCAP	287,912	461,038
JOHNSON & JOHNSON	18,404	21,249
JOHNSON CONTROLS INC.	3,695	5,900
JP MORGAN STRATEGIC INCOME OPP	65,467	76,841
JPMORGAN CHINA REGION SELECT	59,705	69,449
JPMORGAN GLOBAL RESEARCH	346,228	390,031
JPMORGAN INTREPID EUROPEAN FD	60,000	62,818
JPMORGAN LARGE CAP GROWTH FUND	173,658	257,829
KLA TENCOR CORP	1,898	1,998
LAM RESEARCH CORP	3,668	4,737

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LAZARD DEVELOPING MARKETS EQ	33,031	37,330
LOWES COMPANIES INC.	3,849	9,613
MANNING & NAPIER FD, INC.	335,938	432,727
MARATHON OIL CORP COM	4,157	4,060
MARATHON PETROLEUM CORP	1,916	2,018
MARSH AND MCLENNAN COMPANIES	3,109	3,434
MASCO CORP	4,656	6,558
MASTERCARD INC	3,454	10,026
MCKESSON CORP	4,688	4,681
MERCK & CO INC.	3,461	4,505
METLIFE INC.	6,934	11,269
METTLER-TOLEDO INTL	2,728	3,154
MICROSOFT CORPORATION	13,094	18,144
MONDELEZ INTERNATIONAL INC	3,459	5,119
MONSANTO CO	6,153	6,643
MORGAN STANLEY	5,957	8,467
NEXTERA ENERGY, INC	5,289	5,737
NISOURCE INC.	3,303	3,715
OAKMARK INTERNATIONAL FUND	282,891	277,409
OCCIDENTAL PETROLEUM CORP	7,647	8,084
ORACLE CORP	6,827	9,642
PACCAR INC	5,462	8,106
PENTAIR INC.	2,401	3,650
PEPSICO INC	5,083	5,723
PERRIGO CO PLC	5,479	5,525
PHILIP MORRIS INTL	5,655	5,838
PHILLIPS 66	5,888	8,253
PIMCO COMMODITIESPLUS STRATEGY	111,314	111,314
PRICELINE.COM INCORPORATED	2,772	4,650
PROCTER GAMBLE CO	5,988	8,222

Name of Stock	End of Year Book Value	End of Year Fair Market Value
QEP RESOURCES INC	3,382	3,188
QUALCOMM INC	7,667	10,024
SCHLUMBERGER LTD	14,147	15,319
SPDR S&P 500 ETF TRUST	545,856	689,262
STATE STREET CORPORATION	4,324	5,357
T. ROWE PRICE NEW ASIA FUND	214,814	227,842
TIME WARNER CABLE INC	2,950	3,523
TIME WARNER INC.	9,329	18,127
UNITED CONTINENTAL HOLDINGS	3,121	3,064
UNITED TECHNOLOGIES CORP	11,756	17,867
UNITEDHEALTH GROUP INC.	7,872	10,617
VERIZON COMMUNICATIONS	3,314	4,816
VERTEX PHARMCTLS INC	941	2,229
WALT DISNEY HOLDINGS CO.	5,452	6,265
WELLS FARGO & CO.	10,329	16,526
WILLIAMS COS	4,449	5,207
YUM BRANDS INC	3,397	7,410

TY 2013 Investments - Land Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

TY 2013 Investments - Other Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HIGHBRIDGE MEZZANINE PARTNERS		414,160	404,883
JPMORGAN GLBL ACCESS FD STRAT		2,000,000	2,332,598

TY 2013 Land, Etc. Schedule**Name:** The Campbell Family Foundation**EIN:** 13-4149591

TY 2013 Other Expenses Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	35,857			35,857
State or Local Filing Fees	25			25

TY 2013 Other Income Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	3	3	
ordinary earnings from pfic	37,843	37,843	

TY 2013 Other Professional Fees Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	22,072	22,072		

TY 2013 Taxes Schedule

Name: The Campbell Family Foundation

EIN: 13-4149591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	3,600			