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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

Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

CAMPBELL FOUNDATION, INC.

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

8 CANDLELIGHT COURT

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

TIMONIUM, MD 21093

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)

\$ 3,785,127.

J Accounting method:

☐ Cash☐ Accrual☒ Other (specify) **MODIFIED CASH**

(Part I, column (d) must be on cash basis.)

A Employer identification number

52-0794348

B Telephone number

410-560-1170

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 ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

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

52,165.

52,165.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

356,072.

b Gross sales price for all assets on line 6a

698,885.

7 Capital gain net income (from Part IV, line 2)

356,072.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

628.

628.

0.

STATEMENT 2

12 Total. Add lines 1 through 11

408,865.

408,865.

0.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

c Other professional fees

STMT 4

17 Interest

18 Taxes

STMT 5

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

24 Total operating and administrative expenses. Add lines 13 through 23

35,408.

25,133.

0.

0.

25 Contributions, gifts, grants paid

162,000.

26 Total expenses and disbursements. Add lines 24 and 25

197,408.

25,133.

0.

162,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

211,457.

b Net investment income (if negative, enter -0-)

383,732.

c Adjusted net income (if negative, enter -0-)

0.

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,126.	1,480.	1,480.
	2 Savings and temporary cash investments	472,931.	869,901.	869,901.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	82,685.	77,671.	77,671.
	b Investments - corporate stock STMT 8	2,595,704.	2,836,075.	2,836,075.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)	125.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	3,154,571.	3,785,127.	3,785,127.	
Liabilities	17 Accounts payable and accrued expenses	650.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ TAXES PAYABLE)	0.	6,475.	
23 Total liabilities (add lines 17 through 22)	650.	6,475.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,153,921.	3,778,652.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	3,153,921.	3,778,652.		
31 Total liabilities and net assets/fund balances	3,154,571.	3,785,127.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,153,921.
2 Enter amount from Part I, line 27a	2	211,457.
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON SECURITIES	3	413,274.
4 Add lines 1, 2, and 3	4	3,778,652.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,778,652.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 659,455.		342,813.	316,642.
b 39,430.			39,430.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			316,642.
b			39,430.
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	356,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	155,825.	3,194,629.	.048777
2011	160,206.	3,239,052.	.049461
2010	140,500.	3,125,686.	.044950
2009	150,500.	2,794,551.	.053855
2008	161,000.	3,279,155.	.049098

2 Total of line 1, column (d)	2	.246141
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	.049228
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,484,109.
5 Multiply line 4 by line 3	5	171,516.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,837.
7 Add lines 5 and 6	7	175,353.
8 Enter qualifying distributions from Part XII, line 4	8	162,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	7,675.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,675.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,675.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,200.	
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	6,475.	
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 2014 estimated tax ☐ 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
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOYCE T O'DWYER</u> Telephone no. ► <u>410-828-1961</u> Located at ► <u>705 YORK ROAD, BALTIMORE, MD</u> ZIP+4 ► <u>21204</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	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 2013?	4b	X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

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

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	2,880,232.
b	Average of monthly cash balances	1b	656,934.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,537,166.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,537,166.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,057.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,484,109.
6	Minimum investment return. Enter 5% of line 5	6	174,205.

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	174,205.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,675.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,675.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	166,530.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	166,530.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	166,530.

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	162,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	162,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	162,000.

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				166,530.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	9,522.			
c From 2010				
d From 2011	841.			
e From 2012				
f Total of lines 3a through e	10,363.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	162,000.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				162,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,530.			4,530.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,833.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	5,833.			
10 Analysis of line 9:				
a Excess from 2009	4,992.			
b Excess from 2010				
c Excess from 2011	841.			
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

- NONE**

- NONE**

SEE GRANT APPLICATION PROCEDURE

- SEE GRANT APPLICATION PROCEDURE**

- NONE**

- SEE GRANT APPLICATION PROCEDURE**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				162,000.
Total			▶ 3a	162,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	52,165.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	628.		
8 Gain or (loss) from sales of assets other than inventory			18	356,072.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		408,865.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	408,865.

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

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

[illegible]

Part XVII

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

- | | | Yes |
|----------|--|--------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | |
| | (1) Cash | 1a(1) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	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
N/A		

**Sign
Here**

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

Signature of officer or trustee

13/15/14
Date

Resident

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

JOYCE T O'DWYER

James T. O'Driscoll EPA
NE & COMPANY, PC

3-13-14

P00152111

Firm's name ► **STOY, MALONE & COMPANY, PC**

Firm's EIN ► 52-1756896

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

Phone no. **410-828-1961**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PNC - DIV	579.	0.	579.
STATE STREET - DIV	86,125.	39,430.	46,695.
STATE STREET - INT	4,891.	0.	4,891.
TOTAL TO FM 990-PF, PART I, LN 4	91,595.	39,430.	52,165.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION SETTLEMENTS	628.	628.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	628.	628.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	4,900.	4,900.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,900.	4,900.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	20,233.	20,233.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	20,233.	20,233.	0.	0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	7,675.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	7,675.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
RECORDKEEPING	2,600.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	2,600.	0.	0.	0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
25000 SHS FED NATL MTG 7% 2-1-24	X		220.	220.	
65000 SHS USTN 7.5% 11-15-16	X		77,451.	77,451.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			77,671.	77,671.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			77,671.	77,671.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	2,836,075.	2,836,075.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,836,075.	2,836,075.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	125.	0.	0.
TO FORM 990-PF, PART II, LINE 15	125.	0.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
VIRGINIA CAMPBELL TIMONIUM, MD	PRESIDENT 0.50	0.	0.	0.
BRUCE S CAMPBELL III MONKTON, MD	TREASURER 0.50	0.	0.	0.
TABER CAMPBELL HOOK BALTIMORE, MD	SECRETARY 0.50	0.	0.	0.
MARY JO CAMPBELL COCKEYSVILLE, MD	DIRECTOR 0.50	0.	0.	0.
J TYLER CAMPBELL CHESTERTOWN, MD	DIRECTOR 0.50	0.	0.	0.

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****STATEMENT 8 - ATTACHMENT**

SECURITIES	SHS	BOOK AND FAIR MARKET VALUE
ABBOTT LABORATORIES	600	\$ 22,998
ABBVIE INC	600	31,686
ABERDEEN INTL EQ FD (CR SUISSE)	1,197	18,525
APACHE CORP	750	64,455
APPLE INC	190	106,594
ARCH CAPITAL GROUP	950	56,706
BERKSHIRE HATHWAY INC	700	82,992
BIG LOTS	850	27,446
BRISTOL MYERS SQUIBB	1,200	63,780
CAPITAL ONE FINANCIAL	1,100	84,271
CATERPILLAR INC	550	49,946
CIMAREX ENERGY CO	500	52,455
CISCO SYSTEMS	1,050	23,552
COCA COLA CO	1,600	66,096
CORPORATE OFFICE PROP TR	500	11,845
DARDEN RESTAURANTS INC	920	50,020
DISNEY WALT COMPANY	650	49,660
FED REALTY INV TRUST	218	22,107
FTI CONSULTING	900	37,026
GENERAL ELECTRIC CO	3,050	85,492
GOLDMAN SACHS GROUP INC	350	62,041
GOOGLE INC-A	80	89,657
HALLIBURTON	600	30,450
HARMAN INTERNATIONAL INDS INC	890	72,846
HOSPIRA INCORPORATED	600	24,768
ICM SMALL CO. PORTFOLIO	12,183	422,638
INTEL CORP.	2,250	58,399
INT'L BUSINESS MACH CORP COM	300	56,271
JABIL CIRCUIT INC	2,750	47,960
JP MORGAN & CHASE	1,600	93,568
JOHNSON & JOHNSON	400	36,636
LEVEL 3 COMMUNICATIONS	760	25,209
LOWES COS INC	1,000	49,550
MICROSOFT CORP	1,250	46,762
NATIONAL OILWELL VARCO INC	400	31,812
NUCOR CORP	900	48,042
T ROWE PRICE INTL FDS INC	1,331	21,692
TJX COMPANIES	1,250	79,662
VANGUARD 500 INDEX PT	762	129,917
WALMART STORES INC	850	66,886
WELLPOINT INC	500	46,195
WELLS FARGO CO	1,700	77,180

CAMPBELL FOUNDATION, INC.

52-0794348

12/31/2013

STATEMENT 8 - ATTACHMENT (CON'T)

SECURITIES	SHS	BOOK AND FAIR MARKET VALUE
WHIRLPOOL CORP	550	86,273
WHITING PETROLEUM CORP	950	58,776
ZIMMER HOLDINGS	700	65,233
		<u>\$ 2,836,075</u>

CAMPBELL FOUNDATION, INC.

52-0794348

MARCIE MCHALE

DIRECTOR

0.50

0.

0.

0.

SEATTLE, WA

LYNN KELZ

DIRECTOR

0.50

0.

0.

0.

BALTIMORE, MD

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
The Arc of Baltimore 7215 York Road Baltimore, MD 21212	Unrestricted Capital Grant	\$ 2,000 5,000
The Ark Daycare Johnston Square, 1101 Valley St. Baltimore, MD 21202	Unrestricted	1,000
Assistance Center of Towson Churches 120 West Pennsylvania Avenue Towson, MD 21204	Unrestricted	1,000
Audubon Maryland - DC 2901 E. Baltimore Street Baltimore, MD 21612	Unrestricted	1,000
B.A.R.K PO Box 1682 Glen Allen, VA 23060	Unrestricted	1,000
Baltimore Chamber Orchestra 11 W. Mount Vernon Place Baltimore, Md 21201	Unrestricted	1,000
Baltimore Child Abuse Center 2300 N. Charles Street, 4th floor Baltimore, MD 21218	Unrestricted	1,000
Baltimore County Public Schools Education Foundation 6901 Charles Street Towson, MD 21204	Unrestricted	1,000
Baltimore Educational Scholarship Trust 808 N Charles Street, Suite 200C Baltimore, MD 21201	Unrestricted	3,500
Baltimore Independent School Learning Camp 5407 Roland Avenue Baltimore, MD 21201	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
The Baltimore Museum of Art 10 Art Museum Drive Baltimore, MD 21218	Unrestricted	3,000
Baltimore Museum of Industry 1415 Key Highway Baltimore, MD 21230	Unrestricted	1,500
Baltimore Reads 31 S. Calvert Street, Ste 400 Baltimore, MD 21202	Unrestricted	1,000
The Baltimore Symphony Orchestra 1212 Cathedral Street Baltimore, MD 21201	Unrestricted	3,000
Big Brothers Big Sisters 3600 Clipper Mill Road, Suite 250 Baltimore, MD 21211	Unrestricted	1,000
B&O Railroad Museum 901 West Pratt Street Baltimore, MD 21223	Unrestricted	1,000
Boys Latin School of Maryland 822 W Lake Avenue Baltimore, MD 21210	Student Financial Aid	1,000
Brookland Art Space 168 7th Street, 3rd floor Brooklyn, NY 11215	Unrestricted	1,000
Calvert School 105 Tuscany Road Baltimore, MD 21210	Student Financial Aid	500
CASA of Baltimore County 305 West Chesapeake Avenue, Suite 206 Towson, MD 21204	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**
*** RECIPIENT**

	PURPOSE	2013 AMOUNT
Center Stage 100 North Calvert Street Baltimore, MD 21202	Unrestricted	1,500
CHADD of Greater Baltimore 856 Seneca Park Rd Middle River, Md 21200	Unrestricted	1,000
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	Unrestricted	1,000
Chesapeake Center for Youth Development Chesapeake Center 301 E. Patapsco Avenue Baltimore, MD 21225	Unrestricted	2,000
Chester River Association 400 S. Cross St, Ste.2 Chestertown, MD 21620	Unrestricted	3,000
College Bound Foundation 300 Water Street, Suite 300 Baltimore, MD 21202	Unrestricted	2,000
Collington Square Non-Profit Corporation 1211 North Chester Street Baltimore, MD 21213	Unrestricted	1,000
Community Assistance Network 7900 E. Baltimore Street Baltimore, MD 21224	Unrestricted	1,500
Deerwood Foundation 213 South Street Portsmouth, NH 03801	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
Defenders of Animal Rights 14412 Old York Road Phoenix, MD 21131	Unrestricted	1,500
Dyslexia Tutoring Program 711 W. 40th Street Baltimore, MD 21211-2109	Unrestricted	1,000
Echo Hill Outdoor School 13655 Bloomingneck Road Worton, MD 21678	Unrestricted	1,000
Enoch Pratt Free Library 400 Cathedral Street Baltimore, MD 21201-4484	Unrestricted	2,000
Enterprise Foundation 10227 Wincopin Circle, Suite 500 Columbia, MD 21044	Unrestricted	1,000
Episcopal Community Services of Maryland 1014 West 36th Street Baltimore, MD 21211	Unrestricted	1,000
Everyman Theatre 1727 N Charles Street Baltimore, MD 21201	Unrestricted	1,500
The Family Tree 2108 N. Charles Street Baltimore, MD 21218	Unrestricted	1,000
Garrison Forest School 300 Garrison Forest Road Owings Mills, MD 21127	Student Financial Aid	1,000
Garden Harvest, Inc. 14045 Mantua Mill Road Glyndon, MD 21071	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
Genesis Jobs Inc. 2211 Maryland Ave Baltimore, MD 21218	Unrestricted	1,000
Gilman School 5407 Roland Avenue Baltimore, MD 21210	Unrestricted	1,000
Girls Rock! Chicago 1644 N. Honore Chicago, IL 60622	Unrestricted	1,000
Goodwill Industries of the Chesapeake, Inc. 222 East Redwood Street Baltimore, MD 21202	Unrestricted	1,000
The Gow School 2491 Emery Road South Wales, NY 14139	Unrestricted	3,000
Greater Homewood Community Corp., Inc 3503 N. Charles Street Baltimore, MD 21218	Unrestricted	1,000
Health Care for Homeless 421 The Fallway Baltimore, MD 21202	Unrestricted	1,500
Horizons of Kent County 201 Talbot Blvd Chestertown, MD 21620	Unrestricted	1,000
The Humane Society of Baltimore County 1601 Nicodemus Road Reisterstown, MD 21136	Unrestricted	1,000
Independent College Fund of Maryland 3225 Ellerslie Ave, Suite C 160 Baltimore, MD 21218	Unrestricted	5,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
Irvine Nature Center 11201 Garrison Forest Road Owings Mills, MD 21117	Unrestricted	1,500
Johns Hopkins Children's Center 100 North Charles Street, Suite 200 Baltimore, MD 21201	Unrestricted	1,000
Johns Hopkins School of Nursing 525 North Wolfe Street, Room 501 Baltimore, MD 21205	Unrestricted	1,000
JOIN 1435 NE 81st Ave, Ste 100 Portland, OR 97213	Unrestricted	1,000
Jubilee Baltimore, Inc. 1228 N. Calvert Street Baltimore, MD 21201	Unrestricted	2,000
Juvenile Diabetes Research Foundation 4343 E. Camelback Rd, Ste 230 Phoenix, AZ 85018	Unrestricted	1,500
Kennedy Krieger Institute 707 North Broadway Baltimore, MD 21205	Unrestricted	1,000
Ladew Topiary Gardens 3535 Jarrettsville Pike Monkton, MD 21111	Unrestricted	500
Living Classrooms Foundation 802 South Caroline Street Baltimore, MD 21231	Unrestricted	2,000
Lovelane Special Needs Horseback Riding 40 Baker Bridge Road Lincoln, MA 01773	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
Loyola Blakefield 500 Chestnut Ave Towson, MD 21204	Student Financial Aid	1,000
Maryland Family Network 1001 Eastern Ave, 2nd Fl Baltimore, MD 21202-4325	Unrestricted	1,000
Maryland Historical Society 201 W. Monument Street Baltimore, MD 21201	Unrestricted	1,000
The Maryland School for the Blind 3501 Taylor Avenue Baltimore, MD 21236	Unrestricted	2,000
Maryland Science Center 601 Light Street Baltimore, MD 21230	Unrestricted	3,000
Maryland Society for Sight 1313 W. Cold Spring Lane Baltimore, MD 21209	Unrestricted	1,000
The Maryland Zoo in Baltimore 1876 Mansion House Dr. Baltimore, MD 21217	Unrestricted	3,000
McKim Center Summer Camp 1120 E. Baltimore Street Baltimore, MD 21202	Unrestricted	1,000
Meals on Wheels 515 South Haven Street Baltimore, MD 21224	Unrestricted	1,000
Mount Washington Pediatric Hospital, Inc. 1708 West Rogers Avenue Baltimore, MD 21209	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
The National Aquarium in Baltimore Pier 3, 501 E. Pratt Street Baltimore, MD 21202	Unrestricted	2,500
Nehemiah House, Inc. 8720 Philadelphia Road Baltimore, MD 21237	Unrestricted	1,000
Notre Dame Preparatory School 815 Hampton Lane Towson, MD 21286	Student Financial Aid	2,000
Odyssey School 3257 Bridle Ridge Lane Stevenson, MD 21153	Unrestricted	1,000
Oregon Ridge Nature Center Council 13555 Beaver Dam Road Cockeysville, MD 21030	Unrestricted	1,000
Parks & People Foundation 800 Wyman Park Drive, Ste 100 Baltimore, MD 21207	Unrestricted	1,500
Paul's Place 1118 Ward Street Baltimore, MD 21230	Unrestricted Capital Grant	1,500 10,000
The Peabody Institute 1 E. Mount Vernon Place Baltimore, MD 21202	Unrestricted	1,500
Planned Parenthood of Maryland 330 N. Howard Street Baltimore, MD 21201	Unrestricted	1,000
Port Discovery 35 Market Place Baltimore, MD 21202	Unrestricted	5,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
Prospect Hill Cemetery of Towson, Inc. 9720 York Road Cockeysville, MD 21030	Unrestricted	1,000
Radcliffe Creek School 201 Talbot Blvd. Suite A Chestertown, MD 21620	Unrestricted	1,000
Roland Park Country School 5204 Roland Avenue Baltimore, MD 21210	Student Financial Aid	1,000
Salvation Army - Boys & Girls Club 215 N. Calhoun Street Baltimore, MD 21223	Unrestricted	1,000
St. Elizabeth School 801 Argonne Drive, Baltimore, MD 21218	Unrestricted	3,500
St. Michael's Elementary School 100 Seymour Ave St. Michaels, MD 21663	Unrestricted	3,000
St. Vincent de Paul of Baltimore 2305 N. Charles Street Baltimore, MD 21201	Unrestricted	1,000
Sheppard & Enoch Pratt Health System 6501 N. Charles Street Baltimore, MD 21204	Unrestricted	1,000
Social Ventures Partners 221 NW Second Ave, Ste 210-E Portland, OR 97209	Unrestricted	2,000
Special Olympics Maryland 3701 Commerce Dr., Ste 103 Halethorpe, MD 21227	Unrestricted	1,000

CAMPBELL FOUNDATION, INC.**52-0794348****12/31/2013****FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS**

* RECIPIENT	PURPOSE	2013 AMOUNT
Walters Art Museum 600 N. Charles Street Baltimore, MD 21201	Unrestricted	3,000
YMCA of Central Maryland 303 W. Chesapeake Ave Towson, MD 21204	Unrestricted Capital Grant	1,000 10,000
Young Audiences of Maryland 2601 N. Howard St., Ste 320 Baltimore, MD 21218	Unrestricted	<u>2,000</u>
		<u>\$ 162,000</u>

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

THE CAMPBELL FOUNDATION, INC.

52-0794348

12-31-13

FORM 990PF, PART XV - GRANT APPLICATION PROCEDURE

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

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

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

Requests for funds should include such information as:

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

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

CAMPBELL FOUNDATION, INC.

52-0794348

12/31/13

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

			SALES				
SHS	SECURITIES	ACQ'D	DATE ACQ'D	DATE SOLD	PROC	COST	GAIN/ (LOSS)
50	APPLE INC	P	VAR	8/30/2013	\$ 24,408	\$ 19,330	\$ 5,078
400	ARCH CAPITAL GROUP	P	11/14/2008	8/30/2013	21,210	11,106	10,104
1,000	AUTOMATIC DATA PROCES	P	2/4/2011	7/25/2013	71,959	44,774	27,185
400	BRISTOL MYERS SQUIBB	P	VAR	8/30/2013	16,608	8,969	7,639
550	CH ROBINSON WORLDWIDE	P	VAR	11/14/2013	32,669	30,857	1,812
850	CISCO SYSTEMS	P	6/23/2006	11/22/2013	18,203	16,716	1,487
350	DISNEY WALT COMPANY	P	10/18/2002	8/30/2013	21,284	5,756	15,528
400	JOHNSON & JOHNSON	P	7/31/2007	8/30/2013	34,455	24,468	9,987
950	LIFE TECHNOLOGY CORP	P	12/2/2008	5/31/2013	70,583	24,238	46,345
450	MICROSOFT CORP	P	10/13/2005	8/30/2013	15,021	12,697	2,324
1,600	OCEANEERING INTL INC	P	6/13/2011	8/30/2013	124,129	24,954	99,175
2,350	PENNEY JC	P	3/2/2012	3/21/2013	36,438	80,919	(44,481)
1,600	P&G	D	1/18/2008	8/30/2013	124,091	809	123,282
150	WALMART STORES INC	P	VAR	8/30/2013	10,936	8,162	2,774
150	WELLPOINT INC	P	10/4/2012	8/30/2013	12,765	9,335	3,430
600	WELLS FARGO CO	P	6/23/2006	4/12/2013	24,630	19,660	4,970
	FED NATL MTG 7% 2-1-24	P	2/1/1994	VAR	66	63	3
					\$ 659,455	\$ 342,813	\$ 316,642