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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 separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE KEITH CAMPBELL FOUNDATION FOR THE ENVIRONMENT, INC.		A Employer identification number 52-2136842
Number and street (or P O box number if mail is not delivered to street address) 2850 QUARRY LAKE DRIVE		B Telephone number 410-413-2801
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21209		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 160,463,142.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		7,469,933.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		558,993.	558,993.		STATEMENT 2
4 Dividends and interest from securities		777,658.	777,658.		STATEMENT 3
5a Gross rents		3,923.	3,923.		STATEMENT 4
b Net rental income or (loss)					STATEMENT 5
6a Net gain or (loss) from sale of assets not on line 10		9,327,338.			STATEMENT 1
b Gross sales price for all assets on line 6a 30,370,652.					
7 Capital gain net income (from Part IV, line 2)			11,600,105.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		12,716,532.	<666,201.>		STATEMENT 6
12 Total. Add lines 1 through 11		30,854,377.	12,274,478.		
13 Compensation of officers, directors, trustees, etc		594,300.	112,494.		481,806.
14 Other employee salaries and wages		373,312.	8,650.		364,662.
15 Pension plans, employee benefits		269,342.	0.		269,342.
16a Legal fees STMT 7		1,813.	0.		1,813.
b Accounting fees STMT 8		110,659.	55,330.		55,329.
c Other professional fees STMT 9		504,925.	0.		504,925.
17 Interest					
18 Taxes STMT 10		573,953.	0.		56,836.
19 Depreciation and depletion		13,199.	0.		
20 Occupancy		97,182.	3,923.		93,259.
21 Travel, conferences, and meetings		58,378.	0.		58,378.
22 Printing and publications		1,001.	0.		1,001.
23 Other expenses STMT 11		380,485.	279,149.		101,336.
24 Total operating and administrative expenses. Add lines 13 through 23		2,978,549.	459,546.		1,988,687.
25 Contributions, gifts, grants paid		11,104,347.			11,104,347.
26 Total expenses and disbursements. Add lines 24 and 25		14,082,896.	459,546.		13,093,034.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		16,771,481.			
b Net investment income (if negative, enter -0-)			11,814,932.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	26,357,537.	13,165,653.	13,165,653.
	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 ▶ 4,728,306.			
	Less: allowance for doubtful accounts ▶ 0.	14,413,295.	4,728,306.	4,728,306.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 12	0.	27,220,247.	27,220,247.
	b Investments - corporate stock STMT 13	37,869,130.	47,142,252.	47,142,252.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	59,508,941.	63,007,366.	63,007,366.
	14 Land, buildings, and equipment basis ▶ 138,402.			
	Less: accumulated depreciation ▶ 78,145.	35,013.	60,257.	60,257.
	15 Other assets (describe ▶ STATEMENT 15)	5,343,646.	5,139,061.	5,139,061.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	143,527,562.	160,463,142.	160,463,142.
	17 Accounts payable and accrued expenses	139,614.	81,725.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 16)	148,010.	369,998.	
	23 Total liabilities (add lines 17 through 22)	287,624.	451,723.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	143,239,938.	160,011,419.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances	143,239,938.	160,011,419.	
	31 Total liabilities and net assets/fund balances	143,527,562.	160,463,142.	

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	143,239,938.
2 Enter amount from Part I, line 27a	2	16,771,481.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	160,011,419.
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	160,011,419.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 30,370,652.		18,770,547.	11,600,105.

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			
b			
c			
d			
e			11,600,105.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	11,600,105.
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	12,429,189.	131,846,441.	.094270
2011	15,998,466.	136,668,716.	.117060
2010	11,328,579.	125,421,336.	.090324
2009	13,944,138.	110,976,615.	.125649
2008	11,787,133.	153,252,582.	.076913

2 Total of line 1, column (d)	2	.504216
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	.100843
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	140,654,716.
5 Multiply line 4 by line 3	5	14,184,044.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	118,149.
7 Add lines 5 and 6	7	14,302,193.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	13,093,034.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	236,299.
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	236,299.
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	236,299.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	160,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	110,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	270,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	33,701.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 33,701. Refunded <input type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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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 ► WWW.CAMPBELLFOUNDATION.ORG	13	X	
14	The books are in care of ► CATHERINE GRAY Telephone no. ► 410-413-2801 Located at ► 2850 QUARRY LAKE DRIVE, BALTIMORE, MD ZIP+4 ► 21209			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

N/A

5b

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		594,300.	136,768.	1,307.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JULIE HESTER - 410 SEVERN AVE., SUITE 210, ANNAPOLIS, MD 21403	40.00	104,370.	38,873.	408.
PATRICIA STUNTZ - 410 SEVERN AVE., SUITE 210, ANNAPOLIS, MD 21403	40.00	105,750.	37,059.	294.
ANNA LINDGREN - 1450 SUTTER ST. # 510, SAN FRANCISCO, CA 94109	40.00	70,485.	33,656.	0.
REBECA BEDNAREK - 410 SEVERN AVE., SUITE 210, ANNAPOLIS, MD 94109	40.00	50,906.	8,522.	0.

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

▶ 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ARTHUR F. BELL, JR. & ASSOCIATES, L.L.C. 201 INTL CIR, STE 400, HUNT VALLEY, MD 21030	ACCOUNTING	100,338.
THE HATCHER GROUP, INC. - 219A DUKE OF GLOUCESTER STREET, ANNAPOLIS, MD 21401	CONSULTING	90,000.
BURKE ENVIRONMENTAL ASSOCIATES LLC - 410 SEVERN AVENUE, STE 210, ANNAPOLIS, MD 21403	CONSULTING	85,000.
SUSTAINABLE CHES. ECOSYS. RESTORATION LLC 3607 E. MARSHALL STREET, RICHMOND, VA 23223	CONSULTING	70,000.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 19	145,000.
2 SEE STATEMENT 20	130,000.
3 PROVIDE PROJECT MANAGEMENT FOR A CHESAPEAKE BAY FUNDERS NETWORK USDA GRANT DESIGNED TO ACCELERATE THE DEPLOYMENT OF MANURE TO ENERGY TECHNOLOGIES.	70,000.
4 DEVELOP NEW SOCIAL MEDIA AND TECHNOLOGY MODELS THAT ENCOURAGE TRACEABILITY AND TRANSPARENCY IN THE SEAFOOD SUPPLY CHAIN TO BENEFIT THE PUBLIC.	50,000.

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3

0.

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	47,497,740.
b	Average of monthly cash balances	1b	5,088,407.
c	Fair market value of all other assets	1c	90,210,519.
d	Total (add lines 1a, b, and c)	1d	142,796,666.
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	142,796,666.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,141,950.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	140,654,716.
6	Minimum investment return. Enter 5% of line 5	6	7,032,736.

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	7,032,736.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	236,299.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	236,299.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,796,437.
4	Recoveries of amounts treated as qualifying distributions	4	125,000.
5	Add lines 3 and 4	5	6,921,437.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,921,437.

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	13,093,034.
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	13,093,034.
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	13,093,034.

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.

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

Form 990-PF (2013)

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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				6,921,437.
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	4,154,450.			
b From 2009	4,400,037.			
c From 2010	5,245,548.			
d From 2011	9,268,960.			
e From 2012	6,092,010.			
f Total of lines 3a through e	29,161,005.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 13,093,034.				
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				6,921,437.
e Remaining amount distributed out of corpus	6,171,597.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	35,332,602.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	4,154,450.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	31,178,152.			
10 Analysis of line 9:				
a Excess from 2009	4,400,037.			
b Excess from 2010	5,245,548.			
c Excess from 2011	9,268,960.			
d Excess from 2012	6,092,010.			
e Excess from 2013	6,171,597.			

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

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

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

KEITH CAMPBELL

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 21

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

- c Any submission deadlines:

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

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

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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 SCHEDULE 1				2,141,038.
SEE SCHEDULE 2				6,308,890.
SEE SCHEDULE 3				2,654,419.
Total				11,104,347.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.

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	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

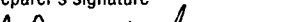
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(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.

 Catherine W. Gray 11/17/14  **TREASURER**
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print/Type preparer's name JOSHUA N. MORGENSTERN, CPA	Preparer's signature 	Date 11/14/14	Check <input type="checkbox"/> if self-employed	PTIN P01325763
	Firm's name ▶ ARTHUR F. BELG, JR. & ASSOCIATES, L.L.C			Firm's EIN ▶ 52-1471836	
	Firm's address ▶ 201 INTERNATIONAL CIRCLE, SUITE 400 HUNT VALLEY, MD 21030			Phone no. (410)771-0001	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.

Employer identification number

52-2136842

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

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

Employer identification number

52-2136842**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	\$ 6,297,634.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	\$ 1,172,299.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

THE KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.

Employer identification number

52-2136842

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	PUBLICLY TRADED SECURITIES _____ _____ _____	\$ <u>6,297,634.</u>	<u>11/05/13</u>
<u>2</u>	PUBLICLY TRADED SECURITIES _____ _____ _____	\$ <u>1,172,299.</u>	<u>09/25/13</u>
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization

THE KEITH CAMPBELL FOUNDATION
FOR THE ENVIRONMENT, INC.

Employer identification number

52-2136842

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a THROUGH VARIOUS BROKERAGE ACCOUNTS		P	VARIOUS	VARIOUS
b THROUGH ALTERNATIVE INVESTMENTS		P	VARIOUS	VARIOUS
c GAINS RELATED TO SALE OF DONATED SECURITIES		D	VARIOUS	VARIOUS
d GAIN ON REDEMPTION OF ALTERNATIVE INVESTMENT		P	VARIOUS	VARIOUS
e LOSS ON REDEMPTIONS OF ALTERNATIVE INVESTMENTS		P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 23,924,722.		18,770,547.	5,154,175.
b 3,776,088.			3,776,088.
c 2,272,767.			2,272,767.
d 419,315.			419,315.
e <22,240.>			<22,240.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			5,154,175.
b			3,776,088.
c			2,272,767.
d			419,315.
e			<22,240.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	11,600,105.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THROUGH VARIOUS BROKERAGE ACCOUNTS					
	23,924,722.	18,770,547.	0.	0.	5,154,175.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
THROUGH ALTERNATIVE INVESTMENTS					
	3,776,088.	0.	0.	0.	3,776,088.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
GAINS RELATED TO SALE OF DONATED SECURITIES					
	2,272,767.	2,272,767.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GAIN ON REDEMPTION OF ALTERNATIVE INVESTMENT			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
419,315.	0.	0.	0.	419,315.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
LOSS ON REDEMPTIONS OF ALTERNATIVE INVESTMENTS	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
<22,240.>	0.	0.	0.	<22,240.>

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 9,327,338.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	558,993.	558,993.	
TOTAL TO PART I, LINE 3	558,993.	558,993.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	777,658.	0.	777,658.	777,658.	
TO PART I, LINE 4	777,658.	0.	777,658.	777,658.	

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
410 SEVERN AVENUE, ANNAPOLIS, MD	1	3,923.
TOTAL TO FORM 990-PF, PART I, LINE 5A		3,923.

FORM 990-PF RENTAL EXPENSES STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
OCCUPANCY		3,923.	
- SUBTOTAL -	1		3,923.
TOTAL RENTAL EXPENSES			3,923.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			

FORM 990-PF OTHER INCOME STATEMENT 6

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UNREALIZED GAINS ON INVESTMENTS	7,519,140.	0.	
INCOME FROM ALTERNATIVE INVESTMENTS	<666,224.>	<666,224.>	
UNREALIZED GAINS FROM INVESTMENTS	5,863,593.	0.	
INCOME FROM PFIC INVESTMENT	23.	23.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,716,532.	<666,201.>	

FORM 990-PF	LEGAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,813.	0.		1,813.
TO FM 990-PF, PG 1, LN 16A	1,813.	0.		1,813.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	110,659.	55,330.		55,329.
TO FORM 990-PF, PG 1, LN 16B	110,659.	55,330.		55,329.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	504,925.	0.		504,925.
TO FORM 990-PF, PG 1, LN 16C	504,925.	0.		504,925.

FORM 990-PF	TAXES	STATEMENT	10
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	517,117.	0.		0.
EMPLOYMENT TAXES	56,836.	0.		56,836.
TO FORM 990-PF, PG 1, LN 18	573,953.	0.		56,836.

FORM 990-PF	OTHER EXPENSES			STATEMENT 11
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	14,833.	0.		14,833.
INSURANCE	6,895.	0.		6,895.
OFFICE MAINTENANCE	2,987.	0.		2,987.
SUPPLIES	2,873.	0.		2,873.
UTILITIES	1,484.	0.		1,484.
TELEPHONE	14,840.	0.		14,840.
INVESTMENT RELATED EXPENSES	279,149.	279,149.		0.
CONFERENCES	10,729.	0.		10,729.
RECOGNITION	404.	0.		404.
TECHNOLOGY & WEB SERVICE	34,693.	0.		34,693.
CA STATE FILING FEE	382.	0.		382.
POSTAGE & DELIVERY	1,394.	0.		1,394.
SECURITY	786.	0.		786.
NETWORKING EVENT EXPENSE	9,036.	0.		9,036.
TO FORM 990-PF, PG 1, LN 23	380,485.	279,149.		101,336.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 12
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILLS	X		27,220,247.	27,220,247.
TOTAL U.S. GOVERNMENT OBLIGATIONS			27,220,247.	27,220,247.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			27,220,247.	27,220,247.

FORM 990-PF	CORPORATE STOCK		STATEMENT 13
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BROKERAGE ACCOUNTS	47,142,252.	47,142,252.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,142,252.	47,142,252.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	61,965,475.	61,965,475.
OTHER BROKERAGE ACCOUNT	FMV	1,041,891.	1,041,891.
TOTAL TO FORM 990-PF, PART II, LINE 13		63,007,366.	63,007,366.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLE FOR SECURITIES SOLD	24,096.	0.	0.
OTHER ASSETS	42,550.	14,061.	14,061.
FEDERAL EXCISE TAX RECEIVABLE	27,000.	0.	0.
PROGRAM RELATED INVESTMENT LOANS RECEIVABLE	5,250,000.	5,125,000.	5,125,000.
TO FORM 990-PF, PART II, LINE 15	5,343,646.	5,139,061.	5,139,061.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 16
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYABLE FOR SECURITIES PURCHASED	31,473.	0.
ALTERNATIVE INVESTMENTS COMMITMENTS PAYABLE	14,537.	9,998.
DEFERRED FEDERAL EXCISE TAX PAYABLE	102,000.	238,000.
CURRENT FEDERAL EXCISE TAX PAYABLE	0.	122,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	148,010.	369,998.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12	STATEMENT 17
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EXPLANATION

A GRANT OF \$50,000 WAS MADE TO THE PATRICIA CAMPBELL FUND, A DONOR ADVISED FUND AT THE BALTIMORE COMMUNITY FOUNDATION. THE GRANT WAS REPORTED AS A QUALIFYING DISTRIBUTION. THE GRANT WILL BE USED FOR GENERAL CHARITABLE PURPOSES WITHIN BALTIMORE CITY AND BALTIMORE COUNTY.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 18
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KEITH CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	CHAIRMAN 5.00	0.	0.	0.
VERNA PELRINE 410 SEVERN AVE., SUITE 210 ANNAPOLIS, MD 21403	EXECUTIVE DIRECTOR 40.00	199,684.	34,653.	1,307.
SAMANTHA CAMPBELL 1450 SUTTER ST. # 510 SAN FRANCISCO, CA 94109	PRESIDENT 40.00	275,000.	68,530.	0.
CATHERINE GRAY 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	TREASURER 20.00	119,616.	33,585.	0.
PATRICIA CAMPBELL 2850 QUARRY LAKE DRIVE BALTIMORE, MD 21209	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		594,300.	136,768.	1,307.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 19

ACTIVITY ONE

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

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

EXPENSES

145,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 20

ACTIVITY TWO

EXPLORE AND ENCOURAGE THE USE OF NEW TECHNOLOGIES TO
EFFECTIVELY TARGET WATERSHED IMPROVEMENT PRACTICES AND
VALIDATE THE PRESENCE OF BEST MANAGEMENT PRACTICES ON RURAL
LANDSCAPES, PARTICULARLY IN THE NANTICOKE AND CHESTER RIVER
WATERSHEDS.

EXPENSES

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

130,000.

FORM 990-PF

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

STATEMENT 21

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

<u>TELEPHONE NUMBER</u>	<u>NAME OF GRANT PROGRAM</u>
410-990-0900	CHESAPEAKE

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

ONGOING

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER NAME OF GRANT PROGRAM

415-722-4739 PACIFIC

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

ONGOING

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Addiction Connections Resource Inc. (ACR) PO Box 41 Jarrettsville, MD 21084	PC	Donation	None	50
Alice Ferguson Foundation Inc. 2001 Bryan Point Road Accokeek, MD 20607	PC	Trash Free Maryland Alliance Bag & Bottle Little Reduction Campaign	None	15,000
Alliance for the Chesapeake Bay Inc 501 Sixth Street Annapolis, MD 21403	PC	Company Matching Gift	None	50
Alliance for the Chesapeake Bay Inc 501 Sixth Street Annapolis, MD 21403	PC	Taste of the Chesapeake	None	2,000
ALS Association DC/MD Chapter 1275 K Street NW #1050 Washington, DC 20005	PC	Company Matching Gift	None	25
American Diabetes Association 1701 N Beaugard Street Alexandria, VA 22311	PC	Company Matching Gift	None	50
American Foundation for Suicide Prevention 120 Wall Street, 29 th Floor New York, NY 10005	PC	Company Matching Gift	None	50
American Heart Association 415 N Charles Street Baltimore, MD 21201	PC	Company Matching Gift	None	25
Americas Vet Dogs - Veterans K9 Corps Inc 371 East Jericho Turnpike Smithtown, NY 11787	PC	Company Matching Gift	None	100
Amigos De Las Americas PO Box 30129 Seattle, WA 98113-0129	PC	Company Matching Gift	None	50
Animal Rescue Inc 2 Heritage Farm Drive New Freedom, PA 17349	PC	Company Matching Gift	None	50
Anne Arundel Medical Center Fdtn Inc. 2001 Medical Parkway Sajak Pavillion, Ste 550 Annapolis, MD 21401	PC	Company Matching Gift	None	50

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Arnold Volunteer Fire Department 1505 Ritchie Hwy Arnold, MD 21012	PC	Company Matching Gift	None	25
Baltimore Community Foundation 2 E. Read Street Baltimore, MD 21202	PC	Baltimore Women's Giving Circle	None	1,100
Baltimore Community Foundation 2 E Read Street Baltimore, MD 21202	PC	The Pat Campbell Fund	None	50,000
Big Brothers Big Sisters-Grtr Ches. Inc. 3600 Clipper Mill Road Baltimore, MD 21211	PC	Company Matching Gift	None	50
Big Brothers Big Sisters-Grtr Ches. Inc. 3600 Clipper Mill Road Baltimore, MD 21211	PC	Company Matching Gift	None	25
Brain Injury Association of MD Inc 2200 Kernan Drive Rm T810 Baltimore, MD 21207	PC	Company Matching Gift	None	25
California Ocean Science Trust 1330 Broadway #1135 Oakland, CA 94612-2525	PC	Convening Ocean Spaces	None	200,000
Caroline Friess Center Inc. 900 Somerset Street Baltimore, MD 21202	PC	Donation	None	1,000
Center for Inspired Teaching 1436 U Street NW, Ste 400 Washington, DC 200091436 U Street Nw	PC	Baltimore Math Program	None	5,000
Charcote-Marie-Tooth Association PO Box 105 Glenolden, PA 19036	PC	Company Matching Gift	None	125
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	PC	Support of CBF Events	None	5,000
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	PC	Holly Beach Farm	None	28,488

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	PC	Company Matching Gift	None	100
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	PC	Forest Hill Elementary Field Trip	None	220
Chesapeake Bay Trust 60 West Street, Suite 405 Annapolis, MD 21401	PC	Treasure the Chesapeake	None	2,500
Chesapeake Conservancy Inc. 716 Giddings Avenue, Suite 42 Annapolis, MD 21401	PC	Company Matching Gift	None	25
Chesapeake Conservancy Inc. 716 Giddings Avenue, Suite 42 Annapolis, MD 21401	PC	Communications, Membership & Branding Initiative	None	60,000
Climate Ride Inc. 114 W Pine Street Missoula, MT 59802	PC	Company Matching Gift	None	25
College of William & Mary PO Box 1693 Williamsburg, VA 23187-877	PC	Company Matching Gift	None	50
College of William & Mary PO Box 1693 Williamsburg, VA 23187-877	PC	Company Matching Gift	None	125
Commonwealth of Virginia Virginia Military Institute 224 Marshall Hall Lexington, VA 24450	PC	Environment VA Symposium	None	3,000
Community Foundation of Anne Arundel County 914 Bay Ridge Road, Suite 220 Annapolis, MD 21403	PC	Company Matching Gift	None	240
Community Foundation of Anne Arundel County 914 Bay Ridge Road, Suite 220 Annapolis, MD 21403	PC	2013 Celebration of Philanthropy	None	700
Consultative Group on Biological Diversity The Presido, Bldg 1016, 2nd Fl PO Box 29361-0361 San Francisco, CA 94129-0361	PC	Membership Dues as Grant	None	19,500

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Environmental Defense Fund Inc. 257 Park Avenue South New York, NY 10010	PC	Sustainable Fisheries Management Systems	None	175,000
Environmental Defense Fund Inc. 257 Park Avenue South New York, NY 10010	PC	Recreational Fishing Accountability	None	100,000
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115	PC	Donation	None	900
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115	PC	Membership Dues as Grant	None	15,089
Friends of the Baltimore City College Choir Inc. PO Box 2035 Baltimore, MD 21203	PC	Donation	None	500
Friends School of Baltimore 5114 N Charles Street Baltimore, MD 21210-2096	PC	Company Matching Gift	None	500
Gilman School Inc 5407 Roland Avenue Baltimore, MD 21210	PC	Company Matching Gift	None	1,250
Gilman School Inc 5407 Roland Avenue Baltimore, MD 21210	PC	Company Matching Gift	None	125
Greater Ruxton Area Foundation Inc. 8013 Bellona Avenue Towson, MD 21204	PC	Malvern and Bellona Avenue Improvement Fund	None	250
Greater Ruxton Area Foundation Inc. 8013 Bellona Avenue Towson, MD 21204	PC	Donation	None	100
Green Fire Productions PO Box 369 La Grande, OR 97850	PC	Ocean Frontiers	None	50,000
Greenmount School Inc. 501 W 30 th Street Baltimore, MD 21211	PC	Company Matching Gift	None	50

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Green Street Academy Foundation Inc. 501 N Bend Road Baltimore, MD 21229	PC	Donation	None	25,000
Interfaith Power & Light 369 Pine Street, Suite 700 San Francisco, CA 94104	PC	Regrant Program	None	25,000
International Seakeepers Society Inc. 355 Alhambra Circle, Ste 1100 Coral Gables, FL 33134	PC	Donation	None	400
Island Conservation 2161 Delaware Avenue Suite A Santa Cruz, CA 95060	PC	South Farallon Islands Restoration Project	None	20,000
Key School Inc. 534 Hillsmere Drive Annapolis, MD 21403	PC	Company Matching Gift	None	100
KidsPeace 5575 Sterrett Place, Ste 200 Columbia, MD 21044	PC	Company Matching Gift	None	45
Leukemia & Lymphoma Society 1311 Mamaroneck Avenue Suite 310 White Plains, NY 10605	PC	Company Matching Gift	None	50
Leukemia & Lymphoma Society 1311 Mamaroneck Avenue Suite 310 White Plains, NY 10605	PC	Donation – MD Team NYC Marathon	None	1,000
Leukemia & Lymphoma Society 1311 Mamaroneck Avenue Suite 310 White Plains, NY 10605	PC	Team In Training – Nike Women's Marathon	None	1,000
Lutherville volunteer Fire Co. PO Box 232 Lutherville, MD 21094	PC	Donation	None	500
Maryland Food Bank 2200 Halethorpe Farms Road Baltimore, MD 21227	PC	Donation	None	250
Maryland Historical Society 201 W. Monument Street Baltimore, MD 21201	PC	Education and Exhibition Initiatives	None	1,000

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Maryland Historical Society 201 W Monument Street Baltimore, MD 21201	PC	Donation	None	100
Maryland SPCA 3300 Falls Road Baltimore, MD 21211	PC	Company Matching Gift	None	100
Multiple Sclerosis Foundation Inc. 6350 North Andrews Avenue Fort Lauderdale, FL 33309	PC	Company Matching Gift	None	80
National Audubon Society Inc. 225 Varick Street, 7 th FL New York, NY 10014	PC	Donation Challenge Fund	None	1,000
National Geographic Society 1145 17 th Street NW Washington, DC 20036	PC	125 th Gala Anniversary	None	22,000
National Geographic Society 1145 17 th Street NW Washington, DC 20036	PC	Mission Programs	None	49,000
National Marine Sanctuary Foundation 8601 Georgia Ave Suite 501 Silver Spring, MD 20910	PC	Capitol Hill Oceans Week	None	3,832
National Marine Sanctuary Foundation 8601 Georgia Ave Suite 501 Silver Spring, MD 20910	PC	Donation	None	137.50
National Marine Sanctuary Foundation 8601 Georgia Ave Suite 501 Silver Spring, MD 20910	PC	Donation	None	137.50
National Multiple Sclerosis Society 1700 Owens Street, Suite 190 San Francisco, CA 94158	PC	Company Matching Gift	None	200
National Wildlife Federation 706 Giddings Avenue, Ste 2B Annapolis, MD 21401	PC	Choose Clean Water Coalition	None	225,000
NatureServe 4600 N. Fairfax Dr., 7th Fl Arlington, VA 22203	PC	EBM Tools Network	None	25,000

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
New Hope for Kids 900 North Maitland Avenue Maitland, FL 32751	PC	Company Matching Gift	None	25
New Venture Fund 1201 Connecticut Avenue, NW Suite 300 Washington, DC 20036	PC	CBFN Membership Dues as Grant	None	22,000
North Carolina Coastal Federation Inc. 3609 Highway 24 (Ocean) Newport, NC 28570	PC	Membership Dues as Grant 2013	None	9,710
North Carolina Coastal Federation Inc. 3609 Highway 24 (Ocean) Newport, NC 28570	PC	Membership Dues as Grant 2014	None	9,710
Ocean Foundation 1990 M Street NW Suite 250 Washington, DC 20036	PC	10 th Anniversary Sponsorship	None	50,000
Ocean River Institute Inc. 12 Eliot Street Cambridge, MA 02138	PC	Flight Support for Marine, Coastal & Watershed Conservation	None	15,000
OneSight 4000 Luxottica Place Mason, OH 45040	PC	Vision Clinic 2013	None	500
Oyster Recovery Partnership 1805A Virginia Street Annapolis, MD 21401	PC	General Support	None	5,000
Pan-Mass Challenge Trust 77 4 th Avenue Needham, MA 02494	PC	Company Matching Gift	None	50
Plan International USA 155 Plan way Warwick, RI 02886	PC	Child Sponsorship	None	360
Rackliffe House Trust Inc. PO Box 561 Berlin, MD 21811	PC	Donation	None	200
Reef Check Foundation 17575 Pacific Coast Highway Pacific Palisades, CA 90272-1057	PC	Reef Check California	None	60,000

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Resources Legacy Fund 555 Capitol Mall, Ste 675 Sacramento, CA 95814	PC	Sustaining California's Ocean	None	500,000
Resource Media 101 Montgomery Street, Ste 3600 San Francisco, CA 94101	PC	Building a Conservation Constituency for Washington's Outer Coast	None	34,000
Robert E. Lee Park Nature Council 1000 Lakeside Drive Baltimore, MD 21210	PC	Skid Loader	None	23,889 08
Ronald McDonald House Charities/Balto. 635 W Lexington Street Baltimore, MD 21201	PC	Donation	None	200
Samaritan's Purse PO Box 3000 Boone, NC 28607-3000	PC	Donation	None	50
San Francisco AIDS Foundation 1035 Market Suite 400 San Francisco, CA 94103	PC	Company Matching Gift	None	100
Sanibel Captiva Conservation Foundation PO Box 839 Sanibel, FL 33957	PC	Donation	None	50
Sewanee – University of the South 735 University Avenue Sewanee, TN 37375	PC	Company Matching Gift	None	250
Smart Growth America 1707 L Street NW, Ste 1050 Washington, DC 20036	PC	Leadership Institute	None	10,000
Snowball Express c/o Amegy Bank PO Box 650002 Dallas, TX 75265-0002	PC	Company Matching Gift	None	50
Stevenson University Inc. 1525 Greenspring Valley Road Stevenson, MD 21153	PC	Reef Ball Program	None	12,700
Surfrider Foundation P O. Box 6010 San Clemente, CA 92674	PC	Community Ecosystem-Based Management	None	70,000

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Swim Across America Inc One International Place, Ste 4600 Boston, MA 02110	PC	Company Matching Gift	None	50
The ARC Maryland Inc. 49 Old Solomons Island Road Suite 205 Annapolis, MD 21401	PC	Donation	None	100
The Boys' Latin School of Maryland 822 W Lake Avenue Baltimore, MD 21210	PC	Company Matching Gift	None	250
The Exploratorium 3601 Lyon Street San Francisco, CA 94123	PC	Company Matching Gift	None	1,000
The GiveCorps Foundation Inc. 2601 N Howard Street, Ste 130 Baltimore, MD 21218	PC	Company Matching Gift	None	25
The Humane Society of Baltimore County 1601 Nicodemus Road Reisterstown, MD 21136	PC	Company Matching Gift	None	50
The Humane Society of the United States 2100 L Street NW Washington, DC 20037	PC	Company Matching Gift	None	100
The San Francisco School 300 Gaven Street San Francisco, CA 94134	PC	Company Matching Gift	None	5,000
The San Francisco School 300 Gaven Street San Francisco, CA 94134	PC	Company Matching Gift	None	300
The San Francisco School 300 Gaven Street San Francisco, CA 94134	PC	Community Center	None	25,000
The San Francisco School 300 Gaven Street San Francisco, CA 94134	PC	Walk-A-Thon	None	700
The San Francisco School 300 Gaven Street San Francisco, CA 94134	PC	Annual Fund	None	10,000

The Keith Campbell Foundation for the Environment

Grants Made

52-2136842

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Turtle Island Restoration Network PO Box 370 Forest Knolls, CA 94933	PC	Sustainable Pacific Fisheries and Oceans	None	30,000
Virginia Institute of Marine Science Foundation 1375 Greate Road Gloucester Point, VA 23062	PC	SAV	None	10,000
Waterfront Partnership of Baltimore Inc. 650 South Exeter Street Suite 200 Baltimore, MD 21202	PC	Healthy Harbor Fund	None	10,000
WETA 3939 Campbell Avenue Arlington, VA 22206	PC	Company Matching Gift	None	50
Wichita State University Foundation 1845 Fairmount Wichita, KS 67260	PC	Donation – Trading Lab	None	2,500
WYPR 2216 N Charles Street Baltimore, MD 21218	PC	Company Matching Gift	None	50
YMCA of Central MD Inc. 303 W Chesapeake Avenue Baltimore, MD 21204	PC	Campaign to Rebuild Towson Family Center Y	None	82,500
TOTAL				2,141,038.08

The Keith Campbell Foundation for the Environment

52-2136842

Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
1000 Friends of Maryland 1209 N Calvert Street Baltimore, MD 21202	PC	Sustainable Growth for Maryland	None	35,000
Alice Ferguson Foundation 2001 Bryan Point Road Accokeek, MD 20607	PC	Trash Free Potomac Watershed Initiative	None	10,000
Alliance for Justice 11 Dupont Circle NW, 2 nd Fl Washington, DC 20036	PC	General Support	None	7,000
Alliance for the Chesapeake Bay 501 Sixth Street Annapolis, MD 21403	PC	Facilitation LGAC – Strat Plan	None	3,000
Alliance for the Chesapeake Bay 501 Sixth Street Annapolis, MD 21403	PC	Campaign for the Bay	None	25,000
Alliance for the Chesapeake Bay 501 Sixth Street Annapolis, MD 21403	PC	Interfaith Partners for the Chesapeake (IPC)	None	50,000
Anacostia Riverkeeper 515 M Street, SE Suite 218 Washington, DC 20003	PC	General Support	None	18,000
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	PC	Stormwater Training & Advocacy	None	45,000
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	PC	Stormwater Advocacy	None	30,000
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710	PC	Watersheds Stewards Academy	None	20,000
Anne Arundel County Watershed Stewards 975 Indian Landing Road Millersville, MD 21108	PC	Watersheds Steward Academy	None	30,000
Assateague Coastal Trust Inc P O. Box 731 Berlin, MD 21811	PC	Assateague Coastkeeper	None	26,000

The Keith Campbell Foundation for the Environment

52-2136842

Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Association of Baltimore Area Grantmakers 2 E Read Street, 2 nd Fl Baltimore, MD 21202	PC	Support Green Funders Affinity Group	None	3,000
Association of Baltimore Area Grantmakers 2 E Read Street, 2 nd Fl Baltimore, MD 21202	PC	Maryland Environmental Health Network	None	1,500
Audubon Naturalist Society – Central Atlantic States, Inc. 8940 Jones Mill Road Chevy Chase, MD 20815	PC	Stormwater Advocacy – Conservation Program	None	88,000
Audubon Naturalist Society – Central Atlantic States, Inc. 8940 Jones Mill Road Chevy Chase, MD 20815	PC	Ag Left Flank-Hope Impacts	None	125,000
Audubon Pennsylvania 1201 Pawlings Road Audubon, PA, 19403	PC	Marcellus Shale – Susquehanna Headwater	None	15,000
Blue Water Baltimore Inc. 3545 Belair Road Baltimore, MD 21213	PC	Baltimore Advocacy	None	50,000
Blue Water Baltimore Inc. 3545 Belair Road Baltimore, MD 21213	PC	Baltimore Harbor Waterkeeper	None	30,000
Calvert Marine Museum Society Inc. PO Box 97 Solomons Island, MD 20688	PC	Bernie Folwer Archive Phase I, Inventory	None	6,000
Center for Watershed Protection 8390 Main Street, 2 nd Floor Ellicott City, MD 21043	PC	Support for Stormwater Utilities in Maryland	None	15,000
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	PC	CBF Grant	None	500,000
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	PC	Campbell Challenge Match	None	595,010
Chesapeake Bay Foundation 6 Herndon Ave. Annapolis, MD 21403	PC	Campbell Challenge Match	None	50,800

The Keith Campbell Foundation for the Environment

52-2136842

Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	PC	CBF Grant	None	500,000
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	PC	Campbell Challenge Match	None	604,080
Chesapeake Bay Foundation 6 Herndon Ave Annapolis, MD 21403	PC	Campbell Challenge Match	None	75,000
Chesapeake Bay Trust 60 West Street, Suite 405 Annapolis, MD 21401	PC	CBFN Capacity Building	None	50,000
Chesapeake Climate Action Network 6930 Carroll Ave Suite 720 Takoma Park, MD, 20912	PC	Maryland Fracking Education Campaign	None	65,000
Chesapeake Legal Alliance Inc. 67 Franklin Street Annapolis, MD 21401	PC	Environmental Legal Support	None	20,000
Chesapeake Media Services Inc. 619 Oakwood Drive Seven Valleys, PA 17360	PC	The Bay Journal	None	75,000
Chesapeake Rivers Association Inc. 329 Riverview Trail Annapolis, MD 21401	PC	Severn Riverkeeper	None	17,000
Chesapeake Stormwater Network Inc. 117 Ingleside Avenue Baltimore, MD 21228	PC	Stormwater Implementation	None	40,000
Chester River Association 400 S Cross Street, Suite 2 Chestertown, MD 21620	PC	Chester Riverkeeper	None	30,000
Citizens for Pennsylvania's Future 610 North Third Street Harrisburg, PA 17101	PC	Clean Water Starts Here	None	50,000
Clean Air Watch 1250 Connecticut Ave NW Suite 200 Washington, DC 20036	PC	General Operating Support	None	35,000

The Keith Campbell Foundation for the Environment

52-2136842

Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Clean Water Fund 1010 Vermont Avenue, Ste 400 Washington, DC 20005	PC	Baltimore Initiative for Sustainable Watersheds	None	75,000
Clean Water Fund 1010 Vermont Avenue, Ste 400 Washington, DC 20005	PC	Voter Engagement – Virginia	None	25,000
Clean Water Fund (PA) 100 Fifth Avenue #1108 Pittsburg, PA 15222	PC	PA Water Quality Protection	None	25,000
Coastal Conservation Association of MD P O Box 309 Annapolis, MD 21401	PC	Menhaden/Oyster Policy	None	35,000
Conservation Pennsylvania PO Box 2125 Philadelphia, PA 19103	PC	Online Organizing – Chesapeake Bay	None	20,000
Conservation Pennsylvania PO Box 2125 Philadelphia, PA 19103	PC	PA Ag Trading Support	None	55,000
Conservation Pennsylvania PO Box 2125 Philadelphia, PA 19103	PC	Voter Engagement	None	81,500
Eastern Shore Land Conservancy Inc PO Box 169 124 Wye Narrows Drive Queenstown, MD, 21658	PC	WIP Accountability	None	70,000
Environment America Research & Policy Center Inc. 218 D St SE, 2 nd Fl Washington, DC 20003	PC	Protect Environmental Gains	None	25,000
Environment Maryland Research and Policy Center 3121 St. Paul Street, Suite 26 Baltimore, MD 21218	PC	Chesapeake Ag Policy	None	50,000
Environmental Integrity Project One Thomas Circle Washington, DC 20006	PC	CAFO National CAFO and Chesapeake Bay Agriculture Monitoring	None	60,000
Environmental Integrity Project 1 Thomas Circle Washington, DC 20006	PC	Chesapeake Bay Enforcement	None	70,000

The Keith Campbell Foundation for the Environment

52-2136842

Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Farm Pilot Project Coordination Inc. 101 E Kennedy Blvd , Ste 3220 Tampa, FL 33602	PC	Poop to Power Implementation	None	50,000
Friends of the Rappahanock Inc 3219 Fall Hill Avenue Fredericksburg, VA 22401	PC	Rappahanock Advocacy	None	25,000
Funders Network for Smart Growth and Livable Communities 1500 San Remo Ave , Ste 249 Coral Gables, FL 33146	PC	Stormwater Funder's Group	None	10,000
Gunpowder Riverkeeper Inc. PO Box 156 Monkton, MD 21111	PC	General Operating Support	None	35,000
H. John Heinz III Center for Science Economics and the Environment 900 17h Street NW, Ste 700 Washington, DC 20006	PC	Chesapeake Commons	None	30,000
H. John Heinz III Center for Science Economics and the Environment 900 17h Street NW, Ste 700 Washington, DC 20006	PC	Enforcement of Water Quality Laws in Maryland	None	40,000
James River Association 9 South 12 th Street, 4 th Fl Richmond, VA 23219	PC	Healthy Rivers Initiative	None	15,000
James River Association 9 South 12 th Street Richmond, VA 23219	PC	WIP Advocacy	None	50,000
James River Association 9 South 12 th Street, 4 th Floor Richmond, VA 23219	PC	Upper James Riverkeeper	None	27,000
James River Association 9 South 12 th Street, 4 th Floor Richmond, VA 23219	PC	Lower James Riverkeeper	None	15,000
Lancaster County Conservancy PO Box 716 Lancaster, PA 17608	PC	Lancaster Stormwater Campaign	None	25,000
Marshall-Wythe School of Law Foundation PO Box 8795 Williamsburg, VA 23187-8795	PC	Legal Research Support for Maryland Offset & trading Workshop	None	10,000
Marshall-Wythe School of Law Foundation PO Box 8795 Williamsburg, VA 23187-8795	PC	Maryland Trading Regulations	None	18,000

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Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Maryland LCV Education Fund 86 Maryland Avenue Annapolis, MD 21401	PC	Environmental Connections	None	150,000
Midshore Riverkeeper Conservancy Inc. 24 N. Harmsen Street Easton, MD 21601	PC	Choptank Riverkeeper	None	38,000
Midshore Riverkeeper Conservancy Inc. 24 N. Harmsen Street Easton, MD 21601	PC	Miles/Wye Riverkeeper	None	38,000
National Coalition for Marine Conservation 4 Royal Street SE Leesburg, VA 20175	PC	Restoring the Ecological Role of Atlantic Menhaden	None	20,000
National Parks Conservation Association (NPCA) 777 Sixth Street, NW Suite 700 Washington, DC 20001	PC	Protecting National Park Values	None	60,000
National Wildlife Federation 706 Giddings Avenue, Ste 1B Annapolis, MD 21401	PC	Mid-Atlantic Office	None	140,000
National Wildlife Federation 706 Giddings Avenue, Ste 1B Annapolis, MD 21401	PC	Choose Clean water Coalition MD State Lead	None	25,000
National Wildlife Federation 706 Giddings Avenue, Ste 1B Annapolis, MD 21401	PC	Maryland Stormwater Communications	None	40,000
Natural Resources Defense Council 40 W. 20 th Street New York, NY 10011	PC	CCWC SW/National SW Policy	None	50,000
North American Association for Environmental Education 2000 P Street NW #540 Washington, DC 20036	PC	NAAEE Annual Conference & Governor's Reception	None	5,000
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20186	PC	General Support	None	30,000
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20186	PC	Shenandoah Valley Network	None	20,000

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Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Piedmont Environmental Council 45 Horner Street Warrenton, VA 20188	PC	Coalition for Smarter Growth	None	15,000
Potomac Conservancy Inc. 8601 Georgia Avenue, Ste 612 Silver Spring, MD 20910	PC	WIP Implementation	None	40,000
Potomac Riverkeeper 1100 15 th Street NW, 11 th Floor Washington, DC 20005	PC	Potomac Riverkeeper	None	45,000
Potomac Riverkeeper 1100 15 th Street NW, 11 th Floor Washington, DC 20005	PC	Shenandoah Riverkeeper	None	32,000
Public Concern Foundation 55 Fifth Avenue, 18 th FL New York, NY 10003	PC	Agricultural Accountability	None	20,000
Public Concern Foundation 55 Fifth Avenue, 18 th FL New York, NY 10003	PC	Agricultural Accountability	None	30,000
Resource Media 101 Montgomery Street Suite 3600 San Francisco, CA 94101	PC	Chesapeake Bay Building Strength for the Future	None	45,000
River Network 208 SW Oak Street, #300 Portland, OR 97204	PC	River Rally 2013 Scholarships	None	3,000
River Network 208 SW Oak Street, #300 Portland, OR 97204	PC	Chesapeake Bay Office	None	25,000
Sassafras River Association PO Box 333 Georgetown, MD 21930	PC	Sassafras Riverkeeper	None	28,000
Sierra Club Foundation 85 Second Street Suite 750 San Francisco, CA 94105	PC	Water Resources Project	None	60,000
Society for Environmental Journalists PO Box 2492 Jenkintown, PA 19046	PC	Strengthening Environmental Journalism	None	10,000

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Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
South River Federation 2830 Solomons Island Rd , Ste A Edgewater, MD 21037	PC	South Riverkeeper	None	42,000
Southern Environmental Law Center 201 W. Main Street, Suite 14 Charlottesville, VA 22902	PC	Law & Policy Leadership for Virginia and the Chesapeake Bay	None	20,000
Stewards of the Lower Susquehanna Inc. 2098 Long Level Road Wrightsville, PA 17368	PC	Lower Susquehanna Riverkeeper	None	50,000
Stroud Water Research Center 970 Spencer Road Avondale, PA, 19311	PC	PA Agriculture Verification Program	None	35,000
The Nature Conservancy 5410 Grosvenor Lane, Ste 100 Bethesda, MD 20814	PC	Chesapeake Bay Initiative	None	60,000
Theodore Roosevelt Conservation Partnership Inc. 1660 L Street, NW Suite 208 Washington, DC 20036	PC	Sportsmen for Conservation	None	40,000
Trout Unlimited 1300 N 17 th Street, Suite 500 Arlington, VA 22209	PC	Angler Advocates	None	30,000
University of Maryland Baltimore Foundation Inc. 620 W. Lexington Street Baltimore, MD 21201	PC	Environmental Law Clinic Enforcement Project	None	105,000
University of Maryland College Park Foundation 2119 Main Administration Bldg College Park, MD 20742	PC	Fellowship Fund	None	5,000
University of Maryland Foundation Inc. 3300 Metzerott Road Adelphi, MD 20783	PC	General Support	None	20,000
University System of Maryland Foundation (USMF) Inc 3300 Metzerott Road Adelphi, MD 20783	PC	Environmental Conservation in Agriculture	None	40,000
Valley Conservation Council 17 Barnsters Row Staunton, VA 24401	PC	WIPS/Green Infrastructure	None	20,000

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Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Virginia Conservation Network 422 E Franklin Street Suite 303 Richmond, VA 23219	PC	Virginia Common Agenda	None	45,000
Virginia Conservation Network 422 E Franklin Street Suite 303 Richmond, VA 23219	PC	Post Election Validation-Training	None	30,000
Virginia Eastern Shorekeeper P O Box 961 Eastville, VA 23347	PC	Virginia Eastern Shorekeeper	None	30,000
Virginia LCV Education Fund 530 East Main St , Suite 410 Richmond, VA 23219	PC	Voter Participation	None	85,000
Virginia LCV Education Fund 530 East Main St , Suite 410 Richmond, VA 23219	PC	General Operating Support	None	90,000
Virginia New Majority Education Fund 4304 Evergreen Lane, Ste 202 Annadale, VA 22003	PC	Latino/a Environmental Voter Mobilization	None	20,000
Virginia Organizing Project 703 Concord Avenue Charlottesville, VA 22903	PC	Human Health Risks of Chesapeake Bay A Scoping Project	None	20,000
Virginia Organizing Project 703 Concord Avenue Charlottesville, VA 22903	PC	Civic Engagement	None	10,000
Water Stewardship Inc. 222 Severn Avenue, Ste 19 Building 7-11 Annapolis, MD 21403	PC	Ag Assessment & Verification	None	75,000
Water Stewardship Inc. 222 Severn Avenue, Ste 19 Building 7-11 Annapolis, MD 21403	PC	Agriculture Science to Policy Coordination	None	20,000
West/Rhode Riverkeeper, Inc. 4800 Atwell Road, Ste 6 Shady Side, MD 20764	PC	Waterkeepers Chesapeake Regional Coordinator	None	50,000
West/Rhode Riverkeeper, Inc. 4800 Atwell Road, Ste 6 Shady Side, MD 20764	PC	Communication Training	None	15,000

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Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
West/Rhode Riverkeeper, Inc. 4800 Atwell Road, Ste 6 Shady Side, MD 20764	PC	Riverkeeper Support	None	46,000
Wetlands Watch 1121 Graydon Avenue Norfolk, VA 23507	PC	General Support	None	50,000
YWCA of Annapolis and AA County Inc. 1517 Ritchie Highway, Ste 201 Arnold, MD 21012	PC	TWIN – 2013 Nominee	None	1,000
YWCA of Annapolis and AA County Inc. 1517 Ritchie Highway, Ste 201 Arnold, MD 21012	PC	Annual Fundraiser	None	5,000
TOTAL				6,308,890

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Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
American Conservation Film Festival PO Box 889 Shepherdstown, WV 25443	PC	General Support	None	35,000
As You Sow 1611 Telegraph Avenue, Ste 1450 San Francisco, CA 94104	PC	Hydraulic Fracturing Impact	None	20,000
California Coastkeeper 268 Bush Street, #4313 San Francisco, CA 94104	PC	Polluted Runoff Campaign	None	75,000
Carpe Diem West 209 Caledonia Street, 2nd Fl Sausalito, CA 94965	PC	Healthy Headwaters Meeting	None	500
Chesapeake Region Accessible Boating Inc. PO Box 6564 Annapolis, MD 21401	PC	General Support	None	3,000
Community Initiatives 354 Pine Street, Ste 700 San Francisco, CA 94104	PC	Biodiversity Program	None	15,000
Earth Echo International 2101 I Street NW Suite 800 Washington, DC 20037	PC	General Support	None	35,000
Ecological Rights Foundation 867 Redwood Drive, Suite B Garberville, CA 95542	PC	Humboldt Bay Water Quality	None	25,000
Environmental Action Committee of West Marin PO Box 609 Point Reyes Station, CA 94956	PC	Save Drakes Estero Marine Wilderness Campaign	None	10,000
Environmental Defense Fund 257 Park Avenue South New York, NY 10010	PC	Habitat Exchange Initiative	None	100,000
Environmental Film Festival in the Nation's Capital 1228 1/2 31 st Street NW Washington, DC 20007	PC	General Support	None	10,000
Felidae Conservation Fund 1062 Fort Cronkhite Sausalito, CA 94965	PC	General Support	None	20,000

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Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Fractured Atlas Productions Inc. 248 W 35 th Street, 10 th FL New York, NY 10001	PC	Ocean Pollution Awareness	None	10,000
Friends of the Upper Delaware River 1645 Bump Road East Branch, NY 13756	PC	General Support	None	15,000
Golden Gate Salmon Association 1370 Auto Center Drive Petaluma, CA 94952	PC	General Support	None	10,000
Green Planet Films Inc. PO Box 247 Corte, CA 94976	PC	Green Communications	None	15,000
Gulf Restoration Network 541 Julia Street, Ste 300 New Orleans, LA 70130	PC	The Gulf Future Campaign	None	25,000
Heal the Bay 1444 9 th Street Santa Monica, CA 90401	PC	Water Quality Advocacy	None	20,000
Heyday Institute 1633 University Avenue Berkeley, CA 94703	PC	General Support	None	10,000
International League of Conservation Photographers 1003 K Street NW, Suite 637 Washington, DC 20001	PC	General Support	None	10,000
Klamath-Siskiyou Wildlands Center PO Box 102 Ashland, OR 97520	PC	Rogue Riverkeeper	None	25,000
Los Angeles Waterkeeper 120 Broadway, Suite 105 Santa Monica, CA 90401	PC	Water Quality Advocacy	None	20,000
Make a Difference Media 140 Island Way #259 Clearwater, FL 33767	PC	BLUE Ocean Film Festival and Conservation Event	None	10,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	PC	Technology Initiative	None	150,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 93940	PC	Storytelling Workshop	None	17,304.03

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Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Mt Adams Institute 2453 Highway 141 Trout Lake, WA 98650	PC	Outdoor Education	None	10,000
National Marine Mammal Foundation 2240 Shelter Island Drive Suite 200 San Diego, CA 92106	PC	Seal Pup UME/Fish Stock Assessments & Pup Weights	None	17,115
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	PC	Constituency Building for the Oceans	None	250,000
Ocean Foundation 1990 M Street NW, Suite 250 Washington, DC 20036	PC	Ocean Leadership Fund	None	100,000
Oceana Inc. 175 S Franklin Street Suite 418 Juneau, AK 99801	PC	California Current Forage Species Protection	None	50,000
Organic Farming Research Foundation PO Box 440 Santa Cruz, CA 95061	PC	General Support	None	7,500
Otter Project Inc. PO Box 269 Monterey, CA 93942	PC	Improving Regulation of Agricultural Waste Water Discharges	None	25,000
Parks and People Foundation for Baltimore Recreations and Parks 800 Wyman Park Drive Suite 010 Baltimore, MD 21211	PC	General Support	None	5,000
River Network 208 SW Oak St #300 Portland, OR 97204	PC	River Rescue Fund	None	30,000
Rural California Broadcasting Corp. KRCB-TV Channel 22 5850 Labath Avenue Rohnert Park, CA 94928	PC	Natural Heroes	None	25,000
Russian Riverkeeper PO Box 1335 Healdsburg, CA 95448	PC	Gravel Mining Advocacy and Litigation	None	20,000

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Sailors for the Sea Inc. 449 Thames Street, 300 Ste 4 New Port, RI 02840	PC	Youth Environmental Education	None	5,000
San Francisco Baykeeper 785 Market St Suite 850 San Francisco, CA 94103	PC	General Support	None	60,000
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132	PC	Children's Play Zone	None	763,000
San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132	PC	Tactile Conservation Island	None	100,000
Santa Barbara Channelkeeper 714 Bond Avenue Santa Barbara, CA 93103	PC	Clean Water Advocacy and Enforcement Program	None	20,000
Skytruth Po Box 3283 Shepherdstown, WV 25443	PC	Marcellus Shale Gas Drilling	None	25,000
Summer Search National 500 Sansome Street, Ste 350 San Francisco, CA 94111	PC	Donation	None	1,000
Sustainable Conservation 98 Battery Street, Suite 302 San Francisco, CA 94111	PC	Partners in Restoration	None	30,000
Sustainable Fishery Advocates 500 Seabright Ave Suite 202 Santa Cruz, CA, 95062	PC	General Support	None	80,000
The Coral Reef Alliance 351 California Street, Suite 650 San Francisco, CA 94104	PC	Sustainable Tourism and Coral Reef Conservation	None	50,000
The Nature Conservancy Maryland/DC Chapter 5410 Grosvenor Lane, Ste 100 Bethesda, MD 20814	PC	Hawaii Invasive Species (Kauai)	None	35,000
The Sportsfishing Conservancy 200 Nieto Avenue, Suite 307 Long Beach, CA, 90803	PC	General Support	None	10,000

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Grants Made

Recipient Name/Address	Foundation Status of Recipient	Purpose of Grant	Recipient Relationship	Amount
Tides Foundation 1014 Tomey Avenue San Francisco, CA 94129	PC	Climate Change Media	None	25,000
Trout Unlimited 1300 N. 17 th Street, Ste 500 Arlington, VA 22209	PC	California Water Project	None	40,000
Tuolumne River Preservation Trust 111 New Montgomery St. #205 San Francisco, CA 94105	PC	Bay Area Water Stewardship	None	80,000
University of Southern California 444 South Flower Street 41 st Floor Los Angeles, CA 90071	PC	Shifting Baselines Ocean Media Project	None	65,000
Wildaid Inc. 744 Montgomery Street Suite 300 San Francisco, CA 94111	PC	Reducing Demand for Shark Fin in Asia	None	40,000
TOTAL				2,654,419.03

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

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

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

04

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

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

- The books are in the care of ☒ **2850 QUARRY LAKE DRIVE - BALTIMORE, MD 21209**
Telephone No ☒ **410-413-2801** Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**5 For calendar year **2013**, or other tax year beginning _____, and ending _____6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return☐ Change in accounting period

7 State in detail why you need the extension

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

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	110,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	110,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☒Title ☒ **CERTIFIED PUBLIC ACCOUNTANT** Date ☒