Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/01 , 2013, and ending 09/30, 2014

Name of foundation: TR U/A THE CAMDEN FOUNDATION

A Employer identification number: 31-6024141

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

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

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI, OH 45263-0858

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,477,265.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	61,345.	61,116.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	13,417.			
	b	Gross sales price for all assets on line 6a 473,558.				
	7	Capital gain net income (from Part IV, line 2)		13,417.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	74,762.	74,533.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	660.	330.	NONE	330.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	3,030.	456.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 4	30,687.	30,487.		200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,377.	31,273.	NONE	530.
	25	Contributions, gifts, grants paid	140,000.			140,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	174,377.	31,273.	NONE	140,530.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-99,615.			
	b	**Net investment income** (if negative, enter -0-)		43,260.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	1.	1.	1.
2	Savings and temporary cash investments	36,972.	25,592.	25,592.
3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	1,635,109.	1,726,324.	2,243,320.
c	Investments - corporate bonds (attach schedule) STMT 6	383,459.	204,009.	208,352.
11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,055,541.	1,955,926.	2,477,265.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	2,055,541.	1,955,926.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,055,541.	1,955,926.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,055,541.	1,955,926.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,055,541.
2	Enter amount from Part I, line 27a	2	-99,615.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,955,926.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,955,926.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	473,558.		460,141.	13,417.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				13,417.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	13,417.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	135,030.	2,258,365.	0.059791
2011	134,367.	2,177,604.	0.061704
2010	136,628.	2,260,541.	0.060440
2009	126,726.	2,170,738.	0.058379
2008	142,906.	2,004,722.	0.071285

2	**Total** of line 1, column (d)	2	0.311599
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062320
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,400,412.
5	Multiply line 4 by line 3	5	149,594.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	433.
7	Add lines 5 and 6	7	150,027.
8	Enter qualifying distributions from Part XII, line 4	8	140,530.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	865.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	865.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	865.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	2,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,135.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,135. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	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.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ FIFTH THIRD BANK Telephone no. ▶ (513)579-5160				
	Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP+4 ▶ 45202				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐				
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15			
				Yes	**No**
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870.*		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,402,473.
b	Average of monthly cash balances	1b	34,494.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,436,967.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,436,967.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,555.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,400,412.
6	**Minimum investment return.** Enter 5% of line 5	6	120,021.

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	120,021.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	865.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	865.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	119,156.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	119,156.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	119,156.

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	140,530.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	140,530.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	140,530.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				119,156.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . . . 43,808.				
b From 2009 . . . . . . 19,687.				
c From 2010 . . . . . . 25,295.				
d From 2011 . . . . . . 26,813.				
e From 2012 . . . . . . 23,350.				
f **Total** of lines 3a through e	138,953.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 140,530.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				119,156.
e Remaining amount distributed out of corpus	21,374.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	160,327.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	43,808.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	116,519.			
10 Analysis of line 9:				
a Excess from 2009 . . . 19,687.				
b Excess from 2010 . . . 25,295.				
c Excess from 2011 . . . 26,813.				
d Excess from 2012 . . . 23,350.				
e Excess from 2013 . . . 21,374.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18				140,000.
Total . . . . ▶ **3a**				140,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				NONE	61,345.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	13,417.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	74,762.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 74,762.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
4	THE GOVERNING AGREEMENT
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
8	THE GOVERNING AGREEMENT
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED IN
3	THE GOVERNING AGREEMENT

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 12/04/2014 | Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	144.	144.
FOREIGN DIVIDENDS	3,203.	3,203.
NONDIVIDEND DISTRIBUTIONS	229.	
DOMESTIC DIVIDENDS	39,191.	39,191.
US GOVERNMENT INTEREST REPORTED AS QUALI	1.	1.
NONQUALIFIED FOREIGN DIVIDENDS	2,050.	2,050.
NONQUALIFIED DOMESTIC DIVIDENDS	16,527.	16,527.
TOTAL	61,345.	61,116.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR EXCISE TAX PAID	574.	
EXCISE TAX ESTIMATE	2,000.	
FOREIGN TAXES ON QUALIFIED FOR	291.	291.
FOREIGN TAXES ON NONQUALIFIED	165.	165.
TOTALS	3,030.	456.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	30,487.	30,487.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	30,687.	30,487.	200.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	1,726,324.	2,243,320.
TOTALS	1,726,324.	2,243,320.

TR U/A THE CAMDEN FOUNDATION 31-6024141

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		204,009.	208,352.
	TOTALS	204,009.	208,352.

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
MICHAEL MILLER @ FIFTH THIRD BANK
ADDRESS:
P.O. BOX 630858 MD 1090 HB
CINCINNATI, OH 45263
RECIPIENT'S PHONE NUMBER: 513-534-5160
FORM, INFORMATION AND MATERIALS:
AVAILABLE UPON REQUEST

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

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

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

RECIPIENT NAME:
MAINE COAST HERITAGE TR
ADDRESS:
1 MAIN ST. SUITE 201
TOPHSAM, ME 040486
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MERRYSPRING FOUNDATION
ADDRESS:
CONWAY RD.
CAMDEN, ME
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MINUTE MAN ARC FOR HUMAN
SERVICES
ADDRESS:
1269 MAIN ST.
CONCORD, MA 01742
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
QUEEN CITY FOUNDATION
ADDRESS:
1 WEST FOURTH ST.
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
UNITED WAY OF GREATER CINCINNATI
ADDRESS:
2400 READING RD.
CINCINNATI, OH 45202-1458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 4,000.

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

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE NATURE CONSERVANCY
OHIO CHAPTER
ADDRESS:
6375 RIVERSIDE DR. SUITE 50
DUBLIN, OH 43017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
CINCINNATI NATURE CENTER
ADDRESS:
4949 TEALTOWN RD.
MILFORD, OH 45150
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
MEGUNTICOCK WATERSHED ASSOC
ADDRESS:
P.O. 443
CAMDEN, ME 04843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY
MAINE CHAPTER
ADDRESS:
14 MAINE ST., SUITE 401
BRUNSWICK, ME 04011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
CAMDEN CONFERENCE
ADDRESS:
P.O. BOX 882
CAMDEN, ME 04843-0882
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BAY CHAMBER CONCERTS
ADDRESS:
58 BAY VIEW ST. , STE.1
CAMDEN, ME 04843
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MAINE FARMLAND TRUST
ADDRESS:
97 MAIN STREET
BELFAST, ME 04915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
MERCANTILE LIBRARY
ADDRESS:
414 WALNUT STREET
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROJECT/PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

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

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

RECIPIENT NAME:
RIVERSIDE COMMUNITY CARE
ATTN: KATIE WELCH
ADDRESS:
450 WASHINGTON STRET
MEDHAM, MA 02026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 2,000.

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

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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

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

RECIPIENT NAME:
MAINE NATURAL RESOURCES COUNCIL
ADDRESS:
3 WADE STREET
AUGUSTA, ME 04330
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONS SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 4,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HAITI PROJECTS
ADDRESS:
136 RANTOUL STREET
BEVERLY, MA 01915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
OHIO INNOCENCE PROJECT
UC COLLEGE OF LAW
ADDRESS:
P. O. BOX 210040
CINCINNATI, OH 45221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LEGAL AID SOCIETY OF GTR CINCINNATI
ADDRESS:
215 EAST NINTH STREET, SUITE 200
CINCINNATI, OH 45202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CAMP JOY
ADDRESS:
10117 OLD 3 C HIGHWAY
CLARKSVILLE, OH 45113
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MUSKIE FUND FOR LEGAL SERVICES
ADDRESS:
P. O. BOX 547
PORTLAND, ME 04112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
THE CAMBRIDGE HOMES
ADDRESS:
360 MT. AUBURN STREET
CAMBRIDGE, MA 02138
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
STRAND THEATRE
ADDRESS:
P. O. BOX 433
ROCKLAND, ME 04841
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITABLE
AMOUNT OF GRANT PAID .... 4,000.

TOTAL GRANTS PAID: 140,000.

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
1.0600		CASH	$1.000	$1.06	0.0%	$1.06			
		Uninvested Cash - Total		$1.06	0.0%	$1.06			
14,465.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$14,465.00	0.6%	$14,465.00		$1.45	
11,127.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$11,127.00	0.4%	$11,127.00		$1.11	
		Taxable - Total		$25,592.00	1.0%	$25,592.00		$2.56	
		Cash & Equivalents - Total		**$25,593.06**	**1.0%**	**$25,593.06**		**$2.56**	
Fixed Income									
5,446.6240	FULIX	FEDERATED ULTRA SHORT BD-INS CUSIP - 31428Q747	$9.160	$49,891.08	2.0%	$50,000.00	$(108.92)	$550.11	1.1%
500.0000	AGG	ISHARES CORE US AGGREGATE BOND CUSIP - 464287226	$109.110	$54,555.00	2.2%	$48,870.00	$5,685.00	$1,194.50	2.2%
		Domestic Fixed Income - Total		$104,446.08	4.2%	$98,870.00	$5,576.08	$1,744.61	1.7%
4,537.7420	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	$8.490	$38,525.43	1.6%	$40,000.00	$(1,474.57)	$1,905.85	4.9%
2,107.6340	FIBZX	TEMPLETON INCOME TR TEMPLETON INTL BD FD ADVISOR CUSIP - 880208806	$11.630	$24,511.78	1.0%	$25,207.30	$(695.52)	$684.98	2.8%
		International Fixed Income - Total		$63,037.21	2.5%	$65,207.30	$(2,170.09)	$2,590.83	4.1%

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
1,578.9700	HWHIX	HOTCHKIS & WILEY FUNDS HIGH YIELD CUSIP - 44134R735	$12.900	$20,368.71	0.8%	$20,652.93	$(284.22)	$1,182.65	5.8%
2,242.8790	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	$9.140	$20,499.91	0.8%	$19,278.75	$1,221.16	$1,096.77	5.4%
		High-Yield - Total		$40,868.62	1.7%	$39,931.68	$936.94	$2,279.42	5.6%
		Fixed Income - Total		**$208,351.91**	**8.4%**	**$204,008.98**	**$4,342.93**	**$6,614.86**	**3.2%**
Equities									
600.0000	ABT	ABBOTT LABS CUSIP - 002824100	$41.590	$24,954.00	1.0%	$13,134.57	$11,819.43	$528.00	2.1%
600.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$57.760	$34,656.00	1.4%	$14,243.31	$20,412.69	$1,008.00	2.9%
350.0000	APD	AIR PRODS & CHEMS INC CUSIP - 009158106	$130.180	$45,563.00	1.8%	$26,073.25	$19,489.75	$1,078.00	2.4%
400.0000	AMGN	AMGEN INC CUSIP - 031162100	$140.460	$56,184.00	2.3%	$22,595.00	$33,589.00	$976.00	1.7%
350.0000	AAPL	APPLE INC CUSIP - 037833100	$100.750	$35,262.50	1.4%	$21,399.50	$13,863.00	$658.00	1.9%
1,000.0000	CAG	CONAGRA FOODS INC CUSIP - 205887102	$33.040	$33,040.00	1.3%	$22,040.00	$11,000.00	$1,000.00	3.0%
575.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$76.520	$43,999.00	1.8%	$16,058.96	$27,940.04	$1,679.00	3.8%
700.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$71.760	$50,232.00	2.0%	$27,734.00	$22,498.00	$1,316.00	2.6%
550.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	$74.770	$41,123.50	1.7%	$25,796.92	$15,326.58	$1,749.00	4.3%

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
400.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$94.050	$37,620.00	1.5%	$18,084.00	$19,536.00	$1,104.00	2.9%
1,400.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$25.620	$35,868.00	1.4%	$49,970.67	$(14,102.67)	$1,232.00	3.4%
250.0000	GPC	GENUINE PARTS CO COM CUSIP - 372460105	$87.710	$21,927.50	0.9%	$20,618.80	$1,308.70	$575.00	2.6%
250.0000	HD	HOME DEPOT INC CUSIP - 437076102	$91.740	$22,935.00	0.9%	$19,980.80	$2,954.20	$470.00	2.0%
1,400.0000	INTC	INTEL CORP CUSIP - 458140100	$34.820	$48,748.00	2.0%	$35,714.06	$13,033.94	$1,260.00	2.6%
800.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$60.240	$48,192.00	1.9%	$29,144.00	$19,048.00	$1,280.00	2.7%
200.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$94.810	$18,962.00	0.8%	$19,393.70	$(431.70)	$680.00	3.6%
1,200.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$46.360	$55,632.00	2.2%	$32,297.82	$23,334.18	$1,488.00	2.7%
350.0000	NSC	NORFOLK SOUTHN CORP CUSIP - 655844108	$111.600	$39,060.00	1.6%	$21,764.62	$17,295.38	$798.00	2.0%
500.0000	NTRS	NORTHERN TR CORP CUSIP - 665859104	$68.030	$34,015.00	1.4%	$29,184.10	$4,830.90	$660.00	1.9%
400.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	$93.090	$37,236.00	1.5%	$25,364.00	$11,872.00	$1,048.00	2.8%
1,400.0000	PFE	PFIZER INC CUSIP - 717081103	$29.570	$41,398.00	1.7%	$48,102.32	$(6,704.32)	$1,456.00	3.5%
400.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$83.740	$33,496.00	1.4%	$24,828.00	$8,668.00	$1,029.60	3.1%
450.0000	SLB	SCHLUMBERGER LTD	$101.690	$45,760.50	1.8%	$26,844.75	$18,915.75	$720.00	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 806857108							
250.0000	SBUX	STARBUCKS CORP COM CUSIP - 855244109	$75.460	$18,865.00	0.8%	$20,007.48	$(1,142.48)	$260.00	1.4%
300.0000	TGT	TARGET CORP CUSIP - 87612E106	$62.680	$18,804.00	0.8%	$19,961.60	$(1,157.60)	$624.00	3.3%
225.0000	MMM	3M CO CUSIP - 88579Y101	$141.680	$31,878.00	1.3%	$20,375.96	$11,502.04	$769.50	2.4%
500.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$49.990	$24,995.00	1.0%	$25,049.05	$(54.05)	$1,100.00	4.4%
1,000.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$51.870	$51,870.00	2.1%	$20,160.63	$31,709.37	$1,400.00	2.7%
		Large Cap Domestic - Total		$1,032,276.00	41.7%	$695,921.87	$336,354.13	$27,946.10	2.7%
1,960.4870	ACMVX	AMERICAN CENTURY MID CAP VALUE INV CUSIP - 025076654	$17.050	$33,426.30	1.3%	$23,390.84	$10,035.46	$399.94	1.2%
1,061.4040	GGOIX	GOLDMAN SACHS GROWTH OPPOR-INS CUSIP - 38142Y401	$32.160	$34,134.75	1.4%	$25,088.24	$9,046.51		
600.0000	IJH	ISHARES CORE S&P MID-CAP ETF CUSIP - 464287507	$136.740	$82,044.00	3.3%	$50,676.00	$31,368.00	$1,054.80	1.3%
600.0000	IWM	ISHARES RUSSELL 2000 INDEX FD CUSIP - 464287655	$109.350	$65,610.00	2.6%	$47,604.00	$18,006.00	$901.80	1.4%
886.7140	PRNHX	T ROWE PRICE NEW HORIZONS FD CUSIP - 779562107	$45.890	$40,691.31	1.6%	$28,738.96	$11,952.35	$12.41	
1,857.6220	RYTRX	ROYCE FD TOTAL RETURN FD FUND 267 CUSIP - 780905881	$15.740	$29,238.97	1.2%	$23,661.07	$5,577.90	$245.21	0.8%
		Small & Mid Cap Domestic - Total		$285,145.33	11.5%	$199,159.11	$85,986.22	$2,614.16	0.9%

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
1,815.1580	ARTIX	ARTISAN INTERNATIONAL INV CUSIP - 04314H204	$30.040	$54,527.35	2.2%	$50,000.00	$4,527.35	$530.03	1.0%
1,073.7390	ACINX	COLUMBIA ACORN INTL FUND Z CUSIP - 197199813	$45.380	$48,726.28	2.0%	$44,999.97	$3,726.31	$777.39	1.6%
1,117.8410	AEPFX	EUROPACIFIC GROWTH FD CL F-2 CUSIP - 29875E100	$48.610	$54,338.25	2.2%	$45,000.01	$9,338.24	$641.64	1.2%
16,838.5840	GPIIX	GRANDEUR PEAK INTL OPP INSTL CUSIP - 317609352	$3.450	$58,093.11	2.3%	$50,000.00	$8,093.11	$471.48	0.8%
766.0760	HAINX	HARBOR INTERNATIONAL INST CUSIP - 411511306	$68.970	$52,836.26	2.1%	$44,999.93	$7,836.33	$1,145.28	2.2%
		Developed International - Total		$268,521.25	10.8%	$234,999.91	$33,521.34	$3,565.82	1.3%
2,370.9760	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$38.420	$91,092.90	3.7%	$80,578.16	$10,514.74	$386.47	0.4%
3,602.3860	FFRZX	TEMPLETON FRONTIER MARKETS GLOBAL INVT TR CUSIP - 88019R641	$19.110	$68,841.60	2.8%	$63,000.00	$5,841.60	$1,304.06	1.9%
1,311.6470	THDIX	THORNBURG DEVELOPING WORLD FUND INSTL CL I CUSIP - 885216606	$18.920	$24,816.36	1.0%	$25,000.00	$(183.64)	$90.50	0.4%
9,010.5640	WAEMX	WASATCH EMER MKTS SMALL CAP CUSIP - 936793884	$2.740	$24,688.95	1.0%	$27,810.07	$(3,121.12)	$117.14	0.5%
		Emerging Markets - Total		$209,439.81	8.5%	$196,388.23	$13,051.58	$1,898.17	0.9%
		Equities - Total		**$1,795,382.39**	**72.5%**	**$1,326,469.12**	**$468,913.27**	**$36,024.25**	**2.0%**

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PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies									
2,564.5370	AQRIX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	$11.530	$29,569.11	1.2%	$26,999.92	$2,569.19	$697.55	2.4%
2,323.5800	JSOSX	J P MORGAN TR INCOME OPP SEL CUSIP - 4812A4351	$11.830	$27,487.95	1.1%	$27,000.00	$487.95	$483.30	1.8%
3,313.1850	MFLDX	MAINSTAY FDS TR MARKETFIELD FD CL I CUSIP - 56064B852	$16.850	$55,827.17	2.3%	$53,999.99	$1,827.18	$6.63	
2,824.1140	PAUPX	PIMCO ALL ASSET ALL AUTH FUND CUSIP - 72201M438	$9.900	$27,958.73	1.1%	$29,999.99	$(2,041.26)	$1,508.08	5.4%
2,220.3950	PALPX	PIMCO ALL ASSET FUND CUSIP - 72201M867	$12.300	$27,310.86	1.1%	$27,000.00	$310.86	$1,219.00	4.5%
2,228.1640	WABIX	WELLS FARGO FDS ABSOLUTE RET FUND I CUSIP - 94987W737	$11.370	$25,334.22	1.0%	$25,000.00	$334.22	$430.04	1.7%
1,976.2850	WMCIX	WILLIAM BLAIR FDS ALLOC I CUSIP - 969251784	$13.140	$25,968.38	1.0%	$25,000.00	$968.38	$195.65	0.8%
		Core Diversifier - Total		$219,456.42	8.9%	$214,999.90	$4,456.52	$4,540.25	2.1%
2,455.8770	ASFIX	ABSOLUTE STRATEGIES FUND-I CUSIP - 34984T600	$11.250	$27,628.62	1.1%	$27,000.00	$628.62	$7.37	
1,400.0000	MLPI	UBS E-TRACS ALERIAN MLP INFRASTR ETN ETF CUSIP - 902641646	$45.720	$64,008.00	2.6%	$48,411.24	$15,596.76	$2,569.00	4.0%
		Opportunistic - Total		$91,636.62	3.7%	$75,411.24	$16,225.38	$2,576.37	2.8%
		Alternative Strategies - Total		**$311,093.04**	**12.6%**	**$290,411.14**	**$20,681.90**	**$7,116.62**	**2.3%**

TR U/A THE CAMDEN FOUNDATION

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments									
2,028.3060	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$23.700	$48,070.85	1.9%	$34,635.99	$13,434.86	$1,095.29	2.3%
500.0000	RWX	SPDR DJ INTL REAL ESTATE ETF CUSIP - 78463X863	$41.410	$20,705.00	0.8%	$19,572.33	$1,132.67	$975.50	4.7%
650.0000	VNQ	VANGUARD REIT ETF CUSIP - 922908553	$71.850	$46,702.50	1.9%	$35,234.93	$11,467.57	$1,835.60	3.9%
2,312.3170	IIRWX	VOYA MUT FDS INTL R/E FD W CUSIP - 92914A406	$9.240	$21,365.81	0.9%	$20,000.00	$1,365.81	$1,230.15	5.8%
		Indirect - Total		$136,844.16	5.5%	$109,443.25	$27,400.91	$5,136.54	3.8%
		Real Estate Investments - Total		**$136,844.16**	**5.5%**	**$109,443.25**	**$27,400.91**	**$5,136.54**	**3.8%**
Total Portfolio Positions				**$2,477,264.56**	**100.0%**	**$1,955,925.55**	**$521,339.01**	**$54,894.83**	**2.2%**