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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

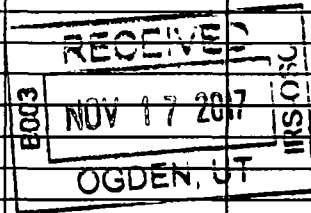
Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation J. BULOW CAMPBELL FOUNDATION		A Employer identification number 58-0566149
Number and street (or P.O. box number if mail is not delivered to street address) 3050 PEACHTREE ROAD, NW, STE. 270	Room/suite	B Telephone number (404) 658-9066
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30305		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 529,915,023.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
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		14,304,361.	14,268,442.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		20,133,599.			
b Gross sales price for all assets on line 6a 171,945,633.					
7 Capital gain net income (from Part IV, line 2)			19,952,302.		
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		-4,297,473.	-3,698,885.		STATEMENT 2
12 Total. Add lines 1 through 11		30,140,487.	30,521,859.		
13 Compensation of officers, directors, trustees, etc		517,852.	51,785.		466,067.
14 Other employee salaries and wages		292,308.	43,846.		248,462.
15 Pension plans, employee benefits		346,644.	40,918.		306,511.
16a Legal fees STMT 3		12,871.	644.		12,227.
b Accounting fees STMT 4		62,371.	31,186.		31,186.
c Other professional fees STMT 5		5,679,820.	5,658,774.		21,047.
17 Interest					
18 Taxes STMT 6		254,315.	0.		0.
19 Depreciation and depletion		2,802.	0.		
20 Occupancy		141,379.	7,069.		134,310.
21 Travel, conferences, and meetings		36,281.	1,814.		34,467.
22 Printing and publications		10,283.	514.		9,769.
23 Other expenses STMT 7		81,247.	3,460.		77,787.
24 Total operating and administrative expenses. Add lines 13 through 23		7,438,173.	5,840,010.		1,341,833.
25 Contributions, gifts, grants paid		24,852,990.			24,852,990.
26 Total expenses and disbursements. Add lines 24 and 25		32,291,163.	5,840,010.		26,194,823.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-2,150,676.			
b Net investment income (if negative, enter -0-)			24,681,849.		
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			3,584,780.	5,024,913.	5,024,913.
	3. Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4. Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5. Grants receivable					
	6. Receivables due from officers, directors, trustees, and other disqualified persons					
	7. Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8. Inventories for sale or use					
	9. Prepaid expenses and deferred charges					
	10a. Investments - U.S. and state government obligations					
	b. Investments - corporate stock STMT 10			227,687,634.	275,028,193.	275,028,193.
	c. Investments - corporate bonds STMT 11			31,071,777.	42,433,541.	42,433,541.
	11. Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12. Investments - mortgage loans						
13. Investments - other STMT 12			238,968,178.	205,461,188.	205,461,188.	
14. Land, buildings, and equipment: basis ▶ 225,516.						
Less: accumulated depreciation ▶ 213,006.			10,831.	12,510.	12,510.	
15. Other assets (describe ▶ STATEMENT 13)			23,156,149.	1,954,678.	1,954,678.	
16. Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)			524,479,349.	529,915,023.	529,915,023.	
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					
	22. Other liabilities (describe ▶ STATEMENT 14)			1,824,606.	1,819,254.	
23. Total liabilities (add lines 17 through 22)			1,824,606.	1,819,254.		
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			522,654,743.	528,095,769.	
	25. Temporarily restricted					
	26. Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐					
	27. Capital stock, trust principal, or current funds					
	28. Paid-in or capital surplus, or land, bldg., and equipment fund					
	29. Retained earnings, accumulated income, endowment, or other funds					
30. Total net assets or fund balances			522,654,743.	528,095,769.		
31. Total liabilities and net assets/fund balances			524,479,349.	529,915,023.		

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	522,654,743.
2. Enter amount from Part I, line 27a	2	-2,150,676.
3. Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	7,738,934.
4. Add lines 1, 2, and 3	4	528,243,001.
5. Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	147,232.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	528,095,769.

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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 INVESTMENT PORTFOLIO	P		
b ADDITIONAL PASS-THRU FROM K-1 INVESTMENTS	P		
c PASS-THRU UBI FROM K-1 INVESTMENTS	P		
d TAX BASIS ADJUSTMENTS ON K-1 UNIT SALES	P		
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 173,224,364.		144,533,967.	28,690,397.
b -1,460,027.			-1,460,027.
c 181,296.			181,296.
d		7,278,067.	-7,278,067.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			28,690,397.
b			-1,460,027.
c			181,296.
d			-7,278,067.
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	20,133,599.
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))
2015	26,941,822.	537,674,908.	.050108
2014	28,568,936.	546,224,084.	.052303
2013	26,304,715.	512,062,677.	.051370
2012	26,571,505.	481,750,200.	.055156
2011	16,184,408.	484,954,039.	.033373

2 Total of line 1, column (d)	2	.242310
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	.048462
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	516,649,787.
5 Multiply line 4 by line 3	5	25,037,882.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	246,818.
7 Add lines 5 and 6	7	25,284,700.
8 Enter qualifying distributions from Part XII, line 4	8	26,200,351.

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	246,818.
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	246,818.
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	246,818.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	866,108.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	866,108.	
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	619,290.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 619,290. Refunded ☐	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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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) ☒ GA		
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 2016 or the taxable year beginning in 2016 (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

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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)		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)	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP://WWW.JBCF.ORG/	X	
14 The books are in care of ▶ J. BULOW CAMPBELL FOUNDATION Telephone no. ▶ (404) 658-9066 Located at ▶ 3050 PEACHTREE ROAD, NW, STE. 270, ATLANTA, GA ZIP+4 ▶ 30305		
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 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____	2b	
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 2016 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 2016.) 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 2016?	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 4945(d)(4)(A)? (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)?

N/A

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

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

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 16		517,852.	111,286.	12,000.

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
ELIZABETH E. KATES - 3050 PEACHTREE ROAD, NW, STE. 270, ATLANTA, GA	DIRECTOR OF FINANCE 40.00	105,858.	36,919.	6,000.
ELIZABETH K. JARRARD - 3050 PEACHTREE ROAD, NW, STE. 270,	GRANTS ADMINISTRATOR 40.00	98,992.	42,112.	6,000.
ANNE G. GREENE - 3050 PEACHTREE ROAD, NW, STE. 270, ATLANTA, GA	OFFICE MANAGER 40.00	71,700.	23,030.	11,250.

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
GEM REALTY CAPITAL, INC. - 900 N. MICHIGAN AVE., STE. 1450, CHICAGO, IL 60611	INVESTMENT MANAGEMENT SERVICES	397,471.
HIGHFIELDS CAPITAL MGMT, LP - 200 CLARENDON ST., 52ND FLOOR, BOSTON, MA 02116	INVESTMENT MANAGEMENT SERVICES	392,787.
OCH-ZIFF CAPITAL MGMT GROUP - 9 WEST 57TH STREET, 39TH FLOOR, NEW YORK, NY 10019	INVESTMENT MANAGEMENT SERVICES	382,054.
SILCHESTER - C/O NORTHERN TRUST, 50 LASALLE, CHICAGO, IL 60603	INVESTMENT MANAGEMENT SERVICES	376,452.
MARATHON ASSET MANAGEMENT - C/O NORTHERN TRUST, 801 S. CANAL STREET, CHICAGO, IL 60607	INVESTMENT MANAGEMENT SERVICES	372,640.
Total number of others receiving over \$50,000 for professional services		26

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	514,083,740.
b	Average of monthly cash balances	1b	10,433,810.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	524,517,550.
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	524,517,550.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,867,763.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	516,649,787.
6	Minimum investment return. Enter 5% of line 5	6	25,832,489.

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	25,832,489.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	246,818.
2b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	246,818.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	25,585,671.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	25,585,671.
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	25,585,671.

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	26,194,823.
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	5,528.
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	26,200,351.
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	246,818.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,953,533.

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.

Form 990-PF (2016)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				25,585,671.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			10,650,574.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 26,200,351.				
a Applied to 2015, but not more than line 2a			10,650,574.	
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 2016 distributable amount				15,549,777.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				10,035,894.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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				
GRANTS PAID (PART XV, LINE 3 ATTACHMENT)	NONE	PUBLIC CHARITY	SUPPORT EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	24,852,990.
Total			3a	24,852,990.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2016)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900099	35,919.	14	14,268,442.	
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	900099	-598,588.	14	-3,698,885.	
8 Gain or (loss) from sales of assets other than inventory	900099	181,296.	18	19,952,303.	
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)		-381,373.		30,521,860.	0.
13 Total. Add line 12, columns (b), (d), and (e)					30,140,487.

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

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

[illegible]

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
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- | | | | |
|---|--------------|------------|-----------|
| 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? | | Yes | No |
| 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
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No
	 Signature of officer or trustee	11-9-17 Date	EXECUTIVE DIRECTOR Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	GREGORY W. HAYES		11-7-17		P00054246
	Firm's name ► MOORE STEPHENS TILLER LLC			Firm's EIN ► 58-0673524	
	Firm's address ► 1960 SATELLITE BLVD., SUITE 3600 DULUTH, GA 30097			Phone no. (770) 995-8800	

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
ADDITIONAL PASS-THRU FROM K-1 INVESTMENTS	4,785,474.	0.	4,785,474.	4,785,474.		
INVESTMENT PORTFOLIO	9,482,968.	0.	9,482,968.	9,482,968.		
PASS-THRU UBI FROM K-1 INVESTMENTS	35,919.	0.	35,919.	0.		
TO PART I, LINE 4	14,304,361.	0.	14,304,361.	14,268,442.		

FORM 990-PF		OTHER INCOME		STATEMENT 2	
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INVESTMENT INCOME		-899,832.	-899,832.		
PASS-THRU FROM K-1 INVESTMENTS		-2,799,053.	-2,799,053.		
PASS-THRU UBI FROM K-1 INVESTMENTS		-598,588.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11		-4,297,473.	-3,698,885.		

FORM 990-PF		LEGAL FEES		STATEMENT 3	
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL		12,871.	644.		12,227.
TO FM 990-PF, PG 1, LN 16A		12,871.	644.		12,227.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	62,371.	31,186.		31,186.
TO FORM 990-PF, PG 1, LN 16B	62,371.	31,186.		31,186.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CONSULTANT & MGMT FEES	5,610,312.	5,610,312.		0.
CUSTODIAL/TRUSTEE FEES	59,870.	44,903.		14,968.
OTHER - PAYROLL PROCESSING	3,298.	389.		2,909.
OTHER - IT CONSULTANT	6,340.	3,170.		3,170.
TO FORM 990-PF, PG 1, LN 16C	5,679,820.	5,658,774.		21,047.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL NII EXCISE TAX	249,154.	0.		0.
DEFERRED FEDERAL NII EXCISE TAX	5,161.	0.		0.
TO FORM 990-PF, PG 1, LN 18	254,315.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 7	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE/POSTAGE	8,485.	424.		8,061.
TELEPHONE/TECHNOLOGY	7,819.	391.		7,428.
INSURANCE	11,957.	598.		11,359.
ASSOCIATION/TEO ORGANIZATIONAL				
DUES/MEMBERSHIPS	12,052.	0.		12,052.
MISC./OTHER	12,731.	637.		12,094.
EQUIPMENT/RENTAL/REPAIRS	28,203.	1,410.		26,793.
TO FORM 990-PF, PG 1, LN 23	81,247.	3,460.		77,787.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
UNREALIZED DEPRECIATION IN INVESTMENT PORTFOLIO		460,867.
BOOK/TAX DIFF: TAX BASIS ADJUSTMENTS ON K-1 INVESTMENT UNIT/SHARE SALES		7,278,067.
TOTAL TO FORM 990-PF, PART III, LINE 3		7,738,934.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 9
DESCRIPTION		AMOUNT
BOOK/TAX DIFF: ADDITIONAL K-1 INCOME RECOGNITION		145,021.
BOOK/TAX DIFF: OTHER		2,211.
TOTAL TO FORM 990-PF, PART III, LINE 5		147,232.

FORM 990-PF	CORPORATE STOCK	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES & EQUITY BASED FUNDS	275,028,193.	275,028,193.
TOTAL TO FORM 990-PF, PART II, LINE 10B	275,028,193.	275,028,193.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS & FIXED INCOME BASED FUNDS	42,433,541.	42,433,541.
TOTAL TO FORM 990-PF, PART II, LINE 10C	42,433,541.	42,433,541.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	FMV	205,461,188.	205,461,188.
TOTAL TO FORM 990-PF, PART II, LINE 13		205,461,188.	205,461,188.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL NII EXCISE TAX	475,016.	619,290.	619,290.
DEFERRED COMP ASSETS HELD IN TRUST	181,133.	178,210.	178,210.
INVESTMENT PROCEEDS IN TRANSIT	22,500,000.	1,157,178.	1,157,178.
TO FORM 990-PF, PART II, LINE 15	23,156,149.	1,954,678.	1,954,678.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
STATE UBI TAX PAYABLE	6,699.	0.
DEFERRED FEDERAL NII EXCISE TAX	1,550,013.	1,555,174.
DEFERRED COMPENSATION LIABILITIES	267,894.	264,080.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,824,606.	1,819,254.

FORM 990-PF

EXPLANATION CONCERNING PART VII-A, LINE 12

STATEMENT 15

EXPLANATION

THE FOUNDATION HAS A DONOR ADVISED FUND WITH THE COMMUNITY FOUNDATION FOR GREATER ATLANTA. CONTRIBUTIONS TO THE DONOR ADVISED FUND REPRESENT IRREVOCABLE GIFTS. THE FOUNDATION CAN MAKE ADVISORY RECOMMENDATIONS FOR DISTRIBUTIONS FROM THE DONOR ADVISED FUND, BUT CFGA RETAINS THE ULTIMATE AUTHORITY AND CONTROL OVER THE FUND.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 16
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BICKERTON W. CARDWELL, JR. 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	CHAIRMAN 1.00	0.	0.	0.
RICHARD C. PARKER 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	VICE-CHAIRMAN 1.00	0.	0.	0.
JOHN W. STEPHENSON 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	EXECUTIVE DIRECTOR 40.00	371,599.	61,343.	6,000.
ELIZABETH H. VERNER 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	ASSOCIATE DIRECTOR 40.00	146,253.	49,943.	6,000.
DAVID B. ALLMAN 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
MALON W. COURTS 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
JAMES B. PATTON 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
WILLIAM C. WARREN, IV, MD 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
S. ZACHARY YOUNG 3050 PEACHTREE RD, NW, STE. 270 ATLANTA, GA 30305	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		517,852.	111,286.	12,000.

J. Bulow Campbell Foundation
FORM 990-PF, PART XV, LINE 3a Detail
December 31, 2016

Grantee	Amount Paid	Date
Boys & Girls Clubs of North Georgia	\$ 150,000.00	1/13/2016
American Cancer Society	\$ 54,000.00	2/17/2016
Feed My Lambs	\$ 101,896.00	2/17/2016
Centennial Academy	\$ 300,000.00	3/3/2016
Jewish Family & Career Services	\$ 500,000.00	3/14/2016
The Museum School Foundation	\$ 250,000.00	3/14/2016
Good Samaritan Health Center of Gwinnett	\$ 340,000.00	4/1/2016
Ron Clark Academy	\$ 112,000.00	4/1/2016
North Cobb Christian School	\$ 400,000.00	4/13/2016
The Callanwolde Foundation Inc.	\$ 200,000.00	4/13/2016
The Good Samaritan Health Center, Inc.	\$ 250,000.00	4/20/2016
Athens Academy	\$ 500,000.00	5/5/2016
Fellowship of Christian Athlete	\$ 135,420.00	5/5/2016
Cornerstone Christian Academy	\$ 250,000.00	6/24/2016
Cristo Rey Atlanta Jesuit High School, Inc.	\$ 1,000,000.00	6/24/2016
Georgia Court Appointed Special Advocates	\$ 100,000.00	6/24/2016
Marist School	\$ 750,000.00	6/24/2016
Anderson University	\$ 500,000.00	6/30/2016
Greater Atlanta Christian Schools	\$ 1,000,000.00	6/30/2016
St. Jude's Recovery Center	\$ 600,000.00	7/11/2016
InterVarsity Christian Fellowship USA	\$ 75,000.00	9/1/2016
The Salvation Army	\$ 212,000.00	9/1/2016
Boys & Girls Clubs of Toombs	\$ 250,000.00	9/15/2016
Atlanta Historical Society, Inc	\$ 1,503,269.00	10/18/2016
Food Bank of Northeast Georgia	\$ 750,000.00	10/18/2016
Trees Atlanta, Inc.	\$ 500,000.00	10/18/2016
Trinity School	\$ 500,000.00	10/18/2016
Bright Futures Atlanta	\$ 150,000.00	10/19/2016
American National Red Cross	\$ 100,000.00	11/8/2016
The Salvation Army	\$ 100,000.00	11/8/2016
Ridge Haven	\$ 330,000.00	11/29/2016
Annandale at Suwanee, Inc.	\$ 200,000.00	12/6/2016
Lee University	\$ 1,000,000.00	12/7/2016
Westminster Schools of Augusta	\$ 1,000,000.00	12/7/2016
Fellowship of Christian Athletes	\$ 39,405.00	12/8/2016
Sheltering Arms	\$ 600,000.00	12/16/2016
Deerfield-Windsor School	\$ 50,000.00	12/23/2016
Atlanta Historical Society, Inc	\$ 2,500,000.00	12/27/2016
LaGrange College	\$ 1,000,000.00	12/27/2016
Robert W. Woodruff Arts Center	\$ 3,500,000.00	12/27/2016
Saint Joseph's Mercy Foundation, Inc.	\$ 1,000,000.00	12/27/2016
The Community Foundation For Greater Atlanta, Inc.	\$ 2,000,000.00	12/27/2016
	<u>\$ 24,852,990.00</u>	