



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)**2009**Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

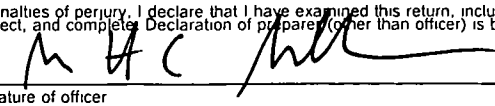
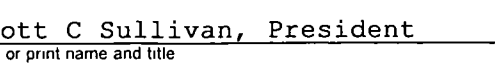
Open to Public Inspection**For the 2009 calendar year, or tax year beginning , 2009, and ending ,**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See specific instructions.	C Name of organization BRUCE BARCLAY CAMERON FOUNDATION, INC		D Employer identification number 05-0561398
		Number and street (or P O box if mail is not delivered to street addr) Room/suite PO BOX 3649		E Telephone number (910) 762-2672
		City, town or country State ZIP code + 4 WILMINGTON NC 28406		G Gross receipts \$ 4,222,129.
		F Name and address of principal officer Scott C Sullivan P O Box 3649 Wilmington NC 28406		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
J Website: ▶ N/A				
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				
L Year of formation 2002 M State of legal domicile NC				
H(c) Group exemption number ▶				

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>To Support the Arts through the Louise Wells Cameron Art Museum</u>				
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets				
	3	Number of voting members of the governing body (Part VI, line 1a)	3	7	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	0	
	5	Total number of employees (Part V, line 2a)	5	0	
	6	Total number of volunteers (estimate if necessary)	6	0	
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b		
	Expenses	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		9	Program service revenue (Part VIII, line 2g)		27,000.
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,006,991.	1,867,927.	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10d, and 11a)	8,882.	-28,606.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,015,873.	1,866,321.	
13		Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,543,664.	1,937,600.	
14		Benefits paid to or for members (Part IX, column (A), line 4)			
15		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			
16a		Professional fundraising fees (Part IX, column (A), line 11e)			
16b		Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.			
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	121,251.	175,038.		
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,664,915.	2,112,638.		
19	Revenue less expenses Subtract line 18 from line 12	3,350,958.	-246,317.		
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year	End of Year	
	21	Total liabilities (Part X, line 26)	34,996,094.	34,884,353.	
	22	Net assets or fund balances Subtract line 21 from line 20	81,332.	142,929.	
			34,914,762.	34,741,424.	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.		
	Signature of officer 	Date 5-13-2010	
Paid Preparer's Use Only	Preparer's signature 		Preparer's identifying number (see instructions) _____
	Firm's name (or yours if self-employed), address, and ZIP + 4 _____		EIN ▶ _____
	Date _____		Phone no ▶ _____
	Check if self-employed <input type="checkbox"/>		May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 07/20/09 Form 990 (2009)

617 25

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

To Support the Arts through the Louise Wells Cameron Art Museum2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 900,000. including grants of \$ 0.) (Revenue \$ 0.)Support of local Art Museum4b (Code _____) (Expenses \$ 1,000,000. including grants of \$ 0.) (Revenue \$ 0.)First Presbyterian Church4c (Code _____) (Expenses \$ 25,000. including grants of \$ 0.) (Revenue \$ 0.)Local Boy Scouts of America

4d Other program services. (Describe in Schedule O.)

(Expenses \$ 12,600. including grants of \$ 0.) (Revenue \$ 0.)4e Total program service expenses ▶ 1,937,600.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11 Is the organization's answer to any of the following questions 'Yes'? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
• Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI		
• Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		
• Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If 'Yes,' complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statement for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII		X
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If 'Yes,' complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

BAA

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1 a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
1 b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> this return (see instructions)		
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3 b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule Q		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		X
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7 e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
9 a	Did the organization make any taxable distributions under section 4966?		X
9 b	Did the organization make any distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter		
10 a	Initiation fees and capital contributions included on Part VIII, line 12		
10 b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11 a	Gross income from other members or shareholders		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		

BAA

Form 990 (2009)

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

	Yes	No
1 a Enter the number of voting members of the governing body		
1 b Enter the number of voting members that are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10 a Does the organization have local chapters, branches, or affiliates?		X
b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		X
11 A Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13		X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done		
13 Does the organization have a written whistleblower policy?		X
14 Does the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers of key employees of the organization		X
If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions.)		
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► North Carolina

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.

► JABE V HARDEE 1201 GLEN MEADE ROAD WILMINGTON, NC 28401 (910) 762-2676

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)
----------	--

[illegible]

1 b Total

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ▶

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes" complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of Services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 27,000.				
	g Noncash contribns included in lns 1a-1f	\$				
	h Total. Add lines 1a-1f		27,000.			
PROGRAM SERVICE REVENUE	Business Code					
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		346,494.	0.	0.	346,494.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real	9,526.			
		(ii) Personal				
		b Less rental expenses				
	c Rental income or (loss)	9,526.				
	d Net rental income or (loss)		9,526.	0.	0.	9,526.
	7 a Gross amount from sales of assets other than inventory	(i) Securities	3,825,479.			
		(ii) Other	51,762.			
		b Less cost or other basis and sales expenses	2,353,530.	2,278.		
		c Gain or (loss)	1,471,949.	49,484.		
	d Net gain or (loss)		1,521,433.	0.	0.	1,521,433.
	8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a Columbia Gas Easement		2,900.	0.	0.	2,900.	
b Royalties		3,720.	0.	0.	3,720.	
c						
d All other revenue		-44,752.	0.	0.	-44,752.	
e Total. Add lines 11a-11d		-38,132.				
12 Total revenue. See instructions		1,866,321.	0.	0.	1,839,321.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	1,937,600.	1,937,600.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B))				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management	10,500.	0.	10,500.	0.
b Legal	1,525.	0.	1,525.	0.
c Accounting				
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	104.	0.	104.	0.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a <u>PROPERTY TAX</u>	18,749.	0.	18,749.	0.
b <u>FOREIGN TAX PAID</u>	1,206.	0.	1,206.	0.
c <u>INSURANCE</u>	102,284.	0.	102,284.	0.
d <u>Timber Maintenance</u>	3,335.	0.	3,335.	0.
e _____				
f All other expenses	37,335.	0.	37,335.	0.
25 Total functional expenses. Add lines 1 through 24f	2,112,638.	1,937,600.	175,038.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

BAA

Form 990 (2009)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing	105,672.	1	103,381.
	2 Savings and temporary cash investments	11,080,235.	2	8,516,160.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	1,294.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation.	10b	10c	
	11 Investments – publicly-traded securities	11,776,115.	11	14,282,398.
	12 Investments – other securities See Part IV, line 11	550,000.	12	499,901.
	13 Investments – program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	11,484,072.	15	11,481,219.
16 Total assets Add lines 1 through 15 (must equal line 34)	34,996,094.	16	34,884,353.	
LIABILITIES	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue	81,332.	19	142,929.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	81,332.	26	142,929.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	32,831,502.	30	32,831,502.
	31 Paid-in or capital surplus, or land, building, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	2,083,260.	32	1,909,922.
	33 Total net assets or fund balances	34,914,762.	33	34,741,424.
	34 Total liabilities and net assets/fund balances	34,996,094.	34	34,884,353.

BAA

Form 990 (2009)

Part XI Financial Statements and Reporting1 Accounting method used to prepare the Form 990 ☒ Cash ☐ Accrual ☐ Other

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

2a Yes No X

b Were the organization's financial statements audited by an independent accountant?

2b Yes No X

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

2c Yes No

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

3a Yes No X

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

3b Yes No

BAA

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

BRUCE BARCLAY CAMERON FOUNDATION, INC

Employer identification number

05-0561398

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☒ Type I
 - b ☐ Type II
 - c ☐ Type III — Functionally integrated
 - d ☐ Type III — Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? ☐

- (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organizations

(i) Name of Supported Organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of Support
			Yes	No	Yes	No	Yes	No	
LOUISE WELLS CAMERON ART	56-0812213	Museum-Community Service	X		X		X		900,000.
Total									900,000.

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.						
4 Total. Add lines 1-through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33-1/3 support test — 2009. If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 33-1/3 support test — 2008. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test — 2009 If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test — 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶ <input type="checkbox"/>		

BAA

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

- 19a **33-1/3 support tests – 2009.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶ ☐
- b **33-1/3 support tests – 2008.** If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶ ☐
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶ ☐

Part IV	Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.
----------------	--

This image shows a full page of white paper designed for handwriting practice. It features 20 evenly spaced, horizontal dashed lines that run across the entire width of the page. The lines are thin and black, providing a guide for letter height and placement. There are no margins, text, or other markings on the page.

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

- ▶ Complete if the organization answered 'Yes,' to Form 990,
Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

Employer identification number

BRUCE BARCLAY CAMERON FOUNDATION, INC

05-0561398

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition

b ☐ Scholarly research

c ☐ Preservation for future generations

d ☐ Loan or exchange programs

e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

	Amount
1 c	
1 d	
1 e	
1 f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2 a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV

Part V Endowment Funds Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net Investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Term endowment ▶ _____ %

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶

BAA

Schedule D (Form 990) 2009

Part XIV	Supplemental Information <i>(continued)</i>
-----------------	--

[illegible]

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

2009

Complete if the organization answered "Yes," to Form 990, Part IV, lines 21 or 22.
 ▶ Attach to Form 990.

Employer Identification number

05-0561398

Part I	General Information on Grants and Assistance
---------------	---

- ☒ Yes ☐ No

Part IV and Schedule I-1 (Form 990) if additional space is needed

	(a) Name and address of organization or overraper	(b) EIN	(c) IRC section applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, etc.)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
1								

- | | |
|---|---|
| 0 | 6 |
|---|---|

TEFA3901 02/10/10

Schedule I (Form 990) 2009

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

Open to Public Inspection

Name of the organization

Employer identification number

BRUCE BARCLAY CAMERON FOUNDATION, INC

05-0561398

Pt VI-A, Line 2 Bruce B Cameorn and Scott S Sullivan Family Relationship

Pt VI-B, Line 11A Tax return reviewed by Vice President/Treasurer and a Board Member

Pt VI-C, Line 19 Upon Request at the office location on record

Part X Line 19 Calls for securities expiring after 12/31/2009

Supporting Statement of:

Form 990 p 2/Other Expenses-1

Description	Amount
Bellevue Cemetery Foundation	11,500.
Historic Wilmington Foundation	1,000.
BC Forestry Foundation	100.
Total	<u>12,600.</u>

Supporting Statement of:

Form 990 p 9/Other amt. not included

Description	Amount
Raiford Trask Jr Donation	27,000.
Total	<u>27,000.</u>

Supporting Statement of:

Form 990 p 9/Line 3 Column D

Description	Amount
2008 BA Hedge Funds K-1 Interest Reported	-1,567.
2008 BA Hedge Funds K-1 Interest Actual	1,132.
2008 BA Hedge Funds K-1 Dividends Reported	-3,101.
2008 BA Hedge Funds K-1 Dividends Actual	8,709.
2008 BA Hedge Funds K-1 Foreign Dividends Reported	-772.
2008 BA Hedge Funds K-1 Foreign Dividends Actual	2,845.
SelectInvest Institutional K-1 Interest	2.
Graham Alternative Investment K-1 Interest	4.
Graham Alternative Investment K-1 Dividends	1,913.
Aurora Global Opportunities K-1 Interest	3.
Bank of America Interest	7,810.
BB&T Interest	52,136.
NewBridge Interest	824.
Wachovia Interest	4,296.
Scott & Stringfellow Interest	29,565.
Scott & Stringfellow Dividends	242,607.
Wells Fargo Dividends	88.
Total	<u>346,494.</u>

Supporting Statement of:

Form 990 p 9/Real Gross Rents

Description	Amount
Jackey's Creek K-1 Net Rental Real Estate Loss	-574.
Land Lease Bill Board	1,600.
March Riddle Tower Rent	5,950.
Hunt Lease	2,550.
Total	<u>9,526.</u>

Supporting Statement of:

Form 990 p 9/Sales of Securities

Description	Amount
Mutual Fund - Selectinvest Institutional	40,700.
Sale of Stock See Attached	3,784,779.
Total	<u>3,825,479.</u>

Supporting Statement of:

Form 990 p 9/Gross Basis Amount

Description	Amount
Mutual Fund - Selectinvest Institutional	50,099.
Sale of Stock See Attached	2,303,431.
Total	<u>2,353,530.</u>

Supporting Statement of:

Form 990 p 9/Sales of Other Assets

Description	Amount
Sold Elk River Big Sandy	51,762.
Total	<u>51,762.</u>

Supporting Statement of:

Form 990 p 9/Personal Cost Basis

Description	Amount
Sold Elk River Big Sandy	2,278.
Total	<u>2,278.</u>

Supporting Statement of:

Form 990 p 9/Line 6d Column D

Description	Amount
Securities	1,471,949.
Other	49,484.
Total	<u>1,521,433.</u>

Supporting Statement of:

Form 990 p 9/Line 11d Oth Rev Exc Tax-1

Description	Amount
BA Hedge Fund K-1 ST Cap Gain - Estimated	76,384.
BA Hedge Fund K-1 LT Cap Loss - Estimated	-91,322.
2008 K-1 BA Hedge Fund ST Cap Loss - Reported	1,695.
2008 K-1 BA Hedge Fund ST Cap Loss - Actual	-5,674.
2008 K-1 BA Hedge Fund LT Cap Gain - Reported	-1,314.
2008 K-1 BA Hedge Fund LT Cap Loss - Actual	-15,033.
Selectinvest Institutional LT Cap Lss	-9,488.
Total	<u>-44,752.</u>

Supporting Statement of:

Form 990 p 10/Line 1 col (B)

Description	Amount
Bellevue Cemetery Foundation	11,500.
Cape Fear Council Boy Scouts of America	25,000.
First Presbyterian Church	1,000,000.
Historic Wilmington Foundation	1,000.
Louise Wells Cameron Art Museum	900,000.
NC Forestry Foundation	100.
Total	<u>1,937,600.</u>

Supporting Statement of:

Form 990 p 10/Line 24f col (C) -2

Description	Amount
Deduction Portfolio (2% Floor)	5,212.
Other Deductions	1,704.
Investment Interest Expense	7,060.
Foreign Tax Paid	397.
Foreign Interest	7,060.
Total	<u>21,433.</u>

Supporting Statement of:

Form 990 p 10/Line 24f col (C) -3

Description	Amount
Deduction Portfolio (2% Floor)	651.
Total	<u>651.</u>

Supporting Statement of:

Form 990 p 10/Line 24f col (C) -4

Description	Amount
Deduction Portfolio (2% Floor)	1,277.
Total	<u>1,277.</u>

Supporting Statement of:

Form 990 p 10/Line 24f col (C) -5

Description	Amount
Deduction Portfolio (2% Floor)	929.
Total	<u>929.</u>

Supporting Statement of:

Form 990 p 11/Line 2, column (B)

Description	Amount
BB&T Checking	294,530.

Continued

Supporting Statement of:

Form 990 p 11/Line 2, column (B)

Description	Amount
Wachovia Hedge Fund	41,078.
Wells Fargo	1,004,296.
Scott & Stringfellow	3,615,854.
Bank of America	1,081,666.
BB&T IDA	2,443,000.
NewBridge	35,736.
Total	<u>8,516,160.</u>

Supporting Statement of:

Form 990 p 11/Line 4, column (B)

Description	Amount
WV Tax Withheld on Sale of Land	1,294.
Total	<u>1,294.</u>

Supporting Statement of:

Form 990 p 11/Line 32, column (B)

Description	Amount
Retained Earnings	2,135,031.
Current Year Retained Earnings	-225,109.
Total	<u>1,909,922.</u>

Schedule O (Form 990), Supplemental Information to Form 990

Form 990, Page 2, Part III, Line 4d (continued)

4d Describe the exempt purpose achievements for each of the organization's other program services. Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

Code.	Description.
	<u>Community service and awareness</u>
Expenses	<u>12,600.</u>
Grants Of	<u>0.</u>
Revenue	<u>0.</u>

May 10, 2010

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860
PO BOX 3649
WILMINGTON, NC 28406

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
BANKAMERICA CORP	11/09/1983	10/19/2009	10,696.000	184,979.88	31,224.97		153,754.91	153,754.91
BANKAMERICA CORP	07/15/1985	10/19/2009	3,304.000	57,140.38	16,985.76		40,154.62	40,154.62
BANKAMERICA CORP	09/23/1986	10/19/2009	6,000.000	103,765.82	32,413.42		71,352.40	71,352.40
			20,000.000	345,886.08	80,624.15		265,261.93	265,261.93
BARRICK GOLD CORP	04/14/2009	11/23/2009	1,000.000	40,773.66	29,636.05	11,137.61		11,137.61
BB&T CORPORATION	04/14/1988	08/19/2009	3,600.000	80,542.16	21,060.85		59,481.31	59,481.31
BB&T CORPORATION	04/14/1988	08/24/2009	2,900.000	64,843.34	16,965.68		47,877.66	47,877.66
BB&T CORPORATION	04/14/1988	09/21/2009	2,005.000	52,707.87	11,729.72		40,978.15	40,978.15
BB&T CORPORATION	05/08/2006	09/21/2009	995.000	26,156.77	43,205.84		-17,049.07	-17,049.07
			3,000.000	78,864.64	54,935.56		23,929.08	23,929.08
			9,500.000	224,250.14	92,962.09		131,288.05	131,288.05
BP AMOCO PLC ADS	02/26/1992	11/10/2009	2,900.000	162,962.68	50,328.85		112,633.83	112,633.83
BP AMOCO PLC ADS	02/26/1992	11/10/2009	2,000.000	108,049.20	34,709.54		73,339.66	73,339.66
BP AMOCO PLC ADS	02/26/1992	11/23/2009	100.000	5,557.47	1,735.48		3,821.99	3,821.99
			5,000.000	276,569.35	86,773.87		189,795.48	189,795.48
BP PRUDHOE BAY ROYALTY	06/22/2009	10/07/2009	100.000	7,153.13	6,744.84	408.29		408.29
BP PRUDHOE BAY ROYALTY	06/22/2009	10/13/2009	1,400.000	100,656.03	94,427.70	6,228.33		6,228.33
			1,500.000	107,809.16	101,172.54	6,636.62		6,636.62

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL ABT AUG 49 09 08/22/2009	08/22/2009	06/23/2009	20.000	1,733.05	0.00	1,733.05		1,733.05
CALL ABT NOV 49 09 11/21/2009	11/18/2009	08/24/2009	20.000	1,236.46	8,705.00	-7,468.54		-7,468.54
CALL ABX AUG 35 09 08/22/2009	08/22/2009	07/17/2009	10.000	1,465.66	0.00	1,465.66		1,465.66
CALL ABX JUL 34 09 07/18/2009	07/17/2009	06/22/2009	10.000	759.97	610.00	149.97		149.97
CALL ABX JUN 37 09 06/20/2009	06/20/2009	05/15/2009	10.000	699.98	0.00	699.98		699.98
CALL ABX OCT 37 1/2 09 10/17/2009	10/13/2009	09/18/2009	10.000	1,429.46	2,669.75	-1,240.29		-1,240.29
CALL ABX SEP 36 09 09/19/2009	09/18/2009	08/24/2009	10.000	952.73	890.00	62.73		62.73
CALL BAC FEB 25 09 02/21/2009	02/21/2009	11/13/2008	500.000	50,994.71	0.00	50,994.71		50,994.71
CALL BBT JUN 27 1/2 09 06/20/2009	06/20/2009	05/12/2009	30.000	1,599.35	0.00	1,599.35		1,599.35
CALL BBT MAY 30 09 05/16/2009	05/16/2009	05/06/2009	30.000	2,009.99	0.00	2,009.99		2,009.99
CALL BGZ AUG 36 09 08/22/2009	08/22/2009	07/20/2009	15.000	1,857.19	0.00	1,857.19		1,857.19
CALL BGZ JUL 36 09 07/18/2009	07/18/2009	06/19/2009	15.000	3,418.57	0.00	3,418.57		3,418.57

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL BKZ JUN 35 09 06/20/2009	06/19/2009	06/09/2009	15.000	1,140.96	860.00	280.96		280.96
CALL BKZ SEP 30 09 09/19/2009	09/19/2009	08/24/2009	15.000	549.98	0.00	549.98		549.98
CALL BMY DEC 22 09 12/19/2009	12/17/2009	06/23/2009	50.000	3,933.31	19,105.00	-15,171.69		-15,171.69
CALL BMY DEC 23 09 12/19/2009	12/17/2009	06/25/2009	30.000	2,000.44	8,545.00	-6,544.56		-6,544.56
CALL BP APR 45 09 04/18/2009	04/18/2009	02/24/2009	20.000	1,561.19	0.00	1,561.19		1,561.19
CALL BP FEB 50 09 02/21/2009	02/21/2009	12/24/2008	20.000	2,191.48	0.00	2,191.48		2,191.48
CALL BP JAN 55 09 01/17/2009	01/17/2009	12/01/2008	25.000	2,143.73	0.00	2,143.73		2,143.73
CALL BP OCT 50 09 10/17/2009	10/14/2009	06/22/2009	20.000	3,356.50	7,448.96	-4,092.46		-4,092.46
CALL BP OCT 55 09 10/17/2009	10/16/2009	06/22/2009	30.000	1,742.60	902.60	840.00		840.00
CALL BPT AUG 70 09 08/22/2009	08/21/2009	06/22/2009	15.000	1,642.32	845.00	797.32		797.32
CALL BYO NOV 17 1/2 09 11/21/2009	11/21/2009	06/22/2009	100.000	5,724.84	0.00	5,724.84		5,724.84
CALL BYO NOV 21 09 11/21/2009	11/21/2009	08/20/2009	100.000	5,438.35	0.00	5,438.35		5,438.35

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL CAT FEB 45 09 02/21/2009	02/21/2009	01/20/2009	10.000	509.99	0.00	509.99		509.99
CALL CAT JAN 45 09 01/17/2009	01/17/2009	12/01/2008	10.000	1,112.34	0.00	1,112.34		1,112.34
CALL CVX APR 75 09 04/18/2009	04/08/2009	02/24/2009	30.000	3,003.23	475.10	2,528.13		2,528.13
CALL CVX FEB 80 09 02/21/2009	02/21/2009	12/24/2008	40.000	5,533.96	0.00	5,533.96		5,533.96
CALL CVX MAY 80 09 05/16/2009	04/08/2009	03/24/2009	20.000	1,250.81	530.00	720.81		720.81
CALL CXJ AUG 38 09 08/22/2009	08/20/2009	07/20/2009	15.000	1,747.70	11,521.51	-9,773.81		-9,773.81
CALL CXJ JUL 35 09 07/18/2009	07/18/2009	06/22/2009	15.000	744.97	0.00	744.97		744.97
CALL CXJ JUN 37 09 06/20/2009	06/20/2009	05/15/2009	15.000	2,473.15	0.00	2,473.15		2,473.15
CALL CXJ MAY 35 09 05/16/2009	05/15/2009	03/24/2009	15.000	1,212.61	1,384.40	-171.79		-171.79
CALL D JUL 35 09 07/18/2009	07/18/2009	02/24/2009	30.000	2,716.73	0.00	2,716.73		2,716.73
CALL D NOV 35 09 11/21/2009	11/12/2009	10/19/2009	30.000	1,427.46	4,163.00	-2,735.54		-2,735.54
CALL D OCT 35 09 10/17/2009	10/17/2009	06/25/2009	30.000	2,859.92	0.00	2,859.92		2,859.92

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL DIC APR 25 09 04/18/2009	04/18/2009	02/27/2009	10.000	1,093.24	0.00	1,093.24		1,093.24
CALL DPB AUG 31 09 08/22/2009	08/22/2009	06/22/2009	20.000	1,799.95	0.00	1,799.95		1,799.95
CALL DPB JUN 31 09 06/20/2009	06/20/2009	05/29/2009	10.000	949.97	0.00	949.97		949.97
CALL DPB JUN 32 09 06/20/2009	06/20/2009	05/12/2009	10.000	1,140.96	0.00	1,140.96		1,140.96
CALL DPB OCT 32 09 10/17/2009	10/13/2009	09/17/2009	20.000	5,369.69	6,639.56	-1,269.87		-1,269.87
CALL DPB SEP 32 09 09/19/2009	09/17/2009	08/24/2009	20.000	2,095.94	3,453.50	-1,357.56		-1,357.56
CALL DXT JUL 27 1/2 09 07/18/2009	07/17/2009	03/25/2009	20.000	1,331.99	450.00	881.99		881.99
CALL EMR DEC 40 09 12/19/2009	12/17/2009	06/25/2009	20.000	1,694.85	3,307.20	-1,612.35		-1,612.35
CALL EMR DEC 44 09 12/19/2009	12/19/2009	09/22/2009	10.000	757.47	0.00	757.47		757.47
CALL EMR MAR 40 09 03/21/2009	03/21/2009	12/24/2008	20.000	2,008.98	0.00	2,008.98		2,008.98
CALL ERX JUN 35 09 06/20/2009	06/20/2009	05/04/2009	10.000	2,286.93	0.00	2,286.93		2,286.93
CALL FAY APR 19 09 04/18/2009	04/18/2009	04/03/2009	10.000	1,904.98	0.00	1,904.98		1,904.98

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL FAY APR 22 1/2 09 04/18/2009	04/18/2009	04/03/2009	10 000	1,188.74	0.00	1,188.74		1,188.74
CALL FAY MAY 20 09 05/16/2009	05/16/2009	04/20/2009	30 000	2,005.30	0.00	2,005.30		2,005.30
CALL FCX JUN 50 09 06/20/2009	06/19/2009	05/18/2009	10 000	1,971.79	1,133.60	838.19		838.19
CALL FCX MAY 50 09 05/16/2009	05/16/2009	04/16/2009	10 000	1,150.51	0.00	1,150.51		1,150.51
CALL FFW OCT 27 09 10/17/2009	10/17/2009	09/22/2009	10 000	699.98	0.00	699.98		699.98
CALL FHU MAY 25 09 05/16/2009	05/16/2009	03/24/2009	17 000	971.96	0.00	971.96		971.96
CALL GCZ APR 102 09 04/18/2009	04/18/2009	03/23/2009	10 000	799.99	0.00	799.99		799.99
CALL GCZ MAR 105 09 03/21/2009	03/21/2009	02/24/2009	10 000	997.74	0.00	997.74		997.74
CALL GLD APR 98 09 04/18/2009	04/18/2009	03/24/2009	5 000	449.99	0.00	449.99		449.99
CALL GLD AUG 95 09 08/22/2009	08/22/2009	07/20/2009	10 000	1,324.96	0.00	1,324.96		1,324.96
CALL GLD JUL 90 09 07/18/2009	07/17/2009	05/15/2009	5 000	1,942.44	1,102.25	840.19		840.19
CALL GLD JUL 93 09 07/18/2009	07/18/2009	06/22/2009	10 000	949.97	0.00	949.97		949.97

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL GLD JUN 92 09 06/20/2009	06/20/2009	05/15/2009	10.000	2,095.94	0.00	2,095.94		2,095.94
CALL GLD MAY 88 09 05/16/2009	05/15/2009	04/20/2009	5.000	824.97	1,790.00	-965.03		-965.03
CALL GLD MAY 90 09 05/16/2009	05/15/2009	04/20/2009	10.000	1,087.47	1,468.00	-380.53		-380.53
CALL GLD OCT 100 09 10/17/2009	10/13/2009	09/09/2009	5.000	1,067.67	2,120.17	-1,052.50		-1,052.50
CALL GLD OCT 100 09 10/17/2009	10/13/2009	09/09/2009	10.000	2,145.34	4,240.33	-2,094.99		-2,094.99
			<u>15.000</u>	<u>3,213.01</u>	<u>6,360.50</u>	<u>-3,147.49</u>		<u>-3,147.49</u>
CALL GLD OCT 95 09 10/17/2009	09/09/2009	08/24/2009	10.000	1,907.32	4,918.45	-3,011.13		-3,011.13
CALL GLD SEP 93 09 09/19/2009	09/17/2009	07/17/2009	5.000	1,284.21	3,509.50	-2,225.29		-2,225.29
CALL GLW NOV 19 09 11/21/2009	11/21/2009	06/25/2009	15.000	939.97	0.00	939.97		939.97
CALL GLW NOV 20 09 11/21/2009	11/21/2009	06/25/2009	15.000	639.98	0.00	639.98		639.98
CALL IBM APR 95 09 04/18/2009	04/17/2009	02/24/2009	5.000	799.99	3,322.09	-2,522.10		-2,522.10
CALL IGG AUG 70 09 08/22/2009	08/22/2009	05/11/2009	30.000	13,034.65	0.00	13,034.65		13,034.65
CALL IGG FEB 60 09 02/21/2009	02/21/2009	12/24/2008	15.000	2,788.35	0.00	2,788.35		2,788.35

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL IGG MAR 60 09 03/21/2009	03/20/2009	02/24/2009	30.000	3,151.34	9,747.29	-6,595.95		-6,595.95
CALL IGG MAY 65 09 05/16/2009	05/11/2009	03/20/2009	30.000	15,570.61	3,547.55	12,023.06		12,023.06
CALL IGG NOV 55 09 11/21/2009	11/18/2009	10/13/2009	30.000	14,594.61	11,655.00	2,939.61		2,939.61
CALL IGG OCT 55 09 10/17/2009	10/13/2009	09/17/2009	30.000	9,359.29	10,839.98	-1,480.69		-1,480.69
CALL IGG SEP 55 09 09/19/2009	09/17/2009	08/24/2009	30.000	4,440.40	4,488.05	-47.65		-47.65
CALL JNJ NOV 60 09 11/21/2009	11/13/2009	10/16/2009	50.000	5,724.84	7,695.00	-1,970.16		-1,970.16
CALL JNJ OCT 60 09 10/17/2009	10/16/2009	06/23/2009	20.000	1,427.46	838.00	589.46		589.46
CALL JNJ OCT 60 09 10/17/2009	10/16/2009	06/25/2009	30.000	2,444.50	1,257.00	1,187.50		1,187.50
			<u>50.000</u>	<u>3,871.96</u>	<u>2,095.00</u>	<u>1,776.96</u>		<u>1,776.96</u>
CALL LLY APR 35 09 04/18/2009	04/18/2009	02/24/2009	20.000	1,823.80	0.00	1,823.80		1,823.80
CALL LLY AUG 35 09 08/22/2009	08/22/2009	06/23/2009	30.000	2,454.05	0.00	2,454.05		2,454.05
CALL LLY JUL 40 09 07/18/2009	07/18/2009	03/24/2009	20.000	1,236.49	0.00	1,236.49		1,236.49
CALL LLY NOV 35 09 11/21/2009	11/18/2009	10/19/2009	30.000	1,594.57	3,829.70	-2,235.13		-2,235.13

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL LLY OCT 35 09 10/17/2009	10/17/2009	08/24/2009	30.000	1,857.19	0.00	1,857.19		1,857.19
CALL MOS APR 50 09 04/18/2009	04/18/2009	03/24/2009	5.000	997.74	0.00	997.74		997.74
CALL MOS APR 55 09 04/18/2009	04/18/2009	03/24/2009	5.000	379.99	0.00	379.99		379.99
CALL MOS AUG 55 09 08/22/2009	08/22/2009	07/17/2009	20.000	6,950.85	0.00	6,950.85		6,950.85
CALL MOS JUL 50 09 07/18/2009	07/17/2009	06/23/2009	20.000	2,009.99	5,644.39	-3,634.40		-3,634.40
CALL MOS JUN 55 09 06/20/2009	06/20/2009	05/12/2009	10.000	1,341.51	0.00	1,341.51		1,341.51
CALL MOS JUN 65 09 06/20/2009	06/20/2009	05/19/2009	10.000	1,246.01	0.00	1,246.01		1,246.01
CALL MOS OCT 60 09 10/17/2009	10/17/2009	09/22/2009	20.000	1,275.99	0.00	1,275.99		1,275.99
CALL MOS SEP 60 09 09/19/2009	09/19/2009	08/24/2009	20.000	2,293.23	0.00	2,293.23		2,293.23
CALL MRK APR 35 09 04/18/2009	04/18/2009	12/01/2008	20.000	1,522.99	0.00	1,522.99		1,522.99
CALL MRO AUG 31 09 08/22/2009	08/21/2009	07/17/2009	20.000	2,000.44	1,685.00	315.44		315.44
CALL MRO JUL 30 09 07/18/2009	07/17/2009	02/24/2009	20.000	2,683.30	1,030.00	1,653.30		1,653.30

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL MRO JUN 31 09 06/20/2009	06/20/2009	05/18/2009	20.000	1,533.19	0.00	1,533.19		1,533.19
CALL MRO MAY 30 09 05/16/2009	05/16/2009	03/24/2009	20.000	1,731.17	0.00	1,731.17		1,731.17
CALL MRO OCT 32 1/2 09 10/17/2009	10/16/2009	08/21/2009	20.000	2,749.92	4,562.00	-1,812.08		-1,812.08
CALL MRO OCT 37 1/2 09 10/17/2009	10/17/2009	06/23/2009	30.000	1,451.33	0.00	1,451.33		1,451.33
CALL MSQ OCT 27 1/2 09 10/17/2009	10/17/2009	06/23/2009	10.000	389.98	0.00	389.98		389.98
CALL MWF NOV 55 09 11/21/2009	11/18/2009	10/19/2009	10.000	1,618.45	1,363.50	254.95		254.95
CALL NUE APR 45 09 04/18/2009	04/18/2009	12/19/2008	17.000	10,452.19	0.00	10,452.19		10,452.19
CALL NUE AUG 50 09 08/22/2009	08/22/2009	07/20/2009	20.000	1,324.96	0.00	1,324.96		1,324.96
CALL NUE DEC 44 09 12/19/2009	12/19/2009	11/23/2009	20.000	1,348.76	0.00	1,348.76		1,348.76
CALL NUE JUL 47 1/2 09 07/18/2009	07/18/2009	05/18/2009	17.000	1,552.05	0.00	1,552.05		1,552.05
CALL NUE MAY 47 1/2 09 05/16/2009	05/16/2009	04/20/2009	17.000	1,301.66	0.00	1,301.66		1,301.66
CALL NUE NOV 50 09 11/21/2009	11/21/2009	10/19/2009	20.000	967.54	0.00	967.54		967.54

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL NUE NOV 55 09 11/21/2009	11/21/2009	09/22/2009	15.000	1,651.92	0.00	1,651.92		1,651.92
CALL NUE OCT 50 09 10/17/2009	10/17/2009	09/21/2009	20.000	2,688.02	0.00	2,688.02		2,688.02
CALL NUE SEP 50 09 09/19/2009	09/19/2009	08/24/2009	20.000	2,209.01	0.00	2,209.01		2,209.01
CALL ORQ DEC 24 09 12/19/2009	12/18/2009	06/23/2009	10.000	499.98	365.00	134.98		134.98
CALL PEP NOV 60 09 11/21/2009	11/18/2009	10/16/2009	15.000	4,048.86	3,484.85	564.01		564.01
CALL PEP OCT 60 09 10/17/2009	10/16/2009	06/25/2009	15.000	939.97	3,735.65	-2,795.68		-2,795.68
CALL PNY SEP 30 09 09/19/2009	09/19/2009	02/24/2009	20.000	1,427.49	0.00	1,427.49		1,427.49
CALL PYP AUG 110 09 08/22/2009	08/22/2009	07/20/2009	20.000	2,294.18	0.00	2,294.18		2,294.18
CALL PYP DEC 130 09 12/19/2009	12/19/2009	11/18/2009	10.000	1,226.91	0.00	1,226.91		1,226.91
CALL PYP JUL 105 09 07/18/2009	07/18/2009	06/23/2009	10.000	1,974.93	0.00	1,974.93		1,974.93
CALL PYP JUL 140 09 07/18/2009	07/18/2009	05/29/2009	10.000	1,341.51	0.00	1,341.51		1,341.51
CALL PYP JUN 100 09 06/20/2009	06/20/2009	05/15/2009	5.000	5,960.16	0.00	5,960.16		5,960.16

Realized Gains and Losses
Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL PYP JUN 105 09 06/20/2009	06/20/2009	05/15/2009	5.000	4,464.46	0.00	4,464.46		4,464.46
CALL PYP MAY 100 09 05/16/2009	05/15/2009	03/24/2009	10.000	3,347.03	8,307.31	-4,960.28		-4,960.28
CALL PYP NOV 110 09 11/21/2009	11/18/2009	10/19/2009	10.000	1,906.55	4,226.64	-2,320.09		-2,320.09
CALL PYP OCT 105 09 10/17/2009	10/17/2009	09/22/2009	10.000	1,008.88	0.00	1,008.88		1,008.88
CALL PYP SEP 105 09 09/19/2009	09/19/2009	08/24/2009	20.000	4,196.88	0.00	4,196.88		4,196.88
CALL RDS OCT 55 09 10/17/2009	10/13/2009	06/23/2009	20.000	2,668.92	6,655.00	-3,986.08		-3,986.08
CALL SDS AUG 60 09 08/22/2009	08/22/2009	07/20/2009	10.000	944.97	0.00	944.97		944.97
CALL SDS JUL 65 09 07/18/2009	07/18/2009	06/23/2009	10.000	1,379.71	0.00	1,379.71		1,379.71
CALL SDS JUN 65 09 06/20/2009	06/20/2009	05/15/2009	10.000	3,222.81	0.00	3,222.81		3,222.81
CALL SDS MAY 61 09 05/16/2009	05/15/2009	05/11/2009	10.000	949.97	630.00	319.97		319.97
CALL SKF APR 110 09 04/18/2009	04/18/2009	04/07/2009	10.000	2,095.98	0.00	2,095.98		2,095.98
CALL SLB JUN 60 09 06/20/2009	06/20/2009	05/18/2009	10.000	659.98	0.00	659.98		659.98

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL SLB MAY 55 09 05/16/2009	05/16/2009	03/24/2009	10.000	1,341.54	0.00	1,341.54		1,341.54
CALL SLB NOV 65 09 11/21/2009	11/18/2009	06/22/2009	10.000	2,616.73	1,805.00	811.73		811.73
CALL SRR MAY 90 09 05/16/2009	05/16/2009	04/20/2009	10.000	3,509.90	0.00	3,509.90		3,509.90
CALL SSH DEC 38 09 12/19/2009	12/19/2009	11/18/2009	10.000	899.97	0.00	899.97		899.97
CALL SSH NOV 48 09 11/21/2009	11/21/2009	09/22/2009	20.000	1,930.34	0.00	1,930.34		1,930.34
CALL SSH OCT 47 09 10/17/2009	10/17/2009	09/21/2009	20.000	1,039.97	0.00	1,039.97		1,039.97
CALL SSH SEP 50 09 09/19/2009	09/19/2009	07/24/2009	20.000	5,659.64	0.00	5,659.64		5,659.64
CALL SUX JUN 55 09 06/20/2009	06/20/2009	05/22/2009	10.000	1,904.94	0.00	1,904.94		1,904.94
CALL SYJ AUG 45 09 08/22/2009	08/22/2009	07/20/2009	10.000	1,045.47	0.00	1,045.47		1,045.47
CALL SYJ JUL 50 09 07/18/2009	07/18/2009	06/24/2009	10.000	1,140.96	0.00	1,140.96		1,140.96
CALL SYJ SEP 31 09 09/19/2009	09/19/2009	08/24/2009	10.000	499.98	0.00	499.98		499.98
CALL TBT APR 48 09 04/18/2009	04/18/2009	03/25/2009	15.000	1,140.99	0.00	1,140.99		1,140.99

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CALL TTW JAN 30 09 01/17/2009	01/17/2009	12/01/2008	25.000	2,583.03	0.00	2,583.03		2,583.03
CALL TVT AUG 56 09 08/22/2009	08/22/2009	07/20/2009	15.000	1,704.95	0.00	1,704.95		1,704.95
CALL TVT JUL 57 09 07/18/2009	07/18/2009	06/22/2009	15.000	1,633.70	0.00	1,633.70		1,633.70
CALL TVT JUN 56 09 06/20/2009	06/20/2009	05/29/2009	15.000	1,642.32	0.00	1,642.32		1,642.32
CALL TVT OCT 54 09 10/17/2009	10/17/2009	08/24/2009	15.000	1,427.46	0.00	1,427.46		1,427.46
CALL WLL DEC 45 09 12/19/2009	12/14/2009	06/25/2009	23.000	5,274.96	52,761.00	-47,486.04		-47,486.04
CALL WLL DEC 50 09 12/19/2009	12/14/2009	08/27/2009	13.000	5,349.36	23,341.00	-17,991.64		-17,991.64
CALL WLL DEC 55 09 12/19/2009	12/14/2009	08/27/2009	10.000	2,382.43	12,925.00	-10,542.57		-10,542.57
CALL XOM OCT 80 09 10/17/2009	10/17/2009	06/25/2009	10.000	749.97	0.00	749.97		749.97
CATERPILLAR CATERPILLAR	08/24/2000 12/29/2006	10/22/2009 10/22/2009	1,000.000 500.000 1,500.000	45,398.79 22,699.40 68,098.19	18,897.75 30,830.02 49,727.77		26,501.04 -8,130.62 18,370.42	26,501.04 -8,130.62 18,370.42
CATERPILLAR	12/29/2006	10/22/2009	500.000	23,313.63	30,830.02		-7,516.39	-7,516.39

Realized Gains and Losses

Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct # 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
CATERPILLAR	03/04/2009	10/22/2009	1,000.000	46,627.25	24,103.24	22,524.01		22,524.01
			1,500.000	69,940.88	54,933.26	22,524.01	-7,516.39	15,007.62
			3,000.000	138,039.07	104,661.03	22,524.01	10,854.03	33,378.04
CBS CORPORATION NEW	04/08/2009	10/28/2009	2,000.000	41,662.71	26,883.96	14,778.75		14,778.75
CHEVRONTEXACO CORPORA	08/24/1982	04/08/2009	2,000.000	135,712.86	12,706.93		123,005.93	123,005.93
CHEVRONTEXACO CORPORA	02/03/1992	04/08/2009	4,000.000	271,425.70	64,024.81		207,400.89	207,400.89
CHEVRONTEXACO CORPORA	08/10/2001	04/08/2009	2,000.000	135,712.86	91,609.10		44,103.76	44,103.76
			8,000.000	542,851.42	168,340.84		374,510.58	374,510.58
DIREXION SHARES ETF	04/21/2009	08/24/2009	1,000.000	36,821.07	23,440.12	13,380.95		13,380.95
DIREXION SHARES ETF	02/10/2009	08/24/2009	400.000	24,451.61	22,211.57	2,240.04		2,240.04
DUPONT	07/20/1982	08/12/2009	2,000.000	57,257.34	10,936.37		46,320.97	46,320.97
DUPONT	07/20/1982	10/19/2009	3,000.000	84,636.17	16,404.56		68,231.61	68,231.61
			5,000.000	141,893.51	27,340.93		114,552.58	114,552.58
ELI LILLY	05/26/1992	05/13/2009	2,000.000	70,904.91	33,580.77		37,324.14	37,324.14
EMERSON ELECTRIC	05/07/2007	09/21/2009	1,000.000	36,639.16	47,083.99		-10,444.83	-10,444.83
FREEMPORT MCMORAN COPPE	04/14/2009	07/20/2009	1,000.000	56,680.05	46,484.33	10,195.72		10,195.72
GENERAL MILLS	04/28/2009	10/07/2009	1,000.000	60,435.41	50,170.71	10,264.70		10,264.70
INT'L BUSINESS MACHINES	10/23/2000	07/20/2009	500.000	53,332.49	46,674.71		6,657.78	6,657.78
LINCOLN NATIONAL CORP	02/11/1992	05/18/2009	5,520.518	74,038.33	51,614.34		22,423.99	22,423.99

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
LINCOLN NATIONAL CORP	02/03/1994	05/18/2009	479 482	6,430.56	5,982.77		447.79	447.79
			6,000.000	80,468.89	57,597.11		22,871.78	22,871.78
MERCK	03/09/1993	09/02/2009	1,000.000	28,193.65	17,991.83		10,201.82	10,201.82
MERCK	01/09/2002	09/02/2009	1,000.000	28,193.64	56,596.43		-28,402.79	-28,402.79
MERCK	01/02/2004	09/02/2009	200.000	5,638.73	9,509.27		-3,870.54	-3,870.54
			2,200.000	62,026.02	84,097.53		-22,071.51	-22,071.51
MERCK	01/02/2004	10/19/2009	1,800.000	50,713.17	85,583.43		-34,870.26	-34,870.26
			4,000.000	112,739.19	169,680.96		-56,941.77	-56,941.77
MICROSOFT	04/24/2000	12/21/2009	1,000.000	27,288.31	33,192.86		-5,904.55	-5,904.55
PROSHARES ULTRA OIL & GA	01/09/2009	05/18/2009	1,000.000	25,552.40	30,274.66	-4,722.26		-4,722.26
PROSHARES ULTRA OIL & GA	01/09/2009	11/23/2009	1,000.000	35,773.46	30,274.65	5,498.81		5,498.81
PROSHARES ULTRA OIL & GA	02/27/2009	11/23/2009	1,000.000	35,773.46	21,499.28	14,274.18		14,274.18
			2,000.000	71,546.92	51,773.93	19,772.99		19,772.99
			3,000.000	97,099.32	82,048.59	15,050.73		15,050.73
ROYAL DUTCH SHELL PLC	06/23/2009	11/04/2009	2,000.000	116,606.98	100,425.93	16,181.05		16,181.05
SPECTRA ENERGY CORP	07/26/2001	08/12/2009	500.000	8,894.23	16,180.89		-7,286.66	-7,286.66
SPECTRA ENERGY CORP	12/11/2001	08/12/2009	500.000	8,894.23	14,929.44		-6,035.21	-6,035.21
SPECTRA ENERGY CORP	02/27/2002	08/12/2009	500.000	8,894.23	14,782.46		-5,888.23	-5,888.23
SPECTRA ENERGY CORP	02/04/2004	08/12/2009	500.000	8,894.23	9,419.79		-525.56	-525.56
SPECTRA ENERGY CORP	03/29/2006	08/12/2009	500.000	8,894.21	12,246.91		-3,352.70	-3,352.70
			2,500.000	44,471.13	67,559.49		-23,088.36	-23,088.36
SPECTRA ENERGY CORP	03/29/2006	09/21/2009	500.000	8,894.23	12,246.90		-3,352.67	-3,352.67

Realized Gains and Losses Fiscal Year Ending 12/31/2009

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
SPECTRA ENERGY CORP	06/23/2009	09/21/2009	2,000.000	35,576.90	32,956.87	2,620.03		2,620.03
			2,500.000	44,471.13	45,203.77	2,620.03	-3,352.67	-732.64
			5,000.000	88,942.26	112,763.26	2,620.03	-26,441.03	-23,821.00
STREETTRACKS GOLD TRUS	01/09/2009	11/23/2009	500.000	49,891.78	42,430.52	7,461.26		7,461.26
WELLS FARGO & COMPANY	07/11/2006	05/18/2009	2,300.000	58,241.78	79,274.61		-21,032.83	-21,032.83
WELLS FARGO & COMPANY	07/11/2006	10/19/2009	2,000.000	61,001.00	68,934.44		-7,933.44	-7,933.44
			4,300.000	119,242.78	148,209.05		-28,966.27	-28,966.27
WHITTING PETROLEUM COR	06/25/2009	12/14/2009	1,000.000	169,836.50	96,566.46	73,270.04		73,270.04
WHITTING PETROLEUM COR	08/27/2009	12/14/2009	1,000.000	169,836.50	127,355.52	42,480.98		42,480.98
			2,000.000	339,673.00	223,921.98	115,751.02		115,751.02
WYETH	08/27/1992	10/16/2009	1,800.000	90,454.09	33,378.25		57,075.84	57,075.84
WYETH	02/12/1993	10/16/2009	1,200.000	60,302.72	19,212.28		41,090.44	41,090.44
			3,000.000	150,756.81	52,590.53		98,166.28	98,166.28
Short Term Gains				1,457,178.85	1,098,415.29	358,763.56		
Total Long Gains				2,327,600.22	1,205,016.04		1,122,584.18	
Total (Sales)				3,784,779.07	2,303,431.33	358,763.56	1,122,584.18	1,481,347.74
Total Gains						358,763.56	1,122,584.18	1,481,347.74