



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



Form **990-PF**

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

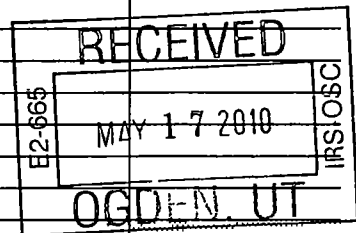
For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WILLIAM M. CAMP FOUNDATION		A Employer identification number 54-1821978
	Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. BOX 557		B Telephone number (see page 10 of the instructions) 757-562-7424
	City or town, state, and ZIP code FRANKLIN VA 23851		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 890,325		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	32,720	32,720	32,720	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-49,062			
	b Gross sales price for all assets on line 6a 135,765				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) stmt 1	-3,159		-3,159		
12 Total. Add lines 1 through 11	-19,501	32,720	29,561		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) stmt 2	5,700	5,700		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) stmt 3	2	2		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) stmt 4	645	617		
	24 Total operating and administrative expenses. Add lines 13 through 23	6,347	6,319		0
	25 Contributions, gifts, grants paid	52,840			52,840
26 Total expenses and disbursements. Add lines 24 and 25	59,187	6,319	0	52,840	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-78,688				
b Net investment income (if negative, enter -0-)		26,401			
c Adjusted net income (if negative, enter -0-)			29,561		



Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	6,284	2,210	2,210
	2	Savings and temporary cash investments	30,972	19,202	19,202
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule) See Stmt 5	753,912	718,656	791,594
	c	Investments—corporate bonds (attach schedule) See Stmt 6	20,000		
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 7	55,331	46,543	75,069
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶ See Statement 8)	1,550	2,250	2,250	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item i)	868,049	788,861	890,325	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	125,063	125,063	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	71,148	71,148	
29	Retained earnings, accumulated income, endowment, or other funds	671,838	592,650		
30	Total net assets or fund balances (see page 17 of the instructions)	868,049	788,861		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	868,049	788,861		

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	868,049
2	Enter amount from Part I, line 27a	2	-78,688
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	789,361
5	Decreases not included in line 2 (itemize) ▶ See Statement 9	5	500
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	788,861

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 CAPITAL GAIN DISTRIBUTIONS				
b SEE ATTACHMENT B		P	Various	Various
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,282			1,282	
b 134,483	184,827		-50,344	
c				
d				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,282	
b			-50,344	
c				
d				
e				
2 Capital gain net income or (net capital loss)		[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		[]		3

-49,062

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 page 18 of 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))
2008	69,498	1,018,680	0.068224
2007	93,417	1,341,722	0.069625
2006	83,010	1,305,511	0.063584
2005	80,546	1,243,078	0.064796
2004	77,189	1,204,928	0.064061
2 Total of line 1, column (d)			2 0.330290
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.066058
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 740,642
5 Multiply line 4 by line 3			5 48,925
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 264
7 Add lines 5 and 6			7 49,189
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 52,840

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	264
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	264
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	264
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,498
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,498
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,234
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 1,234 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) VA		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ THE FOUNDATION MAIN STREET Located at ▶ FRANKLIN, VA	Telephone no ▶ 757-562-7424 ZIP+4 ▶ 23851		
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	▶ <input type="checkbox"/>

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	N/A	1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶ 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 page 20 of the instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?		4b X

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

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

(1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **X**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** **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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM M. CAMP, JR. FRANKLIN VA 23851 PO BOX 557	PRESIDENT 5.00	0	0	0
CARRIE LUANNE CAMP GOOCHLAND VA 23063-3616 2104 ROCK CASTLE RD	SECRETARY 5.00	0	0	0
MILDRED M. BRANCHE FRANKLIN VA 23851 32306 VICKSVILLE RD	TREASURER 10.00	4,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

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 (see page 24 of the instructions)

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 page 24 of the instructions	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	791,466
b	Average of monthly cash balances	1b	8,363
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	799,829
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	799,829
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) See Statement 10	4	59,187
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	740,642
6	Minimum investment return. Enter 5% of line 5	6	37,032

Part XI Distributable Amount (see page 25 of the 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	37,032
2a	Tax on investment income for 2009 from Part VI, line 5	2a	264
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	264
3	Distributable amount before adjustments Subtract line 2c from line 1	3	36,768
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	36,768
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	36,768

Part XII Qualifying Distributions (see page 25 of the 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	52,840
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	52,840
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	264
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	52,576

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				36,768
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				17,979
b From 2005				19,840
c From 2006				19,291
d From 2007				29,811
e From 2008				19,568
f Total of lines 3a through e	106,489			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$ 52,840				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				36,768
e Remaining amount distributed out of corpus	16,072			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	122,561			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	17,979			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	104,582			
10 Analysis of line 9				
a Excess from 2005				19,840
b Excess from 2006				19,291
c Excess from 2007				29,811
d Excess from 2008				19,568
e Excess from 2009				16,072

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

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

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.
N/A

b The form in which applications should be submitted and information and materials they should include:
See Statement 11

c Any submission deadlines:
N/A

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT C				52,840
Total			▶ 3a	52,840
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ORD LOSS - INVEST PARTNERSHIPS	\$ -3,346	\$	\$ -3,346
NET 1231 LOSS PASSED THRU	-5		-5
1256 STRADDLES PASSED THRU	38		38
OTHER PASSED THRU ITEMS	154		154
Total	\$ -3,159	\$ 0	\$ -3,159

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 5,700	\$ 5,700	\$	\$
Total	\$ 5,700	\$ 5,700	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 2	\$ 2	\$	\$
Total	\$ 2	\$ 2	\$ 0	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
INVESTMENT EXPENSE	125	125		
REGISTRATION FEE	25	25		
OFFICE EXPENSE	9	9		
INVESTMENT INTEREST	376	376		
OTHER K-1 DEDUCTIONS PASSED T	82	82		
NON-DEDUCTIBLE PASSED THRU EX	28			
Total	<u>645</u>	<u>617</u>	<u>0</u>	<u>0</u>

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CORPORATE STOCKS - SEE ATTACH A	\$ 753,912	\$ 718,656	Cost	\$ 791,594
Total	<u>\$ 753,912</u>	<u>\$ 718,656</u>		<u>\$ 791,594</u>

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
CITIGROUP FUNDING - CONSUMER PRICE	\$ 20,000	\$	Cost	\$
Total	<u>\$ 20,000</u>	<u>\$ 0</u>		<u>\$ 0</u>

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
TEEKAY LNG PARTNERS LP	\$ 15,328	\$ 12,193	Cost	\$ 26,470
KINDER MORGAN ENERGY PARTNERS LP	9,776	7,089	Cost	12,196
ENERGY TRANSFER PARTNERS LP	15,245	12,838	Cost	17,988
MAGELLAN MIDSTREAM PARTNERS LP	14,982	14,423	Cost	18,415
Total	<u>\$ 55,331</u>	<u>\$ 46,543</u>		<u>\$ 75,069</u>

Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
DIVIDENDS RECEIVABLE	\$ 1,550	\$ 2,250	\$ 2,250
Total	<u>\$ 1,550</u>	<u>\$ 2,250</u>	<u>\$ 2,250</u>

Federal Statements

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
NON-DEDUTIBLE PORTION OF CONTRIBUTIONS FOR BENEFITS DERIVED TO DONORS	\$ <u>500</u>
Total	\$ <u><u>500</u></u>

Federal Statements

Statement 10 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

<u>Description</u>	<u>Amount</u>
THE FOUNDATION PAYS OUT LARGE SUMS OF MONEY AS IS EVIDENCED BY THE AMOUNT OF CONTRIBUTIONS. THEREFORE, LARGER AMOUNTS OF CASH ARE REQUIRED TO BE AVAILABLE IN EXCESS OF THE 1.5% ALLOWED AS A STANDARD. THE TOTAL NECESSARY CASH IS THE TOTAL EXPENSES INCLUDING CONTRIBUTIONS AS FOUND ON PAGE 1 OF FORM 990 PF.	
Total	<u>59,187</u>
	<u>59,187</u>

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

LETTER FROM 501(C)(3) ORGANIZATION OUTLINING USES OF MONEY, PEOPLE AFFECTED, AND NUMBER OF YEARS FOR WHICH MONEY IS BEING SOLICITED. APPLICANT NEEDS TO INCLUDE DETERMINATION LETTER FROM IRS STATING IT IS A QUALIFIED CHARITABLE ORGANIZATION.

Federal Statements

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
DIVIDEND INCOME	\$ 32,720		14	
Total	<u>\$ 32,720</u>			

WILLIAM M. CAMP FOUNDATION
EIN: 54-1821978

ATTACHMENT A

Corporate Stock

Description	Number of shares or par value	Book Value	Market Value
A T & T Inc.	565	\$ 18,516	\$ 15,585
Altria Group Inc.	800	14,768	15,704
American Express Co.	343	19,179	13,898
Annaly Capital Management Inc.	3,000	39,611	52,050
Apple Inc.	50	8,256	10,537
Astrazeneca PLC	400	19,404	18,776
Banco Latinoamericano De Exportaciones	3,000	25,468	41,700
Caterpillar Inc.	500	29,306	28,495
Citigroup Inc.	2,049	9,805	6,782
Citigroup Funding Inc - Consumer Price Index	2,000	20,000	19,380
Citigroup Funding Inc. - General Electric	2,000	20,000	20,976
Citigroup Funding Inc. - J P Morgan	2,000	20,000	21,064
Community Bankers Trust Corp.	5,000	24,900	16,300
Entertainment Pptys Tr SBI	500	8,742	17,635

WILLIAM M. CAMP FOUNDATION
EIN: 54-1821978

ATTACHMENT A

Corporate Stock

Description (continued)	<u>Number of shares or par value</u>	<u>Book Value</u>	<u>Market Value</u>
Exxon Mobil Corp.	733	\$ 43,464	\$ 49,983
General Electric	4,000	44,093	60,520
Glaxosmithkline PLC	400	18,693	16,900
HCP Inc.	600	17,290	18,324
Hewlett Packard Co.	600	4,519	30,906
Intel Corp.	500	8,022	10,200
International Business Machines Corp.	200	16,660	26,180
Johnson & Johnson	450	16,315	28,985
Macquarie Infrastructure Co.	1000	35,091	12,280
Microsoft Corp.	723	19,054	22,037
Morgan Stanley	396	18,053	11,722
Nucor Corp.	600	30,562	27,990
Philip Morris Intl Inc.	500	19,928	24,095
Schlumberger LTD	500	19,805	32,545

WILLIAM M CAMP FOUNDATION
54-1821978
FORM 990 PF
ATTACHMENT B
SCHEDULE OF GAINS AND LOSSES
DECEMBER 31, 2009

DESCRIPTION	SHARES	PROCEEDS	COST	GAIN/ (LOSS)
ALCOA	565	8,335.03	18,355.66	(10,020.63)
ATT	-	723.34	1,483.59	(760.25)
BANK OF AMERICA CORP	1,000	10,033.52	6,857.50	3,176.02
CAPITAL SOURCE INC	1,000	3,694.85	15,381.15	(11,686.30)
CITIGROUP APPLE	2,000	21,030.60	20,000.00	1,030.60
CITIGROUP EXXON MOBILE	-	414.40	-	414.40
CITIGROUP INTEL	-	341.89	697.96	(356.07)
JC PENNEY	535	18,649.45	20,000.00	(1,350.55)
MICROSOFT	-	945.88	945.98	(0.10)
EXXON	-	549.00	845.21	(296.21)
VALERO	191	3,511.33	10,000.00	(6,488.67)
ENTERTAINMENT PROPERTIES	500	15,204.11	9,179.15	6,024.96
EXXON	-	481.54	1,151.68	(670.14)
EXXON MOBIL CORP	1	6.92	9.41	(2.49)
IMPERIAL CAP	1,000	17.19	8,379.41	(8,362.22)
INTEL CORP	500	9,468.55	10,216.81	(748.26)
KAYNE ANDERSON	-	-	2,415.63	(2,415.63)
MACQUARIE INFRASTRUCTURE	-	-	2,076.54	(2,076.54)
REGIONS	800	4,162.33	15,891.48	(11,729.15)
RYDEX JUNO FUND	1,702	15,231.26	22,049.71	(6,818.45)
UDR INC	-	1.37	(1,288.54)	1,289.91
WELLS FARGO	1	19.03	32.22	(13.19)
WYETH	500	21,661.64	20,146.58	1,515.06
TOTAL	9,795	134,483.23	184,827.13	(50,343.90)

NAME / ADDRESS	AMOUNT	PURPOSE
Carrsville Quinlan Club	\$ 890.00	Fund Raising
% Mrs Hilda W. Harmon	1500.00	Cancer Fund Drive
5503 Old Carrsville Road		
Carrsville, VA 23315		
Franklin Rotary Club	300.00	Local Charities
Franklin, VA 23851		
American Cancer Society	500.00	Relay For Life
2730 Ellsmere Avenue		
Norfolk, VA 23513		
Southampton-Sussex Baseball	100.00	Supporting Youth
Sedley, VA 23878		
Police Benevolent Foundation	200.00	Health & Welfare
2155 Highway 42 S		
McDonough, GA 30252-7636		
amfar, The Foundation for AIDS Research	200.00	2009 Annual Fund
P O Box 96635		
Washington, DC 20090-6635		
The Union Mission Ministries	200.00	Supporting local Missions
P O Box 3203		
Norfolk, VA 23514		

Attachment C

WILLIAM M. CAMP FOUNDATION
CONTRIBUTIONS

2009

Page 2

NAME/ADDRESS	AMOUNT	PURPOSE
Downtown Franklin Association Main Street Franklin, VA 23851	\$ 450.00	Promoting Local Projects
Cops for Kids % St. Mark A. Cornell City of Franklin Police Department 1018 Pretlow Street Franklin, VA 23851	3,000.00	Christmas Toy Drive for less fortunate "Kids"
Pulaski Baptist Church 6431 Carrsville Hwy Carrsville, VA 23015	3,000.00	Building Fund (Memorial Gift)
Franklin Baptist Church 208 N. High Street Franklin, VA 23851	2,000.00	General Fund / Religion
Thoroughbred Retirement Foundation P O Box 3387 Saratoga Springs, New York 12866	3,500.00	Memorial Gift Care for Retired Horses
Standardbred Retirement Foundation 108 F Old York Road Hamilton, NJ 08620	3,500.00	Care for Retired Horses

Attachment C

WILLIAM M. CAMP FOUNDATION
CONTRIBUTIONS

2009

Page 3

NAME/ADDRESS	AMOUNT	PURPOSE
Smile Train PO Box 96210 Washington, DC 20090-6210	\$ 1,000.00	Helping Children With Clefts and Other Problems
Virginia Athletics Foundation PO Box 400833 Charlottesville, VA 22904-4833	5,000.00 - 500.00 Benefit 4,500.00	Education
Hunterdale Christian Church 741 Hunterdale Road Franklin, VA 23851	1,000.00	Building Fund
University of Virginia Engineering Foundation PO Box 400256 Charlottesville, VA 22904-4256	4,000.00	Education
The Next Child Fund (Lowcountry Children's Center) 1061 King St. Charleston, S.C. 29403	2,500.00	Education
Charleston County School District 1525 Avenue B South North Charleston, S.C. 29405	125.00	Academic Magnet High School - Partners In Education

Attachment C

WILLIAM M. CAMP FOUNDATION
CONTRIBUTIONS
2009

Page 4

NAME/ADDRESS	AMOUNT	PURPOSE
Outer Banks SPCA PO Box 2477 Manteo, N.C. 27954	\$ 4,125.00	Shelter/Care for Animals
Walnut Cove Colored School Inc. PO Box 646 Walnut Cove, N.C. 27052	2,500.00	Linda Mason Senior Center Programs
Cape Henry Collegiate School 1320 Mill Dam Road Virginia Beach, VA 23454-2306	2,500.00	Education
Virginia Beach SPCA 3040 Holland Road Virginia Beach, VA 23453	3,562.50	Animal Shelter, Etc.
WHRD-TV 5200 Hampton Blvd. Norfolk, VA 23508	562.50	Education
Goochland Free Clinic & Family Services PO Box 116 Goochland, VA 23063	1,000.00	Medical & Dental Care, Etc. Provided
Woodberry Forest School 402 Woodberry Station Woodberry Forest, VA 22989	2,000.00	Education

NAME/ADDRESS	AMOUNT	PURPOSE
Goochland Family YMCA 1800 Dickinson Road Goochland, VA 23063	\$ 1,000.00	Planting Seeds of Hope 2009 Annual Giving
Hampden-Sydney College Institutional Advancement Hampden-Sydney, VA 23943-0637	850.00	Education
Riverside School 2110 McAfee Road Richmond, VA 23235	775.00	Education
State Fair of Virginia Inc. P O Box 130 Doswell, VA 23047	1,000.00	Education
Franklin-Southampton Area United Way Franklin, VA 23851	500.00	Local Charities
Total Contributions	52,840.00	