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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

2010

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning		, 2010, and ending	
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BRUCE BARCLAY CAMERON FOUNDATION, INC		D Employer Identification Number 05-0561398
	Doing Business As		E Telephone number (910) 762-2672
	Number and street (or P O box if mail is not delivered to street addr) Room/suite PO BOX 3649		
	City, town or country State ZIP code + 4 WILMINGTON NC 28406		
	F Name and address of principal officer Scott C Sullivan P O Box 3649 Wilmington NC 28406		G Gross receipts \$ 17,252,587.
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)	
J Website: ▶ N/A		H(c) Group exemption number ▶	
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

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 net 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 individuals employed in calendar year 2010 (Part V, line 2a) 5 0	
	6 Total number of volunteers (estimate if necessary) 6 0	
	7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0.	
	b Net unrelated business taxable income from Form 990-T, line 34 7b	
	Revenue	8 Contributions and grants (Part VIII, line 1h)
		9 Program service revenue (Part VIII, line 2g)
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
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)		
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 0.		
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	
	19 Revenue less expenses Subtract line 18 from line 12	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)
		21 Total liabilities (Part X, line 26)
		22 Net assets or fund balances Subtract line 21 from line 20

Part II Signature Block	
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.	
Sign Here	Signature of officer <u>Scott C Sullivan</u> Date <u>14 May 2011</u>
	Type or print name and title <u>Scott C Sullivan, President</u>
Paid Preparer Use Only	Print/Type preparer's name Preparer's signature Date Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ▶
	Firm's address ▶
	Firm's EIN ▶ Phone no

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

☒ Yes ☐ No

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

TEEA0101 12/21/10

Form 990 (2010)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒**1** Briefly describe the organization's missionTo Support the Arts through the Louise Wells Cameron Art Museum**2** 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 \$ 1,086,039. including grants of \$ 0.) (Revenue \$ 0.)Support of local Art Museum**4b** (Code:) (Expenses \$ 25,000. including grants of \$ 0.) (Revenue \$ 0.)Thalian Hall Reopening-Cultural Arts**4c** (Code:) (Expenses \$ 25,000. including grants of \$ 0.) (Revenue \$ 0.)Local Boy Scouts of America**4d** Other program services (Describe in Schedule O.)(Expenses \$ 1,000. including grants of \$ 0.) (Revenue \$ 0.)**4e** Total program service expenses 1,137,039.

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? (see instructions)	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, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? 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 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI		X
b 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		X
c 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		X
d 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	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X		X
f 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 (ASC 740)? If 'Yes,' complete Schedule D, Part X		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then 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, Parts I and IV		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, Parts II and IV		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, Parts III and IV		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 (see instructions)		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 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

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? If 'Yes,' complete Schedule I, Parts I and II	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? If 'Yes,' complete Schedule I, Parts I and III		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? If 'Yes,' complete Schedule J		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? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25		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? If 'Yes,' complete Schedule L, Part 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? If 'Yes,' complete Schedule L, Part 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? If 'Yes,' complete Schedule L, Part II		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? If 'Yes,' complete Schedule L, Part III		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? If 'Yes,' complete Schedule L, Part IV		X
28b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II		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? If 'Yes,' complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2		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? If 'Yes,' complete Schedule R, Part VI		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 (2010)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	0	
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
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.	0	
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 e-file (see instructions).		
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3 b	If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
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)?		X
4 b	If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
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?		
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 tax 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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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 a 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 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.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13 a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13 c	Enter the amount of reserves on hand.		
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

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.

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1 a Enter the number of voting members of the governing body at the end of the tax year		
1 b Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant 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
10 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 a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		X
12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13		X
12 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12 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
16 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. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ _____

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 Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) SCOTT C SULLIVAN PRESIDENT	0.00			X						
(2) JABE V HARDEE VP/TREAS	0.00			X						
(3) SUSAN VANDERGRIFF SECRETARY	0.00			X						
(4) BRUCE B CAMERON DIRECTOR	1.50	X								
(5) ELMON T. GRAY DIRECTOR	0.00	X								
(6) PETER FENSEL JR DIRECTOR	1.00	X								
(7) GEORGE TAYLOR DIRECTOR	0.00	X								
(8) Stephen Coggins DIRECTOR	1.00	X								
(9) GEORGE T. RAMSEY DIRECTOR	0.00	X								
(10) ROBERT F. WARWICK DIRECTOR	2.00	X								
(11) _____										
(12) _____										
(13) _____										
(14) _____										
(15) _____										
(16) _____										
(17) _____										

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) _____										
(19) _____										
(20) _____										
(21) _____										
(22) _____										
(23) _____										
(24) _____										
(25) _____										
(26) _____										
(27) _____										
(28) _____										
(29) _____										
1 b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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

	Yes	No
3		X
4		X
5		X

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 or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

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
NO NE		

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 **▶ 0**

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	9,380,165.			
	g Noncash contributions included in lns 1a-1f		\$ 93,079.			
	h Total. Add lines 1a-1f		9,380,165.			
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)		525,817.	0.	0.	525,817.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real (ii) Personal	6,526.			
	b Less: rental expenses		0.			
	c Rental income or (loss)		6,526.			
	d Net rental income or (loss)		6,526.	0.	0.	6,526.
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	7,330,867.			
	b Less: cost or other basis and sales expenses		11,327,657.			
	c Gain or (loss)		-3,996,790.			
	d Net gain or (loss)		-3,996,790.	0.	0.	-3,996,790.
	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 <u>Royalties</u>	6211	445.	0.	0.	445.
b <u>Dominion Damages</u>	4619	10,150.	0.	0.	10,150.	
c						
d All other revenue		-1,383.	0.	0.	-1,383.	
e Total. Add lines 11a-11d		9,212.				
12 Total revenue. See instructions		5,924,930.	0.	0.	-3,455,235.	

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)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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	1,137,039.	1,137,039.		
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	2,403.	0.	2,403.	0.
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 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	6,391.	0.	6,391.	0.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a <u>PROPERTY TAX</u>	16,349.	0.	16,349.	0.
b <u>FOREIGN TAX PAID</u>	549.	0.	549.	0.
c <u>INSURANCE</u>	107,964.	0.	107,964.	0.
d <u>Timber Maintenance</u>	1,650.	0.	1,650.	0.
e _____				
f All other expenses	5,389.	0.	5,389.	0.
25 Total functional expenses. Add lines 1 through 24f	1,277,734.	1,137,039.	140,695.	0.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

BAA

Form 990 (2010)

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing	103,381.	1	221,341.
	2 Savings and temporary cash investments	8,516,160.	2	11,589,527.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	1,294.	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		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	14,282,398.	11	16,000,919.
	12 Investments — other securities. See Part IV, line 11.	499,901.	12	488,751.
	13 Investments — program-related. See Part IV, line 11.		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11.	11,481,219.	15	11,481,219.
16 Total assets. Add lines 1 through 15 (must equal line 34).	34,884,353.	16	39,783,051.	
LIABILITIES	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue	142,929.	19	385,723.
	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.	142,929.	26	385,723.
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	42,209,592.
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds	1,909,922.	32	-2,812,264.
	33 Total net assets or fund balances	34,741,424.	33	39,397,328.
	34 Total liabilities and net assets/fund balances	34,884,353.	34	39,783,051.

BAA

Form 990 (2010)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,924,930.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,277,734.
3	Revenue less expenses Subtract line 2 from line 1	3	4,647,196.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	34,741,424.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	8,708.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	39,397,328.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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?		X
b Were the organization's financial statements audited by an independent accountant?		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? 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 separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?		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		

BAA

Form 990 (2010)

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

2010

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 a 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 organization(s)

(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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) LOUISE WELLS CAMERON ART	56-0812213	Museum-Community Servic	X		X		X		1,086,039.
(B)									
(C)									
(D)									
(E)									
Total									1,086,039.

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

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 by a governmental unit to the organization 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33-1/3% support test – 2010. 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 – 2009. 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 – 2010. 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 – 2009. 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) 2010

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any 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, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 lns 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** ☐**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

- 19a 33-1/3% support tests – 2010.** 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 – 2009.** If the organization did not check a box on line 14 or line 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. Also complete this part for any additional information. (See instructions).

[illegible]

**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

2010**Open 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 can 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 education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a 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 Tax 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, and not on a historic structure listed in the National Register	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 easements 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 section 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) 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 the 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

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

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

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

Part VI 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) 2010

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total (Column (b) must equal Form 990 Part X, column (B) line 12.)		

Part VIII Investments—Program Related. (See Form 990, Part X, line 13)

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. (See Form 990, Part X, line 15)

(a) Description	(b) Book value
(1) Land West Virginia	283,753.
(2) Timber West Virginia	698,326.
(3) Jackey's Creek LLC	1,738,415.
(4) 1312.97 Acres Pender Lea	3,282,425.
(5) Cumberland Cty Various	1,633,800.
(6) 235.7 Acres Wilson Tract Orange Cty	2,357,000.
(7) 275 Acres East Arcadia Bladen Cty	687,500.
(8) 275 Acres East Arcadia Bladen Cty-Timber	800,000.
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	11,481,219.

Part X Other Liabilities. (See Form 990, Part X, line 25)

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total (Column (b) must equal Form 990, Part X, column (B) line 25.)	

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XIV Supplemental Information (continued)

This image shows a full page of a worksheet designed for handwriting practice. It features 20 evenly spaced, horizontal dashed lines across the entire width of the page. The background is plain white, providing a clear guide for letter formation and alignment. There are no margins, text, or other markings present.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

BRUCE BARCLAY CAMERON FOUNDATION, INC

Part I General Information on Grants and Assistance

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

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

OMB No 1545-0047

2010

Open to Public
Inspection

Employer identification number

05-0561398

☒ Yes ☐ No

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000.

Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Louise Wells Cameron Art 3101 S 17th Street Wilmington NC 28412	56-0812213		1,086,039.				Cultural
(2) Cape Fear Council Boy Sco P O Box 7156 Wilmington NC 28406	56-0529941		25,000.				Community Serv
(3) Thalian Hall 310 Chestnut Street Wilmington NC 28402	23-7209601		25,000.				Community Serv
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA3901 10/29/10

Schedule I (Form 990) 2010

6
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**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete if the organizations answered 'Yes'**
on Form 990, Part IV, lines 29 or 30.
► **Attach to Form 990.**

OMB No 1545-0047

2010

**Open To Public
Inspection**

Name of the organization

BRUCE BARCLAY CAMERON FOUNDATION, INC

Employer identification number

05-0561398

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	2	9,378,091.	
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution— Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If 'Yes,' describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Yes No

30a		X
31		X
32a		X
33		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2010

Part II. Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

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

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

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 Awareness of the Arts</u>	
Expenses	<u>1,000.</u>	
Grants Of	<u>0.</u>	
Revenue	<u>0.</u>	

Supporting Statement of:

Form 990 p 9/Other amt. not included

Description	Amount
Bruce B Cameron	2,074.
Bruce B Cameron Stocks	9,378,091.
Total	9,380,165.

Supporting Statement of:

Form 990 p 9/Total Revenue Investment

Description	Amount
Dividends	401,699.
Interest	111,966.
Total	513,665.

Supporting Statement of:

Form 990 p 9/Line 3 Column D

Description	Amount
Dividends	401,699.
Interest	111,966.
BA Hedge Fund K-1 Interest	71.
BA Hedge Fund K-1 Dividends	8,540.
SelectInvest Institutional ARV ASW Fund K-1	1.
Aurora Global Opportunities II ASP Fund K-1	2.
Graham Alternative Investment II ASP Fund K-1 Interest	2.
Graham Alternative Investment II ASP Fund K-1 Dividends	3,536.
Total	525,817.

Supporting Statement of:

Form 990 p 9/Real Gross Rents

Description	Amount
Rent-Land	5,161.
Hunt Lease	2,650.
Land Lease-Billboard	400.
Jackey's Creek Land LLC	-1,685.
Total	6,526.

Supporting Statement of:

Form 990 p 9/Sales of Securities

Description	Amount
Scott & Stringfellow Securities Sold-See statement	7,316,567.
Wells Fargo SelectInvest Institutional Sold	14,300.
Total	<u>7,330,867.</u>

Supporting Statement of:

Form 990 p 9/Gross Basis Amount

Description	Amount
Scott & Stringfellow Securities Sold-See statement	11,311,151.
Wells Fargo SelectInvest Institutional Sold	16,506.
Total	<u>11,327,657.</u>

Supporting Statement of:

Form 990 p 10/Line 1 col (A)

Description	Amount
Louise Wells Cameron Art Museum	1,086,039.
Cape Fear Boy Scouts of America	25,000.
Thalian Hall Reopening	25,000.
NC Museum of History Associates	1,000.
Total	<u>1,137,039.</u>

Supporting Statement of:

Form 990 p 10/Line 11a col (C)

Description	Amount
Cameron Management	1,500.
2009 BA Hedge Fund K-1 Flow through from Renaissance	903.
Total	<u>2,403.</u>

Supporting Statement of:

Form 990 p 10/Line 20 col (C)

Description	Amount
Scott & Stringfellow Margin Interest	8.
2009 BA Hedge Fund K-1 Foreign Interest Expense	6,383.
Total	<u>6,391.</u>

Supporting Statement of:

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

Description	Amount
Scott & Stringfellow Foreign Tax	179.
BA Hedge Fund K-1 Foreign Tax	370.
Total	<u>549.</u>

Supporting Statement of:

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

Description	Amount
BB&T Checking	294,530.
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 (A)

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 (A)

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

Supporting Statement of:

Form 990 p 12/Part XI, Line 5

Description	Amount
K-1 Income offset to capital	8,708.
Total	<u>8,708.</u>

April 28, 2011

Realized Gains and Losses Fiscal Year Ending 12/31/2010

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
ABBOTT LABS	06/23/2009	01/13/2010	2,000.000	106,946.10	94,026.00	12,920.10		12,920.10
AECOM TECHNOLOGY CORP	06/04/2010	12/20/2010	1,000.000	25,843.58	25,271.30	572.28		572.28
AECOM TECHNOLOGY CORP	08/19/2010	12/20/2010	1,000.000	25,843.57	23,765.81	2,077.76		2,077.76
			2,000.000	51,687.15	49,037.11	2,650.04		2,650.04
AMERICAN TEL & TEL	02/26/1992	01/22/2010	3,341.000	84,752.99	29,459.91		55,293.08	55,293.08
AMERICAN TEL & TEL	02/26/1992	10/06/2010	1,959.000	51,495.56	17,273.86		34,221.70	34,221.70
AMERICAN TEL & TEL	03/04/2009	10/06/2010	1,700.000	44,687.32	39,562.08		5,125.24	5,125.24
AMERICAN TEL & TEL	01/15/2010	10/06/2010	6,241.000	164,055.03	162,016.36	2,038.67		2,038.67
			9,900.000	260,237.91	218,852.30	2,038.67	39,346.94	41,385.61
AMERICAN TEL & TEL	01/15/2010	10/18/2010	100.000	2,576.29	2,596.00	-19.71		-19.71
			13,341.000	347,567.19	250,908.21	2,018.96	94,640.02	96,658.98
BANKAMERICA CORP	09/23/1986	07/12/2010	2,000.000	30,299.74	10,804.47		19,495.27	19,495.27
BANKAMERICA CORP	11/26/1986	07/12/2010	4,000.000	60,599.49	20,887.96		39,711.53	39,711.53
BANKAMERICA CORP	04/06/1988	07/12/2010	8,000.000	121,198.97	39,733.00		81,465.97	81,465.97
BANKAMERICA CORP	01/23/1989	07/12/2010	8,000.000	121,198.97	57,410.28		63,788.69	63,788.69
BANKAMERICA CORP	08/14/1990	07/12/2010	8,000.000	121,198.97	68,823.22		52,375.75	52,375.75
BANKAMERICA CORP	07/25/2006	07/12/2010	5,000.000	75,749.36	25,468.04		-178,933.68	-178,933.68
BANKAMERICA CORP	10/20/2006	07/12/2010	5,000.000	75,749.36	265,984.08		-190,234.72	-190,234.72
BANKAMERICA CORP	06/18/2007	07/12/2010	2,000.000	30,299.74	100,248.50		-69,948.76	-69,948.76
BANKAMERICA CORP	06/25/2007	07/12/2010	29,985.000	454,268.89	1,471,363.95		-1,017,095.06	-1,017,095.06
BANKAMERICA CORP	06/25/2007	07/12/2010	50,010.000	757,645.06	2,453,990.70		-1,696,345.64	-1,696,345.64
BANKAMERICA CORP	06/25/2007	07/12/2010	58,005.000	878,768.28	2,846,305.35		-1,967,537.07	-1,967,537.07
			180,000.000	2,726,976.83	7,590,234.55		-4,863,257.72	-4,863,257.72
BB&T CORPORATION	05/08/2006	01/22/2010	5.000	136.52	217.11		-80.59	-80.59

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Total Long Gains	Total Gains
BB&T CORPORATION	01/15/2010	01/22/2010	1,607.000	43,878.69	45,004.04	-1,125.35		-1,125.35
			1,612.000	44,015.21	45,221.15	-1,125.35		-1,205.94
BB&T CORPORATION	01/15/2010	03/22/2010	5,000.000	152,299.58	140,025.00	12,274.58		12,274.58
BB&T CORPORATION	01/15/2010	04/07/2010	4,800.000	154,470.57	134,424.00	20,046.57		20,046.57
BB&T CORPORATION	01/15/2010	04/19/2010	200.000	6,363.87	5,601.00	762.87		762.87
			11,612.000	357,149.23	325,271.15	31,958.67	-80.59	31,878.08
BERKSHIRE HATHAWAY INC	02/10/2010	02/22/2010	1,000.000	76,595.03	74,805.04	1,789.99		1,789.99
BP PRUDHOE BAY ROYALTY	08/17/2010	09/20/2010	1,000.000	95,756.86	94,602.97	1,153.89		1,153.89
BRISTOL MYERS	05/19/1992	03/30/2010	800.000	20,844.79	14,071.70	6,773.09		6,773.09
BRISTOL MYERS	03/09/1993	03/30/2010	1,200.000	31,267.19	16,965.22	14,301.97		14,301.97
BRISTOL MYERS	01/02/2004	03/30/2010	2,000.000	52,111.98	28,608.60	23,503.38		23,503.38
BRISTOL MYERS	06/23/2009	03/30/2010	2,000.000	52,111.97	59,154.15	-7,042.18		-7,042.18
			1,900.000	49,506.38	38,361.36	11,145.02		11,145.02
			7,900.000	205,842.31	157,161.03	11,145.02	37,536.26	48,681.28
BRISTOL MYERS	06/23/2009	06/21/2010	100.000	2,566.09	2,019.02	547.07		547.07
			8,000.000	208,408.40	159,180.05	11,692.09	37,536.26	49,228.35
BUCKRUS INTERNATIONAL I	02/26/2010	03/22/2010	1,000.000	65,928.42	62,541.87	3,386.55		3,386.55
CALL ABT Nov 52,5000 10	11/20/2010	08/27/2010	20.000	1,121.88	0.00	1,121.88		1,121.88
CALL ABX Apr 43,0000 10	04/17/2010	02/22/2010	20.000	1,561.17	0.00	1,561.17		1,561.17

#3012 P 004/024

Realized Gains and Losses Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
CALL ABX Aug 44.0000 10 08/21/2010	08/19/2010	07/19/2010	20.000	1,427.47	3,025.00	-1,597.53		-1,597.53
CALL ABX FEB 43 10 02/20/2010	02/20/2010	01/19/2010	15.000	774.98	0.00	774.98		774.98
CALL ABX JAN 47 1/2 10 01/16/2010	01/16/2010	11/13/2009	15.000	1,728.27	0.00	1,728.27		1,728.27
CALL ABX Jul 44.0000 10 07/17/2010	07/17/2010	06/17/2010	20.000	3,554.21	0.00	3,554.21		3,554.21
CALL ABX Jun 43.0000 10 06/19/2010	06/17/2010	04/20/2010	20.000	1,255.57	3,056.40	-1,800.83		-1,800.83
CALL ABX Oct 45.0000 10 10/16/2010	10/14/2010	08/19/2010	20.000	4,774.91	7,791.95	-3,017.04		-3,017.04
CALL APA Aug 105.0000 10 08/21/2010	08/19/2010	06/21/2010	5.000	1,035.93	20.00	1,015.93		1,015.93
CALL APA Jun 100.0000 10 06/19/2010	06/19/2010	05/18/2010	5.000	1,169.62	0.00	1,169.62		1,169.62
CALL APA Oct 100.0000 10 10/16/2010	10/14/2010	08/19/2010	10.000	1,494.32	2,966.53	-1,472.21		-1,472.21
CALL BAC Aug 20.0000 10 08/21/2010	07/12/2010	05/07/2010	100.000	4,719.91	350.00	4,369.91		4,369.91
CALL BAC FEB 25 10 02/20/2010	02/20/2010	08/26/2009	100.000	5,794.84	0.00	5,794.84		5,794.84
CALL BBT Aug 32.0000 10 08/21/2010	08/21/2010	06/21/2010	50.000	2,573.45	0.00	2,573.45		2,573.45
CALL BEY JUN 32 10 06/19/2010	06/19/2010	01/22/2010	50.000	2,812.21	0.00	2,812.21		2,812.21

#3012 P 005/024

Realized Gains and Losses Fiscal Year Ending 12/31/2010

BR CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
CALL BEY JUN 32 10 06/19/2010	06/19/2010	01/25/2010	50.000	2,812.21	0.00	2,812.21		2,812.21
			100.000	5,624.42	0.00	5,624.42		5,624.42
CALL BGZ Jul 35.0000 10 07/17/2010	07/17/2010	05/07/2010	15.000	1,069.35	0.00	1,069.35		1,069.35
CALL BMY Dec 28.0000 10 12/18/2010	12/18/2010	09/01/2010	10.000	609.98	0.00	609.98		609.98
CALL BMY Dec 28.0000 10 12/18/2010	12/18/2010	09/17/2010	20.000	1,141.54	0.00	1,141.54		1,141.54
			30.000	1,751.52	0.00	1,751.52		1,751.52
CALL BMY JUN 26 10 06/19/2010	06/19/2010	12/17/2009	20.000	2,821.72	0.00	2,821.72		2,821.72
CALL BMY Sep 27.0000 10 09/18/2010	09/18/2010	06/21/2010	20.000	944.98	490.60	454.38		454.38
CALL BP Oct 47.5000 10 10/16/2010	10/16/2010	07/16/2010	25.000	2,048.21	0.00	2,048.21		2,048.21
CALL BUP JUL 65 10 07/17/2010	07/17/2010	01/22/2010	25.000	2,358.58	0.00	2,358.58		2,358.58
CALL BYO FEB 19 10 02/20/2010	02/20/2010	11/10/2009	100.000	5,082.14	0.00	5,082.14		5,082.14
CALL BYO JAN 20 10 01/16/2010	01/16/2010	10/05/2009	200.000	12,982.65	0.00	12,982.65		12,982.65
CALL BYO May 18.0000 10 05/22/2010	05/22/2010	02/19/2010	100.000	3,814.94	0.00	3,814.94		3,814.94

Scott&Stringfellow

04/28/2011 15 28 9103956875

#3012 P 006/024

Realized Gains and Losses Fiscal Year Ending 12/31/2010

BB CAMERON FOUND. FOUNDATION Acct #: 8959-1860

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
CALL CAT Aug 67.5000 10 08/21/2010	08/19/2010	07/07/2010	20.000	2,093.96	4,247.70	-2,151.74		-2,151.74
CALL CAT Aug 70.0000 10 08/21/2010	08/19/2010	07/19/2010	10.000	869.98	546.00	323.98		323.98
CALL CAT Jul 67.5000 10 07/17/2010	07/17/2010	06/18/2010	10.000	1,287.08	0.00	1,287.08		1,287.08
CALL CAT Jun 65.0000 10 06/19/2010	06/18/2010	05/24/2010	10.000	1,370.17	887.00	483.17		483.17
CALL CAT MAR 62 1/2 10 03/20/2010	03/20/2010	01/22/2010	10.000	1,026.38	0.00	1,026.38		1,026.38
CALL CAT May 65.0000 10 05/22/2010	05/22/2010	03/22/2010	10.000	789.98	0.00	789.98		789.98
CALL CAT Nov 72.5000 10 11/20/2010	11/18/2010	08/19/2010	30.000	9,594.93	32,030.60	-22,435.67		-22,435.67
CALL CDT MAR 50 10 03/20/2010	03/19/2010	01/22/2010	50.000	2,382.46	7,623.05	-5,240.59		-5,240.59
CALL CSX Apr 50.0000 10 04/17/2010	04/14/2010	03/19/2010	50.000	12,486.46	26,759.35	-14,272.89		-14,272.89
CALL CSX Aug 50.0000 10 08/21/2010	08/19/2010	04/14/2010	25.000	16,225.51	1,770.00	14,455.51		14,455.51
CALL CSX Aug 52.5000 10 08/21/2010	08/21/2010	04/14/2010	25.000	12,343.75	0.00	12,343.75		12,343.75
CALL CSX Aug 55.0000 10 08/21/2010	08/21/2010	06/17/2010	50.000	13,194.77	0.00	13,194.77		13,194.77

Scott&Stringfellow

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

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 CSX June 52.5 06/19/2010	06/17/2010	05/20/2010	50.000	7,848.86	9,205.00	-1,356.14		-1,356.14
CALL CSX June 52.5 06/19/2010	06/19/2010	05/21/2010	50.000	7,848.86	0.00	7,848.86		7,848.86
CALL CSX May 50.0000 10 05/22/2010	05/20/2010	02/12/2010	50.000	5,581.67	5,055.00	526.67		526.67
CALL CSX Nov 57.5000 10 11/20/2010	11/18/2010	08/19/2010	25.000	2,025.46	11,049.25	-9,023.79		-9,023.79
CALL CSX Nov 57.5000 10 11/20/2010	11/18/2010	08/23/2010	75.000	4,650.53	33,147.75	-28,497.22		-28,497.22
			100.000	6,675.99	44,197.00	-37,521.01		-37,521.01
CALL D Oct 45.0000 10 10/16/2010	10/16/2010	05/07/2010	30.000	1,427.47	0.00	1,427.47		1,427.47
CALL DD Jul 42.0000 10 07/17/2010	07/17/2010	05/07/2010	50.000	2,334.70	0.00	2,334.70		2,334.70
CALL DD Oct 41.0000 10 10/16/2010	10/14/2010	07/19/2010	50.000	2,000.46	26,643.00	-24,642.54		-24,642.54
CALL DD Sep 38.0000 10 09/18/2010	08/10/2010	07/19/2010	40.000	3,355.77	15,409.00	-12,053.23		-12,053.23
CALL DE Aug 65.0000 10 08/21/2010	08/19/2010	06/21/2010	20.000	2,955.44	2,018.72	936.72		936.72
CALL DE Oct 70.0000 10 10/16/2010	10/14/2010	09/01/2010	10.000	1,293.77	4,950.97	-3,657.20		-3,657.20

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BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

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 DGV FEB 60 10 02/20/2010	02/20/2010	01/22/2010	10.000	519.99	0.00	519.99		519.99
CALL DGV Jun 65.0000 10 06/19/2010	06/19/2010	03/22/2010	20.000	2,115.07	0.00	2,115.07		2,115.07
CALL DGV Mar 60.0000 10 03/20/2010	03/20/2010	02/18/2010	20.000	1,847.67	0.00	1,847.67		1,847.67
CALL DO May 95.0000 10 05/22/2010	05/22/2010	04/07/2010	10.000	1,857.21	0.00	1,857.21		1,857.21
CALL DOW Aug 30.0000 10 08/21/2010	08/21/2010	06/21/2010	20.000	1,045.48	0.00	1,045.48		1,045.48
CALL DYN APR 70 10 04/17/2010	04/17/2010	03/18/2010	30.000	3,289.70	0.00	3,289.70		3,289.70
CALL DYN Aug 65.0000 10 08/21/2010	08/21/2010	07/19/2010	30.000	2,802.65	0.00	2,802.65		2,802.65
CALL DYN FEB 75 10 02/20/2010	02/20/2010	01/22/2010	20.000	2,115.07	0.00	2,115.07		2,115.07
CALL DYN Jul 70.0000 10 07/17/2010	07/17/2010	05/24/2010	30.000	3,662.13	0.00	3,662.13		3,662.13
CALL DYN Jul 75.0000 10 07/17/2010	07/17/2010	05/07/2010	30.000	3,432.93	0.00	3,432.93		3,432.93
CALL DYN Mar 75.0000 10 03/20/2010	03/20/2010	02/22/2010	30.000	2,716.71	0.00	2,716.71		2,716.71
CALL DYN May 70.0000 10 05/22/2010	05/22/2010	04/19/2010	30.000	1,578.16	0.00	1,578.16		1,578.16

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

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 DVN Nov 70,000 10 11/20/2010	11/19/2010	10/15/2010	30,000	2,974.54	7,728.84	-4,754.30		-4,754.30
CALL DVN Oct 67,5000 10 10/16/2010	10/15/2010	08/23/2010	30,000	2,831.29	410.00	2,421.29		2,421.29
CALL DVN Oct 72,5000 10 10/16/2010	10/16/2010	07/19/2010	30,000	1,761.96	0.00	1,761.96		1,761.96
CALL DXT JUL 38 10 07/17/2010	07/17/2010	01/22/2010	40,000	2,105.52	0.00	2,105.52		2,105.52
CALL EMR FEB 45 10 02/20/2010	02/18/2010	12/21/2009	10,000	557.48	2,878.75	-2,321.27		-2,321.27
CALL EMR Jun 46,0000 10 06/19/2010	06/17/2010	02/18/2010	10,000	3,393.79	1,099.12	2,294.67		2,294.67
CALL EMR Sep 48,0000 10 09/18/2010	09/17/2010	06/17/2010	10,000	2,045.34	3,300.00	-1,254.66		-1,254.66
CALL ERX Apr 39,8000 10 04/17/2010	04/14/2010	03/22/2010	10,000	1,045.48	4,783.82	-3,738.34		-3,738.34
CALL ERX Apr 41,8000 10 04/17/2010	04/14/2010	03/22/2010	10,000	549.99	2,725.14	-2,175.15		-2,175.15
CALL ERX Jul 37,8000 10 07/17/2010	07/17/2010	06/21/2010	10,000	897.48	0.00	897.48		897.48
CALL ERX Jun 37,0000 10 06/19/2010	06/19/2010	05/24/2010	10,000	549.98	0.00	549.98		549.98
CALL ERX MAR 38 10 03/20/2010	03/19/2010	02/09/2010	10,000	2,048.22	983.00	1,065.22		1,065.22

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Realized Gains and Losses
Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
CALL ERX MAR 40 10 03/20/2010	03/20/2010	02/09/2010	10.000	1,427.48	0.00	1,427.48		1,427.48
CALL ERX MAR 42 10 03/20/2010	03/20/2010	02/09/2010	10.000	949.98	0.00	949.98		949.98
CALL ERX May 39.8000 10 05/22/2010	05/22/2010	04/14/2010	10.000	5,619.64	0.00	5,619.64		5,619.64
CALL ERX May 42.8000 10 05/22/2010	05/22/2010	04/14/2010	10.000	3,639.37	0.00	3,639.37		3,639.37
CALL ERX Nov 42.0000 10 11/20/2010	11/19/2010	10/18/2010	20.000	2,382.45	7,659.41	-5,276.96		-5,276.96
CALL ERX Oct 38.8000 10 10/16/2010	10/16/2010	07/19/2010	20.000	1,904.96	0.00	1,904.96		1,904.96
CALL EXC JAN 55 10 01/16/2010	01/16/2010	10/19/2009	20.000	1,331.96	0.00	1,331.96		1,331.96
CALL FCX Aug 70.0000 10 08/21/2010	08/19/2010	07/16/2010	10.000	909.98	2,826.50	-1,916.52		-1,916.52
CALL FCX Aug 72.5000 10 08/21/2010	08/19/2010	07/07/2010	10.000	988.18	914.00	74.18		74.18
CALL FCX Aug 85.0000 10 08/21/2010	07/16/2010	05/24/2010	10.000	1,217.37	65.00	1,152.37		1,152.37
CALL FCX Nov 80.0000 10 11/20/2010	11/18/2010	08/19/2010	20.000	6,259.16	40,208.40	-33,949.24		-33,949.24
CALL J, PPW Jun 30.0000 10 06/19/2010	06/19/2010	05/07/2010	10.000	529.99	0.00	529.99		529.99

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Realized Gains and Losses
Fiscal Year Ending 12/31/2010

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 FHZ FEB 95 10 02/20/2010	02/20/2010	01/07/2010	10.000	1,427.46	0.00	1,427.46		1,427.46
CALL FHZ Mar 85,0000 10 03/20/2010	03/20/2010	02/22/2010	10.000	699.99	0.00	699.99		699.99
CALL FHZ MAY 80 10 05/22/2010	05/22/2010	02/04/2010	10.000	2,716.71	0.00	2,716.71		2,716.71
CALL FHZ MAY 85 10 05/22/2010	05/22/2010	03/22/2010	10.000	1,895.42	0.00	1,895.42		1,895.42
CALL GLW AUG 21 10 08/21/2010	08/21/2010	05/07/2010	50.000	2,477.95	0.00	2,477.95		2,477.95
CALL GLW Aug 22,0000 10 08/21/2010	08/21/2010	03/24/2010	50.000	2,955.46	0.00	2,955.46		2,955.46
CALL GLW FEB 19 10 02/20/2010	02/20/2010	11/18/2009	30.000	1,169.61	0.00	1,169.61		1,169.61
CALL GLW MAY 20 10 05/22/2010	05/22/2010	02/08/2010	50.000	2,907.71	0.00	2,907.71		2,907.71
CALL GLW Nov 18,0000 10 11/20/2010	11/20/2010	08/19/2010	50.000	2,621.20	0.00	2,621.20		2,621.20
CALL GLW Nov 20,0000 10 11/20/2010	11/20/2010	07/16/2010	50.000	2,143.71	0.00	2,143.71		2,143.71
CALL HAL Aug 31,0000 10 08/21/2010	08/21/2010	07/16/2010	30.000	1,226.92	0.00	1,226.92		1,226.92
CALL HAL Oct 31,0000 10 10/16/2010	10/14/2010	08/23/2010	30.000	1,828.56	12,296.10	-10,467.54		-10,467.54

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Realized Gains and Losses Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
CALL HAL Oct 33.0000 10 10/16/2010	10/14/2010	07/07/2010	30.000	2,516.15	6,278.14	-3,761.99		-3,761.99
CALL HES Aug 60.0000 10 08/21/2010	08/21/2010	05/24/2010	30.000	5,008.66	0.00	5,008.66		5,008.66
CALL HES Nov 60.0000 10 11/20/2010	11/19/2010	08/23/2010	30.000	2,286.95	29,681.90	-27,394.95		-27,394.95
CALL HZL Jul 35.0000 10 07/17/2010	07/17/2010	03/18/2010	30.000	3,919.99	0.00	3,919.99		3,919.99
CALL HZL MAR 35 10 03/20/2010	03/20/2010	01/22/2010	30.000	1,943.17	0.00	1,943.17		1,943.17
CALL IBM Aug 130.0000 10 08/21/2010	08/21/2010	07/07/2010	10.000	2,115.06	0.00	2,115.06		2,115.06
CALL IBM Oct 135.0000 10 10/16/2010	10/14/2010	08/23/2010	10.000	1,062.67	6,155.00	-5,092.33		-5,092.33
CALL IFJ JUN 30 10 06/19/2010	06/19/2010	04/19/2010	20.000	949.98	0.00	949.98		949.98
CALL IGG JAN 55 10 01/16/2010	01/14/2010	11/18/2009	30.000	16,494.56	24,065.00	-7,570.44		-7,570.44
CALL IGG MAY 55 10 05/22/2010	05/22/2010	01/14/2010	30.000	29,004.62	0.00	29,004.62		29,004.62
CALL IPI Apr 33.0000 10 04/17/2010	04/17/2010	03/18/2010	20.000	1,713.97	0.00	1,713.97		1,713.97
CALL IPI Dec 30.0000 10 12/18/2010	12/16/2010	08/06/2010	20.000	1,790.36	6,839.88	-5,049.52		-5,049.52

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BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses Fiscal Year Ending 12/31/2010

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 ITT APR 55 10 04/17/2010	04/16/2010	01/22/2010	20.000	1,121.88	2,044.84	-922.96		-922.96
CALL ITT Jul 55.0000 10 07/17/2010	07/17/2010	05/07/2010	20.000	1,804.68	0.00	1,804.68		1,804.68
CALL ITT May 55.0000 10 05/22/2010	05/22/2010	04/16/2010	19.000	3,656.84	0.00	3,656.84		3,656.84
CALL ITT Sep 50.0000 10 09/18/2010	09/18/2010	07/19/2010	39.000	1,914.57	0.00	1,914.57		1,914.57
CALL INI APR 65 10 04/17/2010	04/16/2010	01/22/2010	30.000	3,146.45	710.00	2,436.45		2,436.45
CALL INI Jul 67.5000 10 07/17/2010	07/17/2010	04/16/2010	30.000	1,857.21	0.00	1,857.21		1,857.21
CALL KO Nov 60.0000 10 11/20/2010	11/18/2010	09/01/2010	20.000	909.98	7,914.00	-7,004.02		-7,004.02
CALL LLY APR 35 10 04/17/2010	04/14/2010	01/15/2010	15.000	2,419.96	2,418.95	1.01		1.01
CALL LLY APR 37 1/2 10 04/17/2010	04/17/2010	01/15/2010	15.000	785.03	0.00	785.03		785.03
CALL LLY JAN 35 10 01/16/2010	01/15/2010	11/18/2009	30.000	5,704.84	2,880.10	2,824.74		2,824.74
CALL LLY Jul 35.0000 10 07/17/2010	07/17/2010	04/14/2010	15.000	2,923.97	0.00	2,923.97		2,923.97
CALL LLY Jul 38.0000 10 07/17/2010	07/17/2010	04/19/2010	15.000	609.98	0.00	609.98		609.98

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Realized Gains and Losses Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
CALL LLY Oct 37.0000 10 10/16/2010	10/15/2010	07/19/2010	15.000	564.98	1,150.07	-585.09		-585.09
CALL LMT Aug 85.0000 10 08/21/2010	08/21/2010	06/21/2010	10.000	969.08	0.00	969.08		969.08
CALL LMT Dec 75.0000 10 12/18/2010	12/18/2010	09/20/2010	20.000	1,785.58	0.00	1,785.58		1,785.58
CALL LMT FEB 80 10 02/20/2010	02/20/2010	01/22/2010	10.000	749.98	0.00	749.98		749.98
CALL LMT Jul 80.0000 10 07/17/2010	07/17/2010	06/17/2010	10.000	2,264.03	0.00	2,264.03		2,264.03
CALL LMT Jun 80.0000 10 06/19/2010	06/17/2010	02/19/2010	10.000	2,243.99	932.00	1,311.99		1,311.99
CALL LMT Jun 85.0000 10 06/19/2010	06/19/2010	02/19/2010	10.000	904.98	0.00	904.98		904.98
CALL LMT Sep 75.0000 10 09/18/2010	09/18/2010	08/23/2010	20.000	1,293.77	0.00	1,293.77		1,293.77
CALL LMT Sep 80.0000 10 09/18/2010	09/18/2010	07/16/2010	10.000	824.98	0.00	824.98		824.98
CALL LOW JUL 26 10 07/17/2010	07/17/2010	01/22/2010	40.000	2,511.19	0.00	2,511.19		2,511.19
CALL LOW Jul 29.0000 10 07/17/2010	07/17/2010	05/07/2010	40.000	1,890.44	0.00	1,890.44		1,890.44
CALL LOW Oct 23.0000 10 10/16/2010	10/16/2010	07/19/2010	50.000	1,470.44	0.00	1,470.44		1,470.44

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses Fiscal Year Ending 12/31/2010

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gain	Total Long Gain	Total Gain
CALL MLM Aug 105.0000 10 08/21/2010	08/21/2010	06/21/2010	10.000	978.63	0.00	978.63		978.63
CALL MLM Jun 105.0000 10 06/19/2010	06/19/2010	04/27/2010	10.000	1,514.97	0.00	1,514.97		1,514.97
CALL MOS Apr 70.0000 10 04/17/2010	04/17/2010	03/05/2010	10.000	739.98	0.00	739.98		739.98
CALL MOS Dec 70.0000 10 12/18/2010	12/18/2010	09/17/2010	10.000	2,073.70	0.00	2,073.70		2,073.70
CALL MOS JAN 60 10 01/16/2010	01/15/2010	11/18/2009	10.000	2,095.94	1,906.90	189.04		189.04
CALL MOS MAR 65 10 03/20/2010	03/20/2010	01/15/2010	10.000	2,688.06	0.00	2,688.06		2,688.06
CALL MOS May 60.0000 10 05/22/2010	05/22/2010	04/19/2010	10.000	449.99	0.00	449.99		449.99
CALL MOS May 65.0000 10 05/22/2010	05/22/2010	03/22/2010	10.000	1,534.90	0.00	1,534.90		1,534.90
CALL MOS Sep 60.0000 10 09/18/2010	09/17/2010	05/24/2010	10.000	1,030.48	126.70	903.78		903.78
CALL MRK Jul 39.0000 10 07/17/2010	07/17/2010	05/07/2010	25.000	799.98	0.00	799.98		799.98
CALL MRK Oct 39.0000 10 10/16/2010	10/16/2010	07/19/2010	25.000	1,187.69	0.00	1,187.69		1,187.69
CALL MRO APR 34 10 04/17/2010	04/17/2010	01/19/2010	30.000	1,742.62	0.00	1,742.62		1,742.62

Realized Gains and Losses Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
CALL MRO APR 34 10 04/17/2010	04/17/2010	01/22/2010	50.000	2,425.43	0.00	2,425.43		2,425.43
			80.000	4,168.05	0.00	4,168.05		4,168.05
CALL MRO Aug 34.0000 10 08/21/2010	08/21/2010	07/19/2010	100.000	2,477.95	0.00	2,477.95		2,477.95
CALL MRO JAN 34 10 01/16/2010	01/16/2010	10/16/2009	20.000	4,792.01	0.00	4,792.01		4,792.01
CALL MRO JUL 34 10 07/17/2010	07/17/2010	04/19/2010	80.000	5,419.30	0.00	5,419.30		5,419.30
CALL MRO JUL 35 10 07/17/2010	07/17/2010	03/18/2010	50.000	3,394.75	0.00	3,394.75		3,394.75
CALL MRO Oct 36.0000 10 10/16/2010	10/16/2010	07/19/2010	50.000	1,752.16	0.00	1,752.16		1,752.16
CALL NUE Jul 50.0000 10 07/17/2010	07/17/2010	03/22/2010	15.000	1,370.18	0.00	1,370.18		1,370.18
CALL NUE Mar 46.0000 10 03/20/2010	03/20/2010	02/18/2010	15.000	983.40	0.00	983.40		983.40
CALL NUE Oct 44.0000 10 10/16/2010	10/16/2010	07/19/2010	20.000	988.18	0.00	988.18		988.18
CALL NZA JUN 35 10 06/19/2010	06/19/2010	01/22/2010	20.000	1,045.48	0.00	1,045.48		1,045.48
CALL OI Nov 30.0000 10 11/20/2010	11/20/2010	10/20/2010	20.000	1,666.22	0.00	1,666.22		1,666.22
CALL ORQ MAR 26 10 03/20/2010	03/20/2010	12/18/2009	10.000	504.98	0.00	504.98		504.98

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Realized Gains and Losses
Fiscal Year Ending 12/31/2010

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 PEP APR 65 10 04/17/2010	04/14/2010	01/22/2010	20.000	949.98	2,074.10	-1,124.12		-1,124.12
CALL PEP JAN 60 10 01/16/2010	01/15/2010	11/18/2009	15.000	4,177.78	3,767.00	410.78		410.78
CALL PEP Oct 67.5000 10 10/16/2010	10/16/2010	04/14/2010	20.000	3,891.33	0.00	3,891.33		3,891.33
CALL PIQ JUL 25 10 07/17/2010	07/17/2010	03/19/2010	10.000	404.99	0.00	404.99		404.99
CALL PIQ Oct 30.0000 10 10/16/2010	10/16/2010	04/27/2010	30.000	2,913.34	0.00	2,913.34		2,913.34
CALL POT Aug 115.0000 10 08/21/2010	07/16/2010	06/21/2010	10.000	949.98	600.00	349.98		349.98
CALL PPD Oct 27.5000 10 10/16/2010	10/16/2010	07/07/2010	30.000	2,224.78	0.00	2,224.78		2,224.78
CALL PWE Dec 21.0000 10 12/18/2010	12/16/2010	08/10/2010	10.000	499.99	1,775.00	-1,275.01		-1,275.01
CALL PYP FEB 120 10 02/20/2010	02/20/2010	01/15/2010	10.000	3,794.34	0.00	3,794.34		3,794.34
CALL PYP FEB 135 10 02/20/2010	02/20/2010	01/19/2010	10.000	749.98	0.00	749.98		749.98
CALL PYP JAN 115 10 01/16/2010	01/15/2010	11/18/2009	10.000	7,012.97	520.00	6,492.97		6,492.97
CALL PYP JAN 120 10 01/16/2010	01/16/2010	12/21/2009	10.000	1,618.45	0.00	1,618.45		1,618.45

#3012 P 018/024

Realized Gains and Losses Fiscal Year Ending 12/31/2010

HB CAMERON FOUND. FOUNDATION Acct #: 8959-1860

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
CALL PYP Jun 125,0000 10 06/19/2010	06/19/2010	03/19/2010	10,000	8,207.35	0.00	8,207.35		8,207.35
CALL PYP Jun 140,0000 10 06/19/2010	06/19/2010	02/22/2010	10,000	2,464.96	0.00	2,464.96		2,464.96
CALL PYP Mar 120,0000 10 03/20/2010	03/19/2010	02/22/2010	10,000	2,487.51	1,903.25	584.26		584.26
CALL SDS Aug 37,0000 10 08/21/2010	08/21/2010	07/16/2010	20,000	2,877.70	0.00	2,877.70		2,877.70
CALL SDS Jul 35,0000 10 07/17/2010	07/16/2010	06/21/2010	20,000	1,121.88	218.60	903.28		903.28
CALL SDS Nov 36,0000 10 11/20/2010	11/20/2010	09/20/2010	20,000	1,269.51	0.00	1,269.51		1,269.51
CALL SDS Sep 36,0000 10 09/18/2010	09/18/2010	08/23/2010	20,000	1,821.68	0.00	1,821.68		1,821.68
CALL SKF Oct 28,0000 10 10/16/2010	10/16/2010	06/21/2010	10,000	1,016.83	0.00	1,016.83		1,016.83
CALL SLB MAY 90 10 05/22/2010	05/22/2010	11/18/2009	20,000	1,904.94	0.00	1,904.94		1,904.94
CALL SSH Jun 35,0000 10 06/19/2010	06/19/2010	03/22/2010	20,000	2,630.76	0.00	2,630.76		2,630.76
CALL SSH Jun 50,0000 10 06/19/2010	06/19/2010	05/07/2010	20,000	1,026.38	0.00	1,026.38		1,026.38
CALL SSH MAR 50 10 03/20/2010	03/20/2010	12/17/2009	20,000	1,446.56	0.00	1,446.56		1,446.56

Scott&Stringfellow

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

Realized Gains and Losses Fiscal Year Ending 12/31/2010

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 SU Aug 37.0000 10 08/21/2010	08/21/2010	06/21/2010	30.000	2,315.60	0.00	2,315.60		2,315.60
CALL SU Dec 36.0000 10 12/18/2010	12/17/2010	09/20/2010	70.000	4,356.21	595.30	3,760.91		3,760.91
CALL SU Dec 37.0000 10 12/18/2010	12/18/2010	08/23/2010	30.000	1,796.47	0.00	1,796.47		1,796.47
CALL SU JUN 40 10 06/19/2010	06/19/2010	01/22/2010	30.000	2,740.48	0.00	2,740.48		2,740.48
CALL SU Sep 36.0000 10 09/18/2010	09/18/2010	07/07/2010	70.000	3,537.98	0.00	3,537.98		3,537.98
CALL T JUL 28 10 07/17/2010	07/17/2010	01/22/2010	100.000	4,292.44	0.00	4,292.44		4,292.44
CALL T Oct 28.0000 10 10/16/2010	10/05/2010	05/07/2010	100.000	4,119.92	13,839.00	-9,719.08		-9,719.08
CALL TVT Jun 56.0000 10 06/19/2010	06/19/2010	02/18/2010	10.000	939.98	0.00	939.98		939.98
CALL UGL Aug 55.0000 10 08/21/2010	08/21/2010	07/19/2010	10.000	449.99	0.00	449.99		449.99
CALL UGL Jul 55.0000 10 07/17/2010	07/17/2010	05/24/2010	10.000	2,095.96	0.00	2,095.96		2,095.96
CALL UGL Sep 56.0000 10 09/18/2010	09/17/2010	08/23/2010	10.000	649.98	2,235.03	-1,585.05		-1,585.05
CALL U.F MAR 47 10 03/20/2010	03/20/2010	02/09/2010	10.000	997.73	0.00	997.73		997.73

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

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 ULF May 51.0000 10 05/22/2010	05/22/2010	04/14/2010	10.000	1,045.48	0.00	1,045.48		1,045.48
CALL WFT May 19.0000 10 05/22/2010	05/22/2010	03/05/2010	20.000	1,367.50	0.00	1,367.50		1,367.50
CALL WMT Aug 52.5000 10 08/21/2010	08/21/2010	06/21/2010	15.000	983.40	0.00	983.40		983.40
CALL WMT JUN 55 10 06/19/2010	06/19/2010	01/22/2010	10.000	1,360.63	0.00	1,360.63		1,360.63
CALL WMT Oct 52.5000 10 10/16/2010	10/14/2010	08/23/2010	15.000	924.98	1,175.45	-250.47		-250.47
CALL XOM Jul 72.5000 10 07/17/2010	07/17/2010	05/07/2010	40.000	1,561.17	0.00	1,561.17		1,561.17
CALL XOM Oct 65.0000 10 10/16/2010	10/15/2010	07/16/2010	40.000	2,046.30	726.00	1,320.30		1,320.30
CALL ZMH Aug 60.0000 10 08/21/2010	08/21/2010	06/21/2010	17.000	1,196.36	0.00	1,196.36		1,196.36
CALL ZMH Dec 55.0000 10 12/18/2010	12/18/2010	08/23/2010	17.000	2,024.33	0.00	2,024.33		2,024.33
CALL ZMH FEB 65 10 02/20/2010	02/20/2010	01/22/2010	17.000	1,699.64	0.00	1,699.64		1,699.64
CALL ZMH Jun 65.0000 10 06/19/2010	06/19/2010	02/22/2010	17.000	1,537.29	0.00	1,537.29		1,537.29
CIENTURY TELEPHONE	03/02/2010	09/02/2010	2,000.000	70,810.04	70,332.05	477.99		477.99
CITIZENS COMMUNICATIOX	09/15/1992	11/23/2010	292.800	2,620.57	2,007.67		612.90	612.90
CITIZENS COMMUNICATIOX	07/20/1994	11/23/2010	292.800	2,620.57	1,894.02		726.55	726.55

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

BR 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>
CITIZENS COMMUNICATIOX	03/04/2009	11/23/2010	374,400	3,350.88	2,771.58		579.30	579.30
			960,000	8,592.02	6,673.27		1,918.75	1,918.75
COCA COLA	04/14/2010	11/22/2010	2,000,000	110,908.51	109,933.52	974.99		974.99
DEERE CO	01/15/2010	12/20/2010	2,000,000	148,373.04	114,550.00	33,823.04		33,823.04
DEERE CO	01/15/2010	12/29/2010	1,000,000	77,853.53	57,275.00	20,578.53		20,578.53
			3,000,000	226,226.57	171,825.00	54,401.57		54,401.57
DEVON ENERGY CORATION	01/15/2010	12/13/2010	2,400,000	174,971.75	175,488.00	-516.25		-516.25
DEVON ENERGY CORATION	01/15/2010	12/20/2010	600,000	43,606.28	43,872.00	-265.72		-265.72
			3,000,000	218,578.03	219,360.00	-781.97		-781.97
DIREXION SHARES ETF	02/09/2010	04/16/2010	800,000	31,929.13	28,059.19	3,869.94		3,869.94
DIREXION SHARES ETF	02/09/2010	04/19/2010	200,000	7,942.91	7,014.80	928.11		928.11
			1,000,000	39,872.04	35,073.99	4,798.05		4,798.05
DOMINION RESOURCES	03/06/2002	02/24/2010	3,000,000	111,146.47	91,845.67		19,300.80	19,300.80
ELI LILLY	02/12/1993	10/18/2010	1,200,000	42,336.33	16,658.43		25,677.90	25,677.90
ELI LILLY	03/09/1993	10/18/2010	300,000	10,584.08	3,971.40		6,612.68	6,612.68
			1,500,000	52,920.41	20,629.83		32,290.58	32,290.58
ELI LILLY	03/09/1993	10/18/2010	1,500,000	54,605.10	19,857.02		34,748.08	34,748.08
			3,000,000	107,525.51	40,486.85		67,038.66	67,038.66

Realized Gains and Losses Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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
EMERSON ELECTRIC	05/07/2007	03/12/2010	1,000.000	42,939.62	47,083.98		-4,144.36	-4,144.36
EMERSON ELECTRIC	01/09/2009	03/12/2010	400.000	17,175.85	14,543.97		2,631.88	2,631.88
EMERSON ELECTRIC			1,400.000	60,115.47	61,627.95		-1,512.48	-1,512.48
EMERSON ELECTRIC	01/09/2009	03/22/2010	600.000	25,674.52	21,815.95		3,858.57	3,858.57
			2,000.000	85,789.99	83,443.90		2,346.09	2,346.09
FURIEX PHARMACEUTICALS	04/22/2002	07/19/2010	80.000	1,199.97	474.17		725.80	725.80
FURIEX PHARMACEUTICALS	04/22/2002	11/23/2010	86.615	1,057.88	513.38		544.50	544.50
FURIEX PHARMACEUTICALS	05/28/2002	11/23/2010	166.615	2,034.97	836.09		1,198.88	1,198.88
FURIEX PHARMACEUTICALS	01/15/2010	11/23/2010	1,832.769	22,384.67	17,772.31	4,612.36		4,612.36
			2,086.000	25,477.52	19,121.78	4,612.36	1,743.38	6,355.74
GENERAL ELECTRIC	04/26/1994	12/31/2010	7,000.000	127,184.65	128,625.00		-1,440.35	-1,440.35
GENERAL ELECTRIC	08/28/2002	12/31/2010	1,000.000	18,169.24	31,790.04		-13,620.80	-13,620.80
GENERAL ELECTRIC	02/18/2004	12/31/2010	2,000.000	36,338.47	66,561.60		-30,223.13	-30,223.13
GENERAL ELECTRIC	02/01/2005	12/31/2010	1,000.000	18,169.24	36,107.60		-17,938.36	-17,938.36
			11,000.000	199,861.60	263,084.24		-63,222.64	-63,222.64
ITT CORP	01/15/2010	04/19/2010	100.000	5,604.41	5,119.50	484.91		484.91
JOHNSON & JOHNSON	02/12/1993	01/19/2010	2,000.000	123,558.74	22,712.64		100,846.10	100,846.10
JOHNSON & JOHNSON	02/02/1994	01/19/2010	2,000.000	123,558.75	21,458.18		102,100.57	102,100.57
JOHNSON & JOHNSON	01/22/2004	01/19/2010	1,000.000	61,779.37	53,363.80		8,415.57	8,415.57
			5,000.000	308,896.86	97,534.62		211,362.24	211,362.24
LINCOLN NATIONAL CORP	02/03/1994	04/14/2010	62.000	1,938.67	773.61		1,165.06	1,165.06

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

RB 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>
LOWES CO	06/21/1995	12/31/2010	7,000.000	174,365.54	176,365.00		-1,999.46	-1,999.46
MARATHON OIL	06/04/2003	10/18/2010	5,000.000	166,607.69	64,322.99		102,284.70	102,284.70
MOSAIC COMPANY	02/24/2009	09/20/2010	1,000.000	50,333.41	39,645.04		10,688.37	10,688.37
ORACLE SYSTEMS CORP	03/02/2001	03/22/2010	1,000.000	25,269.77	17,033.37		8,236.40	8,236.40
PEPSICO	05/27/1993	04/19/2010	1,500.000	94,361.97	25,181.38		69,180.59	69,180.59
PHARMACEUTICAL PRODUC	04/22/2002	07/19/2010	1,000.000	23,816.44	13,610.54		10,205.90	10,205.90
POTASH CORP SASK INC	02/24/2009	08/23/2010	500.000	48,087.77	41,489.57		6,598.20	6,598.20
POTASH CORP SASK INC	03/24/2009	08/23/2010	500.000	48,087.76	42,290.52		5,797.24	5,797.24
			1,000.000	96,175.53	83,780.09		12,395.44	12,395.44
POTASH CORP SASK INC	04/21/2009	08/23/2010	1,000.000	106,358.11	83,171.09		23,187.02	23,187.02
			2,000.000	202,533.64	166,951.18		35,582.46	35,582.46
SAN JUAN BASIN	06/23/2009	01/13/2010	1,200.000	21,128.44	17,669.07	3,459.37		3,459.37
SAN JUAN BASIN	06/23/2009	01/14/2010	500.000	8,768.37	7,362.11	1,406.26		1,406.26
SAN JUAN BASIN	06/23/2009	01/19/2010	2,300.000	40,634.23	33,865.73	6,768.50		6,768.50
			4,000.000	70,531.04	58,896.91	11,634.13		11,634.13
SANTOS LTD	01/15/2010	01/22/2010	2,970.000	35,450.01	37,347.75	-1,897.74		-1,897.74
SCHLUMBERGER	07/03/2008	11/22/2010	1,000.000	63,083.73	104,491.20		-41,407.47	-41,407.47
SCHLUMBERGER	11/18/2009	11/22/2010	1,000.000	63,083.73	66,850.28		-3,766.55	-3,766.55
			2,000.000	126,167.46	171,341.48		-45,174.02	-45,174.02
STREETTRACKS GOLD TRUS	01/21/2009	01/19/2010	1,000.000	108,882.71	84,815.82	24,066.89		24,066.89

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

BB CAMERON FOUN. FOUNDATION Acct #: 8959-1860

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

Description	Date Acquired	Date Sold	Quantity	Net		Short Term Gains	Total Long Gains		Total Gains
				Proceeds	Cost				
STREETTRACKS GOLD TRUS	09/09/2009	01/19/2010	500.000	54,441.35	49,385.12	5,056.23			5,056.23
			1,500.000	163,324.06	134,200.94	29,123.12			29,123.12
WAL-MART	01/15/2010	12/08/2010	1,500.000	80,616.68	81,112.50	-495.82			-495.82
Short Term Gains				2,560,682.38	2,255,487.40	305,194.98			
Total Long Gains				4,755,885.01	9,055,663.96	-4,299,778.95			
Total (Sales)				7,316,567.39	11,311,151.36	305,194.98	-4,299,778.95		3,994,583.97
Total Gains						305,194.98	-4,299,778.95		-3,994,583.97

Realized Gain/Loss

25,780

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As of Date: 2/11/11

Account Number: 7266-3135
BRUCE BARCLAY CAMERON
FOUNDATION, INC.

Realized Gain/Loss Detail for Year

Long Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	SELECT INVEST INSTITUTNL							
	ARV ASP CL C SER U	8.19000	1,029.1128	05/30/07	01/22/10	7,300.00	8,428.44	-1,128.44
		5.89000	1,029.1128	05/30/07	04/22/10	5,300.00	6,061.48	-761.48
		1.95900	1,029.1128	05/30/07	10/20/10	1,700.00	2,016.04	-316.04
	Subtotal	16.03900				14,300.00	16,505.96	-2,205.96
	Total - Long Term					\$14,300.00	\$16,505.96	-\$2,205.96



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