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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: CAMP FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 813 Room/suite

City or town, state, and ZIP code: FRANKLIN VA 23851

A Employer identification number: 54-6052488

B Telephone number (see page 10 of the instructions): 757-562-3439

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 15,203,707

J Accounting method [ ] Cash [ ] Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	22	22	22	
4	Dividends and interest from securities	318,425	318,425	318,425	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	123,191			
b	Gross sales price for all assets on line 6a 2,323,278				
7	Capital gain net income (from Part IV, line 2)		123,191		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 2	10,820	10,820	10,820	
12	**Total.** Add lines 1 through 11	452,458	452,458	329,267	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	31,500	1,575		29,925
14	Other employee salaries and wages				
15	Pension plans, employee benefits	4,419	221		4,198
16a	Legal fees (attach schedule) See Stmt 3	100	5		95
b	Accounting fees (attach schedule) Stmt 4	8,900	445		8,455
c	Other professional fees (attach schedule) Stmt 5	54,671	2,734		51,937
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) Stmt 6	5,370	3,080		2,290
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	2,318	116		2,202
22	Printing and publications				
23	Other expenses (att sch) Stmt 7	695	35		660
24	**Total operating and administrative expenses.** Add lines 13 through 23	107,973	8,211	0	99,762
25	Contributions, gifts, grants paid	624,133			624,133
26	**Total expenses and disbursements.** Add lines 24 and 25	732,106	8,211	0	723,895
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-279,648			
b	**Net investment income** (if negative, enter -0-)		444,247		
c	**Adjusted net income** (if negative, enter -0-)			329,267	

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	6,383	3,931	3,931
	2	Savings and temporary cash investments	1,817,277	1,085,617	1,085,617
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule) Stmt 8		482,180	461,749
	b	Investments—corporate stock (attach schedule) See Stmt 9	9,321,998	9,818,567	9,852,783
	c	Investments—corporate bonds (attach schedule) See Stmt 10	4,138,004	3,614,398	3,799,627
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	15,283,662	15,004,693	15,203,707
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ See Statement 11)		679	
	23	**Total liabilities** (add lines 17 through 22)	0	679	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	15,283,662	15,004,014	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	15,283,662	15,004,014	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,283,662	15,004,693	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,283,662
2	Enter amount from Part I, line 27a	2	-279,648
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,004,014
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,004,014

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CAPITAL GAIN DISTRIBUTIONS			
b	SEE ATTACHED SCHEDULE 5	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	18,234			18,234
b	2,305,044	2,200,087		104,957
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				18,234
b				104,957
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	123,191
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	601,807	13,060,963	0.046077
2008	851,496	16,745,129	0.050850
2007	1,028,645	21,602,414	0.047617
2006	1,033,274	20,367,128	0.050732
2005	824,091	19,319,806	0.042655

2	Total of line 1, column (d)	2	0.237931
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047586
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,363,163
5	Multiply line 4 by line 3	5	683,485
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,442
7	Add lines 5 and 6	7	687,927
8	Enter qualifying distributions from Part XII, line 4	8	723,895

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	4,442
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	4,442
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,442
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	17,680		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,680
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	13,238
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 13,238 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WESTBROOK PARKER Telephone no ▶ 757-562-3439
717 CLAY STREET
Located at ▶ FRANKLIN VA ZIP+4 ▶ 23851

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b *If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in* Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE 1	SEE SCHED 1	31,500	4,419	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	14,555,974
b	Average of monthly cash balances	1b	25,917
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	14,581,891
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	14,581,891
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	218,728
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,363,163
6	**Minimum investment return.** Enter 5% of line 5	6	718,158

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	718,158
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,442		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,442
3	Distributable amount before adjustments Subtract line 2c from line 1			3	713,716
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	713,716
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	713,716

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	723,895
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	723,895
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,442
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	719,453

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					713,716
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006	42,494				
c From 2007	5,906				
d From 2008	24,562				
e From 2009					
f **Total** of lines 3a through e		72,962			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 723,895					
a Applied to 2009, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2010 distributable amount					713,716
e Remaining amount distributed out of corpus		10,179			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		83,141			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		83,141			
10 Analysis of line 9					
a Excess from 2006	42,494				
b Excess from 2007	5,906				
c Excess from 2008	24,562				
d Excess from 2009					
e Excess from 2010	10,179				

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

1a. If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SCHEDULE 6

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

SCHEDULE 6

c Any submission deadlines

SCHEDULE 6

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

SCHEDULE 6

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE SCHEDULE 7	INDIVIDUALS HAVE NO RELATIONSHIP TO MANAGEMENT	TO PROMOTE THE CHARITABLE OR EDUCATIONAL EFFORTS OF THE DONEE		624,133
Total			▶ 3a	624,133
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	22	
4 Dividends and interest from securities			14	318,425	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	123,191	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MISCELLANEOUS INCOME			1	10,820	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		452,458	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 452,458

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X	
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A		See Statement 12	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
THE ELMS FOUNDATION	PRIV OPER FOUND	COMMON OFFICERS/DIRECTORS
J.L. CAMP FOUDATION	PRIVATE FOUND	COMMON OFFICERS/DIRECTORS

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/16/11 Title: Executive Director

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed
WILLIAM A. PEAK	[signature] CPA	04/27/11	
Firm's name ▶ BRITT & PEAK, P.C.		PTIN P00334383	
Firm's address ▶ P.O. BOX 536 FRANKLIN, VA 23851		Firm's EIN ▶ 54-1524944	
		Phone no 757-569-8101	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED SCHEDULE 5			Purchase				
	Various	Various	$ 2,305,044	$ 2,200,087	$	$	$ 104,957
Total			$ 2,305,044	$ 2,200,087	$ 0	$ 0	$ 104,957

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	$ 10,820	$	$ 10,820
Total	$ 10,820	$ 0	$ 10,820

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 100	$ 5	$	$ 95
Total	$ 100	$ 5	$ 0	$ 95

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 8,900	$ 445	$	$ 8,455
Total	$ 8,900	$ 445	$ 0	$ 8,455

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES	$ 54,671	$ 2,734	$	$ 51,937
Total	$ 54,671	$ 2,734	$ 0	$ 51,937

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAXES	$ 2,410	$ 120	$	$ 2,290
FORIEGN TAXES	2,960	2,960		
Total	$ 5,370	$ 3,080	$ 0	$ 2,290

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MISCELLANEOUS EXPENSE	695	35		660
Total	$ 695	$ 35	$ 0	$ 660

Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE 2				
	$	$ 482,180	Cost	$ 461,749
Total	$ 0	$ 482,180		$ 461,749

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE 3				
	$ 9,321,998	$ 9,818,567	Cost	$ 9,852,783
Total	$ 9,321,998	$ 9,818,567		$ 9,852,783

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SEE ATTACHED SCHEDULE 4				
	$ 4,138,004	$ 3,614,398	Cost	$ 3,799,627
Total	$ 4,138,004	$ 3,614,398		$ 3,799,627

Statement 11 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
PAYROLL LIABILITIES	$	$ 679
Total	$ 0	$ 679

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

Description
SCHEDULE 6

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SCHEDULE 6

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
SCHEDULE 6

Federal Statements

Statement 12 - Form 990-PF, Part XVII, Line 1d - Schedule Information

Line No.	Amount Involved	Name of Noncharitable Exempt Organization	Description of Transfers Transactions, Etc.
1b(3)	$ 65,633	THE ELMS FOUNDATION	THE ELMS INCURRS CERTAIN ADMINISTRATIVE EXPENSES ON BEHALF OF THE CAMP FOUNDATION AND IS REIMBURSED BY THE CAMP FOUNDATION FOR THESE EXPENSES.

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
INTEREST INCOME	$ 22		14		
Total	$ 22				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
VARIOUS DIVIDENDS & INTEREST	$ 318,425		14		
Total	$ 318,425				

CAMP FOUNDATION
EIN: 54-6052488

SCHEDULE 1: OFFICERS/DIRECTORS

Officers:	Title	Time devoted to position	Contributions to employee benefit plans	Expense and other	Compensation
J. R. Marks	President/ Chair	Part	None	None	None
R. B. Drake	Vice-President	Part	None	None	None
B. B. Worrell	Prior Secret	Part	$4,419	None	$31,500
S. W. Rawls, III	Treasurer	Part	None	None	None
W. J. Parker	Secretary	Part	None	None	None
Directors:					
S. C. Adams	Director	Part	None	None	None
N. M. Brewbaker	Director	Part	None	None	None
J. M. Camp, III	Director	Part	None	None	None
W. M. Camp, Jr.	Director	Part	None	None	None
R. B. Drake	Director	Part	None	None	None
B. K. Hedgepeth	Director	Part	None	None	None
J. R. Marks	Director	Part	None	None	None
P. C. Marks	Director	Part	None	None	None
S. W. Rawls, III	Director	Part	None	None	None
R. H. Ray	Director	Part	None	None	None
			$4,419		$31,500

CAMP FOUNDATION
EIN: 54-6052488

SCHEDULE 2

U.S. Government Bonds

	Number of shares or par value	Book Value	Market Value
United States Treasury Bond	250,000	$ 271,641	$ 251,210
United States Treasury Strip Int.	700,000	210,539	210,539
Total U.S. Government Bonds		$ 482,180	$ 461,749

CAMP FOUNDATION
EIN: 54-6052488

SCHEDULE 3

Corporate Stocks

Common Stocks and Mutual Funds	Number of shares or par value	Book Value	Market Value
Amazon Inc.	800	$ 115,548	$ 144,000
Apache Corp.	1,100	83,374	131,153
Apple Inc.	450	68,867	145,152
BHP Billiton LTD.	1,600	145,058	148,672
Cummins Inc.	1,500	83,832	165,015
Dollar Tree Inc.	2,650	53,828	148,612
EOG Resources Inc.	850	82,433	77,699
Express Scripts Inc.	2,500	111,050	135,125
Family Dollar Stores Inc.	2,400	94,115	119,304
Goldcorp Inc.	1,900	84,999	87,362
Golden Eagle Retail Group LTD.	30,000	77,055	73,942
Hengan International Group Co. LTD.	11,200	43,744	96,603
Henry Schein Inc.	1,500	63,468	92,085
Hong Kong Exchanges & Clearing LTD.	3,800	86,621	86,181
Johnson & Johnson	1,500	89,190	92,775
Kingdee Intl Software Group	54,000	25,158	30,287
McMoran Exploration Co.	2,200	40,081	37,708

CAMP FOUNDATION
EIN: 54-6052488

SCHEDULE 3

Corporate Stocks

Common Stocks and Mutual Funds (Cont'd)	Number of shares or par value	Book Value	Market Value
National Oilwell Varco Inc.	2,450	106,873	164,763
Nestle	1,700	64,617	99,994
Osisko Mining Corp.	5,500	43,205	80,370
Pepsico Inc.	1,500	84,846	97,995
Schlumberger LTD.	1,850	90,189	154,475
SGS SA	80	98,663	134,663
SPDR Gold Trust	700	62,886	97,104
Standard Chartered PLC	3,500	81,180	94,554
Tencent Holdings LTD.	1,900	43,901	41,282
TJX Cos. Inc.	2,000	83,911	88,780
Tsingtao Brewery Co. LTD.	18,000	98,640	94,241
Vale SA	4,200	92,874	145,194
Want Want China Holdings LTD.	3,000	72,780	131,406
ZTE Corp.	5,200	35,975	40,508
Alliance Bernstein Int'l - Advisor	100,128	2,190,839	1,393,776
Alliance Bernstein Int'l	27,482	300,750	375,410
Davis Funds	150,751	3,797,623	3,500,446

CAMP FOUNDATION
EIN: 54-6052488

SCHEDULE 3

Corporate Stocks

Common Stocks and Mutual Funds (Cont'd)	Number of shares or par value	Book Value	Market Value
Lazard Funds	59,970	1,120,394	1,306,147
Total Common Stock and Mutual Funds		$ 9,818,567	$ 9,852,783

CAMP FOUNDATION
EIN: 54-6052488

SCHEDULE 4

Bond Funds

	Number of shares or par value	Book Value	Market Value
Vanguard Bond Index Fund Inc. - Intermediate	174,288	$ 1,768,431	$ 1,953,766
Vanguard Bond Index Fund Inc. - Short Term	174,963	1,845,967	1,845,861
Total Bond Funds		$ 3,614,398	$ 3,799,627

SCHEDULE 5

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART IV
REALIZED GAINS AND LOSSES

DESCRIPTION	# OF SHARES	PROCEEDS	BASIS OF SHARES SOLD	GAIN/ (LOSS)
VANGUARD	31,341.717	360,186.00	317,384 71	42,801.29
VANGUARD SH ORT TERM	33,812.237	360,186 00	356,724 77	3,461.23
LAZARD FUNDS	963.855	20,000.000	17,977.07	2,022 93
APACHE	600.000	50,917.11	42,998.25	7,918.86
SCHLUMBERGER	450.000	25,276.07	19,035 00	6,241.07
TRANSOCEAN	1000.000	79,498.65	84,014.00	(4,515 35)
BHP BILLITON	1100.000	74,127.74	79,772 00	(5,644.26)
SPDR GOLD TR	400.000	46,647.21	35,934.72	10,712 49
VALE SA	2500.000	62,423.94	49,408 33	13,015.61
RICHIE BROS AUCTINOEERS INC	5600.000	112,032.82	135,918 09	(23,885.27)
SGS HLDGS	15.000	21,031.40	18,499 24	2,532.16
CHINA DONGXIANG GROUP	135000.000	83,024.16	91,740.60	(8,716.44)
DOLLAR TREE	500.000	20,949.64	10,156.19	10,793.45
COLGATE PALMOLIVE	1600.000	122,303 92	129,515.84	(7,211.92)
HENGAN INTL GROUP	8800.000	71,516 81	34,370.80	37,146 01
NESTLE	500.000	24,379 58	19,005.00	5,374 58
ABBOTT LABS	2400 000	131,080.33	99,773.04	31,307 29
HENRY SCHEIN	500 000	26,994.54	21,156.00	5,838.54
MEDCO	1750 000	100,465.80	111,526.80	(11,061.00)
BERKLEY	3000.000	79,918.64	68,038 65	11,879.99
CHEUNG KONG	9500 000	103,605.24	118,530.80	(14,925.56)
STANDARD CHARTERED PLC	1700 000	47,899.11	44,010.78	3,888 33
APPLE	150 000	37,844.36	22,955.75	14,888 61
US TREAS BOND 4 375%	250000.000	242,734.50	271,640.63	(28,906 13)
TOTAL		**2,305,043.57**	**2,200,087.06**	**104,956.51**

Schedule 6 Camp Foundation 54-6052488

CAMP FOUNDATION SCHOLARSHIP RENEWAL APPLICATION

DATE ____________________________

1. NAME ____________________ ________________ ______________________
   First Middle Last

2. Mailing Address ________________________________

   ____

   Best telephone number to reach you ________________________

   e-mail Address ______________________________(optional)

3. I hereby make application for renewal of a Camp Foundation Colgate W. Darden Scholarship or a Camp Foundation Scholarship for the session 2011-12 to attend:

   ____
   Name of College

   ____
   Address of College
   ____

4. Credit hours completed: ______________________

5. Expected date of graduation: ______________________

6. Statement of Applicant's Education Goals (Please describe your current educational goals and interest.)

   ____
   ____
   ____
   ____

PERSONAL DATA

7. General Health: ____
   (poor, fair, good, excellent)

PARENT OR GUARDIAN INFORMATION

8. Name(s) of living parents: ____

9. Address(es) of living parents: ____

   ____

Schedule 6 Corp Foundation 54-6052488

10. EDUCATIONAL INFORMATION FOR ALL DEPENDENT CHILDREN OF PARENT OR GUARDIAN**** **(Including applicant)****

Dependents Names	Age	School	Grade or Year	Annual Total Cost of School or College	Amount Paid by Parent	Scholarship Amount	Loan Amount	Other Sources
Applicant								

SCHOLASTIC ACTIVITY

11. Approximate number of students in your college ____________________

class ____________________

major ____________________

12. Your approximate present scholastic rank ______________. (If available)

13. List your extra-curricular activities in college, including athletics, clubs, societies, etc.

____

____

____

14. Have you been the recipient of honors or awards since your last application? Specify

____

____

____

15. **Have you applied for and/or been awarded any other scholarship assistance or financial aid? If so, give full information:**

Scholarship/Aid	Amount	Awarded?	Renewable?
______________________________	$________	__________	____________
______________________________	$________	__________	____________

Schedule 6 ... Foundation 54-6052488

$

16 Please summarize your work experience since your last application:

GENERAL DATA

17. Church affiliation (if any):

18. Current community and church activities, at home or on campus:

SPECIAL CIRCUMSTANCES

19. Please describe any special circumstances, including financial matters, concerning your application that you wish to bring to the attention of the Scholarship Committee:

20. **<u>A transcript of your complete college record must accompany this application if you have not already submitted one</u>**.

Signature of Applicant

Date

Social Security Number

Schedule 6 Camp Foundation 54-6052488

CAMP FOUNDATION AND RUTH CAMP CAMPBELL FOUNDATION
SCHOLARSHIP APPLICATION

DATE ______________________

1. NAME ______________ ______________ ______________
First Middle Last

2. Address ______________________________

____

City/County ______________________________

Telephone Number ______________________
3. High (or preparatory) school you now attend:

____

4. Expected date of graduation: ______________________

5. I hereby make application for a Colgate W. Darden Scholarship, a Paul D. and Ella Camp Scholarship, or a Camp or Ruth Camp Campbell Foundation Scholarship for the session 2011-12 to attend:

____
Name of College

____
Address of College

PERSONAL DATA

6. Date of Birth: ______________ Place of Birth: ______________

7. General Health: ______________
(poor, fair, good, excellent)

8. Are you or have you been married?
____

9. Do you own an automobile? ______________________________

10. Why do you want to go to college, and on what major subjects do you plan to concentrate?

____

____

____

____

Schedule L Corp Foundation 54-6052488

____

____

____

SCHOLASTIC ACTIVITY

11. Number of students in your high (or preparatory) school graduating class____________.

12. Your present scholastic rank in class (if available)______________________________.

13. Give names of schools or colleges and years attended at each ____________________.

____.

14. List your extra-curricular activities in high school, including athletics, clubs, societies, etc.

____

____

____

15. Have you been the recipient of honors or awards? Specify.________________________

____

____

____

____

16. Have you applied for and/or been awarded any other scholarship assistance or financial aid? _________

17. If so, give full information:

Scholarship/Aid	Amount	Awarded?	Renewable?
______________________________	$_______	__________	____________
______________________________	$_______	__________	____________

$ ________ ________ ________

18. Have you ever been employed? ____________

If yes, give name and address of employer(s), describe position, and indicate period of employment and pay received:

____

____

____

____

19. Indicate the maximum amounts you expect to receive toward your expenses during your first year in college from the following sources:

a. From parents .... $ ________________

b. From relatives or friends .... $ ________________

c. From applicant's savings .... $ ________________

d. From prospective summer or school term earnings $ ________________

e. From all other sources .... $ ________________

TOTAL .... $ ________________

20. If any of income is expected from items 19.b. or e. above, please explain the sources here.

____

____

____

21. Will the income indicated above for the first year, if any, probably be available for the full four years of undergraduate education? ____________

22. Do you possess in your own name any assets such as savings accounts, trust funds, legacies, or investments? ____________

If so, indicate here the total value of such assets and describe briefly:

____

____

Schedule G   Camp Founda inc.   51-6050498

GENERAL DATA

23. Community and/or church activities: ______________________________

____

____

____

24. References: **Please attach letters of recommendation from three adults** who know you. **We ask that at least one letter come from an adult that does not work at your school.**
They should comment on (1) your scholastic effort, (2) your extra-curricular activities, and (3) your personal characteristics. In addition, please list these references below.

a. ______________________________
Full Name

____
Position

____

____
Full Address & Zip Code

b. ______________________________
Full Name

____
Position

____

____
Full Address & Zip Code

c. ______________________________
Full Name

____
Position

____

Schedule 6 Camp Foundation 54-6052488

STATEMENT OF FAMILY INCOME AND RESOURCES

(To be filled out by parent/s or guardian)

Name of Father______________________ Name of Mother______________________

Address______________________ Address______________________

______________________ ______________________

Legal Guardian______________________ Address______________________

____

1. Name of father's employer, if any ______________________

Name of mother's employer, if any ______________________

Name of guardian's employer, if any ______________________

2. Net Worth of father and mother together (**ESTIMATED**)
3.

$______________________

****(Total Value of Assets less Debt = Net Worth)**

3. List dependents other than the applicant:

CHILDREN

Name	Age	School, College or Occupation

OTHER DEPENDENTS

Name	Age	Relationship, Occupation

. · Schedule 6 Camp Foundation 54-6052488

STATEMENT OF FAMILY INCOME AND RESOURCES (cont.)

4. **Please attach a copy of the latest Federal Income Tax Form 1040 filed by parent(s) or guardian (first two pages only).** This is required in order to process your application. *****A COPY OF LAST YEAR'S RETURN IS ACCEPTABLE.**

*****IF YOU DO NOT INCLUDE A COPY OF THE TAX RETURN, YOUR APPLICATION WILL ONLY BE CONSIDERED FOR THE CAMP FOUNDATION COLGATE W. DARDEN SCHOLARSHIP OR THE PAUL D. AND ELLA CAMP SCHOLARSHIP.**

The undersigned hereby certify that the statements made above are correct to the best of his/her knowledge and certifies that the proceeds of any scholarship awarded pursuant to this application will be used solely to defray the educational expenses of the student named in this application.

____________________ ____________________________________
Date Signature of Father

____________________ ____________________________________
Date Signature of Mother

____________________ ____________________________________
Date Signature of Legal Guardian

Schedule L Comp Foundation 54-6052488

PRINCIPAL'S CONFIDENTIAL REPORT

(To be completed by High School Principal on the basis of information available at the time of application.)

Name of Applicant ____

1. The above student ranks ______ in a class of ____________.
(*E.g.*, 1st, 2nd, 3rd, etc., in scholarship grades.)

2. Average for 3 years: __________

3. College Board Exams (SAT or ACT)

Taken how often? _______

For each test taken:

Year	MONTH	CRITICAL THINKING	MATH	ESSAY
20___	_______	____________________	____________	____________
20___	_______	____________________	____________	____________
20___	_______	____________________	____________	____________
20___	_______	____________________	____________	____________

4. Rate probable collegiate success: (Check only one)

Excellent_______ Good_______ Fair_______ Poor_______

5. Rate emotional maturity: (Check only one)

Excellent_______ Good_______ Fair_______ Poor_______

6. In your opinion, has student applied to school(s) to which s/he is best suited? _______

________________________________ ________________________________

Date Signature of Principal

Any additional information deemed appropriate by the principal to be considered in evaluating this applicant may be attached.

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Name and Address	Purpose
Alzheimer's Association #20 Interstate Corporate Center Norfolk, Virginia 23502	Health/Welfare
American Cancer Society Franklin/Southampton 808 Live Oak Drive Chesapeake, Virginia 23320	Cancer Research and Education
American Heart Association 360 Southport Circle, Suite 104 Virginia Beach, Virginia 23452	Heart Education
American Red Cross - Southampton Chapter Post Office Box 1036 Franklin, Virginia 23851	Health/Welfare
American Legion Post #73 Armory Drive Franklin, Virginia 23851	Health/Welfare
Blackwater/Nottoway Riverkeeper Program Post Office Box 44 Sedley, Virginia 23878	Health/Welfare
Blackwater Regional Library 22511 Main Street Courtland, Virginia 23837	Educational
Boys and Girls Club of Southeast Virginia 3415 Azalea Garden Road Norfolk, Virginia 23513	Health/Welfare
Town of Boykins Boykins, Virginia 23837	Futherance of Municipal Endeavors
Town of Branchville Post Office Box 129 Branchville, Virginia 23828	Furtherance of Municipal Endeavors

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Chaplain Service of the Churches of Virginia 2317 Westwood Avenue Richmond, Virginia 23230	Chaplaincy of Southampton Correctional Complex
Children's Center, The Texie Camp Marks 700 Campbell Avenue Franklin, Virginia 23851	Recreation
Children's Hospital of the King's Daughters 800 W. Onley Road Norfolk, Virginia 23507	General Charitable Activity
City of Franklin Post Office Box 179 Franklin, Virginia 23851	Furtherance of Municipal Endeavors
Colonial Coast Boy Scouts 11725 Jefferson Avenue Newport News, Virginia 23606	Futherance of Souting Programs
Colonial Coast Girl Scouts 4190 South Plaza Trail Suite 200 VA Beach, Virginia 23452-1931	Furtherance of Scouting Programs
Town of Courtland Post Office Box 39 Courtland, Virginia 23837	Furtherance of Municipal Endeavors
Courtland Community Center 25499 Florence Street Courtland, Virginia 23837	Health/Welfare
The Elms Foundation Post Office Box 813 Franklin, Virginia 23851	Historic Preservation
Foodbank of Southeastern Virginia Post Office Box 1940 Norfolk, Virginia 23501	Welfare
Franklin City Public Schools Franklin , Virginia 23851	Education

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Franklin Baptist Church 208 North High Street Franklin, Virginia 23851	Memorial
Franklin Cooperative Ministry Post Office Box 1214 Franklin, VA 23851	Health/Welfare
Franklin Downtown Association, Inc. Post Office Box 531 Franklin, Virginia 23851	Cultural/Historic
Franklin Junior Woman's Club Post Office Box 1215 Franklin, Virginia 23851	Community Activities
Franklin Southampton Area United Way Post Office Box 366 Franklin, Virginia 23851	Community Activities
Franklin Southampton Community Concert Association 113 Woodland Drive Franklin, Virginia 23851	Cultural
Franklin Little League Football, Inc. Post Office Box 634 Franklin, Virginia 23851	Youth Recreation
Franklin Southampton Area Chamber Post Office Box 531 Franklin, Virginia 23851	Community Activities
Franklin/Southampton County Fair Post Office Box 640 Courtland, Virginia 23837	Community Activities
Franklin Southampton Economic Development, Inc. 601 North Mechanic Street Franklin, Virginia 23851	Health/Welfare
The Genieve Shelter Post Office Box 624 Smithfield, Virginia 23430-0624	Health/Welfare of Abused Women

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Grazin' Acres Therapeutic Riding Center 14492 Ivor Road Sedley, Virginia 23878	Health/Welfare
Isle of Wight Academy Post Office Box 105 Isle of Wight, Virginia 23397	Futherance of School Activities
Isle of Wight County Isle of Wight, Virginia 23397	Public Recreational Facilities Authority & Windsor Rescue Squad
Town of Ivor Ivor, Virginia 23866	Futherance of Municipal Endeavors
Museum of the Confederacy 1201 East Clay Street Richmond, Virginia 23219	Cultural
Nansemond Suffolk Academy 3373 Pruden Boulevard Suffolk, Virginia 23434	Educational
Newsoms Ruritan Club Newsoms, Virginia 23874	Recreation
Paul D. Camp Community College Post Office Box 737 Franklin, Virginia 23851	Educational
Presbyterian Home-Zuni Training Center 150 Linden Avenue Lynchburg, Virginia 24503	Health/Welfare
Rawls Museum Arts 22376 Linden Street Courtland, Virginia 23837	Cultural
The Salvation Army Post Office Box 1000 Suffolk, Virginia 23434	Health/Welfare

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Sedley Recreational Association Post Office Box 29 Sedley, Virginia 23878	Improvements to Recreational Field
Southeastern Virginia Areawide Model Program Inc. 6350 Center Drive Norfolk, Virginia 23502	Health/Welfare
Southampton Academy 320 Old Plank Road Courtland, Virginia 23837	Educational
Southampton County Historical Society 33335 Statesville Road Newsoms, Virginia 23874	Historical Preservation
Southampton County Public Schools Post Office Box 26 Courtland, Virginia 23837	Educational
Southampton County Sheriff Department Post Office Box 406 Courtland, Virginia 23837	Memorial
Southampton/Franklin Habitat for Humanity Post Office Box 891 Franklin, Virginia 23851	Health/Welfare
Southeast 4-H Educational Center Route 1, Box 484 Wakefield, Virginia 23888	Youth Programs
Theatre IV c/o Mr. Thomas M. Crowder 9014 Tarrytown Drive Richmond, Virginia 23229	Educational
Tidewater Youth Services 2404 Airline Boulevard Portsmouth, Virginia 23701	Health/Welfare

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)
GRANTS AND CONTRIBUTIONS

Village at Woods Edge 1401 North High Street Franklin, Virginia 23851	Health/Welfare
Virginia College Fund, The 6002 West Broad Street Richmond, Virginia 23230	Educational
Virginia Foundation for Independent Colleges 8010 Ridge Road Richmond, Virginia 23229	Educational
Virginia Legal Aid Society Post Office Box 6058 Lynchburg, Virginia 24505	Welfare
Virginia Museum of Marine Sciences Foundation, Inc. 1917 Artic Avenue Virginia Beach, Virginia 23451	Educational
Virginia Public Safety 1604 Santa Rosa Road Richmond, Virginia 23229	Health/Welfare
The Virginia Symphony Post Office Box 26 Norfolk, Virginia 23501	Cultural Activities
YMCA of South Hampton Roads 250 West Brambleton Avenue Norfolk, Virginia 23510	Youth and Adult Activities

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)

CAMP FOUNDATION COLGATE W. DARDEN SCHOLARSHIPS (THESE BEING GRANTS OF $5,000 EACH)

NAME AND ADDRESS	COLLEGE	YEAR OF GRADUATION
Courtney Y. Saw 108 Smithfield Boulevard Smithfield, Virginia 23430	Virginia Commonwealth University	2011
Kylee R. Ponder 812 Clay Street Franklin, Virginia 23851	The College of William & Mary	2012
Patrick C. Ormond 8 Dashiell Drive Smithfield, Virginia 23430	University of Virginia	2013
Anne S. Riddick 365 South Church Street Smithfield, Virginia 23430	University of Virginia	2014

CAMP FOUNDATION SCHOLARSHIPS (THESE BEING GRANTS OF $3500 EACH)

NAME AND ADDRESS	COLLEGE	YEAR OF GRADUATION
Noelle E. Burgess 11612 Hunters Green Court Reston, Virginia 21091	James Madison University	2011
Blair D. Chesson 36184 Unity Road Zuni, Virginia 23898	Liberty University	2011
Caitlin E. Finchum 27980 Walters Hwy. Carrsville, Virginia 23315	The College of William & Mary	2011
Allison L. Hastings 1133 Swains Mill Road Harrellsville, North Carolina 27942	University of North Carolina	2011

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)

CAMP FOUNDATION SCHOLARSHIPS
(THESE BEING GRANTS OF $3500 EACH)

NAME AND ADDRESS	COLLEGE	YEAR OF GRADUATION
Jessica R. Piland 131 Liberty Avenue Windsor, Virginia 23487	Old Dominion University	2011
Mark D. Steinert 19187 Bob White Lane Windsor, Virginia 23487	Berklee College of Music	2011
Gene A. Edwards, III 29258 Little Texas Road Branchville, Virginia 23828	Virginia Polytechnic Institute	2012
Emma M. Neave 33293 Seacock Chapel Road Ivor, Virginia 23866	Sweet Briar College	2012
Jacklyn R. Cutrell 31592 Millfield Road Wakefield, Virginia 23888	Virginia Polytechnic Institute	2012
Sharon E. VanNiel 20215 Ruritan Drive Zuni, Virginia 23898	University of Mary Washington	2012
Monique T. Goodman 14082 Blue Ridge Trail Windsor, Virginia 23487	Old Dominion University	2012
John D. Honeycutt, II 205 Sunrise Bluff Lane Smithfield, Virginia 23430	Virginia Polytechnic Institute	2012
Samantha L. Ketcham 17412 Carroll Bridge Road Windsor, Virginia 23487	Texas A & M	2013

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)

CAMP FOUNDATION SCHOLARSHIPS
(THESE BEING GRANTS OF $3,500 EACH)

NAME AND ADDRESS	COLLEGE	YEAR OF GRADUATION
Brittany S. Everett 31215 Williams Street Franklin, Virginia 23851	University of Virginia	2013
Matthew L. Pitts 21382 Medicine Springs Road Courtland, Virginia 23837	James Madison University	2013
Carter H. Pearson 117 Gillette Court Franklin, Virginia 23851	The University of the South	2013
Robert G. Lupton 29430 Country Club Road Courtland, Virginia 23837	Virginia Polytechnic Institute	2013
James K. O'Bryant Post Office Box 6 Courtland, Virginia 23837	High Point University	2013
Allison L. Detar 740 Rebecca Street Franklin, Virginia 23851	Liberty University	2014
Veronica C. Gray 31223 Walters Highway Franklin, Virginia 23851	The College of William & Mary	2014
Tierra L. Hawks 333 Harrison Street Franklin, Virginia 23851	Virginia Commonwealth University	2014
Katie M. Horton 18598 Horton's Lane Windsor, Virginia 23487	University of Virginia	2014

SCHEDULE 7

CAMP FOUNDATION
EIN: 54-6052488

2010 990-PF
PART XV (3A)

CAMP FOUNDATION SCHOLARSHIPS
(THESE BEING GRANTS OF $3,500 EACH)

NAME AND ADDRESS	COLLEGE	YEAR OF GRADUATION
Erin R. Spivey 25407 New Market Road Courtland, Virginia 23837	University of Virginia	2014
Javarius T. Warren 200 Roosevelt Street Franklin, Virginia 23851	James Madison University	2014

BY-LAWS
OF
CAMP FOUNDATION
(Formerly Franklin Charities, Incorporated)

- - -

Adopted February 9, 1944
With Amendments Through November, 2010

- - -

ARTICLE I.

Stock.

This Corporation is purely non-profit and charitable, and no capital stock is required or to be issued.

ARTICLE II.

Stockholders.

There are to be no stockholders.

ARTICLE III.

Directors.

Section 1. (As amended September 30, 2005) The business and property of the Corporation shall be managed by a Board of not less than seven (7) nor more than fifteen (15) Directors. A majority of said Directors shall reside in the City of Franklin, Southampton County or Isle of Wight County (local Directors). Directors shall serve an initial term of three years; if re-elected after the initial term, Directors shall serve for life, or until their resignation be accepted, or until removed by the Board, with or without cause, including the need to remove a Director who has moved from the local area if said move creates a minority of local Directors on the Board. The present Directors are grandfathered under this Section 1 by the By-Laws in effect on 1/1/2005.

Section 1a. Directors are expected to attend at least one of the two regularly scheduled meetings held each year and any Director who misses three out of four consecutive regular meetings is deemed to have submitted his/her resignation and his/her resignation shall be automatically accepted by the Board. This resignation can be appealed to the full Board.

Section 1b. As has historically been the case, it is desirable that most directors be members of the Camp family.

Section 2. Any vacancies on the Board necessary to be filled in order to maintain the required minimum number of seven (7) Directors may be filled by a majority of those persons who are Directors at the time. Additional directors may be added at any time by a two-thirds vote of the Board.

Section 2.a. Directors may at their discretion elect one or more ex officio members, with full voting rights, to the Board. to serve at the pleasure of the Board.

Section 3. Directors shall serve without compensation. The Board of Directors may, however, in its discretion pay the expenses of any Director attending a meeting of the Board. Any Director may be removed by the unanimous vote of the other Directors, at any time, with or without cause.

Section 4. (As amended March 14, 1969.) The regular annual meetings of the Board shall be held on the third Friday in May of each year, and the regular semi-annual meetings shall be held on the third Friday in November of each year. If any of said Fridays is a legal holiday, the meeting shall be held on the next Friday following which is not a legal holiday. The meetings will be held at the principal office of the corporation in Franklin, Virginia, or at such other convenient place as may be specified by the President or Secretary. Said meetings may be held at any time and place, without notice, by the unanimous consent of the members of the Board, or by the presence of all members at such meeting.

Section 5. Special meetings of the Board shall be held in the principal office of the Corporation in the City of Franklin, Virginia, or at such other convenient place as may be specified by the President or Secretary, and may be called at any time by the President, or by a majority of the Board, at such time as may be designated in such call, or may be held at any time and place, without notice, by the unanimous written consent of the members of the Board, or by the presence of all members at such meeting.

Section 6. Notice of every meeting of the Board of Directors shall, as to such Directors who do not waive the same, be mailed or telegraphed by the President or Secretary to each member of the Board at his last known address, not less than two days before such meeting, and, if for a special meeting, such notice shall state the purpose of such meeting.

Section 7. A quorum at any meeting shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any questions that may come before the meeting.

Section 8. (As amended March 5, 1965.) If and when the Directors severally or collectively consent in writing to any action to be taken by the Corporation, such action be as valid as though it had been authorized at a meeting of the Board of Directors.

Section 9. (Added March 14, 1969.) The Board of Directors may, by a resolution passed by a majority of the whole Board, appoint an Executive Committee to consist of Six (6) directors, including the Chairman of the Board, the President, and the Vice President. The Executive Director shall serve on the Executive Committee as a non-voting ex officio member. Four members shall constitute a quorum. Such Committee shall have the powers of the Board of Directors in the management of the business, affairs and property of the Corporation during the intervals between the meetings of the Directors, except the power to approve an amendment of the articles of incorporation, a plan of merger or consolidation, or a plan of dissolution. In addition, the Executive Committee will serve as the nominating committee for officers and new Board members. Such Committee shall report to the Board and be subject to its directions, and the Board may fill vacancies therein. Additional committees, including a Finance Committee, a Gifts Advisory Committee, a Scholarship Committee, and such special committees as may from time to time be needed, shall be appointed by the President with the approval of the Board. The term of office for all committee appointments, including the Executive Committee, will be one year, with new appointments and reappointments made at the annual meeting.

The Finance Committee shall consist of five (5) Directors and the Executive Director as a non-voting ex officio member. The Scholarship Committee shall consist of five (5) members, including at least three (3) Directors. The Gifts Advisory Committee shall consist of seven (7) members, including at least five (5) Directors.

Section 10. The Executive Director shall be selected by The Elms Foundation, which administers the affairs of the Camp Foundation, the Ruth Camp and Henry Campbell Foundation, the Ruth Camp Campbell Charitable Trust and the Camp-Younts Foundation. The Executive Director shall serve as Secretary of the Corporation and will be responsible for the proper administration of all Corporation affairs. The service of the Executive Director and all administrative expenses shall be paid pursuant to an "Office Services Agreement" entered among and between The Elms Foundation, the Camp Foundation, the Ruth Camp and Henry Campbell Foundation, the Ruth Camp Campbell Charitable Trust and the Camp-Younts Foundation. As Secretary, the Executive Director shall ensure that proper notice of all meetings is given to the Board of Directors and Committee members. He shall make meeting arrangements, prepare agendas, attend all meetings, keep minutes and follow up on issues raised in meetings. He shall keep the Executive Committee informed of all pending matters during intervals between Board meetings. He shall oversee the scholarship application and award process and keep the Scholarship Committee informed as to its progress. He shall work closely with the Corporation's investment manager on investment performance and with the bank on the status and requirements of the Corporation's account, and keep the Finance Committee members informed of the status of these funds. He shall ensure that an annual audit is performed and all tax returns timely filed. He shall oversee the processing of annual grant requests, work with the Gifts Advisory Committee to provide recommendations to the Board, prepare and forward annual grants as approved by the Board, and maintain financial information with respect to prior year grants and income.

ARTICLE IV.

Officers.

Section 1. (As amended March 14, 1969.) Officers of the Corporation shall be the Chairman of the Board, the President, a Vice President, a Secretary and a Treasurer. The Chairman of the Board, the President and the Vice President shall be Directors.

Section 2. (As amended March 13, 1951.) Officers shall be elected by the Board of Directors annually at its regular annual meeting. Vacancies may be filled by the Board at any of its meetings.

Section 3. Officers shall be elected for the term of one (1) year, and unless sooner removed, shall serve until their successors are elected and qualified.

Section 4. Officers may be removed by vote of a majority of all the Directors other than the officers so removed, at any time, with or without cause.

Section 5. The Board of Directors shall determine whether compensation is to be paid to the Secretary and Treasurer of the Corporation, or to any of its agents or employees, and the amount of such compensation.

Section 6. (As amended March 14, 1969.) The Chairman of the Board shall be the presiding officer of the Board of Directors, and the President shall be the chief executive officer of the Corporation. Each shall have such other powers and duties, in addition to those conferred in these by-laws, as may be assigned or given to him by the Board of Directors.

Section 7. (As amended March 14, 1969.) The President shall, subject to the powers and duties exercised by the Chairman of the Board, have general supervision of the business and affairs of the corporation, and shall have such other powers and duties, in addition to those conferred in these by-laws, as may be assigned or given to him by the Board of Directors or the Chairman of the Board.

Section 8 (As amended March 14, 1969.) All officers other than those expressly referred to in this Article IV shall have such powers and duties as usually pertain to their respective offices, in addition to the powers and duties conferred by law or in these by-laws, and such other duties and powers as may be assigned or given to them by the Board of Directors, the Chairman of the Board, or the President.

ARTICLE V.

Indemnification of Directors and Officers.

(As amended December 13, 1972.)

Each director and officer shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer. In the event of settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or has been a director of the Corporation, by the Board of Directors, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty and, in the event of a settlement, that such settlement was or, if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Every reference herein to director or officer shall include every director or officer or former director or officer of the Corporation and executors and administrators. The right of indemnification hereby provided shall be in addition to any other rights to which any director or officer may be entitled.

ARTICLE VI.

Finance.

Section 1. (As amended December 3, 1982.) The monies of the Corporation shall be deposited in such bank or trust company as the Board of Directors shall designate and payments, so far as practicable, shall be made by check. Checks and drafts shall be signed in the name of the Corporation by the Executive Director or the President and countersigned by the one not signing or by the Treasurer or such other director or directors as the Board of Directors or the Executive Committee may appoint. All notes, bonds or other instruments creating or evidencing an obligation for the payment of money shall be signed in the name of the Corporation by two of its officers, or be signed by one officer and countersigned by another.

ARTICLE VII.

Dividends.

(By amendment December 13, 1974.)

There shall be no dividends.

ARTICLE VII.

Seal.

(By amendment December 13, 1974.)

The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation, and in the center of which shall be inscribed the words "Corporate Seal" and the year of incorporation, "1942," and such seal as is impressed on the margin hereof is hereby adopted as the corporate seal of the Corporation.

ARTICLE IX.

By-Laws.

(By amendment December 13, 1974.)

These By-Laws may be amended, repealed or altered, in whole or in part, by a majority vote of the Directors present at any regular meeting thereof, or at any special meeting of the Board of Directors where such action has been announced in the call and notice of such meeting.

ATTEST:

____
President

____
Secretary