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EXTENSION

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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE CAMERON FOUNDATION**20-0097152**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number

228 S SYCAMORE ST**804-732-8900**

City or town, state, and ZIP code

PETERSBURG, VA 23803C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐Foreign organizations meeting the 85% test,
2. check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated
under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☐ Cash☒ AccrualF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

(from Part II, col. (c), line 16)

☐ Other (specify) _____▶ \$ **112,510,545.** (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).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

1,543,078.2 Check ☐ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments**577,968.****577,968.****STATEMENT 1**

4 Dividends and interest from securities

2,232,316.**2,461,840.****STATEMENT 2**

5a Gross rents

b Net rental income or (loss)

193,707.

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a **19,451,085.**

7 Capital gain net income (from Part IV, line 2)

1,125,456.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

52,590.**197,426.****0. STATEMENT 3**

12 Total. Add lines 1 through 11

4,599,659.**4,362,690.****0.**

13 Compensation of officers, directors, trustees, etc

281,424.**28,142.****0. 283,240.**

14 Other employee salaries and wages

532,175.**0.****0. 525,823.**

15 Pension plans, employee benefits

219,263.**6,264.****0. 220,172.**

16a Legal fees

STMT 4

48,359.**9,600.****0. 48,359.**

b Accounting fees

STMT 5

107,645.**45,668.****0. 114,275.**

c Other professional fees

STMT 6

345,290.**305,283.****0. 336,289.**

17 Interest

18 Taxes

STMT 7

100,000.**0.****0. 0.**

19 Depreciation and depletion

151,786.**10,176.****0. 33,567.**

20 Occupancy

31,626.**2,120.****0. 93,414.**

21 Travel, conferences, and meetings

87,063.**458.****0. 65,356.**

22 Printing and publications

63,283.**10,615.****0. 211,600.**

23 Other expenses

STMT 8

1,392,613.**0.****0. 1,932,095.**24 Total operating and administrative
expenses. Add lines 13 through 23**3,360,527.****428,152.****0. 5,282,538.**

25 Contributions, gifts, grants paid

5,353,135.**0. 7,214,633.**

26 Total expenses and disbursements.

Add lines 24 and 25

8,713,662.**428,152.****0. 7,214,633.**

27 Subtract line 26 from line 12:

<4,114,003.>

28 Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

3,934,538.

c Adjusted net income (if negative, enter -0-)

0.

12-02-11

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF (2011)**

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,815,039.	2,517,466.	2,517,466.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	158,236.	44,532.	44,532.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	71,977,237.	59,949,477.	59,949,477.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	35,258,365.	38,025,676.	38,025,676.
	14 Land, buildings, and equipment: basis ▶ 3,497,464.			
	Less: accumulated depreciation ▶ 263,851.	214,472.	3,233,613.	3,233,613.
	15 Other assets (describe ▶ STATEMENT 11)	11,662,638.	8,739,781.	8,739,781.
	16 Total assets (to be completed by all filers)	122,085,987.	112,510,545.	112,510,545.
	17 Accounts payable and accrued expenses	3,439,155.	4,478,806.	
	18 Grants payable	2,180,162.	1,984,014.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ EXCISE TAX PAYABLE)	0.	57,575.	
23 Total liabilities (add lines 17 through 22)	5,619,317.	6,520,395.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒			
	24 Unrestricted	111,609,531.	101,551,896.	
	25 Temporarily restricted	4,465,128.	4,101,522.	
	26 Permanently restricted	392,011.	336,732.	
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	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	116,466,670.	105,990,150.		
31 Total liabilities and net assets/fund balances	122,085,987.	112,510,545.		

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	116,466,670.
2 Enter amount from Part I, line 27a	2	<4,114,003.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	112,352,667.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	6,362,517.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	105,990,150.

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				
b SEE ATTACHED STATEMENTS				
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				
b				
c				
d				
e 20,594,919.		19,469,463.	1,125,456.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			1,125,456.	
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	1,125,456.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	13,162,946.	118,850,273.	.110752
2009	11,586,642.	110,302,784.	.105044
2008			
2007			
2006			

2 Total of line 1, column (d)	2	.215796
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	.107898
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	117,440,198.
5 Multiply line 4 by line 3	5	12,671,562.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	39,345.
7 Add lines 5 and 6	7	12,710,907.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	7,429,170.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	78,691.
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	78,691.
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	78,691.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	157,427.	
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	157,427.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	78,736.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CAMFOUND.ORG</u>	13	X	
14	The books are in care of ► <u>CORPORATE OFFICERS</u> Telephone no. ► <u>804-732-8900</u> Located at ► <u>228 S SYCAMORE ST, PETERSBURG, VA</u> ZIP+4 ► <u>23803</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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. ►		
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 2011 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 2011.)	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 2011?		4b X

Form 990-PF (2011)

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		281,423.	48,570.	4,655.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JILL C. COLEMAN - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA 23803	VICE PRESIDENT FOR PROGRAMS	129,805.	21,074.	0.
RISHA L. STEBBINS - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA	PROGRAM OFFICER	71,830.	15,098.	0.
VALERIE L. LIGGINS - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA	PROGRAM OFFICER	71,431.	14,629.	0.
BRANDY CRAMER - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA 23803	PROGRAM OFFICER	55,725.	4,737.	0.

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

▶ 0

Form 990-PF (2011)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRIME BUCCHOLZ & ASSOCIATES PO BOX 16011, LEWISTOWN, ME 04243 501 ADVISORS, INC.	INVESTMENT ADVISORY SERVICES	119,664.
PO BOX 3538, CHESTER, VA 23831	CONTRACT CFO & MANAGEMENT SERVICES	93,595.
EAGLE CAPITAL MANAGEMENT LLC - 499 PARK AVENUE, 21ST FLOOR, NEW YORK, NY 10022	INVESTMENT MANAGEMENT SERVICES	62,587.

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

0

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	
SEE STATEMENT 13	821,248.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2011)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	105,278,562.
b Average of monthly cash balances	1b	1,932,139.
c Fair market value of all other assets	1c	12,017,926.
d Total (add lines 1a, b, and c)	1d	119,228,627.
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	119,228,627.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,788,429.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	117,440,198.
6 Minimum investment return. Enter 5% of line 5	6	5,872,010.

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

1 Minimum investment return from Part X, line 6	1	5,872,010.
2a Tax on investment income for 2011 from Part VI, line 5	2a	78,691.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	78,691.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	5,793,319.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	5,793,319.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,793,319.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	7,214,633.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	214,537.
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	7,429,170.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,429,170.

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

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,793,319.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	7,278,708.			
f Total of lines 3a through e	7,278,708.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 7,429,170.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				5,793,319.
e Remaining amount distributed out of corpus	1,635,851.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	8,914,559.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,914,559.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	7,278,708.			
e Excess from 2011	1,635,851.			

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 ATTACHED SCHEDULE SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE, VA 23803	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	3,475,706.
Total			▶ 3a	3,475,706.
b Approved for future payment				
SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE, VA 23803	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	SEE ATTACHED SCHEDULE	1,910,684.
Total			▶ 3b	1,910,684.

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 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. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

11/15/12
Date

CEO
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
**THOMAS A. PURYEAR,
JR., CPA**

Preparer's signature	Date
<i>Thomas A. Pump B. Co.</i>	11-15-11

Check ☐ if self-employed	PTIN
---	------

P00074568

Firm's name ► MITCHELL, WIGGINS & COMPANY LLP

Firm's EIN ► 54-0565834

Firm's address ► 100 FLANK ROAD
PETERSBURG, VA 23805-9152

Phone no. 804-733-5566

Form **990-PF** (2011)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

THE CAMERON FOUNDATION

Employer identification number

20-0097152

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ... ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE CAMERON FOUNDATION	Employer identification number 20-0097152
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY LOUISE OLD ANDREWS TRUST C/O BANK OF AMERICA P.O. BOX 105493 ATLANTA, GA 303485493	\$ 22,828.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	PETERSBURG HOSPITAL INC. 228 S. SYCAMORE STREET PETERSBURG, VA 23803	\$ 320,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE CAMERON FOUNDATION**20-0097152****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE CAMERON FOUNDATION**20-0097152**

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE CAMERON FOUNDATION

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	TIFF PARTNERS V-US K-1	P	01/01/11	12/31/11
b	TIFF PRIVATE EQUITY PARTNERS 2008 K-1	P	01/01/11	12/31/11
c	METROPOLITAN REAL ESTATE PARTNERS VII K-1	P	01/01/11	12/31/11
d	SINGULAR GUFF DISTRESSED OPPORTUNITIES K-1	P	01/01/11	12/31/11
e	THE SANDERSON INTERNATIONAL VALUE FUND K-1	P	01/01/11	12/31/11
f	SSGA REAL ASSET NON-LENDING QP K-1	P	01/01/11	12/31/11
g	342.7 SHS OF ALLEGHANY CORP	P	01/01/11	12/31/11
h	500 SHS OF ALTERA CORP	P	01/01/11	12/31/11
i	6000 SHS OF COMCAST CORP	P	01/01/11	12/31/11
j	5050 SHS OF DISCOVERY COMMUNICATIONS	P	01/01/01	12/31/11
k	1200 SHS OF ECOLAB INC.	P	01/01/11	12/31/11
l	1300 SHS OF L3 COMMUNICATIONS HOLDINGS	P	01/01/11	12/31/11
m	2300 SHS OF LIBERTY GLOBAL INC SERIES	P	01/01/11	12/31/11
n	682 SHS OF LIBERTY MEDIA STARZ SERIES A	P	01/01/11	12/31/11
o	5400 SHS OF NATIONAL INSTRUMENTS CORP	P	01/01/11	12/31/11

(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 76,701.			76,701.
b 18,972.			18,972.
c 863.			863.
d		4,650.	<4,650.>
e		207,435.	<207,435.>
f 1,047,298.			1,047,298.
g 113,679.		75,708.	37,971.
h 24,155.		10,356.	13,799.
i 140,692.		107,243.	33,449.
j 188,540.		58,164.	130,376.
k 68,269.		41,444.	26,825.
l 102,331.		82,626.	19,705.
m 92,597.		37,489.	55,108.
n 52,857.		9,330.	43,527.
o 152,298.		108,494.	43,804.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			76,701.
b			18,972.
c			863.
d			<4,650.>
e			<207,435.>
f			1,047,298.
g			37,971.
h			13,799.
i			33,449.
j			130,376.
k			26,825.
l			19,705.
m			55,108.
n			43,527.
o			43,804.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2

3

THE CAMERON FOUNDATION

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	900 SHS OF PRAXAIR INC.	P	01/01/11	12/31/11
b	1300 SHS OF TEVA PHARMACEUTICAL SP ADR	P	01/01/11	12/31/11
c	700 SHS OF WAL MART STORES INC	P	01/01/11	12/31/11
d	386,450 SHS OF ARTIO INTL EQ II I JETIX	P	01/01/11	12/31/11
e	291,434 SHS OF PIMCO TOTAL RETURN	P	01/01/11	12/31/11
f	40,847 SHS OF VANGUARD INSTITUTIONAL INDEX F	P	01/11/11	12/31/11
g	FEDERAL STREET ASSOCIATE OFFSHORE	P	01/01/11	12/31/11
h	AXIOM INTERNATIONAL EQUITY FUND	P	01/01/01	12/31/11
i	TIFF PARTNERS V-US	P	01/01/11	12/31/11
j	TIFF PARTNERS PRIVATE EQUITY	P	01/01/11	12/31/11
k	SANDERSON INTERNATIONAL FUND	P	01/01/11	12/31/11
l	SSGA REAL ESTATE CTF	P	01/01/11	12/31/11
m				
n				
o				

(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 95,154.		49,111.	46,043.
b 52,049.		60,238.	<8,189.>
c 41,636.		33,264.	8,372.
d 4,699,216.		5,815,555.	<1,116,339.>
e 3,200,000.		3,002,328.	197,672.
f 4,800,000.		5,318,352.	<518,352.>
g 5,323,177.		4,276,360.	1,046,817.
h 47,734.		30,632.	17,102.
i 142,106.		57,830.	84,276.
j 82,521.		50,116.	32,405.
k 18,765.		20,956.	<2,191.>
l 13,309.		11,782.	1,527.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			46,043.
b			<8,189.>
c			8,372.
d			<1,116,339.>
e			197,672.
f			<518,352.>
g			1,046,817.
h			17,102.
i			84,276.
j			32,405.
k			<2,191.>
l			1,527.
m			
n			
o			

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	1,125,456.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON NOTES RECEIVABLE	573,005.
SUNTRUST	4,963.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	577,968.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATESTREET BANK	2,232,316.	0.	2,232,316.
TOTAL TO FM 990-PF, PART I, LN 4	2,232,316.	0.	2,232,316.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	48,246.	48,246.	0.
LITIGATION INCOME	4,344.	4,344.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	52,590.	52,590.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	48,359.	9,600.	0.	48,359.
TO FM 990-PF, PG 1, LN 16A	48,359.	9,600.	0.	48,359.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	107,645.	45,668.	0.	114,275.	
TO FORM 990-PF, PG 1, LN 16B	107,645.	45,668.	0.	114,275.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	302,382.	302,382.	0.	303,300.	
OTHER	42,908.	2,901.	0.	32,989.	
TO FORM 990-PF, PG 1, LN 16C	345,290.	305,283.	0.	336,289.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	100,000.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	100,000.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUTOMOTIVE	8,112.	544.	0.	7,836.	
DUES AND SUBSCRIPTIONS	26,859.	1,801.	0.	23,599.	
INSURANCE	14,044.	942.	0.	34,034.	
MISCELLANEOUS	12,335.	827.	0.	12,297.	
OFFICE EXPENSE	21,336.	1,430.	0.	22,058.	
POSTAGE	3,341.	224.	0.	3,341.	

THE CAMERON FOUNDATION

20-0097152

REPAIRS AND MAINTENANCE	54,591.	3,660.	0.	55,677.
TELEPHONE	17,701.	1,187.	0.	18,464.
PROGRAM RESEARCH	34,294.	0.	0.	34,294.
IN-KIND PROMISE TO GIVE	1,200,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,392,613.	10,615.	0.	211,600.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROKERAGE ACCOUNT	59,949,477.	59,949,477.
TOTAL TO FORM 990-PF, PART II, LINE 10B	59,949,477.	59,949,477.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARLOW PARTNERS OFFSHORE	FMV	6,883,599.	6,883,599.
AXIOM INTERNATIONAL EQUITY	FMV	4,212,743.	4,212,743.
TIFF PARTNERS V US FUND	FMV	1,292,110.	1,292,110.
TIFF ABSOLUTE RETURN II	FMV	8,550,438.	8,550,438.
FEDERAL STREET OFFSHORE	FMV	0.	0.
TIFF PR EQTY PTNRS	FMV	1,423,196.	1,423,196.
SINGULAR GUFF DISTRESSED OPPT FUND IV, LP	FMV	401,152.	401,152.
SSGA REAL ESTATE CTF	FMV	4,806,892.	4,806,892.
METROPOLITAN REAL ESTATE PARTNERS	FMV	267,989.	267,989.
TAP FUND	FMV	2,087,396.	2,087,396.
FORESTER CAPITAL FUND	FMV	4,482,860.	4,482,860.
DENHAM CAPITAL FUND	FMV	17,503.	17,503.
SANDERSON INTERNATIONAL VALUE FUND	FMV	3,599,798.	3,599,798.
TOTAL TO FORM 990-PF, PART II, LINE 13		38,025,676.	38,025,676.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	10,022.	17,644.	17,644.
CONSTRUCTION IN PROGRESS	2,701,466.	0.	0.
NET INVESTMENTS IN SALES TYPE LEASES	6,782,746.	6,839,237.	6,839,237.
OTHER ASSETS	2,139,144.	682,900.	682,900.
ACCRUED TAX ASSET	29,260.	0.	0.
LAND	0.	1,200,000.	1,200,000.
TO FORM 990-PF, PART II, LINE 15	11,662,638.	8,739,781.	8,739,781.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CLEVELAND A. WRIGHT 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	DIRECTOR 2.00	0.	0.	0.
ANN C. TAYLOR 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	IMMEDIATE PAST CHAIR 2.00	0.	0.	0.
PAM M. COMSTOCK 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	VICE CHAIR OF THE BOARD 2.00	0.	0.	0.
KEVIN A. HILL 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	SECRETARY 2.00	0.	0.	0.
CHEQUILA FIELDS 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	DIRECTOR 2.00	0.	0.	0.
JAMES L. THACKER, JR. 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	DIRECTOR 2.00	0.	0.	0.

THE CAMERON FOUNDATION

20-0097152

LARRY C. TUCKER 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	CHAIR OF THE BOARD 2.00	0.	0.	0.
HANDY L. LINDSEY, JR. 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PRESIDENT 40.00	281,423.	48,570.	4,655.
DONALD L. HARAWAY 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	TREASURER 2.00	0.	0.	0.
J. TOLLEISON MORRISS, VI 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		281,423.	48,570.	4,655.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	13
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ACTIVITY ONE

THE CAMERON FOUNDATION IS COMMITTED TO MAKING STRATEGIC INVESTMENTS IN THE GROWTH AND SURVIVAL OF NONPROFIT ORGANIZATIONS IN ITS SERVICE REGION. TO THAT END, THE FOUNDATION HAS CONSTRUED ITS GRANTMAKING IN A MANNER THAT FACILITATES CAPACITY BUILDING AND ORGANIZATIONAL DEVELOPMENT FOR NONPROFITS. DURING 2011, THE FOUNDATION EXPENDED \$570,240 IN DIRECT GRANTS AND \$251,008 IN DIRECT SUPPORT COSTS RELATED TO THIS INITIATIVE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

821,248.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions THE CAMERON FOUNDATION	☒ 20-0097152
Number, street, and room or suite no. If a P.O. box, see instructions 228 S SYCAMORE ST	Social security number (SSN) ☐
City, town or post office, state, and ZIP code. For a foreign address, see instructions PETERSBURG, VA 23803	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CORPORATE OFFICERS

- The books are in the care of **228 S SYCAMORE ST - PETERSBURG, VA 23803**

Telephone No **804-732-8900**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐.

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED FOR PROPER BOARD REVIEW AND APPROVAL OF THE TAX RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	49,927.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	49,927.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title **CHAIRMAN OF THE BOARD**

Date ☐

Form 8868 (Rev. 1-2012)

THE CAMERON FOUNDATION
FIXED ASSET SCHEDULE
DECEMBER 31, 2011

PBC

Date In Service	Group	Location	Description	Vendor	Inv #	Check #	Basis	Disp	Life	2011	A/D
1/1/2011	Building	Improvements					8,474		25	339	339
1/1/2011	Improvmnt						2,904,974		25	116,189	116,189
							<u>2,913,448</u>				
						GL 153000					
3/5/2004	Furn & Fix	Reception	2 Hon Tables	AP Things	8045/6081	HA 1078/CF 1019	635		7	45	635
3/5/2004	Furn & Fix	Conf Room	2 Hon Tables	AP Things	8045/6081	HA 1078/CF 1019	635		7	45	635
3/5/2004	Furn & Fix	Exec Dir Off	Lacasse 400 E Plan Furniture	AP Things	8045/6081	HA 1078/CF 1019	2,078		7	148	2,078
3/5/2004	Furn & Fix	Staff Office	Desk, Bridge, Credenza, Hutch, Flor Lighting, Lateral F, AP Things	AP Things	8045/6081	HA 1078/CF 1019	2,084		7	149	2,084
3/5/2004	Furn & Fix	Staff Office	Desk, Bridge, Credenza, Hutch, Flor Lighting, Lateral F, AP Things	AP Things	8045/6081	HA 1078/CF 1019	2,084		7	149	2,084
3/5/2004	Furn & Fix	Work Area	Work Area Furniture	AP Things	8045/6081	HA 1078/CF 1019	2,814		7	201	2,814
3/5/2004	Furn & Fix	Work Area	2 Tray File Cabinets w/ suspension bars, lock	AP Things	8045/6081	HA 1078/CF 1019	958		7	68	958
3/5/2004	Furn & Fix	Conf Room	4 - Four drwr lateral files	AP Things	8045/6081	HA 1078/CF 1019	3,071		7	219	3,071
2/1/2004	Furn & Fix	Staff Office	Tollison II Mid Back/No Arms	Network Business Interiors	23077	HA 1181/CF 101	383		7	28	383
2/1/2004	Furn & Fix	Reception	2 Guest TeTeToe	Network Business Interiors	23078	HA 1181/CF 101	914		7	65	914
2/1/2004	Furn & Fix	Reception	4 Guest Waterfall Chair	Network Business Interiors	23079	HA 1181/CF 101	2,518		7	180	2,518
2/1/2004	Furn & Fix	Reception	4 Anel Stacker Painted	Network Business Interiors	23080	HA 1181/CF 101	316		7	23	316
2/1/2004	Furn & Fix	Reception	Exec High Back Swivel	Network Business Interiors	23081	HA 1181/CF 101	324		7	23	324
2/1/2004	Furn & Fix	Exec Dir Off	Guest/Sled Base/No arms	Network Business Interiors	23082	HA 1181/CF 101	270		7	19	270
2/1/2004	Furn & Fix	Staff Office	2 Tollison II Mid Back/Open Arms	Network Business Interiors	23083	HA 1181/CF 101	934		7	66	934
2/1/2004	Furn & Fix	Staff Office	16 Exec High Back Chairs	Network Business Interiors	23084	HA 1181/CF 101	7,478		7	534	7,478
2/1/2004	Furn & Fix	Board Room	4 Raptor Side Chairs/Sled Base	Network Business Interiors	23085	HA 1181/CF 101	2,153		7	101	2,153
2/1/2004	Furn & Fix	Conf Room	Storage Credenza Contour	Network Business Interiors	23087	HA 1181/CF 101	1,417		7	154	1,417
2/1/2004	Furn & Fix	Reception	Three Top Door Credenza	Network Business Interiors	23089	HA 1181/CF 101	1,480		7	105	1,480
2/1/2004	Furn & Fix	Conf Room	Three Top Door Credenza	Network Business Interiors	23089	HA 1181/CF 101	1,480		7	105	1,480
2/1/2004	Furn & Fix	Conf Room	Audio/Visual Cabinetry	Network Business Interiors	23089	HA 1181/CF 101	5,252		7	375	5,252
2/22/2004	Furn & Fix	Conf Room	Chinaware	Ann C Taylor	23090	HA 1208	3,413		7	243	3,413
2/1/2004	Furn & Fix	Reception	Engraved Glass Sign	Pembroke Granite Works/Virginia Glass		HA 1210	551		7	39	551
4/16/2004	Furn & Fix	Reception	2 Rugs	Erwin Franke World of Rugs		CF 1061	699		7	50	699
4/26/2004	Furn & Fix	Staff Office	2 - Four drawer lateral files	Network Business Interiors	23633	CF 1078	1,599		7	114	1,599
4/26/2004	Furn & Fix	Exec Dir Off	Lacasse 400 high bookcase	Network Business Interiors	23633	CF 1078	196		7	14	196
#####	Furn & Fix	Exec Dir Off	Table & 4 chairs	AP Things	9874/9872	CF 10278	1,343		7	96	1,343
#####	Furn & Fix	Staff Office	3 desks	AP Things	9873	CF 10278	2,158		7	154	2,158
#####	Furn & Fix	Staff Office	4 Task chairs	AP Things	9873	CF 10278	1,701		7	121	1,701
#####	Furn & Fix	Staff Office	Credenza	AP Things	9873	CF 10278	890		7	64	890
#####	Furn & Fix	Staff Office	4 - Two drawer lateral files	AP Things	9872	CF 10278	2,297		7	164	2,297
9/21/2005	Furn & Fix	Staff Office	4 dr Lateral File	AP Things	9872	CF 10278	2,108		7	151	2,108
4/21/2006	Furn & Fix	Exec Asst	Desk, Bridge, Credenza, Hutch, Flor Lighting, Lateral F, AP Things	AP Things	11485	CF 10816	1,081		7	152	985
4/21/2006	Furn & Fix	Exec Asst	Two drawer lateral file	AP Things	12438	11063	718		7	103	615
4/21/2006	Furn & Fix	Exec Asst	D-Desk	AP Things	12438	11063	1,756		7	251	1,380
4/21/2006	Furn & Fix	Exec Asst	Four drawer lateral file	AP Things	12438	11063	1,034		7	148	812
4/21/2006	Furn & Fix	Exec Asst	4 - Four drwr lateral files	AP Things	12438	11063	4,137		7	591	3,251
4/21/2006	Furn & Fix	Work Area	Bookcase	AP Things	12438	11063	365		7	52	288
4/21/2006	Furn & Fix	Work Area	Work stools	AP Things	12438	11063	643		7	92	505
5/17/2006	Furn & Fix	Work Area	4 - Air purifiers w/ 10 yr warranty	Shaper Image / BSV Credit Card			1,370		5	137	1,370
8/4/2006	Furn & Fix	Exec Dir Off	Conference Table	AP Things	12890	11190	478		7	68	378
8/4/2006	Furn & Fix	Exec Dir Off	3 Side Arm Chairs	AP Things	12890	11190	677		7	97	532
8/4/2006	Furn & Fix	Various	4 Drum Tables	GreenFront Furniture	13620	11190	1,155		7	185	908
1/7/2011	Furn & Fix	Various	Rugs	Creative			7,331		7	524	524
1/1/2011	Furn & Fix	Various	Furniture	McCools of Bon Air			114,550		7	8182	8,182
1/1/2011	Furn & Fix	Various	Col McCabe Photo	AP Things			693		7	50	50
1/1/2011	Furn & Fix	Various	Furniture	AP Things			2,740		7	196	196
1/1/2011	Furn & Fix	Various	Drapes & Blinds	Scenique Design			12,661		7	904	904
DISPOSALS / OUT OF SERVICE AS OF 12/31/2011											
2/1/2004	Furn & Fix	Work Area	Uline Refrigerator	The Appliance Place	20823	HA 1047	1,292	X	7	92	1,292
2/1/2004	Furn & Fix	Conf Room	Maytag Refrigerator	The Appliance Place	20823	HA 1153	1,252	X	7	89	1,252
2/1/2004	Furn & Fix	Conf Room	Ice Maker	The Appliance Place	20823	HA 1153	79	X	7	6	79
2/25/2004	Furn & Fix	Conf Room	Telephone System	Telepath Inc	403271	CF 1003	4,439	X	5	0	4,439
6/13/2008	Furn & Fix	Various	Telephone System Add-on	800267/960/12163/12343			3,228	X	5	1613	3,228
2/1/2004	Furn & Fix	Various	Samovar Lamp/2 carved panels	Sunny Lane Antiques	476432	HA 1151	598	X	7	43	598
2/1/2004	Furn & Fix	Reception	Reception Station Contour	Network Business Interiors	23088	HA 1161/CF 101	5,839	X	7	417	5,839
2/1/2004	Furn & Fix	Reception	Transaction Counter	Network Business Interiors	23088	HA 1161/CF 101	457	X	7	33	457
2/1/2004	Furn & Fix	Conf Room	Visual presentation board	Network Business Interiors	23095	HA 1161/CF 101	1,671	X	7	120	1,671
2/19/2004	Furn & Fix	Conf Room	Conference Table	Petarch Woodworking	20147/20148	HA 1052/CF 1002	6,000	X	7	429	6,000
							(24,852)	X			(24,854)

PBC

263,851

THE CAMERON FOUNDATION FEIN 20-0097152
2011 SECURITIES HELD AT YEAR END
FORM 990, PART II, BALANCE SHEETS

Fund Description	MARKET VALUE				
	Total	Cash	Equity	Fixed Income	Other
SSgA Government Money Market	1,104,928				
	1,104,928				
Mutual Funds:					
DFA Emerging Markets Value Portfolio			6,030,836		
Dodge and Cox International			5,050,976		
Harbor Fund			2,629,960		
ING Global Real Estate Fund			1,870,506		
Vanguard Energy Fund			2,183,318		
Vanguard Institutional Index Fund			14,749,214		
Individual Securities:					
3M Co			212,498		
Altera Corporation			230,020		
AON Corp			355,680		
Apache Corp			90,580		
Coca Cola Co			356,847		
Comcast Corp			257,982		
Ecolab Inc			271,707		
Fidelity National Information			63,816		
Goldman Sachs Group			188,727		
Google Inc			174,393		
Kraft Foods Inc Class A			212,952		
Liberty Global Inc			127,070		
Liberty Global Inc Series C			217,558		
Loews Corp			124,245		
McDonalds Corp			90,297		
Microsoft Corp			345,268		
Nestle SA Sponsored ADR			57,710		
Newfield Exploration Co			162,239		
News Corp Class A			289,008		
Noble Energy			248,434		
Oracle Corp			66,690		
Pepsico Inc			245,495		
Praxair Inc			245,870		
Progressive Corp			101,452		
Thermo Fisher Scientific Inc			139,407		
United Health Group Inc			268,604		
Vodafone Group PLC Sp ADR			176,589		
WalMart Stores Inc			328,680		
Waste Management Inc			163,550		
Willis Group Holdings PLC			73,720		
WR Berkley Corp			244,169		
Mutual Funds:					
PIMCO Total Return Fund				7,576,568	
Templeton Global Bond Fund				5,319,985	
Vanguard Intermediate Term Index				5,597,116	
Vanguard Inflation Protected				1,704,813	
	58,844,549				
Other					
Axiom International Equity					4,212,743
Barlow Partners Offshore					6,883,599
Denham Commodity Partners					17,503
Forester Diversified LTD					4,482,860
Metropolitan Real Estate					267,989
Sanderson International Value					3,599,798
Singular Guff					401,152
SSgA Real Assets					4,806,892
TAP Fund					2,087,396
Tiff Absolute Return II					8,550,438
Tiff Partners V US Fund					1,292,110
Tiff PR Equity Ptnrs					1,423,196
CCHC Realty Partnership					51,454
	38,077,130				
	98,026,607	1,104,928	38,646,067	20,198,482	38,077,130

THE CAMERON FOUNDATION FEIN 20-0097152						
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)						
2011 GRANT SCHEDULE						
RECIPIENT NAME AND ADDRESS		PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
AL-A-MO RECOVERY CENTER INC.		Human Services Program Support			\$9,875	
PO Box 30		Human Services. Program Support	\$28,275	\$9,425		
Petersburg, VA 23804		Technical Assistance Grant		\$7,200	\$1,700	
		Basic Human Needs Emergency Grant		\$10,000		
ALZHEIMER'S ASSOCIATION		Health Program Support			\$16,132	
Greater Richmond Chapter - Tri-Cities Branch		Basic Human Needs Emergency Grant		\$3,750		
201 Temple Avenue, Suite E.						
Colonial Heights, VA 23834						
AMERICAN CANCER SOCIETY		Unrestricted Matching Gift		\$200		
113 Kennon Court		Unrestricted Matching Gift		\$200		
Colonial Heights, VA 23834						
AMERICAN HEART ASSOCIATION		Health Program Support			\$28,874	
4217 Park Place Ct						
Glen Allen, VA 23060						
AMERICAN RED CROSS - SOUTHSIDE AREA CHAPTER		Basic Human Needs Emergency Grant		\$10,000		
Southside Area Chapter		Human Services Program Support		\$100,000		
3267-A South Crater Road		Unrestricted Matching Gift		\$1,000		
Petersburg, VA 23805		Unrestricted Matching Gift	\$2,000			
		Unrestricted Matching Gift	\$200			
APPOMATTOX REGIONAL LIBRARY		CIVIL RIGHTS OPERATING SUPPORT (DIRECT OR MANAGEABLE)			\$250,000	
209 E. Cawson Street		Education Program Support			\$12,500	
Hopewell, VA 23860						
ART ON WHEELS		Cultural Enrichment Program Support		\$9,000		
3121 Ellwood Ave #1						
Richmond, VA 23221						
BATTERSEA INC.		Unrestricted Matching Gift		\$200	\$4,000	
PO Box 111		Unrestricted Matching Gift		\$1,000		
Petersburg, VA 23804		Unrestricted Matching Gift		\$6,000		
		Unrestricted Matching Gift	\$500			

THE CAMERON FOUNDATION FEIN 20-0097152						
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)						
2011 GRANT SCHEDULE						
RECIPIENT NAME AND ADDRESS		PURPOSE	APPROVED CURRENT YEAR FOR PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
<u>BETTER HOUSING COALITION</u>		Community & Economic Development Program Support		\$200,000		
23 W. Broad St						
P O. Box 12117						
Richmond, VA 23241						
<u>BOY SCOUTS OF AMERICA</u>		Human Services: Program Support			\$12,500	
PO Box 6809		Unrestricted Matching Gift		\$400		
Richmond, VA 23230		Unrestricted Matching Gift		\$300		
<u>BOY'S HOME, INC.</u>		Unrestricted Matching Gift		\$600		
414 Boy's Home Rd		Unrestricted Matching Gift		\$600		
Covington, VA 24426						
<u>BOYS & GIRLS CLUB OF METRO RICHMOND</u>		Human Services: Program Support			\$30,000	
5511 Staples Mill Rd		Human Services: Program Support	\$37,500	\$37,500		
Richmond, VA 23228						
<u>CARES, INC.</u>		Human Services: Operating Support		\$70,000		
P O Box 1142		Technical Assistance Grant		\$9,250		
Petersburg, VA 23804-1142						
<u>CENTRAL VIRGINIA HEALTH SERVICES</u>		Health Program Support			\$248,200	
1506 Palmyra Avenue		Health Program Support	\$121,641	\$364,924		
Richmond, VA 23227						
<u>CENTRAL VIRGINIA LEGAL AID SOCIETY</u>		Civic Affairs Program Support		\$49,825		
PO Box 12206						
Richmond, VA 23241						
<u>CHESTERFIELD CASA, INC.</u>		Human Services: Program Support			\$25,000	
9457 Amberdale Drive		Human Services: Program Support	\$25,000	\$25,000		
Richmond, VA 23236						

THE CAMERON FOUNDATION FEIN 20-0097152						
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)						
2011 GRANT SCHEDULE						
RECIPIENT NAME AND ADDRESS		PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
<u>CHESTERFIELD-CH ALLIANCE FOR SOCIAL MINISTRY</u>		Human Services Program Support	\$20,000	\$20,000		
PO Box 1741		Technical Assistance Grant		\$3,600		
Chesterfield, VA 23832						
<u>CHESTERFIELD-CH COLONIAL HEIGHTS CHRISTMAS MARTIN LUTHER KING, JR. CENTER</u>		Unrestricted Matching Gift		\$200		
PO Box 2500						
Chesterfield, VA 23832						
<u>CHESTERFIELD COALITION/ACTIVE CHILDREN</u>		Health Operating Support		\$25,000		
PO Box 100						
Chesterfield, VA 23832						
<u>CHRISTMAS SHARING</u>		Unrestricted Matching Gift	\$200			
PO Box 337						
Dinwiddie, VA 23841						
<u>CITY OF PETERSBURG DEPT OF SOCIAL SERVICES</u>		Human Services Program Support		\$50,000		
FAMILIES		Unrestricted Matching Gift	\$100			
200 W Randolph Rd		Basic Human Needs Emergency Grant		\$9,400		
Hopewell, VA 23860						
<u>CITY OF PETERSBURG</u>		Technical Assistance Grant		\$15,000		
PO Box 1271						
Petersburg, VA 23804						
<u>CITY OF PETERSBURG DEPT OF SOCIAL SERVICES</u>		Human Services Program Support			\$41,050	
400 Farmer Street, PO Box 2127						
Petersburg, VA 23804						
<u>COLONIAL HEIGHTS FOOD PANTRY, INC.</u>		Human Services Operating Support			\$39,500	
530 Southpark Boulevard		Human Services. Operating Support			\$29,500	
Colonial Heights, VA 23834		Human Services. Operating Support	\$37,500	\$12,500		
		Technical Assistance Grant			\$1,000	

RECIPIENT NAME AND ADDRESS	PURPOSE	CURRENT YEAR	AND	PRIOR YEAR
		YEAR	PAID	PAID
		FOR CULTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
COMMONWEALTH PUBLIC BROADCASTING CORP WCVE, WCVW, WHTJ 23 Sesame Street Richmond, VA 23235	Education: Program Support Education: Program Support		\$15,000	\$10,000
CRATER COMMUNITY HOSPICE 3916 S Crater Road Petersburg, VA 23805	Health: Program Support Unrestricted Matching Gift Technical Assistance Grant Unrestricted Matching Gift	\$200	\$10,000	\$12,000 \$200
CRATER DISTRICT AREA AGENCY ON AGING 23 Seyler Drive Petersburg, VA 23805	Health: Program Support Basic Human Needs Emergency Grant	\$22,500	\$7,500 \$10,000	
CRATER SMALL BUSINESS DEVELOPMENT CENTER of Longwood University 1964 Wakefield Street P O Box 1808 Petersburg, VA 23805	Community & Economic Development Program Support			\$16,093
CULTUREWORKS 1906A North Hamilton Street Richmond, VA 23230	Cultural Enrichment Program Support			\$12,500
DINWIDDIE COUNTY COMPREHENSIVE SERVICES PO Box 193 Dinwiddie, VA 23841	Human Services Program Support			\$70,050
DINWIDDIE COUNTY ECONOMIC DEVELOPMENT 14016 Boynton Plank Road PO Box 70 Dinwiddie, VA 23841	Technical Assistance Grant		\$8,300	

THE CAMERON FOUNDATION FEIN 20-0097152							
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)							
2011 GRANT SCHEDULE							
RECIPIENT NAME AND ADDRESS		PURPOSE		APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
<u>DINWIDDIE COUNTY PUBLIC SCHOOLS</u>		Education Program Support		\$41,700	\$13,900		
PO Box 7							
14016 Boydton Plank Road							
Dinwiddie, VA 23841							
<u>DINWIDDIE COUNTY HIGH SCHOOL</u>		Unrestricted Matching Grant			\$200	\$340	
PO Box 299		Unrestricted Matching Grant			\$200		
11501 Boisseau Rd		Unrestricted Matching Grant					
Dinwiddie, VA 23841							
<u>DINWIDDIE DEPT OF SOCIAL SERVICES</u>		Basic Human Needs Emergency Grant			\$10,000		
P O Box 107							
Dinwiddie, VA 23841							
<u>DISTRICT 19 COMMUNITY SERVICES BOARD</u>		Technical Assistance Grant			\$7,000		
20 W Bank Street		Basic Human Needs Emergency Grant			\$10,000		
Suite 7		Human Services Program Support		\$41,250	\$13,750		
Petersburg, VA 23803							
<u>DOWNTOWN PETERSBURG, INCORPORATED</u>		Human Services Program Support				\$50,000	
PO Box 2440							
Petersburg, VA 23804							
<u>DRIVE-TO-WORK</u>		Human Services Program Support				\$17,500	
1735 Summit Avenue		Human Services, Program Support		\$10,500	\$10,500		
Richmond, VA 23230							
<u>EQUAL JUSTICE AMERICA</u>		Civic Affairs Program Support				\$8,000	
13540 East Boundary Road							
Building II, Suite 204							
Midlothian, VA 23112		Human Services Program Support		\$35,000	\$35,000		
<u>FAMILY LIFELINE</u>							
2325 West Broad Street							
Richmond, VA 23221							
<u>FEEDMORE INC.</u>		Human Services Program Support				\$55,000	
1415 Rhoadmiller Street							

THE CAMERON FOUNDATION FEIN 20-0097152					
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)					
2011 GRANT SCHEDULE					
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
Richmond, VA 23220		\$56,250	\$18,750		
<u>FRIENDS OF THE ARMY WOMEN'S MUSEUM</u> ASSOCIATION P O. Box 1027 Prince George, VA 23875	Cultural Enrichment: Program Support		\$20,500		
<u>GAMALIEL FOUNDATION, THE</u> 203 N. Wabash Ave., Suite 808 Chicago, IL 60601	Civic Affairs: Program Support Civic Affairs: Program Support	\$48,852	\$48,853	\$48,852	
<u>GARDEN CLUB OF VIRGINIA, THE</u> 12 East Franklin Street Richmond, VA 23219	Unrestricted Matching Gift			\$100	
<u>GATEWAY HOMES, INC.</u> Gateway Homes of Greater Richmond P O Box 11303 Richmond, VA 23230	Human Services: Program Support Technical Assistance Grant Human Services: Program Support	\$26,250	\$8,750	\$35,000	
<u>BIKE ABOUT COMMONWEALTH COUNCIL OF VIRGINIA, INC.</u> P.O. Box 548 7300 Hanover Green Drive Mechanicsville, VA 23111	Education: Program Support			\$11,000	
<u>GOODWILL OF CENTRAL VIRGINIA</u> 6301 Midlothian Turnpike Richmond, VA 23225	Community & Economic Development: Program Support			\$12,000	
<u>GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS</u> 1725 Desales St NW Ste 404 Washington DC, 20036	Unrestricted Matching Gift		\$1,000		

THE CAMERON FOUNDATION FEIN 20-0097152					
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)				APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR
2011 GRANT SCHEDULE					APPROVED PRIOR YEAR PAID CURRENT YEAR
RECIPIENT NAME AND ADDRESS		PURPOSE			
<u>HAMPDEN-SYDNEY COLLEGE</u>					
PO Box 637		Unrestricted Matching Gift			\$1,000
Hampden-Sydney, VA 23901		Unrestricted Matching Gift		\$1,200	
		Unrestricted Matching Gift	\$2,000		
<u>HISTORIC HOPEWELL FOUNDATION, INC.</u>					
603 Brown Avenue		Technical Assistance Grant			\$15,000
Hopewell, VA 23860		Education. Program Support			\$11,550
<u>HISTORIC PETERSBURG FOUNDATION</u>					
PO Box 691		Unrestricted Matching Gift			\$1,000
Petersburg, VA 23804		Unrestricted Matching Gift		\$400	
		Unrestricted Matching Gift		\$1,050	
		Unrestricted Matching Gift		\$500	
		Unrestricted Matching Gift		\$100	
	Conservation and Historic Preservation Program Support		\$75,750	\$25,250	
	Unrestricted Matching Gift		\$3,000		
<u>HOMEWARD</u>					
1125 Commerce Road		Human Services Program Support			\$20,000
Richmond, VA 23224					
<u>HOPEWELL CITY PUBLIC SCHOOLS</u>					
103 North 12th Avenue		Education Program Support			\$25,000
Hopewell, VA 23860					
<u>HOSPITAL HOSPITALITY HOUSE</u>					
612 E Marshall St		Unrestricted Matching Gift	\$200		
Richmond, VA 23219					
<u>INTERFAITH ADULT DAYCARE</u>					
201 Walnut Blvd		Unrestricted Matching Gift			\$500
Petersburg, VA 23803					
<u>JACKSON FIELD HOMES</u>					
546 Walnut Grove Drive		Unrestricted Matching Gift			\$200
Jarratt, VA 23867		Unrestricted Matching Gift	\$200		
<u>JAMES HOUSE, THE</u>					
1016 Maplewood Avenue		Human Services Program Support			\$45,000
		Basic Human Needs Emergency Grant		\$10,000	

THE CAMERON FOUNDATION FEIN 20-0097152		FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)					
2011 GRANT SCHEDULE							
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT		APPROVED AND PAID CURRENT YEAR		APPROVED PRIOR YEAR PAID CURRENT YEAR	
Hopewell, VA 23860	Technical Assistance Grant				\$10,000		
	Unrestricted Award				\$10,000		
	Human Services Program Support		\$41,250		\$13,750		
<u>JOHN RANDOLPH FOUNDATION</u>	Unrestricted Matching Gift					\$1,000	
112 N Main Street	Unrestricted Matching Gift		\$500				
Hopewell, VA 23860							
<u>JOHN TEELE COMMUNITY COLLEGE FOUNDATION, INC.</u>	Unrestricted Matching Gift					\$1,000	
Midlothian Campus	Unrestricted Matching Gift				\$1,000		
800 Charter Colony Parkway	Education Program Support		\$56,250		\$18,750		
Midlothian, VA 23114-4383							
<u>LEARN TO EARN</u>	Community & Economic Development Program Support		\$120,000		\$70,000		
114 North Union Street							
Petersburg, VA 23803							
<u>LEGACY MEDIA INSTITUTE, THE</u>	Cultural Enrichment Program Support					\$25,000	
One Millenium Drive							
Petersburg, VA 23805							
<u>LEGAL AID JUSTICE CENTER</u>	Civic Affairs, Program Support					\$108,000	
41 Bollingbrook Street	Civic Affairs, Program Support		\$67,500		\$22,500		
Petersburg, VA 23803							
<u>LONGWOOD UNIVERSITY ANNUAL FUND</u>	Unrestricted Matching Gift					\$200	
201 High Street	Unrestricted Matching Gift		\$200				
Farmville, VA 23909							
<u>MARY BALDWIN COLLEGE</u>	Unrestricted Matching Gift					\$554	
PO Box 1500	Unrestricted Matching Gift				\$554		
Staunton, VA 24402							

THE CAMERON FOUNDATION FEIN 20-0097152					
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)					
2011 GRANT SCHEDULE					
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID	APPROVED CURRENT YEAR
		FOR PAYMENT			
<u>MARY CARTER BEACON HOUSE</u> PO Box 469 142 E. Wythe St. Petersburg, VA 23803	Unrestricted Matching Gift		\$200		
<u>MISSION OF HOPE BOLIVIA</u> PO Box 4001 Charlottesville, VA 22903	Unrestricted Matching Gift Unrestricted Matching Gift	\$200		\$200	
<u>OLD BRICK HOUSE FOUNDATION</u> 159 Waterfront Drive Colonial Heights, VA 23834	Contingency Payment Technical Assistance Grant		\$7,500	\$3,083	
<u>OPTIMA FAMILY CARE</u> 4417 Corporation Lane Virginia Beach, VA 23462	Health. Program Support			\$11,085	
<u>PETERSBURG AREA ART LEAGUE</u> 7 East Old Street Petersburg, VA 23803	Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Technical Assistance Grant Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift		\$15,000 \$200 \$1,000 \$80	\$1,000 \$1,000 \$200 \$700	
<u>PETERSBURG AREA REGIONAL TOURISM CORPORATION</u> 1964 Wakefield Street, P.O. Box 1776 Petersburg, VA 23805	Community & Economic Development Program Support Technical Assistance Grant		\$15,000	\$17,826	
<u>PETERSBURG BREAKFAST ROTARY CLUB</u> PO Box 1635 Petersburg, VA 23805	Education: Program Support		\$2,000		

2011 GRANT SCHEDULE

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THE CAMERON FOUNDATION FEIN 20-0097152					
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)					
2011 GRANT SCHEDULE					
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
<u>PRINCE GEORGE COUNTY HISTORICAL SOCIETY</u>	Cultural Enrichment: Operating & Program Support			\$16,000	
6404 Courthouse Rd	Unrestricted Matching Gift	\$250			
P O Box 452					
Prince George, VA 23875					
<u>PROJECT HOMES</u>	Human Services Program Support			\$32,500	
88 Carnation Street	Human Services Program Support	\$31,000	\$31,000		
Richmond, VA 23225					
<u>RANDOLPH-MACON COLLEGE</u>	Unrestricted Matching Gifts		\$550		
PO Box 5005					
Ashland, VA 23005					
<u>RAWLS MUSEUM ARTS</u>	Cultural Enrichment Program Support	\$10,000	\$10,000		
22376 Linden Street					
Courtland, VA 23837					
<u>READ CENTER, THE</u>	Education Program Support	\$19,000	\$19,000		
2000 Bremon Road, Suite 102					
Richmond, VA 23226					
<u>REBUILDING TOGETHER *TRI-CITIES</u>	Human Services Operating Support			\$12,500	
P O Box 1005	Unrestricted Matching Gift		\$500		
Petersburg, VA 23804	Unrestricted Matching Gift		\$200		
	Human Services Operating Support	\$12,500	\$12,500		
<u>REDC COMMUNITY CAPITAL GROUP, INC.</u>	Community & Economic Development Program Support			\$25,000	
411 E Franklin Street					
Suite 203					
Richmond, VA 23219					
<u>RESTORATION OF PETERSBURG COMM DEV CORP</u>	Community & Economic Development Operating Support		\$80,000		
444 Halifax Street					
Petersburg, VA 23803					

THE CAMERON FOUNDATION FEIN 20-0097152		FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)		2011 GRANT SCHEDULE	
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR ELIGIBLE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR	
<u>RETIRED SENIOR VOLUNTEER PROGRAM</u> 23 Seyler Drive Petersburg, VA 23805	Human Services: Program Support		\$26,000		
<u>RICHARD BLAND COLLEGE</u> 11301 Johnson Road Petersburg, VA 23805	Unrestricted Matching Gift Unrestricted Matching Gift		\$4,000	\$2,000	
<u>RICHARD BLAND COLLEGE FOUNDATION</u> 11301 Johnson Road Petersburg, VA 23805	Unrestricted Matching Gift Unrestricted Matching Gift		\$200	\$700	
<u>ROTARY CLUB OF VIRGINIA</u> PO Box 1635 Petersburg, VA 23805	Unrestricted Matching Gift Unrestricted Matching Gift		\$240 \$600		
<u>SAINT PAUL'S COLLEGE</u> 115 College Drive Lawrenceville, VA 23868	Unrestricted Matching Gift			\$350	
<u>SALVATION ARMY-PETERSBURG CORP</u> PO Box 254 Petersburg, VA 23803	Human Services Program Support			\$31,875	
<u>SCIENCE MUSEUM OF VIRGINIA FOUNDATION</u> 2500 West Broad Street P O Box 11624 Richmond, VA 23230-0624	Education: Program Support		\$36,600		
<u>SERENITY, INC.</u> P O Box 131 Petersburg, VA 23804	Health Operating Support Technical Assistance Grant Basic Human Needs Emergency Grant Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Health Operating Support		\$15,000 \$500 \$1,000 \$15,665	\$46,991 	
<u>SIKH ASSOCIATION OF CENTRAL VIRGINIA</u>	Unrestricted Matching Gift			\$4,000	

THE CAMERON FOUNDATION FEIN 20-0097152						
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)						
2011 GRANT SCHEDULE						
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR ELIGIBLE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR		
11704 Old Nuchols Road Glen Allen, VA 23059						
<u>SOUTH CENTRE CORRIDORS RESOURCE</u> PO Box 1237 Prince George, VA 23875	Community & Economic Development Program Support			\$7,000		
<u>SOUTHSIDE HEALTH EDUCATION FOUNDATION</u> PO Box 867 Colonial Heights, VA 23834	Education Scholarship Funds Education Operating Support Technical Assistance Grant Unrestricted Matching Gift	\$25,000	\$140,642 \$25,000 \$15,000			\$1,000
<u>SOUTHSIDE VIRGINIA EMERGENCY CREW, INC.</u> P O Box 574 Petersburg, VA 23804	Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Health: Capital Support			\$1,000 \$700		
<u>SPCA OF PETERSBURG/COLONIAL HEIGHTS</u> 1600 Blair Rd Petersburg, VA 23805	Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift		\$100 \$200	\$200		
<u>ST. JOHN CHILD DEVELOPMENT CENTER</u> 9402 Sussex Drive Stony Creek, VA 23882	Technical Assistance Grant		\$12,000			
<u>ST. LOUIS UNIVERSITY HIGH SCHOOL</u> 4970 Oakland Avenue St Louis, MO 63110	Unrestricted Matching Gift		\$2,000			
<u>ST. MICHAEL'S EPISCOPAL SCHOOL</u> 8706 Quaker Lane Richmond, VA 23235	Unrestricted Matching Gift Unrestricted Matching Gift	\$200		\$200		
<u>STONY CREEK VOLUNTEER RESCUE SQUAD</u> PO Box 38 13328 Bluestar Highway Stony Creek, VA 23882	Technical Assistance Grant Unrestricted Award Health Capital Support		\$10,000 \$40,000 \$141,405			

THE CAMERON FOUNDATION FEIN 20-0097152									
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)									
2011 GRANT SCHEDULE									
RECIPIENT NAME AND ADDRESS		PURPOSE		APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR CURRENT YEAR			
<u>SUPREME COURT OF VIRGINIA</u>		Human Services: Program Support				\$26,913			
Office of the Executive Secretary		Human Services: Program Support		\$26,912	\$26,913				
100 North Ninth Street									
Richmond, VA 23219									
<u>SUSSEX CENTRAL HIGH SCHOOL PTSA</u>		Education: Operating Support			\$13,700				
213 Sussex Drive		Technical Assistance Grant			\$15,000				
Sussex, VA 23884									
<u>SUSSEX COUNTY DEPT OF SOCIAL SERVICES</u>		Human Services, Program Support		\$39,750	\$13,250				
20103 Princeton Road									
P O Box 1336									
Sussex, VA 23884-0036									
<u>SUSSEX COUNTY PUBLIC SCHOOLS</u>		Education Program Support				\$22,595			
P O. Box 1368									
Sussex, VA 23884									
<u>SWIFT CREEK MILL THEATRE, INC.</u>		Unrestricted Matching Gift				\$2,000			
17401 Jefferson Davis Hwy		Cultural Enrichment: Operating Support				\$19,500			
P O Box 41		Unrestricted Matching Gift			\$2,000				
Colonial Heights, VA 23834-0041		Unrestricted Matching Gift			\$1,000				
<u>SYCAMORE ROUGE</u>		Cultural Enrichment: Operating Support				\$50,000			
21 W Old Street		Unrestricted Matching Gift				\$1,000			
Petersburg, VA 23803		Unrestricted Matching Gift			\$500				
		Unrestricted Matching Gift			\$2,000				
		Unrestricted Matching Gift		\$25,000	\$75,000				
		Cultural Enrichment: Operating Support			\$7,500				
		Technical Assistance Grant							
<u>THE PETERSBURG FOUNDATION</u>		Unrestricted Matching Gift				\$4,000			
PO Box 2319		Unrestricted Matching Gift			\$3,000				
Petersburg, VA 23804		Unrestricted Matching Gift			\$1,000				
		Unrestricted Matching Gift			\$10,000				
		Unrestricted Matching Gift			\$1,000				

THE CAMERON FOUNDATION FEIN 20-0097152									
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)									
2011 GRANT SCHEDULE									
RECIPIENT NAME AND ADDRESS		PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR				
THE THEATER COMPANY OF FORT LEE		Unrestricted Matching Gift		\$200					
PO Box 5353									
Fort Lee, VA 23801									
THE VIRGINIA BREAST CANCER FOUNDATION		Unrestricted Matching Gift		\$500					
1412 Birdsong Rd									
Petersburg, VA 23805									
TRI-CITIES HABITAT FOR HUMANITY		Community & Economic Development: Operating Support	\$33,000	\$33,000					
P O Box 3707									
Petersburg, VA 23805									
TUSKEGEE UNIVERSITY ANNUAL FUND		Unrestricted Matching Gift	\$700						
PO Box 1304									
Tuskegee Institute, AL 36087									
UNITED WAY OF GREATER RICHMOND & PETERSBURG		Unrestricted Matching Gift			\$500				
2001 Maywill Street		Unrestricted Matching Gift			\$1,000				
P O Box 11807		Education Program Support		\$73,300					
Richmond, VA 23230-8007									
URBAN LEAGUE OF GREATER RICHMOND		Community & Economic Development: Program Support			\$60,844				
511 W Grace Street									
Richmond, VA 23222									
VIRGINIA ASSOCIATION FOR COMPETITIVE SWIMMING		Human Services: Program Support		\$4,050					
1201 Pleasantdale Avenue, PO Box 593									
Colonial Heights, VA 23834									

THE CAMERON FOUNDATION FEIN 20-0097152									
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)									
2011 GRANT SCHEDULE									
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR CLOSURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR					
<u>VIRGINIA ATHLETICS FOUNDATION</u> PO Box 400833 Charlottesville, VA 22903	Unrestricted Matching Gift Unrestricted Matching Gift		\$200	\$200					
<u>VIRGINIA LOCAL INITIATIVES SUPPORT CORPORATION</u> One Monument Avenue 413 Stuart Circle Suite 300 Richmond, VA 23220	Community & Economic Development Program Support	\$150,000	\$150,000						
<u>VIRGINIA MUSEUM OF FINE ARTS</u> 200 North Boulevard Richmond VA, 23220	Unrestricted Matching Gift		\$2,000						
<u>VIRGINIA NETWORK OF NONPROFIT ORGANIZATIONS</u> 1108 E Main Street, Suite 1200 Richmond, VA 23219	Contingency Payment		\$25,000						
<u>VIRGINIA STATE UNIVERSITY</u> PO Box 9027 Petersburg, VA 23806	Education Program Support	\$100,000							
<u>VIRGINIA STATE UNIVERSITY FOUNDATION</u> PO Box 9071 Petersburg, VA 23806	Cultural Enrichment Capital Project Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift Unrestricted Matching Gift		\$200,000 \$1,000 \$2,500 \$500	\$700					
<u>VIRGINIA SUPPORTIVE HOUSING</u> P O Box 8585 Richmond, VA 23226	Human Services Program Support	\$10,000	\$10,000						

THE CAMERON FOUNDATION FEIN 20-0097152						
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)						
2011 GRANT SCHEDULE						
RECIPIENT NAME AND ADDRESS	PURPOSE	APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR		
<u>VIRGINIA'S GATEWAY REGION</u>	Community & Economic Development: Program Support		\$150,000	\$150,000		
256 East Ellerslie Avenue, Suite D	Technical Assistance Grant		\$7,500			
Colonial Heights, VA 23834	Unrestricted Award		\$30,000			
	Unrestricted Matching Gift		\$1,000			
	Unrestricted Matching Gift		\$1,000			
<u>VOLUNTEER FAMILIES</u>	Human Services Program Support	\$23,000	\$23,000			
4915 Radford Avenue						
Suite 100A						
Richmond, VA 23230						
<u>WILCOX WATERSHED CONSERVANCY</u>	Unrestricted Matching Gift		\$200			
PO Box 1252	Unrestricted Matching Gift		\$500			
Petersburg, VA 23804	Unrestricted Matching Gift		\$1,000			
	Unrestricted Matching Gift	\$700				
	Technical Assistance Grant		\$11,750			
<u>WOODBERRY FOREST SCHOOL</u>	Unrestricted Matching Gift		\$200			
402 Woodberry Station						
Woodberry Forest, VA 22989						
<u>YMCA - GREATER RICHMOND</u>	Human Services Program Support	\$46,000	\$46,000			
2 West Franklin Street						
Richmond, VA 23220						
<u>YMCA - SOUTHSIDE</u>	Unrestricted Matching Gift		\$400			
120 North Madison Street						
Petersburg, VA 23805						
TOTALS		\$1,910,584	\$3,475,706	\$2,106,832		
Total Approved Grants		\$5,386,390				
Grant Refunds		-\$33,255				

THE CAMERON FOUNDATION FEIN 20-0097152							
FORM 990-PF, PART XV, LINE 3 SECTIONS (a) AND (b)							
2011 GRANT SCHEDULE							
RECIPIENT NAME AND ADDRESS		PURPOSE		APPROVED CURRENT YEAR FOR FUTURE PAYMENT		APPROVED AND PAID CURRENT YEAR	
Total Grant Expense - Per Books (Form 990, Part I, Line 25(a))				\$5,353,135			
Total Paid Grants						\$5,582,538	
Less: Passthrough grant from private foundation						-\$300,000	
Total Grant Expense - Cash Basis (Form 990, Part I, Line 25(d))						\$5,282,538	