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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE CAMERON FOUNDATION		A Employer identification number 20-0097152
Number and street (or P.O. box number if mail is not delivered to street address) 228 S SYCAMORE ST		B Telephone number 804-732-8900
City or town, state, and ZIP code PETERSBURG, VA 23803		C 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 change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, 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 foundation		E 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 (from Part II, col. (c), line 16) ☐ \$ 118,605,041.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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)
Revenue	1 Contributions, gifts, grants, etc., received	362,292.			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	580,001.	580,001.		STATEMENT 1
	4 Dividends and interest from securities	2,107,210.	2,520,355.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,396,831.			
	b Gross sales price for all assets on line 6a	15,529,505.			
	7 Capital gain net income (from Part IV, line 2)		1,729,953.		
	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		<60,529.>			
12 Total. Add lines 1 through 11	4,446,334.	4,769,780.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	369,759.	36,976.	0.	329,548.
	14 Other employee salaries and wages	543,966.	0.	0.	555,813.
	15 Pension plans, employee benefits	237,552.	5,697.	0.	231,812.
	16a Legal fees STMT 3	48,219.	9,644.	0.	48,219.
	b Accounting fees STMT 4	114,465.	48,572.	0.	35,821.
	c Other professional fees STMT 5	434,540.	336,752.	0.	97,877.
	17 Interest				
	18 Taxes STMT 6	246,378.	0.	0.	0.
	19 Depreciation and depletion	159,228.	11,003.	0.	
	20 Occupancy	16,609.	1,148.	0.	15,461.
	21 Travel, conferences, and meetings	95,560.	10,793.	0.	78,416.
	22 Printing and publications	120,786.	30.	0.	124,906.
	23 Other expenses STMT 7	241,212.	12,889.	0.	210,352.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,628,274.	473,504.	0.	1,728,225.
	25 Contributions, gifts, grants paid	3,795,742.			4,344,765.
26 Total expenses and disbursements. Add lines 24 and 25	6,424,016.	473,504.	0.	6,072,990.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,977,682.>				
b Net investment income (if negative, enter -0-)		4,296,276.			
c Adjusted net income (if negative, enter -0-)			0.		

5

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			2,517,466.	2,323,996.	2,323,996.
	3 Accounts receivable ▶ 308.				308.	308.
	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			44,532.	32,858.	32,858.
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 9			59,949,477.	60,243,336.	60,243,336.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			38,025,676.	44,752,282.	44,752,282.
	14 Land, buildings, and equipment: basis ▶ 3,496,131.					
	Less: accumulated depreciation ▶ 420,626.			3,233,613.	3,075,505.	3,075,505.
	15 Other assets (describe ▶ STATEMENT 11)			8,739,781.	8,176,756.	8,176,756.
	16 Total assets (to be completed by all filers)			112,510,545.	118,605,041.	118,605,041.
	17 Accounts payable and accrued expenses			4,478,806.	4,440,616.	
	18 Grants payable			1,984,014.	1,280,006.	
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 ▶ STATEMENT 12)			57,575.	170,054.	
	23 Total liabilities (add lines 17 through 22)			6,520,395.	5,890,676.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			101,551,896.	105,733,972.	
	25 Temporarily restricted			4,101,522.	6,980,393.	
	26 Permanently restricted			336,732.	0.	
	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			105,990,150.	112,714,365.		
31 Total liabilities and net assets/fund balances			112,510,545.	118,605,041.		

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	105,990,150.
2 Enter amount from Part I, line 27a	2	<1,977,682.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,701,897.
4 Add lines 1, 2, and 3	4	112,714,365.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	112,714,365.

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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 15,863,310.		14,133,357.	1,729,953.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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			1,729,953.	
2 Capital gain net income or (net capital loss)		2		1,729,953.
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 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))
2011	7,429,170.	117,440,198.	.063259
2010	13,162,946.	118,850,273.	.110752
2009	11,586,642.	110,302,784.	.105044
2008			
2007			

2 Total of line 1, column (d)	2	.279055
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	.093018
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	114,425,789.
5 Multiply line 4 by line 3	5	10,643,658.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,963.
7 Add lines 5 and 6	7	10,686,621.
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	6,072,990.

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)		1	85,926.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	85,926.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	85,926.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 86,236.	7	126,236.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c 40,000.	9	
d Backup withholding erroneously withheld	6d	10	40,310.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 40,310. Refunded ☐			

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
2 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 2012 or the taxable year beginning in 2012 (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

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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 2012, 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 2012?		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(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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 2012 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 2012)	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 2012?		4b X

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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 ☒ Nob 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)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

5b

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

6b

X

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 13		375,134.	26,934.	17,521.

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 40.00	141,925.	0.	0.
RISHA L. STEBBINS - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA	PROGRAM OFFICER 40.00	77,926.	0.	0.
VALERIE L. LIGGINS - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA	PROGRAM OFFICER 40.00	77,250.	0.	0.
BRANDY CRAMER - 228 SOUTH SYCAMORE STREET, PETERSBURG, VA 23803	PROGRAM OFFICER 40.00	61,188.	0.	0.

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

0

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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	114,940.
PO BOX 3538, CHESTER, VA 23831 BOARDWALK CONSULTING	CONTRACT CFO & MANAGEMENT SERVICES	90,990.
127 PEACHTREE STREET, ATLANTA, GA 30303 EAGLE CAPITAL MANAGEMENT LLC - 499 PARK AVENUE, 21ST FLOOR, NEW YORK, NY 10022	CONSULTING	90,111.
	INVESTMENT MANAGEMENT SERVICES	65,351.

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

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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	103,069,113.
b	Average of monthly cash balances	1b	1,790,106.
c	Fair market value of all other assets	1c	11,309,095.
d	Total (add lines 1a, b, and c)	1d	116,168,314.
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	116,168,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,742,525.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	114,425,789.
6	Minimum investment return. Enter 5% of line 5	6	5,721,289.

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	5,721,289.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	85,926.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	85,926.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,635,363.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,635,363.
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	5,635,363.

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	6,072,990.
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	
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	6,072,990.
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	6,072,990.

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 (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				5,635,363.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				7,278,708.
e From 2011				1,635,851.
f Total of lines 3a through e	8,914,559.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 6,072,990.				
a Applied to 2011, 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 2012 distributable amount				5,635,363.
e Remaining amount distributed out of corpus	437,627.			
5 Excess distributions carryover applied to 2012 (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	9,352,186.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	9,352,186.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				7,278,708.
d Excess from 2011				1,635,851.
e Excess from 2012				437,627.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
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	2,594,141.
Total			3a	2,594,141.
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	1,201,601.
Total			3b	1,201,601.

Form 990-PF (2012)

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

2012

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) (2012)

Name of organization	Employer identification number
THE CAMERON FOUNDATION	20-0097152

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	\$ 11,657.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	PETERSBURG HOSPITAL INC. 228 S. SYCAMORE STREET PETERSBURG, VA 23803	\$ 350,000.	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.)
		\$	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
FIXED ASSET SCHEDULE
DECEMBER 31, 2012

[illegible]

Date In Service	Group	Location	Description	Vendor	Inv #	Check #	Basic	Disp	Life	2012	A/D
4/1/2004	Equipment	Work Area	Shredder	AP Things	8809	CF 1018	575		5	-	575
9/5/2007	Equipment	Work Area	Copier	Data Technologies			14,914		5	1,492	14,914
1/1/2011	Equipment	Various	Telephone System	Brewer			17,645		7	2,521	3,781
1/1/2011	Equipment	Various	Camera / Monitoring System	Brewer			10,833		7	1,519	2,279
1/1/2011	Equipment	Various	2 Copiers	Data Technologies			11,910		7	1,701	2,552
1/1/2011	Equipment	Various	Security System	Becker & Ellington			6,968		7	995	1,483
1/1/2011	Equipment	Various	Voice & Data Cabling & Equipment	Brewer			16,590		10	1,659	2,489
1/1/2011	Equipment	Various	Cabling Ports	ITAC			3,175		10	318	476
1/1/2011	Equipment		Audio Visual Systems	The Whitlock Group			39,229		7	5,604	8,406
						GL - 156000	121,839				
3/18/2004	Computer		GIFTS for Windows	Microedge, Inc.	101113	CF 1054	14,398		3	-	14,398
4/26/2004	Computer		GIFTS software	Microedge, Inc.	101153	CF 1122	3,953		3	-	3,953
5/23/2004	Fum & Fix		LCD Projector	Handy L Lindsey, Jr		CF 1100	1,045		3	-	1,045
5/12/2008	Computer		Data Backup Drive & Software	Hi-Tech Innovations	06040-08-01	11091	1,798		3	-	1,798
5/22/2008	Computer		Firewall	Hi-Tech Innovations	06040-08-02	11098	859		3	-	859
3/11/2007	Computer		Laptop	Hi-Tech Innovations	46834		1,825		3	-	1,825
4/28/2007	Computer		UPS - PowerWare PW8125 1000	Hi-Tech Innovations	47310		1,090		3	-	1,090
7/1/2007	Computer		Desktop - OptiFlex 320 w/ 17" flat panel display	Hi-Tech Innovations	48015		860		3	-	860
10/23/2007	Computer		Dell Latitude E620 Laptop	Hi-Tech Innovations	48160		1,834		3	-	1,834
2/10/2008	Printer		HP LaserJet Printer	ITAC	50415	11918	874		3	-	874
10/31/2008	Computer		Dell PowerEdge 2800 Server	ITAC	53271	12337	4,774		3	-	4,774
10/31/2008	Computer	Cindy's Office	Dell Optiplex 755 - FYMRDH1	ITAC	53271	12337	1,556		3	-	1,556
10/31/2008	Computer	PO Work Area	Dell Optiplex 755 - DYMRDH1	ITAC	53271	12337	1,556		3	-	1,556
10/31/2008	Computer	Reception Area	Dell Optiplex 755 - CYMRDH1	ITAC	53271	12337	1,556		3	-	1,556
10/31/2008	Computer	Intern's Office	Dell Optiplex 755 - GYMRDH1	ITAC	53271	12337	1,556		3	-	1,556
11/16/2008	Computer	Intern's Office	Dell Optiplex 755 - 813HPH1	ITAC	53271	12337	1,430		3	-	1,430
9/8/2008	Computer	Jill	Dell Latitude E4200, dock, flat panel	ITAC	56780	12870	2,638		3	440	2,638
7/4/2010	Computer		Dell Latitude E4310 w/dock	ITAC	004-31649		1,739		3	580	1,449
12/5/2010	Computer		Dell Latitude E4200 SN BM330P1	ITAC	008-31649		2,438		3	813	2,032
3/17/2011	Computer		Dell Latitude E4310 w/dock & monitor	Dell			1,588		3	529	784
3/22/2011	Computer		Dell Latitude E5510	Dell			1,544		3	515	772
3/22/2011	Computer		Dell Latitude E5510	Dell			1,544		3	515	772
3/23/2011	Computer		Dell Optiplex 980 Minttower	Dell			1,768		3	589	883
7/22/2011	Computer	Alphan	Dell Latitude E5420	Dell			1,634		3	545	817
7/26/2011	Computer	Jill	iPad	Apple			935		3	312	468
8/24/2011	Computer		Dell Optiplex 380 Minttower	Dell			1,330		3	443	665
DISPOSALS (OUT OF SERVICE AS OF 12/31/2012)											
3/18/2008	Computer	Handy	Dell Latitude D430 - 5MWRFZ1	ITAC	51123	12017	2,225	X	3	-	2,225
11/2/2011	Computer	Handy	Canon Scanner	Canon			458	X	3	152	228
						GL 166000	67,918				
						Grand Total	3,301,938			169,228	420,828

THE CAMERON FOUNDATION FEIN 20-0097152
2012 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		906,026			
	906,026				
Mutual Funds:					
DFA Emerging Markets Value Portfolio			7,198,586		
Dodge and Cox International			5,039,494		
Harbor Fund			3,002,434		
ING Global Real Estate Fund			2,349,882		
Vanguard Energy Fund			2,240,589		
Vanguard Institutional Index Fund			11,119,622		
Vanguard Total International			3,191,182		
Individual Securities:					
3M Co			185,700		
Altera Corporation			213,528		
AON Corp			422,560		
Apache Corp			219,800		
Berkshire Hathaway Class B			511,290		
Coca Cola Co			304,500		
Comcast Corp			231,878		
Ecolab Inc			337,930		
Fidelity National Information			83,544		
Goldman Sachs Group			151,414		
Google Inc			234,092		
Kraft Foods Inc Class A			-		
Liberty Global Inc			87,997		
Liberty Global Inc Series C			323,419		
Loews Corp			134,475		
McDonalds Corp			79,389		
Microsoft Corp			326,106		
Mondelez International			208,854		
Morgan Stanley			292,536		
Nestle SA Sponsored ADR			143,374		
Newfield Exploration Co			-		
News Corp Class A			-		
Noble Energy			359,346		
Oracle Corp			306,544		
Pepsico Inc			253,191		
Praxair Inc			251,735		
Progressive Corp			-		
Thermo Fisher Scientific Inc			197,718		
Twenty First Century Fox			311,588		
United Health Group Inc.			287,472		
Vodafone Group PLC Sp ADR			-		
WalMart Stores Inc			307,035		
Waste Management Inc.			-		
Willis Group Holdings PLC			-		
WR Berkley Corp			135,864		

Mutual Funds:

PIMCO Total Return Fund	6,160,056
Templeton Global Bond Fund	4,557,351
Vanguard Intermediate Term Index	5,752,714
Vanguard Inflation Protected	1,822,522

59,337,311

Other

Axiom International Equity	3,284,312
Barlow Partners Offshore	7,216,328
Denham Commodity Partners	124,213
Forester Diversified LTD	4,939,253
Metropolitan Real Estate	424,512
Sanderson International Value	4,355,174
Singular Guff	853,424
SSgA Real Assets	5,163,208
TAP Fund	2,090,622
Tiff Absolute Return II	9,492,673
Tiff Partners V US Fund	1,160,172
Tiff PR Equity Ptnrs	1,749,263
City of London Fund	2,000,000
Park Street Natural Resource	55,987
Colchester Global Bond Fund	1,588,424
Flag Global Partners	254,717
CCHC Realty Partnership	62,258

44,814,540

105,057,877	906,026	41,044,668	18,292,643	44,814,540
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THE CAMERON FOUNDATION FEIN 20-0097162				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT	APPROVED AND PAID	APPROVED PRIOR YEAR PAID
		YEAR FOR FUTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
ALZHEIMER'S ASSOCIATION	Health Program Support		\$32,270	-
Greater Richmond Chapter - Tri-Cities Branch				
201 Temple Avenue, Suite E				
Colonial Heights, VA 23834				
AMERICAN CANCER SOCIETY	Unrestricted Matching Gift		\$400	
113 Kennon Court				
Colonial Heights, VA 23834				
AMERICAN RED CROSS - SOUTHSIDE AREA CHAPTER	Unrestricted Matching Gift	\$200	\$2,500	\$2,200
Southside Area Chapter				
3267-A South Crater Road				
Petersburg, VA 23805				
AMERICAN RED CROSS - GREATER RICHMOND	Unrestricted Matching Gift	\$1,000		
420 E Cary St				
Richmond, VA 23219				
APPOMATTOX REGIONAL LIBRARY	Education Fiscal Sponsor		\$50,000	
209 E Cawson Street	Civic Affairs: Operating Support (Direct Grantable Activities)		\$150,000	
Hopewell, VA 23860	Technical Assistant Grant		\$15,000	
	Civic Affairs Evaluation	\$15,000	\$10,000	
ART ON WHEELS	Cultural Enrichment Program Support		\$11,500	
3121 Ellwood Ave #1				
Richmond, VA 23221				
ARTHRITIS FOUNDATION, VIRGINIA CHAPTER	Unrestricted Matching Gift		\$420	
2201 W Broad Street				
Suite 100				
Richmond, VA 23220				
BATTERSEA INC.	Unrestricted Matching Gift	\$500	\$1,300	\$500
PO Box 111	Conservation & Historic Preservation Capital Support	\$37,500	\$12,500	
Petersburg, VA 23804				
BETTER HOUSING COALITION	Community & Economic Development Program Support		\$22,516	
23 W Broad St				
P O Box 12117				
Richmond, VA 23241				
BLANDFORD CEMETERY FOUNDATION	Unrestricted Matching Gift		\$500	
250 South Sycamore Street				
Petersburg, VA 23803				
BOY SCOUTS OF AMERICA	Unrestricted Matching Gift		\$1,000	
PO Box 6809				
Richmond, VA 23230				
BOYS & GIRLS CLUB OF METRO RICHMOND	Human Services Program Support			\$37,500
5511 Staples Mill Rd				
Richmond, VA 23228				
BOYS' HOME, INC	Unrestricted Matching Gift	\$200		
414 Boys Home Rd				
Covington, VA 24426				

THE CAMERON FOUNDATION FEIN 20-0097152 FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d) AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE		APPROVED CURRENT	APPROVED AND PAID	APPROVED PRIOR YEAR PAID
		YEAR FOR FUTURE PAYMENT	CURRENT YEAR	CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
CARES, INC.	Human Services Operating Support		\$70,000	
P O Box 1142	Technical Assistance Grant		\$5,750	
Petersburg, VA 23804-1142	Unrestricted Award		\$40,000	
CAROLINAS HEALTHCARE FOUNDATION	Unrestricted Matching Gift	\$500		
PO Box 32861				
Charlotte, NC 28232				
CENTRAL VIRGINIA FOOD BANK	Unrestricted Matching Gift		\$500	
PO Box 1530				
Merrifield, VA 22116				
CENTRAL VIRGINIA HEALTH SERVICES	Health Program Support	\$121,641	\$364,924	\$121,641
1506 Palmyra Avenue				
Richmond, VA 23227				
CHESTERFIELD CASA, INC.	Human Services Program Support	\$15,000	\$15,000	\$25,000
9457 Amberdale Drive				
Richmond, VA 23236				
CHESTERFIELD-COLONIAL HEIGHTS CHRISTMAS MOTHER	Unrestricted Matching Gift		\$100	
PO Box 2500				
Chesterfield, VA 23832				
CHESTERFIELD-CH ALLIANCE FOR SOCIAL MINISTRY	Human Services Program Support		\$10,000	\$20,000
PO Box 1741	Basic Human Needs Emergency Grant		\$10,000	
Chesterfield, VA 23832	Human Services Operating Support	\$20,000	\$20,000	
CHRISTMAS SHARING	Unrestricted Matching Gift			\$200
PO Box 337				
Dinwiddie, VA 23841				
CITY OF HOPWELL-HOPWELL-PO HEALTHY FAMILIES	Human Services Fiscal Sponsorship		\$50,000	
200 W Randolph Rd	Unrestricted Matching Gift			\$100
Hopewell, VA 23860				
CITY OF PETERSBURG	Conservation & Historic Preservation Capital Support		\$230,000	
PO Box 1271				
Petersburg, VA 23804				
COLONIAL HEIGHTS FOOD PANTRY, INC.	Human Services Operating Support	\$87,500	\$22,500	\$37,500
530 Southpark Boulevard	Unrestricted Matching Gift		\$150	
Colonial Heights, VA 23834				
COMMONWEALTH ATTORNEY CITY OF PETERSBURG	Human Services Program Support	\$39,000	\$13,000	
150 North Sycamore Street				
Petersburg, VA 23803				
COMMONWEALTH PUBLIC BROADCASTING CORP	Education Program Support		\$15,000	
WCVE, WCVW, WHTJ				
23 Sesame Street				
Richmond, VA 23235				
CRATER COMMUNITY HOSPICE	Unrestricted Matching Gift	\$200	\$400	\$200
3916 S Crater Road	Technical Assistance Grant	\$15,000		
Petersburg, VA 23805	Health Program Support	\$73,125	\$24,375	
CRATER DISTRICT AREA AGENCY ON AGING	Health Program Support			\$22,500

THE CAMERON FOUNDATION FEIN 20-0097152 FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d) AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE		APPROVED CURRENT	APPROVED AND PAID	APPROVED PRIOR YEAR
		YEAR FOR FUTURE PAYMENT	CURRENT YEAR	PAID CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
23 Seyler Drive Petersburg, VA 23805				
CRATER HEALTH DISTRICT 301 Halifax Street Petersburg, VA 23803	Healthcare Program Support	\$61,800	\$20,600	
CRATER SMALL BUSINESS DEVELOPMENT CENTER of Longwood University 1964 Wakefield Street P O Box 1808 Petersburg, VA 23805	Community & Economic Development Program Support		\$31,360	
DINWIDDIE COUNTY PUBLIC SCHOOLS PO Box 7 14016 Boydton Plank Road Dinwiddie, VA 23841	Education Program Support Health. Program Support		\$11,600	\$41,700
DINWIDDIE COUNTY HIGH SCHOOL PO Box 299 11501 Boisseau Rd Dinwiddie, VA 23841	Unrestricted Matching Grant		\$340	
DINWIDDIE DEPT OF SOCIAL SERVICES P O Box 107 Dinwiddie, VA 23841	Human Services Program Support		\$25,770	
DISTRICT 19 COMMUNITY SERVICES BOARD 20 W Bank Street Suite 7 Petersburg, VA 23803	Human Services Program Support			\$41,250
DOWNTOWN CHURCHES UNITED, INC PO Box 1202 Petersburg, VA 23804	Technical Assistance Grant Unrestricted Matching Grant		\$9,000 \$500	
DRIVE-TO-WORK 1735 Summit Avenue Richmond, VA 23230	Human Services Program Support	\$10,500	\$10,500	\$10,500
EASTERN NATIONAL 470 Mayland Drive Fort Washington, PA 19034	Education Fiscal Sponsorship		\$20,000	
EQUAL JUSTICE AMERICA 13540 East Boundary Road Building II, Suite 204 Midlothian, VA 23112	Civic Affairs Program Support		\$18,000	
	Human Services. Program Support			\$35,000
FAMILY LIFELINE 2325 West Broad Street Richmond, VA 23221				
FEEDMORE INC. 1415 Rhoadmiller Street Richmond, VA 23220	Human Services Program Support	\$56,250	\$18,750	\$56,250

THE CAMERON FOUNDATION FEIN 20-0097162				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d) AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE		APPROVED CURRENT	APPROVED AND PAID	APPROVED PRIOR YEAR
		YEAR FOR FUTURE PAYMENT	CURRENT YEAR	PAID CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
<u>FRIENDS OF THE ARMY WOMEN'S MUSEUM ASSOCIATION</u> P O Box 1027 Prince George, VA 23875	Technical Assistance Grant		\$14,995	
<u>GAMALIEL FOUNDATION, THE</u> 203 N. Wabash Ave., Suite 808 Chicago, IL 60601	Civic Affairs Program Support			\$48,852
<u>GATEWAY HOMES, INC.</u> Gateway Homes of Greater Richmond P O Box 11303 Richmond, VA 23230	Human Services Program Support Technical Assistance Grant Unrestricted Award	\$35,000		\$17,500 \$8,750
<u>GREATER RICHMOND SCAN</u> 103 East Grace Street Richmond, VA 23219	Human Services Program Support		\$35,000	
<u>HAMPDEN-SYDNEY COLLEGE</u> PO Box 637 Hampden-Sydney, VA 23901	Unrestricted Matching Gift		\$1,200	\$2,000
<u>HISTORIC HOPEWELL FOUNDATION, INC.</u> 603 Brown Avenue Hopewell, VA 23860	Unrestricted Matching Gift	\$750	\$500	
<u>HISTORIC BLANDFORD CEMETERY FOUNDATION</u> 250 So Sycamore St Petersburg, VA 23803	Unrestricted Matching Gift		\$500	
<u>HISTORIC PETERSBURG FOUNDATION</u> PO Box 691 Petersburg, VA 23804	Unrestricted Matching Gift "Conservation and Historic Preservation" Program Support	\$250	\$2,050	\$3,000 \$75,750
<u>HOPEWELL FOOD PANTRY</u> 212 East Broadway PO Box 1532 Hopewell, VA 23860	Human Services Operating Support		\$30,000	
<u>HOPEWELL PUBLIC SCHOOLS FOUNDATION</u> 103 North 12th Avenue Hopewell, VA 23860	Technical Assistance Grant		\$6,000	
<u>HOSPITAL HOSPITALITY HOUSE</u> 612 E Marshall St Richmond, VA 23219	Unrestricted Matching Gift			\$200
<u>HOWARD L. BAUGH CHAPTER OF TIA, INC.</u> 3207 Longhorn Dr Colonial Heights, VA 23834	Unrestricted Matching Grant		\$500	
<u>INTERFAITH ADULT DAYCARE</u> 201 Walnut Blvd Petersburg, VA 23803	Unrestricted Matching Gift Basic Human Needs Emergency Grant	\$250	\$250 \$3,450	
<u>JACKSON FEILD HOMES</u> 546 Walnut Grove Drive	Unrestricted Matching Gift	\$700	\$500	\$200

THE CAMERON FOUNDATION FEIN 20-0097152				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT	APPROVED AND	APPROVED PRIOR YEAR
		YEAR FOR FUTURE PAYMENT	PAID CURRENT YEAR	PAID CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
Jarratt, VA 23867				
JAMES HOUSE, THE	Human Services Program Support	\$41,250	\$13,750	\$41,250
1016 Maplewood Avenue	Unrestricted Award		\$30,000	
Hopewell, VA 23860	Unrestricted Matching Gift		\$1,250	
	Basic Human Needs Emergency Grant		\$9,000	
JOHN RANDOLPH FOUNDATION	Unrestricted Matching Gift	\$250		\$500
112 N Main Street				
Hopewell, VA 23860				
JOHN TYLER COMMUNITY COLLEGE FOUNDATION, INC.	Unrestricted Matching Gift		\$1,000	
Midlothian Campus	Education Program Support			\$56,250
800 Charter Colony Parkway				
Midlothian, VA 23114-4383				
LEARN TO EARN	Community & Economic Development Program Support			\$95,000
114 North Union Street				
Petersburg, VA 23803				
LEGACY MEDIA INSTITUTE, THE	Cultural Enrichment Program Support		\$25,000	
One Millenium Drive				
Petersburg, VA 23805				
LEGAL AID JUSTICE CENTER	Civic Affairs Program Support			\$67,500
41 Bollingbrook Street				
Petersburg, VA 23803				
LONGWOOD UNIVERSITY ANNUAL FUND	Unrestricted Matching Gift	\$200		\$200
201 High Street				
Farmville, VA 23909				
MARY BALDWIN COLLEGE	Unrestricted Matching Gift		\$554	
PO Box 1500				
Staunton, VA 24402				
MDC, INC.	Human Services Program Support		\$20,000	
307 West Main Street				
Durham, NC 27701				
MISSION OF HOPE BOLIVIA	Unrestricted Matching Gift	\$200		\$200
PO Box 4001				
Charlottesville, VA 22903				
ONE VOICE CHORUS	Cultural Enrichment Program Support		\$15,000	
PO Box 13852				
Richmond, VA 23451				
PATHWAYS	Unrestricted Matching Gift		\$250	
1200 West Washington Street				
Petersburg, VA 23803				
PETERSBURG AREA ART LEAGUE	Unrestricted Matching Gift	\$250	\$750	
7 East Old Street	Technical Assistance Grant		\$5,000	
Petersburg, VA 23803				

THE CAMERON FOUNDATION FEIN 20-0097152				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT	APPROVED AND PAID	APPROVED PRIOR YEAR
		YEAR	CURRENT	PAID
		FOR FUTURE PAYMENT	YEAR	CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
<u>PETERSBURG AREA REGIONAL TOURISM CORPORATION</u> 1964 Wakefield Street, P O Box 1776 Petersburg, VA 23805	Community & Economic Development Program Support	\$25,000	\$25,000	
<u>PETERSBURG BREAKFAST ROTARY CLUB</u> PO Box 1635 Petersburg, VA 23805	Education Program Support		\$1,380	
<u>PETERSBURG FAMILY YMCA</u> 120 N Madison Street Petersburg, VA 23805	Unrestricted Matching Gift		\$10,000	
<u>PETERSBURG HEALTH DEPARTMENT</u> 301 Halifax Street Petersburg, VA 23803	Health Program Support	\$96,000	\$96,000	
<u>PETERSBURG LIBRARY FOUNDATION, INC.</u> P O Box 3435 Petersburg, VA 23805	Unrestricted Matching Gift Cultural Enrichment Operating Support	\$6,000	\$6,300 \$212,000	
<u>PETERSBURG PUBLIC SCHOOLS</u> 255 South Boulevard East Petersburg, VA 23805	Education Evaluation Support			\$12,138 \$170,000
<u>PETERSBURG SHERIFF'S OFFICE</u> 8 Courthouse Avenue Petersburg, VA 23804	Human Services Program Support			\$63,471
<u>PREVENT BLINDNESS MID-ATLANTIC</u> 11618 Busy Street Richmond, VA 23236	Healthcare Program Support	\$13,250	\$13,250	
<u>PRINCE & PRINCESS INC.</u> PO Box 333 Petersburg, VA 23804	Unrestricted Matching Gift		\$1,140	
<u>PRINCE GEORGE COUNTY DEPT OF SOCIAL SERVICES</u> PO Box 68 Prince George, VA 23875	Human Services Program Support		\$15,000	
<u>PRINCE GEORGE COUNTY HISTORICAL SOCIETY</u> 6404 Courthouse Rd P O Box 452 Prince George, VA 23875	Conservation & Historic Preservation Program Support Unrestricted Matching Gift	\$61,600 \$450	\$8,400	\$250
<u>project HOMES</u> 88 Carnation Street Richmond, VA 23225	Human Services Program Support	\$27,500	\$27,500	\$31,000
<u>RANDOLPH-MACON COLLEGE</u> PO Box 5005 Ashland, VA 23005	Unrestricted Matching Gifts		\$150	
<u>RAWLS MUSEUM ARTS</u>	Cultural Enrichment Program Support	\$10,000	\$10,000	\$10,000

THE CAMERON FOUNDATION FEIN 20-0097162				
FORM 990-PF, PART I, LINE 26 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT	APPROVED AND	APPROVED PRIOR YEAR
		YEAR	PAID	PAID
		FOR FUTURE	CURRENT	CURRENT
		PAYMENT	YEAR	YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
22376 Linden Street				
Courtland, VA 23837				
READ CENTER, THE	Education Program Support			\$19,000
2000 Brems Road, Suite 102				
Richmond, VA 23226				
REBUILDING TOGETHER *TRI-CITIES	Technical Assistance Grant		\$15,000	
P O Box 1005	Unrestricted Matching Gift		\$700	
Petersburg, VA 23804	Human Services Operating Support			\$12,500
REDC COMMUNITY CAPITAL GROUP, INC.	Community & Economic Development Program Support		\$50,000	
411 E Franklin Street				
Suite 203				
Richmond, VA 23219				
RESTORATION OF PETERSBURG COMM DEV CORP	Community & Economic Development Operating Support	\$58,125	\$19,375	
444 Halifax Street				
Petersburg, VA 23803				
RICHARD BLAND COLLEGE FOUNDATION	Unrestricted Matching Gift		\$2,900	
11301 Johnson Road				
Petersburg, VA 23805				
RONALD MCDONALD HOUSE CHARITIES	Unrestricted Matching Gift	\$500		
2330 Monument Ave				
Richmond, VA 23220				
ROTARY CLUB OF VIRGINIA	Unrestricted Matching Gift		\$440	
PO Box 1635				
Petersburg, VA 23805				
ROTARY FOUNDATION, THE	Unrestricted Matching Gift		\$400	
1560 Sherman Avenue				
Evanston, IL 60201				
SAINT MARY'S SCHOOL	Unrestricted Matching Gift		\$100	
900 Hillsborough Street				
Raleigh, NC 27603				
SAINT PAUL'S COLLEGE	Unrestricted Matching Gift		\$1,000	
115 College Drive				
Lawrenceville, VA 23868				
SCIENCE MUSEUM OF VIRGINIA FOUNDATION	Education Program Support		\$34,000	
2500 West Broad Street				
P O Box 11624				
Richmond, VA 23230-0624				
SERENITY, INC.	Health Operating Support	\$10,000	\$10,000	\$46,990
P O Box 131	Unrestricted Matching Gift		\$1,000	
Petersburg, VA 23804				
SOUTHERN INITIATIVE ALGEBRA PROJECT	Education Program Support		\$125,000	
PO Box 788				

THE CAMERON FOUNDATION FEIN 20-0097152				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR YEAR PAID CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
Mt. Pleasant, SC 29465				
SOUTHSIDE HEALTH EDUCATION FOUNDATION	Education Operating Support			\$25,000
PO Box 867				
Colonial Heights, VA 23834				
SOUTHSIDE VIRGINIA EMERGENCY CREW, INC.	Unrestricted Matching Gift	\$500	\$1,500	\$500
P O Box 574				
Petersburg, VA 23804				
SPCA OF PETERSBURG/COLONIAL HEIGHTS	Unrestricted Matching Gift	\$200		\$200
1600 Blair Rd				
Petersburg, VA 23805				
ST. JOSEPH'S SCHOOL	Unrestricted Matching Gift		\$200	
123 Franklin St				
Petersburg, VA 23803				
ST. JOSEPH'S VILLA	Human Services Program Support	\$21,500	\$21,500	
8000 Brook Road				
Richmond, VA 23227				
ST. LOUIS UNIVERSITY HIGH SCHOOL	Unrestricted Matching Gift	\$2,000	\$2,000	
4970 Oakland Avenue				
St Louis, MO 63110				
ST. MICHAEL'S EPISCOPAL SCHOOL	Unrestricted Matching Gift		\$200	\$200
8706 Quaker Lane				
Richmond, VA 23235				
STONY CREEK VOLUNTEER RESCUE SQUAD	Healthcare Capital Support			\$141,405
PO Box 38				
13328 Bluestar Highway				
Stony Creek, VA 23882				
SUPREME COURT OF VIRGINIA	Human Services Program Support			\$26,912
Office of the Executive Secretary				
100 North Ninth Street				
Richmond, VA 23219				
SUSSEX COUNTY DEPT OF HOUSING PROGRAMS	Technical Assistance Grant		\$15,000	
213 Sussex Drive				
Sussex, VA 23884				
SUSSEX COUNTY DEPT OF SOCIAL SERVICES	Human Services Program Support Basic Human Needs Emergency Grant		\$10,000	\$39,750
20103 Princeton Road				
P O Box 1336				
Sussex, VA 23884-0036				
SWIFT CREEK MILL THEATRE, INC.	Unrestricted Matching Gift		\$2,500	
17401 Jefferson Davis Hwy				
P O Box 41				
Colonial Heights, VA 23834-0041				
SYCAMORE ROUGE	Cultural Enrichment Operating Support			\$25,000
21 W Old Street	Technical Assistance Grant		\$15,000	
Petersburg, VA 23803	Unrestricted Matching Gift		\$4,200	

THE CAMERON FOUNDATION FEIN 20-0097162				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d) AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT YEAR FOR FUTURE PAYMENT	APPROVED AND PAID CURRENT YEAR	APPROVED PRIOR PAID CURRENT YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
THE BETTER BUSINESS BUREAU 720 Moorefield Dr, Ste 300 Richmond, VA 23219	Civic Affairs Program Support		\$4,520	
THE COMMUNITY FOUNDATION 7501 Boulders View Drive Richmond, VA 23225	Community & Economic Development Program Support Community & Economic Development Evaluation		\$2,500	\$20,000
THE LEUKEMIA & LYMPHOMA SOCIETY 1311 Mamaroneck Avenue Suite 310 White Plains, NY 10605	Unrestricted Matching Gift		\$200	
THE PETERSBURG FOUNDATION 3900 Bolling Brook Street Petersburg, VA 23803	Unrestricted Matching Gift		\$250	
THE ROTARY CLUB OF PETERSBURG PO Box 3311 Petersburg, VA 23805	Unrestricted Matching Gift		\$600	
THE SHEPHERD CENTER OF CHESTERFIELD 6800 Lucy Corr Boulevard, PO Drawer 70 Chesterfield, VA 23832	Human Services Program Support		\$7,000	
THE VIRGINIA BREAST CANCER FOUNDATION 1412 Birdsong Rd. Petersburg, VA 23805	Unrestricted Matching Gift		\$500	
TRI-CITIES HABITAT FOR HUMANITY P O Box 3707 Petersburg, VA 23805	Community & Economic Development Operating Support			\$33,000
TUSKEGEE UNIVERSITY ANNUAL FUND PO Box 1304 Tuskegee Institute, AL 36087	Unrestricted Matching Gift		\$800	\$700
U.S. ARMY QUARTERMASTER FOUNDATION PO Box 5230 Fort Lee, VA 23801	Technical Assistance Grant		\$13,500	
UNITED WAY OF GREATER RICHMOND & PETERSBURG 2001 Maywill Street P O Box 11807 Richmond, VA 23230-8007	Unrestricted Matching Gift Education Program Support	\$44,074	\$44,076	
URBAN LEAGUE OF GREATER RICHMOND 511 W Grace Street Richmond, VA 23222	Community & Economic Development Program Support	\$49,450	\$49,450	
VIRGINIA'S GATEWAY REGION 256 East Ellerslie Avenue, Suite D Colonial Heights, VA 23834	Unrestricted Matching Gift Community & Economic Development Program Support		\$2,100 \$225,000	
VIRGINIA ASSOCIATION FOR COMPETITIVE BUSINESS 1201 Pleasantdale Avenue, PO Box 593 Colonial Heights, VA 23834	Human Services Program Support		\$3,900	

THE CAMERON FOUNDATION FEIN 20-0097162				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE				
		APPROVED CURRENT	APPROVED AND	APPROVED
		YEAR	PAID	PRIOR YEAR
		FOR	CURRENT	PAID
		FUTURE	YEAR	CURRENT
		PAYMENT		YEAR
RECIPIENT NAME AND ADDRESS	PURPOSE			
VIRGINIA ATHLETICS FOUNDATION	Unrestricted Matching Gift		\$4,500	
PO Box 400833				
Charlottesville, VA 22903				
VIRGINIA LOCAL INITIATIVES SUPPORT CORPORATION	Community & Economic Development Program Support			\$150,000
One Monument Avenue				
413 Stuart Circle				
Suite 300				
Richmond, VA 23220				
VIRGINIA REPERTORY THEATRE	Human Services Program Support	\$10,500	\$10,500	
114 West Broad Street				
Richmond, VA 23220				
VIRGINIA STATE UNIVERSITY	Education Program Support			\$100,000
PO Box 9027				
Petersburg, VA 23806				
VIRGINIA STATE UNIVERSITY FOUNDATION	Cultural Enrichment Capital Project	\$100,000	\$15,000	
PO Box 9071	Unrestricted Matching Gift		\$3,000	
Petersburg, VA 23806				
VIRGINIA SUPPORTIVE HOUSING	Human Services Program Support			\$10,000
P O Box 8585				
Richmond, VA 23226				
VOLUNTEER FAMILIES	Human Services Program Support			\$23,000
4915 Radford Avenue				
Suite 100A				
Richmond, VA 23230				
WEST END BAPTIST CHURCH	Unrestricted Matching Gift		\$2,000	
8506 Boydton Plank Road				
Petersburg, VA 23803				
WILCOX WATERSHED CONSERVANCY	Unrestricted Matching Gift	\$2,800	\$700	\$700
PO Box 1252				
Petersburg, VA 23804				
WOODBERRY FOREST SCHOOL	Unrestricted Matching Gift	\$4,136	\$400	
402 Woodberry Station				
Woodberry Forest, VA 22989				
YMCA - GREATER RICHMOND	Human Services Program Support	\$44,000	\$44,000	\$46,000
2 West Franklin Street				
Richmond, VA 23220				
	FORM 990-PF, PART XV, LINE 3 SECTION (b)	\$1,201,601		
			\$2,787,855	\$1,876,909
		\$2,787,855	<----->	\$2,787,855

THE CAMERON FOUNDATION FEIN 20-0097152				
FORM 990-PF, PART I, LINE 25 COLUMNS (a) AND (d)				
AND PART XV, LINE 3 SECTIONS (a) AND (b)				
2012 GRANT SCHEDULE		APPROVED CURRENT	APPROVED AND	APPROVED PRIOR YEAR
		YEAR	PAID	PAID
		FOR FUTURE	CURRENT	CURRENT
RECIPIENT NAME AND ADDRESS		PAYMENT	YEAR	YEAR
Total Approved Grants		\$3,989,456		
Grant Refunds		-\$193,715		
Total Grant Expense - Per Books		FORM 990-PF, PART I, LINE 25(a)	\$3,795,741	
Total Paid Grants				\$4,664,764
Less: Passthrough grant from private foundation				-\$320,000
Total Grant Expense - Cash Basis		FORM 990-PF, PART I, LINE 25(d) FORM 990-PF, PART XV, LINE 3 SECTION (a)		\$4,344,764

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

SOURCE	AMOUNT
INTEREST ON NOTES RECEIVABLE	577,269.
SUNTRUST	2,732.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	580,001.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STATESTREET BANK	2,107,210.	0.	2,107,210.
TOTAL TO FM 990-PF, PART I, LN 4	2,107,210.	0.	2,107,210.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	48,219.	9,644.	0.	48,219.
TO FM 990-PF, PG 1, LN 16A	48,219.	9,644.	0.	48,219.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	114,465.	48,572.	0.	35,821.
TO FORM 990-PF, PG 1, LN 16B	114,465.	48,572.	0.	35,821.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	329,493.	329,493.	0.	0.
OTHER	105,047.	7,259.	0.	97,877.
TO FORM 990-PF, PG 1, LN 16C	434,540.	336,752.	0.	97,877.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	246,378.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	246,378.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUTOMOTIVE	8,400.	580.	0.	7,357.
DUES AND SUBSCRIPTIONS	27,299.	1,886.	0.	28,463.
INSURANCE	14,803.	1,023.	0.	0.
MISCELLANEOUS	15,066.	1,041.	0.	4,506.
OFFICE EXPENSE	19,933.	1,377.	0.	18,584.
POSTAGE	1,789.	124.	0.	1,481.
REPAIRS AND MAINTENANCE	81,848.	5,656.	0.	79,089.
TELEPHONE	17,397.	1,202.	0.	16,195.
PROGRAM RESEARCH	54,677.	0.	0.	54,677.
TO FORM 990-PF, PG 1, LN 23	241,212.	12,889.	0.	210,352.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
UNREALIZED LOSS ON INVESTMENTS		8,690,189.	
PRIOR PERIOD ADJUSTMENT		11,708.	
TOTAL TO FORM 990-PF, PART III, LINE 3		8,701,897.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
BROKERAGE ACCOUNT	60,243,336.	60,243,336.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	60,243,336.	60,243,336.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARLOW PARTNERS OFFSHORE	FMV	7,216,328.	7,216,328.
AXIOM INTERNATIONAL EQUITY	FMV	3,284,312.	3,284,312.
TIFF PARTNERS V US FUND	FMV	1,160,172.	1,160,172.
TIFF ABSOLUTE RETURN II	FMV	9,492,673.	9,492,673.
TIFF PR EQTY PTNRS	FMV	1,749,263.	1,749,263.
SINGULAR GUFF DISTRESSED OPPT FUND IV, LP	FMV	853,424.	853,424.
SSGA REAL ESTATE CTF	FMV	5,163,208.	5,163,208.
METROPOLITAN REAL ESTATE PARTNERS	FMV	424,512.	424,512.
TAP FUND	FMV	2,090,622.	2,090,622.
FORESTER CAPITAL FUND	FMV	4,939,253.	4,939,253.
DENHAM CAPITAL FUND	FMV	124,213.	124,213.
SANDERSON INTERNATIONAL VALUE FUND	FMV	4,355,174.	4,355,174.
FLG GLOBAL	FMV	254,717.	254,717.
COLCHESTER	FMV	1,588,424.	1,588,424.
CITY OF LONDON	FMV	2,000,000.	2,000,000.
PARK STREET	FMV	55,987.	55,987.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,752,282.	44,752,282.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	17,644.	6,407.	6,407.
NET INVESTMENTS IN SALES TYPE LEASES	6,839,237.	6,899,981.	6,899,981.
OTHER ASSETS	682,900.	70,368.	70,368.
LAND	1,200,000.	1,200,000.	1,200,000.
TO FORM 990-PF, PART II, LINE 15	8,739,781.	8,176,756.	8,176,756.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
EXCISE TAX PAYABLE	57,575.	0.	
DEFERRED EXCISE TAXES	0.	170,054.	
TOTAL TO FORM 990-PF, PART II, LINE 22	57,575.	170,054.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

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.
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	FORMER PRESIDENT 40.00	369,759.	26,934.	17,521.
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.
J. TODD GRAHAM 228 SOUTH SYCAMORE STREET PETERSBURG, VA 23803	PRESIDENT 40.00	5,375.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		375,134.	26,934.	17,521.

THE CAMERON FOUNDATION

CONTINUATION FOR 990-PF, PART IV

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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	METROPOLITAN REAL ESTATE PARTNERS VII K-1	P	01/01/12	12/31/12
b	SIGULER GUFF DISTRESSED OPPORTUNITIES FUND IV K-1	P	01/01/12	12/31/12
c	SSGA REAL ASSET NON-LENDING QP CTF K-1	P	01/01/12	12/31/12
d	THE SANDERSON INTERNATIONAL VALUE FUND K-1	P	01/01/12	12/31/12
e	TIFF PARTNERS V-US K-1	P	01/01/12	12/31/12
f	TIFF PRIVATE EQUITY PARTNERS 2008 K-1	P	01/01/12	12/31/12
g	THE COLCHESTER GLOBAL BOND AI FUND	P	01/01/12	12/31/12
h	FLAG GLOBAL PARTNERS K-1	P	01/01/12	12/31/12
i	30339.806 SHS DODGE AND COX INTERNATIONAL	P	01/01/12	12/31/12
j	186115.805 SHS PIMCO TOTAL RETURN FUND	P	01/01/12	12/31/12
k	113808.801 SHS TEMPLETON GLOBAL BON FUND	P	01/01/12	12/31/12
l	45349.612 SHS VANGUARD INSTITUTIONAL INDEX	P	01/01/12	12/31/12
m	23217 SHS VANGUARD FTSE EMERGING MARKETS	P	01/01/12	12/31/12
n	1900 SHS WILLIS GROUP HOLDINGS	P	01/01/12	12/31/12
o	7600 SHS AON CORP	P	01/01/12	12/31/12

(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		683.	<683.>
b	471.		471.
c	153,504.		153,504.
d	46,285.		46,285.
e	33,177.		33,177.
f	90,170.		90,170.
g	8,342.		8,342.
h	1,856.		1,856.
i	1,000,000.	915,054.	84,946.
j	2,100,000.	1,921,393.	178,607.
k	1,500,000.	1,527,828.	<27,828.>
l	5,900,000.	5,893,276.	6,724.
m	1,015,024.	999,986.	15,038.
n	66,938.	66,114.	824.
o	372,476.	280,584.	91,892.

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			<683.>
b			471.
c			153,504.
d			46,285.
e			33,177.
f			90,170.
g			8,342.
h			1,856.
i			84,946.
j			178,607.
k			<27,828.>
l			6,724.
m			15,038.
n			824.
o			91,892.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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 3500 SHS BERKLEY CORP		P	01/01/12	12/31/12
b 900 SHS COCA COLA		P	01/01/12	12/31/12
c 4500 SHS COMCAST CORP SPECIAL		P	01/01/12	12/31/12
d 900 SHS GOLDMAN SACHS GROUP		P	01/01/12	12/31/12
e 1900 SHS KRAFT FOODS GROUP		P	01/01/12	12/31/12
f 1700 SHS LIBERTY GLOBAL INC		P	01/01/12	12/31/12
g 2500 SHS MICROSOFT CORP		P	01/01/12	12/31/12
h 4300 SHS NEWFIELD EXPLORATION CO		P	01/01/12	12/31/12
i 4000 SHS NEWS CORP CL		P	01/01/12	12/31/12
j 5200 SHS PROGRESSIVE CORP		P	01/01/12	12/31/12
k 600 3M CORP		P	01/01/12	12/31/12
l 6300 SHS VODAFONE GROUP		P	01/01/12	12/31/12
m 1000 SHS WAL MART STORES INC		P	01/01/12	12/31/12
n 5000 SHS WASTE MANAGEMENT INC.		P	01/01/12	12/31/12
o COLCHESTER GLOBAL BOND FUND		P	01/01/12	12/31/12

(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 139,332.		88,399.	50,933.
b 62,428.		38,373.	24,055.
c 151,883.		80,433.	71,450.
d 106,801.		113,239.	<6,438.>
e 85,035.		57,462.	27,573.
f 84,033.		30,221.	53,812.
g 70,986.		65,900.	5,086.
h 151,435.		103,113.	48,322.
i 75,980.		34,680.	41,300.
j 104,006.		107,432.	<3,426.>
k 55,636.		45,372.	10,264.
l 168,774.		142,482.	26,292.
m 58,175.		47,520.	10,655.
n 162,023.		148,457.	13,566.
o 7,719.		7,483.	236.

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			50,933.
b			24,055.
c			71,450.
d			<6,438.>
e			27,573.
f			53,812.
g			5,086.
h			48,322.
i			41,300.
j			<3,426.>
k			10,264.
l			26,292.
m			10,655.
n			13,566.
o			236.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

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	AXIOM INTERNATIONAL EQUITY FUND	P	01/01/12	12/31/12
b	SANDERSON INTERNATIONAL VALUE FUND	P	01/01/12	12/31/12
c	REAL ASSET CTF	P	01/01/12	12/31/12
d				
e				
f				
g				
h				
i				
j				
k				
l				
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 2,036,254.		1,363,634.	672,620.
b 40,162.		41,599.	<1,437.>
c 14,405.		12,640.	1,765.
d			
e			
f			
g			
h			
i			
j			
k			
l			
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			672,620.
b			<1,437.>
c			1,765.
d			
e			
f			
g			
h			
i			
j			
k			
l			
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	1,729,953.
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

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

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 THE CAMERON FOUNDATION	Employer identification number (EIN) or 20-0097152
File by the due date for filing your return. See instructions. 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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, 2013.**

5 For calendar year **2012**, 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	\$	118,736.
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	\$	118,736.
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 **CEO**

Date

Form **8868** (Rev. 1-2013)