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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation WILLIAM M. CAMP FOUNDATION		A Employer identification number 54-1821978
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 557	Room/suite	B Telephone number (see instructions) 757-562-7424
City or town, state, and ZIP code FRANKLIN VA 23851		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,599,216	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(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 (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	52,108	52,108	52,108	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	-996			
b Gross sales price for all assets on line 6a 195,119				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) Stmt 2	-321		-321	
12 Total. Add lines 1 through 11	50,791	52,108	51,787	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) Stmt 3	5,825	5,825		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 4	1,272	506		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) Stmt 5	1,387	71	463	
24 Total operating and administrative expenses. Add lines 13 through 23	8,484	6,402	463	0
25 Contributions, gifts, grants paid	89,200			89,200
26 Total expenses and disbursements. Add lines 24 and 25	97,684	6,402	463	89,200
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-46,893			
b Net investment income (if negative, enter -0-)		45,706		
c Adjusted net income (if negative, enter -0-)			51,324	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash – non-interest-bearing		8,544	1,882	1,882
	2	Savings and temporary cash investments		8,125	10,025	10,025
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (att. schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) See Stmt 6		1,138,712	1,087,669	1,459,521
	c	Investments – corporate bonds (attach schedule) See Stmt 7			20,000	20,166
	11	Investments – land, buildings, and equipment, basis ▶				
	Less accumulated depreciation (attach sch.) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) See Statement 8		28,240	21,071	107,622	
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶ See Statement 9)		3,200			
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,186,821	1,140,647	1,599,216	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		125,063	125,063	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		571,133	572,652	
	29	Retained earnings, accumulated income, endowment, or other funds		490,625	442,932	
30	Total net assets or fund balances (see instructions)		1,186,821	1,140,647		
31	Total liabilities and net assets/fund balances (see instructions)		1,186,821	1,140,647		

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	1,186,821
2	Enter amount from Part I, line 27a	2	-46,893
3	Other increases not included in line 2 (itemize) ▶ See Statement 10	3	1,520
4	Add lines 1, 2, and 3	4	1,141,448
5	Decreases not included in line 2 (itemize) ▶ See Statement 11	5	801
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,140,647

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN DISTRIBUTIONS				
b SEE ATTACHMENT B		P	Various	Various
c NET CAPITAL GAINS FROM K-1S				
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 6,183			6,183	
b 188,936	0	195,808	-6,872	
c 0		307	-307	
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				-996
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3
				-996

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	61,475	989,458	0.062130
2010	58,835	863,490	0.068136
2009	52,576	740,642	0.070987
2008	69,498	1,018,680	0.068224
2007	93,417	1,341,722	0.069625
2 Total of line 1, column (d)			2 0.339102
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.067820
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,553,469
5 Multiply line 4 by line 3			5 105,356
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 457
7 Add lines 5 and 6			7 105,813
8 Enter qualifying distributions from Part XII, line 4			8 89,200
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			

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	914
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	914
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	914
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	880
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	880
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	34
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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

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 ▶ N/A	13	X	
14	The books are in care of ▶ THE FOUNDATION MAIN STREET Located at ▶ FRANKLIN VA ZIP+4 ▶ 23851 Telephone no ▶ 757-562-7424			
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			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> 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? N/A	1c			
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 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 ▶ 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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** Yes No **X**

If "Yes" to 6b, file Form 8870.

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

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

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3 ▶

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	1,643,232
b	Average of monthly cash balances	1b	7,921
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,651,153
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	1,651,153
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) See Statement 12	4	97,684
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,553,469
6	Minimum investment return. Enter 5% of line 5	6	77,673

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	77,673
2a	Tax on investment income for 2012 from Part VI, line 5	2a	914
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	914
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	76,759
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	76,759
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	76,759

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	89,200
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	89,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	89,200
Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				76,759
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	29,811			
b From 2008	19,568			
c From 2009	16,072			
d From 2010	16,204			
e From 2011	12,850			
f Total of lines 3a through e	94,505			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>89,200</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				76,759
e Remaining amount distributed out of corpus	12,441			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	106,946			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	29,811			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	77,135			
10 Analysis of line 9				
a Excess from 2008	19,568			
b Excess from 2009	16,072			
c Excess from 2010	16,204			
d Excess from 2011	12,850			
e Excess from 2012	12,441			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

b The form in which applications should be submitted and information and materials they should include
See Statement 13

c Any submission deadlines
N/A

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

Part XV Supplementary Information (continued)

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

Recipient	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)				
<p>a Paid during the year SEE ATTACHMENT C</p>				<p>89,200</p>
<p>Total</p>			<p>▶ 3a</p>	<p>89,200</p>
<p>b Approved for future payment N/A</p>				
<p>Total</p>			<p>▶ 3b</p>	

Federal Statements

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

Description	Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHMENT B					Purchase				
				\$ 188,936	\$	195,808	\$		\$ -6,872
NET CAPITAL GAINS FROM K-1S					Purchase	307			-307
Total				\$ 188,936	\$	196,115	\$ 0	\$ 0	\$ -7,179

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ORD LOSS - INVEST PARTNERSHIPS	\$ -575	\$	\$ -575
NET 1231 LOSS PASSED THRU	42		42
OTHER PORTFOLIO INCOME	217		217
OTHER PASSED THRU ITEMS	-5		-5
Total	\$ -321	\$ 0	\$ -321

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 5,825	\$ 5,825	\$	\$
Total	\$ 5,825	\$ 5,825	\$ 0	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES	\$ 506	506	\$	\$
EXCISE TAXES	766			
Total	\$ 1,272	\$ 506	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
OFFICE EXPENSE/POSTAGE	71	71		
INVESTMENT INTEREST	343		343	
OTHER K-1 DEDUCTIONS PASSED T	120		120	
NON-DEDUCTIBLE PASSED THRU EX	10			
OTHER NON-DEDUCTIBLE EXPENSE	843			
Total	\$ 1,387	\$ 71	\$ 463	\$ 0

Federal Statements

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS - SEE ATTACH A	\$ 1,138,712	\$ 1,087,669	Cost	\$ 1,459,521
Total	\$ 1,138,712	\$ 1,087,669		\$ 1,459,521

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CITIGROUP FUNDING INC.	\$	\$ 20,000	Cost	\$ 20,166
Total	\$ 0	\$ 20,000		\$ 20,166

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
TEEKAY LNG PARTNERS LP	\$ 6,625	\$ 3,822	Cost	\$ 37,780
KINDER MORGAN ENERGY PARTNERS LP	2,314	654	Cost	15,958
ENERGY TRANSFER PARTNERS LP	6,567	4,595	Cost	17,172
MAGELLAN MIDSTREAM PARTNERS LP	12,734	12,000	Cost	36,712
Total	\$ 28,240	\$ 21,071		\$ 107,622

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 15 - Other Assets**

Description	Beginning of Year	End of Year	Fair Market Value
DIVIDENDS RECEIVABLE	\$ 3,200	\$	\$
Total	\$ 3,200	\$ 0	\$ 0

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
ASSETS TRANSFERRED IN FROM REMAINDER TRUST	\$ 1,520
Total	\$ 1,520

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NON-DEDUTIBLE PORTION OF CONTRIBUTIONS FOR BENEFITS DERIVED TO DONORS	\$ 800
ROUNDING	1
Total	\$ 801

Federal Statements

Statement 12 - Form 990-PF, Part X, Line 4 - Cash Deemed Held - Greater Amount Explanation

<u>Description</u>	<u>Amount</u>
THE FOUNDATION PAYS OUT LARGE SUMS OF MONEY AS IS EVIDENCED BY THE AMOUNT OF CONTRIBUTIONS. THEREFORE, LARGER AMOUNTS OF CASH ARE REQUIRED TO BE AVAILABLE IN EXCESS OF THE 1.5% ALLOWED AS A STANDARD. THE TOTAL NECESSARY CASH IS THE TOTAL EXPENSES INCLUDING CONTRIBUTIONS AS FOUND ON PAGE 1 OF FORM 990 PF.	97,684
Total	<u>97,684</u>

Statement 13 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

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

Federal Statements

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
DIVIDEND INCOME	\$ 52,108			14	
Total	<u>\$ 52,108</u>				

WILLIAM M. CAMP FOUNDATION

EIN: 54-1821978

ATTACHMENT A

Corporate Stock

Description	Number of shares or par value	Book Value	Market Value
A T & T Inc.	1,112	\$ 37,033	\$ 37,486
Altria Group Inc.	800	14,768	25,152
American Express Co.	343	19,179	19,716
Annaly Capital Management Inc.	5,000	72,344	70,200
Apple Inc.	100	20,514	53,217
Ares Capital Corp.	1,000	17,949	17,500
Banco Latinoamericano De Exportaciones	2,000	9,633	43,120
Caterpillar Inc.	500	29,306	44,804
Centurylink Inc.	500	19,968	19,560
Coca-Cola Co.	500	13,309	18,125
Community Bankers Trust Corp.	5,000	24,900	13,250
Duke Energy Corp.	333	16,972	21,245
ECB Bancorp Inc.	1,000	16,854	14,400
Entertainment Properties	500	7,561	23,055
Exxon Mobil Corp.	733	43,464	63,441
Frontier Communications Corp.	4,000	19,378	17,120

WILLIAM M. CAMP FOUNDATION**EIN: 54-1821978****ATTACHMENT A****Corporate Stock**

Description (continued)	<u>Number of shares or par value</u>	<u>Book Value</u>	<u>Market Value</u>
General Electric	5,000	\$ 63,159	\$ 104,950
Glaxosmithkline PLC	400	18,693	17,388
HCP Inc.	600	16,436	27,096
Hershey Company	450	16,820	32,499
International Business Machines Corp.	150	12,495	28,733
Ishares DJ US Real Estate Index	350	16,237	22,635
Johnson & Johnson	450	16,315	31,545
Microsoft Corp.	350	9,224	9,348
MS Trigger Plus	2,000	20,000	22,330
Pengrowth Energy Corp.	1,500	30,895	7,455
Petroleo Bras SA	1,000	22,141	19,470
Philip Morris Intl Inc.	500	19,928	41,820
Powershares Exchange	400	10,369	11,168
Schlumberger LTD	500	19,805	34,649
Seadrill LTD	500	20,440	18,400
Verizon Communications	700	19,650	30,289

WILLIAM M. CAMP FOUNDATION

EIN: 54-1821978

ATTACHMENT A

Corporate Stock

Description (continued)	<u>Number of shares or par value</u>	<u>Book Value</u>	<u>Market Value</u>
Williams Co.	700	\$ 24,015	\$ 22,918
Kayne Anderson MLP	1,212	18,829	35,728
Capital World Growth and Income Fund	2,956	109,639	109,971
Europacific Growth Fund Class A	2,463	65,534	101,509
Growth Fund of America	1,692	55,619	58,106
New Economy Fund Class A	6,852	54,329	109,522
Mutual Global Discovery Fund	1,639	30,437	46,323
Ivy Asset Strategy	566	<u>13,528</u>	<u>14,278</u>
Total Stocks		<u>\$ 1,087,669</u>	<u>\$ 1,459,521</u>

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Sandler Center Foundation PO Box 66129 Virginia Beach, VA 23466	3,000.00	Provides Financial Assistance To Cover Cost of Arts Educational Programming
Franklin Rotary Club PO Box 304 Franklin, VA 23851	500.00	Local Charities
American Diabetes Association 1701 North Beauregard St. Alexandria, VA 22311	500.00	To Prevent and Cure Diabetes - Research
Virginia Sheriffs' Institute 701 East Franklin St., Suite 706 Richmond, VA 23219-2512	300.00	Supports Critical Programs & Services On Behalf of Virginia's Sheriffs, Deputies, Etc.
Carrsville Auntan Club % Hilda W. Harmon 5503 Old Carrsville Road Carrsville, VA 23315	800.00	Annual Fundraising Drive
American Cancer Society Franklin, VA 23851	700.00	Relay For Life

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
University of Virginia Alumni Association 211 Emmett Street South PO Box 400314 Charlottesville, VA 22904-4314	1,000.00	Memorial Gift
Sedley Baptist Church Building Fund 17494 Johnson's Mill Road Sedley, VA 23878	1,000.00	Memorial Gift
VMI Foundation, Inc PO Box 932 Lexington, VA 24450	1,000.00	Memorial Gift
Virginia Beach Volunteer Rescue Squad 740 Virginia Beach Blvd. Virginia Beach, VA 23451	1,000.00	Memorial Gift
Franklin Baptist Church 208 North High St. Franklin, VA 23851	500.00	Memorial Gift
Robert A. Hill Jr. FOP Lodge # 56 PO Box 676 Courthand, VA 23837	4,500.00	To Provide Toys, Clothing, Etc. To local Children In Need During the Christmas Holiday. (Trooper Hill Toy Drive)

2012

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Smile Train PO Box 96246 Washington, D.C. 20090-6246	1,000.00	To Provide Safe, Quality and Free Cleft Care for The World's Poorest and Most Vulnerable Children
The Salvation Army PO Box 1875 Suffolk, VA 23439-1875	500.00	Helping the Needy
Franklin-Saxthampton Area United Way PO Box 366 Franklin, VA 23851	750.00	Help To Fund Many Charities In Education, Health, Etc.
Union Mission Ministries Linda Bashford Vaughan, Executive Director PO Box 3203 Norfolk, VA 23514-3203	1,000.00	To Feed and Shelter The Poor and Needy
Virginia Athletics Association PO Box 400833 Charlottesville, VA 22904-4833	8,000.00 - 800.00 7,200.00	Scholarship Program Benefit
Franklin Baptist Church 208 North High St. Franklin, VA 23851	2,000.00	Annual Giving

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Carrsville Volunteer Fire Department 6201 Carrsville Hwy Carrsville, VA 23315	1,000.00	Fire Protection
Standardbred Retirement Foundation 353 Sweetmans Lane, Suite 101 Millstone Twp., New Jersey 08535	2,500.00	Providing Board, Feed, Farrier and Vet Services To Retired Racehorses
Guiding Eyes For The Blind 611 Granite Springs Road Yorktown Heights, NY 10598 Attn: Lynn Shulman	1,000.00	Support Programs Such As Breeding and Training Puppies, Providing Professional Instruction For Blind Students, Etc.
NARAL Pro-Choice Virginia Foundation PO Box 1204 Alexandria, VA 22313	1,000.00	Education, Research and Outreach
Carrsville Aquitana Club % Hilda W Harmon 5503 Old Carrsville Hwy Carrsville, VA 23315	5,000.00	Improvements To Scout Building
Virginia Baptist Foundation 2828 Emerywood Pkwy Richmond, VA 23294-4200	2,000.00	Scholarship Fund.

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Harold E. Young Neurological Center Medical College of Virginia Foundation PO Box 980234 Richmond, VA 23298-0234	1,000.00	Memorial Gift
Children's Hospital of the King's Daughters PO Box 2156 Norfolk, VA 23501-2156	500.00	Providing The Highest Level and Quality of Pediatric Care To Children
Stokes County Arts Council PO Box 66 Danbury, N.C. 27016	2,500.00	Agri/Arts Camp Program
Cape Hatteras United Methodist Men PO Box 1591 Buxton, NC 27920	1,750.00	Food Pantry
The Children's Center 700 Campbell Avenue Franklin, VA 23851	1,000.00	Serving Children of All Levels of Ability Including Children With Disabilities; Nurture and Educate Children and Their Families
Edmarc Hospice for Children 516 London Street Portsmouth, VA 23704	950.00	Serving Families With Children Who Have Life-Threatening Illness

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Frisco Fire Prevention Association PO Box 9 Frisco, NC 27936	1,000.00	Prevention and Extinguishment of Fire and Assisting Any Other Emergencies
Feline Hope PO Box 893 Kitty Hawk, NC 27949	5,000.00	Spay and Neuter Program
Leaders For Tomorrow % Dr. William Dwyer 301 Belvoir Avenue Chattanooga, TN 37411	2,000.00	The Murray Bowen Archives Project
University of Virginia Engineering Foundation PO Box 400807 Charlottesville, VA 22904-4807	5,000.00	Education
The Dee Norton Lowcountry Children's Center 1061 King Street Charleston, SC 29403	2,250.00	The Next Child Fund
Lowcountry Open Hand Trust 80 Alexander Street Charleston, SC 29403	2,000.00	Preservation/Conservation

Attachment C

WILLIAM M. CAMP FOUNDATION
CONTRIBUTIONS2012PAGE 7

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Sullivan's Island Park Foundation PO Box 657 Sullivan's Island, SC 29482	1,000.00	Preservation
Charleston County School District 5109-A West Enterprise Street North Charleston, S.C 29405	1,000.00	Academic Magnet High School - Partners In Education
Goochland Free Clinic and Family Services PO Box 116 Goochland, VA 23063	3,000.00	Providing Medical, Dental and Mental Health Care, Etc.
Riverside School 2110 Mc Rae Road Richmond, VA 23235	1,250.00	Education
Hampden-Sydney College PO Box 637 Hampden-Sydney, VA 23943-0637	1,000.00	Education
Goochland Family YMCA 1800 Dickinson Road Goochland, VA 23063	3,000.00	YMCA
Virginia Horse Center Foundation 487 Maury River Road Lexington, VA 24450	2,000.00	Landscaping Project

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Children's Hospital Foundation 2924 Brook Road. Richmond, VA 23220-1298	1,000.00	Health Care
The Piedmont Environmental Council 410 East Water Street, Suite 700 Charlottesville, VA 22902	1,750.00	Conservation/Preservation
Southern Environmental Law Center 201 West Main Street, Suite 14 Charlottesville, VA 22902	1,200.00	Using The Power of the Law To Protect The Air, The Water We Drink, Etc, (Conservation)
Lewis & Clark Exploratory Center PO Box 281 Charlottesville, VA 22902	1,000.00	Education and Conservation
The Paramount Theater of Charlottesville, Inc. 215 E. Main Street Charlottesville, VA 22902	2,500.00	Historic Paramount Theater - For The Artistic, Educational and Charitable Benefit of Its Community
Charlottesville Scholarship Program PO Box 1221 Charlottesville, VA 22902	1,300.00	Provides Scholarships To Low and Moderate-Income Graduates of Charlottesville Public Schools and City Employees

NAME/ADDRESS	AMOUNT OF GIFT	PURPOSE
Charlottesville-Albemarle SPCA PO Box 7047 Charlottesville, VA 22906	1,000.00	Helping Animals In Need, Etc.
The Haven 112 West Market Street Charlottesville, VA 22902	500.00	A Safe Place For The Homeless and Poor in Central Virginia To Spend The Day, Etc.
Arc of the Piedmont 509 Park Street Charlottesville, VA 22902	1,000.00	Helping People With Disabilities To Be Fully Participating Members of The Community
Building Goodness Foundation PO Box 4325 Charlottesville, VA 22905	1,000.00	Bringing Together Volunteers From Every Part of the Construction Industry To Design and Build Structures for Communities In Need.
Total	89,200.00	