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

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

For calendar year 2012, or tax year beginning

, 2012, and ending

Name of foundation DAN CAMERON FAMILY FOUNDATION, INC.		A Employer identification number 56-2087335
Number and street (or P O box number if mail is not delivered to street address) PO BOX 3649		B Telephone number (see the instructions) (910) 762-2676
City or town WILMINGTON		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code NC 28406		D 1 Foreign organizations, 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 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, column (c), line 16) \$ 7,992,134.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part II 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)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	145,496.	145,496.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	26,642.			
	b Gross sales price for all assets on line 6a	1,584,101.			
	7 Capital gain net income (from Part IV, line 2)		26,642.		
	8 Net short-term capital gain			26,642.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	71,706.	58,778.			
12 Total. Add lines 1 through 11	243,844.	230,916.	26,642.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) I-16b Stmt	900.	900.		
	c Other prof fees (attach sch) I-16c Stmt	43,062.	43,062.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	4,195.	1,768.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	6,937.	6,937.		
	24 Total operating and administrative expenses. Add lines 13 through 23	55,094.	52,667.		
	25 Contributions, gifts, grants paid	406,260.			406,260.
26 Total expenses and disbursements. Add lines 24 and 25	461,354.	52,667.		406,260.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-217,510.				
b Net investment income (if negative, enter -0-)		178,249.			
c Adjusted net income (if negative, enter -0-)			26,642.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		168,467.	72,001.	72,001.
	2	Savings and temporary cash investments		2,048,272.	1,606,902.	1,606,902.
	3	Accounts receivable	12,197.			
		Less: allowance for doubtful accounts		3,145.	12,197.	12,197.
	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 (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		0.		
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt.....		741,901.	980,558.	980,558.
	c	Investments — corporate bonds (attach schedule)		0.		
	LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) L-13 Stmt		4,841,646.	5,320,476.	5,320,476.
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe				
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		7,803,431.	7,992,134.	7,992,134.
17		Accounts payable and accrued expenses				
18		Grants payable				
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe				
	23	Total liabilities (add lines 17 through 22)				
	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
FUND ASSETS	25	Unrestricted				
	26	Temporarily restricted				
	27	Permanently restricted				
	28	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	29	Capital stock, trust principal, or current funds		8,003,573.	8,209,644.	
	30	Paid-in or capital surplus, or land, building, and equipment fund				
	31	Retained earnings, accumulated income, endowment, or other funds		-200,142.	-217,510.	
FUND ASSETS	32	Total net assets or fund balances (see instructions)		7,803,431.	7,992,134.	
	33	Total liabilities and net assets/fund balances (see instructions)		7,803,431.	7,992,134.	

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	7,803,431.
2	Enter amount from Part I, line 27a	2	-217,510.
3	Other increases not included in line 2 (itemize)	3	406,213.
4	Add lines 1, 2, and 3	4	7,992,134.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	7,992,134.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a Wells Fargo (0060) - See Attached	P	Various	Various
b Fidelity Investments (6433) - See Attached	P	Various	Various
c Fidelity Investments (6441) - See Attached	P	Various	Various
d Fidelity Investments (6450) - See Attached	P	Various	Various
e Fidelity Investments (1181) - See Attached	P	Various	Various

(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 155,000.		172,874.	-17,874.
b 167,600.		169,932.	-2,332.
c 360,667.		329,578.	31,089.
d 243,910.		229,518.	14,392.
e 656,924.		655,557.	1,367.

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-17,874.
b			-2,332.
c 0.	0.	0.	31,089.
d 0.	0.	0.	14,392.
e 0.	0.	0.	1,367.

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	26,642.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). [If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8]	3	26,642.

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.

(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 (column (b) divided by column (c))
2011	325,605.	7,963,941.	0.040885
2010	316,595.	7,956,238.	0.039792
2009	282,422.	7,640,932.	0.036962
2008	773,416.	9,136,021.	0.084656
2007	280,000.	5,760,030.	0.048611

2 Total of line 1, column (d)	2	0.250906
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	0.050181
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,468,769.
5 Multiply line 4 by line 3	5	424,971.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,782.
7 Add lines 5 and 6	7	426,753.
8 Enter qualifying distributions from Part XII, line 4	8	406,260.

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)

1 a 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 instrs)			
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	3,565.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,565.
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	3,565.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	0.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	3,548.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,548.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	49.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	66.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 0. Refunded	11		

Part VII Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		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
4 a 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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NC – North Carolina		
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

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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>N/A</u>	13	X	
14	The books are in care of <u>WILLIAM H. CAMERON</u> Telephone no. <u>(910) 762-2676</u> Located at <u>1201 GLEN MEADE ROAD WILMINGTON NC</u> ZIP + 4 <u>28401</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u> </u>	16		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
1 a 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)? <input type="checkbox"/>	1 b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	1 c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2 b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (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)?

5 b

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?☐ 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?

6 b

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

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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 H. CAMERON POST OFFICE BOX 3649 WILMINGTON NC 28406	DIRECTOR 6.00	0.	0.	0.
HILDA C. DILL POST OFFICE BOX 3649 WILMINGTON NC 28406	DIRECTOR 2.00	0.	0.	0.
DANIEL D. CAMERON, JR. 5411 MCPHERSON # 84-372 LAREDO TX 78041	DIRECTOR 2.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	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

None

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		
		N/A
Total number of others receiving over \$50,000 for professional services		None

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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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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	1 a	6,535,698.
b	Average of monthly cash balances	1 b	2,062,037.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	8,597,735.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,597,735.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	128,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,468,769.
6	Minimum investment return. Enter 5% of line 5	6	423,438.

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	423,438.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	3,565.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	3,565.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	419,873.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	419,873.
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	419,873.

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	1 a	406,260.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	406,260.
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	406,260.

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				419,873.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	0.			
b From 2008	381,224.			
c From 2009	0.			
d From 2010	220,181.			
e From 2011	325,605.			
f Total of lines 3a through e	927,010.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$	406,260.			
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)	406,260.			
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	419,873.			419,873.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	913,397.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	913,397.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	181,532.			
d Excess from 2011	325,605.			
e Excess from 2012	406,260.			

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

N/A

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

NONE

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.

NONE

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:

WILLIAM H. CAMERON

PO BOX 3649

WILMINGTON

NC

28406

(910) 762-2676

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

N/A

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:

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
826 MICHIGAN 115 EAST LIBERTY STREET ANN ARBOR MI 48104	None	N/A	LITERACY PROGRAM	500.
AKRON ART MUSEUM ONE SOUTH HIGH AKRON OH 44308		N/A	ARTS	1,000.
AMERICAN RED CROSS POST OFFICE BOX 8169 ANN ARBOR MI 48107	None	N/A	COMMUNITY SERVICE	1,000.
2025 TRAVERWOOD, SUITE F ANN ARBOR MI 48105	None	N/A	COMMUNITY SERVICE	1,000.
ANN ARBOR SCHOOL OF PERFORMING ARTS 637 SOUTH MAIN STREET ANN ARBOR MI 48104	None	N/A	EDUCATION	4,000.
ANN ARBOR TEEN CENTER 310 E. WASHINGTON STREET ANN ARBOR MI 48104	None	N/A	COMMUNITY SERVICE	20,000.
ARTRAIN 1100 NORTH MAIN STREET ANN ARBOR MI 48104	None	N/A	ARTS	500.
ARWNY POST OFFICE BOX 428 E. AMHERST NY 14051	None	N/A	AKITA RESCUE	1,000.
BOYS & GIRLS CLUB OF GREATER WASHINGTON 8380 COLESVILLE ROAD, SUITE 600 SILVER SPRING MD 20910	None	N/A	COMMUNITY SERVICE	1,600.
See Line 3a statement				375,660.
Total			3a	406,260.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	145,496.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	26,642.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				172,138.	
13	Total. Add line 12, columns (b), (d), and (e)				13	172,138

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Chambers Street Properties Non D	8,046.		
Wells Fargo (0060) - Non Dividen	2.		
Fidelity Investments (6433) - No	3,698.		
Fidelity Investments (6433) - LT	7,358.	7,358.	
Fidelity Investments (6441) - LT	14.	14.	
Fidelity Investments (6450) - LT	16.	16.	
Wells Fargo (0060) - Capital Gain	12,113.	12,113.	
Fidelity Investments (1181) - D1	1,182.		
K-1 Capital Gains	6,198.	6,198.	
K-1 Ordinary Income	28,836.	28,836.	
K-1 Rents	-282.	-282.	
K-1 Other Income	4,525.	4,525.	
Total	71,706.	58,778.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax	1,768.	1,768.		
2011 Tax due with Return	2,427.			
Total	4,195.	1,768.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advertising	49.	49.		
K-1 Deductions	6,888.	6,888.		
Total	6,937.	6,937.		

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> SWANNA C. SALTIEL 1002 VALLEY VIEW ANN ARBOR MI 48105	DIRECTOR 2.00	0.	0.	0.
Person .. <input checked="" type="checkbox"/> Business .. <input type="checkbox"/> CHARLOTTE CAMERON 1563 DOMINION HILL COURT MCLEAN VA 22101	DIRECTOR 2.00	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

Continued

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/>				

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
BRIGADE BOYS AND GIRLS CLUB 2759 VANCE STREET WILMINGTON NC 28412	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
C & O CANAL TRUST, INC. 1850 DUAL HWY, SUITE 100 HAGERSTOWN MD 21740	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
CAMERON ART MUSEUM 3201 S. 17TH STREET WILMINGTON NC 28412	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,700.
CAPE FEAR ACADEMY 3900 SOUTH COLLEGE ROAD WILMINGTON NC 28412	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
CAPE FEAR COMMUNITY COLLEGE 411 NORTH FRONT STREET WILMINGTON NC 28401	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,500.
CAPE FEAR COUNCIL - BOYS SCOUTS OF AMERICA POST OFFICE BOX 7156 WILMINGTON NC 28406	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CAPE FEAR LITERACY COUNCIL 1012 SOUTH 17TH STREET WILMINGTON NC 28401	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,250.
CAPE FEAR MUSUEM 814 MARKET STREET WILMINGTON NC 28401	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CENTER FOR EDUCATION OF WOMEN 330 EAST LIBERTY STREET ANN ARBOR MI 48104	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
CHORAL ARTS SOCIETY OF WASHINGTON 5225 WISCONSIN AVENUE, NW, SUITE 603 WASHINGTON DC 20015	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
COMMUNITY BOYS & GIRLS CLUB FOUNDATION POST OFFICE BOX 1612 WILMINGTON NC 28401	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 45,000.
CORNER HEALTH CENTER 47 NORTH HURON YPSILANTI MI 48197	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
CRAPE MYRTLE FESTIVAL, INC. POST OFFICE BOX 12201 RALEIGH NC 27605	NONE	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,500.
CULTURAL DEVELOPMENT OF DC 916 G STREET NW WASHINGTON DC 20001	NONE	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
CULTURAL TOURISM DC 1250 H. STREET, SUITE 1000 WASHINGTON DC 20005	NONE	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
DANCE PLACE 3225 8TH STREET NE WASHINGTON DC 20017	NONE	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
DANNY & RON'S RESCUE POST OFFICE BOX 604 CAMDEN SC 29021	NONE	N/A	DOG RESCUE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
DC ARTS & HUMANITIES EDUCATION COLLABORA 1835 14TH STREET, N2w WASHINGTON DC 20009	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
DETROIT PUBLIC TV 1 CLOVER COURT WIXOM MI 48393	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.
DOMESTIC VIOLENCE SHELTER POST OFFICE BOX 1555 WILMINGTON NC 28402	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
DREAMS OF WILMINGTON, INC POST OFFICE BOX 363 WILMINGTON NC 28402	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,500.
DUKE CHILDREN'S HOSPITAL POST OFFICE BOX 735 ROLESVILLE NC 27571	NONE	N/A	HEALTH SERVICES	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
ELE'S PLACE 355 SOUTH ZEEB ROAD ANN ARBOR MI 48103	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>FELLOWSHIP OF CHRISTIAN ATHLETES</u>				Person or <input type="checkbox"/>
<u>6511 CREEDMOOR ROAD, SUITE 206</u>				Business <input checked="" type="checkbox"/>
<u>RALEIGH NC 27613</u>	NONE	N/A	CAMPUS MINISTRY	2,500.
<u>FEED THE HUNGRY SAN MIGUEL, INC.</u>				Person or <input type="checkbox"/>
<u>220 N. ZAPATA HIGHWAY #11</u>				Business <input checked="" type="checkbox"/>
<u>LAREDO TX 78043</u>	None	N/A	COMMUNITY SERVICE	2,500.
<u>FIRST PRESBYTERIAN CHURCH</u>				Person or <input type="checkbox"/>
<u>125 SOUTH THIRD STREET</u>				Business <input checked="" type="checkbox"/>
<u>WILMINGTON NC 28401</u>	None	N/A	RELIGIOUS	5,450.
<u>FOOD GATHERERS</u>				Person or <input type="checkbox"/>
<u>POST OFFICE BOX 131037</u>				Business <input checked="" type="checkbox"/>
<u>ANN ARBOR MI 48113</u>	None	N/A	COMMUNITY SERVICE	5,000.
<u>FRIENDS OF EL CENTRO DE LAS ARTES CONTEM</u>				Person or <input type="checkbox"/>
<u>152 MADISON AVENUE, SUITE 1405</u>				Business <input checked="" type="checkbox"/>
<u>NEW YORK NY 10016</u>	None	N/A	ARTS	50,000.
<u>FRIENDS OF OAKDALE CEMETARY</u>				Person or <input type="checkbox"/>
<u>520 NORTH 15TH STREET</u>				Business <input checked="" type="checkbox"/>
<u>WILMINGTON NC 28401</u>	None	N/A	COMMUNITY SERVICE	500.
<u>FRIENDS OF RUTHERFORD POOL</u>				Person or <input type="checkbox"/>
<u>301 NORTH MAIN STREET # 300</u>				Business <input checked="" type="checkbox"/>
<u>ANN ARBOR MI 48104</u>	NONE	N/A	COMMUNITY SERVICE	2,000.
<u>GOOD FRIENDS OF WILMINGTON</u>				Person or <input type="checkbox"/>
<u>POST OFFICE BOX 4222</u>				Business <input checked="" type="checkbox"/>
<u>WILMINGTON NC 28406</u>	NONE	N/A	COMMUNITY SERVICE	1,000.
<u>HABITAT FOR HUMANITY HURON VALLEY</u>				Person or <input type="checkbox"/>
<u>170 APRILL DRIVE, SUITE A</u>				Business <input checked="" type="checkbox"/>
<u>ANN ARBOR MI 48103</u>	None	N/A	COMMUNITY SERVICE	500.
<u>HOUSING BUREAU FOR SENIORS</u>				Person or <input type="checkbox"/>
<u>2401 PLYMOUTH ROAD, SUITE C</u>				Business <input checked="" type="checkbox"/>
<u>ANN ARBOR MI 48105</u>	None	N/A	COMMUNITY SERVICE	500.
<u>HUMANE SOCIETY OF HURON VALLEY</u>				Person or <input type="checkbox"/>
<u>3100 CHERRY HILL ROAD</u>				Business <input checked="" type="checkbox"/>
<u>ANN ARBOR MI 48105</u>	None	N/A	COMMUNITY SERVICE	500.
<u>IMAGINATION STAGE</u>				Person or <input type="checkbox"/>
<u>4908 AUBURN AVENUE</u>				Business <input checked="" type="checkbox"/>
<u>BETHESDA MD 20814</u>	None	N/A	ARTS/EDUCATION	1,000.
<u>INTERFAITH HOSPITALITY NETWORK</u>				Person or <input type="checkbox"/>
<u>4290 JACKSON ROAD</u>				Business <input checked="" type="checkbox"/>
<u>ANN ARBOR MI 48103</u>	None	N/A	COMMUNITY SERVICE	500.
<u>JDRF</u>				Person or <input type="checkbox"/>
<u>1015 ASHES DRIVE, SUITE 101</u>				Business <input checked="" type="checkbox"/>
<u>WILMINGTON NC 28405</u>	None	N/A	HEALTH SERVICES	1,000.
<u>JOHNSON CHAPEL AME ZION CHURCH</u>				Person or <input type="checkbox"/>
<u>POST OFFICE BOX 274</u>				Business <input checked="" type="checkbox"/>
<u>LELAND NC 28451</u>	None	N/A	COMMUNITY SERVICE	1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
KENNEDY CENTER FOR PERFORMING ARTS POST OFFICE BOX 10808 ARLINGTON VA 22210	None	N/A	ARTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 3,000.
LOWER CAPE FEAR HOSPICE 1414 PHYSICIANS DRIVE WILMINGTON NC 28401	None	N/A	COMMUNITY SERVICE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 200.
MAKE WAY PARTNERS POST OFFICE BOX 26367 BIRMINGHAM AL 35260	None	N/A	COMMUNITY SERVICE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,260.
MCLEAN PROJECT FOR THE ARTS 1234 INGLESIDE AVENUE MCLEAN VA 22101	None	N/A	ARTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 6,500.
MERCY COMMUNITY CHURCH POST OFFICE BOX 8676 ATLANTA GA 31106	None	N/A	RELIGIOUS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
MICHIGAN RADIO 535 W. WILLIAM STREET, SUITE 110 ANN ARBOR MI 48103	None	N/A	COMMUNITY SERVICE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.
MICHIGAN THEATER 603 EAST LIBERTY STREET ANN ARBOR MI 48104	None	N/A	ARTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
NATIONAL GALLERY OF ART 2000B SPITJ CLUB DRIVE LANDOVER MD 20785	NONE	N/A	ARTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVENUE, NEW WASHINGTON DC 20005	None	N/A	ARTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 3,500.
NATIONAL WOMEN'S HISTORY MUSEUM 205 S. WHITING STREET, SUITE 254 ALEXANDRIA VA 22304	NONE	N/A	ARTS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
NEIGHBORHOOD SENIOR SERVICES 4925 PACKARD ROAD ANN ARBOR MI 48108	None	N/A	COMMUNITY SERVICE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
NC ZOOLOGICAL SOCIETY 4403 ZOO PARKWAY ASHEBORO NC 27203	None	N/A	EDUCATIONAL	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
NEW LIFE PRISON MINISTRIES, INC. 19 NORTH FIFTH STREET WILMINGTON NC 28401	None	N/A	RELIGIOUS	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 250.
NORTH CAROLINA AQUARIUM SOCIETY 3125 POPLARWOOD COURT, SUITE 160 RALEIGH NC 27604	NONE	N/A	EDUCATIONAL	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 1,000.
NEUVA VIDA 2000 P. STREET, NW, SUITE 300 WASHINGTON DC 20036	None	N/A	COMMUNITY SERVICE	Person or Business <input type="checkbox"/> <input checked="" type="checkbox"/> 500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
OZONE HOUSE				Person or <input type="checkbox"/>
1705 WASHTENAW				Business <input checked="" type="checkbox"/>
ANN ARBOR MI 48104	None	N/A	COMMUNITY SERVICE	1,000.
PEACE NEIGHBORHOOD CENTER				Person or <input type="checkbox"/>
1111 NORTH MAPLE ROAD				Business <input checked="" type="checkbox"/>
ANN ARBOR MI 48103	None	N/A	COMMUNITY SERVICE	500.
SAFE HOUSE CENTER				Person or <input type="checkbox"/>
4100 CLARK ROAD				Business <input checked="" type="checkbox"/>
ANN ARBOR MI 48105	None	N/A	COMMUNITY SERVICE	500.
SALVATION ARMY				Person or <input type="checkbox"/>
820 NORTH SECOND STREET				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28401	None	N/A	COMMUNITY SERVICE	13,000.
SAN MIGUEL COMMUNITY FOUNDATION				Person or <input type="checkbox"/>
PMB 5-K - 220 N. ZAPATA HWY # 11				Business <input checked="" type="checkbox"/>
LAREDO TX 78043	None	N/A	COMMUNITY SERVICE	65,000.
SHELTER ASSOCIATION OF WASHTENAW				Person or <input type="checkbox"/>
POST OFFICE BOX 7370				Business <input checked="" type="checkbox"/>
ANN ARBOR MI 48107	None	N/A	COMMUNITY SERVICE	1,000.
SIGMA NU EDUCATIONAL FOUNDATION, INC.				Person or <input type="checkbox"/>
POST OFFICE BOX 1869				Business <input checked="" type="checkbox"/>
LEXINGTON VA 24450	None	N/A	EDUCATIONAL	1,000.
SITAR ARTS CENTER				Person or <input type="checkbox"/>
1700 KALORAMA ROAD, NW - SUITE 101				Business <input checked="" type="checkbox"/>
WASHINGTON DC 20009	None	N/A	ARTS	5,000.
SMITHSONIAN AMERICAN ART MUSEUM				Person or <input type="checkbox"/>
POST OFFICE BOX 37012				Business <input checked="" type="checkbox"/>
WASHINGTON DC 20013	NONE	N/A	ARTS	1,100.
SOS COMMUNITY SERVICES				Person or <input type="checkbox"/>
101 SOUTH HURON STREET				Business <input checked="" type="checkbox"/>
YPSILANTI MI 48197	None	N/A	COMMUNITY SERVICE	3,500.
ST. ANDREWS COVENANT CHURCH				Person or <input type="checkbox"/>
1416 MARKET STREET				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28401	None	N/A	RELIGIOUS	12,500.
ST. JAME'S PARISH				Person or <input type="checkbox"/>
25 SOUTH THIRD STREET				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28401	None	N/A	RELIGIOUS	12,500.
ST. MARY'S SCHOOL				Person or <input type="checkbox"/>
900 HILLSBOROUGH STREET				Business <input checked="" type="checkbox"/>
RALEIGH NC 27603	None	N/A	EDUCATION	1,000.
THALIAN ASSOCIATION, INC.				Person or <input type="checkbox"/>
BOX 1111				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28402	NONE	N/A	ARTS	1,000.
THALIAN HALL				Person or <input type="checkbox"/>
POST OFFICE BOX 371				Business <input checked="" type="checkbox"/>
WILMINGTON NC 28402	None	N/A	ARTS	1,000.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
THE COMMUNITY FOUND. FOR THE NAT'L CAPIT 1201 15TH STREET NW, SUITE 420 WASHINGTON DC 20005	NONE	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
THE MEDICAL FOUNDATION OF NC, INC. POST OFFICE BOX 309 CHAPEL HILL NC 27514-0309	None	N/A	MEDICAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
THE MERRIE-WOODE FOUNDATION, INC. 100 MERRIE-WOODE ROAD SAPPHIRE NC 28774	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
THE PHILLIPS COLLECTION 1600 TWENTY-FIRST STREET - NW WASHINGTON DC 20009	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,850.
THE TEXTILE MUSEUM 2320 S. STREET NW WASHINGTON DC 20008	NONE	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 700.
UNIVERSITY OF MICHIGAN DEPRESSION CENTER 1500 EAST MEDICAL CENTER DRIVE ANN ARBOR MI 48101	None	N/A	MEDICAL	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 4,000.
THE WOMEN'S CENTER OF SOUTHEAST MICHIGAN 510 S. MAPLE ROAD Ann Arbor MI 48103	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
THE WOMEN'S CENTER 1035 VERMONT AVENUE, NW, SUITE 310 WASHINGTON DC 20005	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
THIS FOR DIPLOMATS 1630 CRESCENT PLACE, NW WASHINGTON DC 20009	NONE	N/A	HOSPITALITY	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 150.
TRANSFORMER ART GALLERY 1404 P. STREET NW WASHINGTON DC 20005	NONE	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
TRYON PALACE COUNCIL OF FRIENDS, INC. POST OFFICE BOX 1007 NEW BERN NC 28563	None	N/A	HISTORIC	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
UNC-CH - KENAN-FLAGLER FUND POST OFFICE BOX 309 CHAPEL HILL NC 27514	NONE	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
UNIQUE LEARNING CENTER POST OFFICE BOX 26089 WASHINGTON DC 2000	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 3,000.
UNIVERSITY MUSICAL SOCIETY 881 NORTH UNIVERSITY ANN ARBOR MI 48109	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 2,000.
VAGABOND SCHOOL OF THE DRAMA, INC. POST OFFICE BOX 310 FLAT ROCK NC 28731	NONE	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
WASHINGTON PERFORMING ARTS SOCIETY 2000 L STREET, SUITE 510 WASHINGTON DC 20036	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 15,000.
WASHTENAW COMMUNITY COLLEGE POST OFFICE BOX 1610 ANN ARBOR MI 48106	None	N/A	EDUCATION	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
WELCOME HOME ANGEL 1028 S. COLLEGE ROAD WILMINGTON NC 28403	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
WILMINGTON SYMPHONY ORCHESTRA 4608 CEDAR AVENUE # 105 WILMINGTON NC 28403	None	N/A	ARTS	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,000.
YOUNG LIFE PORT CITY 4822 COLLEGE ACRES DRIVE WILMINGTON NC 28403	None	N/A	COMMUNITY SERVICE	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,500.
YWCA - LOWER CAPE FEAR 2815 SOUTH COLLEGE ROAD WILMINGTON NC 28412	NONE	N/A	COMMUNITY CENTER	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 7,000.

Total

375,660.

Explanation Statement

Form/Line: Form 990-PF, Page 9, Part XIII

Line 4c

Explanation of: Undistributed Income - Election to Treat Distribution as Out of Corpus

Dan Cameron Family Foundation is making an election under Reg. Sec. 53.4942(A)-3(D)(2) for \$ 406,260 of 2012 qualifying distributions to be distributed out of corpus.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RSM McGladrey, Inc.	Accounting	900.	900.		

Total

900.900.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Cameron Management,	Management Fees	10,000.	10,000.		
Wells Fargo Advisors	Investment Management	11,222.	11,222.		
Fidelity Investments	Investment Management	14,929.	14,929.		
Fidelity Investments	Investment Management	3,578.	3,578.		
Fidelity Investments	Investment Management	2,653.	2,653.		
Fidelity Investments	Investment Management	680.	680.		

Total 43,062. 43,062.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Fidelity Investments (6433)	405,341.	405,341.
Fidelity Investments (1181)	440,496.	440,496.
Wells Fargo Advisors (0060)	134,721.	134,721.
Total	<u>980,558.</u>	<u>980,558.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Hatteras Multi-Strategy Fund	949,922.	949,922.
Fidelity Investments (676-356433) - Mutual Funds	1,201,663.	1,201,663.
Fidelity Investments (676-356433) - Other	69.	69.
Wells Fargo Advisors (7013-0060) - Mutual Funds	1,245,776.	1,245,776.
Wells Fargo Advisors (7013-0060) - Other Investments	127,743.	127,743.
Wells Fargo Advisors (2624-7244) - Mutual Funds	1,408,705.	1,408,705.
Chambers Street Properties	156,914.	156,914.
Plexus Fund II, LP	207,682.	207,682.
Premier Commercial Bank Stock	22,000.	22,000.
Rounding	2.	2.
Total	<u>5,320,476.</u>	<u>5,320,476.</u>

Supporting Statement of:

Form 990-PF, p1/Line 4(b)

Description	Amount
Wells Fargo Advisors (0060) - Dividends	34,795.
Wells Fargo Advisors (7244) - Dividends	21,517.
Fidelity Investments (6433) - Dividends	50,515.
Fidelity Investments (6441) - Dividends	3,739.
Fidelity Investments (6450) - Dividends	2,371.
Fidelity Investments (1181) - Dividends	3,125.
Chambers Street Properties - Dividends	1,369.
NewBridge Bank - Interest	509.
Vantage South Bank - Interest	6,626.
Live Oak Bank - Interest	14,712.
Premier Commercial Bank - Interest	1,719.
First Bank - Interest	1,714.
Wells Fargo (0060) - Interest	2.
Wells Fargo (7244) - Interest	0.
Fidelity Investments (6433) - Interest	2,723.
Fidelity Investments (6441) - Interest	1.
Fidelity Investments (6450) - Interest	1.
Fidelity Investments (1181) - Interest	1.
K-1 Interest	57.
Total	<u>145,496.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(a)

Description	Amount
Bank of America	168,467.
Total	<u>168,467.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
NewBridge Bank	50,182.
Crescent State Bank CD	440,181.
First Bank M/M	411,657.
Live Oak Bank M/M	813,709.
Premier Commercial Bank M/M	163,570.
Wells Fargo (7244)	440.
Wells Fargo (0060)	14,053.
Fidelity Investments (6433)	142,732.
Fidelity Investments (6441)	7,372.
Fidelity Investments (6450)	4,376.

Continued

Supporting Statement of:

Form 990-PF, p2/Line 2(a)

Description	Amount
Total	<u>2,048,272.</u>

Supporting Statement of:

Form 990-PF, p2/Line 27(a)

Description	Amount
DDC Original Contribution	4,437,031.
Prior Years Retained Earnings	-5,400,039.
DDC Estate Capital Contribution	2,083,471.
EHC Capital Contribution	3,911,739.
EHC Revocable Trust Capital Contribution	3,188,261.
Mark to Market	-216,892.
Rounding	2.
Total	<u>8,003,573.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(b)

Description	Amount
Bank of America	72,001.
Total	<u>72,001.</u>

Supporting Statement of:

Form 990-PF, p2/Line 1(c)

Description	Amount
Bank of America	72,001.
Total	<u>72,001.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Vantage South Bank	446,807.
Live Oak Bank	913,421.
Premier Commercial Bank	165,289.
Wells Fargo Advisors (7244)	440.
Wells Fargo Advisors (0060)	35,697.
Fidelity Investments (1181)	14,397.
Fidelity Investments (6433)	30,851.
Total	<u>1,606,902.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(c)

Description	Amount
Vantage South Bank	446,807.
Live Oak Bank	913,421.
Premier Commercial Bank	165,289.
Wells Fargo Advisors (7244)	440.
Wells Fargo Advisors (0060)	35,697.
Fidelity Investments (1181)	14,397.
Fidelity Investments (6433)	30,851.
Total	<u>1,606,902.</u>

Supporting Statement of:

Form 990-PF, p2/Line 27(b)

Description	Amount
Prior Years Retained Earnings	-5,600,181.
DDC Original Contribution	4,437,031.
DDC Estate Capital Contribution	2,083,471.
EHC Capital Contribution	3,911,739.
EHC Rev Trust Capital Contribution	3,188,261.
Mark to Market	189,323.
Total	<u>8,209,644.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1a

Description	Amount
Hatteras Multi-Strategy	929,338.
Wells Fargo Advisors (0060)	1,508,920.
Wells Fargo Advisors (7244)	1,333,850.
Fidelity Investments (6433)	1,585,039.
Fidelity Investments (6441)	216,240.
Fidelity Investments (6450)	159,756.
Fidelity Investments (1181)	453,106.
Chambers Street Properties	156,914.
Premier Commercial Bank Stock	22,000.
Plexus Fund II, LP	170,535.
Total	<u>6,535,698.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1b

Description	Amount
Bank of America	13,059.
NewBridge Bank	87,444.
Vantage South Bank	443,763.
Live Oak Bank	940,733.
Premier Commercial Bank	164,498.
First Bank	412,540.
Total	<u>2,062,037.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Wells Fargo Advisors (0060) Dividends	34,795.
Wells Fargo Advisors (7244) - Dividends	21,517.
Fidelity Investments (6433) - Dividends	50,515.
Fidelity Investments (6441) - Dividends	3,739.
Fidelity Investments (6450) - Dividends	2,371.
Fidelity Investments (1181) - Dividends	3,125.
Chambers Street Properties	1,369.
NewBridge Bank - Interest	509.
Vantage South Bank - Interest	6,626.
Live Oak Bank - Interest	14,712.
Premier Commercial Bank - Interest	1,719.
First Bank - Interest	1,714.
Wells Fargo Advisors (0060) - Interest	2.
Wells Fargo Advisors (7244) - Interest	0.
Fidelity Investments (6433) - Interest	2,723.

Continued

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (d)

Description	Amount
Fidelity Investments (6441) - Interest	1.
Fidelity Investments (6450) - Interest	1.
Fidelity Investments (1181) - Interest	1.
K-1 Interest	57.
Total	<u>145,496.</u>

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Sales Price-1

Description	Amount
Wells Fargo Advisors (0060)	155,000.
Fidelity Investments (6433)	167,600.
Fidelity Investments (6441)	360,667.
Fidelity Investments (6450)	243,910.
Fidelity Investments (1181)	656,924.
Total	<u>1,584,101.</u>

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Cost or other basis-1

Description	Amount
Wells Fargo Advisors (0060)	172,874.
Fidelity Investments (6433)	169,932.
Fidelity Investments (6441)	329,578.
Fidelity Investments (6450)	229,518.
Fidelity Investments (1181)	655,557.
Total	<u>1,557,459.</u>