



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

INTERNAL REVENUE SERVICE

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.

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

Harry S. & Isabel C. Cameron Foundation
Bank of America, N.A., PO Box 831041
Dallas, TX 75283-1041

A Employer identification number
74-6073312

B Telephone number (see the instructions)
800-357-7094

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

▶ \$ 33,796,981. (Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)	374,707.			
2	Ch ☐ if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities.	859,059.	859,059.		
5a	Gross rents	347,583.	347,583.		
b	Net rental income or (loss) 237,657.				
6a	Net gain/(loss) from sale of assets not on line 10	1,226,871.			
b	Gross sales price for all assets on line 6a 14,183,076.				
7	Capital gain net income (from Part IV, line 2)		1,226,871.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule) See Statement 1	301.	301.		
12	Total. Add lines 1 through 11	2,808,521.	2,433,814.		
13	Compensation of officers, directors, trustees, etc	81,973.	49,184.		32,789.
14	Other employee salaries and wages				
15	Pension plans, employee benefits.				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 2	7,586.			7,586.
c	Other professional fees (attach sch) See St 3	82,997.	52,997.		30,000.
17	Interest				
18	Depreciation (attach schedule) (see instrs) See St 4	46,248.	6,784.		
19	Depreciation (attach sch) and depletion	65,091.	65,091.		
20	Occupancy				
21	Travel, conferences, and meetings.	11,098.			11,098.
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	4,180.	4,180.		
24	Total operating and administrative expenses. Add lines 13 through 23	299,173.	178,236.		81,473.
25	Contributions, gifts, grants paid Part XV	1,247,825.			1,247,825.
26	Total expenses and disbursements. Add lines 24 and 25.	1,546,998.	178,236.		1,329,298.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,261,523.			
b	Net investment income (if negative, enter -0-)		2,255,578.		
c	Adjusted net income (if negative, enter -0-)				

918 5 NE

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				
	2	Savings and temporary cash investments		721,419.	1,146,570.	1,146,570.
	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 (attach sch.)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule) Statement 6		5,628,495.	4,299,943.	4,385,166.
	b	Investments — corporate stock (attach schedule) Statement 7		10,577,322.	13,111,014.	16,368,291.
	c	Investments — corporate bonds (attach schedule) Statement 8		6,990,717.	5,951,976.	5,999,952.
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) See Stmt 9	4,431,749.	858,605.	3,638,235.	3,573,144.	4,760,000.
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 10		493,431.	1,178,043.	1,137,002.	
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)		28,049,619.	29,260,690.	33,796,981.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	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)		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.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			X		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		28,049,619.	29,260,690.	
	30	Total net assets or fund balances (see instructions)		28,049,619.	29,260,690.	
	31	Total liabilities and net assets/fund balances (see instructions)		28,049,619.	29,260,690.	

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	28,049,619.
2	Enter amount from Part I, line 27a	2	1,261,523.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	29,311,142.
5	Decreases not included in line 2 (itemize) See Statement 11	5	50,452.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	29,260,690.

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)

1a Publicly-traded Securities	P	Various	Various
b Passthrough K-1 Capital Gain	P	Various	Various
c Capital gain distributions	P	Various	Various
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 14,068,732.		12,956,205.	1,112,527.
b 3,525.			3,525.
c 110,819.			110,819.
d			
e			

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			1,112,527.
b			3,525.
c			110,819.
d			
e			

2 Capital gain net income or (net capital loss)

☐ If gain, also enter in Part I, line 7
☐ If (loss), enter -0- in Part I, line 7

2

1,226,871.

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

0.

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 (column (b) divided by column (c))
2011	1,523,668.	31,792,052.	0.047926
2010	1,985,216.	32,351,958.	0.061363
2009	2,187,319.	30,873,008.	0.070849
2008	2,325,925.	29,791,945.	0.078072
2007	2,830,965.	38,456,856.	0.073614

2 Total of line 1, column (d)

2

0.331824

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

0.066365

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

32,965,149.

5 Multiply line 4 by line 3

5

2,187,732.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

22,556.

7 Add lines 5 and 6

7

2,210,288.

8 Enter qualifying distributions from Part XII, line 4

8

1,329,298.

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. ☐ 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. ☐ and enter 1% of Part I, line 27b		1	45,112.
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	45,112.
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	45,112.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	36,948.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	46,948.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,836.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <u>1,836.</u> Refunded <u>0.</u>	11	0.	

Part VII-A 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 <u>\$ 0.</u> (2) On foundation managers <u>\$ 0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <u>\$ 0.</u>		
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?	N/A	
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) <u>TX</u>		
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

BAA

Form 990-PF (2012)

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>None</u>	13	X	
14	The books are in care of <u>Dennis Young, U.S. Trust</u> Telephone no <u>713-247-7852</u> Located at <u>700 Louisiana St, 6th Floor Houston TX</u> ZIP + 4 <u>77002-2700</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes', enter the name of the foreign country			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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.)	2b	N/A
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>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	N/A
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

BAA

Form 990-PF (2012)

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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12		81,973.	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

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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	0

BAA

Form 990-PF (2012)

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	27,919,051.
b	Average of monthly cash balances	1 b	788,105.
c	Fair market value of all other assets (see instructions)	1 c	4,760,000.
d	Total (add lines 1a, b, and c)	1 d	33,467,156.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	33,467,156.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	502,007.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,965,149.
6	Minimum investment return. Enter 5% of line 5	6	1,648,257.

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	1,648,257.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	45,112.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	45,112.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,603,145.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,603,145.
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	1,603,145.

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	1,329,298.
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	1,329,298.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,329,298.

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.				1,603,145.
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__		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	949,744.			
b From 2008	856,332.			
c From 2009	663,693.			
d From 2010	420,070.			
e From 2011				
f Total of lines 3a through e	2,889,839.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 1,329,298.				
a Applied to 2011, but not more than line 2a.			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				1,329,298.
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).)	273,847.			273,847.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,615,992.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount — see 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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	675,897.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,940,095.			
10 Analysis of line 9:				
a Excess from 2008	856,332.			
b Excess from 2009	663,693.			
c Excess from 2010	420,070.			
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached	N/A	Public	See attached	1,247,825.
Total			3 a	1,247,825.
<i>b Approved for future payment</i>				
Total			3 b	

Form 990-PF (2012)

TEEA0503L 03/14/13

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No 1545-0047

2012

Name of the organization

Harry S. & Isabel C. Cameron Foundation

Employer identification number

74-6073312

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II)**Special Rules**☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (i) \$5,000 or (ii) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ► \$ _____**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it must answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

Harry S. & Isabel C. Cameron Foundation

74-6073312

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	T/W CRUT FBO E. Elaine Griffitts PO Box 831041 Dallas, TX 75283-1041	\$ 374,707.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

74-6073312

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Noncash: publicly-traded investments \$364,791	\$ 364,791 .	2/22/13
	Cash: \$9,916		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____		\$ _____	

Name of organization

Harry S. & Isabel C. Cameron Foundation

Employer identification number

74-6073312

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

... \$ N/A

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

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 Income	\$ 301.	\$ 301.	
Total	<u>\$ 301.</u>	<u>\$ 301.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance services	\$ 5,599.			\$ 5,599.
Tax preparation services	1,987.			1,987.
Total	<u>\$ 7,586.</u>	<u>\$ 0.</u>		<u>\$ 7,586.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
External investment advisors	\$ 8,213.	\$ 8,213.		
Grants advisor	30,000.			\$ 30,000.
Other investment fees	96.	96.		
Real estate property mgmt fees	44,688.	44,688.		
Total	<u>\$ 82,997.</u>	<u>\$ 52,997.</u>		<u>\$ 30,000.</u>

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise tax	\$ 39,464.			
Foreign tax	6,784.	\$ 6,784.		
Total	<u>\$ 46,248.</u>	<u>\$ 6,784.</u>		<u>\$ 0.</u>

Harry S. & Isabel C. Cameron Foundation

74-6073312

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K-1 expenses	\$ 4,033.	\$ 4,033.		
Rental Expenses	147.	147.		
Total	<u>\$ 4,180.</u>	<u>\$ 4,180.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Govt Obligations	Cost	\$ 4,299,943.	\$ 4,385,166.
		\$ 4,299,943.	\$ 4,385,166.
Total		<u>\$ 4,299,943.</u>	<u>\$ 4,385,166.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate stock - see attached	Cost	\$ 12,706,071.	\$ 15,966,220.
Prudential Global Real Estate Fd	Cost	100,000.	92,831.
Vanguard REIT ETF	Cost	304,943.	309,240.
Total		<u>\$ 13,111,014.</u>	<u>\$ 16,368,291.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate bonds - see attached	Cost	\$ 5,951,976.	\$ 5,999,952.
Total		<u>\$ 5,951,976.</u>	<u>\$ 5,999,952.</u>

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

<u>Category</u>	<u>Basis</u>	<u>Accum. Deprec.</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Buildings	\$ 2,538,549.	\$ 858,605.	\$ 1,679,944.	\$ 2,631,615.
Land	1,893,200.		1,893,200.	2,128,385.
Total	<u>\$ 4,431,749.</u>	<u>\$ 858,605.</u>	<u>\$ 3,573,144.</u>	<u>\$ 4,760,000.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
DB Commodity Index Tracking Fund	Cost	\$ 428,043.	\$ 387,002.
Grosvenor Registered Multi Strat. Fd	Cost	500,000.	500,000.
Skybridge Multi-Advisor Hedge Fd	Cost	250,000.	250,000.
Total		<u>\$ 1,178,043.</u>	<u>\$ 1,137,002.</u>

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

Adjust book value of donated securities to tax basis	Total	\$ 50,452.
		<u>\$ 50,452.</u>

Statement 12
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
David W. Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	\$ 0.	\$ 0.	\$ 0.
Sylvia Joan Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.
Frances C. Miller PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 12 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Shirley Cameron Davis PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	\$ 0.	\$ 0.	\$ 0.
Eva Langley PO Box 831041 Dallas, TX 75283-1041	Trustee 2.00	0.	0.	0.
U.S. Trust, Bank of America PO Box 1939 Houston, TX 77251	Trustee 1.00	81,973.	0.	0.
		Total \$ 81,973.	\$ 0.	\$ 0.

Statement 13
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name:	See attachment
Care Of:	See attachment
Street Address:	P.O. Box 1939
City, State, Zip Code:	Houston, TX 77251-1939
Telephone:	See attachment
E-Mail Address:	See attachment
Form and Content:	See attachment
Submission Deadlines:	See attachment
Restrictions on Awards:	See attachment

Harry S. & Isabel C. Cameron Foundation

74-6073312

Form 990-PF - Part VIII, Line 1(b) - Average hours per week devoted to position: The compensation shown on the return that is paid to Bank of America, N.A. as corporate trustee is not calculated based upon an hourly rate for time spent by the trustee; rather, Bank of America's compensation as corporate trustee is calculated using a market value fee schedule. The trust officer's time spent performing administrative responsibilities for this foundation averages one hour per week. In addition, time is spent by other staff members for recordkeeping, investment management, income collection, rendering statements and accountings, regulatory reporting, regulatory compliance, and tax services.

6/30/13

2012 Federal Book Summary Depreciation Schedule

Page 1

Harry S. & Isabel C. Cameron Foundation

74-6073312

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Rental Activity - Rental Property										
Buildings										
2	TX Veterans Memorial Bldg	10/19/99		2,538,549			793,513	S/L	39	65,091
	Total Buildings			2,538,549		0	793,513			65,091
Land										
1	TX Veterans Memorial Land	10/19/99		631,831						0
3	4701 Washington Ave Land	2/01/12		1,261,369						0
	Total Land			1,893,200		0	0			0
	Total Depreciation			4,431,749		0	793,513			65,091
	Grand Total Depreciation			4,431,749		0	793,513			65,091

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
-------	-------------	---------------------	-----------------------------------	-------------------	-------------------	--------------------------------	-------------------------	----------------------------	-----------------

Equities									
	(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities				
U S Large Cap									
178 000	ALEXION PHARMACEUTICALS INC Ticker ALXN	015351109 HEA	\$16,418.72 92.240	\$0.00	\$8,529.83 47.920	\$7,888.89	\$0.00	0.00%	
264 000	ALLERGAN INC Ticker AGN	018490102 HEA	22,239.36 84.240	0.00	20,478.62 77.571	1,760.74	52.80	0.23	
1,203 000	ALTRIA GROUP INC Ticker MO	02209S103 CNS	42,092.97 34.990	529.32	15,262.30 12.687	26,830.67	2,117.28	5.03	
127 000	AMAZON.COM INC Ticker AMZN	023135106 CND	35,266.63 277.690	0.00	17,047.97 134.236	18,218.66	0.00	0.00	

(1) Market Value in the Portfolio Detail section does not include Accrued Income



Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312

Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
11,106 832	ASTON MONTAG & CALDWELL GROWTH FUND CLI	00078H281 OEQ	294,331.05 26 500	0 00	257,985.97 23 228	36,345.08	3,121.02	1 06	
	Ticker: MCGI X								
1,072 000	AT&T INC	00206R102 TEL	37,948.80 35 400	0 00	25,403.50 23 697	12,545.30	1,929.60	5 08	
83 000	BIOMGEN IDEC INC	09062X103 HEA	17,861.60 215 200	0 00	7,389.57 89 031	10,472.03	0 00	0 00	
414 000	BOEING CO	097023105 IND	42,410.16 102 440	0 00	18,240.67 44 060	24,169.49	803.16	1 89	
313 000	CELGENE CORP	151020104 HEA	36,614.74 116 980	0 00	16,516.23 52 768	20,098.51	0 00	0 00	
351 000	CHEVRON CORP	166764100 ENR	41,537.34 118 340	0 00	22,200.75 63 250	19,336.59	1,404.00	3 38	
1,736 000	CISCO SYS INC	17275R102 IFT	42,245.56 24 335	0 00	33,663.99 19 392	8,581.57	1,180.48	2.79	
410 000	COGNIZANT TECHNOLOGY SOLUTIONS CLA	192446102 IFT	25,682.40 62 640	0 00	25,736.24 62 771	-53.84	0 00	0 00	
	Ticker: CTSH								
111,311 010	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES	19765N245 OEQ	1,871,138.08 16 810	0 00	1,492,828.33 13 411	378,309.75	40,739.83	2 17	
	Ticker: GSFTX								
64,974 572	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES	19765Y688 OEQ	994,110.95 15 300	0 00	669,424.90 10 303	324,686.05	0 00	0 00	
	Ticker: UMLGX								
717 000	CONOCOPHILLIPS	20825C104 ENR	43,378.50 60 500	0 00	28,639.43 39 943	14,739.07	1,892.88	4 36	
459 000	DOMINION RES INC VA NEW	25746U109 UTL	26,080.38 56 820	0 00	19,400.41 42 267	6,679.97	1,032.75	3 96	
674 000	DU PONT E I DE NEMOURS & CO	263534109 MAT	35,385.00 52 500	0 00	22,843.68 33 893	12,541.32	1,213.20	3 42	
189 000	EOG RES INC	26875P101 ENR	24,887.52 131 680	0 00	16,933.23 89 594	7,954.29	141.75	0 57	
	Ticker: EOG								

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U S Large Cap (cont)									
1,379 000	FACEBOOK INC CL A COM Ticker: FB	30303M102 IFT	34,309.52 24 880	0 00	32,943.13 23 889		1,366 39	0 00	0 00
410 000	FASTENAL CO Ticker: FAST	311900104 IND	18,773.90 45 790	0 00	19,803.23 48 301		-1,029 33	328 00	1 74
163 000	FRANKLIN RES INC Ticker: BEN	354613101 FIN	22,171.26 136 020	47 27	17,287.44 106 058		4,883 82	189 08	0 85
1,507 000	GENERAL ELEC CO Ticker: GE	369604103 IND	34,947.33 23 190	286 33	14,708.32 9 760		20,239 01	1,145 32	3 27
705 000	GILEAD SCIENCES INC Ticker: GILD	375558103 HEA	36,145.35 51 270	0 00	23,883.44 33 877		12,261 91	0 00	0 00
32 000	GOOGLE INC CL A COM Ticker: GOOG	38259P508 IFT	28,171.84 880 370	0 00	17,791.60 555 988		10,380 24	0 00	0 00
1,835 000	INTEL CORP Ticker: INTC	458140100 IFT	44,462.05 24 230	0 00	35,507.06 19 350		8,954 99	1,651 50	3 71
19,394 000	ISHARES S&P 500 GROWTH ETF Ticker: IVW	464287309 OEF	1,629,289.94 84 010	6,368 21	1,457,714.68 75 163		171,575 26	28,489 79	1 74
10,000 000	ISHARES S&P 500 VALUE ETF Ticker: IVE	464287408 OEF	757,700.00 75 770	4,148 07	645,405.47 64 541		112,294 53	16,770 00	2 21
520 000	J.P. MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	27,450.80 52 790	0 00	22,917.76 44 073		4,533 04	790 40	2 87
545 000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	46,793.70 85 860	0 00	27,010.20 49 560		19,783 50	1,438 80	3 07
329 000	KIMBERLY CLARK CORP Ticker: KMB	494388103 CNS	31,959.06 97 140	266 49	15,354.43 46 670		16,604.63	1,065 96	3 33
388 000	KRAFT FOODS GROUP INC Ticker: KFT	50076Q106 CNS	21,677.56 55 870	194 00	8,764.69 22 589		12,912 87	776 00	3 58
453 000	LAS VEGAS SANDS CORP Ticker: LVS	517834107 CND	23,977.29 52 930	0 00	17,916.16 39 550		6,061.13	634 20	2 64
250 000	LAUDER ESTEE COS INC CL A Ticker: EL	518439104 CNS	16,442.50 65 770	0 00	7,393.24 29,573		9,049 26	180 00	1 09

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U S Large Cap (cont)									
701 000	LILLY ELI & CO Ticker: LLY	532457108 HEA	34,433.12 49.120	0.00	21,747.54 31.024	12,685.58	1,373.96	3.99	
164 000	LINKEDIN CORP CLA COM Ticker: LNKD	53578A108 IFT	29,241.20 178.300	0.00	17,614.60 107.406	11,626.60	0.00	0.00	
1,043 000	MERCK & CO INC NEW COM Ticker: MRK	58933Y105 HEA	48,447.35 46.450	448.49	32,645.69 31.300	15,801.66	1,793.96	3.70	
712 000	METLIFE INC Ticker: MET	59156R108 FIN	32,581.12 45.760	0.00	28,201.60 39.609	4,379.52	783.20	2.40	
1,821 748	MFS VALUE FUND CL I Ticker: MFIIX	552983894 OEQ	53,577.61 29.410	0.00	50,007.19 27.450	3,570.42	987.39	1.84	
1,381 000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	47,706.65 34.545	0.00	26,044.15 18.859	21,662.50	1,270.52	2.66	
268 000	MONSANTO CO NEW COM Ticker: MON	61166W101 MAT	26,478.40 98.800	0.00	26,564.17 99.120	-85.77	402.00	1.51	
534 000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	43,510.32 81.480	0.00	25,104.57 47.012	18,405.75	1,409.76	3.24	
420 000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	36,380.40 86.620	357.00	11,918.75 28.378	24,461.65	1,428.00	3.92	
139 000	PRECISION CASTPARTS CORP Ticker: PCP	740189105 IND	31,415.39 226.010	4.17	18,494.28 133.052	12,921.11	16.68	0.05	
46 000	PRICELINE COM INC COM NEW Ticker: PCLN	741503403 CND	38,026.82 826.670	0.00	12,914.86 280.758	25,111.96	0.00	0.00	
488 000	QUALCOMM INC Ticker: QCOM	747525103 IFT	29,811.92 61.090	0.00	24,856.49 50.935	4,955.43	683.20	2.29	
698 000	RAYTHEON CO COM NEW Ticker: RTN	755111507 IND	46,151.76 66.120	0.00	36,777.06 52.689	9,374.70	1,535.60	3.32	

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U S. Large Cap (cont)									
747 000	SALESFORCE COM INC Ticker: CRM	79466L302 IFT	28,520.46 38.180	0.00	22,794.18 30.514	5,726.28	0.00	0.00	0.00
5,000 000	SPDR S&P 500 ETF TR UNIT SER 1 Ticker: SPY	78462F103 OEF	802,100.00 160.420	4,195.60	669,233.43 133.847	132,866.57	16,670.00	2.07	2.07
565 000	TJX COS INC NEW Ticker: TJX	872540109 CND	28,283.90 50.060	0.00	26,258.79 46.476	2,025.11	327.70	1.15	1.15
436 000	TRAVELERS COS INC Ticker: TRV	88417E109 FIN	34,845.12 79.920	0.00	17,283.39 39.641	17,561.73	872.00	2.50	2.50
209 000	VERTEX PHARMACEUTICALS INC Ticker: VRTX	92532F100 HEA	16,732.54 80.060	0.00	17,145.70 82.037	-413.16	0.00	0.00	0.00
167 000	VISA INC CLA COM Ticker: V	92825C839 IFT	30,519.25 182.750	0.00	15,059.87 90.179	15,459.38	220.44	0.72	0.72
365 000	VMWARE INC CLA COM Ticker: VMW	928553402 IFT	24,451.35 66.990	0.00	27,401.71 75.073	-2,950.36	0.00	0.00	0.00
268 000	YUM BRANDS INC Ticker: YUM	988498101 CND	18,583.12 69.340	0.00	17,085.17 63.751	1,497.95	359.12	1.93	1.93
309 000	3M CO Ticker: MMM	88579Y101 IND	33,789.15 109.350	0.00	14,708.40 47.600	19,080.75	784.86	2.32	2.32
Total U S Large Cap			\$7,939,488.81	\$16,844.95	\$6,242,788.06	\$1,696,700.75	\$140,006.19	1.76%	
U S Mid Cap									
105 000	ACUTY BRANDS INC Ticker: AYI	00508Y102 IND	\$7,929.60 75.520	\$0.00	\$7,737.00 73.686	\$192.60	\$54.60	0.68%	0.68%
82 000	AFFILIATED MANAGERS GROUP Ticker: AMG	008252108 FIN	13,443.08 163.940	0.00	9,371.42 114.286	4,071.66	0.00	0.00	0.00
152 000	ANSYS INC Ticker: ANSS	03662Q105 IFT	11,111.20 73.100	0.00	10,089.29 66.377	1,021.91	0.00	0.00	0.00
175 000	ARMSTRONG WORLD INDS INC NEW COM Ticker: AWI	04247X102 IND	8,363.25 47.790	0.00	9,513.86 54.365	-1,150.61	0.00	0.00	0.00

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (FPM)									
U.S. Mid Cap (cont)									
147 000	ATWOOD OCEANICS INC Ticker: ATW	050095108 ENR	7,651.35 52.050	0.00	7,784.37 52.955	-133.02	0.00	0.00	0.00
272 000	BAIDU INC SPONSORED ADR REPSTG ORD SHS CAYMAN ISLANDS Ticker: BIDU	056752108 IFT	25,731.74 94.602	0.00	11,301.61 41.550	14,430.13	0.00	0.00	0.00
218 000	BE AEROSPACE INC Ticker: BEAV	073302101 IND	13,751.44 63.080	0.00	10,108.72 46.370	3,642.72	0.00	0.00	0.00
302 000	CINEMARK HLDGS INC Ticker: CNK	17243V102 CND	8,431.84 27.920	0.00	7,107.18 23.534	1,324.66	253.68	3.00	
12,506 114	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRN X	197189409 OEQ	415,578.17 33.230	0.00	272,665.29 21.803	142,912.88	2,351.15	0.56	
65,750 261	COLUMBIA MID CAP INDEX FUND CLASS Z SHARES Ticker: NMCP X	19765J608 OEQ	879,080.99 13.370	0.00	494,492.67 7.521	384,588.32	11,440.55	1.30	
335 000	COMERICA INC Ticker: CMA	200340107 FIN	13,343.05 39.830	56.95	10,719.63 31.999	2,623.42	227.80	1.70	
103 000	COVANCE INC Ticker: CVO	222816100 HEA	7,842.42 76.140	0.00	7,700.76 74.765	141.66	0.00	0.00	
452 000	D R HORTON INC Ticker: DHI	23331A109 CND	9,618.56 21.280	0.00	11,718.25 25.925	-2,099.69	67.80	0.70	
551 000	DIAMOND OFFSHORE DRILLING INC Ticker: DO	25271C102 ENR	37,903.29 68.790	0.00	39,918.90 72.448	-2,015.61	275.50	0.72	
94 000	DRIL-QUIP INC Ticker: DRQ	262037104 ENR	8,487.26 90.290	0.00	7,956.76 84.646	530.50	0.00	0.00	
651 000	E TRADE FINL CORP NEW COM Ticker: ETFC	269246401 FIN	8,241.66 12.660	0.00	7,850.08 12.058	391.58	0.00	0.00	
394 000	EDWARDS LIFESCIENCES CORP Ticker: EW	28176E108 HEA	26,476.80 67.200	0.00	36,996.00 93.898	-10,519.20	0.00	0.00	

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
135 000	FMC CORP COM NEW Ticker: FMC	302491303 MAT	8,243.10 61 060	18.23	7,273.43 53 877		969 67	72 90	0 88
724 000	FMC TECHNOLOGIES INC Ticker: FTI	30249U101 ENR	40,312.32 55 680	0.00	29,024.61 40 089		11,287 71	0 00	0 00
454 000	GENUINE PARTS CO Ticker: GPC	372460105 CND	35,443.78 78 070	244 03	12,571.26 27 690		22,872 52	976 10	2 75
770 000	GENWORTH FINL INC CL A COM Ticker: GNW	37247D106 FIN	8,785.70 11 410	0 00	8,085.39 10 501		700 31	0 00	0 00
408 000	HEXCEL CORP NEW Ticker: HXL	428291108 IND	13,892.40 34 050	0 00	11,063.47 27 116		2,828 93	0 00	0 00
1,600 000	ISHARES CORE S&P MID CAP ETF Ticker: IJH	464287507 OEQ	184,800.00 115 500	710 78	158,708.52 99 193		26,091 48	2,712 00	1 46
129 000	KIRBY CORP Ticker: KEX	497266106 IND	10,260.66 79 540	0 00	8,456.17 65 552		1,804 49	0 00	0 00
586 000	LKQ CORP Ticker: LKQ	501889208 CND	15,089.50 25 750	0 00	9,512.76 16 233		5,576.74	0 00	0 00
656 000	MICHAEL KORS HLDGS LTD ISIN VGG607541015 VIRGIN ISLANDS Ticker: KORS	G60754101 CND	40,685.12 62 020	0 00	31,195.12 47 554		9,490 00	0 00	0 00
64 000	MIDDLEBY CORP Ticker: MIDD	596278101 IND	10,885.76 170 090	0 00	6,676.64 104 323		4,209 12	0 00	0 00
567 000	NUANCE COMMUNICATIONS INC Ticker: NUAN	67020Y100 IFT	10,432.80 18 400	0 00	11,926.54 21 034		-1,493.74	0 00	0 00
194 000	OASIS PETE INC NEW Ticker: OAS	674215108 ENR	7,540.78 38 870	0 00	6,200.16 31 960		1,340.62	0 00	0 00
162 000	POLARIS INDS INC Ticker: PIL	731068102 CND	15,390.00 95 000	0 00	12,748.65 78 695		2,641 35	272 16	1 76
208 000	PROSPERITY BANCSHARES INC Ticker: PB	743606105 FIN	10,772.32 51 790	44.72	9,438.90 45 379		1,333 42	178 88	1 66



Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312

Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U S. Mid Cap (cont)									
7,133 349	PRUDENTIAL JENNISON MID-CAP GROWTH FUND INC CLZ Ticker: PEGZ X	74441C808 OEQ	252,948.56 35.460	0.00	250,000.00 35.047		2,948.56	848.87	0.33
224 000	REALOGY HLDGS CORP Ticker: RLGY	75605Y105 FIN	10,760.96 48.040	0.00	10,248.80 45.754		512.16	0.00	0.00
562 000	RED HAT INC Ticker: RHT	756577102 IFT	26,874.84 47.820	0.00	28,772.19 51.196		-1,897.35	0.00	0.00
56 000	TRACTOR SUPPLY CO Ticker: TSCO	892355105 CND	6,582.69 117.548	0.00	5,282.59 94.332		1,300.10	58.24	0.88
384 000	TRIMBLE NAVIGATION LTD Ticker: TRMB	896239100 IFT	9,980.16 25.990	0.00	10,408.99 27.107		-428.83	0.00	0.00
77 000	VALMONT INDS INC Ticker: VMI	920253101 IND	11,017.93 143.090	19.25	9,476.16 123.067		1,541.77	77.00	0.69
164 000	VULCAN MATLS CO Ticker: VMC	929160109 MAT	7,939.24 48.410	0.00	8,457.99 51.573		-518.75	6.56	0.08
127 000	WESCO INTL INC Ticker: WCC	95082P105 IND	8,630.92 67.960	0.00	8,301.90 65.369		329.02	0.00	0.00
96 000	WILLIAMS SONOMA INC Ticker: WSM	969904101 CND	5,365.44 55.890	0.00	4,973.05 51.803		392.39	119.04	2.21
326 000	ZIONS BANCORPORATION Ticker: ZION	989701107 FIN	9,427.92 28.920	0.00	8,458.92 25.948		969.00	52.16	0.55
Total U S Mid Cap			\$2,265,048.60	\$1,093.96	\$1,630,294.00		\$634,754.60	\$20,044.99	0.88%
U S Small Cap									
241 000	ACI WORLDWIDE INC Ticker: ACIW	004498101 IFT	\$11,201.68 46.480	\$0.00	\$9,712.10 40.299		\$1,489.58	\$0.00	0.00%
399 000	ACXIOM CORP Ticker: ACXM	005125109 IFT	9,049.32 22.680	0.00	8,011.50 20.079		1,037.82	95.76	1.05
731 000	AKORN INC Ticker: AKRX	009728106 HEA	9,883.12 13.520	0.00	10,604.24 14.506		-721.12	0.00	0.00
251 000	ALLEGHENY TECHNOLOGIES INC Ticker: ATI	01741R102 MAT	6,603.81 26.310	0.00	8,495.32 33.846		-1,891.51	180.72	2.73

Settlement Date



Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312

Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Small Cap (cont)									
305 000	AMTRUST FINL SVCS INC Ticker: AFSI	032359309 FIN	10,888.50 35.700	42.70		7,443.19 24.404	3,445.31	170.80	1.56
231 000	ASPEN TECHNOLOGY INC Ticker: AZPN	045327103 IFT	6,650.49 28.790	0.00		5,153.12 22.308	1,497.37	0.00	0.00
221 000	BEACON ROOFING SUPPLY INC Ticker: BECN	073685109 IND	8,371.48 37.880	0.00		6,180.73 27.967	2,190.75	0.00	0.00
234 000	BELDEN INC Ticker: BDC	077454106 IFT	11,683.62 49.930	11.70		8,142.65 34.798	3,540.97	46.80	0.40
456 000	BLOOMIN BRANDS INC Ticker: BLMN	094235108 CND	11,345.28 24.880	0.00		10,989.22 24.099	356.06	0.00	0.00
132 000	CASEYS GEN STORES INC Ticker: CASY	147528103 CNS	7,941.12 60.160	0.00		7,693.03 58.281	248.09	95.04	1.19
4,500 000	CEFISHARES CORE S&P SMALL-CAP Ticker: IJR	464287804 OEQ	406,395.00 90.310	1,205.06		347,139.44 77.142	59,255.56	5,818.50	1.43
648 000	CIENA CORP NEW COM Ticker: CIEN	171779309 IFT	12,590.64 19.430	0.00		10,194.24 15.732	2,396.40	0.00	0.00
209 000	CYBERONICS INC Ticker: CYBX	23251P102 HEA	10,859.64 51.960	0.00		10,436.69 49.936	422.95	0.00	0.00
10,197 331	EAGLE SM CAP GROWTH FUND CLI Ticker: HSII X	269858304 OEQ	500,179.09 49.050	0.00		397,736.52 39.004	102,442.57	152.96	0.03
569 000	FIFTH & PAC COS INC Ticker: FNP	316645100 CND	12,711.46 22.340	0.00		7,399.96 13.005	5,311.50	0.00	0.00
175 000	FIRST CASH FINANCIAL SERVICES INC COM Ticker: FCFS	31942D107 FIN	8,611.75 49.210	0.00		7,459.11 42.623	1,152.64	0.00	0.00
752 000	FIRST HORIZON NATL CORP Ticker: FHN	320517105 FIN	8,422.40 11.200	37.60		7,021.15 9.337	1,401.25	150.40	1.78
274 000	GUESS INC Ticker: GES	401617105 CND	8,502.22 31.030	0.00		7,720.44 28.177	781.78	219.20	2.57

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312

Settlement Date



Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP	Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)										
U.S. Small Cap (cont)										
1,022 000	HALCON RES CORP NEW COM Ticker: HK	40537Q209	ENR	5,794.74 5.670	0.00		7,817.58 7.649	-2,022.84	0.00	0.00
328 000	IXIA Ticker: XXIA	45071R109	IFT	6,035.20 18.400	0.00		5,651.48 17.230	383.72	0.00	0.00
262 000	MRC GLOBAL INC Ticker: MRC	55345K103	ENR	7,236.44 27.620	0.00		8,020.72 30.613	-784.28	0.00	0.00
64 000	MWI VETERINARY SUPPLY INC Ticker: MWIV	55402X105	IND	7,887.36 123.240	0.00		6,177.37 96.521	1,709.99	0.00	0.00
213 000	POLYONE CORP Ticker: POL	73179P106	MAT	5,278.14 24.780	0.00		5,364.47 25.185	-86.33	51.12	0.96
377 000	TEAM HEALTH HOLDINGS INC Ticker: TMH	87817A107	IND	15,483.39 41.070	0.00		8,346.28 22.139	7,137.11	0.00	0.00
178 000	TEXAS CAP BANCSHARES INC Ticker: TCBI	88224Q107	FIN	7,896.08 44.360	0.00		7,143.17 40.130	752.91	0.00	0.00
151 000	UNITED NAT FOODS INC Ticker: UNFI	911163103	CNS	8,152.49 53.990	0.00		8,400.81 55.635	-248.32	0.00	0.00
3,500 000	VANGUARD SMALL-CAP ETF Ticker: VB	922908751	OEQ	327,985.00 93.710	0.00		280,190.28 80.054	47,794.72	5,197.50	1.58
2,794 857	VICTORY SMALL CO OPPTY FUND CL1 SHS Ticker: VSOIX	92646A815	OEQ	101,732.79 36.400	0.00		100,000.00 35.780	1,732.79	679.15	0.66
114 000	WOLVERINE WORLD WIDE INC Ticker: WWW	978097103	CND	6,225.54 54.610	13.68		5,003.60 43.891	1,221.94	54.72	0.87
Total U.S. Small Cap				\$1,561,597.79	\$1,310.74	\$1,319,648.41	\$241,949.38	\$12,912.67	0.82%	
International Developed										
18,501 544	ARTISAN INTERNATIONAL FUND Ticker: ARTIX	04314H204	OEQ	\$482,150.24 26.060	\$0.00		\$425,000.00 22.971	\$57,150.24	\$5,087.92	1.05%
14,458 285	ARTISAN INTL VALUE FUND Ticker: ARTKX	04314H881	OEQ	477,846.32 33.050	0.00		401,833.79 27.793	76,012.53	4,250.74	0.89



Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312

Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
International Developed (cont)									
842 000	ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM Ticker: AZN	046353108 HEA	39,826.60 47 300	0 00	28,476.44 33 820	11,350.16	2,357.60	5.92	
937 000	BCE INC NEW COM CANADA Ticker: BCE	055348760 TEL	38,435.74 41 020	544.22	42,878.29 45 761	-4,442.55	2,176.65	5.66	
6,797 743	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACIN X	197199813 OEO	290,671.49 42 760	0 00	197,157.71 29 003	93,513.78	7,606.67	2.61	
270 000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	252430205 CNS	31,036.50 114 950	0 00	11,923.11 44 160	19,113.39	763.56	2.46	
9,331 171	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAIN X	411511306 OEO	581,798.51 62 350	0 00	405,945.76 43 504	175,852.75	11,719.95	2.01	
580 000	HSBC HLDGS PLC SPON ADR NEW UNITED KINGDOM Ticker: HBC	404280406 FIN	30,102.00 51 900	290.00	23,993.99 41 369	6,108.01	1,334.00	4.43	
99 000	NOVO-NORDISK A S ADR DENMARK Ticker: NVO	670100205 HEA	15,342.03 154 970	0 00	11,081.02 111 929	4,261.01	224.14	1.46	
571 000	ROYAL DUTCH SHELL PLC SPONSORED ADR CL B UNITED KINGDOM Ticker: RDS/B	780259107 ENR	37,840.17 66 270	0 00	41,146.12 72 060	-3,305.95	2,055.60	5.43	
17,616 350	THORNBURG INTL VALUE FUND CL I Ticker: TGVI X	885215566 OEO	494,667.11 28 080	0 00	417,378.39 23 693	77,288.72	6,747.06	1.36	

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
International Developed (cont)									
904 000	UNILEVER N.V. NEW YORK SHSADR NETHERLANDS Ticker UN	904784709 CNS	35,536.24 39.310	0.00	16,689.65 18.462		18,846.59	985.36	2.77
1,855 000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker VOD	92857W209 TEL	53,321.98 28.745	1,945.51	31,898.20 17.196		21,423.78	2,851.14	5.34
Total International Developed			\$2,608,574.93	\$2,779.73	\$2,055,402.47		\$553,172.46	\$48,160.39	1.84%
Emerging Markets									
5,500 000	ISHARES MSCI EMERGING MARKETS ETF Ticker EEM	464287234 OEO	\$211,750.00 38.500	\$0.00	\$237,648.16 43.209		-\$25,898.16	\$4,229.50	1.99%
57,607 867	LAZARD EMERGING MKTS EQUITY PORTFOLIO INSTLCL Ticker LZEMX	52106N889 OEO	1,030,604.74 17.890	0.00	839,404.95 14.571		191,199.79	20,508.40	1.99
9,000 000	VANGUARD FTSE EMERGING MKTS ETF Ticker VWO	922042858 OEO	349,155.00 38.795	0.00	380,884.60 42.321		-31,729.60	13,851.00	3.96
Total Emerging Markets			\$1,591,509.74	\$0.00	\$1,457,937.71		\$133,572.03	\$38,568.90	2.42%
Total Equities			\$15,966,219.87	\$22,029.38	\$12,706,070.65		\$3,260,149.22	\$259,713.14	1.62%

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312

Settlement Date



Portfolio Detail

Account: CO TUA HS & IC CAMERON COMBINED
Units: Description
Market Value(1)/ **Market Price**
Accrued **Tax Cost/** **Unrealized** **Estimated** **Cur Yld/**
Income **Average Unit Cost** **Gain/Loss** **Annual Income** **YTM**

Fixed Income				
Investment Grade Taxable				
50,000.000	2013	3M COMPANY	88579EAE5	
		MTN		
		DTD 08/21/08 4.375% DUE 08/15/13		
		Moody's: AA2 S&P AA-		
			\$50,235.00	
			100.470	
			\$826.38	
			\$52,883.50	
			105.767	
			-\$2,648.50	
			\$2,187.50	
				4.35%
				0.88

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

Account: CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
660,000.000	UNITED STATES TREAS NT DTD 11/17/03 4.250% DUE 11/15/13 Moody's AAA S&P: AA+	912828BR0	670,131.00 101.535	3,582.47	684,191.21 103.665		-14,060.21	28,050.00	4.18 0.11
100,000.000	2014 CATERPILLAR FINL SVCS CORP SR UNSEC MTN DTD 02/12/09 6.125% DUE 02/17/14 Moody's A2 S&P: A	14912L4F5	103,538.00 103.538	2,279.86	113,249.00 113.249		-9,711.00	6,125.00	5.91 0.45
100,000.000	CITIGROUP INC GLOBAL SR NT DTD 05/05/04 5.125% DUE 05/05/14 Moody's BAA2 S&P: A-	172967CK5	103,252.00 103.252	797.22	99,641.00 99.641		3,611.00	5,125.00	4.96 1.14
100,000.000	UNITED STATES TREAS NT DTD 05/17/04 4.750% DUE 05/15/14 Moody's AAA S&P: AA+	912828CJ7	103,965.00 103.965	606.66	109,156.25 109.156		-5,191.25	4,750.00	4.56 0.17
350,000.000	FEDERAL HOME LN BK GLOBAL BD DTD 05/27/04 5.250% DUE 06/18/14 Moody's AAA S&P: AA+	3133X7FK5	367,059.00 104.874	663.54	368,077.85 105.165		-1,018.85	18,375.00	5.00 0.17
100,000.000	ALLSTATE CORP SR NT DTD 08/16/04 5.000% DUE 08/15/14 Moody's A3 S&P: A-	020002AR2	104,611.00 104.611	1,888.89	109,860.00 109.860		-5,249.00	5,000.00	4.78 0.84
100,000.000	PROCTER & GAMBLE CO NT DTD 08/10/04 4.950% DUE 08/15/14 Moody's AA3 S&P: AA-	742718DA4	104,992.00 104.992	1,870.00	109,460.00 109.460		-4,468.00	4,950.00	4.71 0.53
100,000.000	PRUDENTIAL FINL INC MTN SER B DTD 09/20/04 5.100% DUE 09/20/14 Moody's BAA2 S&P: A	744320AE5	105,080.00 105.080	1,430.83	100,162.50 100.163		4,917.50	5,100.00	4.85 0.88
100,000.000	GOLDMAN SACHS GROUP INC NT DTD 09/29/04 5.000% DUE 10/01/14 Moody's A3 S&P: A-	38143UAW1	104,408.00 104.408	1,249.99	93,698.00 93.698		10,710.00	5,000.00	4.78 1.39

Settlement Date

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

Account: CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
100,000 000	2015 MERCCK & CO INC NT	589331AK3	106,793.00 106.793	1,583.33	103,618.00 103.618	3,175.00	4,750.00	4.44 0.67
	DTD 02/17/05 4.750% DUE 03/01/15 Moody's: A1 S&P AA							
100,000 000	DU PONT E I DE NEMOURS & CO SR NT	263534BX6	106,722.00 106.722	1,398.61	113,613.00 113.613	-6,891.00	4,750.00	4.45 0.80
	DTD 02/20/09 4.750% DUE 03/15/15 Moody's: A2 S&P A							
350,000 000	FEDERAL HOME LN MTG CORP NT	3134A4VC5	378,014.00 108.004	6,975.69	374,449.95 106.986	3,564.05	15,312.50	4.05 0.42
	DTD 07/14/05 4.375% DUE 07/17/15 Moody's: AAA S&P AA+							
100,000 000	CREDIT SUISSE FIRST BOSTON USA INC GLOBAL SR NT	22541LBK8	107,976.00 107.976	1,936.11	111,068.00 111.068	-3,092.00	5,125.00	4.74 1.20
	DTD 08/17/05 5.125% DUE 08/15/15 Moody's: A1 S&P A+							
200,000 000	UNITED STATES TREAS NT DTD 08/15/05 4.250% DUE 08/15/15 Moody's: AAA S&P AA+	912828EE6	216,282.00 108.141	3,193.37	219,203.80 109.602	-2,921.80	8,500.00	3.93 0.40
100,000 000	2016 ORACLE CORP / OZARK HLDG INC NT	68402LAC8	110,594.00 110.594	2,420.83	102,843.00 102.843	7,751.00	5,250.00	4.74 0.96
	DTD 01/13/06 5.250% DUE 01/15/16 Moody's: A1 S&P A+							
100,000 000	VERIZON COMMUNICATIONS INC NT	92343VAC8	110,804.00 110.804	2,096.67	113,391.00 113.391	-2,587.00	5,550.00	5.00 1.32
	DTD 02/15/06 5.550% DUE 02/15/16 Moody's: A3 S&P A-							
100,000 000	CISCO SYS INC NT	17275RAC6	111,665.00 111.665	1,970.83	104,335.00 104.335	7,330.00	5,500.00	4.92 0.99
	DTD 02/22/06 5.500% DUE 02/22/16 Moody's: A1 S&P A+							

Settlement Date

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

Account: CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
100,000.000	METLIFE INC SR UNSEC'D NT DTD 05/29/09 6.750% DUE 06/01/16 Moody's: A3 S&P: A-	59156RAU2	114,453.00 114.453	562.50	116,363.00 116.363		-1,910.00	6,750.00	5.89 1.60
350,000.000	FEDERAL NATL MTG ASSN NT DTD 08/17/06 5.250% DUE 09/15/16 Moody's: AAA S&P: AA+	31359MW41	398,321.00 113.806	5,410.42	401,751.35 114.786		-3,430.35	18,375.00	4.61 0.86
350,000.000	FEDERAL NATL MTG ASSN MTN DTD 06/08/07 5.375% DUE 06/12/17 Moody's: AAA S&P: AA+	31398ADM1	405,086.50 115.739	992.88	375,189.50 107.197		29,897.00	18,812.50	4.64 1.25
150,000.000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5.700% DUE 09/14/17 Moody's: AA3 S&P: AA-	459200GJ4	173,262.00 115.508	2,541.24	153,195.00 102.130		20,067.00	8,550.00	4.93 1.87
100,000.000	MCDONALDS CORP SR UNSEC'D MTN DTD 10/18/07 5.800% DUE 10/15/17 Moody's: A2 S&P: A	58013MEB6	116,583.00 116.583	1,224.44	101,063.00 101.063		15,520.00	5,800.00	4.97 1.79
100,000.000	COCA-COLA CO NT DTD 11/01/07 5.350% DUE 11/15/17 Moody's: AA3 S&P: AA-	191216AK6	114,694.00 114.694	683.61	103,261.00 103.261		11,433.00	5,350.00	4.66 1.86
100,000.000	UNITED TECHNOLOGIES CORP NT DTD 12/07/07 5.375% DUE 12/15/17 Moody's: A2 S&P: A	913017BM0	114,702.00 114.702	238.88	109,580.00 109.580		5,122.00	5,375.00	4.68 1.93
100,000.000	WAL-MART STORES INC SR NT DTD 08/24/07 5.800% DUE 02/15/18 Moody's: AA2 S&P: AA	931142CJ0	117,145.00 117.145	2,191.11	110,860.00 110.860		6,285.00	5,800.00	4.95 1.93

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
100,000,000	HONEYWELL INTL INC SR UNSEC MTN DTD 02/29/08 5.300% DUE 03/01/18 Moody's: A2 S&P: A	438516AX4	113,932.00 113.932	1,766.67	102,118.00 102.118		11,814.00	5,300.00	4.65 2.16
175,000,000	UNITED STATES TREAS NT DTD 08/15/08 4.000% DUE 08/15/18 Moody's: AAA S&P: AA+	912828JH4	197,599.50 112.914	2,629.83	183,629.51 104.931		13,969.99	7,000.00	3.54 1.37
100,000,000	DEERE JOHN CAP CORP MTN DTD 09/08/08 5.750% DUE 09/10/18 Moody's: A2 S&P: A	24422EDV4	116,704.00 116.704	1,804.86	122,126.00 122.126		-5,422.00	5,750.00	4.92 2.33
100,000,000	2019 AT&T INC GLOBAL NT DTD 02/03/09 5.800% DUE 02/15/19 Moody's: A3 S&P: A-	00206RAR3	115,981.00 115.981	2,191.11	123,397.65 123.398		-7,416.65	5,800.00	5.00 2.63
150,000,000	UNILEVER CAPITAL CORP CO GTD SR NT DTD 02/12/09 4.800% DUE 02/15/19 Moody's: A1 S&P: A+	904764AK3	169,965.00 113.310	2,720.00	158,277.00 105.518		11,688.00	7,200.00	4.23 2.28
100,000,000	CHEVRON CORP SR NT DTD 03/03/09 4.950% DUE 03/03/19 Moody's: AA1 S&P: AA	166751AJ6	114,845.00 114.845	1,622.50	103,881.00 103.881		10,964.00	4,950.00	4.31 2.17
350,000,000	FEDERAL HOME LN MTG CORP REFERENCE NTS DTD 03/27/09 3.750% DUE 03/27/19 Moody's: AAA S&P: AA+	3137EACA5	384,734.00 109.924	3,427.08	371,391.65 106.112		13,342.35	13,125.00	3.41 1.88
100,000,000	BANK NEW YORK INC MEDIUM TERM SR NT DTD 05/12/09 5.450% DUE 05/15/19 Moody's: AA3 S&P: A+	06406HBM0	115,513.00 115.513	696.39	120,408.00 120.408		-4,895.00	5,450.00	4.71 2.66

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

Account: CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP	Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)										
Investment Grade Taxable (cont)										
100,000,000	2020 BOEING CO SR UNSEC NT DTD 07/28/09 4 875% DUE 02/15/20 Moody's: A2 S&P: A	097023AZ8		114,148.00 114.148	1,841.66	118,932.00 118.932		-4,784.00	4,875.00	4.27 2.53
100,000,000	ANHEUSER BUSCH INBEV WORLDWIDE INC CO GTD NT DTD 03/29/10 5 000% DUE 04/15/20 Moody's: A3 S&P: A	03523TAV0		113,514.00 113.514	1,055.56	115,446.00 115.446		-1,932.00	5,000.00	4.40 2.79
100,000,000	TARGET CORP SR UNSEC NT DTD 07/16/10 3 875% DUE 07/15/20 Moody's: A2 S&P: A+	87612EAV8		106,897.00 106.897	1,786.80	104,048.00 104.048		2,849.00	3,875.00	3.62 2.78
100,000,000	PEPSICO INC SR UNSEC NT DTD 10/26/10 3.125% DUE 11/01/20 Moody's: A1 S&P: A-	713448BR8		101,816.00 101.816	520.83	106,672.00 106.672		-4,856.00	3,125.00	3.06 2.84
100,000,000	2021 BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT DTD 01/11/11 4 250% DUE 01/15/21 Moody's: AA2 S&P: AA	084664B03		106,783.00 106.783	1,959.72	98,867.00 98.867		7,916.00	4,250.00	3.98 3.22
525,000,000	UNITED STATES TREAS NT DTD 02/15/11 3.625% DUE 02/15/21 Moody's: AAA S&P: AA+	912828PX2		583,527.00 111.148	7,149.86	567,373.04 108.071		16,153.96	19,031.25	3.26 2.02
100,000,000	HOME DEPOT INC SR UNSEC NT CALL 1/21/21 @100 DTD 03/31/11 4 400% DUE 04/01/21 Moody's: A3 S&P: A-	437076AW2		109,765.00 109.765	1,100.00	112,241.00 112.241		-2,476.00	4,400.00	4.00 2.97
100,000,000	WELLS FARGO & CO NEW MEDIUM TERM SR NT DTD 03/29/11 4.600% DUE 04/01/21 Moody's: A2 S&P: A+	949748EV8		108,971.00 108.971	1,150.00	114,826.00 114.826		-5,855.00	4,600.00	4.22 3.19

Harry S. & Isabel C. Cameron Foundation
Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

CO TUA HS & IC CAMERON COMBINED

June 01, 2013 through June 30, 2013

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
100,000 000	INTEL CORP SR UNSECD NT DTD 09/19/11 3.300% DUE 10/01/21 Moody's: A1 S&P: A+	458140AJ9	100,368.00 100.368	824.99	107,684.00 107.684		-7,316.00	3,300.00	3.28 3.23
100,000 000	GENERAL ELEC CAP CORP SR UNSECD MTN DTD 10/17/11 4.650% DUE 10/17/21 Moody's: A1 S&P: AA+	3696265J9	106,076.00 106.076	955.83	102,674.00 102.674		3,402.00	4,650.00	4.38 3.67
100,000 000	LOWES COS INC UNSECD SR NT CALL 1/15/22 @100 DTD 04/23/12 3.120% DUE 04/15/22 Moody's: A3 S&P: A-	548661CW5	98,422.00 98.422	658.67	105,928.00 105.928		-7,506.00	3,120.00	3.17 3.29
100,000 000	BLACKROCK INC SR UNSECD NT DTD 05/25/12 3.375% DUE 06/01/22 Moody's: A1 S&P: A+	09247XAJ0	99,973.00 99.973	281.25	105,404.00 105.404		-5,431.00	3,375.00	3.37 3.36
65,251 260	FEDERAL HOME LN MTG CORP POOL #G18190 DTD 06/01/07 5.500% DUE 06/01/22 Moody's: AAA S&P: AAA	3128MMMF81	70,646.23 108.268	299.07	64,117.00 98.262		6,529.23	3,588.82	5.08 2.23
46,671 140	FEDERAL HOME LN MTG CORP POOL #G18202 DTD 07/01/07 6.000% DUE 07/01/22 Moody's: AAA S&P: AAA	3128MMGL1	51,260.78 109.834	233.36	46,780.53 100.234		4,480.25	2,800.27	5.46 1.64
100,000 000	COMCAST CORP NEW SR UNSECD NT DTD 07/02/12 3.125% DUE 07/15/22 Moody's: A3 S&P: A-	20030NBD2	97,433.00 97.433	1,440.97	104,429.00 104.429		-6,996.00	3,125.00	3.20 3.41
100,000 000	JPMORGAN CHASE & CO SR UNSECD NT DTD 09/24/12 3.250% DUE 09/23/22 Moody's: A2 S&P: A	46625HJE1	94,940.00 94.940	884.72	102,402.00 102.402		-7,462.00	3,250.00	3.42 3.79

Settlement Date

Harry S. & Isabel C. Cameron Foundation

Attachment to 2012 Form 990-PF

74-6073312



Portfolio Detail

June 01, 2013 through June 30, 2013

Account: CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
506,984.490	2027 FEDERAL NATL MTG ASSN POOL #AB4485 DTD 01/01/12 3.000% DUE 02/01/27 Moody's: AAA S&P AA+	31417A6X2	522,107.84 102.983	1,267.46	534,631.00 105.453		-12,523.16	15,209.53	2.91 1.84
25,024.788	CMG ULTRA SHORT TERM BOND FUND	19765E823	224,972.84 8.990	129.95	225,166.85 8.998		-194.01	1,851.83	0.82
61,197.180	PIMCO TOTAL RETURN FUND INSTL	693390700	658,481.66 10.760	1,119.12	675,000.00 11.030		-16,518.34	19,093.52	2.90
16,646.439	PRINCIPAL PFD SECS FUND INSTL CL	742530416	172,124.18 10.340	700.82	175,858.10 10.564		-3,733.92	9,704.87	5.63
	Total Investment Grade Taxable		\$9,591,867.53	\$92,835.44	\$9,527,872.24		\$63,995.29	\$391,012.59	4.07%
International Developed Bonds									
100,000.000	2016 ONTARIO PROV CDA USS GLOBAL BD CANADA DTD 01/18/06 4.750% DUE 01/19/16 Moody's: AA2 S&P: AA-	683234YB8	\$109,790.00 109.790	\$2,137.49	\$111,787.00 111.787		-\$1,997.00	\$4,750.00	4.32% 0.84
33,558.664	TEMPLETON GLOBAL BD FUND ADVISOR CL	880208400	433,242.35 12.910	0.00	457,362.53 13.629		-24,120.18	25,101.88	5.79
	Total International Developed Bonds		\$543,032.35	\$2,137.49	\$569,149.53		-\$26,117.18	\$29,851.88	5.49%
Global High Yield Taxable									
3,119.152	MFS EMERGING MKTS DEBT FUND CL1	55273E640	\$46,038.68 14.760	\$193.98	\$50,000.00 16.030		-\$3,961.32	\$2,439.18	5.29%
11,488.684	PIMCO HIGH YIELD FD INSTL CL	693390841	108,223.40 9.420	789.18	104,897.04 9.130		3,326.36	6,560.04	6.06
	Total Global High Yield Taxable		\$154,262.08	\$983.16	\$154,897.04		-\$634.96	\$8,999.22	5.83%
	Total Fixed Income		\$10,289,161.96	\$95,956.09	\$10,251,918.81		\$37,243.15	\$429,863.69	4.17%

10,385,118.05 + 10,251,918.81 +
 Less Gov't Sec. 4,385,165.56 - Less Gov't Sec. 4,299,943.00 -
 Ln 10c 5,999,952.49 * Ln 10c 5,951,975.81 *

HARRY S. & ISABEL C. CAMERON FOUNDATION

Grant Administrator Diane Guiberteau – Phone # 713 303-1710 diane.guiberteau@gmail.com
Corporate Trustee Dennis A Young – Phone # 713.247.7852 or dennis.young@ustrust.com

GENERAL INFORMATION

The Foundation was created to promote compassionate giving that serves the needs of our community, be they religious, charitable, educational, scientific, literary and the arts, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986

Under the terms of the governing instrument, the following types of requests cannot be considered,

- Political organizations
- Individuals
- Seminars
- Scholarships for individuals
- Grants to organizations or programs involving abortions

APPLICATION INFORMATION

The Cameron Foundation Trustees meet four times each year. **Application deadlines are February 1** for the March meeting, **May 1** for the June meeting, **August 1** for the September meeting, and **October 15** for the November/December meeting. The Trustees consider all requests for grants that are within the stated purpose of the Foundation.

*Please note any recipient of grant money is asked to sign and return an acknowledgement letter in compliance with Internal Revenue Service rules, per The Omnibus Budget Reconciliation Act of 1993

APPLICATION PROCEDURE

Grant applicants are to prepare an application packet that includes the following information:

- ☐ One copy of your organization's 501(c)(3) IRS Determination Letter stating the exempt status from federal income tax

And provide one original and six (6) copies of:

- ☐ Your grant request. A letter addressed to the Trustees, which outlines the purpose and amount of the request. Be specific about your request and its purpose. Is the grant request for general operating expenses or for a specific program?
- ☐ About your organization. A one-page or less history of your organization describing when it was founded, its purpose/mission statement, and the community it serves.
- ☐ Project budget. A budget outline for the program or project for which the grant is requested.
- ☐ Organizational budget. Your organization's revenue and expenses for the year for which you are requesting funding. Please detail your organization's total administrative costs.
- ☐ Other funding sources. Major contributors or matching grants.
- ☐ Board list. A list of your organization's Trustees or Board of Directors.
- ☐ Financial statements. Most recent audit or audited financial statement. If the financial statement is unaudited please provide a copy of the IRS Form 990.
- ☐ Signature of an authorized representative of the organization on the application. It is very important to include the correct contact information for the person requesting/responsible for the grant.
- ☐ Please do not include videos, DVDs, pamphlets, newspaper articles or magazine-like booklets.

Mail your packet by one of the above listed deadlines to:

Mailing address

Harry S & Isabel C. Cameron Foundation or
U S Trust, Bank of America
Attn: Dennis A Young, Corporate Trustee, 6th Floor
P O Box 1939
Houston, Texas 77251-1939

Physical Address

Harry S & Isabel C. Cameron Foundation
U.S Trust, Bank of America
Attn: Dennis A Young, Corporate Trustee
700 Louisiana, 6th Floor
Houston, Texas 77002

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
100 Club, Inc. 5555 San Felipe Rd, Ste 1750, Houston, TX 77056	509(a)(1)	In honor and memory of the brave firemen and police officers in the greater Houston area	5,000
Adult Reading Center 2246 N. Washington Ave. Pearland, TX 77581	509(a)(1)	General Support	5,000
Archdiocese of Galveston/Houston 1700 San Jacinto, Houston, TX 77002	509(a)(1)	Inner city schools; Support for 4th prayer breakfast	6,000
Assistance League Houston 1902 Commonwealth St, Houston, TX 77006	509(a)(2)	Operation School Bell Program	5,000
Bay Area Turning Point Inc. PO Box 890929, Houston, TX 77289	509(a)(1)	Children's Services Program	5,000
Bayou Preservation Association, Inc. PO Box 131563, Houston, TX 77219	509(a)(2)	General Support	9,000
Bioethics Art 318 Main St, Ste F, Spring, TX 77373	509(a)(1)	2013 Unesco Bioethics and Human Rights Art Competition	1,000
Camp Aranzazu Inc 5420 FM 1781, Rockport, TX 78382	509(a)(1)	For Houston area campers to attend camp for special needs children	5,000
Casa de Esperanza Post Office Box 66581, Houston, TX 77266-6581	509(a)(1)	Residential Program	10,000
Catholic Charities 2900 Louisiana, Houston, TX 77006	509(a)(1)	General Support	25,000
Catholic Educators Resource 14400 Bel Red Rd, Ste 207, Bellevue, WA 98007	509(a)(1)	General Support	10,000
Challenge Soccer Club 16738 A Steubner Airline Spring, Texas 77379	509(a)(2)	General Support	2,500

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Child Advocates Incorporated 2401 Portsmouth, Suite 210, Houston, TX 77098	509(a)(1)	General Support	20,200
Child Advocates of Montgomery County Inc 412 W Phillips St, Ste 107, Conroe, TX 77301	509(a)(1)	General Support	5,000
Child Builders 2425 Fountain View, Houston, TX 77057	509(a)(1)	General Support	5,000
Christ the Redeemer Catholic Church 11507 Huffmeister Rd, Houston, TX 77065	509(a)(1)	Gabriel's Project	1,000
Christian Community Service Center 3230 Mercer St., Houston, TX 77027	509(a)(1)	Back to School Program	4,500
CHRISTUS Foundation for Healthcare PO Box 1919, Houston, TX 77251	509(a)(1)	CHRISTUS Healthy Living Mobile Clinic Program	2,000
Coalition for the Homeless of Houston 600 Jefferson St., Ste 2050 Houston, TX 77002	509(a)(1)	General Support	5,000
Covenant House Texas 1111 Lovette Boulevard Houston, TX 77006	509(a)(1)	General Support	5,500
Crisis Intervention of Houston 3701 Kirby Drive Houston, TX 77098	509(a)(1)	General Support	5,500
Cristo Rey Jesuit College Preparatory School 6700 Mount Carmel Street Houston, Texas 77087	509(a)(1)	For use in Math and Science Programs/Textbooks	100,000
Crosby Sports Association PO Box 75, Crosby, TX 77532	509(a)(2)	General Support	325
Crossroads Community Partnership for Youth 6300 Chimney Rock Rd, Houston, TX 77081	509(a)(1)	General Support	7,000
Depelchin Children's Center 4950 Memorial Dr., Houston, TX 77007	509(a)(1)	Independent Living Program	10,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Dominican Sisters 6501 Almeda, Houston, TX 77021-2095	509(a)(1)	General Support / Medical Equipment	49,500
Equestrian Order of the Holy 2121 Sage Road, Suite 230, Houston, TX 77056	509(a)(1)	For supporting Christians in the Holy Land	1,000
Food for the Poor 6401 Lyons Rd, Coconut Creek, FL 33097	509(a)(1)	To construct schools in the Port Au Prince area	5,000
Galveston Historical Foundation 502 20th St, Galveston, TX 77550	509(a)(2)	Moody Foundation Challenge to allow GHF to purchase Bishop's Palace	20,000
Genesys Works 14400 Memorial Dr Ste 200, Houston, TX 77079	509(a)(1)	General Support	3,000
Guadalupe Regional Middle School 1214 Lincoln St, Brownsville, TX 78521	509(a)(1)	Scholarships	6,000
Gulf Coast Chapter National Railway Historical Society PO Box 457 Houston, TX 77001	509(a)(1)	Land Acquisition / Improvements	2,000
Healthcare for the Homeless P. O. Box 66690, Houston, Texas 77266	509(a)(1)	General Support	7,000
Holy Name Passionist Retreat Center 430 Bunker Hill Road, Houston, TX 77024	509(a)(1)	General Support	3,000
Houston Achievement Place 245 W. 17th Street, Houston, TX 77008	509(a)(1)	Foster Care Program	7,500
Houston Arboretum and Nature Center 4501 Woodway Dr, Houston, TX 77024	509(a)(1)	General Support	3,000
Houston Compass, Inc. 1117 Texas St, Houston, TX 77002	509(a)(1)	General Support	7,500

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Houston Council on Alcohol and Drugs 303 Jackson Hill St, Houston, TX 77007	509(a)(1)	Waggoners Foundation speakers series 30th annual spring luncheon	1,500
Houston Eye Associates Foundation 7155 Old Katy Rd, Ste N100, Houston, TX 77024	509(a)(1)	Medical And Surgical Programs To Restore Vision	10,000
Houston Museum of Natural Science 5555 Hermann Park Dr, Houston, TX 77030	509(a)(2)	General Support	5,000
Humble Area Assistance Ministries 1302 1st Street, Humble, TX 77338	509(a)(1)	General Support	5,000
Immaculate Conception Parish 7250 Harrisburg Blvd, Houston, TX 77011	509(a)(1)	General Support	5,000
Incarnate Word Academy 609 Crawford, Houston, TX 77002-3668	509(a)(1)	General Support	15,000
Interfaith CarePartners 701 N Post Oak Rd, Ste 330, Houston, TX 77024	509(a)(1)	General Support	2,700
Jesuit Volunteer Corps South PO Box 3126, Houston, TX 77253	509(a)(1)	Recruitment, screening, training and support of jesuit volunteer corps in Houston, Texas	10,000
Junior Achievement 2115 E Governors Cir, Houston, TX	509(a)(1)	General Support	5,000
Leukemia & Lymphoma Society, Inc. 1311 Mamaroneck Ave, Ste 310, White Plains, NY 10605	509(a)(1)	Patient Svcs Program in Houston	5,000
La Posada Providencia 1610 Marydale Rd, San Benito, TX 78586	509(a)(1)	ESL Assistance and Life Skills Program	3,000
Literacy Advance 2424 Wilcrest, Ste. 120, Houston, TX 77042	509(a)(2)	General Support	2,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Local Infant Formula for Emergencies Inc 2002 South Wayside, Ste 113, Houston, TX 77023	509(a)(1)	General Support	5,000
Majella Society (Majella Cares) 11615 Angus Rd, Ste 102, Austin, TX 78759	509(a)(1)	2013 "Call for Help" Media Campaign	9,800
Memorial Assistance Ministries 1625 Blalock Rd, Houston, TX 77080	509(a)(2)	I Can See Program	3,000
Memorial Hermann Health System 909 Frostwood, Ste 2100, Houston, TX 77024	509(a)(1)	Prevention & Recovery Center For Atraining Program For Addiction Medicine	50,000
Memorial Hermann Health System 909 Frostwood, Ste 2100, Houston, TX 77024	509(a)(1)	Serenity Garden Project	12,500
Memorial Hermann Health System 909 Frostwood, Ste 2100, Houston, TX 77024	509(a)(1)	PARC Family Services Program	4,000
Memorial Hermann Health System 909 Frostwood, Ste 2100, Houston, TX 77024	509(a)(1)	Ride for Recovery	2,000
Mental Health America 2211 Norfolk, Suite 810, Houston, TX 77098	509(a)(1)	Information and Referral and Pro Bono Counseling	5,000
Missions of Yahweh 10247 Algiers, Houston, TX 77041	509(a)(1)	Sister Gay Childrens Home operations	5,000
North Houston Catholic High School 22151 Frassati Way, Spring, TX 77389	509(a)(1)	Phase 1 Of The "A Foundation For The Future" Capital Campaign	25,000
MS 150 10514 Shadow Wood, Houston, TX 77043	509(a)(1)	General Support	2,000
New Hope Housing 1117 Texas Avenue, Houston, TX 77002	509(a)(1)	Resident Services Program	8,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Open Door Mission Foundation PO Box 9356, Houston, TX 77261	509(a)(1)	Educational Materials for Mission residents	2,000
Palmer Drug Abuse Program 840 Gessner Rd, Ste 1300, Houston, TX 77024	509(a)(1)	General Support	2,500
Pathways for Little Feet 8 Greenway Plz, Ste 1000, Houston, TX 77046	509(a)(1)	Assistance given to families adopting children	5,000
Pope John XXIII High School 1800 West Grand Parkway N, Katy TX 77449	509(a)(1)	"Promises Kept"	75,000
Pro-Vision, Inc. 4590 Wilmington St, Houston, TX 77051	509(a)(1)	Manhood Development Program	5,000
Resource & Crisis Center 2202 Ave L, Galveston, TX 77550	509(a)(1)	Victims of violence and sexual assault	7,000
Rebuilding Together Houston PO Box 15315, Houston, TX 77220	509(a)(1)	Volunteer home repair program in Houston	5,000
San Jose Clinic 2615 Fannin, Houston, TX 77002	509(a)(2)	General Support	4,500
SEARCH Homeless Services 2505 Fannin, Houston, TX 77002	509(a)(1)	General Support	5,000
Shalom Mobile Health Ministry 8121 Broadway St, Ste 103, Houston, TX 77061	509(a)(1)	Breast healthcare program	3,000
Sheltering Arms Senior Services 3838 Aberdeen Way, Houston, TX 77025	509(a)(1)	General Support	3,000
Sight Into Sound 3935 Essex Ln, Houston, TX 77027	509(a)(2)	General Support	7,500
Society of St. Vincent de Paul 2403 Holcombe Blvd, Houston, TX 77021	509(a)(1)	Support for Vincentian Service Center	7,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Source for Women of Houston, Inc. 6009 Richmond Ave, Houston, TX 77057	509(a)(1)	General Support	7,000
Spaulding for Children 8582 Katy Frwy, Ste 100, Houston, TX 77024	509(a)(1)	Special needs adoption program	5,000
SPARK PO Box 1562 Houston, TX 77251	509(a)(1)	School Park Space	1,000
Special Pals 3830 Greenhouse Rd., Houston, TX 77084	509(a)(1)	Repairs and veterinary medical care for pets	12,000
St. Christopher Catholic School 8150 Park Place Blvd., Ho., TX 77017	509(a)(1)	Purchase of new carpets and furniture for classrooms	3,000
St. Dominic Village 2401 Holcombe Boulevard, Houston, TX 77021	509(a)(1)	Welcome to Dinner Program	5,000
St. Mary's Catholic Center 603 Church St., College Station, TX 77840	509(a)(1)	Student Campus Ministry Internship Program	7,000
St. Mary of the Immaculate Conception Catholic Church 816 Park Avenue, La Porte, TX 77571	509(a)(1)	Gabriel's Angels Rosary Hall / Building Fund	24,000
St. Mary's Seminary 9845 Memorial Drive, Houston, TX 77024	509(a)(1)	General Support	25,000
St. Pius X Catholic School 811 West Donovan St, Houston, TX 77091	509(a)(1)	Capital Campaign	100,000
St. Thomas High School 4500 Memorial Drive, Houston, TX 77007-7332	509(a)(1)	Excellence Campaign	5,000
Teach for America 4669 Southwest Fwy, Ste 600, Ho., TX 77027	509(a)(1)	General Support	3,000
Teen and Family Services 9337B Katy Freeway, PMB 314 Houston, TX 77024	509(a)(1)	Counseling services for youth and families	60,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Texas Center for the Missing PO Box 420148, Houston, TX 77242	509(a)(1)	General Support	2,500
Texas Council on Family Violence PO Box 161810, Austin, TX 78716	509(a)(1)	General Support	6,000
Texas Right to Life 9800 Centre Pkwy, Ste 200, Houston, TX 77036	509(a)(1)	Pro-Life Leader Scholarship Program	5,000
The Immunization Partnership 3015 Richmond Ave #270, Houston, TX 77098	509(a)(1)	General Support	2,500
The Lazarus House 4106 Austin, Houston, TX 77004	509(a)(1)	2013 Wellness Program	3,000
The Wheelhouse, Inc. P. O. Box 920, Deer Park, TX 77536	509(a)(1)	General Support	5,000
Therapy Pet Pals 3930 Bee Cave Rd, Ste C, Austin, TX 78746	509(a)(1)	General Support	4,000
University of St. Thomas 3800 Montrose Blvd., Houston, TX 77006-4696	509(a)(1)	Cameron School Chair in Management and Marketing	200,000
University of St. Thomas 3800 Montrose Blvd., Houston, TX 77006-4696	509(a)(1)	Tuition Assistance	8,000
University of Texas Health Science Center Houston 7000 Fannin, Suite 1200, Houston, Texas 77030	509(a)(1)	Cameron Fellowship	20,000
Volunteer Interfaith Caregivers 10330 Hillcroft St, Houston, TX 77096	509(a)(1)	General Support	2,800
Wellsprings, Inc PO Box 311017, Houston, TX 77231	509(a)(1)	General Support	3,000
Women's Resource 730 N Post Oak Rd, Ste 204, Houston, TX 77024	509(a)(1)	Books and Supplies	3,000

Part XV, Line 3a - Grants Paid During the Year

Name and Address	Public Charity Status	Purpose	Amount
Woodlands Art League PO Box 7234, The Woodlands, TX 77387	509(a)(2)	General Support	5,000
Workfaith Connection 10120 Northwest Frwy Ste 200, Houston, TX 77092	509(a)(1)	Programs for job readiness training and career advancement planning	5,000
Writers in the Schools 1523 W Main St, Houston, TX 77006	509(a)(1)	Provide arts education to 24 classrooms	5,000
Young Audiences Inc of Houston 4550 Post Oak Place Dr, Ste 230, Houston, TX 77027	509(a)(1)	Healing Arts Programs at the Texas Children's Cancer Center and Shriner's Hospital	5,000
GRAND TOTAL			<u><u>\$ 1,247,825</u></u>